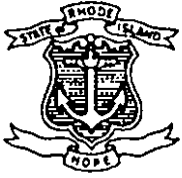


Filing Fee: \$150.00

ID Number:

111757



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 FLEETWOOD PROPERTIES, LLC

2. The name and address of the resident agent in the State of Rhode Island is:

SIDNEY W. PAULL

109 Airport Road

Warwick, RI 02889

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

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

158 Medway Street

Providence, RI 02906

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 a more limited purpose or duration is set forth in paragraph 6 of these Articles of Organization.

RECEIVED
SECRETARY OF STATE
MAR 30 2003

FILED

MAR 30 2003

By QPB #9 240871

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 any other provision which may be included in an 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
<u>ROBERT LOGAN TAYLOR</u>	<u>158 Medway Street, Providence, RI 02906</u>
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

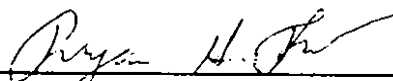
9. The date these Articles of Organization are to become effective, if later than the date of filing, is:

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: March 29, 2000, 19



Signature of Authorized Person

EXHIBIT "A"

1. 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 at a meeting of the members may be taken without a meeting upon the written consent of less than all the members entitled to vote thereon if the members who so consent would be entitled to cast at the least the minimum number of votes which would be required to take such action at a meeting at which all members entitled to vote thereon were present. In the event of such written action, prompt notice of such action shall be given to all members who would have been entitled to vote upon the action if such meeting were held.

2. No operating manager or officer shall have personal liability to the company or to its members for monetary damages for breach of such operating manager or officer's duty as a operating manager or officer provided that this provision shall not eliminate or limit the liability of such operating manager or officer: (i) for any breach of the operating manager or officer's duty of loyalty to the company or 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; or (iv) for any transaction from which the operating manager or officer derived an improper personal benefit.

3. 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 restriction.

**FLEETWOOD CORPORATION
158 MEDWAY STREET
PROVIDENCE, RI 02906**

March 30, 2000

State Of Rhode Island
Office Of the Secretary Of State
Corporations Division
100 North Main Street
Providence, RI 02903

To Whom It May Concern:

I, Robert D. Taylor, the sole officer and stockholder of Fleetwood Corporation have no objection to the filing of the company to be named Fleetwood Properties, LLC.

Sincerely,


Robert D. Taylor