



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:

166 Williams Street, LLC *OK*

2. The address of the limited liability company's resident agent in Rhode Island is:

One Grove Avenue, East Providence , RI 02914
(Street Address, not P.O. Box) (City/Town) (Zip Code)

and the name of the resident agent at such address is Robert M. Brady, Esquire
(Name of Agent)

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:

166 Williams Street, Providence, Rhode Island

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.

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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:

~~Any transfer of stock is restricted in accordance with the terms of the by-laws and requires that any stockholder who wishes to transfer or sell his/her shares of stock must give notice to the other stockholder no less than sixty (60) days prior to any purported sale. The other stockholder may elect to pay either the fair market value of said stock or one-half interest in the real estate. If the fair market value is not agreed upon, each party shall designate an appraiser and such appraisers shall select a third appraiser. Upon the determination of the value, the purchasing party shall have ninety (90) days within which to close. In any event, if one stockholder desires to sell his/her shares of stock and the other stockholder declines to pay either the fair market value or the one-half interest in the real estate, then the property shall forthwith be placed on the market for sale and upon such sale the net proceeds shall be divided equally.~~

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:

<u>Manager</u>	<u>Address</u>
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

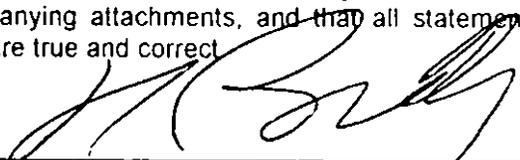
9. The date these Articles of Organization are to become effective, if later than the date of filing, is:

upon filing

(not prior to, nor 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, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: July 28, 1999



Signature of Authorized Person

FILED

JUL 30 1999

By JMD 2298/6