



**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: ALPHA3 CLOUD, 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: 245 WATERMAN ST., SUITE 109

City or Town: PROVIDENCE

State: RI

Zip: 02906

The name of the resident agent at such address is:

JAMES O. REAVIS

**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: 935 WESTMINSTER STREET

City or Town: PROVIDENCE

State: RI

Zip: 02903

Country: US

**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:

ARTICLE VI:

I. A MANAGER, OR THOSE ONE OR MORE MEMBERS EXERCISING ANY POWERS NORMALLY VESTED IN MANAGERS, 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) A MANAGER MAY AUTHORIZE THE LIMITED LIABILITY COMPANY TO ENTER INTO AGREEMENTS WITH EACH MEMBER, MANAGER, AGENT OR EMPLOYEE, PAST OR PRESENT, OF THE LIMITED LIABILITY COMPANY (EACH, 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 MANAGERS BY THE FOREGOING PARAGRAPH (A), THE COMPANY SHALL, SUBJECT TO THE PROVISIONS OF THIS PARAGRAPH (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. FOR THE PURPOSES OF THIS PARAGRAPH (B), WHEN USED HEREIN:

(1) "MANAGER(S)" MEANS ANY OR ALL OF THE MANAGERS OF THE LIMITED LIABILITY COMPANY OR THOSE ONE OR MORE MEMBERS OR OTHER PERSONS WHO ARE EXERCISING ANY POWERS NORMALLY VESTED IN 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 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.

(C) THE FOREGOING INDEMNITY OBLIGATION 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.

(D) THE MANAGERS MAY AUTHORIZE THE LIMITED LIABILITY COMPANY TO  
ADVANCE 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 PARAGRAPH (E), BELOW, AND THE FINAL DISPOSITION OF  
SUCH ACTION, SUIT, PROCEEDING OR  
APPEAL RESULTS IN AN ADJUDICATION ADVERSE TO SUCH INDEMNIFIED PERSON.

(E) THE FOREGOING INDEMNITY OBLIGATION 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  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 First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
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**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 13 Day of July, 2022 at 4:22:00 PM by the Authorized Person.**

JAMES C. STRUM

**Address of Authorized Signer:**  
245 WATERMAN ST., SUITE 109

PROVIDENCE, RI 02906

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 13, 2022 04:18 PM

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

Nellie M. Gorbea  
*Secretary of State*

