



State of Rhode Island
Department of State - Business Services Division

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Articles of Organization

DOMESTIC Limited Liability Company

→ Filing Fee: \$150.00

Pursuant to the provisions of RIGL 7-16, the following Articles of Organization are adopted for the limited liability company to be organized hereby:

1. The name of the limited liability company is:		
Mechanics of Wellness, LLC		
2. The name and address of the initial resident agent/office in Rhode Island is:		
Agent Name Jeffrey H. Gladstone		
Street Address (<u>NOT</u> a P.O. Box) 40 Westminster St., Suite 1100		
City/Town Providence	State RHODE ISLAND	Zip Code 02903
3. 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):		
☒ a disregarded as an entity separate from its member (single member LLC) ☐ a partnership ☐ a corporation		
4. The address of the principal office of the limited liability company, if it is determined at the time of organization:		
Street Address 92 Dexterdaile Drive		
City/Town Warwick	State RI	Zip Code 02886
5. The limited liability company has the purpose of engaging in any lawful business, and shall have perpetual existence until dissolved or terminated in accordance with <u>RIGL 7-16</u> , unless a more limited purpose or duration is set forth in Section 6 of these Articles of Organization.		

FILED

MAY 20 2025

BY JNERX136
EG

MAIL TO:

Division of Business Services

148 W. River Street, Providence, Rhode Island 02904-2615

Phone: (401) 222-3040

Website: www.sos.ri.gov

6. Additional provisions, if any, not inconsistent with law, which the member(s) elect to have set forth in these Articles of Organization, including, but not limited to, any limitation of the purpose(s) or duration for which the limited liability company is formed, and any other provision which may be included in an operating agreement:

See Exhibit A attached

Check this box to indicate attachment ☒

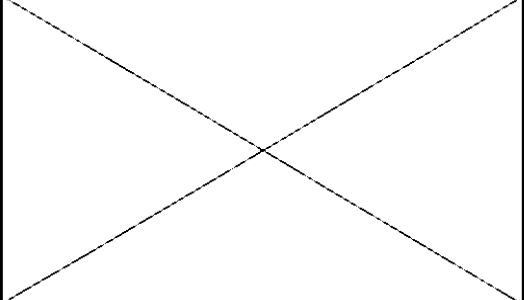
7. The Limited Liability Company is to be managed by its:

You **MUST** check one box:

☐ Members (Owners)
DO NOT complete the chart below.

OR

☒ Manager(s) Complete the chart below.

	MANAGER(S) NAME	ADDRESS
	Alexa Shoshona Gladstone	92 Dexterdale Drive Warwick, RI 02886

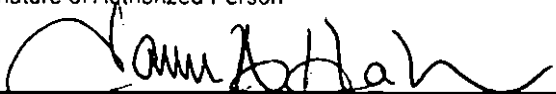
Check this box to indicate attachment ☐

8. Date when these Articles of Organization will be effective: **CHECK ONE BOX ONLY**

☒ Date received (Upon filing)

☐ Later effective date (Date must be no more than 90 days from the date of filing) _____

Under penalty of perjury, I declare and affirm that I have examined these Articles of Organization, including any accompanying attachments, and that all statements contained herein are true and correct.

Name of Authorized Person James H. Hahn	Address 40 Westminster Street, Suite 1100	
City/Town Providence	State RI	Zip Code 02903
Signature of Authorized Person 		Date May 20, 2025

If you have any questions, please call us at (401) 222-3040, Monday through Friday, between 8:30 a.m. and 4:30 p.m., or email corporations@sos.ri.gov.

MECHANICS OF WELLNESS, LLC

EXHIBIT A TO ARTICLES OF ORGANIZATION

Amendment to Article V:

The following provisions amend Article V of these Articles of Organization:

The limited liability company is organized for the purpose of providing high quality medical and psychiatric healthcare through the use of holistic and evidence-based approaches; establishing accessible care through a telehealth platform; formulating and executing plans of care that align with the patients' own goals; promoting self-efficacy and empowering patients to improve wellness and self-care; supporting health maintenance through the use of primary and secondary prevention; and engaging in any other lawful business; *provided, however*, that the limited liability company is not intended to be a replacement for a primary care provider for pediatric patients; and *provided, further*, that the limited liability company shall not have the power to store or dispense medications or controlled substances.

Article VI:

The following additional provisions are added to these Articles of Organization:

1. Any action required to be taken at a meeting of Members or Managers, or any other action which may be taken at a meeting of Members or Managers, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all Members and Managers, as the case may be, entitled to vote with respect to the subject matter thereof.

2. No Member or Manager shall have personal liability to the limited liability company or to its Members for monetary damages for breach of the duty of such Member or Manager, as the case may be, in such capacity; *provided* that this provision shall not eliminate or limit the liability of such Member or Manager: (i) for any breach of the Member's or Manager's duty of loyalty to the limited liability company or to its Members; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) under §7-16-32 of the Rhode Island Limited Liability Company Act; or (iv) for any transaction from which the Member or Manager derived an improper personal benefit.

3. The ownership of the limited liability company is subject to transfer restrictions contained in its Operating Agreement and copies thereof are on file at the registered office of the limited liability company. Membership interests of the limited liability company are transferable only upon compliance with the provisions of said transfer restrictions.



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:

May 20, 2025 01:36 PM

A handwritten signature in black ink, reading "Gregg M. Amore". The signature is fluid and cursive, with the first letters of each word being capitalized and prominent.

Gregg M. Amore
Secretary of State

