



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, 11th 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

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).

RECEIVED

DEC 16 2015

MA Dept of Public Health
99 Chauncy Street
Boston, MA 02111

Application 1 of 3

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, 11th 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.

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

Application 1 of 3 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, authorization forms must be completed and signed by the entity's Chief Executive Officer/Executive Director and President/Chair of the Board of Directors.

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

Application 1 of 3 Applicant Non-Profit Corporation _____

SECTION A. APPLICANT INFORMATION

- 1. Healthwise Foundation, INC.
 Legal name of Corporation
 [REDACTED]
- 2. Name of Corporation's Chief Executive Officer
 [REDACTED]
- 3. _____
 Address of Corporation (Street, City/Town, Zip Code)
 [REDACTED]
- 4. Applicant point of contact (name of person Department of Public Health should contact regarding this application)
 [REDACTED]
- 5. Applicant point of contact's telephone number
 [REDACTED]
- 6. Applicant point of contact's e-mail address

- 7. Number of applications: How many *Management and Operations Profiles* do you intend to submit?
3

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.

Information on this page has been reviewed by the applicant and [REDACTED] are provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory here [REDACTED]



William Francis Galvin
Secretary of the Commonwealth of Massachusetts



Corporations Division

Business Entity Summary

ID Number: 001186405

[Request certificate](#)

[New search](#)

Summary for: HEALTHWISE FOUNDATION, INC.

The exact name of the Nonprofit Corporation: HEALTHWISE FOUNDATION, INC.

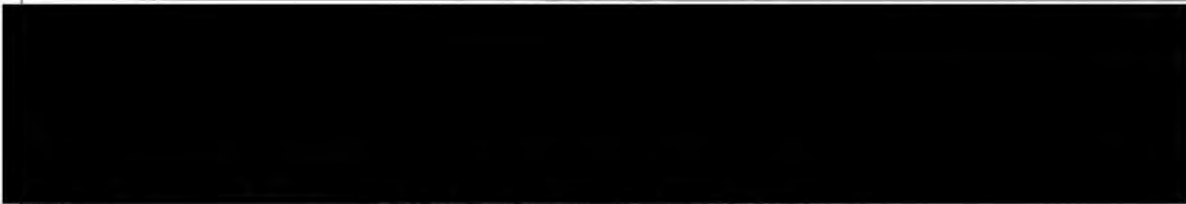
Entity type: Nonprofit Corporation

Identification Number: 001186405

Date of Organization in Massachusetts:
08-20-2015

Last date certain:

Current Fiscal Month/Day: 12/31



The name and address of the Resident Agent:



The Officers and Directors of the Corporation:

Title	Individual Name	Address	Term expires
PRESIDENT			SET FORTH IN BYLAWS
TREASURER			SET FORTH IN BYLAWS
CLERK			SET FORTH IN BYLAWS
DEPUTY DIRECTOR			SET FORTH IN

		BYLAWS
CORPORATE OPERATIONS OFFICER		SET FORTH IN BYLAWS
DIRECTOR		SET FORTH IN BYLAWS
DIRECTOR		SET FORTH IN BYLAWS
DIRECTOR		SET FORTH IN BYLAWS
DIRECTOR		SET FORTH IN BYLAWS
DIRECTOR		SET FORTH IN BYLAWS

Consent
 Confidential Data
 Merger Allowed
 Manufacturing

View filings for this business entity:

- ALL FILINGS
- Annual Report
- Application For Revival
- Articles of Amendment
- Articles of Consolidation - Foreign and Domestic

[View filings](#)

Comments or notes associated with this business entity:

[New search](#)



William Francis Galvin
Secretary of the
Commonwealth

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

December 15, 2015

TO WHOM IT MAY CONCERN:

I hereby certify that according to the records of this office

HEALTHWISE FOUNDATION, INC.

is a domestic corporation organized on **August 20, 2015 (Chapter 180)**.

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

BY LAWS OF
Healthwise Foundation, INC.

ARTICLE I
NAME, LOCATION, PURPOSE, AND GOVERNING INSTRUMENTS

Section 1. Name

The name of the Corporation shall be: "**Healthwise Foundation, INC.**"

Section 2. Location

Its principal office shall be located at: 81 Dartmouth Street, #208, Pittsfield, MA 01201

Section 3. Other Locations

Other offices for the transaction of business shall be located at such places as the board of directors or Officers may from time to time determine.

Section 4. Purpose

The Corporation shall have all the powers enumerated in and granted by Chapter 180 of the General Laws of the Commonwealth of Massachusetts (the "Act"); provided, however, the Corporation shall exercise its powers only in furtherance of its non-profit purposes as set for the Articles of Incorporation of the Corporation, as such may be amended from time to time (the "Articles of Incorporation"), and which are exclusively for the promotion of civic, educational, and charitable activities, endeavors, programs and initiatives within the limits of Massachusetts General Laws Chapter 180. The Corporation further intends to specifically support and encourage local agricultural and horticultural

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activities by lending its support to local and organic agricultural activities, endeavors, programs and initiatives as allowed within the limits of Massachusetts General Laws Chapter 180.

Except as otherwise provided in the Articles of Incorporation and by the laws of the Commonwealth, the Corporation's powers and authority shall include, without limitation, the following: the corporation shall have the power and authority to do all things and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objectives enumerated in the Articles of Incorporation, necessary or incidental to the protection and benefit of the corporation, and, in general, either alone or in association with other persons to carry on any lawful pursuit necessary or incidental to the accomplishment, attainment or furtherance of the purposes and objectives of the Corporation.

Section 5. Nonprofit Corporation Provisions

The Corporation is not organized and shall not be operated for profit or pecuniary gain. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director, officer, or any other private person, except that, subject to the Act, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article I Section 4 hereof.

Upon dissolution of the Corporation, the board of directors shall, after paying or making provision for payment of all of the liabilities of the Corporation, dispose of all of the assets of the corporation by distributing those assets exclusively for the purposes of the Corporation in such manner, or to such organization or organizations as shall at the time qualify as a nonprofit corporation under the

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laws of the Commonwealth, as the board of directors shall determine. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in an action brought in accordance with Chapter 180 of the Massachusetts General Laws (or the corresponding provision of any subsequent laws of the Commonwealth), exclusively for such purposes, or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Section 6. Governing Instruments

The Corporation shall be governed by the Articles of Incorporation and these by laws as the same may be amended from time to time.

**ARTICLE II
FISCAL YEAR**

Section 1. Term

The fiscal year of the Corporation shall begin on the first day of January and end on the 31st day of December.

**ARTICLE III
CORPORATE SEAL**

Section 1. Design

The Corporation shall have a corporate seal of the following design:

The words: **Healthwise Foundation, INC.** engraved within the outer edge of a circular disc and the words and figures "Incorporated 2015", within the circle.

**ARTICLE IV
MEMBERSHIP**

Section 1. List of Members

The Corporation shall have no members.

ARTICLE V
BOARD OF DIRECTORS

Section 1. Board role, size and compensation

Except as otherwise provided in the Articles of Incorporation of the Corporation or in these by laws, the governance and management of the of the affairs of the Corporation shall be vested in the board of directors; and all of the powers, duties, and functions of the Corporation conferred by the Articles of Incorporation, these by laws, the Act, common law, court decisions, or other binding authority, shall be exercised, performed, or controlled by or under the authority of the board of directors. The board may, from time to time, appoint, as non-voting advisors, persons whose advice, assistance and support may be deemed helpful in determining policies and formulating programs for carrying out the purposes and functions of the Corporation. The board is authorized to employ such person or persons, including but not limited to a president or other officers, attorneys, accountants, directors, agents, managers, and assistants, as in its judgment are necessary or desirable fro the administration and management of the Corporation, and to pay reasonable compensation for the services performed and expenses incurred by any such person or persons.

