



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 10 2015

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

Application 2 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.

Application 2 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, authorizations 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 where provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory here: [REDACTED]

Application ² of ³

Applicant Non-Profit Corporation _____

SECTION A. APPLICANT INFORMATION

1. Sanctuary Medicinals, Inc.

Legal name of Corporation
2. [REDACTED]

Name of Corporation's Chief Executive Officer
3. [REDACTED]

Address of Corporation (Street, City/Town, Zip Code)
4. [REDACTED]

Applicant point of contact (name of person Department of Public Health should contact regarding this application)
5. [REDACTED]

Applicant point of contact's telephone number
6. [REDACTED]

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 [REDACTED] and where provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory here: _____

Application 2 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.

Sanctuary Medicinals, Inc does not currently utilize a management company. In the event that Sanctuary Medicinals, Inc. enters into an agreement with a management company, the terms will be disclosed to the DPH and the non-profit is prepared to provide an independent legal opinion showing that the terms are compliant and consistent with the Guidance for Registered Marijuana Dispensaries Regarding Non-Profit Compliance.

Application 2 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.

Sanctuary Medicinals, Inc does not currently have any agreements or contract, executed or proposed, in which the applicant will engage in a Related Party Transaction. However, if Sanctuary Medicinals, Inc. receives a Registration from the DPH, it anticipates entering into a loan agreement with its capital contributor on fair and reasonable terms in full compliance with Chapter 180 and DPH nonprofit guidance.

If a Registration is obtained, the related party may include:

1. [REDACTED] - Director and Chief Financial Officer of Sanctuary Medicinals, Inc. [REDACTED] is the sole party who has committed capital to the non-profit

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.

██████████ is a member of the Board of Directors of Sanctuary Medicinals, Inc. and is also the CEO.

██████████ is a member of the Board of Directors of Sanctuary Medicinals, Inc. and is also the CFO.

██████████ is a member of the Board of Directors of Sanctuary Medicinals, Inc. and is also the COO.

All three executives will be responsible for managing the day-to-day operations of the RMD in pursuit of accomplishing the RMD's non-profit mission. None of SM's Board members will be compensated for their services as Board members.

Application 2 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.

No 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 Sanctuary Medicinals, Inc.

Application ² 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.

Sanctuary Medicinals, Inc. does not have any contract or agreement, executed or proposed under which a percentage of its revenue will be distributed to a third party. Pursuant to 105 CMR 725.100(A)(1), Sanctuary Medicinals will operate on a non-profit basis for the benefit of its patients and its revenue shall be solely used in the pursuit of its non-profit goals.

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."


Signature of Authorized Signatory


12/04/2015

Date Signed

CFO, Sanctuary Medicinals, Inc.

Print Name of Authorized Signatory

Title of Authorized Signatory

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

Application 2 of 3

Applicant Non-Profit Corporation

SECTION D. EXPERIENCE

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

██████████ CEO and ██████████ CFO

each have approximately 13 years of experience running a business. They are the founding members of Sanctuary ATC and Sanctuary Medicinals, Inc. They were both co-authors of Sanctuary ATC's successful application for the State of New Hampshire's Therapeutic Cannabis Program and have run the organization in strict compliance with New Hampshire and the Department of Health and Human Development regulations, guidance and nonprofit practices. Sanctuary ATC, a nonprofit charitable trust, was awarded the largest territory in New Hampshire with a vertically integrated license to cultivate, dispense and process cannabis. ██████████ have Sanctuary ATC on pace to be the first to be registered, licensed and operational in the State of New Hampshire. From 2002 through 2010, ██████████ were also the owners, founders and managing partners of PTG Capital LLC, an equity trading firm with over 70 traders in 5 branches throughout the northeast. Headquartered in New York City, they hired, trained and supervised the firm's traders, established the marketing and human resources divisions implemented automated risk management controls and procedures, maintained and insured the firm's legal compliance with internal control procedures. They also worked with software developers to create the firm's high frequency trading quant division. Under the leadership of ██████████ PTG Capital grew to trading in excess of \$100 million while executing 5 million shares daily.

More recently, ██████████ was also managing partner at Planet Green LLC. Planet Green located in Meredith, NH is a full service renewable energy company that provides a full range of design, installation and equipment for residential, commercial and municipal applications.

Additionally, ██████████ was the founding partner and owner of Castaway Capital LLC from 2010 through 2015 where he developed automated trading applications for futures, equities, options and forex programs.

██████████ COO

Mr. Rondeau is a founding member of Sanctuary Medicinals with over 40 years of experience running businesses. From 1972-2000, he was the principal owner of Freedom Drug where he owned and operated 15 pharmacies. From 1994-2000, ██████████ owned and operated Specialty and Compounding Pharmacies focused on Infertility and Women's Health in Lynnfield Massachusetts. From 2000-2008, ██████████ worked at Freedom Fertility as VP of Operations where he built out a Massachusetts operation center. From 2005-2008, ██████████ also worked as the VP of Operations at EMD Serono Fertility Lifelines where he created and managed the Fertility Lifelines national call center out of Byfield, Massachusetts. From 2006 to present, ██████████ has owned and operated Freedom Fitness LLC and The Spa 360.

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: ██████████

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.

██████████ COO
 ██████████ has approximately 40 years of experience with providing health care services. From 1972 through 2000 he was the principal owner of Freedom Drug where he owned and operated 14 pharmacies (8-MA, 5-NH, 1-ME) with the highest sales per square foot in New England employing over 325. Starting in 1994 some of the retail operations were sold to CVS & Rite Aid in order to focus on the burgeoning Specialty Pharmacy market. From 1994-2000, ██████████ owned and operated Specialty and Compounding Pharmacies focused on Infertility and Women's Health in Lynnfield Massachusetts. By 1999, it was the largest Infertility Pharmacy in New England and by 2002, it was the largest provider in the U.S. capturing 35% of the national market. In 2000, Freedom and Lynnfield compounding were purchased by Priority Healthcare (PHCC - NASDAQ) a national Specialty Pharmacy and distributor later becoming part of Express Scripts. From 2000-2008, Mr. Rondeau worked at Freedom Fertility as VP of Operations where he built out Massachusetts operation center. The center ultimately included specialty pharmacy operations for Infertility, Hepatitis, Oncology, Auto-immune disease areas. The site had (4) distinct specialty pharmacies, (1) Infusion Pharmacy, (5) Class 10,000 Clean Rooms. During tenure had daily volume of more than 8,000 Scripts, more than 1,000 FEDEX overnight shipments, 1,500 inbound call center calls and employed upwards of 250 associates. From 2005-2008, ██████████ also worked as the VP of Operations at EMD Serono Fertility Lifelines where he created and managed the Fertility Lifelines national call center out of Byfield, Massachusetts. He provided patient outreach, information and guidance in the treatment of Infertility. The call center is out sourced by Rockland, Massachusetts based EMD Serono and employed upwards of 60 associates. As of ██████████ is the owner of Freedom Fitness LLC where he is the ADA holder and owner operator of 9 Planet Fitness locations in the Charlotte, NC market where he employs 99 people in NC and NH, and The Spa 360, out of Boynton Beach, FL, where he has 35 associates.

██████████ have experience providing health care services. However, as stated earlier, ██████████ are founders of Sanctuary ATC of New Hampshire. Working closely with patients and physicians to share their knowledge has been hallmark of their executive team. Holding forums to educate physicians and patients alike has been imperative to their success and building of the New Hampshire program. Their willingness to lead and train others has assisted in the further development of the Department of Health and Human Services Therapeutic Cannabis Program.

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.

CEO

CFO

do not have direct experience providing services for marijuana for medical purposes, however, they have steered the Sanctuary ATC team of New Hampshire into the selection of both locations for the cultivation and processing facility and the dispensing facility. The 15,000 square feet grow center and laboratory is located in Rochester, NH at a hydroelectric facility while the dispensing location is in Plymouth, NH in a building that was once awarded the "Greenest Home in America" designation. These decisions as well as the floor design and choice of equipment was all the result of a deep developed expertise from intense research and study. Having visited over 25 production, retail and processing facilities in states with approved medical cannabis programs, have garnered tremendous insight into what it takes to run a successful medical marijuana organization. Work flow optimization, security system design, facility layouts, hiring and staffing models, organic/pesticide free growing, as well as retail best practices have been learned throughout the program process. Additionally, rely heavily on their award winning master grower, Kim Printy, for guidance. Ms. Printy had been an expert caregiver in Maine for the last 12 years before joining the Sanctuary ATC team.

COO

has an exorbitant amount of experience in the healthcare and drug sector, but does not have direct experience providing services for marijuana for medical purposes,

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.

