



The Commonwealth of Massachusetts  
Executive Office of Health and Human Services  
Department of Public Health  
Bureau of Health Care Safety and Quality  
**Medical Use of Marijuana Program**  
99 Chauncy Street, 11<sup>th</sup> Floor, Boston, MA 02111

CHARLES D. BAKER  
Governor

KARYN E. POLITO  
Lieutenant Governor

MARYLOU SUDDERS  
Secretary

MONICA BHAREL, MD, MPH  
Commissioner

Tel: 617-660-5370  
[www.mass.gov/medicalmarijuana](http://www.mass.gov/medicalmarijuana)

**MANAGEMENT AND OPERATIONS PROFILE**  
**Request for a Certificate to Registration to**  
**Operate a Registered Marijuana Dispensary**

**INSTRUCTIONS**

This application form is to be completed by a non-profit corporation that wishes to apply for a Certificate of Registration to operate a Registered Marijuana Dispensary ("RMD") in Massachusetts, and has been invited by the Department of Public Health (the "Department") to submit a *Management and Operations Profile*.

Once invited by the Department to submit a *Management and Operations Profile*, the applicant must submit the *Management and Operations Profile* within 45 days from the date of the invitation letter, or the applicant must submit a new *Application of Intent* and fee.

If invited by the Department to submit a *Management and Operations Profile* for more than one proposed RMD, you must submit a separate *Management and Operations Profile*, attachments, and application fee for each proposed RMD. Please identify each application of multiple applications by designating it as Application 1, 2 or 3 in the header of each application page. Please note that no executive, member, or any entity owned or controlled by such an executive or member, may directly or indirectly control more than three RMDs.

However, even if submitting a *Management and Operations Profile* for more than one RMD, an applicant need only submit one background check packet, including authorization forms for all required individuals, and fee associated with the background checks.

Unless indicated otherwise, all responses must be typed into the application forms. Handwritten responses will not be accepted. Please note that character limits include spaces.

Attachments should be labelled or marked so as to identify the question to which it relates.

Each submitted application must be a complete, collated response, printed single-sided, and secured with a binder clip (no ring binders, spiral binding, staples, or folders).

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Applicant Non-Profit Corporation \_\_\_\_\_

Mail or hand-deliver the *Management and Operations Profile*, with all required attachments, the \$30,000 application fee, and completed Remittance Form to:

Department of Public Health  
Medical Use of Marijuana Program  
RMD Applications  
99 Chauncy Street, 11<sup>th</sup> Floor  
Boston, MA 02111

**All fees are non-refundable and non-transferable.**

## REVIEW

Applications are reviewed in the order they are received.

After a completed application packet and fee is received by the Department, the Department will review the information and will contact the applicant if clarifications/updates to the submitted application materials are needed. The Department will notify the applicant whether they have met the standards necessary to be invited to submit a *Siting Profile*.

## PROVISIONAL CERTIFICATE OF REGISTRATION

Applicants have one year from the date of the submission of the *Management and Operations Profile* to receive a Provisional Certificate of Registration. If an applicant does not receive a Provisional of Certificate of Registration after one year, the applicant must submit a new *Application of Intent* and fee.

## REGULATIONS

For complete information regarding registration of an RMD, please refer to 105 CMR 725.100.

It is the applicant's responsibility to ensure that all responses are consistent with the requirements of 105 CMR 725.000, et seq., and any requirements specified by the Department, as applicable.

## PUBLIC RECORDS

Please note that all application responses, including all attachments, will be subject to release pursuant to a public records request, as redacted pursuant to the requirements at M.G.L. c. 4, § 7(26).

## QUESTIONS

If additional information is needed regarding the RMD application process, please contact the Medical Use of Marijuana Program at 617-660-5370 or [RMDapplication@state.ma.us](mailto:RMDapplication@state.ma.us).

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Application 1 of 1

Applicant Non-Profit Corporation \_\_\_\_\_

**CHECKLIST**

The forms and documents listed below must accompany each application, and be submitted as outlined above:

- ☒ A fully and properly completed *Management and Operations Profile*, signed by an authorized signatory of the applicant non-profit corporation (the "Corporation")
- ☒ A copy of the Corporation's *Articles of Incorporation*
- ☒ A copy of the Corporation's *Certificate of Good Standing* from the Massachusetts Secretary of State
- ☒ A copy of the Corporation's bylaws
- ☒ An *Employment and Education* form (use template provided) for each of the following individuals: The Corporation's Chief Executive Officer, Chief Operations Officer, Chief Financial Officer, individual/entity responsible for marijuana for medical use cultivation operations, and individual/entity responsible for the RMD security plan and security operations
- ☒ A bank or cashier's check made payable to the *Commonwealth of Massachusetts* for \$30,000
- ☒ A completed *Remittance Form* (use template provided)
- ☒ A sealed envelope with the name of the Corporation and marked "authorization forms," that contains the background check authorization forms (use forms provided) and fee, for each of the following actors:
  - Chief Executive Officer; Chief Operating Officer; Chief Financial Officer; individual/entity responsible for marijuana for medical use cultivation operations; individual/entity responsible for the RMD security plan and security operations; each member of the Board of Directors; each Member of the Corporation, if any; and each person and entity known to date that is committed to contributing 5% or more of initial capital to operate the proposed RMD. For entities contributing initial capital to operate the proposed RMD, authorizations forms must be completed and signed by the entity's Chief Executive Officer/Executive Director and President/Chair of the Board of Directors.

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Applicant Non-Profit Corporation \_\_\_\_\_

**SECTION A. APPLICANT INFORMATION**

1. Hope Heal Health Inc.  
Legal name of Corporation
2. John M. Rogue  
Name of Corporation's Chief Executive Officer
3. 3 Pokanokat Trail  
Warren, RI 02885  
Address of Corporation (Street, City/Town, Zip Code)
4. John M. Rogue  
Applicant point of contact (name of person Department of Public Health should contact regarding this application)
5. (401)374-3862  
Applicant point of contact's telephone number
6. jmrogue@cox.net  
Applicant point of contact's e-mail address
7. Number of applications: How many *Management and Operations Profiles* do you intend to submit?  
1

**SECTION B. INCORPORATION**

8. Attach a copy of the corporation's *Articles of Incorporation*, documenting that the applicant is a non-profit entity incorporated in Massachusetts.
9. Attach a copy of the corporation's *Certificate of Good Standing* from the Massachusetts Secretary of State.
10. Attach a copy of the corporation's bylaws.

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Application 1 of 1      Applicant Non-Profit Corporation \_\_\_\_\_

### SECTION C. NON-PROFIT COMPLIANCE

Answer each of the questions below to explain how the Corporation will remain in compliance with the non-profit requirements of Ch. 369 of the Acts of 2012, the regulations at 105 CMR 725.000, and "Guidance for Registered Marijuana Dispensaries Regarding Non-Profit Compliance." Please refer to the "Guidance for Registered Marijuana Dispensaries Regarding Non-Profit Compliance" document in completing this form.

11. Please identify any management company that the applicant intends to utilize and summarize the terms of any agreement or contract, executed or proposed, with the management company.

Hope Heal Health, INC. (HHH) does not intend to utilize any management company.

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Applicant Non-Profit Corporation \_\_\_\_\_

12. Please identify any agreements or contracts, executed or proposed, in which the applicant will engage in a Related Party Transaction and summarize the terms of each such agreement.

Hope Heal Health, Inc. has not executed or proposed any agreements or contracts in which they will engage in a Related Party Transaction.

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13. Please identify whether any members of the Board of Directors are also serving as employees of the proposed RMD and, if so, their title and role with the proposed RMD.

John Rogue is a board member who will serve as Chief Executive Officer (CEO). His role will include:

- Develop the corporation's long term goals and objectives
- Exercise short & long term financial management of the corporation
- Provide staff direction and organizational leadership needed for operational success
- Oversee the security plan and security operations
- Interact with state & local government officials

John Ferric is a board member who will serve as Chief Operating Officer (COO). His role will include:

- Lead overall operations including community awareness and relations, business operation and patient care programs
- Drive performance measures for high level review of indicators
- Maintain and monitor staffing needs

Christopher Roy is a board member who will serve as Director of Operations & Director of Cultivation. His role will include:

- Management of all aspects of cultivation
- Provide daily interaction with managers in each department
- Manage legal and compliance requirements that govern ACS

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Applicant Non-Profit Corporation \_\_\_\_\_

14. Please identify whether any members of the Board of Directors are serving as officials, executives, corporate members or board members for any management company, investor or other third party proposed to contract or otherwise conduct business with the proposed RMD.

Hope Heal Health, Inc. board members do not serve as an official, executive, corporate member or board member for any management company.



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Applicant Non-Profit Corporation \_\_\_\_\_

15. Please identify any contract or agreement, executed or proposed, under which a percentage or portion of the applicant's revenue will be distributed to a third party and summarize the terms of any such agreement or contract.

Hope Heal Health, Inc. is not a participant in any contract or agreement, executed or proposed under which a percentage or a portion of their revenue will be distributed to a third party.

The applicant agrees and attests that it will operate in compliance with all applicable state laws and regulations, including, but not limited to, laws regarding child support and taxation, as well as the "Guidance for Registered Marijuana Dispensaries Regarding Non-Profit Compliance."

John M Rogue  
Signature of Authorized Signatory  
John M Rogue

10/4/15  
Date Signed  
Chief Executive Officer

JOHN M ROGUE  
Print Name of Authorized Signatory

CEO  
Title of Authorized Signatory

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Application 1 of 1 Applicant Non-Profit Corporation \_\_\_\_\_

## SECTION D. EXPERIENCE

16. Attach an *Employment and Education* form (use template provided) for each of the following individuals: The Corporation's Chief Executive Officer, Chief Operations Officer, Chief Financial Officer, individual/entity responsible for marijuana for medical use cultivation operations, and individual/entity responsible for the RMD security plan and security operations.
17. Describe the experience, and length of experience, of the Corporation's Chief Executive Officer, Chief Operations Officer, and Chief Financial Officer with running a non-profit organization or business.

Chief Executive Officer - John M. Rogue is a dynamic sales and operation executive with a highly successful and creative track record in providing professional services, product development and sales and marketing partnerships. He was a key participant in the growth of an IT staffing and solutions company where sales went from \$8 million to over \$125 million over seventeen years. Mr. Rogue excels at identifying experienced professionals, business expansion and project management.

\_\_\_\_\_ and he actively supports the American Cancer Society, the American Lung Association, Medicines for Humanities and Learn, Live, Love (a non-profit organization that provides support to women who are battling cancer to pay their bills). Mr. Rogue is committed to providing safe, high-quality and fairly priced medical marijuana to licensed Massachusetts patients.

Chief Operations Officer - Mr. Ferrie brings 20+ years of experience in management, business development, marketing, and operation with healthcare related companies and high tech ventures. He held senior management roles in business development and in the technology outsourcing and professional services markets. He served as a Regional Sales Executive with Electronic Data Systems (EDS) servicing the healthcare provider and payer segments. From 1989 to 2000, Mr. Ferrie was employed with a national infrastructure staffing and solutions firm, where he served as Business Development Lead.

\_\_\_\_\_ and it is his mission to provide better access to medicinal alternatives and treatments for all cancer patients particularly those in later stages of life.

