



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).

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.

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.

SECTION A. APPLICANT INFORMATION

1. Happy Valley Ventures MA, Inc.
Legal name of Corporation
2. Kraig Black
Name of Corporation's Chief Executive Officer
3. 1150 Walnut Street
Newton, MA 02461
Address of Corporation (Street, City/Town, Zip Code)
4. Michael Reardon
Applicant point of contact (name of person Department of Public Health should contact regarding this application)
5. (843) 819-0866
Applicant point of contact's telephone number
6. mreardon@reardondevelopment.com
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.

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.

We have entered into a 10-year Consulting and Cultivation Services Agreement with MJardin Massachusetts, LLC to further our nonprofit purposes. For an upfront fee of \$25,000 and a \$25,000 fee contingent on the award of a license from the state, MJardin provides license application support and consultation on the design and construction of our efficient cultivation facility. Once operational, MJardin will manage all aspects of medical cannabis cultivation and harvest. These services are provided to us using proprietary Standard Operating Procedures and other Intellectual Property to maximize the efficiency of our cultivation operation. The contracted fee for these services is \$185-225 per pound of finished cannabis flower produced and MJardin is reimbursed for ordinary and necessary expenses related to performing these operations. MJardin's management and consulting fees are competitive for the services rendered.

Before entering into this agreement, our Board of Directors will carefully review it to ensure that the terms are fair and compare favorably to those available from alternative service providers.

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.

Happy Valley Ventures MA, Inc. does not have any executed or proposed Related Party Transactions to disclose at this time.

We have adopted a Conflict of Interest Policy to govern related party transactions under which the disinterested directors review the terms of agreement and determine whether they are commercially reasonable and fair. Happy Valley Ventures MA, Inc. will not enter an agreement unless a majority of its disinterested directors vote in favor of doing so.

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.

No members of the Board of Directors are expected to serve as employees of the proposed RMD.

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 of Happy Valley Ventures MA, Inc. are currently 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 Happy Valley Ventures MA, Inc.

We have adopted a Conflict of Interest Policy to govern such transactions under which the disinterested directors review the terms of agreement and determine whether they are commercially reasonable and fair. Happy Valley Ventures MA, Inc. will not enter an agreement unless a majority of its disinterested directors vote in favor of doing so.

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.

We have entered into an Application, Training, and Consulting Agreement with 4Front Advisors, LLC which will further our nonprofit purposes through ongoing consulting support on regulatory compliance and operational best practices. The Contract includes a variable fee of no more than 5% of our gross revenue for ongoing license of IP and related services during the operational phase. The Contract requires reimbursement for ordinary and necessary business expenses related to the Contract. These terms are consistent with 4Front Advisors' commercial terms throughout the country.

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

January 19, 2016

Date Signed

Michael Reardon

Board Chairman

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: MR

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.

Our executive team has a strong background in running non-profit organizations and businesses.

Kraig Black, CEO of Happy Valley Ventures MA, Inc. has spent the last 14 years in the healthcare industry, leading Medafor, Inc. (C.R. Bard/Davol) - a successful medical device company - in positions including Chief Operating Officer and Executive Vice President. In these roles, he was responsible for managing 40+ employees at Medafor headquarters and over 200 independent sales and marketing personnel worldwide. He also led international regulatory approvals in Japa, China, Canada, India, Brazil, EU, Australia, and many other countries. He also grew Medafor product sales from ~\$1M to ~\$50M at time of Bard/Davol acquisition of Medafor in 2013.

Edward Lauth, COO of Happy Valley Ventures MA., Inc. hails from a background in real estate, as well as the bottled water business. Nearly 20 years ago, he was the founder of AquaPenn Spring Water Company (APN: NYSE), the leading provider of private label spring waters for such businesses as Walgreen's, McDonald's, Delta Airlines and Marriott. AquaPenn became the fastest growing bottled water company in the U.S. with plants in California, Florida and Pennsylvania. After going public in 1998, the company was acquired by Paris-based Group DANONE, the number two bottler worldwide. Edward is currently the Managing General Partner of Governor's Harbour Resort & Marina, Ltd., CEO of Shaner Capital and a Director on the Board of Weis Markets, Inc. In addition to his business experience, Edward has supported non-profit experiences with the Centre County United Way, including serving as Campaign Chairman in 2001.

Greg Wisyanski, CFO of Happy Valley Ventures MA, Inc., is a Certified Public Accountant and supported the fiscal operations of Shaner Operating Corp. as Vice President of Taxes from 1996 thru 2015. He was concurrently the CFO of Shaner Capital from 2011 thru 2015. He is currently the CFO of G.M. McCrossin Inc., a top 300 commercial construction firm. Greg also brings to our organization experience in managing non-profit organizations. He was a founding director and past President of the Alternating Hemiplegia of Childhood Foundation (see AHCKids.org). He served numerous roles for 6+ years including President, Treasurer, fundraiser and family support. In addition to his work with AHCF, he served for 8 years on the Special Olympics of Pennsylvania Summer Games management team. This included heading the awards division, then being golf venue coordinator, then equestrian venue coordinator.

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.

Kraig Black, CEO of Happy Valley Ventures MA, Inc. has spent the last 14 years in the healthcare industry, leading Medafor, Inc. in positions including Chief Operating Officer and Executive Vice President. Medafor, Inc. is a medical device company that developed and commercialized a patented hemostatic agent that has been shown to enhance and accelerate the normal blood clotting process. He also holds a Master of Science degree in Biotechnology from The Johns Hopkins University.

Neither our COO or CFO have any direct experience with providing health care services.

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.

Happy Valley Ventures, MA, Inc.'s CEO, COO, and CFO do not have personal experience with providing services for marijuana for medical purposes.

To help us ensure our long-term viability, we have retained 4Front Advisors – a leading consulting firm with substantial expertise in operating and advising best-in-class medical marijuana dispensaries – to help us establish a superior organization that adheres to the highest standards.

4Front Advisors provides unparalleled support and access to the best practices and people within the rapidly evolving cannabis industry. 4Front is committed to providing advanced levels of professionalism and integrity, working only with those who wish to operate a best-in-class cannabis organization.

4Front has developed the most comprehensive set of operating policies and procedures available by leveraging the best practices of leading dispensary operators. 4Front has invested heavily in its support capabilities to ensure clients are operating most efficiently, while maintaining compliance with local regulations. These solutions have been developed according to principles followed by some of the country's most successful retail chains, and tailored to the cannabis industry.

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.

We have engaged MJardin, a national medical marijuana management team since 2010, to oversee our medical use cultivation operations. MJardin manages over 600,000 square-feet of marijuana cultivation space across 28 facilities in Arizona, Colorado and Nevada producing several metric tons of medical cannabis flower products every year. MJardin currently staffs an elite 150-person team of collegiate trained agriculturalists who place special emphasis on consumer safety, regulatory compliance, and meeting patient demand for medicinal products. MJardin possesses over one hundred medicinal strains for the treatment of various medical conditions.

MJardin has a proven track record and zero violations regarding compliance, adherence to local, state, national, and other regulatory bodies governing marijuana production. MJardin has continually worked to educate and train enforcement officers, state Senators, state Representatives, safety officials, and lawmakers on consumer safety, general cultivation processes, seed to sale tracking, and compliance in both already operating states, and states inquiring to establish their own medical marijuana model.

