



**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: Lestage OrthoCare 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: 712 PUTNAM PIKE

City or Town: CHEPACHET

State: RI

Zip: 02814

The name of the resident agent at such address is: MIRIAM A. ROSS, 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: 59 CAMDEN LANE

City or Town: CRANSTON

State: RI

Zip: 02921

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:

6. PROVISIONS (IF ANY) FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE COMPANY:

(A) A MEMBER, AS DEFINED IN THE RHODE ISLAND BUSINESS LIMITED LIABILITY COMPANY ACT, AS AMENDED, (THE "ACT") OF THE COMPANY SHALL NOT BE PERSONALLY LIABLE TO THE COMPANY OR ITS MEMBERS FOR MONETARY DAMAGES FOR BREACH OF THE MEMBER'S DUTY AS A MEMBER, EXCEPT FOR (I) LIABILITY FOR ANY BREACH OF THE MEMBER'S DUTY OF LOYALTY TO THE COMPANY OR ITS MEMBERS, (II) LIABILITY FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE GROSS NEGLIGENCE, BREACH OF FIDUCIARY DUTY, INTENTIONAL MISCONDUCT OR A VIOLATION OF LAW, (III) LIABILITY IMPOSED PURSUANT TO THE PROVISIONS OF SECTION 7-16-17 OF THE ACT OF AS A MEMBER-MANAGER, OR (IV) LIABILITY FOR ANY TRANSACTION (OTHER THAN TRANSACTIONS APPROVED IN ACCORDANCE WITH THE ACT) FROM WHICH THE MEMBER DERIVED A PERSONAL BENEFIT IN VIOLATION OF LAW OR THE OPERATING AGREEMENT. IF THE ACT IS AMENDED TO AUTHORIZE CORPORATE ACTION FURTHER ELIMINATING OR LIMITING THE PERSONAL LIABILITY OF THE MEMBERS, THEN THE LIABILITY OF A MEMBER OF THE COMPANY SHALL BE ELIMINATED OR LIMITED TO THE FULLEST EXTENT SO PERMITTED. ANY REPEAL OR MODIFICATION OF THIS PROVISION BY THE COMPANY SHALL NOT ADVERSELY AFFECT ANY RIGHT OR PROTECTION OR A MEMBER OF THE COMPANY EXISTING PRIOR TO SUCH REPEAL OR MODIFICATION.

(B) A MEMBER MAY AUTHORIZE ANOTHER PERSON TO ACT AS HIS/HER PROXY BY TRANSMITTING OR AUTHORIZING THE TRANSMISSION OF AN EMAIL OR OTHER MEANS OF ELECTRONIC TRANSMISSION, INCLUDING INTERNET AND TELEPHONIC TRANSMISSIONS, TO THE PERSON WHO WILL BE THE HOLDER OF THE PROXY, PROVIDED THAT THE

ELECTRONIC TRANSMISSION STATES OR IS COMMUNICATED WITH
INFORMATION FROM
WHICH IT CAN BE DETERMINED THAT THE ELECTRONIC TRANSMISSION WAS
AUTHORIZED
BY THE MEMBER.

(C) TO THE FULLEST EXTENT PERMITTED BY THE ACT, ANY ACTION REQUIRED
OR
PERMITTED TO BE TAKEN BY A VOTE OF THE MEMBERS MAY BE TAKEN
WITHOUT PRIOR
NOTICE AND WITHOUT A MEETING ON THE WRITTEN CONSENT OF LESS THAN
ALL OF THE
MEMBERS ENTITLED TO VOTE ON IT, IF THE MEMBERS WHO 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 IT ARE PRESENT. THE CONSENT(S) SHALL BE PLACED IN THE RECORDS
OF
THE COMPANY. PROMPT NOTICE OF THE ACTION SHALL BE GIVEN TO ALL
MEMBERS WHO
WOULD HAVE BEEN ENTITLED TO VOTE ON THE ACTION IF THE MEETING WERE
HELD.
AND ANY ACTION SO TAKEN SHALL HAVE THE SAME EFFECT FOR ALL PURPOSES
AS IF
THE ACTION HAD BEEN TAKEN AT A MEETING OF THE MEMBERS.

