



**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: CocoTaurus Entertainment, 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: 88 ALDEN DRIVE

City or Town: WEST WARWICK

State: RI

Zip: 02893

The name of the resident agent at such address is: MARIA I. RICE, ESQ.

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: 88 ALDEN DRIVE

City or Town: WEST WARWICK

State: RI

Zip: 02893

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 MEMBER OR MANAGING MEMBER 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 MEMBER OR MANAGING MEMBER'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 MEMBER OR MANAGING
MEMBER
DERIVED AN IMPROPER PERSONAL BENEFIT, UNLESS SAID TRANSACTION WAS WITH
THE
INFORMED CONSENT OF THE MEMBERS OR A MAJORITY OF THE DISINTERESTED
MANAGING
MEMBERS.

II. (A) THE MEMBERS OF THE LIMITED LIABILITY COMPANY MAY INCLUDE
PROVISIONS
IN THE LIMITED LIABILITY COMPANY'S OPERATING AGREEMENT, OR THE MANAGING

MEMBER(S) MAY AUTHORIZE AGREEMENTS TO BE ENTERED INTO WITH EACH
MEMBER,
MANAGING MEMBER, AGENT OR EMPLOYEE, PAST OR PRESENT, OF THE LIMITED
LIABILITY
COMPANY (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 MEMBERS AND
MANAGING
MEMBER(S) OF THE LIMITED LIABILITY COMPANY BY THE FOREGOING PARAGRAPH
(A),

THE MEMBERS OF THE LIMITED LIABILITY COMPANY MAY INCLUDE PROVISIONS IN
THE
OPERATING AGREEMENT, OR THE MANAGING MEMBER(S) MAY AUTHORIZE
AGREEMENTS TO BE
ENTERED INTO WITH EACH INDEMNIFIED PERSON, FOR THE PURPOSE OF
INDEMNIFYING
SUCH PERSON IN THE MANNER AND TO THE EXTENT PROVIDED HEREIN.

(I) THE OPERATING AGREEMENT PROVISIONS OR AGREEMENTS AUTHORIZED
HEREBY MAY
PROVIDE THAT THE LIMITED LIABILITY COMPANY SHALL, SUBJECT TO THE
PROVISIONS
OF THIS ARTICLE SIXTH II (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.

(II) FOR THE PURPOSES OF THIS ARTICLE SIXTH II (B), WHEN USED HEREIN.

(1) "MANAGING MEMBER(S)" MEANS ANY OR ALL OF THE MANAGING MEMBERS OF
THE
LIMITED LIABILITY COMPANY OR THOSE ONE OR MORE MEMBERS OR OTHER
PERSONS WHO

ARE EXERCISING ANY POWERS NORMALLY VESTED IN THE MANAGING MEMBER(S);

(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

PURSUDE 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.

(III) THE OPERATING AGREEMENT PROVISIONS OR AGREEMENTS AUTHORIZED
HEREBY 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.

(IV) ANY OPERATING AGREEMENT PROVISIONS OF AGREEMENTS AUTHORIZED
HEREBY MAY

PROVIDE FOR THE ADVANCEMENT OF 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 CLAUSE (V), BELOW, AND THE FINAL DISPOSITION OF SUCH ACTION, SUIT, PROCEEDING OR APPEAL RESULTS IN AN ADJUDICATION ADVERSE TO SUCH INDEMNIFIED PERSON.
(V) THE OPERATING AGREEMENT PROVISIONS OR AGREEMENTS AUTHORIZED HEREBY 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 ___ Members or X 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
MANAGER	CHRISTOPHER MARTIN	88 ALDEN DRIVE WEST WARWICK, RI 02893 USA

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 15 Day of July, 2021 at 1:05:13 AM by the Authorized Person.

MARIA I. RICE

Address of Authorized Signer:
88 ALDEN DRIVE, WEST WARWICK, RI 02893

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:

July 15, 2021 01:01 AM

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

Nellie M. Gorbea
Secretary of State