██████████ (Head of Cultivation) has approximately 5 years of experience providing services for marijuana for medical purposes. She is currently the master grower for Sanctuary ATC in NH. The 15,000 sqft facility is home to an estimated 30 strains of marijuana ranging from CBD-rich strains to high THC strains as well as hybrid and various sativas and indicas. She was caretaker for a large 74 acre estate for 4 years where she was responsible for large scale vegetable gardens, fruit trees, extensive flower gardens, and a large staff. ██████████ is well versed in all aspects of growing with a mastery of Soil, Ebb & Flow, Flood & Drain and Aeroponics. Having grown medical cannabis for the past 12 years, she has developed warehouse protocols, nutrient regiment, preventative maintenance and elimination of pests and pathogens, expert knowledge of plant diseases, insects and fungi as well as plant treatment options. ██████████ has a comprehensive knowledge of strains, a mastery of implementation and knowledge of effects of strains and types of medicinal administration. ██████████ taught a 16 week Cannabis series at the University of Maine in Augusta and York Community College about State and Federal Laws, Business Formations/Banking, Client Care- how to obtain and retain patients, Strain selection and how to treat various conditions, Growing from seed to harvest, Drying & Curing, Importance of Testing, Pests, Pathogens & Nutrient Deficiencies, Organics, Methods of Ingestion, Kitchen Licensing, Titration and Dosing, and Making Concentrates. She was recently asked by Maine Board of Pesticide to provide cannabis caregivers with continuing education and teach Maine's state applicator course. ██████████ has been involved in Maine's medical cannabis program since its inception and works closely with DHHS from both NH and Maine and meets on a monthly basis. She currently serves on the Board of MMCM, a Cannabis Caregiver Trade Association for the last 2 years, and has been a member since 2010.

██████████ (Head of Security) has approximately 1 year of experience providing security for marijuana for medical purposes, however, she has approximately 17 years experience as a police officer. Currently, at Hooksett Police Dept she is the officer in charge of shifts and is responsible for field training of newly hired officers. She has extensive experience in domestic violence counseling and has received numerous letters of commendation for composure in potentially volatile situations. Prior to her career with the Hooksett Police Department, ██████████ was with the Allenstown Police Department from 1998-2001. She has multiple police certifications and has trained in areas such as NH Police Standards and Training, Advanced Report Writing, Emergency Medical Technician, Certified Medical Technician, and more. Her experience and education make her a valuable member of our team as overseer of all security processes and protocols.

SECTION E. OPERATIONS

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

SM will demonstrate a plan to provide steady and uninterrupted supply of medical cannabis with the highest quality strains and proven cultivation methods. There are several key cultivation principals that must be impeccably managed in order to meet the most stringent definition of steady and uninterrupted supply. (1) Produce and supply significant quantities and quality of finished product to the Mass medical cannabis market as quickly as possible. (2) Prevent plant disease and pest infestation by precisely controlling the production environment, judiciously inspecting plants for disease and pests, and applying consistent and proactive treatments. (3) Maximize harvested yields per flowering light. (4) Develop assembly line efficiency turning-over production areas and minimizing production delays or downtime.

SM uses a living organic soil system to create a safe, clean and readily sustainable cannabis plant. Soil used for growing media meets all Disease Registry Guidelines for residential soil and US Agency for Toxic Substances. SM does not use any non-organic pesticides. The soil will be tested for contaminants prior to any use in cultivation. Combinations of micro and macro-nutrients are integrated to create a desired composition of soil. Also, all sanitation agents used at the facility will be FDA/EPA approved and handled according to MSDS protocol.

Clone, Vegetative, and Flower Phases represent all of SM phases of growth. Constant testing of soil and plant tissue is imperative for plant health and production consistency. New plants will spend 1-4 weeks (depending on seed/clones) in a nursery room under fluorescent lighting; then 5-9 weeks in a more intensely lit vegetative room; then 10-18 weeks in flowering rooms. Additional mother rooms will be used in the process to facilitate new growth. All rooms will have individual climate controls (usually between 72-78F with humidity at 45-55%) monitoring temperature, humidity, CO2, lighting and airflow for optimal growth at all stages.

All of SM's cultivation agents will pass through a clean room before entering any production area. An airtight facility will eliminate all outside contamination. HEPA filters and a high heat sealed entrance room will be used to assure of a clean environment.

SM will initiate cultivation with 15 strains of cannabis. Strains will include high CBD and low THC varieties, balanced CBD and THC assortments, as well as high THC medicine. Additionally, there will be several sativas, indicas, and hybrids used. Genetic diversity will give patients many choices for the ailments and conditions. Best practices and patient surveys will be used to constantly monitor and improve the process.

All water at the facility will be treated and filtered through a reverse osmosis system to increase purity and reduce any contaminants.

SM will use Leaf Logix software to manage and monitor inventory levels during all cultivation phases for seed though sale tracking.

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

SM will produce MIPs using an assortment of different strains to meet patient demand. MIPs will have different dosages of cannabinoid profile ratios derived from our diverse marijuana genetics. A large percentage of MIPs produced will not contain any psychoactive constituents. All products produced by SM will be pharmaceutical grade and be produced in accordance with 105 CMR 725.105 and all other applicable state and local laws.

Topicals MIPs - Sanctuary Medicinals will produce balms and topical lotions. Also, SM will produce transdermal patches with high levels of CBD (10-50mg) and THC allowing for a slow release of medication for chronic pain.

Edible MIPs - Different varieties of edibles will be produced. Everything will be properly labeled for all allergy concerns and dietary considerations. Additionally, capsules, lozenges, gels, chewable tablets and tinctures will be available.

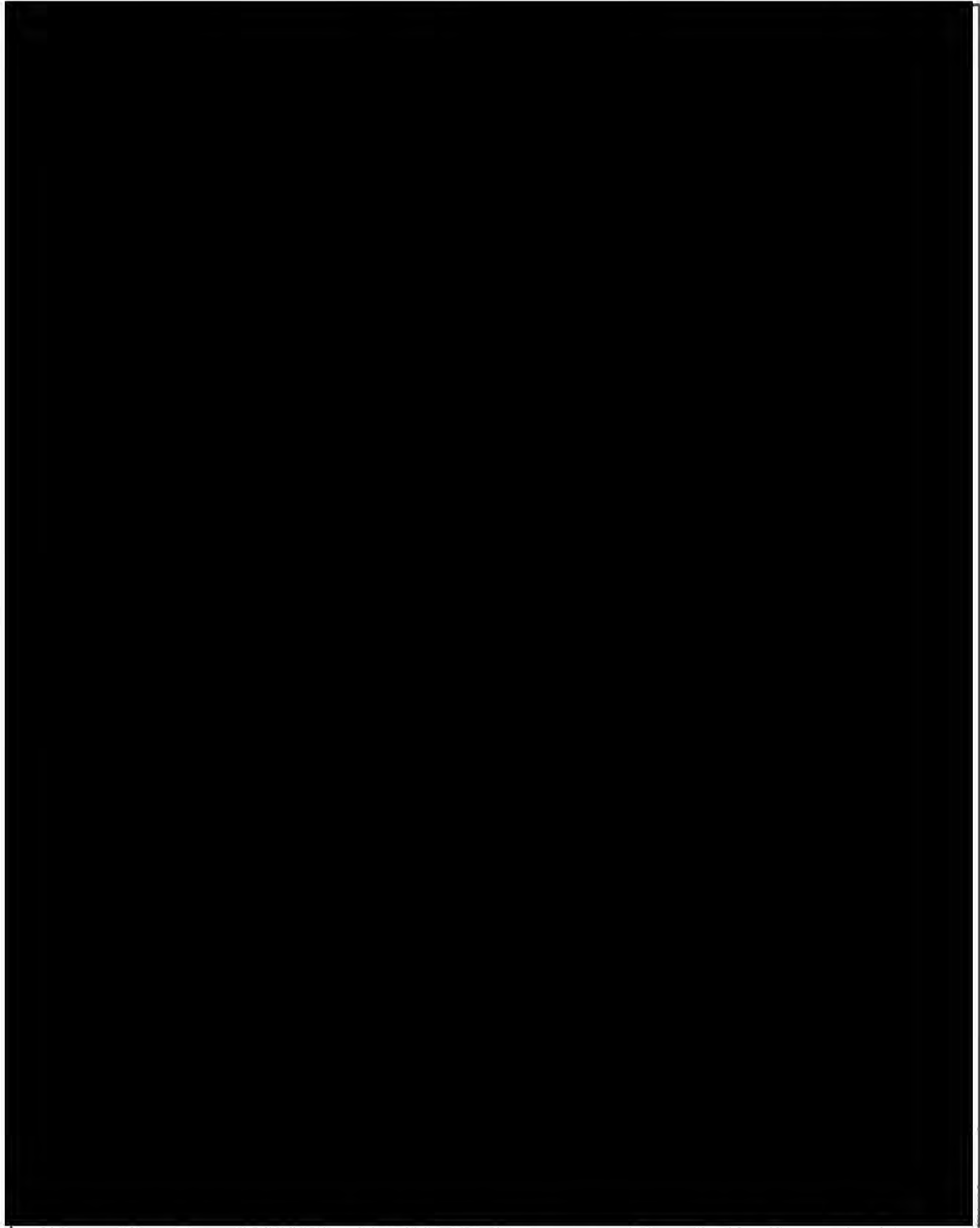
Vaporizers - Pre-filled CO2 extraction cartridges will be produced as well. These "vape pens" will allow patients to consume medicine more efficiently than smoking and without the harmful effects related to smoke.