(D) THE MEMBERS OF THE COMPANY MAY INCLUDE PROVISIONS IN THE
COMPANY'S
OPERATING AGREEMENT OR MAY AUTHORIZE AGREEMENT TO BE ENTERED
INTO WITH EACH
MEMBER, OFFICER, EMPLOYEE OR OTHER AGENT OF THE COMPANY (AN
"INDEMNIFIED
PERSON"), FOR THE PURPOSE OF INDEMNIFYING AN INDEMNIFIED PERSON IN
THE
MANNER AND TO THE EXTENT PERMITTED BY THE ACT.

IN ADDITION TO THE AUTHORITY CONFERRED UPON THE MEMBERS OF THE
COMPANY BY
THE FOREGOING PARAGRAPH, THE MEMBERS OF THE COMPANY MAY INCLUDE
PROVISIONS
IN ITS OPERATING AGREEMENT, OR MAY AUTHORIZE AGREEMENT 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 AUTHORIZED HEREBY MAY PROVIDE THAT, SUBJECT

TO THE PROVISIONS OF THIS ARTICLE 6, THE COMPANY WILL ON BEHALF OF AN INDEMNIFIED PERSON PAY ANY LOSS OR EXPENSES ARISING FROM ANY CLAIM

OR

CLAIMS WHICH ARE MADE AGAINST THE INDEMNIFIED PERSON (WHETHER INDIVIDUALLY

OR JOINTLY WITH ANOTHER INDEMNIFIED PERSON OR PERSONS) BY REASON OF ANY

COVERED ACT OF THE INDEMNIFIED PERSON.

(II) FOR THE PURPOSES OF THIS ARTICLE, WHEN USED HEREIN

(1) "MEMBERS" MEANS ANY OR ALL OF THE MEMBERS OF THE COMPANY OR THOSE

ONE OR MORE MEMBERS OR OTHER PERSONS WHO ARE EXERCISING ANY POWERS NORMALLY

VESTED IN THE BOARD OF MEMBERS;

(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 OF AN INDEMNIFIED PERSON IN

THE INDEMNIFIED PERSON'S OFFICIAL CAPACITY WITH THE COMPANY AND WHILE

SERVING AS SUCH OR WHILE SERVING AT THE REQUEST OF THE COMPANY AS A MEMBER

OF THE GOVERNING BODY, OFFICER, EMPLOYEE OR AGENT OF ANOTHER COMPANY,

INCLUDING BUT NOT LIMITED TO COMPANIES WHICH ARE SUBSIDIARIES OR AFFILIATES

OF THE COMPANY, PARTNERSHIP, JOINT VENTURE, TRUST, OTHER ENTERPRISE

OR
EMPLOYEE BENEFIT PLAN.

(III) THE OPERATING AGREEMENT 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 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 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 AUTHORIZED HEREBY MAY NOT INDEMNIFY AN

INDEMNIFIED PERSON FROM AND AGAINST ANY LOSS, AND THE COMPANY SHALL NOT

REIMBURSE FOR ANY EXPENSES, IN CONNECTION WITH ANY CLAIM OR CLAIMS MADE

AGAINST AN INDEMNIFIED PERSON WHICH THE COMPANY HAS DETERMINED TO HAVE

RESULTED FROM (1) ANY BREACH OF THE INDEMNIFIED PERSON'S DUTY OF LOYALTY TO

THE COMPANY OR ITS MEMBERS; (2) ACTS AND OMISSIONS NOT IN GOOD FAITH OR

WHICH INVOLVE GROSS NEGLIGENCE, INTENTIONAL MISCONDUCT OR KNOWING VIOLATION

OF LAW; OR (3) ANY ACTION OR TRANSACTION (OTHER THAN ACTS OR TRANSACTIONS APPROVED IN ACCORDANCE WITH THE ACT) FROM WHICH THE PERSON SEEKING INDEMNIFICATION DERIVED A PERSONAL BENEFIT IN VIOLATION OF LAW OR THE 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 <small>First, Middle, Last, Suffix</small>	Address <small>Address, City or Town, State, Zip Code, Country</small>
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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 29 Day of September, 2025 at 3:49:12 PM by the Authorized Person.

/S/ MIRIAM A. ROSS, ESQ., REGISTERED AGENT

Address of Authorized Signer:
712 PUTNAM PIKE
CHEPACHET, RI 02814



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:

September 29, 2025 03:48 PM

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

Gregg M. Amore
Secretary of State