The board shall have a minimum of five (5) and a maximum of nine (9) members.

The board receives no compensation other than reasonable expenses incurred in the performance of their duties under these by laws and within the limits of the laws of the Commonwealth.

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Section 2. Terms

All board members shall serve one (1) year terms. The term shall begin as of the close of the meeting in which the director was elected and continue thereafter until his successor has been elected or until his death, resignation, retirement, disqualification or removal.

The Board shall elect a chair at their first meeting to serve a one-year term. The chairman shall preside at all meetings of the board of directors of the Corporation. The chairman shall perform such duties and have such authority and powers as the Board of Directors may from time to time prescribe.

Section 3. Annual meetings and notice

The board shall meet annually, at an agreed upon time, and a place within the Commonwealth of Massachusetts, or, if not specified, at the principal offices of the Corporation . Notice of the time and place of such annual meeting shall be given by the Clerk not less than five (5) nor more than twenty (20) days before such annual meeting. The directors shall be elected by a vote of the board of directors of the Corporation as provided in these bylaws. At such annual meeting, of the Corporation, the board of directors shall elect officers of the Corporation, and shall transact such other business as may properly come before the meeting. In the even of the failure of the board of directors to hold an annual meeting at any time or for any cause, any and all business which might have been transacted t such meeting may be transacted by unanimous written consent in accordance with these by laws or at the next succeeding meeting, whether the same be a special meeting or a regular meeting.

Section 4. Regular meetings and notice

Regular meetings of the board of directors may be held from time to time between annual meetings at such times and such places as the board of directors

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may prescribe. Notice of the time and place of each such regular meeting shall be given by the Clerk not less than three (3) or more than twenty (20) days before such regular meeting.

Section 5. Special meetings and notice

Special meetings of the board shall be called upon the request of the chair, the president, or a majority of the directors. Notice of the time, place and purpose of any special meeting of the board of directors shall be given at the direction of the chairman, the president, or by the Clerk at least twenty-four (24) hours before such special meeting.

Section 6. Waiver

Attendance by a director at a meeting shall constitute waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

Section 7. Actions by directors without a meeting

Any action required or permitted to be taken at a meeting of the board of directors may be taken without a meeting if a consent, in writing, setting forth in detail the action to be taken, is signed by all of the members of the board of directors then in office and eligible to vote on such a matter. Such consent shall have the same force and effect as an affirmative vote at a lawfully called and convened meeting of the board of directors. The signed consent, or a signed copy thereof, shall be placed in the minute book of the Corporation.

Section 8. Telephone and similar meetings

Directors may participate in and hold a meeting by conference telephone or similar communications equipment by means of which all persons participating

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in the meeting can hear and interact with each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Section 9. Quorum

The presence in person or by proxy of a majority of the directors shall constitute a quorum for the proposal of acts and transaction of business, but a lesser number may adjourn to some future time by giving at least five days written notice to each director entitled to vote who was absent from such meeting. No act shall be declared adopted without the unanimous consent of all the directors eligible to vote.

Section 10. Proxy

Each proxy must be executed in writing by the board member of the Corporation or his duly authorized attorney. No proxy dated more than six months before the meeting named therein shall be valid and no proxy shall be valid after the final adjournment of such meeting. A proxy purporting to be executed by or on behalf of a member shall be deemed valid unless challenged at or prior to its exercise and the burden of proving invalidity shall rest on the challenger. Each proxy shall be revocable at the discretion of the person executing it or of his personal representatives or assigns.

Section 11. Board elections

The directors of the Corporation shall be elected either: (i) at the annual meeting of the board of directors of the Corporation in the relevant years; (ii) at any other lawfully called and convened meeting of the board of directors; or (iii) by the execution of a unanimous written consent of the board of directors then in office

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and eligible to vote on such matter pursuant to the by laws.

Section 12. Vacancies

Members of the board of directors, who, upon the vote of the board of directors and for any reason, or any other event, cease to be qualified shall cease to be members of the board of directors. Vacancies arising by reason of expiration of term, death, disability, resignation, refusal to serve, or otherwise, shall be filled for the new term or the unexpired term, as the case may be, by the board of directors using the same process used to appoint the director whose position has become vacant. Such person shall serve as a member of the board of directors until the expiration of his term, or the unexpired term of his predecessor, as the case may be, and until his successor has elected and has been qualified or until his earlier death, resignation, retirement, disqualification or removal. Any director may be removed either for or without cause at any lawfully called and convened regular, special, or annual meeting of the board of directors, by the unanimous consent of all directors then in office and eligible to vote on such matter if notice of intention to act upon such matter shall have been given in the notice calling such meeting. A removed director's successor may be elected at either the same meeting or a subsequent meeting to serve the unexpired term.

Section 13. Resignation, termination and absences

Resignation from the board must be in writing and received by the Clerk to be considered effective. A board member shall be terminated from the board due to excess absences in the consideration of the other board members, or for other reasons, with a unanimous vote of the remaining board members.

ARTICLE VI

NOTICE AND WAIVER

Section 1. Procedure

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Whenever these by laws require notice to be given to any director, such notice shall be given in accordance with this Section. Notice under these by laws shall be in writing unless oral notice is reasonable under the circumstances and is subsequently confirmed in writing. Notice may be communicated by any reasonable means including electronic transmission. Written notice, if in a reasonably comprehensible form, is effective at the earliest of the following: (i) when received or when delivered, properly addressed, to the addressee's last know principal place of business or residence; or (ii) five (5) days after the deposit of such notice in the mail, as evidenced by the postmark, if mailed with first class postage prepaid and properly addressed; or (iii) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or (iv) oral notice considered to be effective after communication in a comprehensible manner and upon the dispatch of written confirmation.

Section 2. Calculation of notice period

In calculating time periods for notice, when a period of time measured in days, weeks, months, years, or other measurement of time is prescribed for the exercise of any privilege or the discharge of any duty, the first day shall not be counted but the last day shall be counted. Any notice period that would begin or end on a weekend or Federal or Commonwealth holiday shall be considered to begin or end on the subsequent regular workday.

Section 3. Waiver

A director may waive any notice before or after the date or time stated in the notice. Except as provided herein, the waiver must be in writing, signed by the director entitled to the notice, and delivered to the Clerk for inclusion in the minutes or for filing with the corporate records. The director's attendance or participation in a meeting waives any required notice to him of the meeting

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unless the director at the beginning of the meeting (or promptly upon his or her arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken or voted upon at the meeting.

ARTICLE VII

OFFICERS

Section 1. Number and qualifications

The officers of the Corporation shall be an Executive Director/President, Deputy Director, Treasurer/Chief Financial Officer and Clerk. The Board shall assign duties to these officers in accordance with these bylaws, and other duties as it sees fit for the efficient administration of the Corporation. Any qualified individual may hold two or more of these positions simultaneously.

Section 2. Election and term of office

All officers of the Corporation shall be elected at the annual meeting by the board and shall hold office for the term of one (1) year or until their successors are duly elected, or their death, disability, resignation, removal, retirement, or disqualification. Any other officers, agents, or assistant officers appointed by the board under these by laws shall serve at the will and pleasure of the board and until their successors have been appointed and have qualified, or until their earlier death, resignation, removal, retirement, or disqualification.