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

Sanctuary Medicinals will utilize a variety of methods to produce MIPs: 1) Traditional cooking techniques using butters and other forms to produce baked goods, lozenges, chews, etc; 2) Supercritical CO2 extraction methods used for patches, oils, and other MIP's; and 3) dry ice extraction used for kief and hash production.

Extracts are taken from plant material using food-grade heptane and CO2 Supercritical machines to create a full spectrum terpenoid and cannabinoid profile. All extractions are formed using beverage grade CO2. All edibles will be produced in SM's commercial kitchen using food industry best practices for safety and consistency and protocols established in accordance to 105 CMR 725.105(C). A locked refrigerator and deep freezer will be used for storage of all products and ingredients used in production. All edible and non-edible products will be prepared and handled in compliance with sanitation requirements for food handlers. All agents will be mandated by safety and cleanliness policies in accordance with all applicable laws. All opaque packaging and labeling will be done in accordance with program protocols. Independent laboratory testing will be performed on all MIP's for safety, consistency and cannabinoid profile prior to dispensing.

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

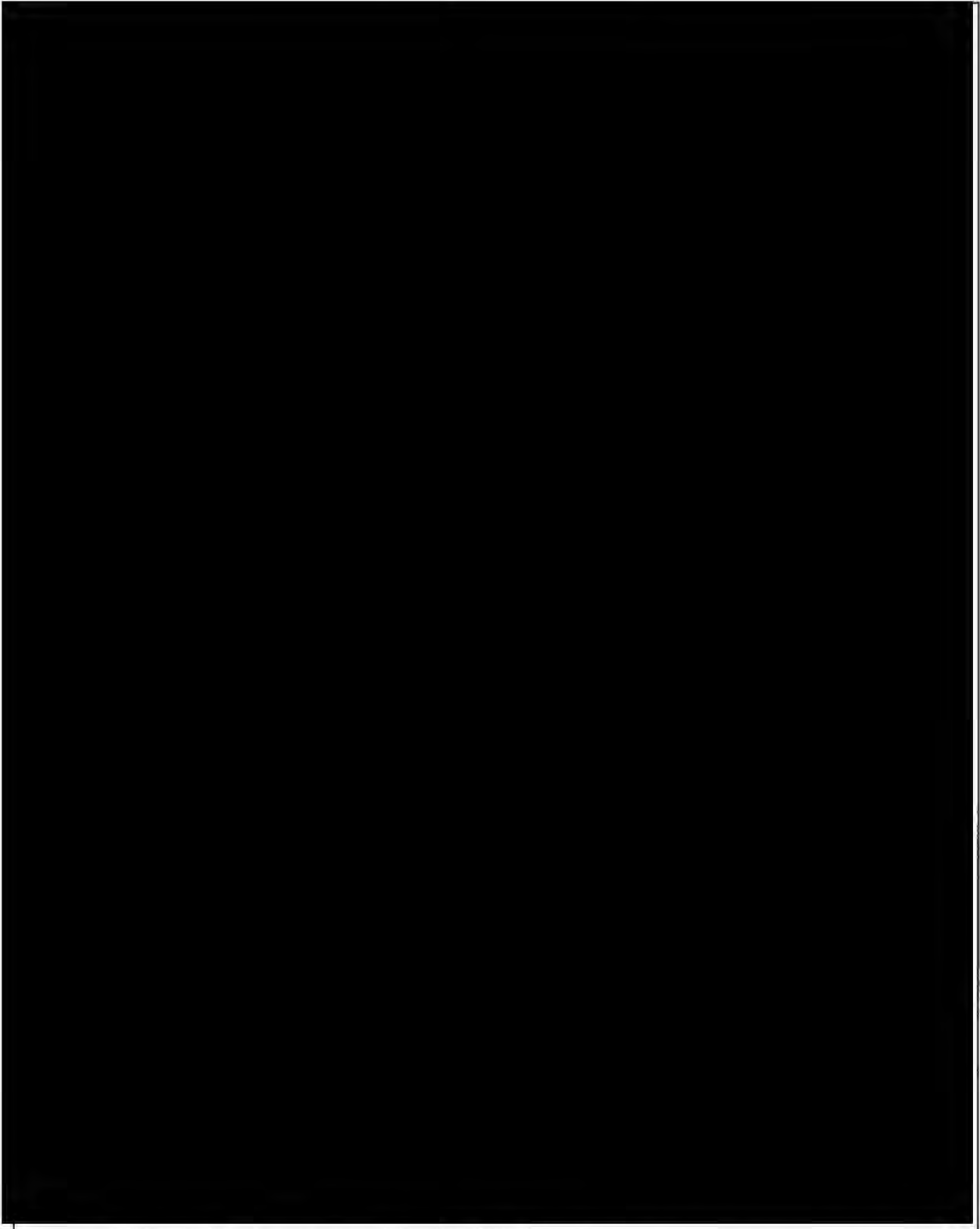


Information on this page has been reviewed by the applicant, and where provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory here:  _____

Application 2 of 3

Applicant Non-Profit Corporation _____

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



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 _____

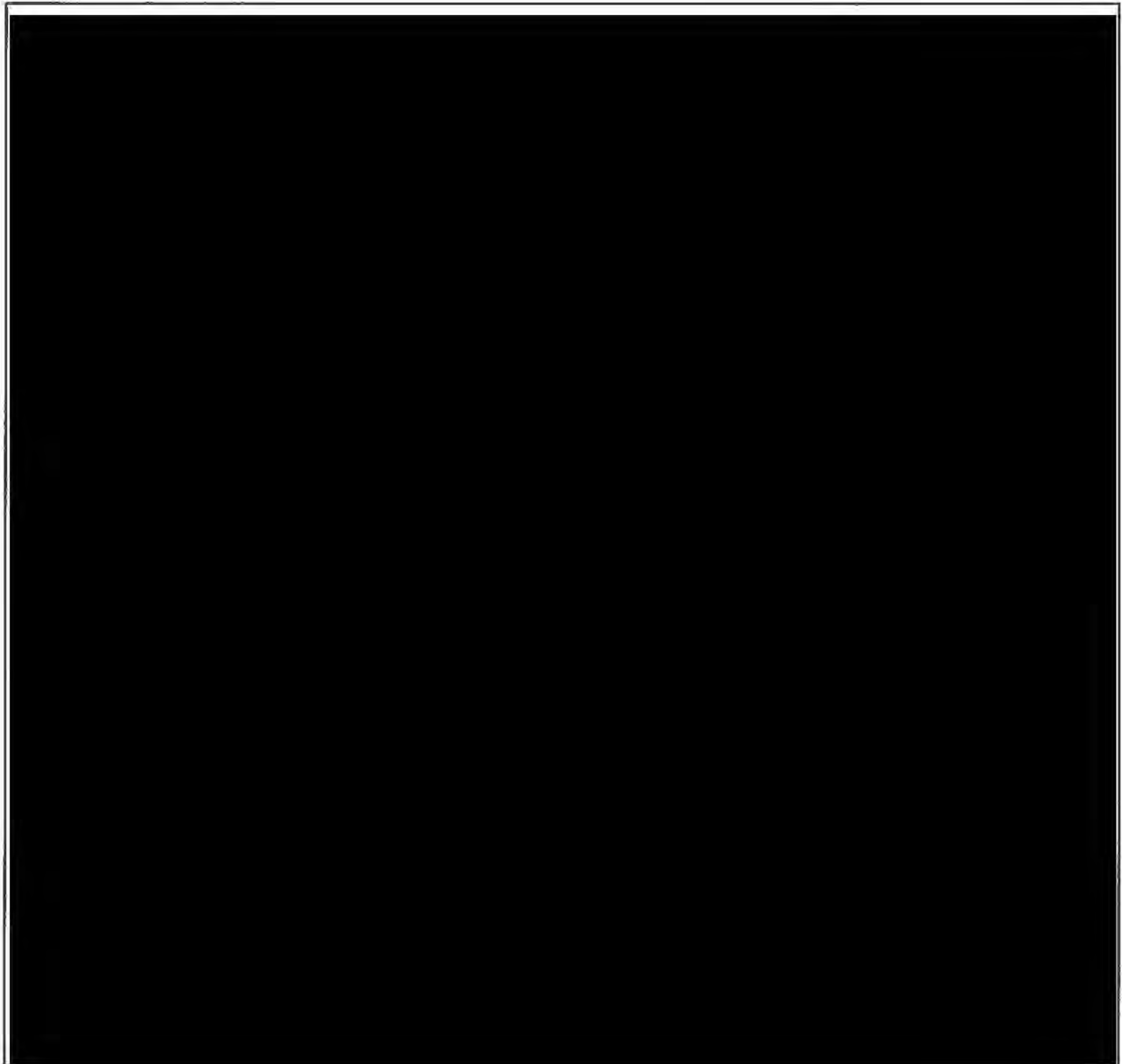
Application 2 of 3 Applicant Non-Profit Corporation _____

