

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

JUN 14 2017

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

Application 3 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*.

Applicants must receive an invitation from the Department to submit a Siting Profile within 1 year of the date of submission of the Management and Operations Profile or the applicant must submit a new *Application of Intent* and fee in order to proceed in the application process.

PROVISIONAL CERTIFICATE OF REGISTRATION

Applicants must receive a Provisional Certificate of Registration from the Department within 1 year of the date of the invitation letter from the Department to submit a Siting Profile. If the applicant does not meet this deadline, the application will be considered to have expired. Should the applicant wish to proceed with obtaining a Certificate of Registration, a new application must be submitted, beginning with an *Application of Intent*, together with the associated fee.

REGULATIONS

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

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

PUBLIC RECORDS

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

QUESTIONS

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

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

Application 3 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 Organization*
- ☒ A copy of the Corporation's Certificate of Good Standing from the Massachusetts Secretary of State. The Certificate of Good Standing must be dated no earlier than 90 days prior to the date the *Management and Operations Profile* is received by the Department.
- ☒ 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: RM

Application 3 of 3

Applicant Non-Profit Corporation _____

SECTION A. APPLICANT INFORMATION

1. Greenbridge Health, Inc.
Legal name of Corporation
2. Mark DeAngelis
Name of Corporation's Chief Executive Officer
301 Edgewater Place Suite 410 Wakefield, MA 01880
3. _____
Address of Corporation (Street, City/Town, Zip Code)
4. Frederick (Rick) McDonald
Applicant point of contact (name of person Department of Public Health should contact regarding this application)
508-523-6968
5. _____
Applicant point of contact's telephone number
6. rick@usadvisory.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 Organization*, 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. The Certificate of Good Standing must be dated no earlier than 90 days prior to the date the *Management and Operations Profile* is received by the Department.
10. Attach a copy of the corporation's bylaws.

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: RM

Application 3 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.

Although Greenbridge Health, Inc. has contemplated such an agreement, as of the date of this submission the proposed RMD has not entered into any agreement with a third party management company. Should Greenbridge enter into any type of agreement with a third party management company in the future, any contracts will compensate for the fair market value of the supplies, equipment, and services. Any loans secured by Greenbridge Health, Inc. will be executed with commercially reasonable terms and in full compliance with Massachusetts law, including laws regarding usury. If required by the DPH, Greenbridge Health, Inc will seek an independent legal opinion to ensure any contractual agreements entered into fully comply with all applicable laws and regulations.

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: RM

Application 3 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.

Greenbridge does not intend to engage in any Related Party Transactions in connection with its RMD operation. However, should Greenbridge engage in any Related Party Transactions, it will follow all DPH Guidance regarding said transactions. Any related party transaction will be approved by a majority of disinterested Directors, will be reasonable, and reflect the fair market value for the supplies, equipment, or services being provided. The Greenbridge Bylaws outline the particular steps the Board of Directors will take in such situations to ensure independence of the Board and its ability to serve its purpose effectively.

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: RM

Application 3 of 3

Applicant Non-Profit Corporation _____

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 also serve as employees of Greenbridge at this time.

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: RM

Application 3 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 of Greenbridge serve as corporate members or board members for any management company, investor, or third party proposed to other contract or otherwise conduct business with Greenbridge at this time. Greenbridge does not intend to utilize a management company or engage in transactions with companies, investors, or other third parties connected to members of the Board of Directors in connection with its RMD operation at this time. If, however, Greenbridge decides to engage in any of the above mentioned transactions, any such action will be at fair market value for any supplies, equipment, or services supplied to Greenbridge.

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: RM

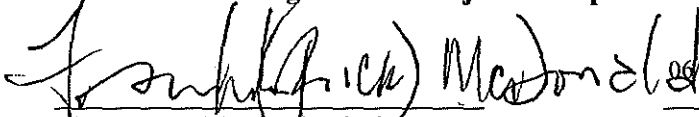
Application 3 of 3

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.

As of the date of this submission, Greenbridge has not executed or proposed any contracts under which a percentage or portion of revenue will be distributed to a third party. Greenbridge understands, as part of a greater community, there may come a time, upon approval of the DPH, a portion of proceeds may be committed back to serve the community.

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."

 06/10/2017
 Signature of Authorized Signatory Date Signed

Frederick (Rick) McDonald

Chairman of the Board of Directors

Frederick (Rick) McDonald
 Print Name of Authorized Signatory

Chairman of Board of Directors
 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: RM

Application 3 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 Mark DeAngelis, was the President and CEO of Data Associates for over 25 years building the firm into a \$30MM company that was eventually purchased by Smart Source, LLC. Mark was responsible for operations, sales and business development. He currently serves as Senior Vice-President for New Business Development and New England Sales Manager. He is, or has served on the Board of several local non-profit organizations.

COO Corey Barnette Corey is a nationally recognized and popular presenter on the subject, and founded and manages operations as CEO of District Growers in Washington DC, a non-profit medical marijuana operation. He has implemented and overseen the entire operation. He has developed daily work activities protocols and SOPs with emphasis on "good grow" practices and ethics and strain breeding. In addition, Corey has overseen recruiting, human resources, training and ongoing supervision of the entire operation. Corey's design preferences including ensuring that the cultivation facility represents a fully sealed, pathogen free environment. Corey's growing preference is hydroponics in a mixture of organic and inorganic nutrients delivering an equal volume of nutrients to each plant regardless of location by utilizing a centralized nutrient reservoir and irrigation systems.

CFO Marifran McKindsey, CPA holds a Bachelor of Science: Accounting Degree issued May, 1996 from Spring Arbor University, Spring Arbor, Michigan. She is a member in good standing of the Massachusetts Society of Certified Public Accountants and the American Institute of Certified Public Accountants. She brings to GreenBridge Health, Inc. a comprehensive background in risk management, project supervision, and quality assurance.

She has twenty (20) years of experience assisting Massachusetts Nonprofit Organizations. For fifteen (15) of those years she was employed by a Massachusetts Certified Public Accounting firm as a senior auditor of Massachusetts Nonprofit Organizations. She supervised and conducted GAAS, Yellowbook, and A-133 audits and prepared financial statements for those clients as well as prepared and submitted mandated online financial information to numerous state and federal agencies.