We have engaged Agoge Compliance Management (ACM) to provide security services for our operations. ACM was formed by members who have been in medical marijuana security and compliance management since 2011. The partners in ACM are a team of uniquely qualified law enforcement professionals. Agoge's founding member, Patrick Witcher, has nearly 20 years of Law Enforcement experience with the Kansas City Police Department and as a Special Agent with the Drug Enforcement Administration in Las Vegas. Patrick is currently the President of Buddy Boy Brands, a Colorado company which consists of 7 Marijuana Dispensaries and 6 Marijuana Cultivation Facilities. Craig Kloppenberg and Joel Smith have 9 years of combined cannabis compliance & regulatory experience. Both Craig & Joel worked as Criminal Investigators with the Colorado Marijuana Enforcement Division. Agoge's three partners have over 50 years of combined law enforcement experience and most importantly have very intimate knowledge of all facets of the day to day operations with a major cannabis enterprise. This represents a body of work and experience second to none in the cannabis industry. ACM currently advises clients & government agencies in Colorado, Nevada, Hawaii, Massachusetts, and Maryland.

Agoge Compliance Management (ACM) has a proven track record with compliance and adherence to local and state laws. ACM is available as a resource for training local Law Enforcement officers, City Inspectors and Government Officials. ACM has met with and given numerous tours to various State Legislators seeking knowledge in the Cannabis Industry.

SECTION E. OPERATIONS

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

MJardin's staff is educated and experienced with the requirements for USDA certified organic producers, handlers, and processors of organic products, and will fully comply with all requirements, including but not limited to: Organic production and handling system plans, prohibited and allowed substances, methods, and ingredients, pesticide usage, and recordkeeping. The staff will update the cultivation documents and Organic System Plan (OSP) to reflect any procedural changes made in the production and handling of medicinal cannabis products through the Commonwealth of Massachusetts or the USDA mediated changes in requirements. Additionally, MJardin will enact copyrighted standard operating procedures, employee bylaws, a company handbook, and cultivation manual. The OSP is a component of the company's Cultivation Manual. It outlines how the company's cultivation plan satisfies the requirements for USDA certified organic production and handling. The OSP and Cultivation plan include information regarding: descriptions of processes, production inputs, monitoring practices, recordkeeping systems, Integrated Pest Management protocols, sanitation, consumer and staff safety training, and any other information deemed relevant for full compliance with the Commonwealth of Massachusetts medical marijuana program, and USDA certified organic producers and handlers.

All records and forms required for organic production will be maintained on site by the cultivation manager, and will be made available upon request. These records include information on practices, procedures, and inputs used. They will be maintained to provide sufficient up to date information and will remain on site for a minimum of 5 years.

MJardin utilizes safe, organic pesticides, laboratory testing, and compliance audits to ensure cultivation procedures are met. The company specializes in the use of organic pest and disease management to create the safest possible end product. These management strategies focus on the integration of biological controls for the reduction or elimination of pesticide residue on plant products and the judicious use of safe organic pesticide products. Laboratory testing for potency, residual solvents, and pathogens ensures that no foreign chemicals or pathogens have entered the cultivation operation spontaneously. Lastly, the MJardin Auditing Department ensures the adherence to production standards and laws. Integrated pest management strategies contained in the cultivation manual will be followed by the cultivation manager, and regularly inspected by the auditing staff for adherence to its principles.

MJardin utilizes the most efficient greenhouse technologies for the cultivation of medicinal marijuana for the RMD. In return, this helps minimize the usage of organic fertilizer, water, electrical and gas sources, pesticide applications, labor, overhead costs, and pass-through costs to patients while maximizing space utilization.

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

Our goal is to provide consistent and safe extracts for both the producer and the consumer. We intend to make a variety of Marijuana Infused Products available to our patients. These products include:

- Beverages - 12 oz all-natural juice and tea beverages infused with cannabis oil.
- Tinctures - 1 oz bottle of cannabis-oil-infused agave base tincture with 1 ml dropper application for accurate and consistent dosing.
- Sublingual Sprays - 9 ml bottle of cannabis oil, agave and natural flavor. Atomizer spray top provides accurate and consistent dosing for sublingual application.

- Infused Edibles - Chocolate Bars, Cookies, Brownies, Mints, Capsules, Gumdrops.

Each chocolate bar will be comprised of 4 segments that can be easily broken apart. Bars come in 3 different dosages of THC (single = 50 mg, double = 100 mg, triple = 200 mg) and different flavor profiles, such as Dark Chocolate, Milk Chocolate, Fire Chocolate, Cookies & Cream, Ice Chocolate, and Cherries & Cream Chocolate.

- Vape Pen Oil Cartridges - Extracted cannabis oil that is lab tested for purity and accurate cannabinoid profile packaged in a cartridge ready to use in an electronic vaporizer.

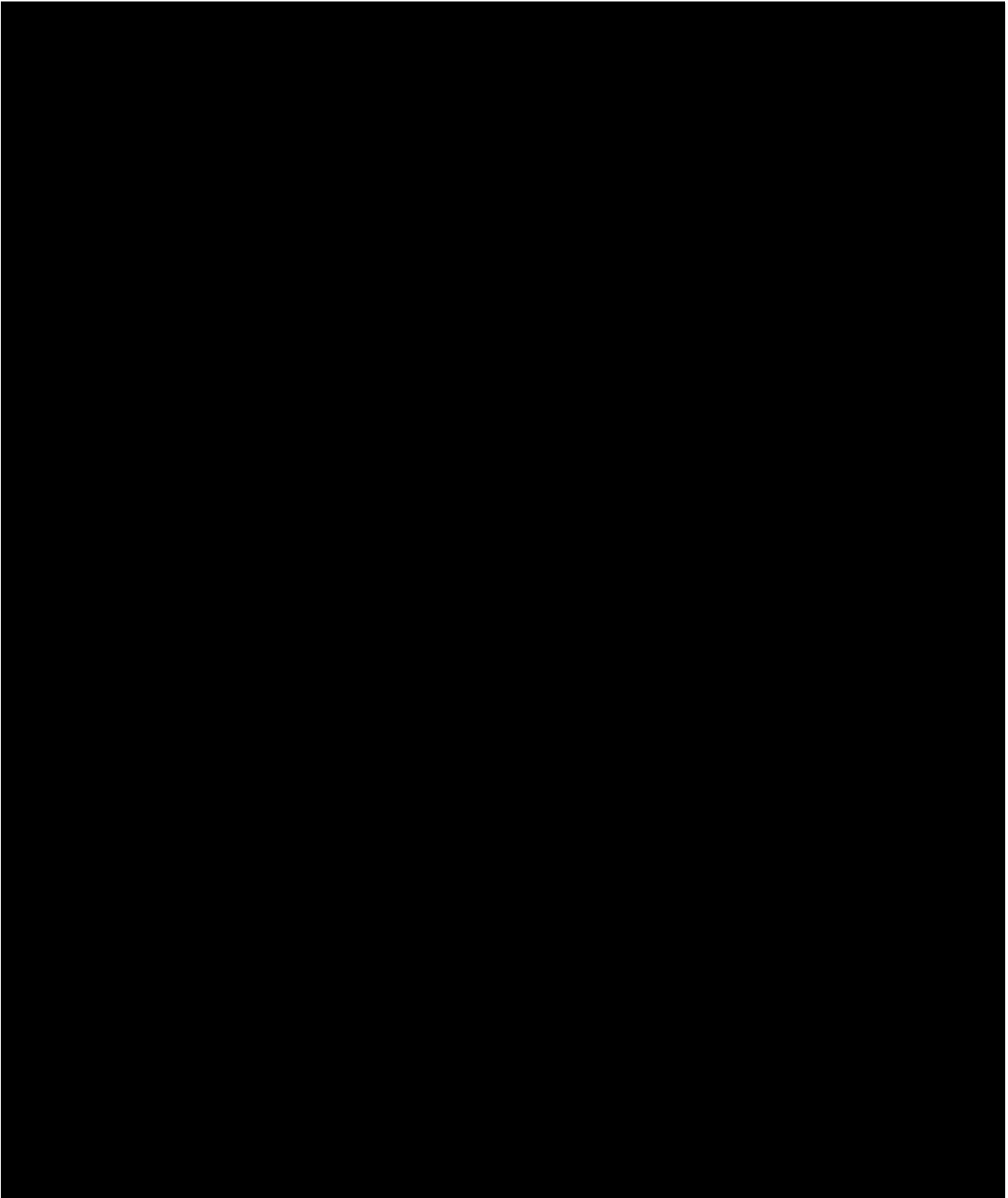
- Topicals - Cannabis infused topical lotions.

