



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

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

MARYLOU SUDDERS
Secretary

MONICA BHAREL, MD, MPH
Commissioner

Tel: 617-660-6370
www.mass.gov/medicalmarijuana

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SEP 28 2015

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).

Application 2 of 2

Applicant Non-Profit Corporation _____

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

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

All fees are non-refundable and non-transferable.

REVIEW

Applications are reviewed in the order they are received.

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

PROVISIONAL CERTIFICATE OF REGISTRATION

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

REGULATIONS

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

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

PUBLIC RECORDS

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

QUESTIONS

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

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Application 2 of 2

Applicant Non-Profit Corporation _____

CHECKLIST

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

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

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Applicant Non-Profit Corporation _____

SECTION A. APPLICANT INFORMATION

1. Mass Medi-Spa Inc.
Legal name of Corporation
2. Jeffrey Craig Roos
Name of Corporation's Chief Executive Officer
3. 84 Polpis Rd, Nantucket MA, 02554
Address of Corporation (Street, City/Town, Zip Code)
4. Jeffrey Craig Roos
Applicant point of contact (name of person Department of Public Health should contact regarding this application)
5. 551-689-5179
Applicant point of contact's telephone number
6. jeff@massmedispa.org
Applicant point of contact's e-mail address
7. Number of applications: How many *Management and Operations Profiles* do you intend to submit?
2

SECTION B. INCORPORATION

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

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

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Application 2 of 2 Applicant Non-Profit Corporation _____**SECTION C. NON-PROFIT COMPLIANCE**

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

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

The independent Board of Trustees has identified a company that it intends to utilize: South Shore BioPharma LLP., which will be responsible for purchasing property, vendor services, cultivation supplies, equipment and other expenditures for the non-profit.

Mass Medi-Spa Inc. has not yet executed or proposed any contracts or agreements with any third party management companies including South Shore BioPharma LLP. Once management contracts are executed or proposed, they will be in full compliance with all applicable Massachusetts state laws, including Ch. 369 of the Acts of 2012 & the regulations at 105 CMR 725.000. All transactions will be completed at arms length and at fair market value for any real estate, services, supplies or equipment being provided through any transactions with any company or individual.

Any loans that are executed will be on commercially reasonable terms and in full compliance with Massachusetts law, including laws regarding usury.

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Applicant Non-Profit Corporation _____

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

The non-profit has not yet proposed or executed any contracts or agreements regarding transactions with any Related Parties.

Any transactions that occur between the non-profit and a Related Party will be a result of a majority vote of the Board of Trustees, the majority of whom are "independent" trustees (i.e. those without a conflict of interest in said transaction).

If any director of the non-profit has a financial interest in a transaction involving the non-profit, that director must disclose said interest and recuse himself or herself from deliberating or voting on moving forward with the conflicted transaction.

All members of the executive management team and all staff, as appropriate, will provide information to the independent Board of Trustees regarding any proposed transaction so that trustees can determine if said terms are fair and reasonable.

All vendor transactions will require at least two competitive bids for review by the independent Board of Trustees to guarantee that vendor pricing is competitive and at fair market value. Independent board review will ensure that all transactions are in the best interest of the patients and in furtherance of the company's non-profit purpose.

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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.

Jeffrey C. Roos, President / Chief Executive Officer

As CEO Jeffrey's role is to implement the Company's long and short term goals.

Elliot DeSanto, Chief Financial Officer

As CFO Elliot's role is to be responsible for the financial management and oversight of the organization.

Daniel Balling, Chief Operations Officer / Pharmacist

Dan's role is to oversee all dispensary operations, focusing on delivering patient specific cannabis treatment plans.

Michael Lindley, Head of Security

As Head of Security Mike's role is to implement and oversee the security plan to ensure that all employees and patients are safe and that the Company complies with all reporting and tracking procedures.

David William Coffin, Head of Production

As Head of Production David's role is to oversee the development of our marijuana infused products.

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Applicant Non-Profit Corporation

I4. 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.

Jeffrey Roos, Chief Executive Officer and President of the Board of Trustees is also a corporate member of the management company South Shore BioPharma LLP., an entity that is proposed to conduct business with Mass Medi-Spa Inc.

David William Coffin, a member of the Board of Trustees, is also a corporate member of the management company South Shore BioPharma LLP., an entity that is proposed to conduct business with Mass Medi-Spa Inc.

Mary Joan Roos, a member of the Board of Trustees, is also the spouse of an executive for the management company South Shore BioPharma LLP., an entity proposed to conduct business with Mass Medi-Spa Inc.

