



**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: M & B Holdings 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: 1011 SMITH ST., 1ST FLOOR
City or Town: PROVIDENCE State: RI Zip: 02908

The name of the resident agent at such address is: MICHAEL LOMBARDI

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: 1011 SMITH ST., 1ST FLOOR
City or Town: PROVIDENCE State: RI Zip: 02908 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:

THE COMPANY OR ANY SUBSIDIARY OR AFFILIATED COMPANY THEREOF, SHALL INDEMNIFY AND HOLD HARMLESS EACH PERSON (AND HIS HEIRS, ADMINISTRATORS AND EXECUTORS) WHO SHALL SERVE AT ANY TIME HEREAFTER AS A MEMBER OR MANAGER OF THE COMPANY OR ANY SUBSIDIARY OR AFFILIATED

COMPANY THEREOF FROM AND AGAINST ANY AND ALL CLAIMS AND LIABILITIES TO WHICH SUCH PERSON SHALL BECOME SUBJECT BY REASON OF HIS HAVING HERETOFORE OR HEREAFTER BEEN A MEMBER OR MANAGER OF THE COMPANY OR ANY SUBSIDIARY OR AFFILIATED COMPANY THEREOF OR BY REASON OF ANY ACTION ALLEGED TO HAVE BEEN HERETOFORE OR HEREAFTER TAKEN OR OMITTED BY HIM AS SUCH MEMBER OR MANAGER AND SHALL INDEMNIFY EACH SUCH PERSON FOR ALL LEGAL AND OTHER EXPENSES REASONABLY INCURRED BY HIM IN CONNECTION WITH ANY SUCH CLAIM OF LIABILITY; PROVIDED, HOWEVER, THAT NO SUCH CLAIM OR CLAIMS MADE AGAINST HIM, HER, OR IT THAT THE COMPANY HAS REASONABLY DETERMINED TO HAVE RESULTED FROM: (A) ANY BREACH OF SAID PERSON'S DUTIES OF LOYALTY OR FIDUCIARY DUTIES TO THE COMPANY OR ITS MEMBERS; (B) ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE WILLFUL MISCONDUCT, GROSS NEGLIGENCE, OR KNOWING VIOLATION OF LAW; OR (C) A TRANSACTION OR TRANSACTIONS FROM WHICH THE PERSON SEEKING INDEMNIFICATION DERIVED IMPROPER PERSONAL BENEFIT. THE RIGHTS ACCRUING TO ANY PERSON UNDER THE FOREGOING PROVISIONS OF THIS ARTICLE SHALL NOT EXCLUDE ANY OTHER RIGHT TO WHICH HE MAY BE LAWFULLY ENTITLED, NOR SHALL ANYTHING HEREIN CONTAINED RESTRICT THE RIGHT OF THE COMPANY TO INDEMNIFY OR REIMBURSE SUCH PERSON IN ANY PROPER CASE EVEN THOUGH NOT SPECIFICALLY HEREIN PROVIDED FOR. THE COMPANY, ITS MEMBERS AND MANAGERS SHALL BE FULLY PROTECTED IN TAKING ANY ACTION OR MAKING ANY PAYMENT UNDER THIS ARTICLE, OR IN REFUSING TO DO SO, IN RELIANCE UPON THE ADVICE OF COUNSEL.

EXCEPT FOR TRANSFERS UPON THE DEATH OF A MEMBER, THE MEMBERS SHALL NOT HAVE THE RIGHT TO SELL OR ASSIGN THEIR INTEREST IN THE COMPANY, OR ANY PORTION THEREOF, TO ANY PERSON, FIRM OR CORPORATION NOT A MEMBER OF THE COMPANY WITHOUT FIRST OFFERING THE MEMBERSHIP INTEREST TO THE OTHER MEMBERS PURSUANT TO THE TERMS OF THE COMPANY'S OPERATING AGREEMENT. ANY PURPORTED TRANSFER NOT MADE IN ACCORDANCE WITH THE COMPANY'S OPERATING AGREEMENT SHALL BE NULL AND VOID AND OF NO EFFECT WHATSOEVER, PROVIDED THAT IF THE COMPANY IS REQUIRED TO RECOGNIZE A TRANSFER OR IN ITS DISCRETION ELECTS TO RECOGNIZE A TRANSFER, THE TRANSFEREE SHALL BE TREATED AS AN UNADMITTED ASSIGNEE OF SUCH INTEREST AND SUCH TRANSFEREE SHALL HAVE ONLY THE RIGHT TO THE ALLOCATIONS AND DISTRIBUTION TO WHICH SUCH MEMBER WOULD HAVE BEEN ENTITLED AND SHALL HAVE NO RIGHT TO ANY INFORMATION OR ACCOUNTING WITH RESPECT TO THE COMPANY, SHALL HAVE NO RIGHT TO INSPECT THE BOOKS AND RECORDS OF THE COMPANY AND SHALL NOT HAVE ANY RIGHTS AS A MEMBER UNDER THE ACT OR THE COMPANY'S OPERATING AGREEMENT. THE TRANSFEREE SHALL NOT BECOME A MEMBER WITHOUT THE CONSENT AND APPROVAL OF ALL OF THE REMAINING MEMBERS. SUCH SUBSTITUTE MEMBER SHALL HAVE THE SAME RIGHTS AND POWERS AS THE ASSIGNOR MEMBER TO SELL OR ASSIGN HIS OR HER INTEREST IN THE COMPANY IN THE SAME MANNER AND SUBJECT TO THE SAME CONDITIONS AS SET FORTH IN THE OPERATING AGREEMENT.

ARTICLE VII

The limited liability company is to be managed by its 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 29 Day of January, 2021 at 11:35:08 AM by the Authorized Person.

MICHAEL LOMBARDI

Address of Authorized Signer:

1011 SMITH ST., 1ST FLOOR
PROVIDENCE, RI 02908

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:

January 29, 2021 11:32 AM

A handwritten signature in blue ink that reads "Nellie M. Gorbea".

Nellie M. Gorbea
Secretary of State