Chief Financial Officer - Amy Ferrie has worked in the accounting field for the last 27 years in various industries including medical, technology, and legal. Ms. Ferrie also serves on the Board of Directors of many Massachusetts non-profit organizations including Braintree After School Enrichment, and Organic Cure for Cancer. Ms. Ferrie is CFO and Managing Director of Learn, Live, Love, a non-profit organization that helps women battling cancer to pay their bills. At Learn, Live, Love she leads fundraising, accounting and tax preparation and day to day operations.

\_\_\_\_\_ and she is passionate about assisting cancer patients with their battle to good health and being cancer free.

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18. Describe the experience, and length of experience, of the Corporation's Chief Executive Officer, Chief Operations Officer, and Chief Financial Officer with providing health care services.

Chief Executive Officer - John M. Rogue developed an integrated nursing management software system for 12 Rhode Island based Visiting Nursing Association (VNA) agencies. This software managed the day-to-day operations of each agency to enable activities billing, coding, and statistical analysis of medical categories as well as federal, state and agency reporting of medical services and fees. Mr. Rogue is an avid supporter of a number of non-profit organizations that interact with a local health care organizations.

Chief Operations Officer - John E. Ferrie provides community awareness and relations, business operations and patient care programs for Hope, Heal, Health and brings over 10 years of executive leadership within the healthcare industry including recruiting and staffing local hospitals and healthcare facilities.

Chief Financial Officer - Amy Ferrie has worked in the accounting field for the last 27 years including the day to day operation of Live, Learn, Love, a non-profit organization whose mission is to provide emotional and financial support to women in various stages of cancer treatment to pay their bills, and manage their families and households.

19. Describe the experience, and length of experience, of the Corporation's Chief Executive Officer, Chief Operations Officer, and Chief Financial Officer with providing services for marijuana for medical purposes.

Chief Executive Officer - John M. Rogue is a co-owner of Medici Products and Solutions, a medical marijuana agriculture facility that grows and harvests medical marijuana for qualified patients who do not have the ability to grow their own medicine. Medici Products and Solutions has developed business relationships with all three (3) of the Rhode Island licensed Compassion Centers to provide high-grade medical marijuana. Medici is a ground-floor operation that required a working relationship with the city of Warwick's zoning board, fire marshal, sewer commission and senior certified engineers in development of the facility. As Mr. Rogue is a general contractor, all building codes in compliance with city guidelines and state requirements for the facility were met.

Chief Operations Officer - John E. Ferrie is the owner of NRS Global Partners and brings over 20 years of experience in business development, operations management, and services delivery to the Healthcare and IT Services. In addition, he provides community awareness and relations, business operations and patient care programs for Hope, Heal, Health, in addition to providing recruiting and staffing local hospitals and healthcare facilities.

Chief Financial Officer - Amy Ferrie has worked in the accounting field for the last 27 years including the day to day operation of Live, Learn, Love, a non-profit organization whose mission is to provide emotional and financial support to women in various stages of cancer treatment to pay their bills, and manage their families and households.

20. Describe the experience, and length of experience, of the Corporation's individual/entity responsible for marijuana for medical use cultivation operations and individual/entity responsible for the RMD security plan and security operations with providing services for marijuana for medical purposes.

Christopher Roy, Director of Cultivation and Operation, has extensive experience in the medical marijuana industry. He has been a licensed caregiver in the state of RI in 2007 and has spent the last 8 years cultivating and providing medical marijuana to registered qualified patients in RI. Working with patients directly has given him the experience and knowledge to assist patients in determining what their medical marijuana needs are, as well as different ways of delivering the medicine including: vaporizing, edibles, tinctures and topical salves. Educating patients in how to correctly use medical marijuana has always been a strong focus for Christopher as a caregiver. His skills include large scale growth and contaminant free medical marijuana on a large scale, making concentrates, edibles and tinctures.

Mr. Christopher Roy is the owner of Grow Smart Solutions Inc., which opened in 2012. Grow Smart Solutions, Inc. grows medical marijuana for the three state licensed compassion centers in RI. He is the co-owner of Medici Products and Solutions, a RI registered cooperative growing facility, which opened in 2015. Medici Products and Solutions provides quality medicine to registered patients as well as state licensed compassion centers. Mr. Roy has over 10 years of experience as a police officer in addition to being private security officer from 1991 through 1993. This law enforcement and security experience is valuable in assisting the Director of Security in maintaining the safety and security of patients and employees at the RMD.

Edward Roy is the Director of Security and will report directly to the Chief Operating Officer. Mr. Roy has over 25 years of experience in all phases of law enforcement and security. A police officer from 1981 to 2006, Mr. Edward Roy worked patrol, narcotics and vice, juvenile and detectives and retired as a Detective Sergeant in charge of narcotics and vice enforcement. During his long career Mr. Edward Roy was extensively trained in policing and security. His training includes: surveillance techniques, personal security, crime prevention, personnel management, SWAT training, hostage negotiation, investigation and community policing. During his 17 years as an investigator Mr. Roy gained valuable experience in assessing security issues, as well as unseen details, in order to solve cases. These problem solving skills enable him to quickly and efficiently locate security issues and implement protocols to deal with these issues as they arise.

While new to the medical marijuana industry, Mr. Edward Roy's extensive law enforcement, security and narcotics enforcement experience, as well as his ability to work closely with local law enforcement, will be an asset to the protection and safety of the public as well as all RMD patients, employees and associates.

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21. Provide a summary of the RMD's operating procedures for the cultivation of marijuana for medical use.

The cultivation of marijuana will be done in an indoor limited access facility in accordance with statute 105 CMR 725.105 (B). The facility will be divided into separate grow rooms called grow units, each containing a mother and clone room, vegetative room and flower room. Each unit will have separate hvac and filtration systems isolating each room to prevent the spread of pests, mold or disease from one room to another. The grow units will be on different harvest schedules to ensure a fresh supply of medicine. Self contained units allow for future expansion as patient needs increase, without disturbing the other units. In the event of a short fall or for different patient requirement, we will contact all RMD's within a 50 mile radius to confirm they have it in inventory. We would procure the medicine then contact the patients.

The crop starts in the clone and mother rooms under florescent lighting. Clones are made from mother plants in an aeroponic cloner. When roots form, the clones are transplanted to the appropriate sized container containing OMRI certified organic Sunshine mix #4 and moved to the vegetative room. This room will use metal halide lighting. The plants continue to grow in this room until they reach the correct size for flowering, at which time they will be moved to the flower room and placed under high pressure sodium lighting. The plants remain in this room until harvest. Each room and all equipment will be sanitized between each stage using a chlorine and water solution approved for food processing equipment.

Plants are fed House and Garden base nutrient solution throughout the life cycle. A top drip feeding system along with hand watering is utilized. All runoff will be contained and disposed of properly. A plant based, OMRI certified organic product approved for use on food crops to prevent outbreaks of pests is used for pest control. Crops are sprayed once per week on a proactive schedule. Mold and disease are controlled with proper humidity as well as HEPA filters and UV sanitizing lights contained in the returns of the HVAC units to remove contaminants from the air. No toxic additives, pesticides, fungicides or disease control will be used.

Employee access to the grow area of the building will be restricted to authorized employees. Each employee must change into a sterilized uniform, head cover and grow room shoes in a provided locker room prior to entering the grow area to minimize the possibility of bringing in pests and contaminants from outside the facility.

Harvested material will be removed from the grow area and placed into a trimming room. The marijuana will be trimmed and placed on drying racks in a temperature and humidity controlled room to cure. Once fully cured it will be tested for contaminants in compliance with 105 CMR 725.105(C)(2); then packaged for dispensing to patients. The trimming room and tools will be sanitized at the end of each shift.

22. Describe the types and forms of Marijuana Infused Products ("MIPs") that the RMD intends to produce, if any.

**Edibles Products:** Edibles Products are food items made with marijuana hash oil. The edibles menu that we will produce will include: Brownies, cookies, crispy treats, hard candies, lollipops, chocolate candies, portion- designated chocolate bars, ghee (butter), honey, and non-alcoholic soft drinks.

**Marijuana Hash Oil –** Marijuana Hash Oil is a liquid cannabis product obtained by separating resins from the cannabis plant matter by solvent extraction. Marijuana Hash Oil is an MIP and is used to create Edible Marijuana Infused Products. Marijuana Hash Oil can also be delivered under the tongue by the use of an eye-dropper. We will create 2 types of marijuana hash oil; both CBD and THC dominant forms.

**Bubble Hash –** Bubble Hash is a cannabis product obtained through a sieving system that uses only cannabis product, ice, water, and a method of multiple levels of screening to remove resin gland heads and any impurities from the cannabis plant material.

**Tinctures:** Tinctures are a cannabis product obtained by dissolving active cannabinoids from plant material in liquid for delivery under the tongue or by an oral spray. We will create 2 types of tinctures; one will be a CBD dominant version and the other will be a THC dominant version.

**Salve –** Salves are a topical ointment to soothe or heal skin that is excessively dry, irritated, burned, or wounded. Salves contain natural ingredients that promote the healing process and reduce discomfort.

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23. Provide a summary of the RMD's methods of producing MIPs, if the RMD intends to produce MIPs.

All MIP's will be produced on-site in a secured and certified environment within the RMD.

Edibles will be produced in a commercial kitchen using hash oil by trained chefs who are Serve Safe certified by the National Restaurant Association. All food safety protocols mandated by the Massachusetts Department of Health and Human Services food safety protocols will be followed. .

Tinctures will be made from soaking the flowers, leaves, or stems of the Cannabis plant in ethanol. Tetrahydrocannabinol (THC) and other cannabinoids dissolve into alcohol and alcohol will be removed using a rotary evaporator.

Hash Oil is made from soaking the flowers, leaves, or stems of the Cannabis plant in ethanol. Tetrahydrocannabinol (THC) and other cannabinoids dissolve into alcohol and alcohol will be removed using a rotary evaporator.