Any transactions that occur between the non-profit and its management company South Shore BioPharma LLP. will be dependent on a majority vote by the independent Board of Trustees, after the above mentioned individuals have disclosed said interest and recused himself or herself from deliberating or voting on moving forward with the conflicted transaction.

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Applicant Non-Profit Corporation _____

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

No contract or agreement has been executed or proposed under which a percentage or portion of the RMD's revenue will be distributed to a third party.

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



Signature of Authorized Signatory

Jeffrey Craig Roos

08/27/2015

Date Signed

President / Chief Executive Officer

J

Print Name of Authorized Signatory

Title of Authorized Signatory

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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.

Jeffrey Roos, CEO, Elliot DeSanto, CFO and Daniel Balling, COO do not have any direct experience running a non-profit organization, however the extensive non-profit experience and knowledge of our COO, John Marcus will ensure the company operates in full compliance with all applicable regulations for non-profit entities.

John Marcus, Chief Operations Officer

John has over 10 years of non-profit experience. He served as the Senior Vice President for Business Development and Marketing at TERI, the largest private loan guarantor and a leading non-profit provider of college access programs from 2007-2009. John also served as the President of Nellie Mae, a Sallie Mae Subsidiary and the 10th largest student loan company in the U.S. where he oversaw the sales, marketing and operation areas of the non-profit company from 1994-2007.

Additionally, John has served in a number of leadership positions including:

- Trustee for Massachusetts College of Liberal Arts
- Trustee for The Sage School, an independent school for gifted children
- Chair of the Board of Directors for Notre Dame Mission Volunteer - AmeriCorps
- President and Treasurer of the Massachusetts Association of Student Financial Aid Administrators
- Vice President, Post-Secondary, Massachusetts School Counselors Association

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

Jeffrey Roos, CEO, Elliot DeSanto, CFO and John Marcus, COO do not have any direct experience providing health care services, however the knowledge and experience of our Pharmacist and COO, Dan Balling will ensure the company operates in a manner that resembles a pharmacy model.

Daniel Balling, Chief Operations Officer

Dan has over 9 years of experience as a licensed pharmacist and is the owner/operator of Dan's Pharmacy, a full service pharmacy located on Nantucket. Dan's Pharmacy provides a variety of health care services including home medical supplies, compounding services, vaccination programs, medication therapy management and wellness information.

Dan's Pharmacy has been operational since December 12, 1999. Prior to opening his own pharmacy, Dan was a pharmacist at Island Pharmacy in Nantucket from 1988 - 1999. Dan earned a degree in biology from the Rochester Institute of Technology and graduated from the Massachusetts College of Pharmacy with a Bachelor in Pharmacy. Dan became a RPH in 1987.

As COO, Dan will manage the dispensary operations and oversee the production facility.

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

While Jeffrey Roos, CEO, Elliot DeSanto, CFO, John Marcus, COO and Dan Balling do not have any direct experience providing services for marijuana for medical purposes, these officers have worked closely with the company's consultant David Threlfall of Trill Alternatives in Boulder, CO since 2013 on plans to provide such services and look forward to leveraging his knowledge and expertise in this area.

David Threlfall, Trill Alternatives

David has over 7 years of experience providing services for marijuana for medical purposes. At Trill Alternatives, David aided in the development of customized treatment programs that have helped countless people dealing with various conditions including but not limited to cancer, pain, rheumatoid arthritis and epilepsy. Although Trill Alternatives operates in Boulder, CO (a market that is now legal recreationally) Trill has chosen to continue operating with a focus solely on the medical market in order to focus on the healing properties of the cannabis plant.

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.

David Threlfall, Trill Alternatives

David will be responsible for marijuana for medical use cultivation operations. David has been producing high quality medical marijuana for over 7 years in Boulder, Colorado, the most regulated city for medical marijuana in the state. During that time David has learned to identify and solve for almost every kind of problem a grow warehouse can see including but not limited to pests, mold, sick plants and natural disasters.

While at Trill Alternatives, David has refined his cultivation techniques to include all the best practices resulting in a superior method that yields the highest quality organic medicine. David has been successful in breeding high CBD strains of medical marijuana which are then made into non-psychoactive products that are used to treat a variety of autoimmune diseases including cancer, pain, rheumatoid arthritis and epilepsy, just to name a few. Currently, Trill carries more non-psychoactive products than anyone else in the state of Colorado and is focused on educating people about medical marijuana and coming up with a program that the customer feels comfortable and safe using.