Section 3. Duties of Officers

The duties and powers of the officers of the Corporation shall be as follows:

PRESIDENT/EXECUTIVE DIRECTOR--The president shall be the principal executive officer of the Corporation and, subject to the control of the board shall

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in general supervise and control all the transactions, business, and affairs of the Corporation. He shall preside at all meetings of the stockholders. He shall present at each annual meeting of the board a report of the condition of the business of the Corporation. He shall cause to be called special meetings of the board in accordance with these bylaws. He shall appoint and remove, employ and discharge and fix the compensation of all servants, agents, and employees of the Corporation other than the duly appointed officers. He may sign and make all contracts and agreements in the name of the Corporation. He shall see that the books, reports, statements and certificates required by the statutes are properly kept, made and filed according to law. He may sign all notes, drafts or bills of exchange, warrants or other orders for the payment of money duly drawn by the treasurer. He shall enforce these bylaws and perform all duties incident to the position and office, and which are required by law.

DEPUTY DIRECTOR - The Deputy Director shall oversee daily or short-term internal management, freeing the Executive Director to focus on matters such as long-term foundation management, fundraising, public relations, and strategic partnerships.

He Shall report to and work closely with the Executive Director. The Deputy Director shall have both internal and external facing responsibilities, including but not limited to: Project Development, Management and Client Relations; Foundation Building; Human Capital; and other reasonable tasks as assigned by the Executive Director.

CLERK --The Clerk shall keep the minutes of the meetings of the board in appropriate books. In the case of the absence, disability or failure of the Clerk to act at any meeting of the board of directors, the board may elect a Clerk pro tempore whose duties shall be to record the minutes of such meetings. He shall

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give and serve all notices of the Corporation. He shall be custodian of the records and of the seal, and shall affix the latter when required. He shall present at all meetings, all communications addressed to him officially by the president or any officer or board of the Corporation. He shall attend to all correspondence and perform all the duties to the office of the Clerk.

TREASURER--The treasurer shall have the care and custody of and be responsible for all the funds and securities of the Corporation and deposit all such funds in the name of the Corporation in such bank or banks, trust company or trust companies, safe deposit vaults, or other secure methods of deposit as may be designated by the board. He may sign, make and endorse in the name of the Corporation, all checks, drafts, warrants or other orders for the payment of money and pay out and dispose of same and receipt therefore, under the direction of the president or the board. He shall exhibit at all reasonable times, his books and accounts to any board member of the Corporation upon application at the office of the Corporation during business hours. He shall render a statement of the condition of the finances of the Corporation at each meeting of the board, and at such other times as shall be required of him, and a full financial report at the annual meeting of the board. He shall do and perform all duties appertaining to the office of the Treasurer.

Section 4. Removal of Officers

The board members may remove any officer by unanimous consent at any time, with or without cause.

Section 5. Vacancies

Except as otherwise provided in these by laws, a vacancy in any office arising at any time and for any cause may be filled for the unexpired term by the board of directors at any meeting of the board of directors or by unanimous written

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consent of the directors.

Section 7. Compensation

The officers shall receive such salary or compensation as may be determined by the board.

**ARTICLE VIII
DISTRIBUTIONS AND DISBURSEMENTS**

Section 1. Distributions and Disbursements

Subject to the Act and these by laws, the board of directors shall from time to time: (i) determine all distributions to be made from the funds of the Corporation (including funds held by directors, officers, custodians, managers, or agents of the Corporation) pursuant to provisions for the Articles of Incorporation, these by laws, and (ii) make, or authorize and direct the respective directors, officers, custodians, managers, or agents of the Corporation to make payments to organizations or persons to whom payments are to be made, in such amounts and at such times and with such accompanying restrictions, if any, as it deems necessary for fulfillment of the charitable purposes for which the Corporation is organized.

Subject to the Act and these by laws, the board of directors shall, from time to time, determine all disbursements to be made for administrative expenses incurred by the corporation and direct the respective directors, officers, custodians, managers, or agents of the Corporation as to payments thereof and funds to be charged.

Section 2. Procedure

All actions and determinations of the board of directors pursuant to this Article

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VIII hereof shall be made by the unanimous consent of the directors present at a lawfully called and convened meeting at which a quorum is present, unless otherwise expressly provided in these by laws.

**ARTICLE IX
CONFLICTS OF INTEREST**

Section 1. Policy and Procedure

The purpose of the conflict of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible violation of the Act. This policy is intended to supplement but not replace any applicable laws of the Commonwealth governing conflict of interest applicable to nonprofit and charitable and nonprofit corporations. No transaction or arrangement shall be approved, voted on, or addressed without complying with the Conflict of Interest Policy set forth in these by laws. Neither this Policy nor any other provision in these by laws shall be construed to prevent anonymous gifts, grants, or contributions to the Corporation.

Section 2. Definitions

- a. An "Interested Person" is (i) a director, officer, or member of a board-delegated committee, or (ii) a director, officer, or member of any affiliate of the Corporation who has a direct or indirect "Financial Interest." An Interested Person who has a Financial Interest in one or more organizations within a related group of organizations including the Corporation will be considered to have a Financial Interest in all related organizations within the related group.
- b. A person has a "Financial Interest" if the person directly or indirectly, through business or investment, has any of the following: (i) an ownership or investment interest in any person with which the Corporation or any of its affiliates has an

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existing transaction or arrangement; (ii) a compensation arrangement with the Corporation or any of its affiliates or any person with which the Corporation or any of its affiliates has a transaction or arrangement; or (iii) an existing or potential ownership or investment interest in, or compensation arrangement with, any person with which the Corporation or any of its affiliates are negotiating a transaction or arrangement.

A Financial Interest shall not necessarily be construed to be a Conflict of Interest (as later defined in this section), and a person who has a Financial Interest only has a Conflict of Interest if the board of directors makes a determination that a Conflict of Interest exists.

c. "Compensation" includes direct and indirect remuneration and gifts or favors that are not insubstantial.

d. A "Conflict of Interest" of an Interested Person with respect to a transaction or arrangement is defined for purposes of these by laws to exist when, according to the determination of the independent members of the board of directors, there is a reasonable expectation that the Interested Person's judgment with respect to the transaction or arrangement would be influenced on account of or in connection with his or her Financial Interest in such transaction or arrangement.

Section 3. Duty to Disclose

Interested Persons shall disclose all Financial Interests and all material facts relating thereto to the board of directors with respect to a specific transaction or arrangement. Such disclosure shall be made promptly upon discovery by the Interested Person of the facts constituting the Financial Interest, and before any action is taken by the board of directors on any transaction as to which an Interested Person has a Financial Interest. Each director and officer shall be required to agree to disclose in a timely manner all material facts relating to any potential Financial Interest, which may serve to cause such person to be an Interested Person.

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Section 4. Determination of Conflict of Interest

After each member of the board of directors and each potential Interested Person has made disclosures pursuant to their duty to disclose, and has provided any other requested information sufficient for the independent members of the board of directors to determine whether such Interested Person has a Conflict of Interest, the independent members of the board of directors shall discuss and determine by unanimous consent whether such Financial Interest constitutes a Conflict of Interest. After any presentation made by such potential Interested Person made to the board of directors regarding the transaction or arrangement, any discussion with such Interested Person requested by the board of directors to clarify or obtain additional information relevant to the Financial Interest, and after any clarification sought by the board of directors, the Interested Person as to whom such a discussion or vote is being held shall not be present during such discussion or vote, nor shall any other person who is an Interested Person with respect to the transaction or arrangement at had be present.

