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**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

Office of the Secretary of State  
Corporations Division  
148 W. River Street  
Providence, Rhode Island 02904-2615

**LIMITED LIABILITY COMPANY**

**ARTICLES OF ORGANIZATION**

2012 FEB -7 PM 12: 27  
RECEIVED  
OFFICE OF THE SECRETARY OF STATE  
CORPORATIONS DIV

Pursuant to the provisions of Chapter 7-16 of the General Laws of Rhode Island, 1956, as amended, 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:

PCMJ Members, LLC

2. The address of the limited liability company's resident agent in Rhode Island is:

One Citizens Plaza, 8th Floor Providence, RI 02903  
(Street Address, not P.O. Box) (City/Town) (Zip Code)

and the name of the resident agent at such address is Adler Pollock & Sheehan P.C.  
(Name of Agent)

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 only)*

a partnership *or*  a corporation *or*  disregarded as an entity separate from its member

4. The address of the principal office of the limited liability company if it is determined at the time of organization:

99 Power Street  
Providence, RI 02906  
*(If not determined, so state)*

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 Chapter 7-16, unless a more limited purpose or duration is set forth in paragraph 6 of these Articles of Organization.

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6. Additional provisions, if any, not inconsistent with law, which the members elect to have set forth in these Articles of Organization, including, but not limited to, any limitation of the purposes 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 hereto and made a part hereof.

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

7. Management of the Limited Liability Company:

A. The limited liability company is to be managed  by its members. *(If you have checked this box, go to item no. 8.)*

or

B. The limited liability company is to be managed  by one (1) or more managers. *(If the limited liability company has managers at the time of the filing of these Articles of Organization, state the name and address of each manager.)*

<u>Manager</u>	<u>Address</u>
Michael W. Joukowsky	99 Power Street, Providence, RI 02903
_____	_____
_____	_____
_____	_____
_____	_____

8. The date these Articles of Organization are to become effective, if later than the date of filing, is: upon filing.

(not prior to, nor more than 30 days after, the filing of these Articles of Organization)

Name and Address of Authorized Person:

Sarah T. Dowling, Attorney  
Adler Pollock & Sheehan P.C.

One Citizens Plaza, 8th Floor, Providence, RI 02903

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.

Date: February 7, 2012

Sarah T. Dowling  
Signature of Authorized Person

## **PCMJ Members, LLC**

### **Articles of Organization**

#### **Exhibit A**

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

**6.1** The limited liability company may be governed by an operating agreement which may be amended from time to time by the members.

**6.2** A manager of the limited liability company, if there be any, or a member acting in the capacity of a manager (hereinafter called a “manager”), 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 from time to time (the “Act”), except for liability of a manager for:

- (1) breach of the manager’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 a knowing violation of law;
- (3) the liability imposed pursuant to the provisions of Section 32 of the Act relating to wrongful distributions; or
- (4) any transaction from which the manager derived an improper personal benefit, unless said transaction was with the informed consent of the members of a majority of the disinterested managers.

**6.3** The limited liability company shall indemnify any member, manager, agent or employee, past or present, of the limited liability company (an “Indemnified Person”) to the full extent permissible pursuant to Section 4(k) of the Act; provided, however, that the limited liability company shall not indemnify any Indemnified Person for:

- (1) 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 a knowing violation of law;
- (3) the liability imposed pursuant to the provisions of Section 32 of the Act relating to wrongful distributions; or
- (4) any transaction from which the Indemnified Person derived an improper personal benefit, unless said transaction was with the consent of the members of a majority of the disinterested managers.



# State of Rhode Island and Providence Plantations

**A. Ralph Mollis**

*Secretary of State*

## STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island  
and Providence Plantations, 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:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

*Secretary of State*