As a senior auditor she developed long term relationships with a client base of social welfare agencies, low income affordable housing complexes, and art and theater facilities. Her ability to communicate audit results to management and oral representations to Boards of Directors guided those nonprofit organizations to the implementation of required internal control, financial, and risk policies. Utilizing her knowledge she was able to assist these organizations in streamlining their processes and establishing future goals and strategic planning. She also acted on her client's behalf to resolve any disputes with state and federal tax agencies.

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: RM

Application 3 of 3

Applicant Non-Profit Corporation _____

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

Mark DeAngelis, CEO has no direct experience providing business services to health care companies.

Marifran McKindley, CPA, CFO has no direct experience providing services to health care companies.

Corey Barnette, COO has significant experience, since 2010, in business management with health care concerns, including medical marijuana companies in California, NJ and Washington DC. Most particularly, in Washington DC Corey is founder, President and CEO of District Growers, a medical marijuana operator, as well as a national speaker on cannabis in the United States.

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: RM

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.

Mark DeAngelis is CEO. Mark has consulted with and invested in other medical marijuana operations but has no direct experience in providing services to medical marijuana operations.

Marifran McKindley, CPA, CFO has no experience in medical marijuana operations,

Corey Barnette is responsible for marijuana for medical use cultivation operations. Corey has been a medical marijuana cultivator in Washington DC and California, and has more than 6 years as Chief of Cultivation activities/CEO. Corey is a nationally recognized and popular presenter on the subject, heads up operations as CEO of District Growers in Washington DC. He has implemented and overseen design and build cannabis projects throughout the country varying in size from 10,000-135,000 square feet. He has developed daily work activities protocols and SOPs with emphasis on "good grow" practices and ethics and strain breeding. In addition, Corey has overseen recruiting, human resources, training and ongoing supervision of the entire operation. Corey's design preferences including ensuring that the cultivation facility represents a fully sealed, pathogen free environment. Corey's growing preference is hydroponics in a mixture of organic and inorganic nutrients delivering an equal volume of nutrients to each plant regardless of location by utilizing a centralized nutrient reservoir and irrigation systems. Corey only uses safe and natural combative methods including the introduction of beneficial insects such as ladybugs to maintain the integrity of the environment. Corey also brings a variety of carefully selected, tested and proven medical marijuana varieties.

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: RM

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.

Corey Barnette is responsible for marijuana for medical use cultivation operations. Corey has been a medical marijuana cultivator in Washington DC and California, and has more than 6 years as Chief of Cultivation activities/CEO. Corey is a nationally recognized and popular presenter on the subject, heads up operations as CEO of District Growers in Washington DC. He has implemented and overseen design and build cannabis projects throughout the country varying in size from 10,000-135,000 square feet. He has developed daily work activities protocols and SOPs with emphasis on "good grow" practices and ethics and strain breeding. In addition, Corey has overseen recruiting, human resources, training and ongoing supervision of the entire operation. Corey's design preferences including ensuring that the cultivation facility represents a fully sealed, pathogen free environment. Corey's growing preference is hydroponics in a mixture of organic and inorganic nutrients delivering an equal volume of nutrients to each plant.

Bruce Deans is responsible for the RMD security. Bruce has extensive experience in security and compliance relating to facility design, SOPs, training and human resources management. Bruce will assist the RMD in developing protocols for all aspects and design of the vertically integrated cultivation, MIP production, dispensary operation and transportation of medical marijuana. Bruce has experience in formulating training, safety, investigative and securitization of state-of-the-art management protocols and implementation of SOPs to that end.

Bruce is retired from the Suffolk County District Attorney's office where he was ADA & Chief of the Special Prosecutions Unit. In this role, he managed a team of prosecutors, two State Troopers, a Boston Police Detective, and civilian investigators in the investigation and prosecution of organized crime, financial crime and public corruption. Through his career, Bruce has earned and maintained the accreditations of Certified Protection Professional (CPP), Certified Fraud Examiner (CFE). He currently teaches candidates aspiring to attain these certifications. Bruce is a Massachusetts Licensed Private Investigator. Bruce is admitted to practice law before the Massachusetts Bar and three Federal bars. Throughout his career, he prosecuted many matters involving narcotics trafficking and related offenses. He is experienced in designing security programs, conducting security risk assessments and surveys, conducting and supervising unannounced audits designed to test the effectiveness of existing security protocols and related exercises. He is an active member of the High Technology Crime Investigation Association (HTCIA) and receive continuing education from it and the aforementioned organizations. For over 20 years, Bruce was a faculty member of Northeastern University's evening Criminal Justice, program attaining the academic rank of Senior Lecturer. He maintains a very limited law practice.

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: RM

Section D. Experience

3 of 3. See Attachment, Section D, 1 of 3.

Application 3 of 3

Applicant Non-Profit Corporation _____

SECTION E. OPERATIONS

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

General Discussion of Operations

Through the proper use of technology and efficient facility design, we simplify and streamline our tailored aeroponic growing process in a manner that provides plants with exactly what they need, when they need it, in an amount that they need it. The result is a plant that is as healthy as is genetically possible while also meeting sustainability objectives and maintaining an organic growing regime. Additionally, we maintain proven cultivation center operating procedures that are designed to quickly identify and correct adverse occurrences in the garden (See Operations Manual Table of Contents at the end of this section). Our custom growing/ operating methods are proven to deliver impressive results consistently from seed to harvest.

Our Aeroponic Process:

The company has designed its own proprietary Aeroponic systems and process. Aeroponics is the process of growing plants in an air or mist environment without the use of soil or an aggregate medium. Although it is considered a type of hydroponic growing because of the use of water to transmit nutrients, aeroponics differs from conventional hydroponics, aquaponics, and in-vitro (plant tissue culture) growing. Unlike hydroponics, which uses a liquid nutrient solution as a growing medium and essential minerals to sustain plant growth; or aquaponics which uses water and fish waste, aeroponics is conducted without a growing medium.

