



State of Rhode Island
Office of the Secretary of State

Division Of Business Services
148 W. River Street
Providence RI 02904-2615
(401) 222-3040

Fee: \$150.00

11:08 AM
FILED KM

DEC 18 2023

BY 1096373
Confirm #

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: Wave Block Island, 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: GORHAM & GORHAM
25 DANIELSON PIKE

City or Town: SCITUATE

State: RI

Zip: 02857

The name of the resident agent at such address is: NICHOLAS GORHAM, 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

☐ disregarded as an entity separate from its member ☒ a partnership ☐ a corporation

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: 40 CAPTAINS WALK

City or Town: MILFORD

State: CT

Zip: 06460

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:

(NONE)

ARTICLE VII

The limited liability company is to be managed by its X Members* or ___ Managers
(check one)

* If you checked to be managed by your MEMBERS (*the owners*) DO NOT complete the following section. Only complete the following section if you checked to be managed by MANAGERS.

The name and address of each manager:

| Title | Individual Name First, Middle, Last, Suffix | Address 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: 12/18/2023

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 18 Day of December, 2023 at 11:08:59 AM by the Authorized Person.

CHRISTOPHER J. HIZA

Address of Authorized Signer:

40 CAPTAINS WALK

MILFORD, CT 06460

Form No. 400
Revised 09/07

12/10/23

BILL OF SALE OF PERSONAL PROPERTY

Known all Men by these Presents,

That Dennis Noreiko and Wave Block Island, Inc., having an address of 53 Water Street, Block Island, Rhode Island ("the seller(s)") in consideration of the sum of Four Hundred Thousand Dollars and xx/100 (\$400,000) paid by Christopher J. Hiza and/or Wave Block Island, LLC a Rhode Island Limited Liability Company having a principal place of business at 53 Water Street, Block Island, Rhode Island ("the buyer(s)") the receipt whereof is hereby acknowledged, do hereby bargain, sell and deliver unto the buyer(s) the following goods and chattels, now located at 53 Water Street, Block Island, Rhode Island:

1. Any and all rights SELLER may have, if any, in the name "WAVE", "WAVE BLOCK ISLAND", and any and all rights SELLER may have, to any related Business telephone numbers, including: 401-466-8822, the website www.waveblockisland.com, and any similar iteration, any and all related intellectual property, copyrights, trademarks or patents, any and all related electronic or digital media, including but not limited to social media accounts such as Facebook ("The Wave"), Instagram ("@thewaveblockisland"), Twitter or X (#waveblockisland), LinkedIn, TikTok, Pinterest and all other social media, electronic and internet accounts using any variation of the names precedent, and that SELLER gives his express permission to the Rhode Island Secretary of State to transfer the name "WAVE BLOCK ISLAND" to the BUYER.
2. All tangible assets, inventory and equipment, including, but not limited to the furnishings, displays, display cases, banners, interior and exterior signs, fixtures, fans, lighting, cash registers, point-of-sale devices and current itemized inventory,

DTM
CST

and including but not limited to the items described on the attached "Exhibit A" and located where set forth on said Exhibit (the "Tangible Assets"). SELLER warrants said assets to be in good working or saleable order, sufficient for the business in which they are used.

To Have and to Hold, all and singular the said goods and chattels to the said buyer, his executors, administrators and assigns, to their own use and behoof forever.

And the seller(s) hereby covenant with the grantee that they are the lawful owner of the said goods and chattels; that they are free from all encumbrances,

that they have good right to sell the same as aforesaid; and that they will warrant and defend the same against the lawful claims and demands of all persons as more fully set forth in a certain Asset Purchase Agreement executed on the same day as this Bill of Sale, meaning and intending to incorporate all terms pertaining to title set forth therein as part of this Bill of Sale.

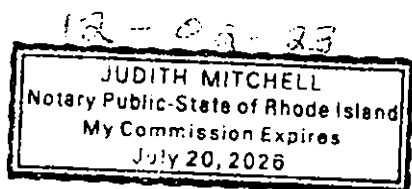
In Witness Whereof the said seller(s) hereunto set my hand and seal this 02 day of December, 2023

SELLER:

Dennis Noreiko and Wave Block Island, Inc.

Dennis T. Noreiko

Judith Mitchell
Witness



BUYER:

Christopher J. Hiza and/or Wave Block Island, LLC

Christopher J. Hiza

12/02/23

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2. All tangible assets, inventory and equipment, including, but not limited to the furnishings, displays, display cases, banners, interior and exterior signs, fixtures, fans, lighting, cash registers, point-of-sale devices and current itemized inventory;

DTN
CST

and including but not limited to the items described on the attached "Exhibit A" and located where set forth on said Exhibit (the "Tangible Assets"). SELLER warrants said assets to be in good working or saleable order, sufficient for the business in which they are used.

To Have and to Hold, all and singular the said goods and chattels to the said buyer, his executors, administrators and assigns, to their own use and behoof forever.

And the seller(s) hereby covenant with the grantee that they are the lawful owner of the said goods and chattels; that they are free from all encumbrances,

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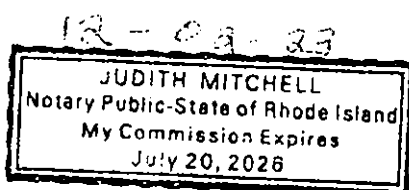
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SELLER:

Dennis Noreiko and Wave Block Island, Inc.

Dennis T. Noreiko

Judith Mitchell
Witness



BUYER:

Christopher J. Hiza and/or Wave Block Island, L.L.C.

Christopher J. Hiza