



**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: Near Horizon Ventures, 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: 51 JEFFERSON BLVD.
2ND FLOOR

City or Town: WARWICK

State: RI

Zip: 02888

The name of the resident agent at such address is: JARED M. TOMASSI, 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: 1081 DEXTER STREET

City or Town: CENTRAL FALLS

State: RI

Zip: 02863

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:

ARTICLES OF ORGANIZATION

EXHIBIT A SIXTH: ADDITIONAL PROVISIONS NOT INCONSISTENT WITH LAW SET FORTH IN THIS CERTIFICATE OF ORGANIZATION:

I. A MANAGER 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 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 MEMBERS OF THE LIMITED LIABILITY COMPANY MAY INCLUDE PROVISIONS IN THE LIMITED LIABILITY COMPANY'S OPERATING AGREEMENT, OR THE MANAGER OR MANAGING MEMBER MAY AUTHORIZE AGREEMENTS TO BE ENTERED INTO WITH EACH MEMBER, MANAGER, 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 MANAGERS 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 MANAGERS 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) MANAGER(S) MEANS ANY OR ALL OF THE MANAGERS AND 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 MANAGERS; (2) LOSS MEANS ANY AMOUNT THAT 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. (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 OR 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. (VI) 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	Address
	First, Middle, Last, Suffix	Address, City or Town, State, Zip Code, Country
MANAGER	JEFFREY HAYNES	1081 DEXTER STREET

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 22 Day of September, 2021 at 1:44:49 PM by the Authorized Person.

JARED TOMASSI, ESQ.

Address of Authorized Signer:

51 JEFFERSON BLVD.

2ND FLOOR

WARWICK, RI 02888

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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:

September 22, 2021 01:43 PM

A handwritten signature in blue ink, appearing to read "Nellie M. Gorbea", is written in a cursive style.

Nellie M. Gorbea
Secretary of State