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



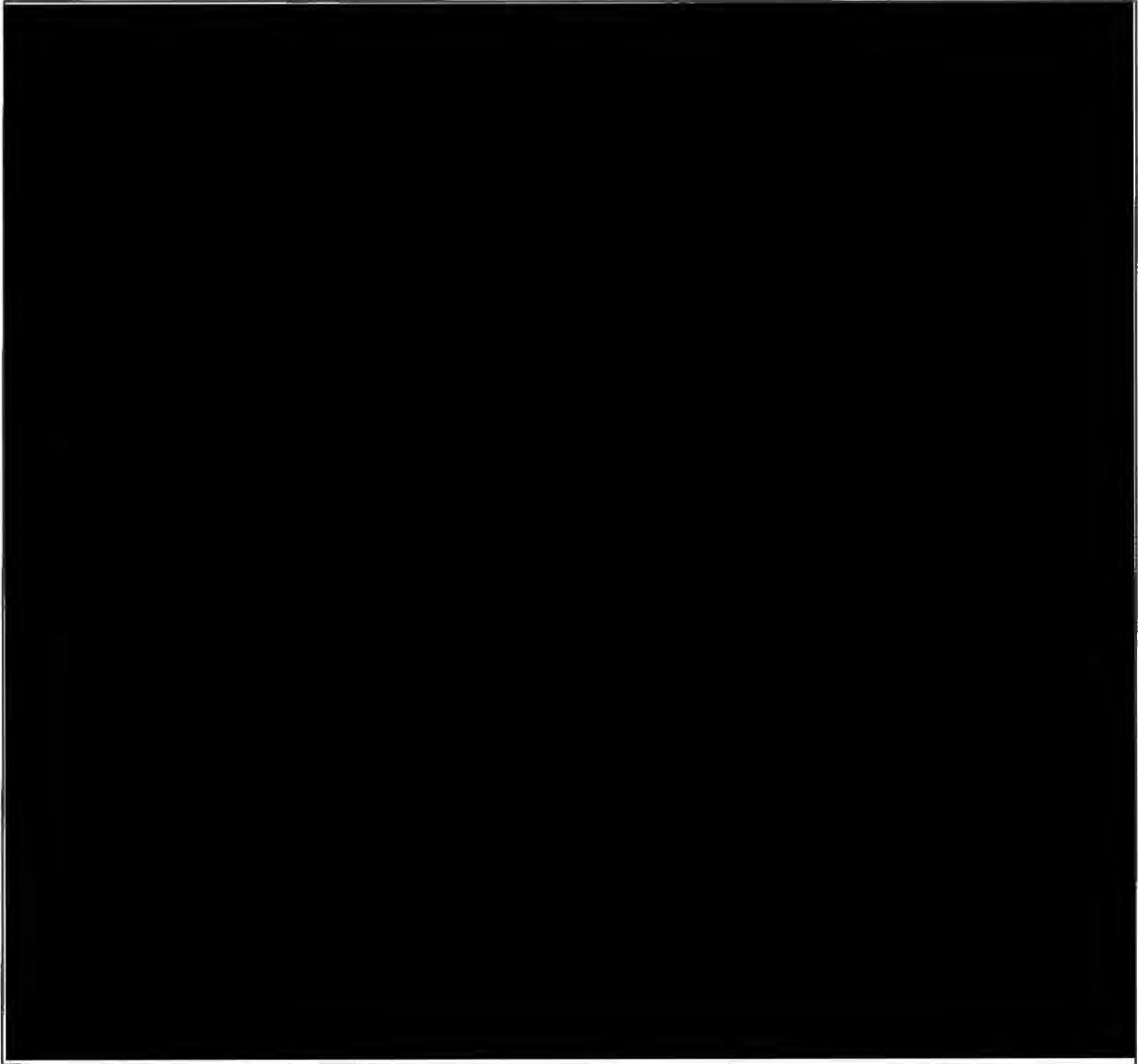
Application 2 of 3 Applicant Non-Profit Corporation _____


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



Application 2 of 3 Applicant Non-Profit Corporation _____

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



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: 

Application 2 of 3 Applicant Non-Profit Corporation _____**29. Provide a summary of the RMD's operating procedures for quality control and testing of product for potential contaminants.**

SM's testing includes both safety screening and cannabinoid profile analysis.

Safety screening analyzes and detects several contaminants, which can threaten the health of patients with compromised immune systems. Testing is specifically performed for mold, fungus, bacterial diseases, rot, pests, non-organic pesticides, mildew, mycotoxins, heavy metals and several other distinctive chemicals. Medicine that fails to pass safety screening is returned to the RMD, and never provided to patients.

Cannabinoid profile analysis measures of the percentages of THC, THCV, CBC, CBD, CBDV, CBN, and CBG in each product sold. Summarized test results are displayed on all packaging.

Agent quality control procedures include daily inspections of plants. The Cultivation Manager will ensure that all female plants will be contaminant and pest free and constantly monitor plants for poor health and disease.

All MIPs will produced and packaged to ensure quality and prevent contamination. All water used will be filtered through a reverse osmosis system and tested regularly.

Pro Verde Labs will be the contracting partner with SM. There is no common ownership between the 2 firms.

All batch testing and disposal of failed products will be in accordance with 105 CMR 725.105(C)&(J).

Application 2 of 3

Applicant Non-Profit Corporation _____

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

SM will comply with 105 CMR 725.200 and all applicable state and local laws pertaining to confidentiality. SM will take necessary steps to ensure that privacy and patient confidentiality of registered patients, caregivers and dispensary agents are protected. Employees of SM will all be required to sign a Confidentiality Agreement agreeing to maintain confidentiality of information obtained in the course of employment including, but not limited to, financial, technical, or propriety information of the organization and personal and sensitive information regarding patients, employees, and vendors. SM will follow HIPAA guidelines as related to confidential information and best practices.

Any confidential information that is accessed by or disclosed to a third party will be reported to the Department immediately. Failure to comply with SM protocols on patient confidentiality will result in disciplinary action, with the potential of termination.