Section 5. Procedure for Addressing Conflicts of Interest

If the board of directors determines that there is a Conflict of Interest with respect to an Interested Person, the following procedures shall be followed:

a) An Interested Person may make a presentation at the board meeting, but after the presentation, the interested person shall be required to leave the meeting room during the discussion of, and the vote on, the transaction or arrangement that results in a Conflict of Interest.

b) The board of directors shall appoint, if appropriate, a non-interested person to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the board of directors shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a Conflict of

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Interest.

c) To the extent appropriate to protect the Corporation's interests, the non-interested members of the board of directors (provided all such persons are unrelated to, and not subject to the control of the Interested Person) shall obtain appropriate data as to the "comparability" of the proposed arrangement. In determining the "comparability" of the proposed transaction or arrangement, the non-interested members of the board of directors shall seek to determine whether the transaction or arrangement is comparable to a similar transaction or arrangement undertaken at arm's-length for fair market value. This analysis should consider the location of the organization; independent surveys conducted by nationally-recognized independent firms; or actual written offers from similar persons or entities.

d) If a more advantageous transaction or arrangement is not reasonably attainable under the circumstances that would not give rise to a Conflict of Interest, the non-interested members of the board of directors, present, by majority vote, shall determine whether the transaction or arrangement is in the Corporation's best interests and for its own benefit; whether it is fair and reasonable to the Corporation given the circumstances; and, shall make its decision as to whether to enter in to the transaction or arrangement in conformity with such determination.

e) The board of directors shall adequately document the basis for such determination.

f) If the board of directors has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

g) If, after hearing the response of the member and making such further investigation as may be warranted under the circumstances, the board of directors determines that the member has in fact failed to disclose an actual or possible conflict of interest, the board of directors shall take the appropriate corrective

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action.

Section 6. Procedures for adequate record keeping

The minutes of the board meetings should include:

- a) The names of the persons who disclosed Financial Interests, the nature of the Financial Interests and whether the board of directors determined if there was a Conflict of interest; and
- b) the names of the persons who made presentations, who were present for discussions and the votes relating to the transaction or arrangement; the content of the discussions, including any alternatives to the proposed transaction or arrangement; and a record of the vote.

Each director and officer shall sign an annual statement that the person:

- a) Received a copy of these by laws; and
- b) Has read and understand the policies, including the Conflicts of Interest Policies; and
- c) Agrees to comply with all policies; and
- d) Understands that the Corporation is a charitable organization and that in order to maintain that status, it must continuously engage primarily in activities which accomplish one or more of its stated charitable purposes.

Section 7. System of Periodic Reviews.

The board of directors or their agents must conduct periodic reviews of their activities to ensure that the Corporation, and if applicable, its affiliates, are operating in a manner consistent with accomplishing the Corporation's charitable purposes and that their operations do not result in private inurement or impermissible benefit to private interests or could otherwise jeopardize its status in the Commonwealth, and must periodically verify that:

- a) Compensation arrangements and benefits are reasonable;

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- b) No acquisitions of assets, property or services result in private inurement or impermissible private benefit; and
- c) All partnership and joint venture arrangements, service contracts and arrangements to which the Corporation or its affiliates conform to written policies, are properly recorded, reflect reasonable payments for goods and services, further the Corporations charitable purposes or administrative needs, and do not result in private inurement or impermissible private benefit; and
- d) All agreements to provide programs and services under the aegis of the Corporation's charitable activities further the Corporation's or its affiliates charitable purposes, and do not result in private inurement or impermissible private benefit; and
- e) No other transactions or arrangements have resulted in private inurement or impermissible private benefits to any party.

ARTICLE X

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts

The board of directors may authorize any officer or officers, agent, or manager or managers of the Corporation, in addition to the officers so authorized by these by laws, to enter into any contract or execute and deliver any instrument in the name of the Corporation. Such authority must be in writing and may be general or confined to specific instances.

Section 2. Checks, Drafts, Notes, Etc.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents, of the Corporation and in such other manner as may from time to time be determined by the resolution of the board of

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directors.

Section 3. Deposits

All funds of the Corporation shall be deposited in a timely manner to the credit of the Corporation in such banks, trust companies, or other entities and depositories as the board of directors may select.

Section 4. Gifts

The board of directors may accept on behalf of the Corporation, or agree to accept on such terms as the board of directors may determine, any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Corporation.

ARTICLE XI

LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Director Liability

A director of the Corporation shall not be personally liable to the Corporation or any other person for monetary damages for breach of duty of care or other duty as a director to the extent permitted by the Articles of Incorporation, these by laws, the Act, or applicable law.

Section 2. Indemnification

The Corporation may indemnify and advance expenses to a director or to any other officer, employee, or agent who is not a director to the maximum extent permitted by the Articles of Incorporation, these by laws, the Act or applicable law.

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Section 3. Indemnification not exclusive of other rights

The indemnification provided in the Articles of Incorporation shall be a contract right but shall not be deemed exclusive of any other rights to which those seeking indemnification or these by laws, or any agreement, vote of disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue to as a person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 4. Insurance

To the extent permitted by the law of the Commonwealth of Massachusetts, the Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, domestic or foreign, for profit or non profit, partnership, joint venture, trust or other enterprise, or employee benefit plan, against any liability asserted against such person described herein arising out of such person's status, whether or not the Corporation would have the power to indemnify such person against liability under the law of the Commonwealth of Massachusetts.

ARTICLE XII

NOTICE BY ELECTRONIC TRANSMISSION

Section 1. Definition

An Electronic Transmission shall be defined as any form of communication, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved, and reviewed by the person to whom the notice is given (a Receiver), and that may be directly reproduced in paper form by such a Receiver through an automated process.

Section B, Question 10

Section 2. Procedure

Without limiting the manner by which notice otherwise may be given effectively under any provision of the Act or these by laws, any notice to be given under these by laws shall be effective if given by a form of Electronic Transmission consented to the Receiver. Such consent may be verbal and may be obtained in the same instance as the notice is given.

Section 3. Revocation

Any such consent shall be revocable by the Receiver by written notice to the Clerk. Any such consent shall be deemed revoked if:

- a) the Corporation is unable to deliver by Electronic Transmission two consecutive notices given by the Corporation in accordance with such consent; and
- b) such inability becomes known to the Clerk.

However, the inadvertent failure to treat such inability as a revocation shall not invalidate any meeting or other action. Any notice given pursuant to these by laws shall be deemed given:

- a) if by facsimile telecommunication, when directed to a number at which the Receiver has consented to receive notice and the Clerk has received confirmation of successful transmission; or
- b) if by electronic mail, when directed to an electronic mail address at which the Receiver has consented to receive notice and the Clerk has received confirmation of successful transmission; or
- c) if by any other forms of Electronic Transmission, when directed to the Receiver has consented to receive notice by such means and the Clerk has received confirmation of successful transmission, if possible.

ARTICLE XIII

MISCELLANEOUS PROVISIONS AND INFORMATION

Section 1. Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the board of directors. The Corporation shall keep at its registered or principal office a record giving the names and addresses of the directors and any other information required under the law of the Commonwealth of Massachusetts.

Section 2. Construction

Wherever the context so requires, the masculine shall include the feminine and the neuter, and the singular shall include the plural, and conversely. If any portion of these by laws shall be invalid or inoperative, then, so far as is reasonable and possible:

- a) the remainder of these by laws shall be considered valid and operative; and
- b) effect shall be given to the intent manifested by the portion held invalid or inoperative.

Section 3. Definitions

- a) The term "Commonwealth" shall be understood to refer to the Commonwealth of Massachusetts.
- b) The term "affiliates" shall be understood to mean a person that directly or indirectly, through one or more intermediaries, controls, or is controlled by, or is under common control with another person.
- c) The term "person" shall mean an individual, corporation, partnership, joint venture, limited liability corporation, association, trust, governmental authority, unincorporated organization, or, as applicable, any other entity.

