

Filing Fee: \$150.00

ID Number: 164466



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

LIMITED LIABILITY COMPANY

ARTICLES OF ORGANIZATION

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Pursuant to the provisions of Chapter 7-16 of the General Laws of Rhode Island, 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:

Baltic Quaker, LLC

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

180 South Main Street

Providence

RI 02903

(Street Address, not P.O. Box)

(City/Town)

(Zip Code)

and the name of the resident agent at such address is David M. Gilden, Esq.

(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:

2180 Mendon Road, Suite 11

Cumberland, Rhode Island 02864

(If not determined, so state)

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 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:

See Exhibit A attached hereto and incorporated herein.

7. Management of the Limited Liability Company

- A. The limited liability company is to be managed ☐ by its members. *(If you have checked this box, go to item no. 8.)*

or

- B. The limited liability company is to be managed ☒ by one (1) or more managers. *(If the limited liability company has managers at the time of the filing of these Articles of Organization, state the name and address of each manager.)*

<u>Manager</u>	<u>Address</u>
The Baltic Group, LLC	2180 Mendon Road, Cumberland, RI 02864
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8. 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)

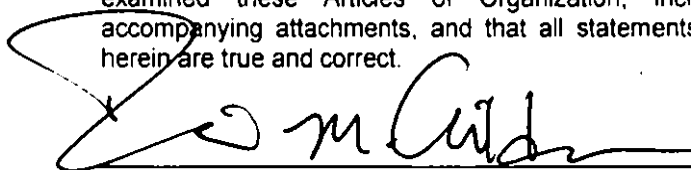
Name and Address of Authorized Person:

David M. Gilden, Esq.

180 South Main Street

Providence, RI 02903

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: **June 8, 2007**

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 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. No Member or officer shall have personal liability to the Company or 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 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; or (iv) for any transaction from which the Member 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.

**Baltic Portsmouth, LLC
180 South Main Street
Providence, Rhode Island 02903**

June 8, 2007

Rhode Island Secretary of State
Corporations Division
100 North Main Street
Providence, RI 02903

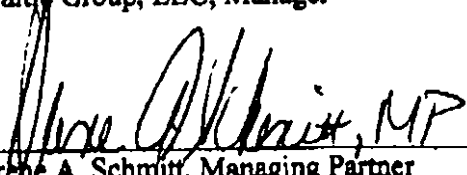
Dear Sir/Madam:

The undersigned hereby consents to and approves of the use by Baltic Quaker, LLC, a Limited Liability Company to be registered to do business in the State of Rhode Island, of its proposed name notwithstanding the similarity of that name with the name of Baltic Portsmouth, LLC.

Very truly yours,

**BALTIC PORTSMOUTH, LLC
The Baltic Group, LLC, Manager**

By:


Irene A. Schmitt, Managing Partner

**Baltic Cumberland, LLC
180 South Main Street
Providence, Rhode Island 02903**

June 8, 2007

Rhode Island Secretary of State
Corporations Division
100 North Main Street
Providence, RI 02903


Dear Sir/Madam:

The undersigned hereby consents to and approves of the use by Baltic Quaker, LLC, a Limited Liability Company to be registered to do business in the State of Rhode Island, of its proposed name notwithstanding the similarity of that name with the name of Baltic Cumberland, LLC.

Very truly yours,

BALTIC CUMBERLAND, LLC

By:


Irene A. Schmitt, Manager

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**Baltic Providence, LLC
180 South Main Street
Providence, Rhode Island 02903**

June 8, 2007

Rhode Island Secretary of State
Corporations Division
100 North Main Street
Providence, RI 02903

Dear Sir/Madam:

The undersigned hereby consents to and approves of the use by Baltic Quaker, LLC, a Limited Liability Company to be registered to do business in the State of Rhode Island, of its proposed name notwithstanding the similarity of that name with the name of Baltic Providence, LLC.

Very truly yours,

**BALTIC PROVIDENCE, LLC
The Baltic Group, LLC, Manager**

By:


Irene A. Schmitt, Managing Partner