



State of Rhode Island
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: Paperback Gallery 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: 387 BROADWAY APT 6
City or Town: PROVIDENCE State: RI Zip: 02909

The name of the resident agent at such address is: KIERNAN PAZDAR

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: 32 COLE STREET UNIT 2D
City or Town: WARREN State: RI Zip: 02885 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:

PAPERBACK GALLERY IS AN ARTIST-RUN CURATORIAL PROJECT WHICH SERVES TO PROVIDE

A PHYSICAL AND VIRTUAL SPACE

TO SAFELY CONTEXTUALIZE ART. WE WILL SELL AND SHOW ART IN OUR PHYSICAL

SPACE

BY INDIVIDUAL APPOINTMENT ONLY AND ON OUR WEBSITE. WE ARE STARTING THE GALLERY WITH A 5,000 DOLLAR GRADUATE COMMONS GRANT FROM RISD WHICH WILL BE USED TO PAY RENT AND COVER ALL START-UP COSTS

ALL PROFITS AND LIABILITIES WILL BE SPLIT BETWEEN THE FOUNDING MEMBERS:

50%
KATE LOUISE PINCUS- WHITNEY
150 UNION STREET APT 402
PROVIDENCE RI
02903

50%
KIERNAN ALEXANDRA PAZDAR
387 BROADWAY APT 6
PROVIDENCE, RI
02909

NEITHER FOUNDING MEMBER SHALL DRAW A SALARY FOR THE FIRST YEAR OF THE PROJECT (FOR OUR PURPOSES ENDING IN JULY 2021) UNLESS WE ARE ABLE TO SECURE A PROFIT IN EXCESS OF 10,000 DOLLARS.

AT THE END OF OUR FIRST YEAR, WE WILL MEET TO RE-EVALUATE IF WE SHOULD CONTINUE THE PROJECT IF BOTH PARTIES DO NOT WISH TO CONTINUE THE LLC MUST DISSOLVE OR CONTINUE UNDER A DIFFERENT NAME.

WE WILL PAY THE ARTISTS WE WORK WITH 60% OF SALES OF THEIR WORK AND 40% WILL GO BACK INTO THE GALLERY.

ARTICLE VII

The limited liability company is to be managed by its X Members or ___ 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
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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 21 Day of July, 2020 at 5:49:03 PM by the Authorized Person.

KATE LOUISE PINCUS-WHITNEY

Address of Authorized Signer:

150 UNION STREET APT 402, PROVIDENCE, RI, 02903

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 21, 2020 05:48 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