Michael Lindley, Head of Security

Mike will be responsible for the RMD security plan and operations with providing services for marijuana for medical purposes. As a Massachusetts resident, Mike has not yet provided services for marijuana for medical purposes, but will be the individual responsible for contracting a third-party vendor such as Canna Security America ("CSA") or New England based SIGNET to implement the company's security plan and security operations.

CSA

CSA was created in 2009 by Dan Williams to address the growing needs of the evolving medical cannabis industry. The company has over 6 years of experience providing security systems, equipment, and security personnel to the cannabis industry nationwide.

SIGNET

With over 40 years of experience SIGNET is the largest privately held systems integrator in New England, providing a competitive bid for Mass Medi-Spa's complete security operational plans (including design-build, installation, training, technical support and service at both planned facilities).

SIGNET holds a Massachusetts Department of Public safety "S" license, meaning every employee has undergone a background (CORI) check. The company has provided security services for numerous healthcare & pharmacy clients. The company has extensive experience complying with DPH regulations serving over 60 public safety facilities in Norwell as well as the Nantucket Police Department & the Nantucket Airport.

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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.**

Our strains will be carefully chosen to allow a wide range of options for our patients. We will carefully select stock plants by germinating the seeds and then selecting the best females for clone production. The stock plant of each mother plant will be cloned in order to provide a steady supply of genetically identical females of each plant. We will take great care to ensure that our selection of plants encompasses the full spectrum of genetic variation and medical benefits available in marijuana. Propagating each plant from a clone will give patients confidence in the consistency of dose when using a particular plant.

Environment: Our grow rooms are roughly 65 x 13 x 12, a size that will make it easy to control temperature and humidity levels as well as maintain the garden. The ideal environment has relative humidity in the range 50%-55% that remains consistent throughout the day and night time cycle. The day and night time temperature will be kept within a range of 72°-76°F. Intake and exhaust air will be filtered. The constant temperature and clean air supply will ensure a contaminant-free garden.

Pots: Plants will be transferred from clone trays to 4 inch pots and then onto a 1/2 gallon grow bag during their vegetative phase. Plants will be transplant into flowering beds. A soil blend of dirt, compost, castings, cocoa and perlite will be used throughout.

Watering: Plants will be watered one by hand with pump and hose from a 60 gallon reservoir located in each room. This will insure complete and even watering throughout each bed. An individual batch of compost tea will be brewed in each room per stage of development. Having staff hand-water each room allows for constant visual inspection for pests or growing issue of any kind.

Pest Control: We will use only safe and organic pest control products. Foliar applications of compost teas will defend plants against a range of foreign bacteria and fungi while creating a healthy balance of beneficial microbes on the leaf surface. Beneficial fungi and microbes will balance life in the soil to keep pests out.

Clones: Clones greatly reduces the risk of impurities and contamination and guarantees consistent product. We will use the latest industry best practices and techniques when producing clones. Clones are to be cut and labeled from the mother plants and placed into a cloner. Water and air temperature will be maintained at optimal levels for fast, healthy cloning. A healthy root system takes two weeks to form, and once present the clones are transferred to vegetative rooms.

Harvesting: Once 80% of the trichomes on the plants have turned a light amber color, the plants will be cut. All leaves are then removed for use in MIP production. Remaining stalks and flowers will be trimmed and hung in a dark room at 70°-75°F and 40% humidity to properly dry out for 10 days. Finally, once the flowers are dry they will be trimmed from the stem and put in glass jars for a two week curing process.

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

All infused products will include a standard dose of pure cannabis oil extract, extracted on-site with an advanced CO2 supercritical fluid extraction machine.

CBD MIPs (low or no THC)

- CBD Topical Lotions/Balms: Topical beeswax lotions/balms emulsified with CBD-rich cannabis oil
- CBD Lozenges: Sub-lingual lozenges made with CBD-rich cannabis oil
- CBD Capsules: Oral capsules containing CBD-rich cannabis oil
- CBD Sub-Lingual Sprays: Spray bottle containers of sub-lingual CBD-rich cannabis oil spray
- CBD Vaporizer Products: Vaporizer cartridges pre-filled with CBD-rich cannabis oil

THC MIPs (10mg active THC per serving)

- Topical Lotions/Balms: Topical beeswax lotions/balms emulsified with lab tested cannabis oil
- Lozenges: Sub-lingual lozenges made with lab tested cannabis oil
- Capsules: Oral capsules filled with lab tested cannabis oil
- Sub-Lingual Sprays: Spray bottle containers of sub-lingual cannabis oil spray
- Vaproizer Products: Vaporizer cartridges pre-filled with cannabis oil

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

All MIPs will be produced using a standardized dose of 10mg per patient serving using only the finest quality CO2 cannabis extract.