The basic principle of The company's aeroponic process is to grow plants suspended in a table chamber which forms a closed environment by spraying the plant's dangling roots and lower stem with a sprayed, nutrient-rich water solution (See the Process Diagram).

As part of the process, the clean water is taken from the city's domestic water line and filtered through a reverse osmosis system to less than 75 parts per million. This clean water is stored within a clean-water reservoir ("Clean Water Reservoir"). Clean water is taken from the Clean Water Reservoir as needed to replenish the Nutrient Reservoir where nutrients are kept balanced per the Company's nutrient formula by a Company-designed electronic nutrient dosing system ("Nutrient Reservoir"). Nutrients are pumped from the Nutrient Reservoir through sprayers within the table chamber. Upon spraying, the nutrient-rich water condenses on the walls of the table chamber and flows to the bottom of the table forming a thin film of water on the bottom of the table. This thin film of water serves as a secondary source of nutrients for the plant in the event of a failure of the aeroponic sprayers or other equipment. Beyond a certain level, excess nutrient water drains from the table into a return reservoir (the "Return Reservoir") where it is collected, filtered and re-circulated to the initial Nutrient Reservoir. The company process is a zero-waste system that is replenished only after evaporation and cleaning.

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: RM

Application 3 of 3

Applicant Non-Profit Corporation _____

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

Pursuant to 105 CMR 725.105(C)(5), Greenbridge will produce MIPs in the following forms:

- * Edible;
- * Sublingual;
- * Vapor Cartridges for Metered Dosing;
- * Oromucosal Sprays
- * Topicals

All MIPs will be produced in accordance with Greenbridge's Standard Operating Procedures for the preparations of MIPs. Any MIP which is created to resemble a food or beverage product will be packaged in an opaque package and labeled as required by 105 CMR 725.105(E)(3). Edible MIPs will not bear any reasonable resemblance to any product available for consumption as a commercially available candy. All MIPs will be packaged in plain, opaque, tamper-proof, child-proof containers without depictions of the product, cartoons, or other images other than the Greenbridge logo.

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: RM

Application 3 of 3 Applicant Non-Profit Corporation _____

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

Greenbridge's methods of producing MIPs begin with extraction utilizing carbon dioxide in the liquid phase in a recirculating, closed-loop, system to contain the liquid CO₂, and extract an oil substance containing active ingredients (i.e. cannabinoids) and other substances (water, waxes, terpenes). The next step separates water waxes and other solvents and the decarboxylation of the "acid" form of cannabinoids into "active" decarboxylated form using heat, resulting in the conversion of THC Acid (among other matters), into fully active decarboxylated THC, and the separation of all terpenes. This step is conducted under vacuum in a rotary evaporator and results in a viscous, heavy oil. Lastly, this refined cannabis oil (RCO) will be characterized by HPLC to determine cannabinoid profiling both qualitatively and quantitatively. Once the RCO is determined to be free of unwanted residues it will be placed in a food-grade sealable container, weighed, and quantified. At this point, we can proceed with the final step of producing MIPs with a quality oil.

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: RM

Application 3 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.

Greenbridge will develop and implement SOPs for quality control will include automated systems and detailed monitoring in order to ensure a consistent environment for cultivation. All marijuana will be visually inspected and monitored at all stages of growth. Greenbridge will trace all active ingredients from seed to sale. Greenbridge will implement protocols for testing of potential contaminants and intends to contract with an independent testing facility that is Accredited to the International Organization for Standardization (ISO) 17025 by a third party accrediting body such as A2LA or ACLASS or Certified, registered or accredited by an organization approved by the DPH. Greenbridge will register those responsible for testing as dispensary agents as required by 105 CMR 725.030.

All marijuana will be tested for cannabinoid profiles (THC, THCA, CBD) and for contaminants as specified by DPH including but not limited to mold, mildew, heavy metals, plant-growth regulators and the presence of non-organic pesticides. Greenbridge will maintain the results of testing for at least one year, and follow its policy and procedure for responding to results indicating contamination including the potential destruction of contaminated product and identification and assessment of the source of contamination. Greenbridge will follow policies in place to recall products in the event of contamination in order to protect the safety of our patients.

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: RM

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.

Greenbridge is dedicated to patient care and strict adherence to policies implemented to ensure a patient's right to privacy. Greenbridge will also protect the confidentiality of all patient information including personal caregivers as required by 105 CMR §725.200(D).

All dispensary agents will be trained in the proper handling of patient and caregiver information in order to ensure compliance and protect information as required by 105 CMR §725.105(H). No information will be disclosed without the written consent of the individual to whom the information applies or as required by law pursuant to an order from a court of competent jurisdiction or DPH in carrying out official duties.

Greenbridge will ensure all record-keeping systems containing patient information are password protected and that information is accessible only to the necessary dispensary agents in the course of carrying out their job responsibilities. All patient tracking software will be encrypted and HIPAA compliant. Any physical copies of records will be stored in a secure locked facility.

SOPs for the handling of confidential information are based upon standards developed by Pharmacies for HIPAA compliance. Greenbridge will provide training to all Dispensary Agents regarding confidentiality, HIPAA and compliance with all Massachusetts Laws as well as DPH Rules and Regulations.

Application 3 of 3 Applicant Non-Profit Corporation _____

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

Greenbridge is an equal opportunity employer that will seek to recruit locally within the host community. All board members, employees, executives, managers and volunteers associated with Greenbridge will be registered dispensary agents and remain compliant pursuant to 105 CMR §725.030 (A)-(E). GCT staffing records in compliance with 105 CMR §725.105 (1)(4). Any dispensary agent who has engaged in unsafe RMD practices or diverted marijuana will be dismissed immediately and Greenbridge will notify DPH and law enforcement. DPH will be notified within 24 hours whenever a dispensary agent is no longer associated with the RMD. Greenbridge will provide employees with a detailed Personnel Policy that be contained within the Greencare Employee Handbook and is compliant with with 105 CMR 725.105 (A). All employees will be required to read and familiarize themselves with the contents of the Handbook. The manual outlines policies including, but not limited to:

