



**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: Factory RI, 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: 245 WATERMAN STREET
SUITE 109

City or Town: PROVIDENCE

State: RI

Zip: 02906

The name of the resident agent at such address is: JAMES O. REAVIS

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: C/O REAVIS LAW LLC
245 WATERMAN STREET, SUITE 109

City or Town: PROVIDENCE

State: RI Zip: 02906 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:

SIXTH: ADDITIONAL PROVISIONS NOT INCONSISTENT WITH LAW SET FORTH IN THESE

ARTICLES OF ORGANIZATION:

I. A MANAGER OF THE LIMITED LIABILITY COMPANY 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 (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.

II. (A) THE MANAGERS MAY AUTHORIZE THE LIMITED LIABILITY COMPANY TO ENTER

INTO AGREEMENTS WITH EACH MEMBER, MANAGER, AGENT OR EMPLOYEE, PAST OR

PRESENT, OF THE LIMITED LIABILITY COMPANY (EACH, AN "INDEMNIFIED PERSON"),

FOR THE PURPOSE OF INDEMNIFYING AN INDEMNIFIED PERSON IN THE MANNER AND TO

THE EXTENT PERMITTED BY THE ACT.

(B) IN ADDITION TO THE AUTHORITY CONFERRED UPON THE MANAGERS BY THE FOREGOING

PARAGRAPH (A), THE COMPANY SHALL, SUBJECT TO THE PROVISIONS OF THIS PARAGRAPH

(B), PAY, ON BEHALF OF AN INDEMNIFIED PERSON, ANY LOSS OR EXPENSES ARISING

FROM ANY CLAIM OR CLAIMS WHICH ARE MADE AGAINST THE INDEMNIFIED PERSON

(WHETHER INDIVIDUALLY OR JOINTLY WITH OTHER INDEMNIFIED PERSONS) BY REASON OF

ANY COVERED ACT OF THE INDEMNIFIED PERSON. FOR THE PURPOSES OF THIS PARAGRAPH

(B), WHEN USED HEREIN:

(1) "MANAGER(S)" MEANS ANY OR ALL OF THE MANAGERS OF THE LIMITED LIABILITY

COMPANY OR THOSE ONE OR MORE MEMBERS OR OTHER PERSONS WHO ARE EXERCISING ANY

POWERS NORMALLY VESTED IN THE MANAGERS;

(2) "LOSS" MEANS ANY AMOUNT WHICH AN INDEMNIFIED PERSON IS LEGALLY OBLIGATED

TO PAY FOR ANY CLAIM FOR COVERED ACTS AND SHALL INCLUDE, WITHOUT BEING

LIMITED TO, DAMAGES, SETTLEMENTS, FINES, PENALTIES OR, WITH RESPECT TO EMPLOYEE BENEFIT PLANS, EXCISE TAXES;

(3) "EXPENSES" MEANS ANY EXPENSES INCURRED IN CONNECTION WITH THE

DEFENSE

AGAINST ANY CLAIM FOR COVERED ACTS, INCLUDING, WITHOUT BEING LIMITED TO,

LEGAL, ACCOUNTING OR INVESTIGATIVE FEES AND EXPENSES OR BONDS

NECESSARY TO

PURSUE AN APPEAL OF AN ADVERSE JUDGMENT; AND

(4) "COVERED ACT" MEANS ANY ACT OR OMISSION BY THE INDEMNIFIED PERSON IN THE

INDEMNIFIED PERSON'S OFFICIAL CAPACITY WITH THE LIMITED LIABILITY

COMPANY AND

WHILE SERVING AS SUCH OR WHILE SERVING AT THE REQUEST OF THE LIMITED

LIABILITY COMPANY AS A MEMBER OF THE GOVERNING BODY, MANAGER, OFFICER,

EMPLOYEE OR AGENT OF ANOTHER LIMITED LIABILITY COMPANY, CORPORATION, PARTNERSHIP, JOINT VENTURE, TRUST, OTHER ENTITY OR ENTERPRISE, INCLUDING, BUT

NOT LIMITED TO ANY ENTITIES AND ENTERPRISES WHICH ARE SUBSIDIARIES OR AFFILIATES OF THE LIMITED LIABILITY COMPANY, OR EMPLOYEE BENEFIT PLAN.

(C) THE FOREGOING INDEMNITY OBLIGATION MAY COVER LOSS OR EXPENSES ARISING

FROM ANY CLAIMS MADE AGAINST A RETIRED INDEMNIFIED PERSON, THE ESTATE, HEIRS

OR LEGAL REPRESENTATIVE OF A DECEASED INDEMNIFIED PERSON OR THE LEGAL REPRESENTATIVE OF AN INCOMPETENT, INSOLVENT OR BANKRUPT INDEMNIFIED PERSON,

WHERE THE INDEMNIFIED PERSON WAS AN INDEMNIFIED PERSON AT THE TIME THE COVERED ACT UPON WHICH SUCH CLAIMS ARE BASED OCCURRED.

(D) THE MANAGERS MAY AUTHORIZE THE LIMITED LIABILITY COMPANY TO ADVANCE

EXPENSES TO AN INDEMNIFIED PERSON PRIOR TO THE FINAL DISPOSITION OF ANY ACTION, SUIT OR PROCEEDING, OR ANY APPEAL THEREFROM, INVOLVING SUCH INDEMNIFIED PERSON AND BASED ON THE ALLEGED COMMISSION BY SUCH INDEMNIFIED

PERSON OF A COVERED ACT, SUBJECT TO AN UNDERTAKING BY OR ON BEHALF OF SUCH

INDEMNIFIED PERSON TO REPAY THE SAME TO THE LIMITED LIABILITY COMPANY IF THE

COVERED ACT INVOLVES A CLAIM FOR WHICH INDEMNIFICATION IS NOT PERMITTED UNDER

PARAGRAPH (E), BELOW, AND THE FINAL DISPOSITION OF SUCH ACTION, SUIT, PROCEEDING OR APPEAL RESULTS IN AN ADJUDICATION ADVERSE TO SUCH INDEMNIFIED

PERSON.

(E) THE FOREGOING INDEMNITY OBLIGATION MAY NOT INDEMNIFY AN INDEMNIFIED

PERSON FROM AND AGAINST ANY LOSS, AND THE LIMITED LIABILITY COMPANY SHALL NOT

REIMBURSE FOR ANY EXPENSES, IN CONNECTION WITH ANY CLAIM OR CLAIMS MADE

AGAINST AN INDEMNIFIED PERSON WHICH THE LIMITED LIABILITY COMPANY HAS DETERMINED TO HAVE RESULTED FROM: (1) ANY 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
KNOWING VIOLATION OF LAW; (3) ACTION CONTRAVENING SECTION 17 OF THE
ACT; OR
(4) A TRANSACTION FROM WHICH THE PERSON SEEKING INDEMNIFICATION
DERIVED AN
IMPROPER PERSONAL BENEFIT.

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	Address
	First, Middle, Last, Suffix	Address, City or Town, State, Zip Code, Country

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 27 Day of October, 2020 at 9:48:37 AM by the Authorized Person.

JAMES O. REAVIS

Address of Authorized Signer:

REAVIS LAW LLC
245 WATERMAN STREET
SUITE 109
PROVIDENCE, RI 02906

Form No. 400
Revised 09/07

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State of Rhode Island

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,
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:

October 27, 2020 09:45 AM

A handwritten signature in blue ink, reading "Nellie M. Gorbea". The signature is fluid and cursive.

Nellie M. Gorbea
Secretary of State

