



**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: Tier 3 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: ADLER POLLOCK & SHEEHAN P.C.  
1 CITIZENS PLAZA, 8TH FLOOR

City or Town: PROVIDENCE

State: RI

Zip: 02903

The name of the resident agent at such address is: SUSAN LEACH DEBLASIO

**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    ☐ 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: 27 HILLSIDE AVENUE

City or Town: PROVIDENCE

State: RI

Zip: 02906

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: ☒ 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:

6.1 THE LIMITED LIABILITY COMPANY MAY BE GOVERNED BY AN OPERATING AGREEMENT WHICH MAY BE AMENDED FROM TIME TO TIME BY THE MEMBERS.

6.2 A MANAGER OF THE LIMITED LIABILITY COMPANY, IF THERE BE ANY, OR A MEMBER ACTING IN THE CAPACITY OF A MANAGER (IN EITHER CASE, A “MANAGER”), 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 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 OF A MAJORITY OF THE DISINTERESTED MANAGERS.

6.3 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 OF A MAJORITY OF THE DISINTERESTED MANAGERS.

**ARTICLE VII**

The limited liability company is to be managed by its  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 |
|---------|------------------------------------------------|------------------------------------------------------------|
| MANAGER | ANDREW SHEDD                                   | 950 S FLOWER STREET # 613<br>LOS ANGELES, CA 90015 USA     |
| MANAGER | TUCKER WATSON                                  | 27 HILLSIDE AVENUE<br>PROVIDENCE, RI 02906 USA             |

## 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 31 Day of October, 2019 at 2:00:05 PM by the Authorized Person.**

ANDREW SHEDD

**Address of Authorized Signer:**

950 S FLOWER STREET # 613

LOS ANGELES, CA 90015

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 31, 2019 01:58 PM

The signature is written in a cursive, flowing style in blue ink. It appears to read "Nellie M. Gorbea".

Nellie M. Gorbea  
*Secretary of State*