- Equal Opportunity
- Non-discrimination and Sexual Harassment
- Disaster Plan
- Arbitration
- Attendance
- Employee Status
- Hours
- Meals and Break Periods
- Overtime
- Confidentiality
- Technology
- Conflicts of Interest
- Tours
- Illegal Activity
- Employee Relations
- Performance Improvement
- Termination
- Travel Reimbursement
- Employee Benefits
- Holidays
- Leaves of Absence
- Alcohol & Drug Free Workplace
- Human Resource Records
- Personal Appearance
- Smoke-Free Environment
- Use of Company Property

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: RM

Application 3 of 3 Applicant Non-Profit Corporation _____

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

Greenbridge will keep accurate records in compliance with 105 CMR §725.105 (G)-(I). Greenbridge will maintain and make available to DPH all records required in any section of 105 CMR 725.000 in addition to the following:

Operating procedures as required by 105 CMR 725.105(A),
Inventory records as required by 105 CMR 725.105(G),
Seed-to-sale tracking records for all marijuana and products as required by 105 CMR 725.105(G)(5),
Other records which include, but are not limited to,

- DPH notification of registration of RMD agents
- SOPS
- Results of new/ongoing dispensary agent background checks
- 3rd party financial audits
- waste disposal records
- Compensation records
- Sales records
- Account histories
- Monetary transactions
- Assets & Liabilities
- CORI reports (properly obtained and segregated from other personnel records)
- Training material for dispensary agents
- Staffing and Personnel Plans
- All Corporate Records

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: RM

Application 3 of 3

Applicant Non-Profit Corporation _____

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

Greenbridge will provide extensive information to patients to educate them about the use of marijuana for medical purposes. This information will enable patients to determine the best type of marijuana for medical purposes, distinguish between various delivery systems, determine dosing and timing in order to alleviate pain and suffering caused by their debilitating medical conditions. The materials will be made available to DPH upon request and will include:

- Warnings: marijuana has not been analyzed or approved by the FDA and there is limited information in side effects; potential health risks; marijuana should be kept away from children; driving under the influence of marijuana is prohibited by M.G.L. Chapter 90 §24 and heavy machinery should not be operated while under the influence of marijuana.
- Materials offered to patients and caregivers to enable them to track strains and associated effects
- Information describing proper dosage and titration for different routes of administration emphasizing using the smallest amount necessary to achieve desired effects and explaining potency
- Information regarding tolerance, dependence, withdrawal
- Substance abuse warning signs and symptoms and information regarding treatment programs
- Statements that patients may not distribute marijuana to other individuals and that any unused, excess or contaminated product must be returned to Greenbridge for proper disposal
- Patient Rights and HIPAA
- Other information as required

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: RM

Application 3 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.

Greenbridge is committed to providing patients with affordable safe access to marijuana for medical use. To that end, Greenbridge will provide marijuana for medical use at reduced prices for those patients with verified financial hardship. In order to qualify for the program, patients must provide verification that they are recipients of Masshealth, or Supplemental Social Security Income, or that their income does not exceed 300% of the Federal poverty level.

In order to qualify for the program patients must have a valid registration card, valid identification, complete verification of eligibility as defined by 105 CMR 725.004 and complete the financial hardship application. All applications will be reviewed and a decision regarding eligibility will be made within 10 days of submission.

Membership in the program must be renewed every six months. Greenbridge will audit the program monthly to prevent diversion/abuse by qualifying patients.

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: RM

Application 3 of 3 Applicant Non-Profit Corporation _____

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

Greenbridge is committed to ongoing compliance with all pertinent provisions of Massachusetts law and regulation, including but not limited to background checks, disqualifying drug convictions, disciplinary policies, procedures and records, compliance with inspection, security and other requirements, dispensary security, job descriptions, employment contract policies, business records, patient education, personnel files, alcohol and drug free workplace policy, and all other applicable provisions of the laws and regulations.

Greenbridge will provide a minimum of eight (8) hours of yearly ongoing training to all Dispensary Agents. All training records will include a signed statement of the Agent with date, time and place of the training as well as topics covered and the presenter information. Greenbridge intends to provide training in the following areas:

- Laws and Regulations Regarding the Medical Use of Marijuana 105 CMR 725
- Confidentiality of Patient Matters/HIPAA
- Patients with Disabilities/ADA
- Medical Marijuana/Cannabinoid Science
- Community Relations
- Job Duties and Descriptions
- Personnel Procedures
- Safety/Security Procedures/Law Enforcement Interaction
- Product Handling/Sanitation
- Growing and Cultivation Policies and Procedures
- Cultivation Process
- Inventory Policies and Procedures
- Cash management/safety Procedures
- Quality Control Procedures
- Packaging/Labeling
- Recordkeeping/Reporting
- Waste Disposal
- Incident Reporting

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: RM

Application 3 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.

Greenbridge plans to obtain and maintain a general liability insurance policy with coverage of no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually and product liability insurance for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually. The deductible for such policy shall be no higher than \$5,000 per occurrence. We will seek only an A.M. Best A or A+ rated carrier for placement of coverages. Greenbridge will carry automobile coverage, property and casualty coverage. Coverage will include business interruption protection. Replacement costs will be used to value all property ensuring a full recovery in the event of catastrophe. Business interruption coverage will allow Greenbridge to continue paying employees, vendors, taxes, and fees during reconstruction, if necessary. Coverage will also provide capital for any necessary emergency inventory purchases from another RMD. Greenbridge will also carry personal & advertising injury insurance, as well as employment practice liability coverage for directors and officers. Greenbridge will consider additional coverage based upon needs. In the event that Greenbridge is unable to obtain minimum liability insurance coverage, Greenbridge will place \$250,000 in escrow to be expended for coverage of liabilities. Any expenditure from the escrow account will be replenished within 10 business days. Compliance with 105 CMR§725.105(Q) will be documented in a manner and form determined by DPH.

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

Application 3 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
Mark DeAngelis	\$ 1,300,000.00	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: RM

Application ³ 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:	\$	
	Entity CEO/ED: Entity President/Chair:	\$	

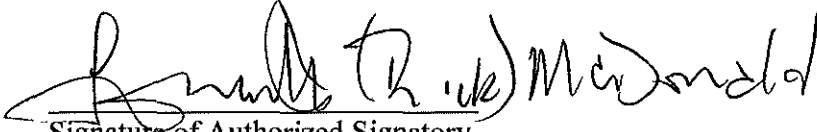
Information on this page has been reviewed by the applicant, and where provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory here: RM

Application 3 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.



