



**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: N & O ROAD SERVICE 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: 108 WAVERLY ST APT 1

City or Town: PROVIDENCE

State: RI

Zip: 02907

The name of the resident agent at such address is: NERY ORTEGA GARCIA

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: 108 WAVERLY ST APT 1

City or Town: PROVIDENCE

State: RI

Zip: 02907

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

FIVETH: 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 HEREFTER 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 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.

(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 ___ Members* or X 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
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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: 10/03/2024

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 3 Day of October, 2024 at 11:43:16 AM by the Authorized Person.

NERY ORTEGA GARCIA

Address of Authorized Signer:

108 WAVERLY ST APT1
PROVIDENCE RI 02907

Form No. 400
Revised 09/07



State of Rhode Island

Department of State | Office of the Secretary of State

Gregg M. Amore, *Secretary of State*

I, GREGG M. AMORE, 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 03, 2024 11:40 AM

A handwritten signature in black ink, reading "Gregg M. Amore". The signature is written in a cursive style.

Gregg M. Amore
Secretary of State

