**State of Rhode Island and Providence Plantations**
**Office of the Secretary of State**

**Fee: $150.00**

Division Of Business Services
148 W. River Street
Providence RI 02904-2615
(401) 222-3040

## Limited Liability Company
## Articles of Organization

(Chapter 7-16-6 of the General Laws of Rhode Island, 1956, as amended)

### ARTICLE I

The name of the limited liability company is: RWT Development, LLC

### ARTICLE II

The street address (post office boxes are not acceptable) of the limited liability company's registered agent in Rhode Island is:

No. and Street: 171 BROADWAY
City or Town: PROVIDENCE State: RI Zip: 02903

The name of the resident agent at such address is: IACOI LAW, P.C.

### ARTICLE III

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:
*Check one box only*

__ a partnership __ a corporation X disregarded as an entity separate from its member

### ARTICLE IV

The address of its principal office of the limited liability company if it is determined at the time of organization:

No. and Street: 35 ROGER WILLIAMS DRIVE
City or Town: NORTH KINGSTOWN State: RI Zip: 02852 Country: USA

### ARTICLE V

The limited liability company has the purpose of engaging in any lawful business, unless a more limited purpose is set forth in Article VI of these Articles of Organization.

The period of its duration is: X Perpetual __

### ARTICLE VI

Additional provisions, if any, not inconsistent with law, which members elect to have set forth in these Articles of Organization, including, but not limited to, any limitation of the purposes or any other provision which may be included in an operating agreement:

1. ANY ACTION REQUIRED TO BE TAKEN AT A MEETING OF MEMBERS, OR ANY OTHER ACTION WHICH
MAY BE TAKEN AT A MEETING OF MEMBERS, MAY BE TAKEN WITHOUT A MEETING IF A

___
CONSENT IN
WRITING, SETTING FORTH THE ACTION SO TAKEN, SHALL BE SIGNED BY ALL MEMBERS ENTITLED TO VOTE
WITH RESPECT TO THE SUBJECT MATTER THEREOF.

2. EXCEPT FOR THOSE ACTIONS EXCLUDED BY SECTION 7-16-21(B)(1), (2) AND (3) OF THE
RHODE ISLAND LIMITED LIABILITY COMPANY ACT (THE "ACT"), ANY ACTION REQUIRED OR PERMITTED
TO BE TAKEN BY VOTE OF THE MEMBERS MAY BE TAKEN WITHOUT A MEETING ON THE WRITTEN
CONSENT OF LESS THAN ALL OF THE MEMBERS ENTITLED TO VOTE ON SUCH ACTION, IF THE MEMBERS
THAT CONSENT WOULD BE ENTITLED TO CAST AT LEAST THE MINIMUM NUMBER OF

VOTES WHICH
WOULD BE REQUIRED TO TAKE THE ACTION AT A MEETING AT WHICH ALL MEMBERS

ENTITLED TO VOTE
ON SUCH ACTION ARE PRESENT.

3. NO MEMBER OR MANAGER SHALL HAVE PERSONAL LIABILITY TO THE COMPANY OR TO ANY OTHER
MEMBER FOR MONETARY DAMAGES FOR BREACH OF SUCH MEMBER'S OR MANAGER'S DUTY AS A
MEMBER OR MANAGER, AS APPLICABLE, PROVIDED THAT THIS PROVISION SHALL NOT
ELIMINATE OR
LIMIT THE LIABILITY OF SUCH PARTY: (I) FOR ANY BREACH OF SUCH PARTY'S DUTY OF LOYALTY TO THE
COMPANY OR TO THE OTHER MEMBERS; (II) FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH
INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW; (III) UNDER
SECTION 7-16-32
OF THE ACT; OR (IV) FOR ANY TRANSACTION FROM WHICH SUCH PARTY DERIVED AN
IMPROPER
PERSONAL BENEFIT, UNLESS SUCH TRANSACTION WAS WITH THE INFORMED CONSENT OF ALL OF THE
MEMBERS.

4. THE OWNERSHIP OF THE COMPANY IS SUBJECT TO TRANSFER RESTRICTIONS CONTAINED IN ITS
OPERATING AGREEMENT AND COPIES THEREOF ARE ON FILE AT THE REGISTERED OFFICE OF THE
COMPANY. MEMBERSHIP INTERESTS OF THE COMPANY ARE TRANSFERABLE ONLY UPON COMPLIANCE
WITH THE PROVISIONS OF SAID TRANSFER RESTRICTIONS.

**ARTICLE VII**

The limited liabilty company is to be managed by its **_X_** Members or __ Managers (check one)
**(If managed by Members, go to ARTICLE VIII)**

The name and address of each manager **(If LLC is managed by Members, DO NOT complete this section)**:

| Title | Individual Name<br>First, Middle, Last, Suffix | Address<br>Address, City or Town, State, Zip Code, Country |
|---|---|---|

**ARTICLE VIII**

The date these Articles of Organization are to become effective, not prior to, nor more than 90 days after the filing of these Articles of Organization.

Later Effective Date:

*This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the company, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-16.*

**Signed this 18 Day of October, 2019 at 11:50:51 AM by the Authorized Person.**

RANDY W. THOMPSON

**Address of Authorized Signer:**
35 ROGER WILLIAMS AVENUE, NORTH KINGSTOWN, RI 02852

Form No. 400
Revised 09/07

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State of Rhode Island and Providence Plantations
**Department of State | Office of the Secretary of State**
**Nellie M. Gorbea,** *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island and Providence Plantations, hereby certify that this document, duly executed in accordance with the provisions of Title 7 of the General Laws of Rhode Island, as amended, has been filed in this office on this day:

October 18, 2019 11:50 AM

Nellie M. Gorbea
*Secretary of State*