

Filing Fee: \$150.00

ID Number: 164987



**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

Office of the Secretary of State  
Corporations Division  
148 W. River Street  
Providence, Rhode Island 02904-2615

**FILED**

**JUN 28 2007**

By AMF  
11-30002

**LIMITED LIABILITY COMPANY**

**ARTICLES OF ORGANIZATION**

Pursuant to the provisions of Chapter 7-16 of the General Laws of Rhode Island, 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:

89 Tom Harvey GP, LLC

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

Cameron & Mittleman LLP, 56 Exchange Terrace

Providence

RI 02903

(Street Address, not P.O. Box)

(City/Town)

(Zip Code)

and the name of the resident agent at such address is Joseph F. Whinery, Jr.

(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)



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:

768 N. Bethlehem Pike, Suite 203, Lower Gwynedd, PA 19002

(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.

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 Exhibit A.

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7. Management of the Limited Liability Company:

- A. The limited liability company is to be managed ☐ by its members. (If you have checked this box, go to item no. 8.)

or

- B. The limited liability company is to be managed ☒ by one (1) or more managers. (If the limited liability company has managers at the time of the filing of these Articles of Organization, state the name and address of each manager.)

| <u>Manager</u>     | <u>Address</u> |
|--------------------|----------------|
| Not yet determined |                |
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|                    |                |
|                    |                |
|                    |                |
|                    |                |
|                    |                |

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

(not prior to, nor more than 30 days after, the filing of these Articles of Organization)

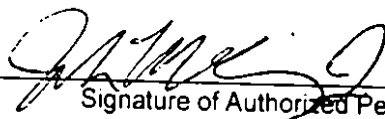
Name and Address of Authorized Person:  
Joseph F. Whinery, Jr.

Cameron & Mittleman LLP

56 Exchange Terrace, Providence, RI 02903

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: June 28, 2007



Signature of Authorized Person

## **EXHIBIT A**

All members, managers, officers, employees and agents of the limited liability company shall be indemnified to the fullest extent permitted under applicable law and as provided in the Operating Agreement of the limited liability company. No member or manager of the limited liability company shall have any liability to the limited liability company or its members for monetary damages for breach of any duty provided in Section 7-16-17 of the General Laws of Rhode Island, 1956, as amended, except as expressly provided in Section 7-16-18(b) of said General Laws or in any Operating Agreement of the limited liability company.