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

We plan on utilizing traditional sieved extraction methods, both dry and water-assisted, as well as safe and environmentally friendly CO2 supercritical fluid extraction (SFE). Sifted extracts involve mechanical separation of the trichomes from the plant material. The trichomes contain the essential oils and cannabinoids of the plant. Once separated from the raw botanical material, the trichomes can then be used for vaporization and further processing into infused products and edibles. Ultimately, these extracts will be used to produce safe and desirable products, including hashish, oils, ointments, tinctures, sublingual sprays, medicated gels, and food products of consistent dose and cannabinoid profile.

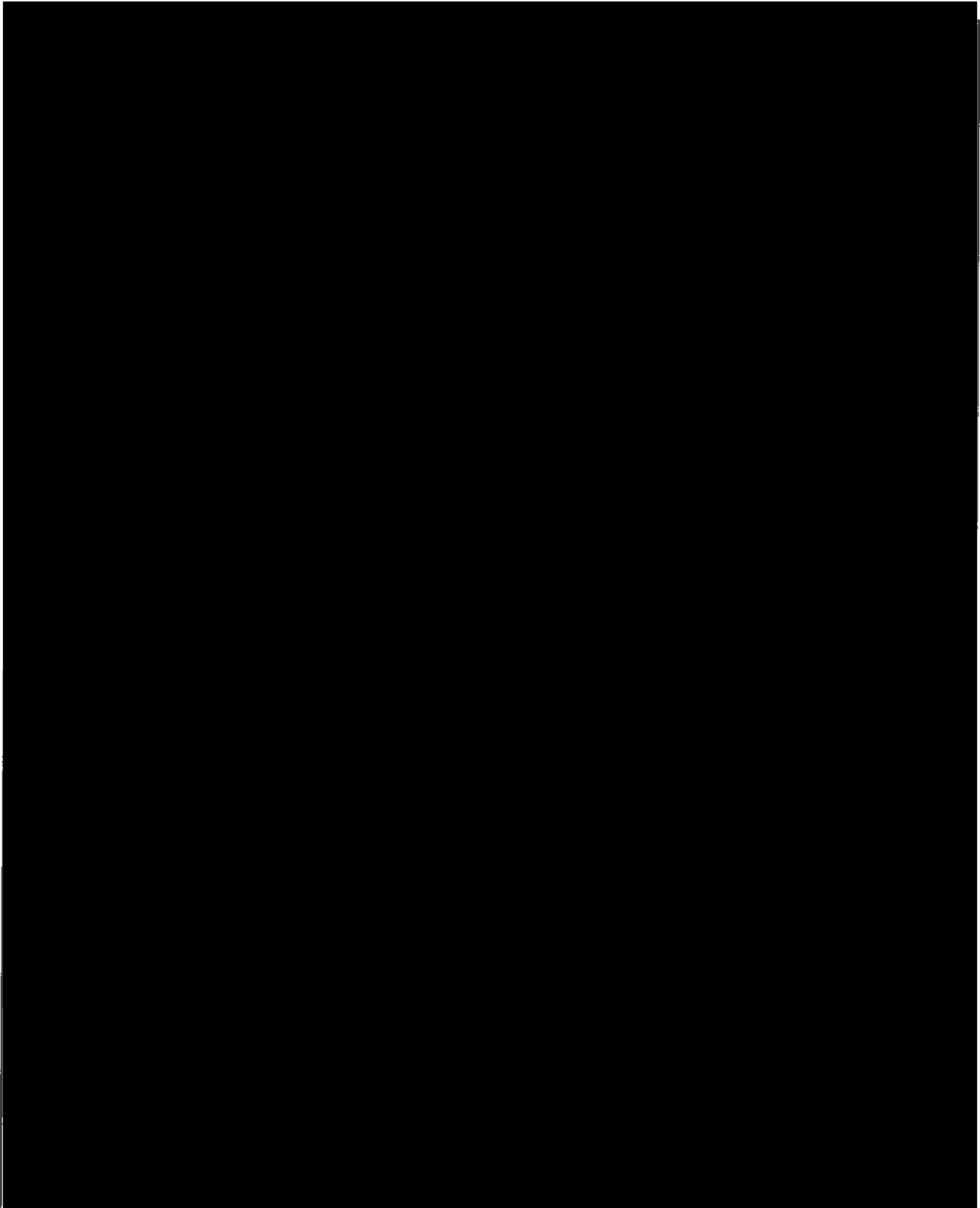
All products, including marijuana-infused baked goods, capsules, tinctures and topical treatments, will be prepared in a processing facility that complies with the Good Manufacturing Practices for Food and food handlers, as well as the Reportable Diseases, Surveillance, and Isolation and Quarantine Requirements. We will ensure that all processing of the leaves and flowers of the female marijuana plant will take place in a safe and sanitary manner. The leaves and flowers used for processing will be well cured, free of seeds, stems, dirt, sand, debris, and other foreign matter. In order to ensure sanitary conditions and prevent contamination, we intend to construct multiple MIP processing areas.