Application 2 of 3 Applicant Non-Profit Corporation _____

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

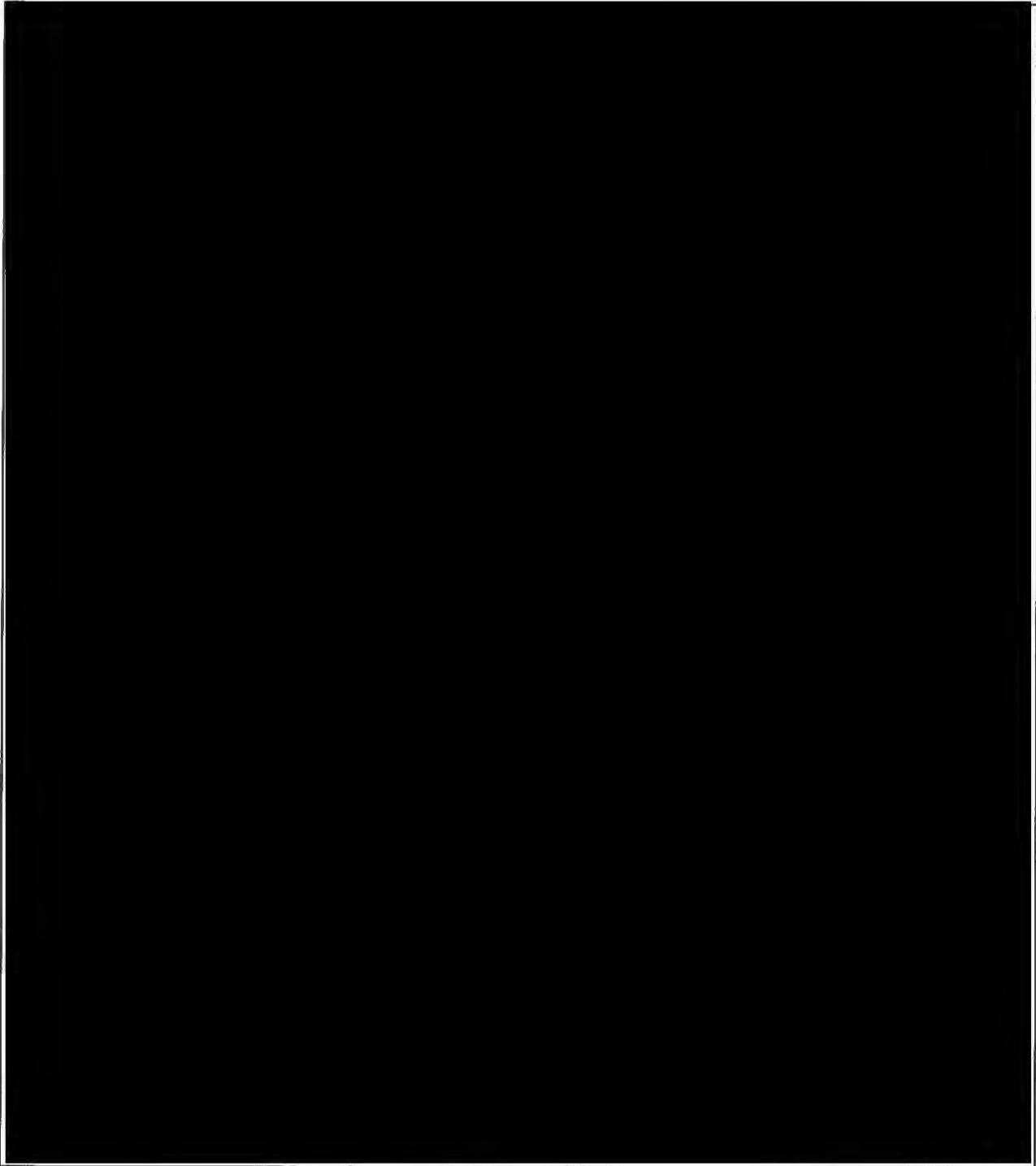
SM will issue an employee handbook with all personnel policies included. All new employees will be required to sign a form stating that they have received the handbook and have read it. Covered topics include policies for the following: health and safety, police and fire protocols, equal opportunity employment, authorization to work, harassment and discrimination, workplace violence, alcohol and illegal drug policy, smoking policy, open door policy, confidentiality policy, work schedule and attendance, job descriptions, appearance, internet usage, disciplinary policies, workplace monitoring, incident reporting, worker's compensation insurance, rest and meal periods, pay schedules, sick leave, vacation, payroll, overtime, employee benefits, jury duty, voting, illness/injury notification, doctor's verification, bereavement leave, family care leave, pregnancy leave, temporary disability, paid leave before unpaid leave, military service leave and end of employment/termination.


SM will maintain best practices and constantly monitor operations to ensure the safest, most fair and efficient environment for all of its employees.

Application 2 of 3

Applicant Non-Profit Corporation _____

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



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: 

Application 2 of 3 Applicant Non-Profit Corporation _____

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

SM will be diligent and calculated with confidential and private records. Procedures that leverage all available technology to support its business and operations will be procured. All records will be kept pursuant to section 105 CMR 725.000, including but not limited to personnel records, patient records, seed-to-sale tracking records, operational procedure records, inventory records, staffing plan records, business hours, business and financial records, waste disposal records, transportation records, compliance records and cultivation records. SM will use Leaf Logix as its seed-to-sale software. Leaf Logix is HIPAA compliant and programmed specifically for the medical industry confidentiality protocols. Leaf Logix not only integrates inventory tracking, but also, financial accounting and personnel record management tools that multiple users can access. User information, dates and times will be stored on the LL system. Passwords will be required for authentication.

Additionally, all SM records are stored on a secure server in a level 3 secured room in our cultivation facility and in a level 3 secured area in our dispensary in a locked manager's office. All records are securely backed up on an encrypted remote server. Video monitoring footage will be maintained in line with 105 CMR 725.110. Any breaches of confidentiality will be reported to the Department immediately.

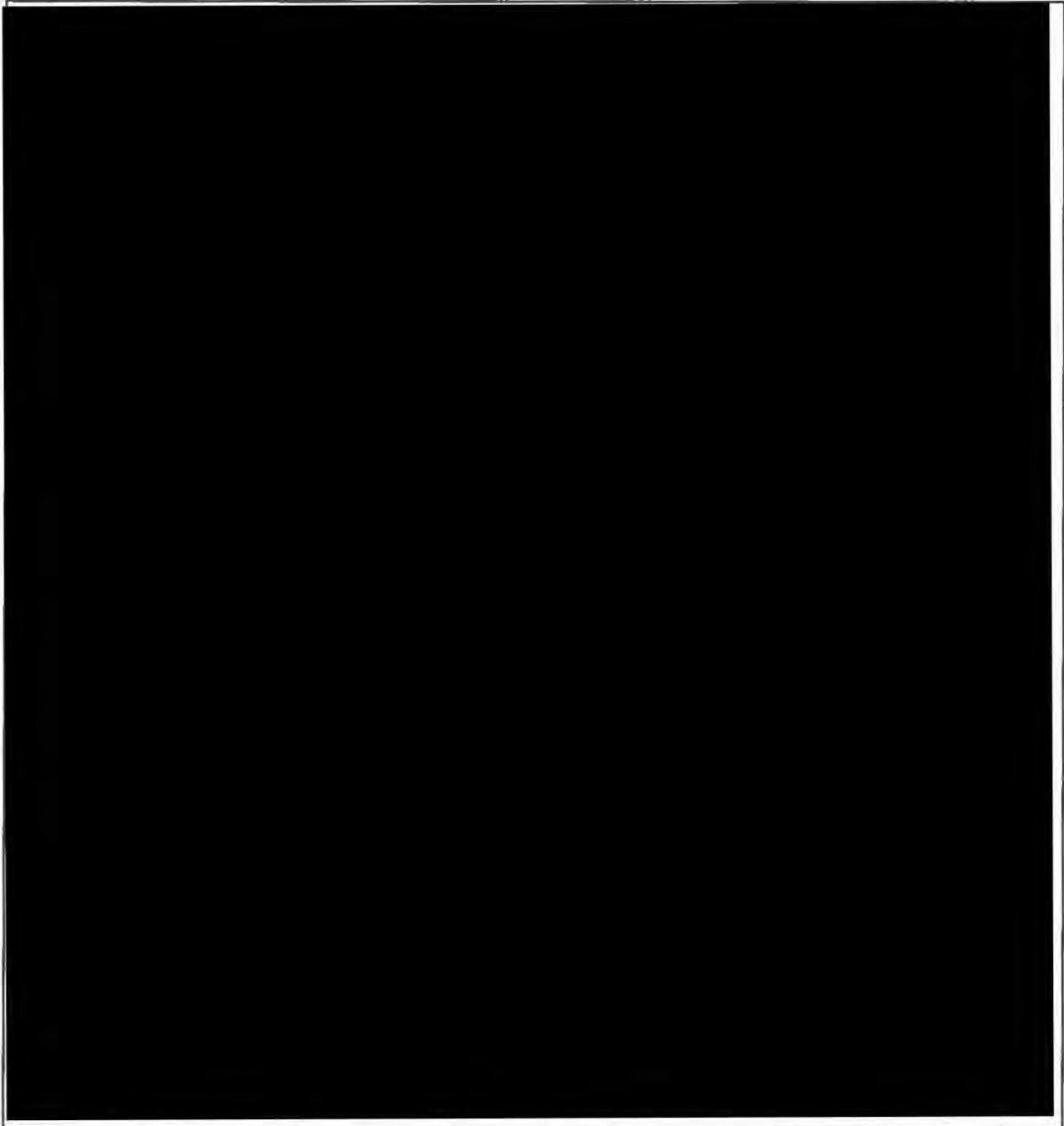
All SM records will be available to the Department and law enforcement at all times.