Section 4. Relation to Articles of Incorporation

These by laws are subject to, and governed by, the Articles of Incorporation.

Section B, Question 10

Section 5. Conduct

All directors, officers, employees, and agents of the Corporation are beholden to the Corporation's Safe Conduct polices, as outlined in the Employee Handbook and related materials, including but not limited to the Corporation's background check, confidentiality guidelines, and workplace procedure and practice guidelines.

Section 6. Status

This Corporation is incorporated under the laws of the Commonwealth as a nonprofit corporation and the affairs of the Corporation at all times shall be conducted in such a manner as to ensure its continuing status as a nonprofit corporation within the meaning of the Act and the applicable laws of the Commonwealth

**ARTICLE XIV
AMENDMENTS**

Section 1. Procedure

These bylaws may be added to, amended or repealed only by unanimous vote of the board of the Corporation, provided that notice shall be given in the call for the meeting that it is proposed to add to, amend or repeal a bylaw or bylaws as the case may be, and such notice shall state the substance of such proposed amendment or amendments or of any provision which is proposed to repeal. A by-law shall not be repealed or amended, or an additional by-law adopted, unless notice of such proposed action shall have been given at a previous meeting; and such repeal, amendment or adoption shall not take effect until it has been approved by the state secretary as conformable to law.

**ARTICLE XV
CERTIFICATION**

These by laws were approved at a meeting of the board of directors by
unanimous consent on 8/20/15



12/15/15

Date

Application 1 of 3 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.

The HealthWise Foundation does not intend to use any management companies.

If at some later date such a contract is proposed any prospective management and their terms will be reviewed subject to HealthWise Foundation's written conflict of interest policy. The terms of any such contract will be readily available to qualified parties, and an independent legal opinion will be obtained before any potential contract is executed.

Information on this page has been reviewed by the applicant, and when provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory [REDACTED]

Application 1 of 3 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.

The HealthWise Foundation will engage in a Related Party Transaction with Member of the Board and Executive Director [REDACTED]

[REDACTED] is the Chairman of [REDACTED] LTD has issued a promissory note to the Healthwise Foundation, INC. that serves as the applicant's sole source of funding. The terms of the note, including the interest rate, were negotiated and executed as a reflection of commercially reasonable terms and in full compliance with Massachusetts law, including but not limited to laws regarding usury. The promissory note was approved by the Healthwise Foundation, INC. Board of Directors in accordance with the written conflict of interest policy.

The HealthWise Foundation has engaged in a Related Party Transaction with [REDACTED] the sole owner of Smith Associates, P.C., a boutique, specialty-risk independent adjusting firm.

The HealthWise Foundation has retained [REDACTED] to serve as their Director of Security Operations. [REDACTED] has been retained at his standard consultancy rates, approved by the HealthWise Foundation Board of Directors in accordance with the written conflict of interest policy.

Information on this page has been reviewed by the authorized signatory [REDACTED] and the information here provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory [REDACTED]

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.

There are no members of the Board of Directors who currently are also serving as employees of the proposed RMD. All members of the Board of Directors are uncompensated for their service on the Board.

Member of the Board of Directors [REDACTED] is uncompensated for his role as Clerk of the Healthwise Foundation INC.

Any member of the Board of Directors who at a future date may wish to serve as an employee of the proposed RMD must first resign their seat on the board. They must then subject themselves to the Healthwise Foundation INC.'s written conflict of interest and written non-discrimination policies in their hiring process, as well as any applicable training protocols.

According to those policies any negotiated compensation will be a reflection of publicly available current fair market rates for their experience and the position's responsibilities, and the resigning member shall recuse themselves from any search for their replacement.

Application 1 of 3 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.

As noted earlier, [REDACTED] a member of the Board of Directors for the Healthwise Foundation, INC also serves as the CEO of [REDACTED] TD, an entity that has issued a promissory note which serves as the sole source of funding to the Healthwise Foundation. [REDACTED] serves as an uncompensated Board member and enjoys no special benefits or privileges in that role.

The promissory note was executed with commercially reasonable terms and is in full compliance with the laws of Massachusetts, including but not limited to laws regarding usury. The terms were approved by the non-conflicted members of the Board of Directors at a meeting which [REDACTED] excused himself from and did not attend. The terms were approved subject to the written conflict of interest policy and are available for DPH review if requested.

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 [REDACTED]

Application 1 of 3

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.

There are no such contracts or agreements executed or proposed under which a percentage or portion of the applicant's 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."



12/15/15

Date Signed

Member of the Board of Directors

Print Name of Authorized Signatory

Title of Authorized Signatory

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



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

[Redacted Name]

Residential Address

[Redacted Residential Address]

Title (at applicant non-profit corporation)

Executive Director

Name of Applicant Non-Profit Corporation

Healthwise Foundation, Inc.

Highest Education Attained – Institution, Degree, and Year

P.hD., Environmental Toxicology, Michigan State University, 1996

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
JRJ Metro Realty	General Counsel	2005 - Present
Modern Pawn Brokers Inc.	General Counsel	2010 - Present

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



11/23/2015
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

[Redacted Name]

Residential Address

[Redacted Residential Address]

Title (at applicant non-profit corporation)

Chief Financial Officer

Name of Applicant Non-Profit Corporation

Healthwise Foundation, INC.

Highest Education Attained – Institution, Degree, and Year

Drew University, BA, 2010

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
SequentialT LLC	Marketing Coordinator	February 2011-January 2012
SequentialT LLC	Account & Client Relations Manager	January 2012-May 2013
Evolution Sports Partners LLC	Sales & Client Relations Manager/Director of Operations	May 2013-January 2015
Evolution Labs, Inc.	Director of Operations	January 2015-Present

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



12/1/15
Date Signed

Applicant Non-Profit Corporation _____

SECTION D. EMPLOYMENT AND EDUCATION FORM

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Name

[Redacted Name]

Residential Address

[Redacted Residential Address]

Title (at applicant non-profit corporation)

Chief Operations Officer

Name of Applicant Non-Profit Corporation

Healthwise Foundation, INC.

Highest Education Attained – Institution, Degree, and Year

No Formal Degree

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
JRJ Metro Realty, Ltd.	Manager	2005-Present

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



11/23/12
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

[Redacted Name]

Residential Address

[Redacted Residential Address]

Title (at applicant non-profit corporation)

Director of Cultivation

Name of Applicant Non-Profit Corporation

Healthwise Foundation, INC.

Highest Education Attained – Institution, Degree, and Year

Menchville (VA) High School, HS Diploma, 2004

Applicant's Last Name (or other) Healthwise

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
Tru Cannabis	Cultivator	11/2015 - present
The Green Solution	Cultivator	1/2015 - 11/2015
Cannabis Care Wellness Center	Cultivator	9/2013 - 2/2014
SupDogs LLC.	Kitchen Manager/ Cook	8/2007 - 6/2012
Interior Trim and Logistics Inc.	Carpenter/Laborer	5/2005 - 6/2007

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

Signature

12/3/2015
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

[Redacted Name]

Residential Address

[Redacted Residential Address]

Title (at applicant non-profit corporation)

Director of Security Operations

Name of Applicant Non-Profit Corporation

Healthwise Foundation, INC.

Highest Education Attained – Institution, Degree, and Year

University of Massachusetts at Amherst. B.A., 1996

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
G.J. Smith Associates Inc	President/owner	2004 - present

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



11/20/15
Date Signed

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.

