

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

LIMITED LIABILITY COMPANY**ARTICLES OF ORGANIZATION**

(To Be Filed in Duplicate)

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:

1. The name of the limited liability company is Thomsen Enterprises, LLC
2. The name and address of the resident agent in the State of Rhode Island is:
James H. Hahn, Esq.
180 South Main Street
Providence, RI 02903
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 only)

☒ a partnership or ☐ a corporation or ☐ disregarded as an entity separate from its member

The limited liability company was formed by converting a Rhode Island partnership into the limited liability company. Although there is only one initial member, it is anticipated that the limited liability company will retain the tax attributes of the partnership (and be taxed as a partnership).
4. The address of the principal office of the limited liability company if it is determined at the time of organization:
141 Narragansett Park Drive
East Providence, RI 02916
5. The limited liability company has the purpose of engaging in any business which a limited partnership may carry on except the provision of professional services as defined in Section 7-5.1-2, and shall have perpetual existence until dissolved or terminated in accordance with chapter 7-16 unless more limited purpose or duration is set forth in paragraph 6 of these Articles of Organization.

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By CLT 216026

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

See Exhibit A attached hereto and made a part hereof.

7. The limited liability company is to be managed by:

(Check one box only)

☒ its members or ☐ by one (1) or more managers

8. If the limited liability company has managers at the time of filing these Articles of Organization, state the name and address of each manager:

Manager	Address
N/A	

9. The date these Articles of Organization are to become effective, if later than the date of filing, is:

Upon filing.

(not more than 30 days after the filing of these Articles of Organization)

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

Dated: January 4, 1999


Signature of Authorized Person

EXHIBIT A

1. Any action required to be taken at a meeting of members of the limited liability company, 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. No member or officer of the limited liability company shall have personal liability to the limited liability company nor to its members for monetary damages for breach of such member's or officer's duty as a manager or officer, provided that this provision shall not eliminate or limit the liability of such member or officer: (i) for any breach of the member's or officer's duty of loyalty to the limited liability company or to its members; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) under §7-16-32 of the Rhode Island Limited Liability Company Act, as amended; or (iv) for any transaction from which the member or officer derived an improper personal benefit.

3. The ownership of the limited liability company is subject to transfer restrictions contained in its Operating Agreement and copies thereof are on file at the registered office of the limited liability company. Membership interests of the limited liability company are transferable only upon compliance with the provisions of said transfer restriction.