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



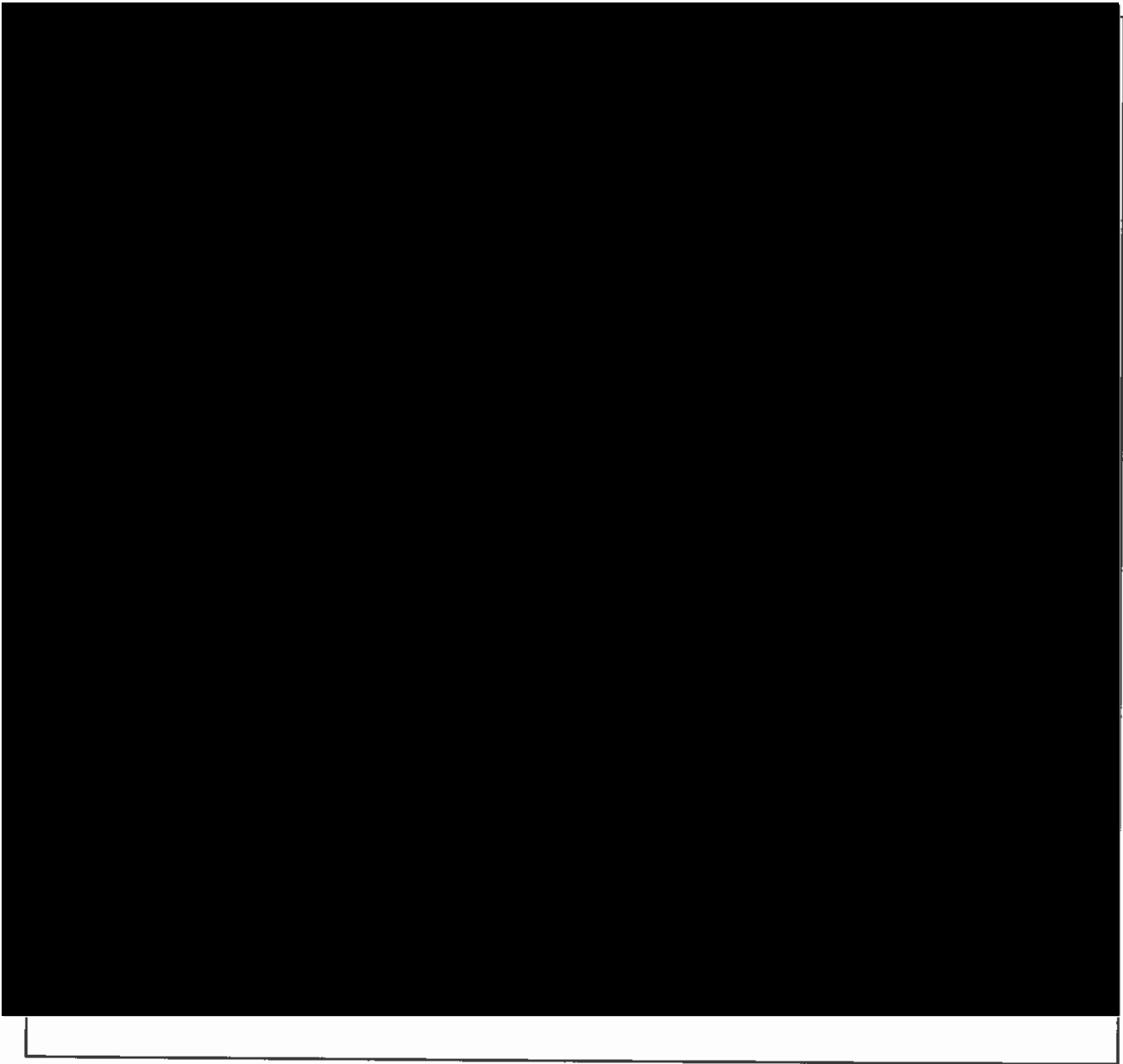
Information on this page has been reviewed by the applicant, and where provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory here: WJ

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

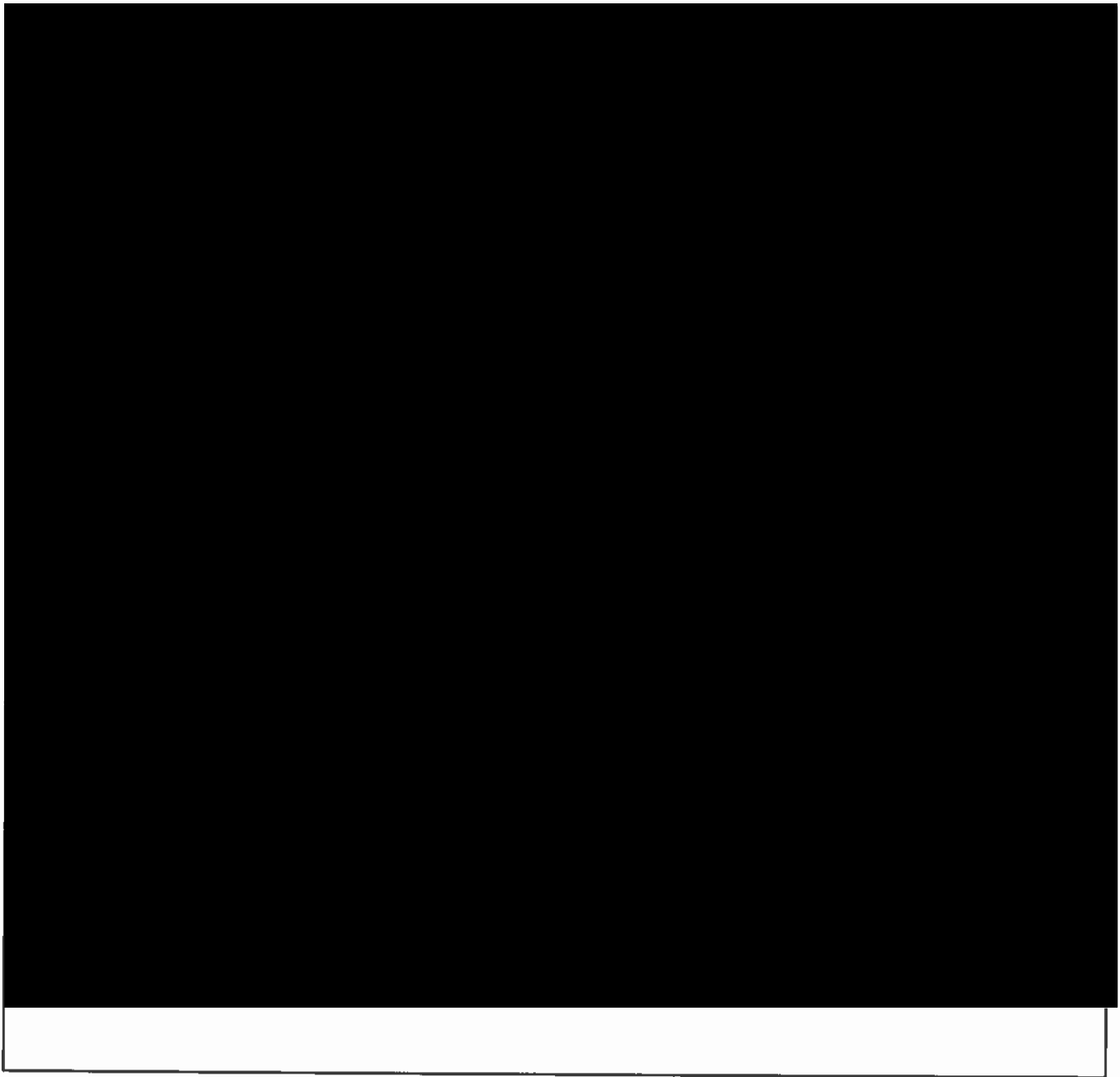


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26. Provide a summary of the RMD's operating procedures for the storage of marijuana for medical use.



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



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



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

All marijuana we cultivate will be tested for contaminants as specified by DPH, including but not limited to molds (ultraviolet light and high powered microscope inspection), residual insecticides, and fungicides (both through chromatographic analysis). Cannabinoid profiles (THC/THC-A/THC-V/CBN/CBD/CBD-A) using HPLC (High Performance Liquid Chromatography) will also be tested. All testing will be conducted by an independent laboratory that has all required accreditations and at a frequency as required by DPH. We will maintain the results of all testing for no less than one year. We intend to execute a contractual arrangement with a laboratory for the purposes of testing marijuana upon notice of provisional registration.

We have established detailed policies and procedures for responding to results indicating contamination, including methods of contaminated product destruction and contamination source assessment. We will use best practices to limit contamination, including but not limited to mold, fungus, bacterial diseases, rot, pests, non-organic pesticides, mildew, and any other contaminant identified as posing potential harm.

