

Filing Fee: \$150.00

ID Number:

101577



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 The Elms of Westerly, LLC

2. The name and address of the resident agent in the State of Rhode Island is:

Guy Maiorano

22 Elms Street

Westerly, Rhode Island 02891

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:

22 Elms Street

Westerly, Rhode Island 02891

5. The period of duration of the limited liability company is perpetual unless otherwise stated in Section 6 of these Articles of Organization.

FILED

JUL 16 1998

By [Signature] 20232

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 Schedule 1

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

Maiorano Realty, Inc.

c/o Guy Maiorano, President

22 Elms Street

Westerly, Rhode Island 02891

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

Upon Filing

(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: July 15, 19 98


Signature of Authorized Person

SCHEDULE 1

Company Name: The Elms of Westerly, LLC

SECTION 6

A

PURPOSE

The Company's business and purpose shall consist solely of the acquisition, ownership, operation and management of the real estate project located at 22 Elms Street, Westerly, Rhode Island (the "Property") and such activities as are necessary, incidental or appropriate in connection herewith.

B

POWERS AND DUTIES

Notwithstanding any other provisions of these Articles and so long as any obligations secured by the Mortgage (as defined below) remain outstanding and not discharged in full, without the consent of all members, the Company shall have no authority to:

- (i) borrow money or incur indebtedness on behalf of the Company other than normal trade accounts payable and lease obligations in the normal course of business, or grant consensual liens on the Company's property; except, however, that the Company is hereby authorized to secure financing for the Company pursuant to the terms of the Mortgage Assignment of Leases and Rents and Security Agreement granted to John Hancock Real Estate Finance, Inc. to be securitized (the "Mortgage") and other indebtedness expressly permitted therein or in the documents related to the Mortgage, and to grant a mortgage, lien or liens on the Company's Property to secure such Mortgage;
- (ii) dissolve or liquidate the Company;
- (iii) sell or lease, or otherwise dispose of all or substantially all of the assets of the Company;
- (iv) file a voluntary petition or otherwise initiate proceedings to have the Company adjudicated bankrupt or insolvent, or consent to the institution of bankruptcy or insolvency proceedings against the Company, or file a petition seeking or consenting to reorganization or relief of the Company as debtor under any applicable federal or state law relating to bankruptcy, insolvency or other relief for debtors with respect to the Company; or seek or consent to the appointment of any trustee, receiver, conservator, assignee, sequestrator, custodian, liquidator (or other similar official) of the Company or of all or any substantial part of the properties and assets of the Company, or make any general assignment for the benefit of creditors of the Company, or admit in writing the inability of the Company to pay its debts generally as they become due or declare or effect a moratorium on the Company debt or take any action in furtherance of any action;

- (v) amend, modify or alter Section 6 of these Articles ; or
- (vi) merge or consolidate with any other entity.

Notwithstanding the foregoing and so long as any obligation secured by the Mortgage remains outstanding and not discharged in full, the Company shall have no authority (1) to take any action in items (i) through (vi) above unless such action has been approved by a unanimous vote of the Managing Member's Board of Directors, or (2) to take any action in items (i) through (iii) and (v) and (vi) without the written consent of the holder of the Mortgage.

So long as any obligation secured by the Mortgage remains outstanding and not discharge in full, the Company shall have a corporate member having Articles of Incorporation containing the restrictions and terms set for in Article 3 and Article 6 of the Managing Member's Articles of Incorporation as of the date hereof, and the Company shall have no other managing members.

C

TITLE TO COMPANY PROPERTY

All property owned by the Company shall be owned by the Company as an entity and, insofar as permitted by applicable law, no Member shall have any ownership interest in any Company property in its individual name or right, and each Member's Membership interest shall be personal property for all purposes.

D

SEPARATENESS/OPERATIONS MATTERS

The Corporation shall:

- (a) maintain books and records and bank accounts, separate from those of any other person;
- (b) maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;
- (c) hold regular Board of Director and stockholder meetings, as appropriate, to conduct the business of the Corporation, and observe all other corporate formalities;
- (d) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;
- (e) prepare separate tax returns and financial statements;
- (f) allocate and charge fairly and reasonably any common employee or overhead shared with affiliates;
- (g) transact all business with affiliates on an arm's-length basis or pursuant to enforceable agreements;
- (h) conduct business in its own name, and use separate stationery, invoices and checks;
- (i) not commingle its assets or funds with those of any other person; and

- (j) not assume, guarantee or pay debts or obligations of any other person.

E

EFFECT OF BANKRUPTCY, DEATH OR INCOMPETENCY OF A MEMBER

The bankruptcy, death, dissolution, liquidation, termination or adjudication of incompetency of a Member shall not cause the termination or dissolution of the Company and the business of the Company shall continue. Upon any such occurrence, the trustee, receiver, executor, administrator, committee, guardian or conservator of such Member shall have all the rights of such Member for the purpose of setting or managing its estate or property, subject to satisfying conditions precedent to the admission of such assignee as a substitute Member. The transfer of such trustee, receiver, executor, administrator, committee, guardian or conservator of any Company interest shall be subject to all of the restrictions, hereunder to which such transfer would have been subject if such transfer had been made by such bankrupt, deceased, dissolved, liquidated, terminated or incompetent Member.