Executive Director [REDACTED] serves as pro bono General Counsel for Bukharian Communities Center of Jamaica Estates, a religious community center located in New York City and made up of over six hundred families. [REDACTED] has served in this role for 11 years. In that time [REDACTED] has not only overseen legal affairs for the Center corporation itself, but has also assisted member families in need with pro bono services in their private affairs. [REDACTED] work mainly focuses on real estate issues.

Since 2005, [REDACTED] has served as the General Counsel to JRJ Metro Realty LTD, [REDACTED] based property development and management firm. As a founding member of JRJ Metro Realty LTD, Dr. [REDACTED] closely oversaw the expansion and transformation of the business from a minor dry goods importer to a major national force in property development and acquisition. Prior to his work with JRJ Metro Realty LTD, [REDACTED] held a highly successful private legal practice.

COO [REDACTED] serves as Operations Manager for Bukharian Communities Center of Jamaica Estates, a religious community center in New York City made up of over six hundred families. [REDACTED] has served in this role for 11 years. [REDACTED] personally managed all contractors and tradesmen during the ground-up construction of the Community Center campus in 2012. [REDACTED] is responsible for overseeing the logistics of all Center endeavors as well as supervising the Temple operations. [REDACTED] also oversees property management of Center facilities.

[REDACTED] also serves as Operations Manager for JRJ Metro Realty. In that role since 200 [REDACTED] oversees all logistical and physical matters involving current or potential investments made by JRJ. [REDACTED] oversees a large staff of employees and contract workers, develops scheduling and work distributions, and handles all work order requirements throughout the extensive and dispersed JRJ portfolio. [REDACTED] oversees the collection of rents and payment of bills for all JRJ properties. [REDACTED] is also involved in scouting new real estate investment opportunities for JRJ. In addition, [REDACTED] has recently purchased a formerly condemned and bankrupt restaurant property in New York City, and under his direct management, has quickly transformed the space into a clean, hygienic, modern and profitable enterprise.

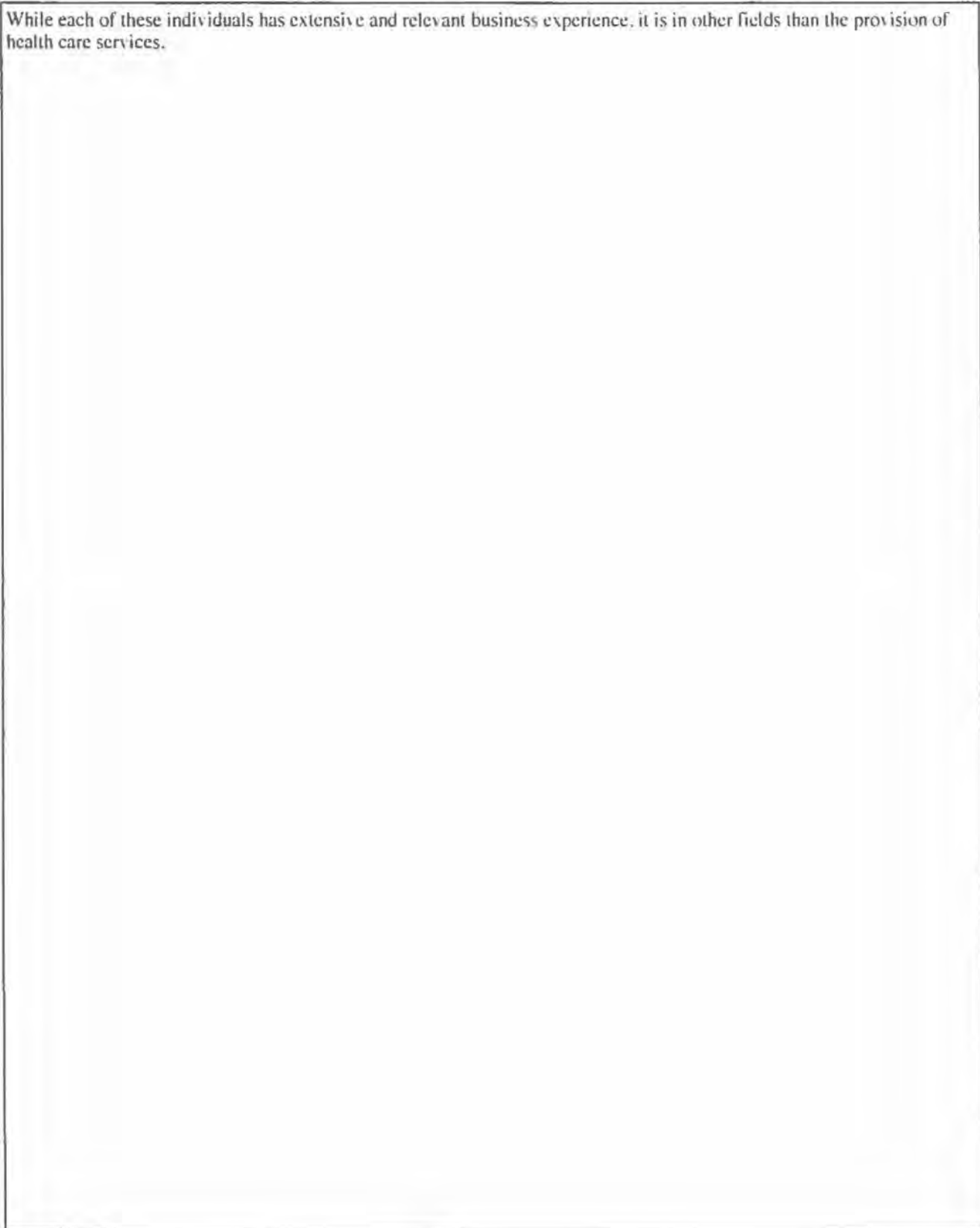
CF [REDACTED] serves as Director of Operations for Evolution Labs, Inc., a New Jersey company in the business of providing educational services and enrollment/retention management systems to institutional clients. [REDACTED] has served in this role for one year, in addition to her extensive prior experience working with entrepreneurial and "start-up" corporations. [REDACTED] has overseen all corporate accounting, bookkeeping, collections and accounts in her role, as well as directing client services and product development.

Application 1 of 3

Applicant Non-Profit Corporation _____

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.

While each of these individuals has extensive and relevant business experience, it is in other fields than the provision of health care services.



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

Application 1 of 3

Applicant Non-Profit Corporation _____

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.

While each of these individuals has extensive and relevant business experience, it is in fields other than providing services for marijuana for medical purposes.

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

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.

██████████ shall serve as the Director of Cultivation, the individual responsible for MMJ cultivation operations.

██████████ is a graduate of Oaksterdam University, the first and premier cannabis trades program in the United States. ██████████ has a further three professional certifications in High-Yield Lighting Design, Greenhouse Cultivation, and Cannabis Breeding from Denver's Clover Leaf University, a licensed and accredited cannabis trades program. In addition, ██████████ has over two years professional experience as a licensed cannabis cultivator, providing products for medical marijuana registered dispensaries throughout Colorado. ██████████ has developed a proprietary greenhouse design system and cultivation protocol proven to ensure maximum efficiency, purity, and consistency with a minimum of inputs. He will work in partnership with the HealthWise Foundation's full-time Horticulturalist supervising several Apprentice Growers to ensure safe and fully organic harvests, as well as continuing his passion of developing custom strains and/or products for unique patient needs.

██████████ shall serve as the Director of Security Operations.

