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LLC I.D. #

81438

***State of Rhode Island and Providence Plantations***

OFFICE OF THE SECRETARY OF STATE

CORPORATIONS DIVISION  
100 NORTH MAIN STREET  
PROVIDENCE, RI 02903

**LIMITED LIABILITY COMPANY**

**ARTICLES OF ORGANIZATION**

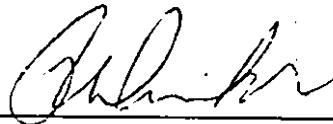
Pursuant to the provisions of Chapter 7-16 of the General Laws, 1956, as amended, the following Articles of Organization are adopted for the limited liability company to be organized hereby:

**FIRST.** The name of the Limited Liability company is  
**Eastern Resorts Company, LLC.**

**SECOND.** There are at least two members who have agreed to form this limited liability company.

**THIRD.** The latest date on which the limited liability company is to dissolve is December 31, 2023.

**FOURTH.** The name and address of the resident agent in the State of Rhode Island is Richard G. Winkler, Esq., 366 Thames Street, P.O. Box 2000, Newport, RI 02840.



Signature of Registered Agent  
Richard G. Winkler, Esq.

**FIFTH.** Under the terms of these Articles of Organization and any written operating agreement made or intended to be made, the limited liability company is intended to be treated for purposes of federal income taxation as:

☒ a partnership;  
or ☐ a corporation.

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SIXTH. The address of the principal office of the limited liability company if it is determined: 366 Thames Street, P.O. Box 3000, Newport, RI 02840.

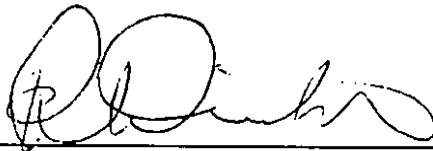
SEVENTH. Additional provisions (if any) not inconsistent with law, which the members elect to have set forth in these Articles of Organization:

- A. A manager of the limited liability company shall not be personally liable to the limited liability company or to its members for monetary damages for breach of any duty provided for in Section 17 of the Rhode Island Limited Liability Company Act, as may hereafter be amended from time to time (the "Act"), except for liability of a manager for:
  - (1) breach of the manager's duty of loyalty to the limited liability company or its members;
  - (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
  - (3) the liability imposed pursuant to the provisions of Section 32 of the Act relating to wrongful distributions; or
  - (4) any transaction from which the manager derived an improper personal benefit, unless said transaction was with the informed consent of the members or a majority of the disinterested managers.
- B. The limited liability company shall indemnify any member, manager, agent or employee, past or present, of the limited liability company (an "Indemnified Person") to the full extent permissible pursuant to Section 4(k) of the Act; provided, however, that the limited liability company shall not indemnify any Indemnified Person for:
  - (1) breach of the Indemnified Person's duty of loyalty to the limited liability company or its members;
  - (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
  - (3) the liability imposed pursuant to the provisions of Section 32 of the Act relating to wrongful distributions; or
  - (4) any transaction from which the Indemnified Person derived an improper personal benefit, unless said transaction was with the consent of the members or a majority of the disinterested managers.

- C. No member or any deceased member's executor or administrator shall have the right to sell, transfer (by gift or otherwise), assign, pledge, or encumber, in whole or in part, his or her interest in the limited liability company without the unanimous written consent of all of the other members of the limited liability company. In addition, no purchaser, transferee (by gift or otherwise), assignee, pledgee or encumbrancer of any interest in the limited liability company may become a member without the unanimous written consent of all of the other members of the limited liability company.

EIGHTH. Date these Articles of Organization are to become effective: upon filing with the Secretary of State.

Dated September 30, 1994

A handwritten signature in dark ink, appearing to read 'Richard G. Winkler', is written over a horizontal line.

(Signature of Authorized Person)  
Richard G. Winkler, Esq.

***Eastern Resorts Corporation***  
366 Thames Street, Newport, RI 02840

September 30, 1994

Office of the Secretary of State  
Corporations Division  
100 North Main Street  
Providence, RI 02903

Dear Sir or Madam:

Please be advised that the undersigned Rhode Island corporation hereby consents to the use of the name Eastern Resorts Company, LLC and the formation of a limited liability company by that name notwithstanding the fact that such name may be similar to the name of the undersigned.

EASTERN RESORTS CORPORATION

By:   
R. Perry Harris, President