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

SM will maintain and make available educational materials about cannabis and MIP and their use to qualifying patients, their designated caregivers, and their certifying providers. Education provided will include: 1) strains of cannabis, routes of administration, and their different effects in order to assist in the selection of prepared cannabis; 2) How to achieve proper dosage for different routes of administration with an emphasis on using the smallest amount of cannabis possible to achieve the desired effect, and the impact of potency; 3) Substance use disorder information on tolerance, dependence, and withdrawal; 4) Substance misuse signs and symptoms; 5) Referral information to substance abuse treatment programs; 6) Possible side effects from the use of marijuana for therapeutic purposes; 7) The extent to which the RMD's cannabis and MIP meet or do not meet organic certification standards, other information concerning organic growing methods used by the RMD, and information concerning other methods used for cultivation and processing; 8) Specific label warning information; and 9) The materials in (1)-(8) above shall be available in languages accessible to all patients served by the RMD including for the visually and hearing impaired.

Application 2 of 3 Applicant Non-Profit Corporation _____

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



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

Application 2 of 3

Applicant Non-Profit Corporation _____

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

SM is committed to assisting those with a verified financial hardship (VFH). Recipients of MassHealth, Supplemental Security Income, and those with a household income that does not exceed 300% of the federal poverty level, adjusted for family size have a VFH.

All patients with a documented VFH as defined by 105 CMR 725.004 will be provided reduced cost or free marijuana. SM will provide patients with a VFH affidavit form to determine whether a patient qualifies for a VFH per 105 CMR 725.004 and 105 CMR 725.100(A)(6).

The affidavit form will request that patients provide proof of a VFH by submitting a copy of one of the following:

- Official MassHealth card issued by the Commonwealth of Massachusetts;
- Supplemental Security Income benefit verification letter;
- State or Federal tax return from current year or previous year, including all attachments, to determine if income exceeds 300% of FPL;
- Supplemental Nutrition Assistance Program (SNAP) statement from the current year.

Based on current projections, Sanctuary plans to provide free and low cost medicine at the following levels to patients with a VFH:

- $\leq 100\%$ of FPL: free up to 1 gram/week, 25% discount thereafter up to 1 ounce/month. Paraphernalia at cost.
- $> 100\%$ but $\leq 200\%$ of FPL: free up to .5 gram/week, 15% discount thereafter up to 1 ounce/month. Paraphernalia at cost + 10%.
- $> 200\%$ but $\leq 300\%$ of FPL: 5% discount on up to .5 ounce/month. Paraphernalia at cost + 20%.

Application 2 of 3 Applicant Non-Profit Corporation _____

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

SM's new agent training program is comprised of a 5 day orientation designed for the new hire to understand all aspects of the process with special focus on one's particular position. All new agents will receive a copy of the Sanctuary Medicinals Policies & Procedures Manual in which they will need to sign a form stating that they read its entirety. After intense training and shadowing of working agents, new hires will receive both oral and written exams. Exams will cover things such as compliance and safety, work attitude and attire, and confidentiality.

Exams and forms to be signed will include:

- Reportable incidents
- Employee Drug & Alcohol Testing
- Transfer report exams
- Security Equipment checklist
- Disposal exams & Customer returns exams
- Visitor and Emergency responders exams
- Concentrates Product Training Sheets
- Budtender Training Outlines
- Employee Evaluation Templates
- Confidentiality Agreements
- Work Safety Quizzes
- Anti-diversion Exams
- Sexual harassment Policies
- Equal Employment Opportunity & MCAD Forms
- Employee Health Benefits

Employees and executives will frequently be required to evaluate each other allowing best practices to be developed and an open communication policy to flourish.

Application 2 of 3

Applicant Non-Profit Corporation _____

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

Yes ☒ No ☐

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

Yes ☒ No ☐

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

SM will contract with an insurance provider to maintain general liability insurance coverage for no less than \$1,000,000 per occurrence & \$2,000,000 in aggregate annually & product liability coverage for no less than \$1,000,000 per occurrence & \$2,000,000 in aggregate annually. The deductible for this policy will be no higher than \$5,000 per occurrence.

If adequate coverage is unavailable in the marketplace at a reasonable rate, SM will place in escrow at least \$250,000 to be expended for coverage of liabilities. Any withdrawal from escrow will be replenished within 10 business days.

Additionally, SM will provide both E&O and D&O liability insurance.

Property insurance will also be purchased to protect from damages to the premises due to fire, robbery and other risks. This will provide protection for the transportation of product.


Application ² of ³


Applicant Non-Profit Corporation _____

SECTION F. CAPITAL CONTRIBUTORS

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

Attach additional tables if needed.

Individual Name	Amount of Initial Capital Committed	Percentage of Initial Capital Committed
	\$ 400,000.00	100%
	\$	
	\$	
	\$	
	\$	

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: 

Application ² of ³

Applicant Non-Profit Corporation _____

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

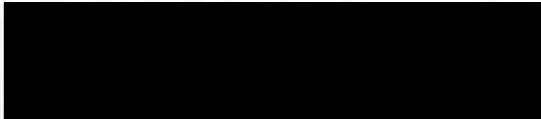
Information on this page has been reviewed by the applicant, and where provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory [REDACTED]

Application ² of ³

Applicant Non-Profit Corporation _____

ATTESTATIONS

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



12/03/2015

Signature of Authorized Signatory

Date Signed



Print Name of Authorized Signatory

CFO, Sanctuary Medicinals, Inc.

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.



12/03/2015

Signature of Authorized Signatory


Date Signed



Print Name of Authorized Signatory

CFO, Sanctuary Medicinals, Inc.

Title of Authorized Signatory

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



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$35.00

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

Articles of Organization

(General Laws, Chapter 180)

Identification Number: 001191104

ARTICLE I

The exact name of the corporation is:

SANCTUARY MEDICINALS, INC.

ARTICLE II

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

THE CORPORATION IS ORGANIZED AND AT ALL TIMES SHALL BE OPERATED EXCLUSIVELY FOR CHARITABLE, SCIENTIFIC, CIVIC, RELIGIOUS, LITERARY, OR EDUCATIONAL PURPOSES PURSUANT TO MGL CH. 180 §4.

ARTICLE III

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

MAY BE SET FORTH IN THE BYLAWS.

ARTICLE IV

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

(If there are no provisions state "NONE")

THE CORPORATION IS ORGANIZED SOLELY FOR THE FURTHERANCE OF ITS NONPROFIT PURPOSES. THE NET EARNINGS OF THE NONPROFIT SHALL NOT INURE TO THE BENEFIT OF ITS DIRECTORS, OFFICES, OR OTHER PRIVATE PERSON OR BE DISTRIBUTABLE THERETO; HOWEVER, REASONABLE COMPENSATION MAY BE PAID, AT THE AUTHORITY OF THE CORPORATION, FOR SERVICES RENDERED AND PAYMENTS AND DISTRIBUTIONS MAY BE EXECUTED IN FURTHERANCE OF THE NONPROFIT PURPOSES OF THE CORPORATION. IN ACCORDANCE WITH THE STATUTES OF THE COMMONWEALTH OF MASSACHUSETTS, THE BOARD OF DIRECTORS SHALL DISPOSE OF ALL THE ASSETS OF THE CORPORATION EXCLUSIVELY FOR THE PURPOSE OF THE CORPORATION, AFTER PAYING OR MAKING PROVISIONS FOR THE PAYMENT OF ALL OF THE LIABILITIES OF THE CORPORATION, IN THE EVENT OF THE DISSOLUTION OF THE CORPORATION, AS THE BOARD OF DIRECTORS SHALL DETERMINE. THE CORPORATION'S OFFICERS AND DIRECTORS SHALL NOT BE PERSONALLY LIABLE TO THE CORPORATION FOR MONETARY DAMAGES FOR A BREACH OF FIDUCIARY DUTY, OR ARISING

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

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code	Expiration of Term
PRESIDENT			Until successors are duly elected and qualified
TREASURER			Until successors are duly elected and qualified
CLERK			Until successors are duly elected and qualified
DIRECTOR			Until successors are duly elected and qualified
DIRECTOR			Until successors are duly elected and qualified
DIRECTOR			Until successors are duly elected and qualified
DIRECTOR			Until successors are duly elected and qualified
DIRECTOR			Until successors are duly elected and qualified

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

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

Name:

No. and Street:

City or Town:

Zip: 02109

Country: USA

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

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address (es) beneath each signature do hereby associate with the intention of forming this business entity under the provisions of General Law, Chapter 180 and do hereby sign these Articles of Organization as