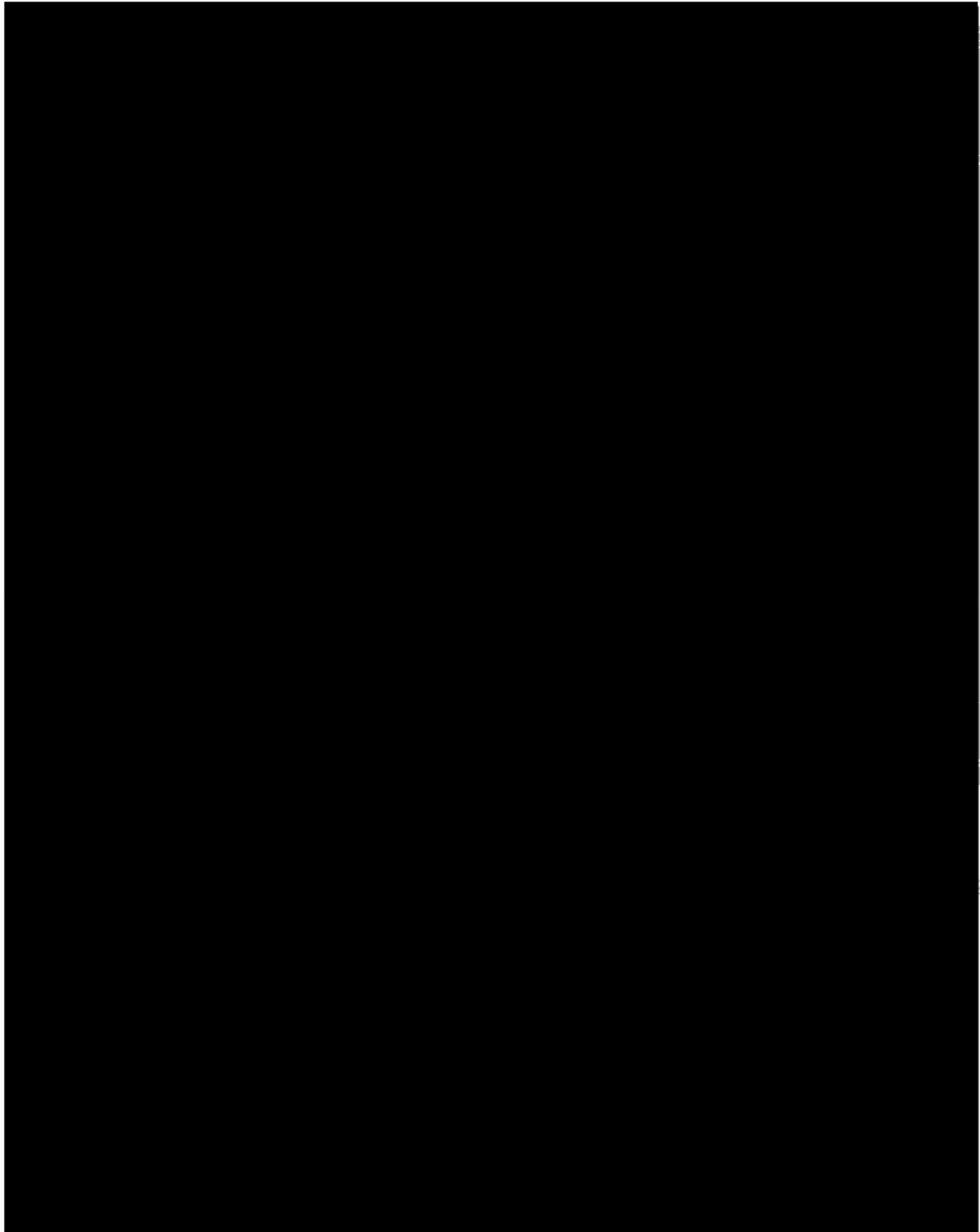
Salve will be made using coconut oil, vitamin rich essential oils, hash oil and bees wax in the making of salve. In addition, we will add extracts such as lavender, eucalyptus or Shea butter to the salve for aroma only. All products will be melted over low heat until any wax melts and all ingredients are emulsified.

Bubble Hash is produced using a sieving system of ice, water and multiple levels of screening to remove the resin gland heads from the cannabis plant material. Removal of all impurities produces a very pure resin (hash).



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24. Provide a summary of the RMD's operating procedures for the provision for security at the RMD.

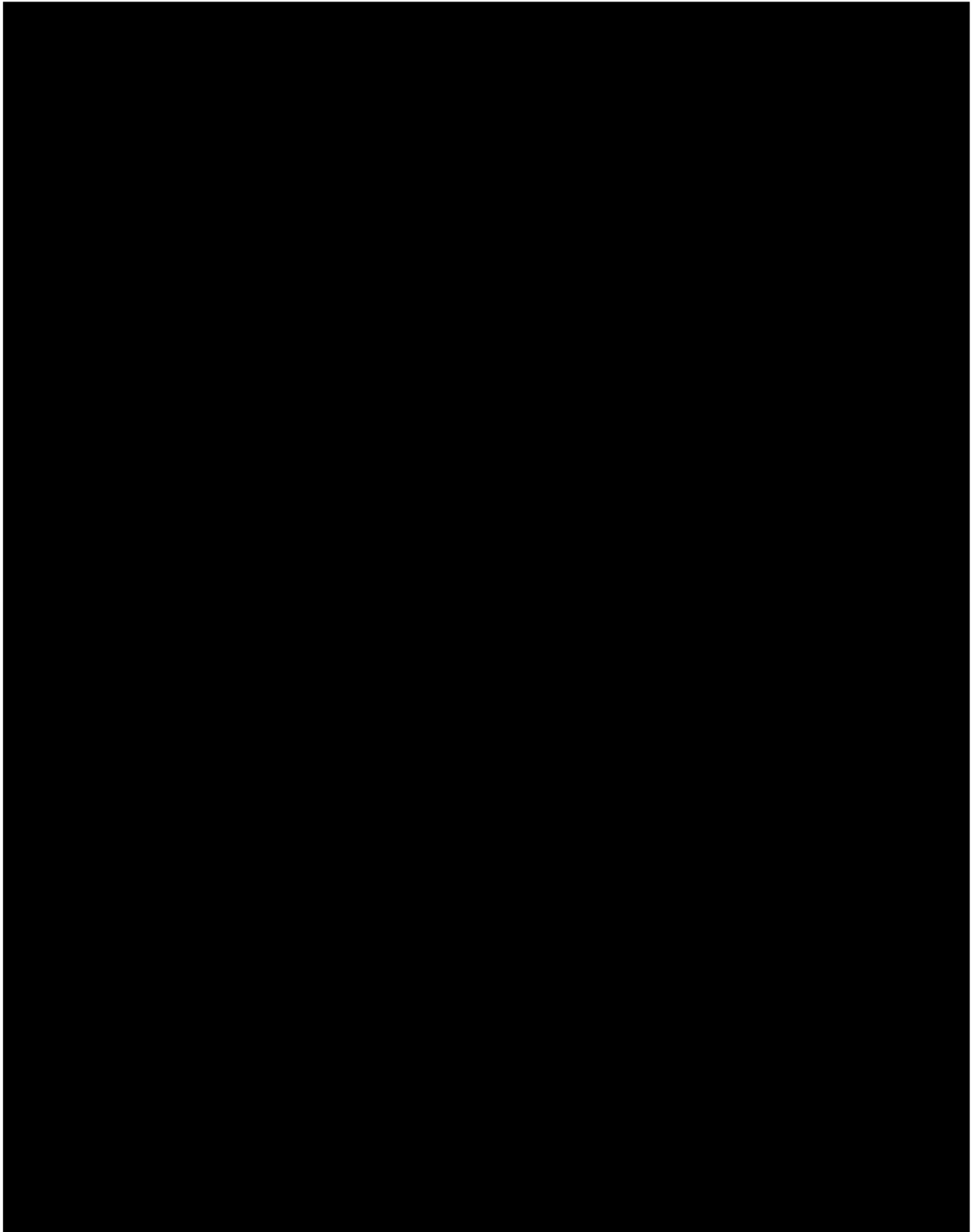


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Applicant Non-Profit Corporation \_\_\_\_\_

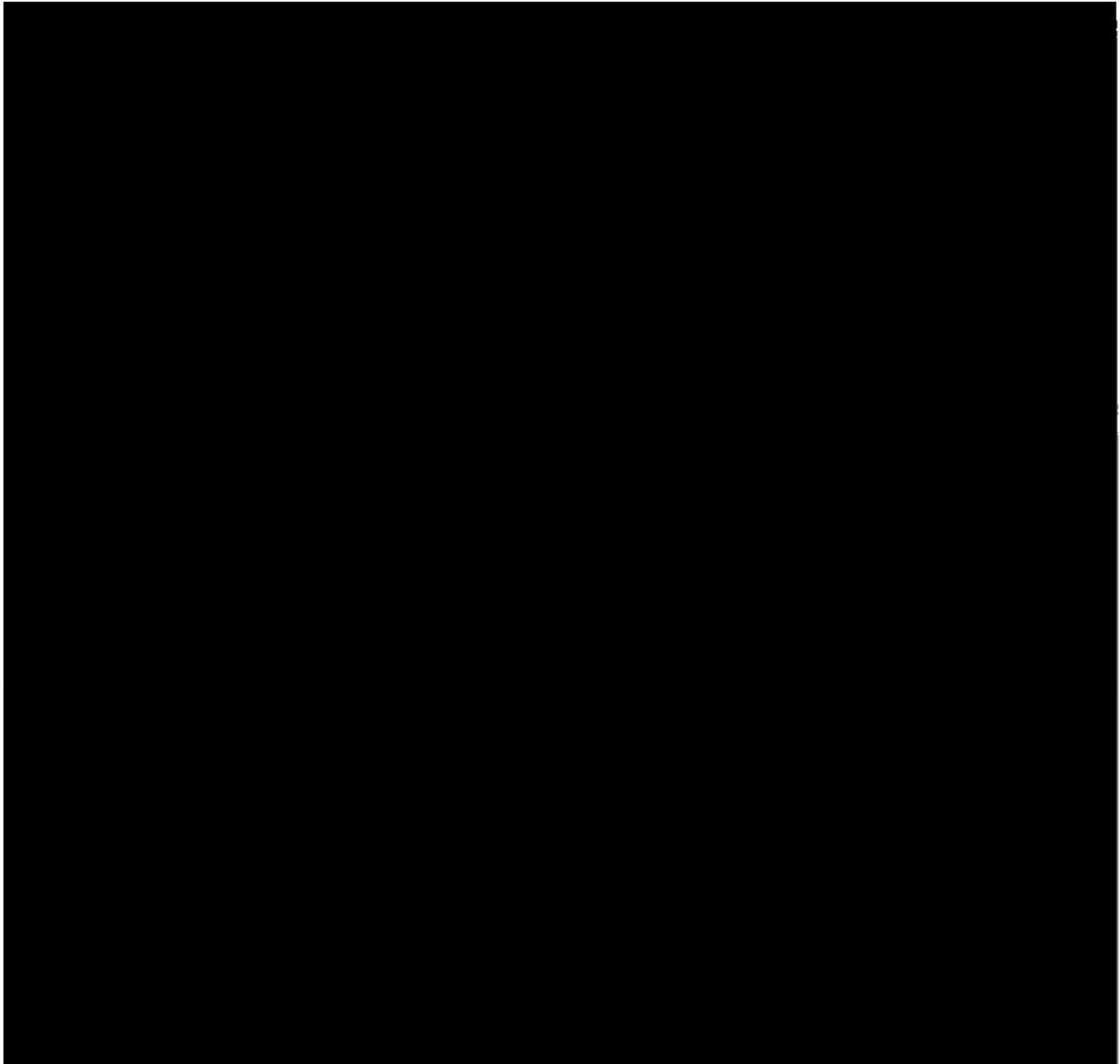
25. Provide a summary of the RMD's operating procedures for the prevention of the diversion of marijuana.



