



State of Rhode Island and Providence Plantations
Department of State - Business Services Division

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Articles of Organization

DOMESTIC Limited Liability Company

→ Filing Fee: \$150.00

Pursuant to the provisions of RIGL 7-16, the following Articles of Organization are adopted for the limited liability company to be organized hereby:

1. The name of the limited liability company is:

Cleome LLC

2. The name and address of the initial resident agent/office in Rhode Island is:

Agent Name **Montalbano, Belliveau & St. Sauveur, LLP**

Street Address (NOT a P.O. Box) **450 Veterans Memorial Parkway, Suite 7A**

City/Town **East Providence**

State **RHODE ISLAND**

Zip Code **02914**

3. 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):

- ☒ partnership or
☐ a corporation or
☐ disregarded as an entity separate from its member(s)

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

Street Address **33 Bean Farm Drive**

City/Town **Kingston**

State **RI**

Zip Code **02881**

5. The limited liability company has the purpose of engaging in any lawful business, and shall have perpetual existence until dissolved or terminated in accordance with RIGL 7-16, unless a more limited purpose or duration is set forth in Section 6 of these Articles of Organization.

MAIL TO:

Division of Business Services
148 W. River Street, Providence, Rhode Island 02904-2615
Phone: (401) 222-3040
Website: www.sos.ri.gov

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6. Additional provisions, if any, not inconsistent with law, which the member(s) elect to have set forth in these Articles of Organization, including, but not limited to, any limitation of the purpose(s) or duration for which the limited liability company is formed, and any other provision which may be included in an operating agreement.

See Exhibit A attached hereto

Check this box to indicate attachment ☒

7. The Limited Liability Company is to be managed by:

You **MUST** check one box:

☒ Its member(s) (If you have checked this box, skip to Section 8. Do not fill out the chart below.)

☐ One (1) or more manager(s) (If the limited liability company has manager(s) at the time of the filing of these Articles of Organization, state the name and address of each manager below.)

MANAGER	ADDRESS

8. Date when these Articles of Organization will be effective: **CHECK ONE BOX ONLY**

☒ Date received (Upon filing)

☐ Later effective date (Date must be no more than 90 days from the date of filing) _____

Under penalty of perjury, I declare and affirm that I have examined these Articles of Organization, including any accompanying attachments, and that all statements contained herein are true and correct.

Name of Authorized Person Deborah Grossman-Garber		Address 33 Bean Farm Drive	
City/Town Kingston		State RI	Zip Code 02881
Signature of Authorized Person <i>Deborah Grossman-Garber</i> SIGN DOCUMENT HERE			Date 12/05/2019

EXHIBIT A

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, 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 shall have personal liability to the Company or to any other Member for monetary damages for breach of such Member's duty as a Member, provided that this provision shall not eliminate or limit the liability of such Member: (i) for any breach of the Member'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 Rhode Island Limited Liability Company Act; or (iv) for any transaction from which the Member derived an improper personal benefit, unless such transaction was with the informed consent of the other 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.