Methods of Production:

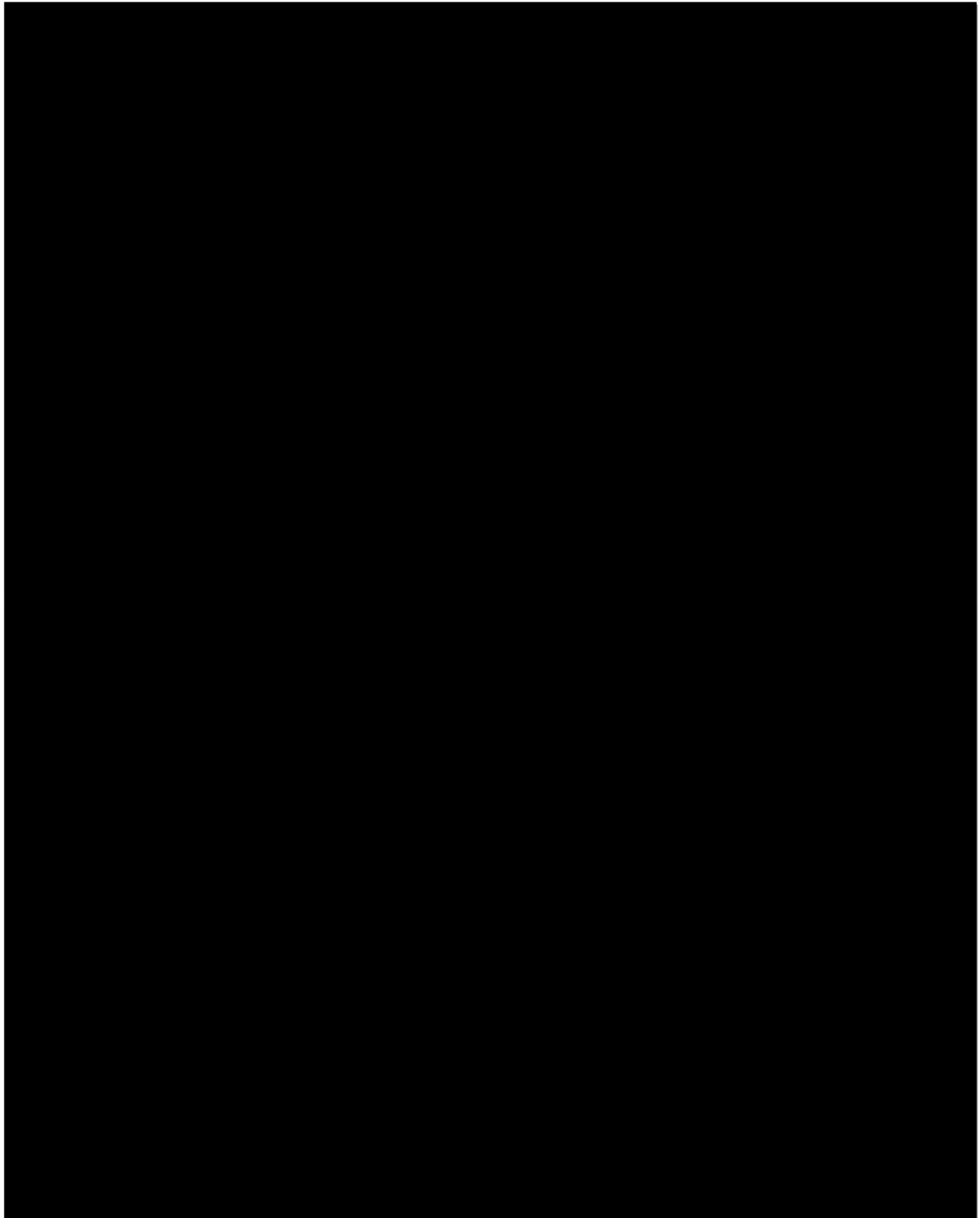
Prepare and package cannabis oral capsules, lozenges, tinctures, sub-lingual sprays, vaporizer products and topicals.