Signature of Authorized Signatory

06/10/2017

Date Signed

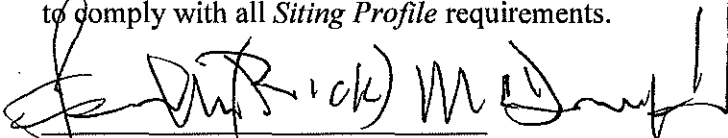
Frederick (Rick) McDonald

Print Name of Authorized Signatory

Chairman of the Board of Directors

Title of Authorized Signatory

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



Signature of Authorized Signatory

06/10/2017

Date Signed

Frederick (Rick) McDonald

Print Name of Authorized Signatory

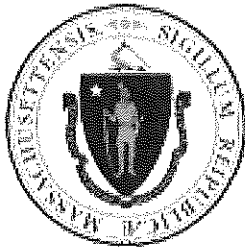
Chairman of the Board of Directors

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: RM

Articles of Organization
Certificate of Good Standing
Corporate Bylaws

Greenbridge Health, Inc.



The Commonwealth of Massachusetts
William Francis Galvin

No Fee

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

Certificate of Change of Directors or Officers of Non-Profit Corporations

(General Laws, Chapter 180, Section 6D)

Identification Number: 001266591

I, MARK DEANGELIS ☒ Clerk ☐ Assistant Clerk ,

of GREENBRIDGE HEALTH, INC.

having a principal office at: 301 EDGEWATER PLACE, SUITE 410 WAKEFIELD , MA 01880 USA

certify that pursuant to General Laws, Chapter 180, Section 6D, a change in the directors and/or the president, treasurer and/or clerk of said corporation has been made and that the name, residential street address, and expiration of term of the president, treasurer, clerk and each director are as follows: *(Please provide the name and residential street address of the assistant clerk if he/she is executing this certificate of change. Also, include the names of any additional officers of the corporation.)*

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code	Expiration of Term
PRESIDENT	MARK DEANGELIS		
TREASURER	MARK DEANGELIS		
CLERK	MARK DEANGELIS		
DIRECTOR	FREDERICK MCDONALD		

SIGNED UNDER THE PENALTIES OF PERJURY, this 9 Day of June, 2017,
MARK DEANGELIS , Signature of Applicant.

Examiner

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Room 1717, Boston, Massachusetts 02108-1512

ARTICLES OF ORGANIZATION

(General Laws, Chapter 180)

Name
Approved

ARTICLE I

The exact name of the corporation is:

GreenBridge Health, Inc.

ARTICLE II

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

The Corporation is organized for charitable purposes, including without limitation, the manufacture of agricultural products. The Corporation, as permitted by law, shall 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.

C ☐
P ☐
M ☐
R.A. ☐

R.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:

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:

301 Edgewater Place, Suite 410, Wakefield, MA 01880

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:	Mark DeAngelis	5 Glen Brook Road, Wellesley, MA 02481	
Treasurer:	Mark DeAngelis	5 Glen Brook Road, Wellesley, MA 02481	
Clerk:	Mark DeAngelis	5 Glen Brook Road, Wellesley, MA 02481	
Directors: (or officers having the powers of directors)	Frederick McDonald	12 Sky Top Dr., Manchester, MA 01944	
	Mark Kennedy	123 Centre Street, Boston, MA 02119	

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:

Scott H. Moskol, Esq. Burns & Levinson, LLP, 125 Summer Street, Boston, MA 02110

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 27 day of March, 20 17.



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.

GreenBridge Health, Inc.
(the "Corporation")

Articles of Organization – Attachment
Article IV

(1) No officer or director shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability, except (to the extent provided by applicable law) for liability (i) for breach of the officer's or director's duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the officer or director derived an improper personal benefit.

(2) The directors may make, amend or repeal the By-laws in whole or in part.

(3) The Corporation may solicit and receive contributions from any and all sources and may receive and hold, in trust or otherwise, funds received by gift or bequest.

(4) No part of the net earnings or the assets of the Corporation shall inure to the benefit of any officer or director of the Corporation or any private individual, except that the Corporation may pay reasonable compensation for services rendered and make payments and distributions in furtherance of its exempt purposes.

(5) Upon the dissolution of this Corporation, its assets remaining after payment of all debts and liabilities of this Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Upon dissolution of the Corporation, it will abide by the provisions within Chapter 180 of the General Laws of the Commonwealth of Massachusetts.

(6) No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(H) of the Internal Revenue Code), and this Corporation shall not participate in, or intervene in, including the publishing of statements, any political campaign on behalf of, or in opposition to, any candidate for public office.

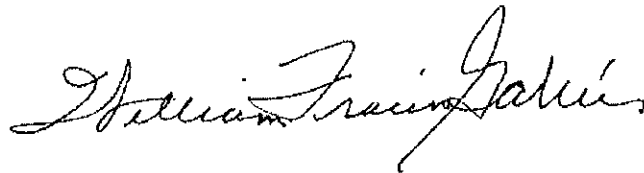
(7) The Corporation must act, or refrain from acting, in any manner as specified in Chapter 68A of the Massachusetts General Laws.

(8) All references herein to (i) the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended, (ii) any chapter of the Massachusetts General Laws shall be deemed to refer to said chapter as now in force or hereafter amended, and (iii) particular sections of the Internal Revenue Code or Massachusetts General Laws shall be deemed to refer to similar or successor provisions hereafter adopted.

THE COMMONWEALTH OF MASSACHUSETTS

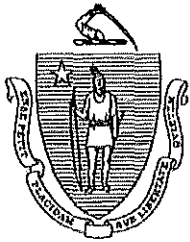
I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are deemed to have been filed with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

March 27, 2017 02:41 PM

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive style with a large, stylized 'G' at the end.

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

March 30, 2017

TO WHOM IT MAY CONCERN:

I hereby certify that according to the records of this office

GREENBRIDGE HEALTH, INC.

is a domestic corporation organized on **March 27, 2017 (Chapter 180)**.