NG THEREOF, AS AN OFFICER OR DIRECTOR NOTWITHSTANDING ANY PROVISION OF LAW IMPOSING SUCH LIABILITY. HOWEVER, TO THE EXTENT THAT APPLICABLE LAW IMPOSES LIABILITY, THE FOREGOING SHALL NOT ELIMINATE OR LIMIT THE LIABILITY OF AN OFFICER OR DIRECTOR (I) FOR A BREACH OF THE OFFICER'S OR DIRECTOR'S DUTY OF LOYALTY TO THE CORPORATION OR ITS MEMBERS, (II) FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF THE LAW, OR (III) FOR ANY TRANSACTION FROM WHICH THE OFFICER OR DIRECTOR DERIVED AN IMPROPER PERSONAL BENEFIT. TO THE EXTENT LEGALLY PERMISSIBLE, THE CORPORATION SHALL INDEMNIFY EACH PERSON WHO MAY SERVE OR WHO HAS SERVED—AT ANY TIME—AS AN OFFICER OR DIRECTOR OF THE CORPORATION AGAINST ALL EXPENSES AND LIABILITIES WITHOUT LIMITATION, WHICH SHALL INCLUDE, INTER ALIA, COUNSEL FEES, JUDGMENTS, FINES, EXCISE TAXES, PENALTIES AND SETTLEMENT PAYMENTS, REASONABLY INCURRED BY OR IMPOSED UPON SUCH PERSON IN CONNECTION WITH ANY THREATENED, PENDING OR COMPLETED ACTION, SUIT OR PROCEEDING IN WHICH HE OR SHE MAY BECOME INVOLVED BY REASON OF HIS OR HER SERVICE IN SUCH CAPACITY. HOWEVER, NO INDEMNIFICATION WILL BE PROVIDED FOR ANY SUCH PERSON WITH RESPECT TO ANY MATTER IN WHICH THE INDIVIDUAL SHALL HAVE BEEN FINALLY ADJUDICATED NOT ACTED IN GOOD FAITH WITH THE REASONABLE BELIEF THAT SUCH ACTION WAS IN THE BEST INTERESTS OF THE CORPORATION IN ANY PROCEEDING. FURTHER, A MAJORITY VOTE OF A QUORUM OF DIRECTORS WHO ARE NOT AT THAT TIME PARTIES TO THE PROCEEDING SHALL APPROVE ANY COMPROMISE OR SETTLEMENT PAYMENT THERETO. THE INDEMNIFICATION HEREUNDER PROVIDED WILL INURE TO THE BENEFIT OF THE HEIRS, EXECUTORS, AND ADMINISTRATORS OR OTHER INDIVIDUALS ENTITLED TO INDEMNIFICATION. UNDER THE AUTHORITY OF THIS ARTICLE, THE RIGHT OF INDEMNIFICATION SHALL BE IN ADDITION TO—NOT EXCLUSIVE OF—ALL OTHER RIGHTS TO WHICH ANY INDIVIDUAL MAY BE ENTITLED. AS BETWEEN THE CORPORATION AND ITS INDEMNIFIED OFFICERS AND DIRECTORS, THIS ARTICLE CONSTITUTES A CONTRACT. AMENDMENTS TO OR REPEALS OF THE PROVISIONS OF THIS ARTICLE THAT ADVERSELY AFFECT THE RIGHTS OF AN INDEMNIFIED OFFICER OR DIRECTOR SHALL NOT APPLY TO ANY SUCH OFFICER OR DIRECTOR WITH RESPECT TO THOSE ACTS OR OMISSIONS THAT OCCURRED AT ANY TIME PRIOR TO SUCH AMENDMENT OR REPEAL.

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

ARTICLE V

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

ARTICLE VI

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

ARTICLE VII

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

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

No. and Street:

City or Town:

Zip: 02109

Country: USA

incorporator(s) this 28 Day of September, 2015. (If an existing corporation is acting as incorporator, type in the exact name of the business entity, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said business entity and the title he/she holds or other authority by which such action is [REDACTED]

THE COMMONWEALTH OF MASSACHUSETTS

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

September 28, 2015 11:52 AM

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

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



William Francis Galvin
Secretary of the
Commonwealth

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

Date: December 07, 2015

To Whom It May Concern :

I hereby certify that according to the records of this office,
SANCTUARY MEDICINALS, INC.

is a domestic corporation organized on **September 28, 2015**

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



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

William Francis Galvin

Secretary of the Commonwealth

Certificate Number: 15126659540

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

Processed by: jmu

**BYLAWS
OF
SANCTUARY MEDICINALS, INC.**

BYLAWS OF SANCTUARY MEDICINALS, INC.

ARTICLE 1

General Provisions

1.1 Name. The name of this corporation is Sanctuary Medicinals, Inc., and shall herein be referred to as "the corporation."

1.2 No Voting Members. The corporation shall have no voting members. All powers of the corporation shall be held by the Board of Directors. Any action or vote required or permitted by any regulation, rule or law to be taken by members shall be taken by action or vote of the same percentage of the Board of Directors of the corporation. No person now or hereafter designed by the corporation as a "member" for fundraising or other purposes shall be or be deemed to be a member for purposes of the Articles of Organization or bylaws of the corporation nor shall such person have any voting or fiduciary rights or responsibilities of the corporation.

1.3 Fiscal Year. The fiscal year of the corporation shall begin on January 1 and end on the following December 31 of each year.

1.4 Offices. The principal office of the corporation shall be 109 State Street, Suite 404, Boston, MA 02109. The corporation may also have offices at such other places as the corporation may require.

ARTICLE 2

Statement of Purpose

The corporation shall operate on a nonprofit basis for the specific benefit of qualifying patients. Revenue from the corporation shall be used in furtherance of the corporation's nonprofit purpose. The corporation is organized for nonprofit purposes including, but not limited to, providing palliative relief and wellness services to patients suffering from debilitating conditions such as multiple sclerosis, Parkinson's disease, Crohn's disease, cancer, AIDS, HIV, hepatitis C, glaucoma, and other conditions. The corporation may, as permitted by law engage in any and all activities in furtherance of, related to, or incidental to these purposes which may lawfully be carried on by a corporation formed under Chapter 180 of the General Laws of Massachusetts.

ARTICLE 3

Board of Directors

3.1 Powers. The business and affairs of the corporation shall be controlled and governed by the Board of Directors, which shall have the right to exercise all powers of the corporation as permitted by law.

3.2 Size of the Board of Directors. The number of the Board of Directors may be increased and one or more additional Directors may be elected at any meeting of the Board of Directors.

3.3 Vacancies. Any vacancy at any time existing in the Board of Directors, may be filled by the Board of Directors in any meeting.

3.4 Number and Election. Except as otherwise provided by these bylaws or in the Articles of Organization, the number of Directors shall be fixed, and the Directors elected by the Directors at the annual meeting.

3.5 Tenure. Except otherwise provided by law, these bylaws or the Articles of Organization, Directors shall hold office until the next annual meeting of Board of Directors and thereafter until their successors are chosen.

3.6 Voting & Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Directors. At any meeting of the Board of Directors at which a quorum is present, a majority of those directors present shall decide any matter, unless a conflicting vote is specified by these law, these bylaws or the Articles of Organization.

3.7 Remote Communication Meetings. Any Director may attend any meeting through electronic, telephonic or any other means of communication by which all of the Board has the ability to participate in all discussions and voting. Such participation shall constitute present status at the meeting.

3.8 Committees. The Board of Directors may, by vote of a majority of the number of Board of Directors then in office, elect from their number an executive or other committees and may, by like vote, delegate some or all of their powers except those by which law, these bylaws, or the Articles of Organization are prohibited for delegating. Any such committee may make rules for the conduct of business, but unless disallowed by the Board of Directors, its business shall be conducted as nearly as may be in the same manner as is provided by these bylaws. The Board of Directors shall have the power to fill vacancies in, disband or change the membership or any such committee.

3.9 Compensation. Directors as such shall not receive salaries for their specific service as Board of Director members. Directors may, however, receive reimbursements for reasonable travel expenses incurred in the course of fulfilling their corporate duties and shall not be precluded from serving the corporation in any other capacity and receiving reasonable compensation.

3.10 Resignation. Any Director may resign by delivering their written resignation to the corporation at its principal office or the President or Clerk. Such resignation shall be effective upon receipt unless specified to take effect at some other time or upon the happening of some other event.

3.11 Removal. A Director may be removed from office with or without cause by vote of a majority of the Board then in office. A Director may be removed for cause only after reasonable notice and opportunity to be heard before the Board of Directors.