- Before daily processing begins, sanitize work surface with 65 ppm chlorine solution.
- Mix 5 gallons of water with 1 teaspoon of unscented bleach in a five gallon bucket. Check the bleach solution with tester strips to ensure proper ppm level. Wipe all work surfaces with bleach solution and allow to air dry.
- Ensure that all utensils are cleaned and sanitized.
- Sanitize all bottles and caps. Set up on table.
- Have a container with sanitizer on the table at all times.
- Place small immersion blender in sanitizer.
- Measure appropriate amount of cannabis oil. Use lab results of cannabinoid potency.
- Follow recipe for remaining ingredients.
- Emulsify cannabis oil into ingredients using small immersion blender on a hot plate.
- Use filler to fill capsules, tincture bottles, sub-lingual spray bottles and lotion containers.
- Apply bottle cap, dropper cap, atomizer cap.
- Apply tamper evident shrink band.
- Label products with batch number and all legally required language.
- Enter batch number, quantity, date and cannabis oil batch into the production log.

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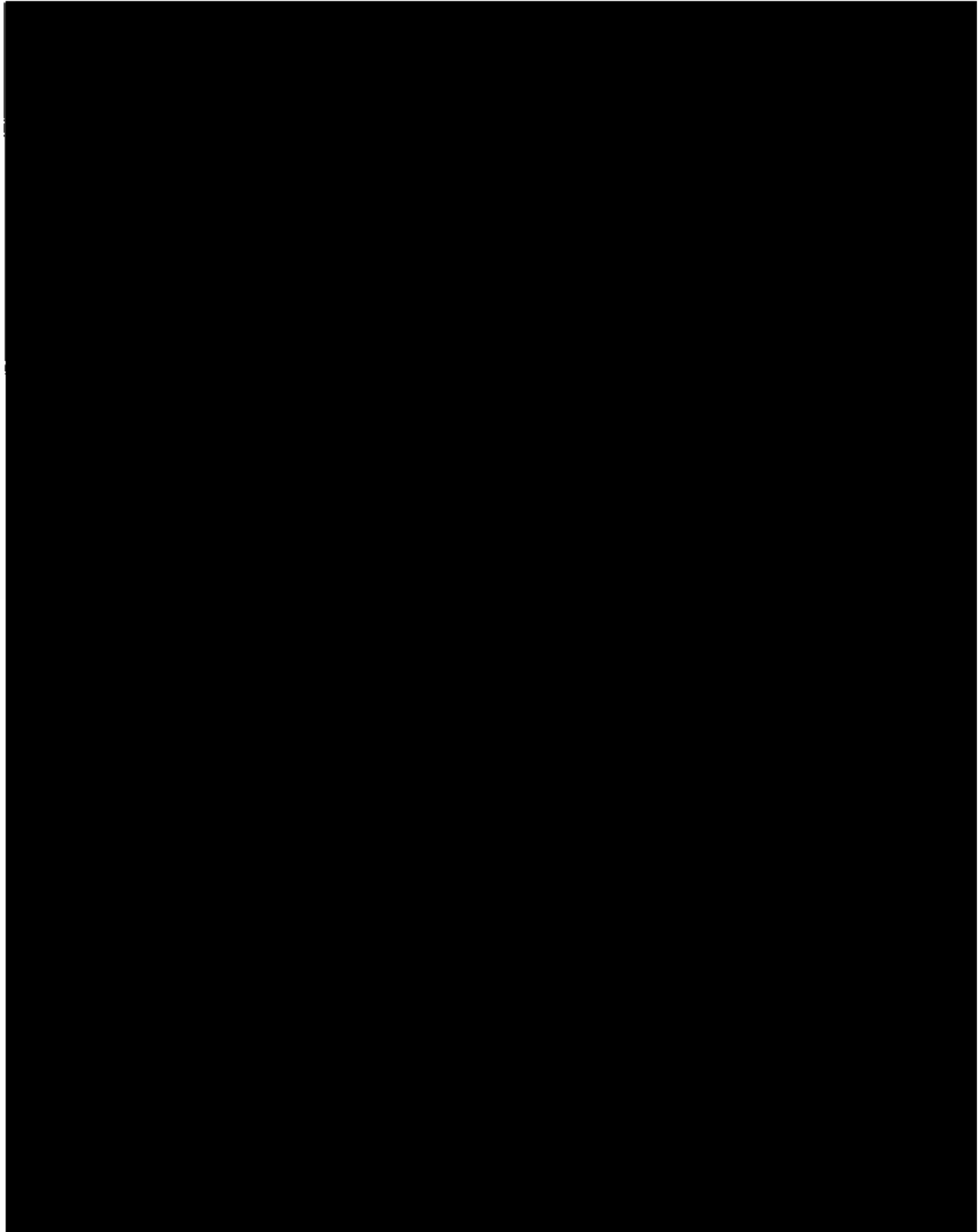
Application 2 of 2 Applicant Non-Profit Corporation _____