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



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

William Francis Galvin
Secretary of the Commonwealth

BY-LAWS
OF
GREENBRIDGE HEALTH, INC.
(the "Corporation")

ARTICLE I
Members

The Corporation shall not have any voting members. Any action or vote required or permitted by law to be taken by voting members shall be taken by action or vote of the same percentage of the Directors of the Corporation.

ARTICLE II
Purpose and Charitable Trust

Section 1. **Purpose.** The Corporation is organized for charitable purposes, including without limitation, the manufacture of agricultural products.

Section 2. **Charitable Trust.** The Corporation shall have the power to form a separate charitable trust through which it can contribute a portion of its net income.

ARTICLE III
Directors

Section 1. Powers. The Board of Directors shall have the entire charge, control and management of the Corporation and its property and may exercise all or any of its powers.

Section 2. Number and Election. Except as otherwise provided by these By-Laws or in the Articles of Organization, the number of Directors that shall constitute the whole Board of Directors shall be fixed, and the Directors elected, by the Directors at the annual meeting. Any person may be re-elected to unlimited consecutive terms as a Director. The number of Directors shall be fixed from time to time by the Board of Directors of the Corporation.

Section 3. Vacancies. Any vacancy at any time, existing in the Board of Directors, may be filled by the Board of Directors at any meeting. Should the resignation or removal of a Director pursuant hereto result in there being fewer than the number fixed by the Board of Directors, the Board of Directors shall elect such number of new Directors necessary to bring the number of Directors in compliance with these By-Laws.

Section 4. Enlargement 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 Directors.

Section 5. Tenure. Except as otherwise provided by law, by the Articles of Organization or by these By-Laws, Directors shall hold office until the next annual meeting of Directors and thereafter until their successors are chosen and qualified.

Section 6. Resignation. Any Director may resign by delivering his/her 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 other time or upon the happening of some other event.

Section 7. Removal. A Director may be removed from office without cause by vote of a majority of the Directors then in office. A Director may be removed for cause only (a) by a vote of a majority of the Directors then in office, (b) after reasonable notice and opportunity to be heard before the Board of Directors, and (c) at a special meeting of Directors called, among other things, for such purpose.

Section 8. Annual Meeting. The date, place and time of the annual meeting of the Directors shall be fixed by the Directors. In the event that no date for the annual meeting is established or if no annual meeting is held in accordance with the foregoing provisions, a special meeting may be held in lieu thereof, and any action taken at such meeting shall have the same effect as if taken at the annual meeting.

Section 9. Regular Meetings. Regular meetings of the Directors may be held at such times and places as shall from time to time be fixed by resolution of the Board. No notice need be given of regular meetings held at times and places so fixed, subject to the following:

(a) any resolution relating to the holding of regular meetings shall remain in force only until the next annual meeting of Directors, or the special meeting held in lieu thereof; and

(b) if any Director is absent from a meeting of Directors at which a resolution is adopted fixing the times or place or places for any regular meetings, the Clerk or other Director appointed by the Board shall inform the absent Director or Directors of the resolution by mail, facsimile or electronic mail at the Director's or Directors' last known home or business mailing address, facsimile number or email address, and the resolution will not take effect until seven (7) days have passed after these notices are mailed, faxed or emailed or all absent directors have approved the resolution in writing.

Section 10. Special Meetings. Special meetings of the Directors may be called by the President, by the Chairman, by the Clerk, by any two Directors, or by one Director in the event that there is only one Director, and shall be held at the place designated in the notice or call thereof.

Section 11. Notices. Notices of any special meeting of the Directors shall be given to each Director by an officer of the Corporation, either:

(a) by mailing to him/her, postage prepaid, and addressed to him/her at his/her address as registered on the books of the Corporation, or if not so registered at his/her last known home or business address, a written notice of such meeting at least five (5) business days before the meeting; or

(b) by giving notice to such Director in person, by telephone, by facsimile or via electronic mail at least one (1) business day in advance of the meeting.

Notice of a special meeting shall include a proposed agenda for the meeting.

If the special meeting is requested by a Director or Directors other than the President or Clerk, the President or Clerk shall issue a notice to all Directors within twenty-four (24) hours of the request. Should an officer refuse or neglect to issue such notice, any Director may issue the notice.

Notice of the annual meeting of the Board of Directors shall state the date, purpose, time and place of such meeting, and shall be given either:

(a) by mail, postage prepaid, and addressed to him/her at his/her address as registered on the books of the Corporation at least (7) business days before the meeting; or

(b) by telephone, facsimile or email, at least five (5) business days before the meeting.

A written waiver of notice, signed by a Director either before or after the meeting and filed with the records of the meeting, shall be deemed the equivalent of notice. If a Director attends the meeting without protesting prior thereto or at its commencement the lack of notice to him/her, this shall be considered a waiver of such notice.

Section 12. Quorum. At any meeting of the Directors, a majority of the Directors then in office shall constitute a quorum for the transaction of business; provided always that any number of Directors (whether one or more and whether or not constituting a quorum) constituting a majority of Directors present at any meeting, or at any adjourned meeting, may make any reasonable adjournment thereof.

Section 13. Action of Meeting; Voting by Proxy. At any meeting of the Directors at which a quorum is present, the action of the Directors on any matter brought before the meeting shall be decided by vote of a majority of those present, unless a different vote is required by law, the Articles of Organization, or these By-Laws. Voting at any meeting of the Directors may not be done by proxy. The Directors present at a duly organized meeting may continue to transact business notwithstanding the withdrawal of any one or more Directors as to leave less than a quorum.

Section 14. Action by Written Consent. Any action by the Directors, or any committee thereof, may be taken without a meeting if a written consent thereto is signed by all the Directors, or committee members, and filed with the records of the Directors' or committee meetings. Such consent shall be treated as a vote of the Directors or committee members for all purposes. Written consents may be, without limitation, by fax, letter or email.

