



**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: Scents by Bella, 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: 171 BROADWAY  
City or Town: PROVIDENCE State: RI Zip: 02903

The name of the resident agent at such address is: JAMES A. IACOI, 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: PO BOX 98  
City or Town: WEST WARWICK State: RI Zip: 02893 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:

1. ANY ACTION REQUIRED TO BE TAKEN AT A MEETING OF MEMBERS, OR ANY OTHER ACTION WHICH MAY BE TAKEN AT A MEETING OF MEMBERS, MAY BE TAKEN WITHOUT A MEETING IF A CONSENT IN WRITING, SETTING FORTH THE ACTION SO TAKEN, SHALL BE SIGNED BY ALL MEMBERS ENTITLED TO VOTE WITH RESPECT TO THE SUBJECT MATTER THEREOF.

2. EXCEPT FOR THOSE ACTIONS EXCLUDED BY SECTION 7-16-21(B)(1), (2) AND (3) OF THE RHODE ISLAND LIMITED LIABILITY COMPANY ACT (THE "ACT"), ANY ACTION REQUIRED OR PERMITTED TO BE TAKEN BY VOTE OF THE MEMBERS MAY BE TAKEN WITHOUT A MEETING ON THE WRITTEN CONSENT OF LESS THAN ALL OF THE MEMBERS ENTITLED TO VOTE ON SUCH ACTION, IF THE MEMBERS THAT CONSENT WOULD BE ENTITLED TO CAST AT LEAST THE MINIMUM NUMBER OF VOTES WHICH WOULD BE REQUIRED TO TAKE THE ACTION AT A MEETING AT WHICH ALL MEMBERS ENTITLED TO VOTE ON SUCH ACTION ARE PRESENT.

3. NO MEMBER OR MANAGER SHALL HAVE PERSONAL LIABILITY TO THE COMPANY OR TO ANY OTHER MEMBER FOR MONETARY DAMAGES FOR BREACH OF SUCH MEMBER'S OR MANAGER'S DUTY AS A MEMBER OR MANAGER, AS APPLICABLE, PROVIDED THAT THIS PROVISION SHALL NOT ELIMINATE OR LIMIT THE LIABILITY OF SUCH PARTY: (I) FOR ANY BREACH OF SUCH PARTY'S DUTY OF LOYALTY TO THE COMPANY OR TO THE OTHER MEMBERS; (II) FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW; (III) UNDER SECTION 7-16-32 OF THE ACT; OR (IV) FOR ANY TRANSACTION FROM

WHICH SUCH PARTY  
DERIVED AN  
IMPROPER PERSONAL BENEFIT, UNLESS SUCH TRANSACTION WAS WITH THE  
INFORMED CONSENT  
OF ALL OF THE  
MEMBERS.

4. THE OWNERSHIP OF THE COMPANY IS SUBJECT TO TRANSFER RESTRICTIONS  
CONTAINED IN  
ITS OPERATING  
AGREEMENT AND COPIES THEREOF ARE ON FILE AT THE REGISTERED OFFICE OF  
THE COMPANY.  
MEMBERSHIP  
INTERESTS OF THE COMPANY ARE TRANSFERABLE ONLY UPON COMPLIANCE  
WITH THE  
PROVISIONS OF SAID TRANSFER  
RESTRICTIONS.

#### 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: 01/21/2025

*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 21 Day of January, 2025 at 2:23:31 PM by the Authorized Person.**

ALLISON CARDILLO, ESQ.

**Address of Authorized Signer:**

171 BROADWAY  
PROVIDENCE, RI 02903

Form No. 400  
Revised 09/07

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