3.12 Vacancies. Any Board of Director vacancies shall be filled by the Board of Directors at any meeting.

ARTICLE 4

Officers

4.1 Officers. The officers of the corporation shall be President, Treasurer, and Clerk of the Board of Directors and such other offices may be elected in accordance with the provisions of these bylaws.

4.2 Election and Vacancies. The President, Treasurer, and Clerk shall be elected annually by the Directors at their annual meeting or special meeting held in lieu thereof. Other officers may be chosen by the Directors at such meeting or at any other meeting. Each officer shall hold office until a successor shall have been elected or qualified. Any vacancy at any time existing in any office may be filled by the Directors at any meeting and such successor in office shall hold office for the unexpired term of his predecessor.

4.3 Removal. A Director may be removed from office with or without cause by vote of a majority of the Board then in office. A Director may be removed for cause only after reasonable notice and opportunity to be heard before the Board of Directors.

4.4 President. The President when present shall preside at all meetings of the Directors. He shall be the Chief Executive Officer of the corporation except as the Board of Directors may otherwise provide. It shall be his duty and he shall have the power to see that all orders and resolutions of the Directors are carried into effect.

4.5 Treasurer. The Treasurer shall have general charge of the financial affairs of the corporation and shall keep an accurate book of accounts. He shall have custody of all funds,

securities, and valuable documents of the corporation, except as the Board of Directors may otherwise provide. He shall promptly render to the Directors such statements of his transactions and accounts that from time to time may be required. The Treasurer shall perform such duties and have such powers additional to the foregoing as the Directors designate.

4.6 Clerk. The Clerk shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose. He shall record all votes and perform such duties and have such powers additional to the foregoing as the Directors shall designate.

ARTICLE 5

Transactions

5.1 Contracts. The Board of Directors may authorize any officer(s) or agent(s) of the corporation in addition to the officers so authorized by these bylaws to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined by specific instances.

5.2 Deposits. All funds of the corporation shall be deposited on occasion to the credit of the corporation in such banks, trust companies, brokerages, or other depositories as the Board of Directors shall select.

5.3 Indebtedness. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by the President or Treasurer, or such other officer or agent of the corporation as on occasion may be determined by the Board of Directors. In the absence of such determination of the Directors, such instruments shall be signed by the President or Treasurer of the corporation.

ARTICLE 6

Inspection of Records

Books, accounts, documents and records of the corporation shall be open to inspection by any Director at all times during the usual hours of business. The original, or attested copies, of the Articles of Organization, Bylaws, and records of all meetings of the incorporation and Directors, and records which shall contain the names of all Directors and their record addresses, shall be kept at the principal office of the corporation.

ARTICLE 7

Restrictions

Net earnings of the corporation shall never be distributed to directors, officers or other private persons, except that the corporation shall be authorized and empowered to make reasonable compensations and make distributions in further accord of the corporation purpose. At all times, the company shall operate for the benefit of qualifying patients and funds are to be used solely in furtherance of the nonprofit mission.

ARTICLE 8

Dissolution

In the event of dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payments of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purpose of the corporation, as the Board of Directors shall determine, in accordance with the statutes of the Commonwealth of Massachusetts.

ARTICLE 9

Conflicts of Interest

Whenever a director or officer has a financial or personal interest in any particular matter before the Board of Directors, the affected person shall fully disclose the nature of the interest and excuse themselves from voting, lobbying or discussing the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to take that action. Minutes of meetings in which such votes are taken shall record such abstention and rationale for approval including confirmation that the decision taken, if any, shall ensure that funds are used solely in the furtherance of the nonprofit mission.

ARTICLE 10

Indemnification

The corporation shall indemnify each person who may serve or has served at any time as a director or officer of the corporation against all expenses and liabilities, including, without limitation judgements, fines, counsel fees, excise taxes, other penalties and settlement payments, as well as reasonably incurred or imposed threatening, pending or completed

proceedings, suit or action for which he may become involved by reason of his service in such capacity. This is provided that no indemnification shall be provided for any such person with respect to any matter as to which he shall have been finally adjudicated in any proceedings not to have acted in good faith in the reasonable belief that such action was in the best interest of the corporation and further provided that any compromise or settlement payments shall be approved by a majority vote of a quorum of directors who are not parties to the proceeding. The indemnification shall inure to the benefits of the heirs, executors and administrators of persons entitled to indemnification. Article 10 constitutes a contract between the corporation and the indemnified officers and directors. No amendment or repeal of the provisions of this article which adversely effects the right of an indemnified officer or director shall apply to such a person with respect to those acts or omissions which occurred at any time prior to the adjustment.

ARTICLE 11

No Personal Liability

No officer or director of the corporation shall be personally liable to the corporation for monetary damages for or arising out of a breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability; provided, that this shall not eliminate or limit the liability of an officer or director to extent that such liability was imposed by law involving breach of loyalty, acts or omissions not in good faith or of knowing misconduct or violation of the law, or any transaction where an officer or director received an improper benefit.

ARTICLE 12

Amendments

Bylaws may be amended or repealed by a majority vote of the entire Board of Directors.

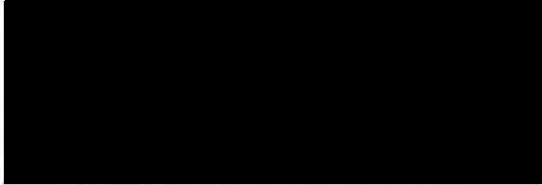
{END}

CERTIFICATION

These bylaws were approved at a meeting of the Board of Directors by a unanimous vote on September 28, 2015.

BYLAWS CONFIRMATION

Sanctuary Medicinals, Inc. of Massachusetts bylaws were approved at a meeting of the Board of Directors by a unanimous vote on September 28, 2015.



9/28/15

Date

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.

Residential Address

Title (at applicant non-profit corporation)

CEO

Name of Applicant Non-Profit Corporation

Sanctuary Medicinals, Inc.

Highest Education Attained – Institution, Degree, and Year

University of New Hampshire
Bachelor of Science - Finance
2001

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
Sanctuary Medicinals, Inc.	CEO	9/15 - present
Sanctuary ATC, Inc.	CEO	1/15 - present
Planet Green LLC	Managing Partner	1/14 - present
Sidman Trading LLC	Managing Partner	4/2010 - 1/2014
PTG Capital LLC	Managing Partner	3/02 - 4/10

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

Signature of the Individual

12/04/2015

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

CFO

Name of Applicant Non-Profit Corporation

Sanctuary Medicinals, Inc.

Highest Education Attained – Institution, Degree, and Year

The Pennsylvania State University
Bachelor of Science - Finance
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
Sanctuary Medicinals, Inc.	CFO	9/15-present
Sanctuary ATC, Inc.	CFO	1/15-present
Castaway Capital LLC	Founder/Owner/Managing Partner	4/10-4/15
PTG Capital LLC	Founder/Owner/Managing Partner	3/02-4/10

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

12/03/2015

Date Signed

Signature of the Individual

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.

--	--

COO

Sanctuary Medicinals, Inc.

Lawerence High School, 11th grade, 1961

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
Sanctuary Medicinals, Inc.	COO	9/15 - present
Freedom Gyms/ Planet Fitness	Owner	2006 - present
EMD Serono Fertility Lifelines	VP of Operations	2005 - 2008
Freedom Fertility Pharmacy	VP of Operations	2000 - 2008

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

Signature of the Individual

12/4/15
Date Signed

Applicant Non-Profit Corporation _____

SECTION D. EMPLOYMENT AND EDUCATION FORM

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

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

Head of Security

Name of Applicant Non-Profit Corporation

Sanctuary Medicinals, Inc.

Highest Education Attained – Institution, Degree, and Year

NH College, BS Human Services, 1987

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
Sanctuary Medicinals, Inc.	Head of Security	9/15 - present
Sanctuary ATC	Head of Security	1/ 15 -present
Hookset Police Dept.	Patrol Officer	2001- present

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

12-5-15
Date Signed

Applicant Non-Profit Corporation _____

SECTION D. EMPLOYMENT AND EDUCATION FORM

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

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

Head of Cultivation

Name of Applicant Non-Profit Corporation

Sanctuary Medicinals, Inc.

Highest Education Attained – Institution, Degree, and Year

CTI Leesburg, FL Hotel Restaurant Management, 1990

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
Sanctuary Medicinals, Inc.	Head of Cultivation	9/15- present
Sanctuary ATC	Head of Cultivation	1/15 - present
Tree of Life LLC	Co owner and Operator	2/10- present
Support Solutions	Director of Residential Services	2004- 2005
Waban Projects	Director of Residential Services	2002- 2004

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

12-4-15
Date Signed