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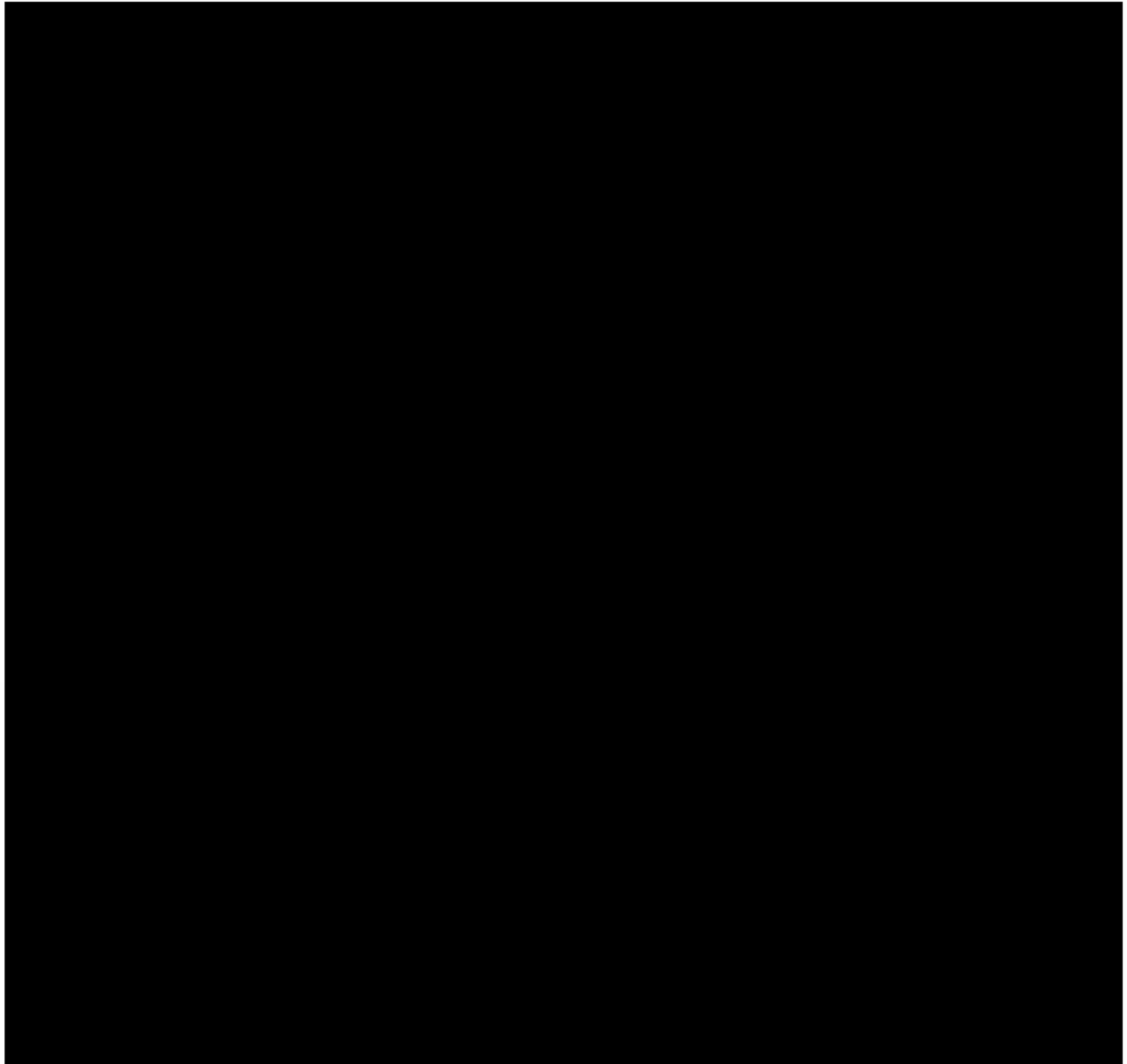
26. Provide a summary of the RMD's operating procedures for the storage of marijuana for medical use.



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Application 1 of 1 Applicant Non-Profit Corporation \_\_\_\_\_

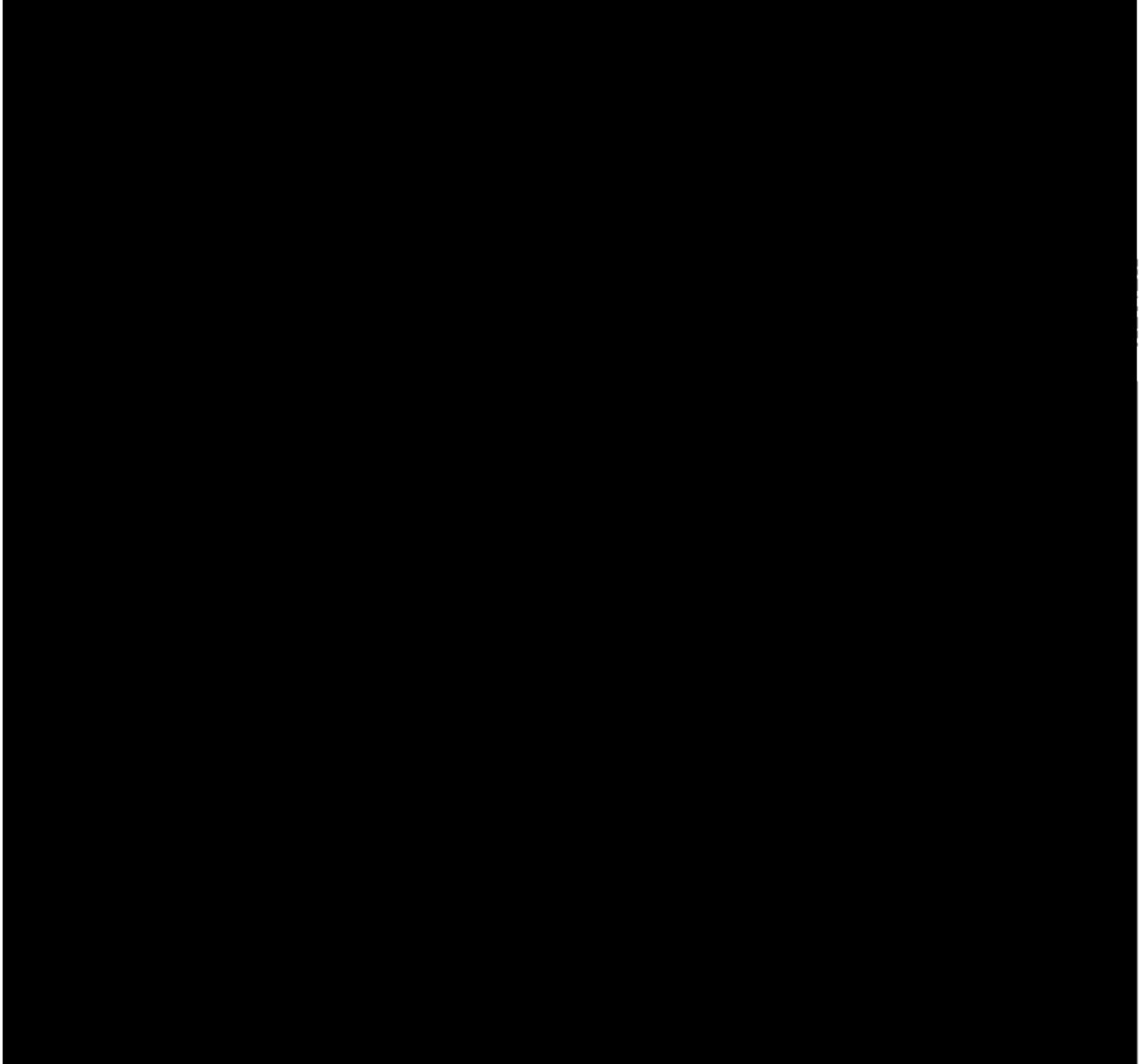
27. Provide a summary of the RMD's operating procedures for the transportation of marijuana for medical use.



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28. Provide a summary of the RMD's operating procedures for inventory management.



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Application 1 of 1 Applicant Non-Profit Corporation \_\_\_\_\_**29. Provide a summary of the RMD's operating procedures for quality control and testing of product for potential contaminants.**

We will contract quality control and testing of marijuana and MIPs through Pro Verde Labs of Milford Massachusetts. They are ISO 17025 certified (for labs) as well as CAN 9009 certified (for dispensaries).

Pro Verde Labs provides cannabis analysis, testing, and certification using precision standards and valid methodology for precise testing capabilities. Gas Chromatography is used to test potency of CBD, CBN, THC<sup>9</sup>, THCV, CBG, CBC, and the overall condition of cannabis products. They provide analysis and profiles of cannabis extracts, cannabis infused products for potency, and additional testing for heavy metals, microbial contamination (mold, mildew, fungus, yeast, E. coli, salmonella) and pesticides used during cannabis cultivation.

Pro Verde Labs provides formulation of cannabis extracts for vape pen production, cannabis extraction methodology for creating various types of hash oils and waxes, and advanced separation methods for extracting terpenes. Pro Verde Labs practices continual analysis and research with medical cannabis to develop advanced treatment methods for cancer patients, specializing in Ultra High Quality RSO, a cannabis hash oil used primarily in cancer treatment. Pro Verde Labs works closely with other labs around the country to insure best practices and methodology and to collaborate on future innovations in cannabis testing methodology.

Pro Verde Labs performs testing for ALL THREE of the Rhode Island state licensed compassionate care facilities.

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Applicant Non-Profit Corporation

30. Provide a summary of the RMD's operating procedures for maintaining confidentiality of registered qualifying patients, personal caregivers, and dispensary agents, as required by law.

All patients, caregiver and dispensary agent information will be stored in the BioTrackTHC system. The system comes equipped with multiple features to ensure security, theft protection and compliance changes. The system hardware is managed and maintained internally and links to SSAE 16 certified server locations to ensure the highest level of security. In the event of an automatic failure, BioTrackTHC also works with redundant routers to maintain business records and system functionality. System authentication is encrypted via industry standard SSL with the use of a server based platform.

All signed patient documents will be scanned into their profile in the system and hard-copies will then be shredded to maintain patient confidentiality. No personal information will be released by Hope Health Heal, Inc. without the written consent of the patient unless it is required under law by court order. The Massachusetts Department of Health will have access to this information to carry out any official duties.

All caregiver and employee information will remain in a locked office that is only accessed by individuals with proper security clearances. All employee files will remain in a locked filing cabinet and can only be accessed by authorized Human Resources personnel and managers. No employee information will be released by Hope Health Heal, Inc. without the written consent of the individual unless this information is required under law by court order.

Application 1 of 1 Applicant Non-Profit Corporation \_\_\_\_\_

## 31. Provide a summary of the RMD's personnel policies.

**Training:** We will give all employees the training needed to perform their job successfully. Training will include applicable laws, company policies, and safety and processing procedures.

**Attendance and Schedules:** Consistent attendance and punctuality is expected of all employees. If employee will be late, they must speak to a manager before the start of their shift; only a serious illness or family emergency should keep an employee from working their shift; an unexcused absence of two consecutive shifts will be presumed to be a resignation and employment will be terminated.

**Disciplinary Action:** Progressive disciplinary process will be used when appropriate. Progressive discipline may be appropriate when an employee has a substantial history of positive performance followed by a performance problem. If progressive discipline is not recommended, disciplinary action may include verbal warning, written warnings or termination.