Section 15. Committees. The Directors may, by vote of a majority of the number of Directors then in office, elect from within the Board of Directors an executive or other committees and may, by like vote, delegate thereto some or all of their powers except those which, by law, the Articles of Organization or these By-Laws they are prohibited from delegating. With the exception of an Executive committee, which shall not include anyone not a current member of the Board of Directors, members of committees need not be Directors unless otherwise provided by the Board of Directors.

Except as the Directors may otherwise determine, any such committee may make rules for the conduct of its business, but unless otherwise provided by the Directors or in such rules, its business shall be conducted as nearly as may be in the same manner as is provided by these By-Laws for the Directors.

The Directors shall have the power to fill vacancies in, change the membership of, or to disband, any such committee. A committee established by the Board of Directors that has become inactive may be reactivated by the President or the Board of Directors.

Chairpersons of each such committee shall be appointed by the President or Chairman of the Board. The chairperson and members of each committee shall serve one-year terms on the committee to which they are appointed, unless removed and replaced prior to the end of such term at the discretion of the President or the Board of Directors, or their prior resignation, and may be re-appointed for successive terms.

A report of all material actions taken by each committee shall be made to all Directors no later than the next meeting of the Board of Directors. Minutes of each committee shall be available to any Director for inspection.

Except as otherwise provided by law, a majority of the members of any committee shall constitute a quorum at all meetings of such committee. Members of any committee may be present at and participate in such meetings by telephone as provided in Article II, Section 16 of these By-Laws. When a quorum is present at any committee meeting, the votes of a majority present and voting shall be necessary and sufficient for the decision of any question brought before the meeting except as otherwise provided by law or the Articles of Organization.

Section 16. Telephone Conference Meeting. The Directors or the members of any committee may participate in a meeting of the Directors or such committee by means of a conference telephone or similar communications equipment by means of which persons participating in the meeting can hear each other at the same time, and participating by such means shall constitute presence in person at a meeting.

ARTICLE IV

Officers

Section 1. Enumeration. The officers of the Corporation shall be a President, a Treasurer, a Clerk, and other officers as may from time to time be determined by the Directors. The Board of Directors may appoint one of its Directors to the office of Chairperson of the Board who shall then preside over all meetings of the Board of Directors and who shall have such other powers and duties of that office as shall be specified by the Board of Directors. The Chairperson shall serve for a one year term and until his/her successor shall have been elected and shall have accepted election, or until his/her earlier resignation or removal. In the event of a tie vote by the Board of Directors, the Chairperson of the Board of Directors shall have a tiebreaker vote, and in such circumstance, he/she shall be entitled to cast two (2) votes.

Section 2. Election and Vacancies. The President, Treasurer and Clerk shall be elected annually by the Directors at this annual meeting or the special meeting held in lieu thereof. Other officers may be chosen by the Directors at such meeting or at any other meeting. 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.

Section 3. Qualification. The President may, but need not be, a Director. Any two or more offices may be held by the same person. The Clerk shall be a resident of Massachusetts unless the Corporation has a resident agent appointed for the purpose of service of process. Any officer may be required by the Directors to give bond for the faithful performance of his/her duties to the Corporation in such amount and with such sureties as the Directors may determine. The premiums for such bonds may be paid by the Corporation.

Section 4. Tenure. Except as otherwise provided by law, by the Articles of Organization or by these By-Laws, the President, Treasurer and Clerk shall each hold office until the next annual meeting of Directors, or the special meeting held in lieu thereof, and thereafter until his/her successor is chosen and qualified. Other officers shall hold office until the next annual meeting of Directors, or the special meeting held in lieu thereof, unless a shorter term is specified in the vote choosing or appointing them. Any person may be re-elected to successive terms as an officer, without limitation.

Section 5. Resignation. Any officer may resign by delivering his/her written resignation to the Corporation at its principal office or to the President or Clerk, and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Section 6. Removal. The Directors may remove any officer appointed by the Directors with or without cause by a vote of a majority of the entire number of Directors then in office; provided, that an officer may be removed for cause only after reasonable notice and opportunity to be heard by the Board of Directors prior to action thereon.

Section 7. President. The President when present, if there be no Chairperson of the Board of Directors, or at his/her absence, shall preside at all meetings of the Directors, or may designate another person to act as presiding officer. He/she shall be the chief executive officer of the Corporation except as the Board of Directors may otherwise provide. It shall be his/her duty and he/she shall have the power to see that all orders and resolutions of the Directors are carried into effect. He/she shall from time to time report to the Directors all matters within his/her knowledge which the interests of the Corporation may require to be brought to its notice. The President shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

Section 8. Treasurer. The Treasurer shall, subject to the direction of the Directors, have general charge of the financial affairs of the Corporation and shall cause to be kept accurate books of accounts. He/she shall have custody of all funds, securities, and valuable documents of the Corporation, except as the Directors may otherwise provide. He/she shall promptly render to the President and to the Directors such statements of his/her transactions and accounts as the President and Directors respectively may from time to time require. The Treasurer shall perform such duties and have such powers additional to the foregoing as the Directors may designate.

Section 9. Clerk. The Clerk shall record in books kept for the purpose all votes and proceedings of the Directors at their meetings and the Board of Directors shall approve the minutes of each meeting at its following meeting. Copies of approved minutes of the meetings of the Board of Directors shall be distributed to all Directors within a reasonable period of time. The Clerk shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

Section 10. Assistant Clerk. In the absence or disability of the Clerk, the Assistant Clerk shall, subject to the direction of the Directors, record in books kept for the purpose all votes and proceedings of the Directors at their meetings and the Board of Directors shall approve the minutes of each meeting at its following meeting. Copies of approved minutes of the meetings of the Board of Directors shall be distributed to all Directors within a reasonable period of time. The Assistant Clerk shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

ARTICLE V

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, By-Laws and records of all meetings of the incorporators and Directors, and records which shall contain the names of all Directors and their record addresses, shall be kept in Massachusetts at the principal office of the Corporation, or at an office of the Clerk or the resident agent, if any, of the Corporation. Said copies and records need not all be kept in the same office.

