

Filing Fee: \$150.00

ID Number: 148570



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:

Utter Street I, LLC

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

21 Plateau Road Westerly RI 02891

(Street Address, not P.O. Box)

(City/Town)

(Zip Code)

and the name of the resident agent at such address is

Theresa A. Gabrielle

(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)

[X] 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:

21 Plateau Road, Westerly, RI 02891

(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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JUN 09 2005

By [Signature] 68285

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 attached

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

9. The date these Articles of Organization are to become effective, if later than the date of filing, is:  
effective 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: 6/2/05

Thomas J. Sabatelli  
Signature of Authorized Person

**Utter Street I, LLC**  
**Exhibit A to Articles of Organization**

Article SIXTH:

- (a) Upon the death, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event that terminates the continued membership of a Member of the Company, the Company shall dissolve and liquidate unless the remaining Members unanimously agree and consent to continue the business of the Company.
  
- (b) The business and affairs of the company shall be managed by the members. The managers of the company shall not be personally liable to the 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 (the "Act"), except for (i) liability for breach of the manager's duty of loyalty to the limited liability company or its members, (ii) liability for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) liability imposed pursuant to the provisions of Section 32 of the Act, or (iv) liability for 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.