

Filing Fee \$150.00

LLC I.D. #

98669

**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 Paolino Realty, LLC
2. The name and address of the resident agent in the State of Rhode Island is Richard A. Licht, One Park Row, 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

4. The address of the principal office of the limited liability company if it is determined at the time of organization: One Park Row, Providence, RI 02903.
5. The period of duration of the limited liability company is perpetual unless otherwise stated in Section 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:

- A. A manager of the limited liability company, if there be any, or a member acting in the capacity of a manager (hereinafter called a "manager"), shall not be personally liable to the limited liability company or to its members for monetary damages for breach of any duty provided for in Section 17 of the Rhode Island Limited Liability Company Act, as may hereafter be amended from time to time (the "Act"), except for liability of a manager for:
- (1) breach of the manager's duty of loyalty to the limited liability company or its members;
  - (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
  - (3) the liability imposed pursuant to the provisions of Section 32 of the Act relating to wrongful distributions; or
  - (4) any transaction from which the manager derived an improper personal benefit, unless said transaction was with the informed consent of the members or a majority of the disinterested managers.
- B. The limited liability company shall indemnify any member, manager, agent or employee, past or present, of the limited liability company (an "Indemnified Person") to the full extent permissible pursuant to Section 4(k) of the Act; provided, however, that the limited liability company shall not indemnify any Indemnified Person for:
- (1) breach of the Indemnified Person's duty of loyalty to the limited liability company or its members;
  - (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
  - (3) the liability imposed pursuant to the provisions of Section 32 of the Act relating to wrongful distributions; or
  - (4) any transaction from which the Indemnified Person derived an improper personal benefit, unless said transaction was with the consent of the members or a majority of the disinterested managers.

C. No member or any deceased member's executor or administrator shall have the right to sell, transfer (by gift or otherwise), assign, pledge, or encumber, in whole or in part, his or her interest in the limited liability company without the unanimous written consent of all of the other members of the limited liability company. In addition, no purchaser, transferee (by gift or otherwise), assignee, pledgee or encumbrancer of any interest in the limited liability company may become a member without the unanimous written consent of all of the other members of the limited liability company.

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

(Check one box only)

by 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

None

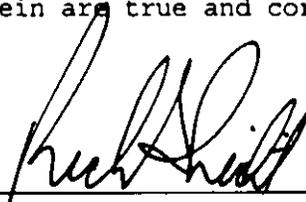
9. The date these Articles of Organization are to become effective, if later than the date of filing, is:

upon filing with the Secretary of State

(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 15, 1998



(Signature of Authorized Person)

Richard A. Licht

**Paolino Properties, L.P.**

January 15, 1998

Office of the Secretary of State  
Corporations Division  
100 North Main Street  
Providence, RI 02903

Dear Sir or Madam:

Please be advised that the undersigned limited partnership hereby consents to the use of the name Paolino Realty, LLC and the formation of a limited liability company by that name notwithstanding the fact that such name may be similar to the name of the undersigned.

PAOLINO PROPERTIES, L.P.

By:

  
\_\_\_\_\_  
Joseph R. Paolino  
General Partner