ARTICLE VI

Interested Directors and Officers

Directors and officers may receive reasonable compensation for their services and may be reimbursed, subject to approval and ratification by the Board of Directors, for reasonable expenses incurred in connection with the affairs of the Corporation, including attendance at meetings. The Board of Directors may determine the salaries or other compensation of Directors and officers and of each employee or agent of the Corporation, whether or not such employee or agent is also a Director or officer of the Corporation. No contract or transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other Corporation, partnership, association, or other organization in which one or more of its Directors or officers are directors or officers, or have a financial or other interest, shall be void or voidable solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes the contract or transaction, or solely because his/her votes are counted for such purpose, nor shall any Director or officer be under any liability to the Corporation on account of any such contract or transaction and no employee or agent of the Corporation shall be prevented from receiving compensation for serving as such by reason of the fact that he/she is also a Director or officer, if:

(a) The material facts as to his/her relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board or committee authorized the contract or transaction by the affirmative votes of a majority of the Directors; or

(b) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved, or ratified by the Board of Directors or a committee thereof. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction, and their votes may be counted for the purpose of a vote by the Directors approving such contract or transaction.

ARTICLE VII

Indemnification

The Corporation shall, to the extent legally permissible, indemnify any person serving or who has served as a Director, officer, employee or other agent of the Corporation, or at its request as a Director, officer, employee or other agent of any organization, or at its request in any capacity with respect to any employee benefit plan, against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him/her in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he/she may be involved or with which he/she may be threatened, while in office or thereafter, by reason of his/her being or having been such a Director or officer (or in any capacity with respect to any employee benefit plan), except with respect to any matter as to which he/she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his/her action was in the

best interests of the Corporation (or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interest of the participants or beneficiaries of such employee benefit plan); provided, however, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise and indemnification therefore shall be approved:

(a) by a majority vote of a quorum consisting of disinterested Directors;

(b) if such a quorum cannot be obtained, then by a majority vote of a committee of the Board of Directors consisting of all the disinterested Directors;

(c) if there are not two or more disinterested Directors in office, then by a majority of the Directors then in office, provided they have obtained a written finding by special independent legal counsel appointed by a majority of the Directors to the effect that, based upon a reasonable investigation of the relevant facts as described in such opinion, the person to be indemnified appears to have acted in good faith in the reasonable belief that his/her action was in the best interests of the Corporation (or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan); or

(d) by a court of competent jurisdiction.

If authorized in the manner specified above for compromise payments, expenses including counsel fees, reasonably incurred by any such person in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the Corporation in advance of the final disposition thereof upon receipt of (a) an affidavit of such individual of his/her good faith belief that he/she has met the standard of conduct necessary for indemnification under this Article, and (b) an undertaking by such individual to repay the amounts so paid to the Corporation if it is ultimately determined that indemnification for such expenses is not authorized by law or under this Article, which undertaking may be accepted without reference to the financial ability of such person to make repayment.

If both the Corporation and any person to be indemnified are parties to an action, suit or proceeding (other than an action or suit by or in the right of the Corporation to procure a judgment in its favor), counsel representing the Corporation therein may also represent such indemnified person (unless such dual representation would involve such counsel in a conflict of interest in violation of applicable principles of professional ethics), and the Corporation shall pay all fees and expenses of such counsel incurred during the period of dual representation other than those, if any, as would not have been incurred if counsel were representing only the Corporation; and any allocation made in good faith by such counsel of fees and disbursements payable under this paragraph by the Corporation versus fees and disbursements payable by any such indemnified person shall be final and binding upon the Corporation and such indemnified person.

The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any such indemnified person may be entitled. Nothing contained in this Article shall affect any rights to indemnification to which corporate personnel other than the persons designated in this Article may be entitled by contract, by vote of the Board of Directors, or otherwise under law.

By action of the Board of Directors, notwithstanding any interest of the Directors in such action, the Corporation may purchase and maintain insurance, in such amounts as the Board of Directors may from time to time deem appropriate, on behalf of any person who is or was an officer, Director, employee or other agent of the Corporation or who is or was serving at the request of the Corporation as an officer, Director, employee or other agent or another organization, or with respect to any employee benefit plan, against any liability incurred by such person in any such capacity, or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify such person against such liability.

As used in this Article the terms "person," "Director," "officer," "employee," and "agent" include their respective heirs, executors and administrators, and an "interested" Director or officer is one against whom in such capacity the proceedings in question or other proceedings on the same or similar grounds is then pending.

If any term or provision of this Article, or the application thereof to any person or circumstances, shall to any extent be held invalid or unenforceable, the remainder of this Article, or the application of such term or provision to persons or circumstances other than those as to which it is held invalid or unenforceable, shall not be affected thereby, and each term and provision of this Article shall be held valid and be enforced to the fullest extent permitted by law.

ARTICLE VIII

Amendments

A majority of the Directors present and voting at any meeting of the Board of Directors may make, amend, or repeal these By-Laws, in whole or in part, provided that notice describing the proposed amendment has been given in writing pursuant to the provisions hereof.

ARTICLE IX

General

Section 1. Corporate Seal. The corporate seal shall be in a form determined from time to time by the Board of Directors.

Section 2. Fiscal Year. The fiscal year of the Corporation shall be the calendar year accounting period, unless otherwise determined by the Board of Directors.

Section 3. Execution of Instruments, Receipt and Disbursement of Funds. Except as otherwise provided in these By-Laws or as the Board of Directors may generally or in particular

cases authorize, all instruments, documents, deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the Corporation shall be signed by the President, Vice President or Treasurer. Facsimile signatures may be used in the manner and to the extent authorized generally or in particular cases by the Board of Directors. The Board of Directors may designate such other officer or officers who, in addition to or instead of the Treasurer, shall be authorized to receive and receipt for all monies due and payable to the Corporation from any source whatever, to endorse for deposit checks, drafts, notes, or other negotiable instruments, and to give full discharge and receipt therefore. Funds of the Corporation may be deposited in such banks or with such other corporations, firms, or individuals as the Board of Directors may from time to time designate.

Section 4. Voting of Securities. Except as the Board of Directors may otherwise designate or require, the President may appoint any person or persons, with or without power of substitution, to act as, proxy or attorney in fact for the Corporation at any meeting of stockholders of any other Corporation, the securities of which may be held by this Corporation.