

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Division of Business Services
148 West River Street
Providence, Rhode Island 02904-2615
(401) 222-3040

INSTRUCTIONS FOR FILING ARTICLES OF ORGANIZATION FOR A DOMESTIC L3C LIMITED LIABILITY COMPANY

Section 7-16-76 of the General Laws of Rhode Island, as amended

The attached form is designed to meet minimal statutory filing requirements pursuant to the relevant statutory provision. This form and the information provided are not substitutes for the advice and services of an attorney and/or tax specialist.

1. To form a limited liability company, Articles of Organization (Form No. 400A) must be filed with the Office of the Secretary of State, Division of Business Services, at the above address. When the Articles are properly completed, signed by an authorized person, and submitted with the correct filing fee, a Certificate of Organization shall be issued.
2. The Articles of Organization must be accompanied by a filing fee of \$150.00, and checks are to be made payable to "Secretary of State".
3. A low-profit limited liability company shall at all times significantly further the accomplishments of one or more charitable or educational purposes within the meaning of Section 170(c)(2)(B) of the Internal Revenue Code of 1986, 26 U.S.C. section 170(c)(2)(B), or its successor, and would not have been formed but for the entity's relationship to the accomplishment of charitable or educational purposes.
4. The name of any limited liability company must be "distinguishable upon the records of the secretary of state." This means the Office of the Secretary of State will deny a request for a name if such name is identical to or not distinguishable from any entity, name reservation, or registration on file with the Business Section of the Division of Business Services. The name shall contain the words "low-profit limited liability company" or the upper or lower case letters "L3C". A preliminary name availability check can be made by checking the Name Availability Database on our website, or by phoning us at the above telephone number. This preliminary check is not statutorily required, is not binding upon the Secretary of State, and does not ensure that the name will be available upon filing the Articles of Organization. It is suggested that you do not make any financial expenditures or execute documents utilizing the name based upon a preliminary name availability check. The final determination as to availability of the name will be made when the documents are submitted for filing.
5. Each limited liability company shall have and continuously maintain in this state a resident agent upon whom any process, notice or demand required or permitted by law to be served upon the limited liability company may be served. The agent may be either an individual resident in this state, or a corporation, limited partnership or limited liability company, in each case either domestic or one authorized to transact business in this state. The address of the resident agent must be a street address, not a post office box.
6. The limited liability company is responsible for filing an annual report each calendar year between September 1 and November 1, beginning with the year following the year in which its original Articles of Organization were filed with the secretary of state. An annual report form will be mailed to the resident agent prior to September 1 each year. Be sure to follow up with your resident agent concerning the filing of this report.
7. Failure to comply with Nos. 5 and 6 above may result in the revocation of the Certificate of Organization pursuant to the provisions of Section 7-16-41 of the General Laws, as amended.
8. An entity that met the requirements of RIGL Section 7-16-76 but no longer satisfies any one of the requirements, shall immediately cease to be a low-profit limited liability company, but by continuing to meet all the other requirements of RIGL Chapter 7-16, may continue to exist as a limited liability company. The name of the entity must be changed to conform with the provisions of RIGL Section 7-16-9 by filing Articles of Amendment.

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.

Filing Fee: \$150.00



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L3C LIMITED LIABILITY COMPANY

ARTICLES OF ORGANIZATION

Pursuant to the provisions of Chapter 7-16-76 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:

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

_____, RI
(Street Address, not P.O. Box) (City/Town) (Zip Code)

and the name of the resident agent at such address is _____
(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:

(If not determined, so state)

5. The limited liability company has the purpose of engaging in any lawful business, subject to the statutory provisions stated herein, 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.

No significant purpose of the entity is the production of income or the appreciation of property; provided, however, that the fact that an entity produces significant income or capital appreciation shall not, in the absence of other factors, be conclusive evidence of a significant purpose involving the production of income or the appreciation of property.

No purpose of the entity is to accomplish one or more political or legislative purposes within the meaning of Section 170(c)(2)(D) of the Internal Revenue Code of 1986, 26 U.S.C. Section 170(c)(2)(D), or its successor.

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:

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.)***

Manager

Address

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

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

Name and Address of Authorized Person:

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: _____

Signature of Authorized Person