██████████ has over 17 years experience as a security surver for the specialty-risk insurance industry, and the HealthWise Foundation will be his first MMJ-specific client. ██████████ has a unique knowledge of physical security systems, intrusion detection methods, access control systems, strong rooms, safes, and vaults. ██████████ has a wealth of experience in operational best practices for minimization of risk of theft, including operational security surrounding personnel authorization, inventory management, and stock in storage and transit. ██████████'s more typical clients include the world's most renowned retail and wholesale diamond and jewelry dealers, major national and international museums and galleries, and bullion and armored car depositories.

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

Application 1 of 3 Applicant Non-Profit Corporation _____**SECTION E. OPERATIONS**

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

HealthWise Foundation intends to cultivate MMJ in an indoor facility, giving the Master Grower (MG) complete control over all aspects of the cultivation cycle. The MG and the Horticulturalist intend to exercise his proven proprietary systems and protocols to produce the highest quality, most consistent product available. The MMJ shall be produced at a separate facility from any retail operations. This facility is intended to be in a remote area with heavy physical security integral to the building and grounds already in place, with ample room for upgrades to bring the facility into compliance with statutory regulations. The property's entire perimeter shall be a Total Control Zone for security purposes.

The cultivation facility shall be located wholly within the designated Limited Access Area and be under surveillance and alarm at all times with independent backups. Any qualified entrant must be individually approved and either properly trained or escorted at all times. The MG shall be assisted by highly trained, well-qualified Associate Growers. Entry shall take place through an air-lock setup and the cultivation vault itself shall be considered a "clean room" with appropriate hygiene and contamination protocols.

The main airtight cultivation vault shall be subdivided into several individual airtight growing "greenhouse" chambers, each with independent HVAC, filtration, electrical and security systems to allow custom care and prevent cross contamination or total loss of crop. The only access to the outside shall be air exhaust via HEPA filtration units.

Within these chambers, plants shall be grown hydroponically from seed and constantly monitored by a computerized crop management system. Different strains shall be produced according to patient need, and the Horticulturalist shall develop custom strains for unique patient conditions, including both THC dominant and CBD dominant strains of indicas, sativas, and hybrids. One such chamber shall be reserved for plants undergoing vegetative cycling, as well as a stock of mother plants.

There will be a dedicated area set aside within the Limited Access Area for the curing and processing of MMJ according to statute. Any MMJ unable to be used shall be secured in a dedicated area and disposed of according to statute. Cured, independently tested MMJ shall be individually packaged by standardized weights into compliant containers and stored in locked freezers. All products will be registered in seed-to-sale tracking software.

All MMJ shall be wholly organic and vegan, and shall be tested daily for mold, contamination, or toxicity by Healthwise Foundation's in-house lab. Any failed product will be immediately removed. The MG shall determine a customized nutrient and harvesting schedule for each chamber based upon desired results and client needs. All cultivation operations shall be in compliance with 105 CMR 725 at all times, and all staff shall receive frequent and ongoing training in this regard.

Application 1 of 3

Applicant Non-Profit Corporation _____

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

HealthWise Foundation (HF) will produce a full range of pharmaceutical grade, independently tested all-organic MIPs, including vegan and diet-restricted MIPs. HealthWise Foundation intends to produce any format of MIPs available within these internal standards as well as Commonwealth statutes in the most chemical/solvent residue free methods possible currently available in the industry. HF intends to initially produce three main categories of THC, CBD and/or CBN based MIPs;

Concentrated oils and related products: HF's Master Grower will supervise the processing of cured, tested MMJ into a concentrated solution using state-of-the art technology and machinery utilizing either or both solventless and food-grade solvented methods, striving for 99.9% solvent free products. Any products testing below 95% solvent-free levels shall be rejected for further processing or disposal. This product will be used to produce other MIPs formats as well as being dispensed in standardized compliant cartridges for use in vaporizers.

Edible MIPs: HF intends to produce MIPs sweets, baked goods, lozenges, soft beverages, and/or other edibles with measured, standardized dosing. These products will be certified halal/kosher, sugar free, and/or gluten free if feasible. HF shall never produce MIPs alcoholic beverages.

Non-Edible MIPs: In addition to MMJ concentrates, HF intends to produce standardized dosing formats of MIPs salves, ointments, tinctures, patches, and other externally-applied solutions.



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

HealthWise Foundation (HF) shall produce THC, CBD and CBN MIPs in a dedicated facility outfitted according to statute with food-grade equipment under the aegis of applicable Commonwealth health and safety regulations including but not limited to 105 CMR 300.

All stages of production shall be under video surveillance, inventory tracking, and access control, supervised by HF's Master Grower, nutritionist, and fully-certified chef, if applicable.

HF shall process cured, tested MMJ into MMJ concentrate solutions using state of the art extraction methods and technology, including CO2 and Ice-Water System methods to allow 99.9% food-grade solventless extraction and distillation of potential impurities. Any final product testing internally as below 95% solventless shall be reprocessed or safely disposed of as appropriate.

This concentrate shall be independently lab tested before either dispensing in its current format or further infusion. Further infusion may include either/both amalgamation into pharmaceutical grade external application solutions and/or edible style MIPs. Edible MIPs shall be organic and produced in a nut-free facility, with sugar free, vegan, and halal/kosher products if feasible. Patients with dietary or other restrictions may consult for customized products.

All MIPs products shall be packaged in statutorily compliant containers with standardized dosing and clear instruction and cautionary labeling. All MIPs products shall be stored in locked freezers.

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29. Provide a summary of the RMD's operating procedures for quality control and testing of product for potential contaminants.

HealthWise Foundation intends to maintain an internal lab in addition to use of a certified Independent Testing Laboratory (ITL), but only products certified by the ITL shall be considered to be approved for further processing. The internal lab shall conduct daily tests of all cultivars as well as MIPs to ensure the highest standard of quality control (QC) under 105 CMR 725.105.

QC shall be further augmented by the proprietary greenhouse design and cultivation protocols developed by the Master Grower to ensure high-yield harvests with a minimum of inputs, throughout which each plant is constantly monitored with in-person tests at least every 12 hours in addition to computer tracking. All MMJ shall be produced from highest-quality seeds and/or clones via indoor, hydroponic, and organic means to control all variables possible.

All passed MMJ cured and independently certified by the ITL to be contaminant-free shall then be packaged into airtight, inert gas-flushed statutorily compliant containers under clean room conditions and pharmaceutical-grade hygiene standards. This independently certified MMJ may also be further refined into MMJ concentrates, which shall be internally tested before seeking ITL certification prior to packaging or amalgamation into MIPs.

Perishable MIPs shall be stored in locked freezers, while non-perishable MMJ/MIPs shall be stored either in climate controlled vaults or locked freezers. Failed MMJ/MIPs shall be promptly disposed of according to statute.

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.

It shall be the responsibility of the General Counsel to ensure compliance with confidentiality requirements through Medical Industry Best Practices (MIBP), observation of all relevant state, Department and local regulations, and special attention to 105 CMR 725.200. The General Counsel shall conduct both regular and unannounced inspections to ensure compliance with confidentiality and record-keeping procedures.

Any potentially HIPPA-triggering materials shall be treated as protected healthcare information and will be subject to MIBP in its transmission, storage, and access control. All other privileged information shall too be secured according to MIBP in its transmission, storage and access control.

The General Counsel shall conduct frequent ongoing employee training in privacy, confidentiality, and compliance requirements with all employees and managers. All trainees must pass a written and practical examination before they may have limited, monitored and password-protected access to client records for specific qualifying purposes. Access records shall be reviewed periodically, and all attempted and attempted-but-failed access attempts shall be logged with unique employee ID's.

HIPPA or otherwise privileged records shall be encrypted to highest commercial spec, maintained according to MIBP and statutory regulations in a secure, access controlled off-site location for a term of years in accordance with statute, or turned over to the Department if necessary.



