



**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: INTRINSIC VITALITY, 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: 22 STONEBRIDGE COURT
City or Town: CRANSTON

State: RI Zip: 02921

The name of the resident agent at such address is: DONNA CONTI

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: 22 STONEBRIDGE COURT
City or Town: CRANSTON

State: RI Zip: 02921 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:

EXHIBIT A

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").

II. (A) THE MEMBERS OF THE LIMITED LIABILITY COMPANY MAY INCLUDE PROVISIONS IN THE LIMITED LIABILITY COMPANY'S OPERATING AGREEMENT, OR THE MANAGERS 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 MANAGER 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 MANAGER 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" MEANS THE MANAGER OF THE LIMITED LIABILITY COMPANY OR THOSE 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
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 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.

(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 GOOD FAITH
OR
WHICH INVOLVE INTENTIONALLY 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, 2021 at 2:29:04 PM by the Authorized Person.

JOHN CONTI III

Address of Authorized Signer:
22 STONEBRIDGE COURT
CRANSTON, RI 02921



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, 2021 02:26 PM

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

Nellie M. Gorbea
Secretary of State