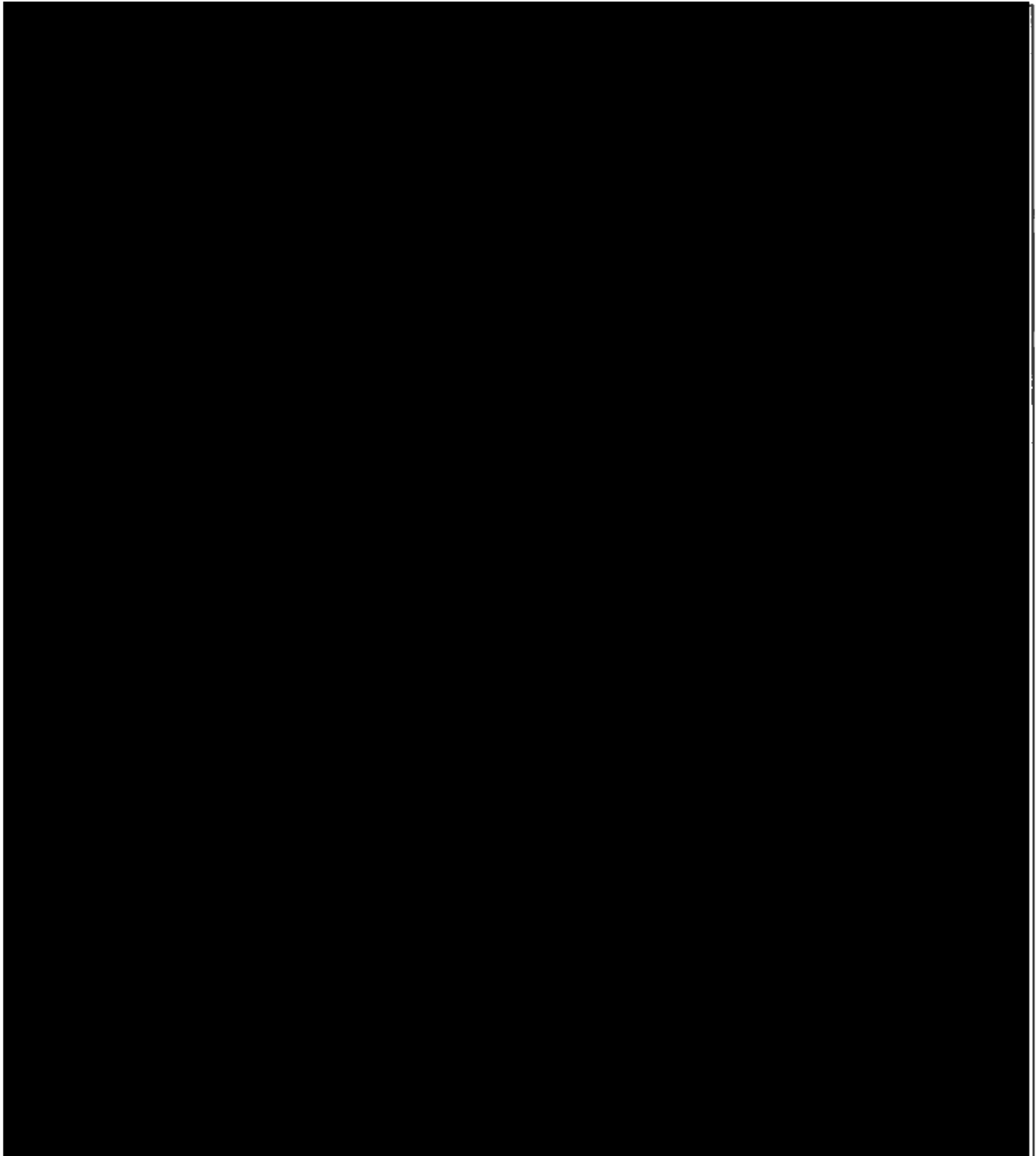
**Performance Evaluations:** Supervisors will evaluate individual work performance and discuss with the employee possible areas of improvement. A positive appraisal, along with maintaining a high level of performance, will be taken into account in providing salary increases and advancement within the company. Employees with questions regarding their performance are encouraged to speak to their supervisor directly for feedback.

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32. Provide a summary of the RMD's operating procedures for dispensing of marijuana for medical use.



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33. Provide a summary of the RMD's operating procedures for record keeping.

Hope Heal Health, Inc. will keep all records in a secured and locked designated storage area that will be under constant video surveillance

- We will have a hard copy of our companies employee handbook that will include all HR information, job expectations, employee policies, pay and benefit information and end of employment information.
- A hard copy in a binder of all of our security, dispensary operation daily procedures, cultivation operations, MIP production procedures, inventory expectations, disposal of medicine procedures and testing protocols.
- All employees will also have access through an internet-based portal, to their personnel documents, employment paperwork & benefit information.
- Accounting receivables and payables records will be stored online using QuickBooks accounting software. Hope Heal Health, Inc. will also keep a hard copy of all invoices for payables & receivables in the designated secured area.
- The BioTrack POS software will maintain all sales records within its encrypted environment.
- A hard copy of all completed weekly inventories will be stored and easily accessible for audit by DPH, the inventory records will also be maintained within the Biotrack system.

Information on this page has been reviewed by the applicant, and where provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory here: JMR JMR

Application 1 of 1 Applicant Non-Profit Corporation \_\_\_\_\_

34. Provide a summary of the RMD's plans for providing patient education.

Hope Heal Health, Inc. Patient Education Plan:

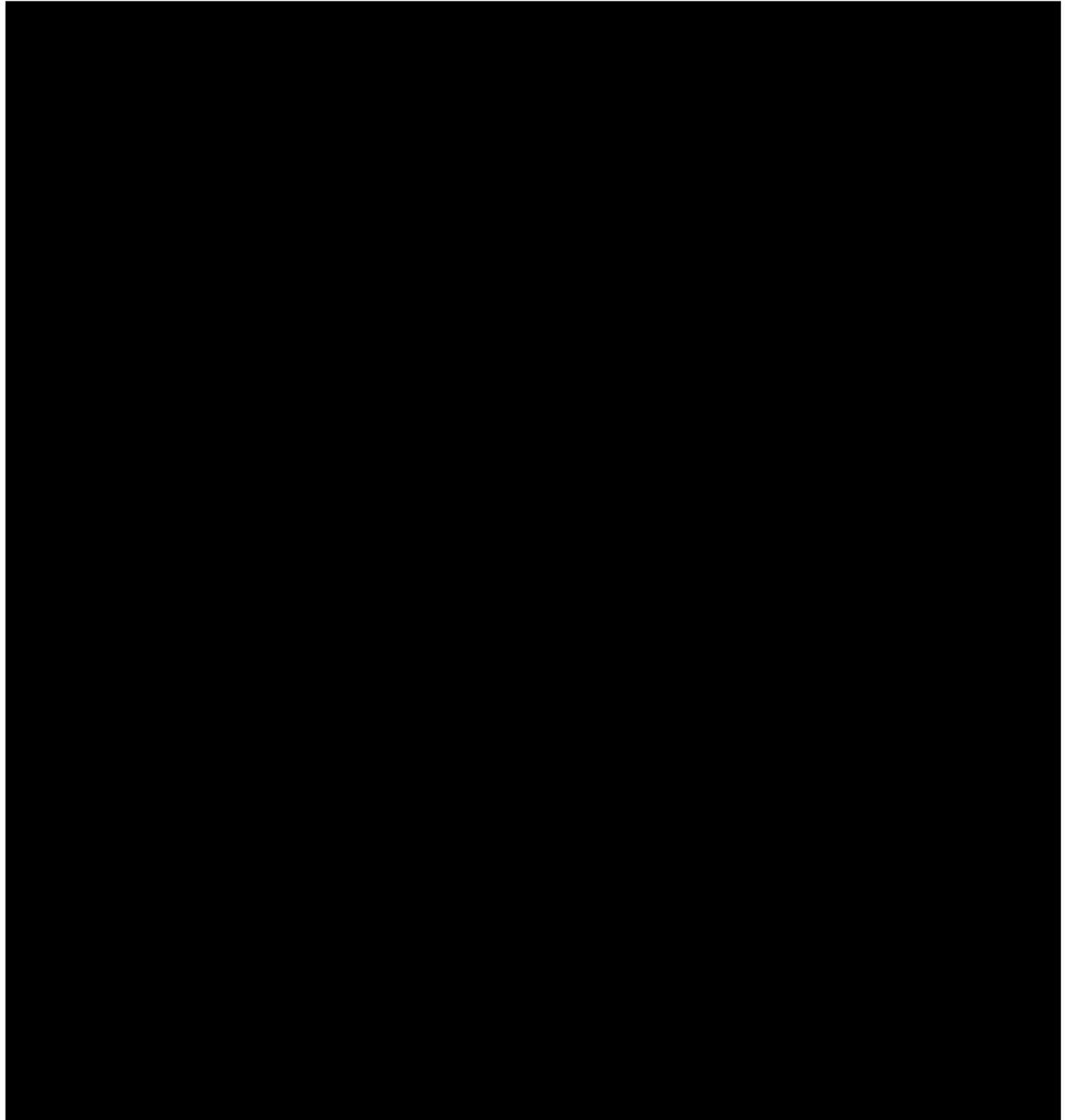
Explain medical marijuana use, benefits/risks including:

- Consumption guidelines and methods
- Strain profiles
- Dosing
- Background of medical marijuana program rules/regulations
- Tracking strains used and associated effects
- Substance abuse signs/symptoms and treatment opportunities
  
- FDA status, side effects, health risks, cautions regarding children, driving/machine operating prohibitions
- How product is dispensed/quantities used
- Standards of responsible use
- Safety/security precautions
- Rules on medical marijuana distribution and protocols on product returns to RMD
- License renewal requirements
  
- Continuing education/resources
- Americans for Safe Access materials addressing specific conditions
- RMD programs for patients/caregivers at dispensary
- In-house information by advocacy and educational groups
- Plan for initial and ongoing community outreach:
  - Out-reach civic groups/organizations and provide forum/support for medical marijuana education
  - Provide information/resources to allow potential patients/caregivers opportunity and confidence to move forward
  - Plan to "de-mystify" medical marijuana within healthcare community
  - Offer grand-round and in-service programs to healthcare providers
  - Share patient/caregiver feedback and prospective questions/concerns
  - Provide consistent opportunity for the healthcare community to learn about medical marijuana and support Hope Heal Health, Inc.

Application 1 of 1

Applicant Non-Profit Corporation \_\_\_\_\_

35. Provide a summary of the RMD's operating procedures for patient or personal caregiver home-delivery, if the RMD plans to provide home-delivery services.



Information on this page has been reviewed by the applicant, and where provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory here: JMR *JMR*

Application 1 of 1 Applicant Non-Profit Corporation \_\_\_\_\_

36. Provide a summary of the RMD's policies and procedures for the provision of marijuana for medical use to registered qualifying patients with verified financial hardship without charge or at less than the market price.

The RMD will provide more affordable medical marijuana to registered patients suffering financial hardship and will provide a small amount of no-cost medical marijuana when other discounted rate products are purchased. The Financial Hardship Program will be continuously reviewed to insure that discounts are provided in a consistent, appropriate and professional manner.

The RMD will use the eligibility income guidelines used by Mass Health/Commonwealth Care as the threshold for the sliding price scale for medical marijuana (represented as 100 - 300% of the federal poverty level – with income of \$34,476 for a single person). As with Mass Health, HHH will use a variety of income verification tools such as tax returns, pay stubs, child support, and receipt of Social Security benefits.

Patients between 100 - 300% (or below) of the federal poverty level will receive a free one-eighth ounce of packaged medical marijuana, (currently retailing for \$250 per ounce), each month. In addition, eligible patients will receive a 5 - 15% discount on any medical marijuana product (discount dependent upon product) sold by the dispensary.

A 10% discount will be offered to all veterans (verification required), regardless of income, on each purchase.

Application 1 of 1 Applicant Non-Profit Corporation \_\_\_\_\_

## 37. Provide a summary of the training(s) that the RMD intends to provide to Dispensary Agents.

Health Insurance Portability and Accountability Act (HIPAA) Training is mandatory for all employees. We will contract a company to provide onsite training.