Using a sophisticated barcoding and tracking system, all end user product will track back to a production lot. In the unlikely event of contamination or residual ballast, insecticide or fungicide level deemed unacceptable by third party standards, the entire lot can easily be identified and disposed of in a legal and safe manner.

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.

We will implement recordkeeping policies and procedures to ensure that records are maintained as required in any section of 725.000.

We will use BioTrackTHC – an encrypted, secure electronic patient database that is strictly controlled and continually backed up to store required patient records.

A patient record will be established and maintained for each qualifying patient who obtains marijuana from the dispensary. All entries made to the qualifying patient record will be dated and signed electronically by the authorized dispensary agent making the entry, and will include the dispensary agent registry identification number. An entry within the patient record will be made to reflect each purchase, denial of sale, and educational materials provided.

We will manually access and consult with the DPH web-based system. Verification and updates of information to the system will occur during the patient check-in and/or sales process.

All systems accessed by dispensary agents will be password protected. Each authorized dispensary agent will be assigned a unique code that will be used as their electronic signature. A record will be kept of all logins and records created or edited during that login time. Any paper documents that require retention will be stored in a locked cabinet with access limited to the Patient Services Manager and General Manager. Any hard-copy information not stored will be shredded and disposed of in a secure receptacle.

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

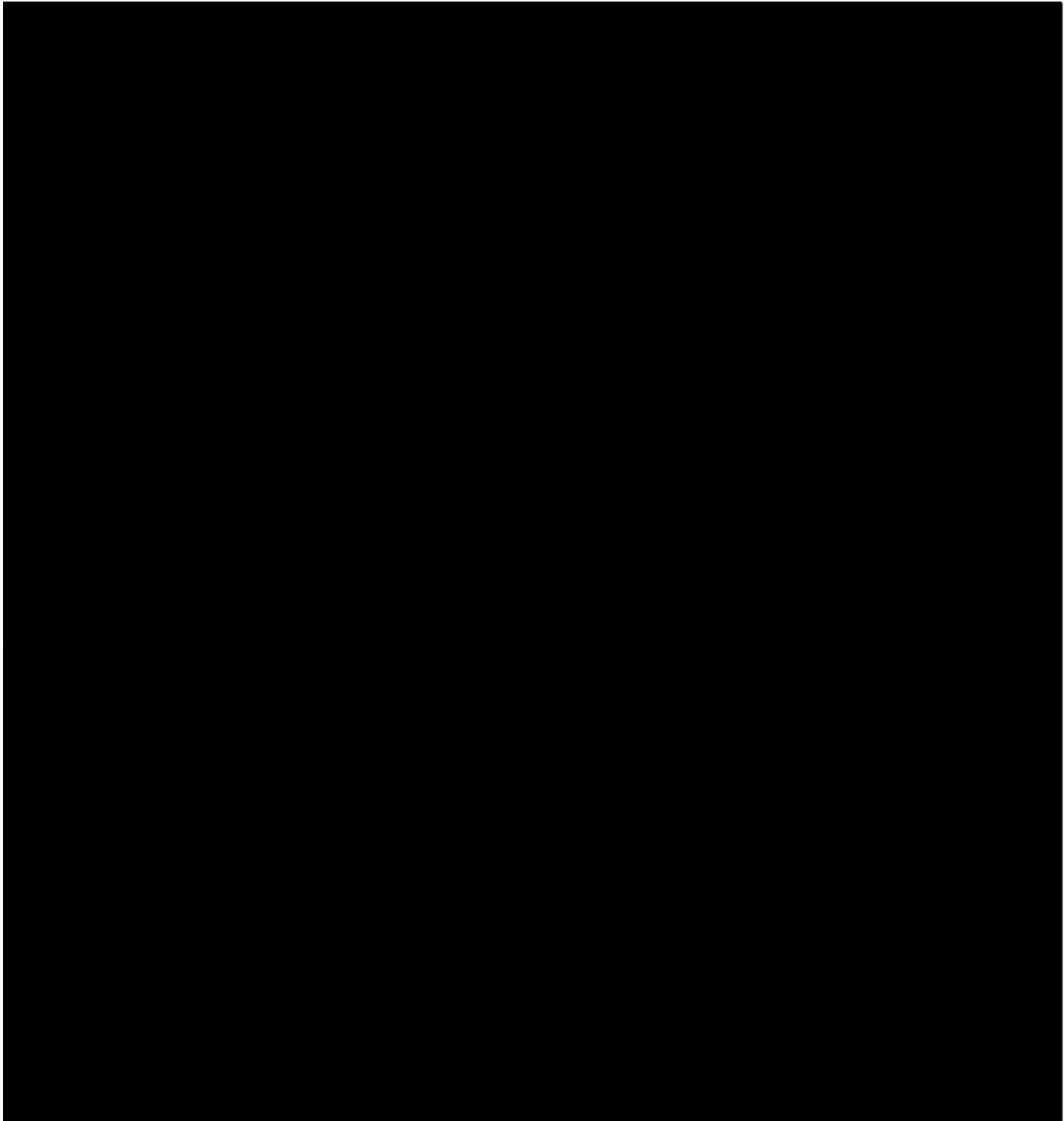
We have a highly developed set of policies to ensure employees have clarity as to what is expected of them and what they can expect from us.

Every employee will receive a detailed Employee Handbook (EHB) including: alcohol, smoke, and drug-free workplace; immediate dismissal for dispensary agents who divert marijuana or engage in unsafe practices; reporting these infractions to law enforcement and/or DPH; safety and security policies; complying with FMLA, COBRA, EEO, Non-Discrimination, Anti-Harassment, ERISA; HIPAA; e-mail policy; 105 CMR 725.000 et. seq.; business and working hours; wages and benefits; employment categories; performance reviews; disciplinary procedures; veteran preferences; CORI checks; and compliance hotline.

Our employees will complete extensive operations and compliance training specific to 105 CMR 725.000 et. seq. We will maintain worker's compensation insurance for all employees.

We will comply with both Massachusetts and Federal requirements for workplace posting.

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



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

In compliance with section 725.000, we will maintain records of:

- Operating procedures – security measures, employee security policies, storage of marijuana, recordkeeping and inventory protocols, plans for staffing and quality control, emergency procedures, drug-free workplace policies, patient education description, pricing standards and procedures, production and distribution policies and procedures – as required by 725.105(A).
- Inventory records as required by 725.105(G).
- Seed-to-sale tracking records for all marijuana and MIPs as required in 725.105(G)(5).
- Personnel records – job descriptions, a personnel record for each dispensary agent that includes a copy of the dispensary agent application submitted to DPH, performance evaluations, documentation of all required training and verification of reference, a staffing plan, personnel policies and procedures, and all CORI reports obtained – in accordance with 725.030 (C).
- Business records including assets and liabilities, monetary transactions, books of account, sales records, and salary and wage information.
- Waste disposal records as required by 725.105(J)(5).
- Purchases, denials of sale, and any delivery options using BioTrackTHC – an encrypted, secure electronic patient database that is strictly controlled and continually backed up.

