



**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: KSD Capital, 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: 380 ANGELL ROAD

City or Town: LINCOLN

State: RI

Zip: 02865

The name of the resident agent at such address is: HAGOP S. JAWHARJIAN

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:

City or Town:

State:

Zip:

Country:

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:

I.

A 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 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 MEMBERS DERIVED AN IMPROPER PERSONAL BENEFIT,
UNLESS SAID
TRANSACTION WAS WITH THE INFORMED CONSENT OF ALL OF THE MEMBERS.

II.

(A) THE MEMBERS OF THE LIMITED LIABILITY COMPANY MAY INCLUDE
PROVISIONS IN THE LIMITED LIABILITY COMPANY'S OPERATING AGREEMENT
FOR THE
PURPOSE OF INDEMNIFYING ANY MEMBER, MANAGER, OFFICER, AGENT OR
EMPLOYEE,
PAST OR PRESENT, OF THE LIMITED LIABILITY COMPANY (AN “INDEMNIFIED
PERSON”)
IN THE MANNER AND TO THE EXTENT PERMITTED BY THE ACT.

(B) IN ADDITION TO THE AUTHORITY CONFERRED UPON THE MEMBERS BY THE
FOREGOING PARAGRAPH (A), THE MEMBERS OF THE LIMITED LIABILITY
COMPANY MAY
INCLUDE PROVISIONS IN THE OPERATING AGREEMENT 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 6 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 6II(B) WHEN USED HEREIN:

(1) "MANAGER(S)" MEANS ANY OR ALL OF THE MANAGERS, IF ANY, 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 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 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 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:

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 November, 2024 at 8:48:15 PM by the Authorized Person.

HAGOP S. JAWHARJIAN, ESQ.

Address of Authorized Signer:
380 ANGELL ROAD
LINCOLN, RI 02865

Form No. 400
Revised 09/07

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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:

November 03, 2024 08:47 PM

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

Gregg M. Amore
Secretary of State