Security Training is mandatory and for all employees. The Security Manager will train all employees on security, safety and theft and/or robbery protocols.

Massachusetts Medical Marijuana Law Training is mandatory for all employees. The Compliance Manager will conduct the training on the applicable rules governing the medical marijuana program. Training will include the proper implementation of 105 CMR 725.000, as well as job-specific requirements.

Basic Flower Training is mandatory for all employees. The Director of Cultivation will conduct the training and provide the basics of the growing process of the cannabis plant, types of cannabis & differences between CBD, Indica & Sativa as well as the medical condition for which they are recommended.

Marijuana Infused Products (MIP) Training is mandatory for dispensary employees. The Concentrates Manager will provide the training to include the differences in cannabis species, the benefits and cautions for all MIPs. The training will cover how to discuss patient interaction.

Accessories Training is mandatory for all dispensary agents, and ACS will coordinate training with our primary accessories vendor. The accessories vendor will train on all accessories and provide in-depth training on use and advantages on all accessories.

Application 1 of 1

Applicant Non-Profit Corporation \_\_\_\_\_

38. Will the Corporation provide worker's compensation coverage to the RMD's Dispensary Agents?

Yes ☒ No ☐

39. Will the Corporation obtain professional and commercial insurance coverage?

Yes ☒ No ☐

40. Describe the Corporation's plan to obtain liability insurance or place in escrow the required amount to be expended for coverage of liabilities.

The RMD has engaged Integrated Insurance Solutions, LLC to obtain the required property and casualty insurance coverage and employee benefits programs for our organization to meet the standards set forth in: MGL 369, An Act for the Humanitarian Use of Marijuana for Medical Purposes.

Integrated Insurance Solutions is an established insurance brokerage and consulting firm based in Framingham, MA, providing insurance services to a wide array of clients throughout the US. Specific coverage areas for this program will include:

- Builder's Risk Insurance
- Real and Personal Property Insurance
- Business Interruption Insurance
- Equipment Breakdown
- Employee Dishonesty
- EDP or Data Processing Coverage
- Crop Coverage including living plant material, harvested plant material and finished stock.
- General Liability Insurance no less than \$1MM per occurrence/\$2MM aggregate with a
- Deductible no greater than \$5,000
- Product Liability Insurance no less than \$1MM per occurrence/\$2MM aggregate with a
- Deductible no greater than \$5,000
- Professional Liability Insurance
- Umbrella/Excess Liability
- Directors & Officers/Employment Practices Liability/Fiduciary Liability
- Data Privacy & Security
- Workers Compensation

Hope Heal Health, Inc. and Integrated Insurance Solutions have reviewed the aforementioned coverage options with the program underwriters and the policies will be put in force upon the awarding of a Marijuana Dispensary license by the MA DPH.

Information on this page has been reviewed by the applicant, and where provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory here: JMR JMR

**HOPE HEAL HEALTH, INC.**

**Employment and Education Forms**



Applicant Non-Profit Corporation \_\_\_\_\_

**SECTION D. EMPLOYMENT AND EDUCATION FORM**

This Employment and Education form must be completed and signed by each of the following individuals: The Corporation's Chief Executive Officer, Chief Operations Officer, Chief Financial Officer, individual/entity responsible for marijuana for medical use cultivation operations, and individual/entity responsible for the RMD security plan and security operations. Submit one Employment and Education form for each of the above individuals when submitting a *Management and Operations Profile* to the Department of Public Health.

**Name**

John M. Rogue

**Residential Address****Title (at applicant non-profit corporation)**

President and Chief Executive Officer (CEO)

**Name of Applicant Non-Profit Corporation**

Hope Heal Health, Inc.

**Highest Education Attained – Institution, Degree, and Year**

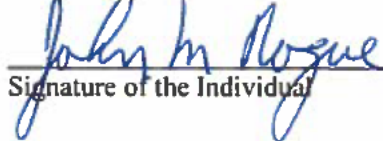
Roger Williams University  
Business Management  
1975

## Applicant Non-Profit Corporation \_\_\_\_\_

**Past 10 Years of Employment by Employer, Title and Time Period. List chronologically, beginning with most recent employment. Add more forms if space is needed for additional employment history entries.**

Employer	Title	Time Period
Medici Products and Solutions	Owner	January 2015 - President
JMR Enterprises	Owner	2006 - December 2014
The Computer Merchant	Vice President - National Accounts	1989 - 2006

Signed under the pains and penalties of perjury, I agree and attest that all information included in this form is complete and accurate.

  
Signature of the Individual

  
Date Signed

Applicant Non-Profit Corporation \_\_\_\_\_

**SECTION D. EMPLOYMENT AND EDUCATION FORM**

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**Name**

John E. Ferric

**Residential Address****Title (at applicant non-profit corporation)**

Chief Operating Officer (COO)

**Name of Applicant Non-Profit Corporation**

Hope Heal Health, Inc.

**Highest Education Attained – Institution, Degree, and Year**

University of New Hampshire  
Whittemore School of Business  
Business Administration - BA  
1985



## Applicant Non-Profit Corporation \_\_\_\_\_

**Past 10 Years of Employment by Employer, Title and Time Period. List chronologically, beginning with most recent employment. Add more forms if space is needed for additional employment history entries.**

Employer	Title	Time Period
NRS Global Partners Quincy, Massachusetts	CEO, Managing Director	March 2009 - Present
Network Resource Solutions Provo, Utah	Managing Director	March 2004 - February 2009
Electronic Data Systems (EDS) Boston, Massachusetts	Client Sales Executive	Jan 2002 - Feb 2004

Signed under the pains and penalties of perjury, I agree and attest that all information included in this form is complete and accurate.

  
Signature of the Individual

10/4/15  
Date Signed

Applicant Non-Profit Corporation \_\_\_\_\_

**SECTION D. EMPLOYMENT AND EDUCATION FORM**

This Employment and Education form must be completed and signed by each of the following individuals: The Corporation's Chief Executive Officer, Chief Operations Officer, Chief Financial Officer, individual/entity responsible for marijuana for medical use cultivation operations, and individual/entity responsible for the RMD security plan and security operations. Submit one Employment and Education form for each of the above individuals when submitting a *Management and Operations Profile* to the Department of Public Health.

**Name**

Christopher Roy

**Residential Address****Title (at applicant non-profit corporation)**

Director of Operations / Cultivation

**Name of Applicant Non-Profit Corporation**

Hope Heal Health, Inc.

**Highest Education Attained – Institution, Degree, and Year**

Rhode Island Municipal Police Academy  
Graduate  
1993

## Applicant Non-Profit Corporation \_\_\_\_\_

**Past 10 Years of Employment by Employer, Title and Time Period. List chronologically, beginning with most recent employment. Add more forms if space is needed for additional employment history entries.**

Employer	Title	Time Period
Medici Products and Solutions	Owner	2015
Grow Smart Solutions	Owner	2012 - Present
Rhode Island Medical Marijuana Caregiver	Medical Marijuana Caregiver	2007 - Present
Roy Tile and Flooring	Owner	2002 - 2012

Signed under the pains and penalties of perjury, I agree and attest that all information included in this form is complete and accurate.

  
Signature of the Individual

10/4/15  
Date Signed

Applicant Non-Profit Corporation \_\_\_\_\_

**SECTION D. EMPLOYMENT AND EDUCATION FORM**

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**Name**

Amy Ferric

**Residential Address****Title (at applicant non-profit corporation)**

Chief Financial Officer (CFO)

**Name of Applicant Non-Profit Corporation**

Hope Heal Health, Inc.

**Highest Education Attained – Institution, Degree, and Year**

California State University - Fullerton  
BS - Business  
1988



## Applicant Non-Profit Corporation \_\_\_\_\_

**Past 10 Years of Employment by Employer, Title and Time Period. List chronologically, beginning with most recent employment. Add more forms if space is needed for additional employment history entries.**

Employer	Title	Time Period
Itrica Quincy, MA	Accounting Manager	October 2010 - Present
NRS Global Partners LLC Hingham, MA	Finance Manager	February 2009 - Present
Coastline Associates Scituate, MA	Owner	1992 - Present

Signed under the pains and penalties of perjury, I agree and attest that all information included in this form is complete and accurate.

*Amy M. Ferrie*

Signature of the Individual

*1/4/15*

Date Signed

Applicant Non-Profit Corporation \_\_\_\_\_

**SECTION D. EMPLOYMENT AND EDUCATION FORM**

This Employment and Education form must be completed and signed by each of the following individuals: The Corporation's Chief Executive Officer, Chief Operations Officer, Chief Financial Officer, individual/entity responsible for marijuana for medical use cultivation operations, and individual/entity responsible for the RMD security plan and security operations. Submit one Employment and Education form for each of the above individuals when submitting a *Management and Operations Profile* to the Department of Public Health.

**Name**

Edward M. Roy

**Residential Address****Title (at applicant non-profit corporation)**

Director of Security

**Name of Applicant Non-Profit Corporation**

Hope Heal Health, Inc.

**Highest Education Attained – Institution, Degree, and Year**

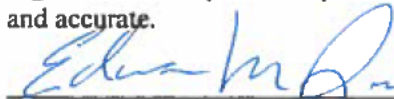
Rhode Island Municipal Police Academy  
Graduate  
1981

## Applicant Non-Profit Corporation \_\_\_\_\_

**Past 10 Years of Employment by Employer, Title and Time Period. List chronologically, beginning with most recent employment. Add more forms if space is needed for additional employment history entries.**

Employer	Title	Time Period
Edward M. Roy Designs	Owner	2006 - 2015
Woonsocket Police Department	Detective Sergeant / Vice	1981 - 2006

Signed under the pains and penalties of perjury, I agree and attest that all information included in this form is complete and accurate.



Signature of the Individual

10/4/15

Date Signed

Application 1 of 1

Applicant Non-Profit Corporation \_\_\_\_\_

**SECTION F. CAPITAL CONTRIBUTORS**

List all persons and entities known to date that are committed to contributing 5% or more of initial capital to operate the proposed RMD. For entities contributing initial capital to operate the proposed RMD, list the entity's Chief Executive Officer/Executive Director and President/Chair of the Board of Directors.

Attach additional tables if needed.

<b>Individual Name</b>	<b>Amount of Initial Capital Committed</b>	<b>Percentage of Initial Capital Committed</b>
John M. Rogue	\$ 500,000.00	50%
John E. Ferrie	\$ 500,000.00	50%
	\$	
	\$	
	\$	

Information on this page has been reviewed by the applicant, and where provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory here: JMR JMR

Application 1 of 1

Applicant Non-Profit Corporation \_\_\_\_\_

Entity Name	Leadership Names	Amount of Initial Capital Committed	Percentage of Initial Capital Committed
N/A	Entity CEO/ED:  Entity President/Chair:	\$	
	Entity CEO/ED:  Entity President/Chair:	\$	
	Entity CEO/ED:  Entity President/Chair:	\$	
	Entity CEO/ED:  Entity President/Chair:	\$	
	Entity CEO/ED:  Entity President/Chair:	\$	

Information on this page has been reviewed by the applicant, and where provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory here: JMR *JMR*

Application 1 of 1

Applicant Non-Profit Corporation \_\_\_\_\_

### ATTESTATIONS

Signed under the pains and penalties of perjury, I, the authorized signatory of the non-profit applicant corporation, agree and attest that all information included in this application is complete and accurate and that I have an ongoing obligation to submit updated information to the Department if the information presented within this application has changed.

