



**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: WTBL 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: 555 N MAIN ST
#1109

City or Town: PROVIDENCE State: RI Zip: 02904

The name of the resident agent at such address is: KENNETH FERRARA

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: 555 N MAIN ST
#1109

City or Town: PROVIDENCE State: RI Zip: 02904 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) PRIMARY PURPOSE: WTBL IS ORGANIZED PRIMARILY TO DEVELOP, PROMOTE, AND OPERATE A WOMEN'S BATTLE RAP LEAGUE, INCLUDING PRODUCING LIVE EVENTS, DIGITAL MEDIA CONTENT, MERCHANDISE, AND RELATED ENTERTAINMENT ASSETS. THE COMPANY MAY ALSO ENGAGE IN ANY OTHER LAWFUL BUSINESS ACTIVITIES IN THE STATE AND BEYOND.

2) LIMITATION OF LIABILITY: NO MEMBER, MANAGER, OFFICER, OR FUTURE INVESTOR SHALL BE PERSONALLY LIABLE TO THE COMPANY OR ITS CREDITORS FOR ANY DEBTS, LIABILITIES, OR OBLIGATIONS OF THE COMPANY, EXCEPT AS OTHERWISE PROVIDED BY LAW.

3) FOUNDER'S AUTHORITY: THE ORIGINAL FOUNDING MEMBER RETAINS SOLE DECISION- MAKING AUTHORITY UNTIL AN OFFICIAL OPERATING AGREEMENT OUTLINING OWNERSHIP, VOTING RIGHTS, AND CAPITAL CONTRIBUTIONS OF ADDITIONAL MEMBERS OR INVESTORS IS ADOPTED.

4) ADMISSION OF NEW MEMBERS: NEW MEMBERS, INCLUDING INVESTORS OR PARTNERS, MAY BE ADMITTED ONLY UPON WRITTEN AGREEMENT AND UPON TERMS AND CONDITIONS APPROVED BY A MAJORITY VOTE OF THE EXISTING MEMBERS, OR AS OTHERWISE PROVIDED IN THE OPERATING AGREEMENT.

5) OWNERSHIP OF INTELLECTUAL PROPERTY: ALL INTELLECTUAL PROPERTY —INCLUDING BUT NOT LIMITED TO EVENT FOOTAGE, BRANDING, DIGITAL ASSETS, LIKENESS RIGHTS, AND MERCHANDISE DESIGNS—SHALL BE OWNED EXCLUSIVELY BY WTBL, UNLESS A WRITTEN CONTRACT STATES OTHERWISE.

6) NON-COMPETE / BRAND PROTECTION: NO MEMBER, EMPLOYEE, OR INVESTOR SHALL ESTABLISH OR PARTICIPATE IN A DIRECTLY COMPETING WOMEN'S BATTLE LEAGUE WITHOUT WRITTEN CONSENT FROM WTBL, DURING THEIR INVOLVEMENT AND FOR A PERIOD OF ONE (1) YEAR THEREAFTER.

7) DISPUTE RESOLUTION: ANY INTERNAL DISPUTE BETWEEN MEMBERS OR INVESTORS SHALL BE RESOLVED THROUGH MEDIATION AND/OR ARBITRATION PRIOR TO ANY LITIGATION, AS FURTHER OUTLINED IN THE COMPANY'S OPERATING AGREEMENT.

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 4 Day of August, 2025 at 10:04:22 AM by the Authorized Person.

KENNETH FERRARA

Address of Authorized Signer:

555 N MAIN ST #1109, PROVIDENCE, RI, 02904

Form No. 400
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