



State of Rhode Island and Providence Plantations
Office of the Secretary of State

Fee: \$150.00

Division Of Business Services
148 W. River Street
Providence RI 02904-2615
(401) 222-3040

Limited Liability Company
Articles of Organization

(Chapter 7-16-6 of the General Laws of Rhode Island, 1956, as amended)

ARTICLE I

The name of the limited liability company is: Cloverleigh Unit 2, LLC

ARTICLE II

The street address (post office boxes are not acceptable) of the limited liability company's registered agent in Rhode Island is:

No. and Street: 43-B MEMORIAL BOULEVARD
City or Town: NEWPORT State: RI Zip: 02840

The name of the resident agent at such address is: MATTHEW H. LEYS

ARTICLE III

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 a corporation disregarded as an entity separate from its member

ARTICLE IV

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

No. and Street: 43-B MEMORIAL BOULEVARD
City or Town: NEWPORT State: RI Zip: 02840 Country: USA

ARTICLE V

The limited liability company has the purpose of engaging in any lawful business, unless a more limited purpose is set forth in Article VI of these Articles of Organization.

The period of its duration is: Perpetual

ARTICLE VI

Additional provisions, if any, not inconsistent with law, which members elect to have set forth in these Articles of Organization, including, but not limited to, any limitation of the purposes or any other provision which may be included in an operating agreement:

6. MANAGEMENT OF COMPANY.

(A.) THE COMPANY IS MANAGED BY A MANAGER OR MANAGERS. THE MANAGER(S) MAY BE MEMBERS OR NON-MEMBERS. AT LEAST ONE MANAGER WILL BE ELECTED BY

A VOTE OF THE MEMBER(S) HOLDING A MAJORITY OF THE CAPITAL INTERESTS IN THE COMPANY. ANY MANAGER OR MANAGERS SHALL DEVOTE THEIR BEST EFFORTS

AND ENERGY WORKING TO ACHIEVE THE BUSINESS OBJECTIVES AND FINANCIAL GOALS OF THE COMPANY. THE INITIAL NUMBER OF MANAGERS SHALL BE ONE. THE INITIAL MANAGER, WHO IS NOT A MEMBER, IS LIAM L. MURPHY, ESQ.. 275 COLLEGE STREET, P.O. BOX 4485, BURLINGTON, VT 05401.

(B.) EACH MANAGER SHALL HOLD OFFICE UNTIL HIS, HER OR ITS SUCCESSOR IS APPOINTED, OR, IF EARLIER, UNTIL SUCH MANAGER'S DEATH, RESIGNATION OR REMOVAL AS PROVIDED IN THIS AGREEMENT. ANY VACANCY IN THE POSITION OF MANAGER MAY BE FILLED BY THE AFFIRMATIVE VOTE OF A VOTE OF THE MEMBER(S) HOLDING A MAJORITY OF THE CAPITAL INTERESTS IN THE COMPANY. ANY MANAGER MAY BE REMOVED AT ANY TIME, WITH OR WITHOUT CAUSE, BY A VOTE OF THE MEMBER(S) HOLDING A MAJORITY OF CAPITAL INTERESTS IN THE COMPANY. ANY MANAGER MAY RESIGN AT ANY TIME. SUCH RESIGNATION SHALL BE

MADE IN WRITING AND SHALL TAKE EFFECT AT THE TIME SPECIFIED THEREIN OR, IF NO TIME IS SPECIFIED THEREIN, AT THE TIME OF ITS RECEIPT BY THE REMAINING MANAGERS OR, IF NONE, A MEMBER. THE ACCEPTANCE OF A RESIGNATION SHALL NOT BE NECESSARY TO MAKE IT EFFECTIVE, UNLESS SO EXPRESSLY PROVIDED IN THE RESIGNATION.

(C.) THE LIABILITY OF THE MEMBERS IS LIMITED PURSUANT TO APPLICABLE STATE LAW. MEMBERS THAT ARE NOT MANAGERS MAY NOT TAKE ANY PART IN THE

CONTROL, MANAGEMENT, DIRECTION, OR OPERATION OF THE COMPANY'S AFFAIRS

AND HAVE NO POWER TO BIND THE COMPANY. THE MEMBERS MAY ADVISE THE MANAGERS, BUT MANAGERS ARE NOT REQUIRED TO ACCEPT SUCH ADVICE. THE MANAGERS HAVE THE EXCLUSIVE RIGHT TO CONTROL AND MANAGE THE COMPANY. NO

MEMBER WILL BE AN AGENT OF ANY OTHER MEMBER OF THE COMPANY SOLELY BY

REASON OF BEING A MEMBER.

(D.) THE MANAGERS ARE AUTHORIZED TO MAKE ALL DECISIONS REGARDING THE COMPANY'S OPERATIONS AND LEGAL AFFAIRS, INCLUDING BUT NOT

LIMITED TO (A) THE SALE, DEVELOPMENT, LEASE OR OTHER DISPOSITION OF THE COMPANY'S ASSETS; (B) THE PURCHASE OR OTHER ACQUISITION OF OTHER ASSETS OF ALL KINDS; (C) THE MANAGEMENT OF ALL OR ANY PART OF THE COMPANY'S ASSETS; (D) THE BORROWING OF MONEY AND THE GRANTING OF SECURITY INTERESTS IN THE COMPANY'S ASSETS; (E) THE PREPAYMENT, REFINANCING OR EXTENSION OF ANY LOAN AFFECTING THE COMPANY'S ASSETS; (F) THE COMPROMISE OR RELEASE OF ANY OF THE COMPANY'S CLAIMS OR DEBTS; AND, (G) THE EMPLOYMENT OF PERSONS, FIRMS OR CORPORATIONS FOR THE OPERATION AND