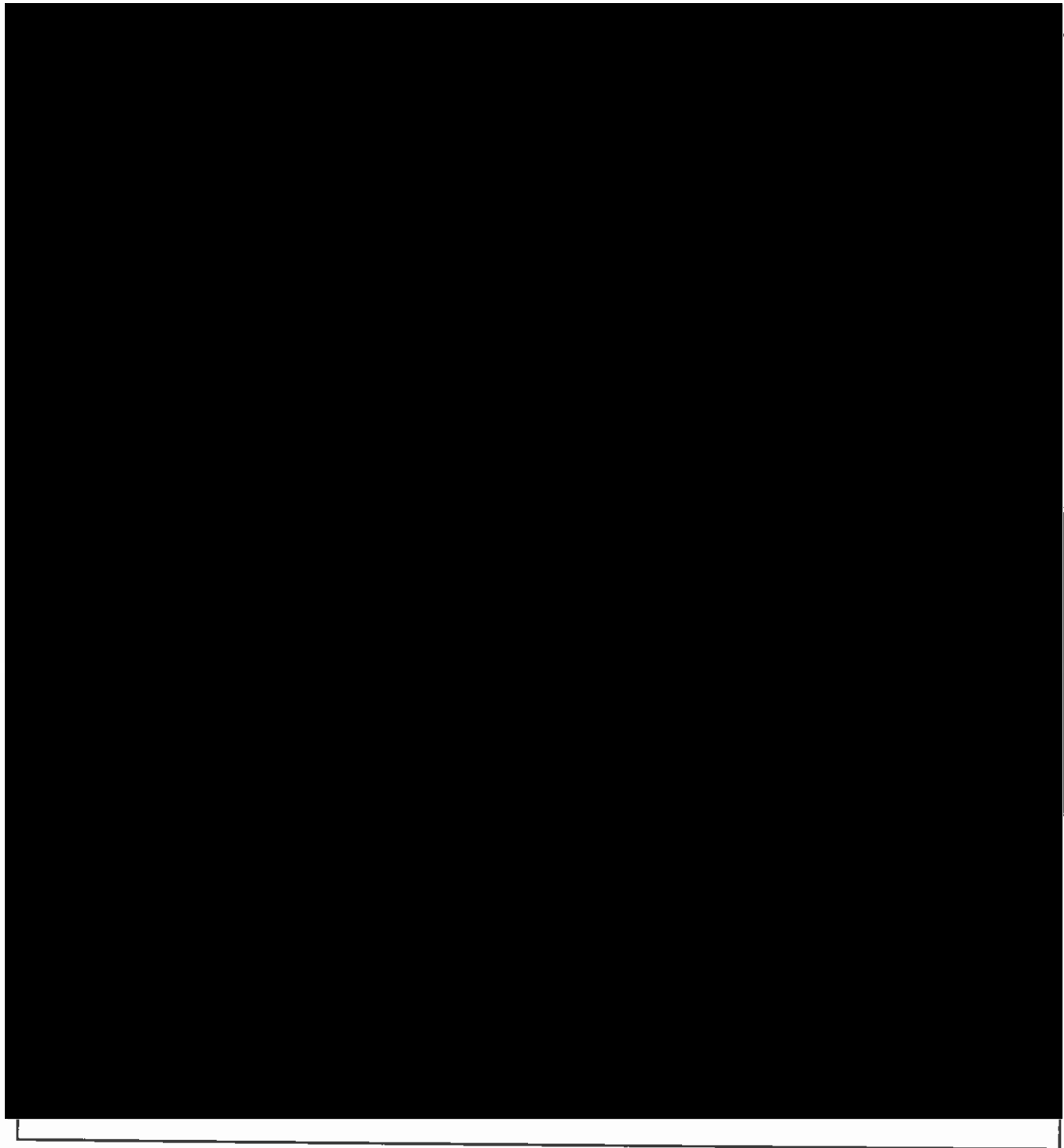
Any paper documents that require retention will be stored in a locked cabinet with limited access, or will be shredded and disposed of in a secure receptacle.

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

We will ensure the availability of an adequate supply of up-to-date educational materials. These materials will be available in languages accessible to all patients we serve, as well as for the visually and hearing-impaired. These materials will be made available for inspection by DPH upon request.

Each patient and caregiver who registers for membership will receive his or her own copy of our Patient Handbook (PH). The contents of the PH will be reviewed in detail with every patient during the patient orientation and registration process. The PH contains a wide variety of topics to educate patients about our company, including: all required warnings as required by DPH; information to assist in the selection of marijuana, including effects of various strains of marijuana, as well as various forms and routes of administration; tools for tracking strains and their associated effects; information describing the impact of potency and its role in determining proper dosages and titrations for different routes of administration; a discussion of tolerance, dependence, and withdrawal; facts regarding substance abuse signs and symptoms, as well as referral information for substance abuse treatment programs; a statement that registered qualifying patients may not distribute marijuana to any other individual, and that they must return unused, excess, or contaminated product to the selling RMD, for disposal; and any other information required by DPH.

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.



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

We plan to provide free and reduced cost marijuana on a sliding scale to patients with verified documented financial hardship.

To be considered for the program, patients must complete a Compassion Program Registration Form used to determine patient eligibility using standards established by DPH.

The following guidelines will be used to make this determination: (A) Is the patient a recipient of MassHealth? If yes, 1 point. (B) Is the patient a recipient of Supplemental Security Income? If yes, 1 point. (C) Is the patient's annual gross household income less than 150% of the federal poverty level for the current year? If yes, 2 points. (D) Is the patient's annual gross household income between 151% and 300% of the federal poverty level for the current year? If yes, 1 point. Any single patient is eligible for up to four (4) points.

We have established the following sliding fee scale based on patients' eligibility for discounted medicine: 4 points / patient responsible for 50% of cost for medicine beyond free 1.0 gram of marijuana flowers or the equivalent in non-smoked medicine products every week; 3 points / patient responsible for 70% of cost for medicine beyond free 1.0 gram of marijuana flowers or the equivalent in non-smoked medicine products every week; 2 points / patient responsible for 80% of cost; 1 point / patient responsible for 90% of cost.

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

All employees go through Orientation Training, Safety Training, and Medical Training, irrespective of department. Upon completion of those modules, employees then complete their respective departmental training programs that cover all of the policies, procedures, knowledge, and skills required to operate effectively and in full compliance within the respective departments.

Our orientation training module includes such topics as:

- Review of the Patient Handbook
- Review of the Employee Handbook
- Review of the Safety Handbook
- Legal Training
- Tour of the dispensary facilities and introductions to fellow staff
- Injury & Illness Prevention Program

Safety Training includes acceptable currency identification and counterfeit detection, warning signs of possible diversion to the illegal market, lock and alarm procedures, perimeter and entrance control, robbery response techniques, conflict resolution techniques, and diversion detection techniques.

Medical Training includes:

- HIPAA
- Rights of and sensitivity toward disabled individuals
- Medical Marijuana Risks & Benefits
- How to provide support to patients and caregivers related to the assessment of symptoms
- Cannabis Use Patterns and the Detection of Dependence
- How to effectively refuse medical marijuana to patients who appear impaired or abusing marijuana.

At a minimum staff will receive 8 hours of ongoing training each year, but generally much more.

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.

We have discussed with insurers options for obtaining and maintaining general and product liability insurance coverage in compliance with 735.105(Q). Specifically, we have confirmed the availability of policies including: general liability insurance for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually, and product liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually, with a liability policy deductible of less than \$5,000 per occurrence.

We will work with the insurer to meet the strict underwriting criteria concerning loss by theft or diversion. Our analysis indicates that many of these criteria match the Department's security requirements, in some cases exceeding them. For example, insurers require security measures to deter and prevent unauthorized entrance into areas containing marijuana, as well as the use of a highly-rated, permanent safe for its storage. Insurers also offer credits to dispensaries, which test 100% of their product, defined as at least one flower from each crop of each strain being harvested, as certified by an independent testing laboratory. The general and product liability coverage we will obtain, upon being awarded a certificate of registration, will meet or exceed DPH requirements.