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

HealthWise Foundation's (HF) written Employee Handbook (EH) outlines a stringent code of conduct expected of all employees, covering both time spent at an RMD facility and behavior outside of work as it relates to HF.

HF is proud to be an equal-opportunity employer in its hiring and promotion protocols. Each applicant shall receive a copy of the EH after their job offer but prior to hire, which must be signed and returned to the General Counsel (GC) before paid training may begin. Any clarification the applicant requires as to the EH shall be provided in writing by the GC.

The EH includes such topics as: workplace safety and conduct; state, federal, and local MMJ policies; weapon/drug/alcohol-free workplace expectations; anti-discrimination/anti-harassment training; RMD procedures and business operations; special security protocols; HW employee benefits eligibility; state and federal benefits eligibility; social media/general media policies; patient privacy and confidentiality; and other relevant information

All employees shall have quarterly formal performance evaluations with the GC where their fluency in the above topics is tested in addition to review of their workplace performance and anonymous comments from coworkers. These evaluations shall be the basis for promotion eligibility or further corrective action. There will be anonymous internal complaint and formal dispute resolution processes.

Benefits and pay shall be industry standard, but always at a living wage.

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

The General Counsel (GC) shall maintain all qualifying records of HealthWise Foundation (HF) in accordance with 105 CMR 725.105, 105 CMR 725.110, and the written HF document retention policy. Privileged or HIPPA-triggering records shall be subject to the previously outlined confidentiality protocols. All employees shall undergo training in record-keeping.

All qualifying records, including video records, shall be maintained in hard copy and in encrypted electronic backup in both secure dedicated on-site and secure off-site storage locations as mandated by relevant statutes. All hard copy documents shall be kept in further locked storage within these locations.

There shall be procedures to back up all files via internet, cellular, and hard copy methods as needed. Documents shall be scanned into the system or electronically uploaded as needed, with daily audits to ensure all records have been uploaded.

The Department and other qualified parties shall have ready access to all HF records as necessary, kept for a minimum of five years, or as required by statute. HF shall maintain a budget at all time for no less than two years of record storage in a Department approved form and facility.

HF intends to use industry-leading seed-to-sale and inventory management tracking software to monitor all aspects of the cultivation, storage, and dispensing process. HF intends to use industry-leading enterprise software to record business information.

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

HealthWise Foundation (HF) intends to provide the most robust multiformat accessible patient education program available to the citizens of Massachusetts. HealthWise Foundation shall seek to consult with other licensed RMD's and the Department to ensure a unified and approved message is being promulgated.

HF shall produce free educational information and lectures discussing MMJ and the effects of various MMJ and MIP's, especially possible side effects. Information regarding compliance with 105 CMR 725.105 and other relevant statutes shall be readily available. Copies shall be available inside all RMD locations as well as the HF secure patient website.

Qualified patients may access an internal gazette identifying the types of MMJ and MIP's available for dispensing, the specific benefits and effects, suggested dose and use, results of testing, and any client testimonials. The information shall always emphasize the smallest possible dose and the impact of potency.

A free patient handbook shall be provided to all clients as well as being available on the secure patient website, and shall provide information regarding the legal status of MMJ, best practices for safe use/storage, ensuring use does not affect third parties, information regarding tolerance, dependence and withdrawal, information regarding substance abuse signs and symptoms, and referral information for substance abuse.

Patients must sign an anti-diversion and safe disposal affidavit prior to any purchase.

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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.

HealthWise Foundation shall establish a charitable trust fund to supplement provision of marijuana for medical use to VFH patients as part of the Healthy Soul Initiative. HealthWise Foundation expects up to 35% of their patients statewide to enjoy some form of supplemental assistance.

This trust fund shall be overseen by the General Counsel in conjunction with patient advisors and will reinvest 100% of donations to this program. In addition to direct funding from Healthwise Foundation INC., non-VFH patients and caregivers will be given opportunities to donate at the time of their purchase and during appeals to help their fellow patients.

Patients who request assistance under this program shall be entered into a confidential system maintained by the General Counsel. Patients must certify their hardship through provision of insurance or financial records (tax records, pay stubs and/or bank statements) to ensure compliance with threshold limits.

The General Counsel shall interview these patients and explain the Initiative protocols and systems. Any denial shall be explained in writing to the patient, with notice on how to begin the appeal process. Patients who are accepted will be scored on an income and need-based sliding scale, with assistance ranging from a 10% discount to no-cost services.

The General Counsel will confer at least quarterly with the Board of Directors to present metrics and suggest means of broadening the Initiative's outreach and increasing efficiency.

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

All HealthWise Foundation Dispensary Agents shall be responsible for attending pre-hire and ongoing training for no less than 8 hours per year.

All prospective employees shall receive a written employee handbook outlining policies and expectations before their first day, and must sign a notice of receipt and understanding after reading.

At hire, the General Counsel shall confirm each employee's knowledge of: written anti-discrimination and anti-harrassment policies; HIPPA compliance; employee benefits and services; eligibility for federal and state benefits and programs; ADA accomodations; whistleblower protections; drug/alcohol free workplace policies; Massachusetts MMJ statutes; and the employee's right to seek relief from regulatory agencies. This training shall also be conducted at least twice annually.

Prospective employees must then undergo a paid ten-day probationary period undergoing written and practical examinations and evaluations of: cannabis knowledge; worksite safety; patient safety; security and compliance protocols (with ongoing updates to crime prevention, worksite safety, emergency preparation, and anti-diversion trainings); and business operations. These examinations shall be scored according to written metrics. If an prospective employee obtains a passing grade after the probationary period they will be offered a permanent position.

HealthWise Foundation shall offer tuition assistance to DA's studying relevant subjects at accredited institutes.

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.

Healthwise Foundation, INC has an executed memorandum of understanding to engage the services of IJU Agency LTD, a national insurance broker fully licensed to do business in Massachusetts.

IJU Agency LTD is a boutique firm specializing in custom policies for special risk clients. IJU is well regarded in the field of insuring ultra-high value physical goods shipments and has developed several new forms of insurance for these shipments that have become industry standards. IJU's services shall be retained according to the written conflict of interest policy.

IJU will provide the Healthwise Foundation, INC with at least two dedicated Account Managers with special training in the Medical Marijuana industry, as well as frequent on-site inspections of all covered properties to assist compliance and identify any potential upgrades to security or operations protocols. IJU agents shall also conduct on-site compliance seminars.

IJU will secure, among others, the following general and excess liability policies in full compliance with, and, at a minimum protected to statutory requirements: Property Coverage; General Liability; Product Liability; Inland Marine; Crime Coverage; Boiler and Machinery; Commercial Automobile; Worker's Compensation; Business Interruption; Professional Liability; Crop Insurance, and Cyber Liability.

All policies shall begin coverage on the date of provisional licensure. Healthwise shall make all statutory reports in the form and manner required by the DPH.

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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.

Individual Name	Amount of Initial Capital Committed	Percentage of Initial Capital Committed
N/A	\$	
	\$	
	\$	
	\$	
	\$	

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

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Entity Name	Leadership Names	Amount of Initial Capital Committed	Percentage of Initial Capital Committed
[REDACTED]	[REDACTED]	\$ 1,300,000.00	100
	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 [REDACTED] here provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory here [REDACTED]

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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.



12/15/15
Date Signed

Print Name of Authorized Signatory

Member of the Board of Directors

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.



12/15/15
Date Signed

Signatory

Print Name of Authorized Signatory

Member of the Board of Directors

Title of Authorized Signatory

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