MANAGEMENT OF THE COMPANY'S BUSINESS. MANAGERS ARE AUTHORIZED TO EXECUTE AND DELIVER (A) ALL CONTRACTS, PURCHASE AND SALE AGREEMENTS, CONVEYANCES, ASSIGNMENTS LEASES, SUB-LEASES, FRANCHISE AGREEMENTS, LICENSING AGREEMENTS, MANAGEMENT CONTRACTS AND MAINTENANCE CONTRACTS

COVERING OR AFFECTING THE COMPANY'S ASSETS; (B) ALL CHECKS, DRAFTS AND OTHER ORDERS FOR THE PAYMENT OF THE COMPANY'S FUNDS; (C) ALL

PROMISSORY

NOTES, LOANS, SECURITY AGREEMENTS AND OTHER SIMILAR DOCUMENTS; AND,
(D)

ALL OTHER INSTRUMENTS OF ANY OTHER KIND RELATING TO THE COMPANY'S
BUSINESS.

(E.) TITLE TO THE COMPANY'S ASSETS WILL BE HELD IN THE
COMPANY'S NAME.

(F.) UPON REQUEST, THE MANAGERS WILL SUPPLY TO ANY MEMBER,
INFORMATION REGARDING THE COMPANY OR ITS ACTIVITIES. ANY MEMBER OR A
MEMBER'S AUTHORIZED REPRESENTATIVE MAY ACCESS, INSPECT, AND COPY ALL
BOOKS, RECORDS AND MATERIALS IN THE MANAGER'S POSSESSION REGARDING
THE

COMPANY OR ITS ACTIVITIES. THESE RIGHTS MAY BE EXERCISED AT THE
REQUESTING MEMBER'S EXPENSE.

(G.) ANY ACT OR OMISSION OF THE MANAGERS, THE EFFECT OF WHICH
MAY CAUSE OR RESULT IN LOSS OR DAMAGE TO THE COMPANY OR THE MEMBERS,
IF

DONE IN GOOD FAITH TO PROMOTE THE BEST INTERESTS OF THE COMPANY, WILL
NOT SUBJECT THE MANAGERS TO ANY LIABILITY.

(H.) THE COMPANY WILL INDEMNIFY ANY PERSON WHO WAS OR IS A
PARTY DEFENDANT OR IS THREATENED TO BE MADE A PARTY DEFENDANT, IN A
PENDING OR COMPLETED ACTION, SUIT OR PROCEEDING, WHETHER CIVIL,
CRIMINAL, ADMINISTRATIVE, OR INVESTIGATIVE (OTHER THAN AN ACTION BY OR
IN THE RIGHT OF THE COMPANY) BY REASON OF THE FACT THAT THE PERSON IS
OR WAS A MEMBER OF THE COMPANY, EMPLOYEE, OR AGENT OF THE COMPANY,
OR

IS OR WAS SERVING AT THE REQUEST OF THE COMPANY. THE TERMINATION OF ANY

ACTION, SUIT, OR PROCEEDING BY JUDGMENT, ORDER, SETTLEMENT, CONVICTION,
OR UPON A PLEA OF "NO LO CONTENDERE" DOES NOT IMPLY THAT THE PARTY DID
OR DID NOT ACT IN GOOD FAITH AND IN A MANNER WHICH HE/SHE REASONABLY
BELIEVED TO BE LAWFUL AND IN THE BEST INTEREST OF THE COMPANY.

(I.) THE MANAGERS MUST KEEP THE FOLLOWING AT THE COMPANY'S
PRINCIPAL PLACE OF BUSINESS: (A) A COPY OF ALL FORMATION DOCUMENTS, THE
OPERATING AGREEMENT, AND ANY AMENDMENTS; (B) A CURRENT LIST OF THE
FULL

NAME AND THE LAST KNOWN STREET ADDRESS OF EACH MEMBER; (C) COPIES OF
THE COMPANY'S FEDERAL, STATE AND LOCAL INCOME TAX RETURNS AND
REPORTS,

IF ANY, FOR THE THREE MOST RECENT YEARS; (D) COPIES OF THE COMPANY'S
FINANCIAL STATEMENTS FOR THE THREE MOST RECENT YEARS.

ARTICLE VII

The limited liability company is to be managed by its Members or X Managers (check one)
(If managed by Members, go to ARTICLE VIII)

The name and address of each manager (If LLC is managed by Members, DO NOT complete this section):

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
MANAGER	LIAM L. MURPHY	275 COLLEGE ST., P.O. BOX 4485 BURLINGTON, VT 05401 USA

ARTICLE VIII

The date these Articles of Organization are to become effective, not prior to, nor more than 90 days after the filing of these Articles of Organization.

Later Effective Date:

This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the company, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-16.

Signed this 15 Day of July, 2020 at 2:54:56 PM by the Authorized Person.

MATTHEW H. LEYS

Address of Authorized Signer:

43-B MEMORIAL BOULEVARD

NEWPORT, RHODE ISLAND 02840

Form No. 400
Revised 09/07

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State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly executed in
accordance with the provisions of Title 7 of the General Laws of Rhode Island, as
amended, has been filed in this office on this day:

July 15, 2020 02:53 PM

A handwritten signature in blue ink, appearing to read "Nellie M. Gorbea". The signature is fluid and cursive, written in a professional style.

Nellie M. Gorbea
Secretary of State