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
Michael Reardon	\$ 61,840.00	3.8%
Justin W. Harmon	\$ 588,276.00	36.4%
Christopher Wunz	\$ 798,178.00	49.4%
	\$	
	\$	

Entity Name	Leadership Names	Amount of Initial Capital Committed	Percentage of Initial Capital Committed
Reardon Development Group, LLC	Entity CEO/ED: Michael Reardon Entity President/Chair: N/A	\$ 168,694.00	10.4%
	Entity CEO/ED: Entity President/Chair:	\$	
	Entity CEO/ED: Entity President/Chair:	\$	
	Entity CEO/ED: Entity President/Chair:	\$	
	Entity CEO/ED: Entity President/Chair:	\$	

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.



Signature of Authorized Signatory

1/19/2016
Date Signed

Michael Reardon

Print Name of Authorized Signatory

Board Chairman

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.



Signature of Authorized Signatory

1/19/2016
Date Signed

Michael Reardon

Print Name of Authorized Signatory

Board Chairman

Title of Authorized Signatory



William Francis Galvin
Secretary of the
Commonwealth

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

Date: January 19, 2016

To Whom It May Concern :

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

HAPPY VALLEY VENTURES MA, 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.

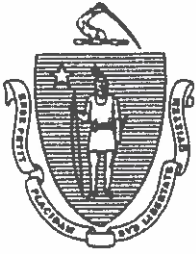
William Francis Galvin

Secretary of the Commonwealth

Certificate Number: 16017356980

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

Processed by: nmc



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

William Francis Galvin
Secretary of the
Commonwealth

September 28, 2015

TO WHOM IT MAY CONCERN:

I hereby certify that

HAPPY VALLEY VENTURES MA, INC.

appears by the records of this office to have been incorporated under the General Laws of this Commonwealth on September 28, 2015 (Chapter 180).

I also certify that so far as appears of record here, said corporation still has legal existence.



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

Processed By TAA

BYLAWS
of
HAPPY VALLEY VENTURES MA, INC.
December 17, 2015

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

JAN 20 2016

RECEIVED

BYLAWS
of
HAPPY VALLEY VENTURES MA, INC.
December 17, 2015

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BYLAWS

Of

HAPPY VALLEY VENTURES MA, INC.

December 17, 2015

ARTICLE 1

General Provisions

Section 1.1 Name. The name of this corporation is Happy Valley Ventures MA, Inc., and shall herein be referred to as "the corporation."

Section 1.2 Offices. The principal business office of the corporation shall be at 1150 Walnut Street, Newton, MA 02461. The corporation may also have offices at such other places as the corporation may require.

Section 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.

Section 1.4 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 law, rule, or regulation 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 designated 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.

ARTICLE 2

Statement of Purposes

The corporation is organized exclusively for nonprofit purposes including, but not limited to, promoting care and relief for patients suffering from debilitating medical conditions, educating the public about related matters, and supporting community-based health and wellness efforts in the Commonwealth of Massachusetts. 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. Any revenue from the corporation shall be used solely in furtherance of the corporation's nonprofit purpose.

ARTICLE 3

Board of Directors

Section 3.1 Authority. 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.

Section 3.2 Composition. The number of directors and the manner by which new directors are nominated and appointed shall be determined by the directors.

Section 3.3 Chairman of Board of Directors. If a chairman of the Board of Directors is elected, he or she shall preside at all meetings of the directors except as the directors shall otherwise determine, and shall have such other powers and duties as may be determined by the directors.

Section 3.4 Terms of Office. The board of directors shall determine the length and number of terms to be served by directors.

Section 3.5 Meetings. The board of directors shall hold annual meetings each year and may select the time and place for annual and other meetings of the board. Other meetings of the board of directors may be called by the president or by a majority of the directors then in office by delivering notice in writing, of the date, time, place, and purpose of such meeting, to all directors at least three (3) days in advance of such meeting.

Section 3.6 Quorum and Voting. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board. 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 different vote is specified by law, the Articles of Organization, or these bylaws.

Section 3.7 Meetings by Remote Communication. One or more directors may attend any annual, regular, special, or committee meeting of the board through telephonic, electronic, or other means of communication by which all directors have the ability to fully and equally participate in all discussions and voting on a substantially simultaneous basis. Such participation shall constitute presence in person at such meeting.

Section 3.8 Action Without a Meeting. Any action required or permitted to be taken at any board meeting may be taken without a meeting if a consent in writing setting forth the action to be taken, shall be signed by all of the directors with respect to such subject matter. Such consent, which may be signed in counterparts, shall have the same force and effect as a vote of the board of directors.

Section 3.9 Waiver of Notice for Meetings. Whenever any notice of a meeting is required to be given to any director under the Articles of Organization, these bylaws, or the laws of Massachusetts, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 3.10 Committees. The board of directors may create such standing and special committees as it determines to be in the best interest of the corporation. The board of directors shall determine the duties, powers, and composition of such committees, except that

the board shall not delegate to such committees those powers which by law may not be delegated. Each such committee shall submit to the board of directors at such meetings as the board may designate, a report of the actions and recommendations of such committees for consideration and approval by the board of directors. Any committee may be terminated at any time by the board of directors.

Section 3.11 Compensation. Directors as such shall not receive any salaries for their service on the board, but directors shall not be precluded from serving the corporation in any other capacity and receiving reasonable compensation.

Section 3.12 Resignation. Any director may resign by delivering a written resignation to the corporation at its principal office or to the president or clerk. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time.

Section 3.13 Removal. Any director may be removed, with or without assignment of cause, by a vote of two-thirds of the entire board of directors at any meeting of the board of directors. No member of the board shall be removed from office unless the notice of the meeting at which removal is to be considered states such purpose and opportunity to be heard at such meeting is given to the director whose removal is sought. Notwithstanding the notice provision of Section 3.4 above, written notice shall be delivered to all directors at least fourteen (14) days in advance of a meeting at which removal is sought.

Section 3.14 Vacancies. Any vacancy occurring in the board of directors shall be filled by the board of directors in accordance with provisions of Section 3.2 above. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

ARTICLE 4

Officers

Section 4.1 Officers. The officers of the corporation shall be a president, vice president, treasurer, and clerk of the board of directors and such other officers as may be elected in accordance with the provisions of this Article.

Section 4.2 Election. The officers of the corporation shall be elected annually by the board of directors at the annual meeting. Each officer shall hold office until a successor shall have been elected and qualified.

Section 4.3 Vacancies. A vacancy in any office because of death, resignation, disqualification, or otherwise may be filled by the board of directors for the unexpired portion of the term.

Section 4.4 Removal. Any officer may be removed, with or without assignment of cause, by a vote of a majority of the entire board of directors at any meeting of the board of directors. No officer shall be removed from office unless the notice of the meeting at which removal is to be considered states such purpose and opportunity to be heard at such meeting is given to the officer whose removal is sought. Notwithstanding the notice provision of Section 3.4 above, written notice shall be delivered to all directors at least fourteen (14) days in advance of a meeting at which removal is sought.

Section 4.5 President. The president shall preside at all meetings of the board of directors. The president, or other proper officer or agent of the corporation authorized by the board of directors, may sign any deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed. The president shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

Section 4.6 Treasurer. The treasurer, or other proper officer or agent of the corporation authorized by the board of directors, shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipt for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors; and in general perform all of the duties incident to the office of treasurer and such others as may from time to time be assigned by the board of directors.