John M. Rogue  
Signature of Authorized Signatory

10/4/15  
Date Signed

John M. Rogue

\_\_\_\_\_  
Print Name of Authorized Signatory

Chief Executive Officer

\_\_\_\_\_  
Title of Authorized Signatory

I hereby attest that if the corporation is allowed to proceed to submit a *Siting Profile*, the corporation is prepared to comply with all *Siting Profile* requirements.

John M. Rogue  
Signature of Authorized Signatory

10/4/15  
Date Signed

John M. Rogue

\_\_\_\_\_  
Print Name of Authorized Signatory

Chief Executive Officer

\_\_\_\_\_  
Title of Authorized Signatory

Information on this page has been reviewed by the applicant, and where provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory here: JMR

HOPE HEAL HEALTH, INC.

Articles of Incorporation



**The Commonwealth of Massachusetts**  
**William Francis Galvin**

Minimum Fee: \$35.00

Secretary of the Commonwealth, Corporations Division  
One Ashburton Place, 17th floor  
Boston, MA 02108-1512  
Telephone: (617) 727-9640

[Special Filing Instructions](#)

**Articles of Organization**

(General Laws, Chapter 180)

**Identification Number:** 001179061

**ARTICLE I**

The exact name of the corporation is:

HOPE HEAL HEALTH, INC

**ARTICLE II**

The purpose of the corporation is to engage in the following business activities:

EDUCATE PATIENTS ABOUT TREATMENT OPTIONS (PATIENT AVOCATION)

**ARTICLE III**

A corporation may have one or more classes of members. If it does, the designation of such classes, the manner of election or appointments, the duration of membership and the qualifications and rights, including voting rights, of the members of each class, may be set forth in the by-laws of the corporation or may be set forth below:

**ARTICLE IV**

Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:

*(If there are no provisions state "NONE")*

*Notes: The preceding four (4) articles are considered to be permanent and may only be changed by filing appropriate Articles of Amendment.*

**ARTICLE V**

The by-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk or other presiding, financial or recording officers, whose names are set out on the following page, have been duly elected.

**ARTICLE VI**

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a *later* effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing.

**ARTICLE VII**

The information contained in Article VII is not a permanent part of the Articles of Organization.



a. The street address (post office boxes are not acceptable) of the principal office of the corporation in Massachusetts is:

No. and Street: 36 GRASSHOPPER LANE  
City or Town: SCITUATE State: MA Zip: 02066 Country: USA

b. The name, residential street address and post office address of each director and officer of the corporation is as follows:

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code	Expiration of Term
PRESIDENT	JOHN MICHAEL ROGUE		12/31/2020
TREASURER	JOHN EDWARD FERRIE		12/31/2020
SECRETARY	JOHN MICHAEL ROGUE		12/31/2020
VICE PRESIDENT	JOHN EDWARD FERRIE		12/31/2020
CLERK	JOHN EDWARD FERRIE		12/31/2020
DIRECTOR	CHRISTOPHER EDWARD ROY		12/31/2012

c. The fiscal year (i.e., tax year) of the business entity shall end on the last day of the month of:  
December

d. The name and business address of the resident agent, if any, of the business entity is:

Name:  
No. and Street:  
City or Town: State: Zip: Country:

I/We, the below signed incorporator(s), do hereby certify under the pains and penalties of perjury that I/we have not been convicted of any crimes relating to alcohol or gaming within the past ten years. I/We do hereby further certify that to the best of my/our knowledge the above-named officers have not been similarly convicted. If so convicted, explain:

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address (es) beneath each signature do hereby associate with the intention of forming this business entity under the provisions of General Law, Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this 26 Day of June, 2015. (If an existing corporation is acting as incorporator, type in the exact name of the business entity, the state or other jurisdiction where it was incorporated, the name

*of the person signing on behalf of said business entity and the title he/she holds or other authority by which such action is taken.)*

JOHN M ROGUE, JOHN E FERRIE, CHRISTOPHER E ROY

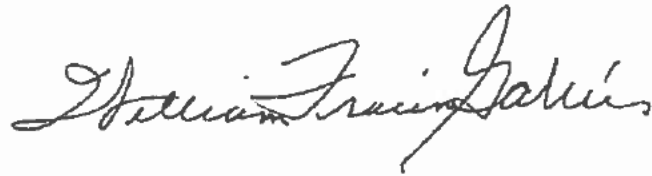
*John M. Rogue, CEO*

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All Rights Reserved

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are deemed to have been filed with me on:

June 26, 2015 01:09 PM

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive, flowing style with a large initial 'W' and 'G'.

WILLIAM FRANCIS GALVIN

*Secretary of the Commonwealth*

**HOPE HEAL HEALTH, INC.**

**Certificate of Good Standing**



William Francis Galvin  
Secretary of the  
Commonwealth

*The Commonwealth of Massachusetts*  
*Secretary of the Commonwealth*  
*State House, Boston, Massachusetts 02133*

Date: October 01, 2015

To Whom It May Concern :

I hereby certify that according to the records of this office,

**HOPE HEAL HEALTH, INC**

is a domestic corporation organized on **June 26, 2015**

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 180 section 26 A, for revocation of the charter of said corporation; that the State Secretary has not received notice of dissolution of the corporation pursuant to Massachusetts General Laws, Chapter 180, Section 11, 11A, or 11B; that said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,  
I have hereunto affixed the  
Great Seal of the Commonwealth  
on the date first above written.

*William Francis Galvin*

Secretary of the Commonwealth

Certificate Number: 15105550970

Verify this Certificate at: <http://corp.sec.state.ma.us/CorpWeb/Certificates/Verify.aspx>

Processed by: ili

**HOPE HEAL HEALTH, INC.**

**Corporation By-Laws**

**BY-LAWS  
OF  
HOPE HEAL HEALTH, INC.**

**SECTION 1**

**ARTICLES OF ORGANIZATION, LOCATION  
CORPORATE SEAL AND FISCAL YEAR**

1.1 Articles of Organization. The name and purposes of the corporation shall be as set forth in its Articles of Organization. These By-Laws, the powers of the corporation and of its directors and officers and all matters concerning the conduct and regulation of the affairs of the corporation shall be subject to such provisions in regard thereto, if any, as are set forth in the Articles of Organization as from time to time in effect.

1.2 Location. The principal office of the corporation in the Commonwealth of Massachusetts shall initially be located at the place set forth in the Articles of Organization of the corporation. The directors may change the location of the principal office in the Commonwealth of Massachusetts effective upon filing a certificate with the Secretary of the Commonwealth.

1.3 Corporate Seal. The directors may adopt and alter the seal of the corporation.

1.4 Fiscal Year. The fiscal year of the corporation shall end on December 31 in each year unless the directors change the fiscal year by filing a certificate with the Secretary of the Commonwealth.

**SECTION 2**

**ANNUAL MEETING**

2.1 Annual Meeting. The annual meeting of the corporation shall be held on the first Tuesday of December in each year (unless that day be a legal holiday at the place where the meeting is to be held in which case the meeting shall be held at the same hour on the next succeeding day not a legal holiday) or at such other earlier or later date and time as shall be determined from time to time by the directors.

**SECTION 3**

**SPONSORS, BENEFACTORS, CONTRIBUTORS  
ADVISORS, FRIENDS OF THE CORPORATION**

The directors may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisors or friends of the corporation or such other title as they deem appropriate. Such persons shall serve in an honorary capacity and, except as the directors shall

otherwise designate, shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum and shall have no other rights or responsibilities.

## SECTION 4

### BOARD OF DIRECTORS

4.1 Powers. The affairs of the corporation shall be managed by the directors who shall have and may exercise all the powers of the corporation. In addition to and without limiting the foregoing, the directors shall have and may exercise all powers, rights and privileges given to members of a corporation organized under Chapter 180 of the Massachusetts General Laws, as the same exists or may hereafter be amended, and as to any actions taken by the directors pursuant to any such powers, rights and privileges, the directors shall constitute the members of the corporation.

4.2 Number and Election. At each annual meeting of the corporation, the number of directors shall be fixed and that number elected. If the number of directors shall not be fixed at any annual meeting, the number in effect at the commencement of such meeting shall remain in effect. At any special or regular meeting the directors may increase the number of directors, and elect new directors to complete the number so fixed, by a vote of a majority of directors then in office; or they may decrease the number of directors, but only to eliminate vacancies existing by reason of the death, resignation, removal or disqualification of one or more directors.

4.3 Term of Office. Each director shall hold office until the next annual meeting of the corporation and until his or her successor is elected and qualified, or until he or she sooner dies, resigns, is removed or becomes disqualified.

4.4 Committees. Directors may elect or appoint one or more committees and may delegate to any such committee or committees any or all of their powers, provided that any committee to which the powers of the directors are delegated shall consist solely of directors. Unless the directors otherwise determine, the Executive Committee shall have the power to act on all matters requiring prompt action between meetings of the directors except for such matters as are specified in Section 55 of Chapter 156B of the Massachusetts General Laws. Unless the directors otherwise designate, committees shall conduct their affairs in the same manner as is provided in these By-Laws for the directors. The members of any committee shall remain in office at the pleasure of the directors. In the event that any member of a committee shall cease to be a director of the corporation for any reason, he or she shall forthwith cease to be a member of such committee.

4.5 Regular Meetings. Regular meetings of the directors may be held without notice at such places and at such times as the directors may from time to time determine. A regular meeting of the directors may be held without notice immediately following and at the same place as the annual meeting.



4.6 Special Meetings. Special meetings of the directors may be held at any time and at any place when called by the Chairman of the Board of Directors (or if there be no such Chairman, the President) or by two or more directors.

4.7 Notice of Special Meetings. Notice of the time and place of each special meeting of the directors shall be given to each director by mail at least five days or by telegram at least forty-eight hours before the meeting addressed to him or her at his or her usual or last known business or residence address or in person or by telephone at least twenty-four hours before the meeting. Whenever notice of a meeting is required, such notice need not be given to any director if a written waiver of notice, executed by him or her (or his or her attorney thereunto authorized) before or after the meeting, is filed with the records of the meeting, or to any director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him or her. Neither such notice nor waiver of notice need specify the purposes of the meeting, unless otherwise required by law, by the Articles of Organization or by these By-Laws.

4.8 Quorum. At any meeting of the directors a majority of the directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

4.9 Action by Vote. When a quorum is present at any meeting, a majority of the directors present and voting shall decide any question, including election of officers, unless otherwise provided by law, by the Articles of Organization or by these By-Laws.

4.10 Action by Writing. Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if all the directors consent to the action in writing and the written consents are filed with the records of the meetings of the directors. Such consents shall be treated for all purposes as a vote at a meeting.

4.11 Presence Through Communications Equipment. Unless otherwise provided by law or the Articles of Organization, members of the Board of Directors may participate in a meeting of such Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

## SECTION 5

### OFFICERS AND AGENTS

5.1 Number and Qualification. The officers of the corporation shall be a President, Treasurer, Clerk and such other officers, if any, as the directors may determine. The corporation may also have such agents, if any, as the directors may appoint. An officer may but need not be a director. The Clerk shall be a resident of the Commonwealth of Massachusetts unless the corporation has a resident agent duly appointed for the purpose of service of process. A person may hold more than one office at the same time. If required by the directors, any officer shall

give the corporation a bond for the faithful performance of his or her duties in such amount and with such surety or sureties as shall be satisfactory to the directors.