Section 4.7 Clerk. The clerk shall keep the minutes of the meetings of the board of directors in one or more books provided for that purpose; ensure that all notices are given in accordance with the provisions of these bylaws; be custodian of the corporate records; and in general perform all such duties as may from time to time be assigned by the board of directors.

ARTICLE 5

Corporate Transactions

Section 5.1 Contracts. The board of directors may authorize any officer or officers, agent or agents 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.

Section 5.2 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 from time to time may be determined by the board of directors. In the absence of such determination of the board, such instruments shall be signed by the president or treasurer of the corporation.

Section 5.3 Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, brokerages, or other depositories as the board of directors shall select.

ARTICLE 6

Books and Records

The corporation shall keep at the principal office of the corporation correct and complete books and records of account; minutes of the proceedings of board of directors; and a register of the names and addresses of the directors of the corporation. All books, and records of the corporation may be inspected by any director, or agent or attorney thereof, for any proper purpose at any reasonable time.

ARTICLE 7

Restrictions on Activities

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that 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 of the corporation.

ARTICLE 8

Dissolution

In the event of dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes 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 matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on 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 do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

ARTICLE 10

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, however, that the foregoing shall not eliminate or limit the liability of an officer or director to the extent that such liability is imposed by applicable law (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.

ARTICLE 11

Indemnification

The corporation shall, to the extent legally permissible, 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, including, without limitation, 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; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

This Article constitutes a contract between the corporation and the indemnified officers and directors. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer or director under this Article shall apply to such officer or director with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE 12

Amendments to Bylaws

These bylaws may be amended or repealed by a majority vote of the entire board of directors.

(End of Bylaws)

**WRITTEN CONSENT OF THE BOARD OF DIRECTORS OF
HAPPY VALLEY VENTURES MA, INC.
TO CHANGE OFFICERS/DIRECTORS**

The undersigned, being all of the Directors of Happy Valley Ventures MA, Inc. (the "Corporation"), pursuant to Sections 3.2, 3.7 and 4.2 of the bylaws of the Corporation, hereby take the following actions by written consent, such actions to be of the same force and effect as if taken at a meeting duly called and held therefore:

1. To remove Edward J. Lauth, III as President of the Corporation.
2. To appoint Kraig Black as President (CEO) of the Corporation.
3. To remove Christopher Wunz as the Vice President of the Corporation.
4. To appoint Edward J. Lauth, III as the Vice President (COO) of the Corporation.
5. To remove Michael D. Reardon as the Treasurer of the Corporation.
6. To appoint Greg Wisyanski as the Treasurer (CFO) of the Corporation.
7. To remove Justin Harmon as the Clerk of the Corporation.
8. To appoint Michael D. Reardon as the Clerk of the Corporation.

All of the foregoing officer changes shall be effective as of January 15, 2016.

9. To remove Edward J. Lauth, III, Christopher Wunz, and Justin Harmon from the Board of Directors of the Corporation.
10. To appoint Matthew McCabe and Mary Leigh Arnold to the Board of Directors of the Corporation.

All of the foregoing Board changes shall be effective as of January 15, 2016.

As of January 15, 2016, the Board and officer slates shall be as follows:

Board Members

Michael D. Reardon
Matthew McCabe
Mary Leigh Arnold

Officers

President:	Kraig Black
Vice President:	Edward J. Lauth, III
Treasurer:	Greg Wisyanski
Clerk:	Michael D. Reardon

11. To authorize the taking of any and all other actions necessary to effectuate the changes made herein including the filing of a Certificate of Change of Officers/Directors with the Massachusetts Secretary of the Commonwealth.

IN WITNESS WHEREOF, I hereunto set my name and seal of the Corporation this 15th day of January 2016.

Edward J. Lauth, III

Michael D. Reardon

Christopher Wunz

Justin Harmon

SB
Examiner

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF ORGANIZATION (General Laws, Chapter 180)

HP
Name
Approved

ARTICLE I

The exact name of the corporation is:

Happy Valley Ventures MA, Inc.

ARTICLE II

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

See Attached.

C ☐
P ☐
M ☐
R.A. ☐

7
P.C.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

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 qualification 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 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:**

See Attached.

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.

****If there are no provisions, state "None".**

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

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:

1150 Walnut Street
Newton, MA 02461

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

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:			
Treasurer:	See Attached.		
Clerk:			
Directors: (or officers having the powers of directors)			

c. The fiscal year of the corporation 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 corporation is: Jeff Hurwit
1150 Walnut Street
Newton, MA 02461

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) are clearly typed or printed beneath each signature, do hereby associate with the intention of forming this corporation under the provisions of General Laws, Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this 28th day of September, 2015.


Tracey Bolotnick
Hurwit & Associates, 1150 Walnut Street, Newton, MA 02461

Note: If an existing corporation is acting as incorporator, type in the exact name of the corporation, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said corporation and the title he/she holds or other authority by which such action is taken.

Happy Valley Ventures MA, Inc.
Articles of Organization
Article II: Purposes

The corporation is organized exclusively for nonprofit purposes including, but not limited to, promoting care and relief for patients suffering from debilitating medical conditions, educating the public about related matters, and supporting community-based health and wellness efforts in the Commonwealth of Massachusetts. 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. Any revenue from the corporation shall be used solely in furtherance of the corporation's nonprofit purpose.

Happy Valley Ventures MA, Inc.
Articles of Organization
Article IV: Other Provisions

The corporation is organized exclusively for nonprofit purposes. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that 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 of the corporation.

In the event of dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation, as the board of directors shall determine, in accordance with the statutes of the Commonwealth of Massachusetts.

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, however, that the foregoing shall not eliminate or limit the liability of an officer or director to the extent that such liability is imposed by applicable law (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.

The corporation shall, to the extent legally permissible, 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, including, without limitation, 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; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

This Article constitutes a contract between the corporation and the indemnified officers and directors. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer or director under this Article shall apply to such officer or director with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

Happy Valley Ventures MA, Inc.
Articles of Organization
Article VII: Officers and Directors

Officers

Edward J. Lauth III, President
485 Scenery Drive
State College, PA 16801

Christopher Wunz, Vice President
650 Fairway Road
State College, PA 16803

Michael D. Reardon, Treasurer
586 Heron Pointe Blvd.
Mount Pleasant, SC 29464

Justin W. Harmon, Clerk
852 Front Street
Hershey, PA 17033

Directors

Edward J. Lauth III
485 Scenery Drive
State College, PA 16801

Christopher Wunz
650 Fairway Road
State College, PA 16803

Michael D. Reardon
586 Heron Pointe Blvd.
Mount Pleasant, SC 29464

Justin W. Harmon
852 Front Street
Hershey, PA 17033

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION
(General Laws, Chapter 180)

7387

I hereby certify that, upon examination of these Articles of Organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$ 35 having been paid, said articles are deemed to have been filed with me this 28 day of September 2015.

Effective date: _____



WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

COM. CH. 180:1
2015 SEP 28 PM 2:19
1252499

TO BE FILLED IN BY CORPORATION
Contact information:

Tracey Bolotnick
Hurwit & Associates
1150 Walnut Street
Newton, MA 02461

Telephone: (617) 630-6900

Email: tbolotnick@hurwitassociates.com

A copy this filing will be available on-line at www.state.ma.us/sec/cor once the document is filed.