5.2 Election. The President, Treasurer and Clerk shall be elected annually by the directors at their first meeting following the annual meeting of the members. Other officers, if any, may be elected by the directors at any time.

5.3 Tenure. The President, Treasurer and Clerk shall each hold office until the first meeting of the directors following the next annual meeting of the corporation and until his or her successor is chosen and qualified, and each other officer shall hold office until the first meeting of the directors following the next annual meeting of the corporation unless a shorter period shall have been specified by the terms of his or her election or appointment, or in each case until he or she sooner dies, resigns, is removed or becomes disqualified. Each agent shall retain his authority at the pleasure of the directors.

5.4 Chairman of the Board of Directors. If a Chairman of the Board of Directors is elected, he or she shall preside at all meetings of the directors except as the directors shall otherwise determine, and he or she shall have such other powers and duties as may be determined by the directors.

5.5 President and Vice Presidents. The President shall be the chief executive officer of the corporation and, subject to the control of the directors, shall have general charge and supervision of the affairs of the corporation. If no Chairman of the Board of Directors is elected, the President shall preside at all meetings of the directors, except as the directors otherwise determine.

The Vice President or Vice Presidents, if any, shall have such duties and powers as the directors shall determine. The Vice President, or First Vice President if there are more than one, shall have and may exercise all the powers and duties of the President during the absence of the President or in the event of his or her inability to act.

5.6 Treasurer. The Treasurer shall be the chief financial officer and the chief accounting officer of the corporation. He or she shall be in charge of its financial affairs, funds, securities and valuable papers and shall keep full and accurate records thereof. He or she shall also be in charge of its books of account and accounting records and of its accounting procedures. It shall be the duty of the Treasurer to prepare or oversee all filings required by the Commonwealth of Massachusetts, the Internal Revenue Service and other federal or state agencies. He or she shall have such other duties and powers as designated by the directors or the President.

5.7 Clerk. The Clerk shall record and maintain records of all proceedings of the directors in a book or series of books kept for that purpose, which book or books shall be kept within the Commonwealth at the principal office of the corporation or at the office of its Clerk or of its resident agent and shall be open at all reasonable times to the inspection of any director. Such book or books shall also contain the records of all meetings of incorporators and the

originals, or attested copies, of the Articles of Organization and the By-Laws and the names of all directors and the address of each. If the Clerk is absent from any meeting of directors, a Temporary Clerk chosen at the meeting shall exercise the duties of the Clerk at the meeting.

## SECTION 6

### RESIGNATIONS, REMOVALS AND VACANCIES

6.1 Resignations. Any director or officer may resign at any time by delivering his or her resignation in writing to the Chairman of the Board, if any, the President or the Clerk or to the corporation at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

6.2 Removals. A director or officer may be removed with or without cause by the vote of a majority of the directors then in office. A director or officer may be removed for cause only after reasonable notice and opportunity to be heard before the Board of Directors, which hearing may be waived.

6.3 No Right to Compensation. No officer resigning, and (except where a right to receive compensation shall be expressly provided in a duly authorized written agreement with the corporation) no officer removed, shall have any right to any compensation as such officer for any period following his or her resignation or removal, or any right to damages on account of such removal, whether his or her compensation be by the month or by the year or otherwise; unless the directors shall in their discretion provide for compensation.

6.4 Vacancies. Any vacancy in the Board of Directors, including a vacancy resulting from the enlargement of the Board, may be filled by the directors by vote of a majority of the directors then in office. The directors shall elect a successor if the office of the President, Treasurer or Clerk becomes vacant and may elect a successor if any other office becomes vacant. Each such successor shall hold office for the unexpired term and in the case of the President, Treasurer and Clerk until his or her successor is chosen and qualified, or in each case until he or she sooner dies, resigns, is removed or becomes disqualified. The directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

## SECTION 7

### EXECUTION OF PAPERS

Except as the directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the corporation shall be signed by the President or by the Treasurer.

Any recordable instrument purporting to affect an interest in real estate, executed in the name of the corporation by the President or a Vice President and the Treasurer or an Assistant Treasurer, who may be one and the same person, shall be binding on the corporation in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the Articles of Organization, By-Laws, resolutions or votes of the corporation.

## SECTION 8

### COMPENSATION; PERSONAL LIABILITY

8.1 Compensation. Directors shall serve with compensation. Directors shall not be precluded from serving the corporation in any other capacity and receiving compensation for any such services.

8.2 No Personal Liability. The directors and officers of the corporation shall not be personally liable for any debt, liability or obligation of the corporation. All persons, corporations or other entities extending credit to, contracting with or having any claim against the corporation may look only to the funds and property of the corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree or of any money that may otherwise become due or payable to them from the corporation.

## SECTION 9

### AMENDMENTS

These By-Laws may be altered, amended or repealed at any meeting of the directors, notice of which shall specify the subject matter of the proposed alteration, amendment or repeal or the sections to be affected thereby, by vote of a majority of the directors then in office.

## SECTION 10

### INDEMNIFICATION

10.1 Definitions. For purposes of this Section 10, the following terms shall have the following meanings:

(i) "Indemnitee" means any person who serves or has served as a member of the Board of Directors of the corporation, any person who serves or has served as an officer of the corporation or in any other office filled by election or appointment by the Board of Directors and any person who serves or has served as an employee of the corporation;

(ii) "Proceeding" means any action, suit or proceeding, whether civil, criminal or investigatory, brought or threatened in or before any court, tribunal or administrative or legislative body or agency;

(iii) "Expense" means any liability fixed by a judgment, order, decree or award in a Proceeding, any fine or penalty, any liability reasonably incurred in connection with the settlement of a Proceeding and any professional fees and other expenses reasonably incurred in connection with a Proceeding or the settlement thereof; and

(iv) "Enforcement Proceeding" means a Proceeding initiated by an Indemnitee or by his or her heirs or legal representatives in which he or she successfully enforces his or her rights to indemnification under this Section 10.

10.2 General. Except as otherwise expressly provided by this Section 10, the corporation shall indemnify each Indemnitee and his or her heirs and personal representatives, to the extent legally permissible, against all Expenses incurred by such Indemnitee in connection with any Proceeding in which he or she is involved as a result of serving or having served as a director, officer or employee of the corporation or, at the request of the corporation, as a director, officer, employee or other agent of any other organization or in any capacity with respect to any employee benefit plan.

No indemnification shall be provided to an Indemnitee or his or her heirs or personal representatives with respect to any matter as to which it shall have been adjudicated in any Proceeding that (i) such Indemnitee did not act in good faith in the reasonable belief that his or her action was in the best interest of the corporation or, to the extent that such matter related to service with respect to an employee benefit plan, in the best interest of the participants or beneficiaries of such employee benefit plan, or (ii) such Indemnitee derived an improper personal benefit.

Notwithstanding any other provision of this Section 10, an Indemnitee and his or her heirs and personal representatives shall not be entitled to indemnification under this Section 10 with respect to acts or omissions occurring during any period in which such Indemnitee was not a director of the corporation except to the extent expressly approved by vote of the Board of Directors of the corporation.

To the extent authorized by a majority of the directors, indemnification under this Section 10 shall include, payment by the corporation of Expenses incurred by an Indemnitee or his or her heirs or personal representatives in defending a Proceeding in advance of the final disposition of such Proceeding; provided, however, that the corporation has first received an undertaking from such Indemnitee, or such heirs or personal representatives, to repay to the corporation all such advance payments if such Indemnitee, heirs or personal representatives shall be adjudicated in any Proceeding to be not entitled to such indemnification.

An Indemnitee and his or her heirs and personal representatives shall be entitled to indemnification under this Section 10 against all Expenses incurred by him or her in connection with any Enforcement Proceeding.

An Indemnitee and his or her heirs and personal representatives shall not be entitled to indemnification under this Section 10 against Expenses incurred by any of them in connection with any Proceeding initiated by any of them other than an Enforcement Proceeding unless the initiation of such Proceeding was expressly approved in advance by vote of the Board of Directors of the corporation.

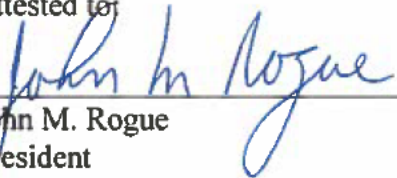
In any Enforcement Proceeding, and in any other Proceeding which involves, or in which is sought, a determination as to whether or not an Indemnitee or any of his or her heirs or personal representatives is entitled to indemnification under this Section 10, the party or parties seeking a determination that he or she is not so entitled shall bear the burden of proving the same.

Nothing in this Section 10 shall limit any lawful rights to indemnification existing independently of this Section 10. Nothing in this Section 10 shall be construed as limiting in any manner the power of the Board of Directors of the corporation to provide indemnification to any person who is not a director of the corporation and who serves as an officer, employee or other agent of the corporation, who serves at the corporation's request as a director, officer, employee or other agent of another organization or who serves at the corporation's request in any capacity with respect to any employee benefit plan.

This Section 10 shall be deemed for all purposes to constitute a written agreement between the corporation and each Indemnitee which may be altered, amended or repealed in accordance with Section 9 of these By-Laws, provided that no alteration, amendment or repeal of this Section 10 shall adversely affect the rights and protection afforded to an Indemnitee and his or her heirs and personal representatives under this Section 10 for acts or omissions occurring before such alteration, amendment or repeal.

These bylaws of the corporation were duly adopted by a vote of the corporation's board of directors on the 23rd day of September, 2015.

  
\_\_\_\_\_  
John M. Rogue  
Secretary

Attested to:  
  
\_\_\_\_\_  
John M. Rogue  
President

HOPE HEAL HEALTH, INC.

Phase 2 Application Insurance Requirement



## **Integrated Insurance SOLUTIONS**

### **MA Department of Public Health Phase 2 Application Insurance Requirement**

Hope Heal Health, Inc. has engaged Integrated Insurance Solutions, LLC to obtain the required property and casualty insurance coverage and employee benefits programs for our organization to meet the standards set forth in: **MGL 369, An Act for the Humanitarian Use of Marijuana for Medical Purposes.**

Integrated Insurance Solutions is an established insurance brokerage and consulting firm based in Framingham, Massachusetts, providing insurance services to a wide array of clients throughout the United States. Specific coverage areas for this program will include:

- Builder's Risk Insurance
- Real and Personal Property Insurance
- Business Interruption Insurance
- Equipment Breakdown
- Employee Dishonesty
- EDP or Data Processing Coverage
- Crop Coverage including living plant material, harvested plant material and finished stock.
- General Liability Insurance no less than \$1MM per occurrence/\$2MM aggregate with a deductible no greater than \$5,000
- Product Liability Insurance no less than \$1MM per occurrence/\$2MM aggregate with a deductible no greater than \$5,000
- Professional Liability Insurance
- Umbrella/Excess Liability
- Directors & Officers / Employment Practices Liability / Fiduciary Liability
- Data Privacy & Security
- Workers Compensation

Hope Heal Health, Inc. and Integrated Insurance Solutions have reviewed the aforementioned coverage options with the program underwriters and the policies will be put in force upon the awarding of a Registered Marijuana Dispensary license by the MA Department of Public Health. Please note terms are subject to change as exposures change from those represented.

Sincerely,

Joshua M. Franklin  
Vice President