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



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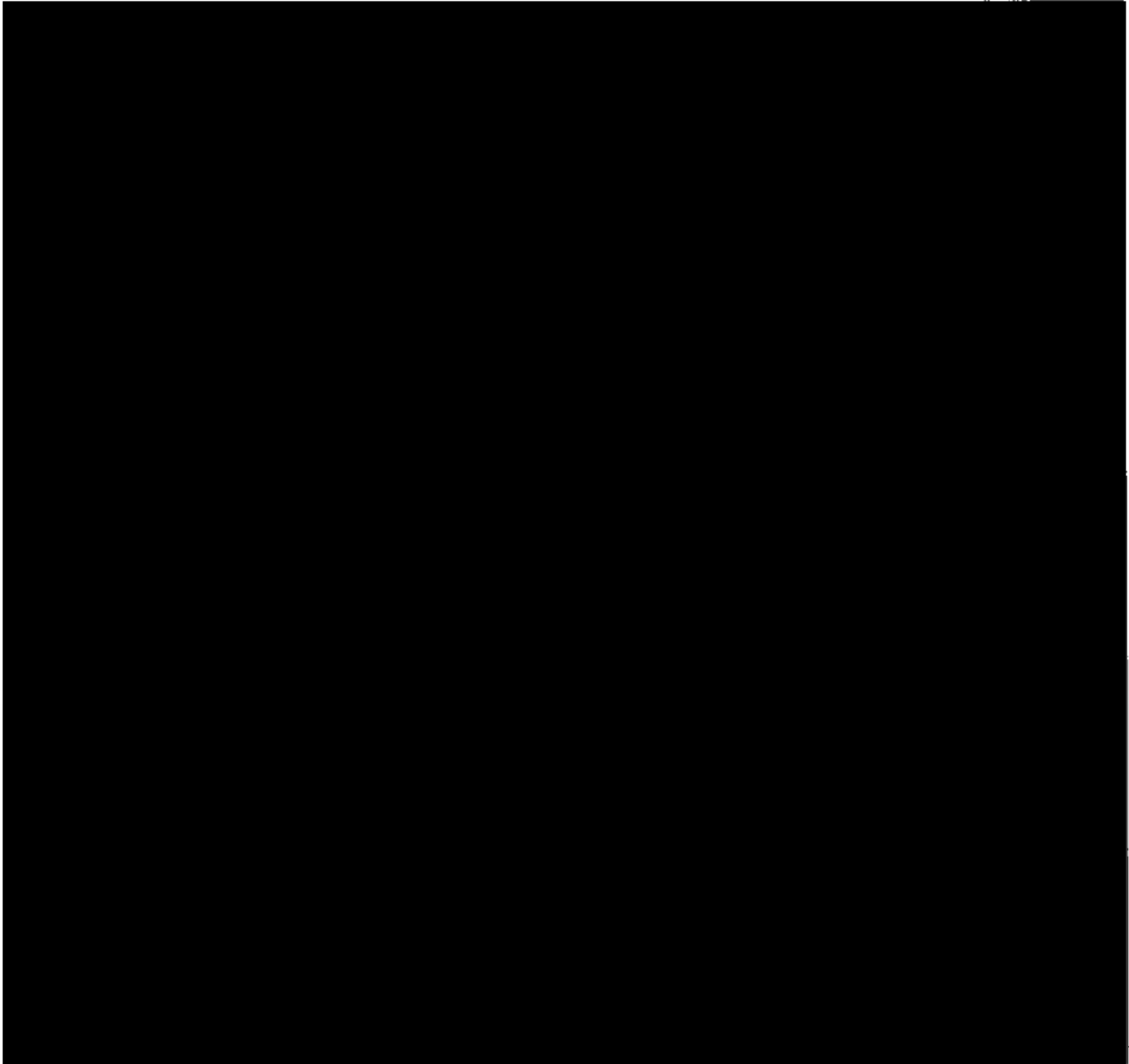
25. Provide a summary of the RMD's operating procedures for the prevention of the diversion of marijuana.



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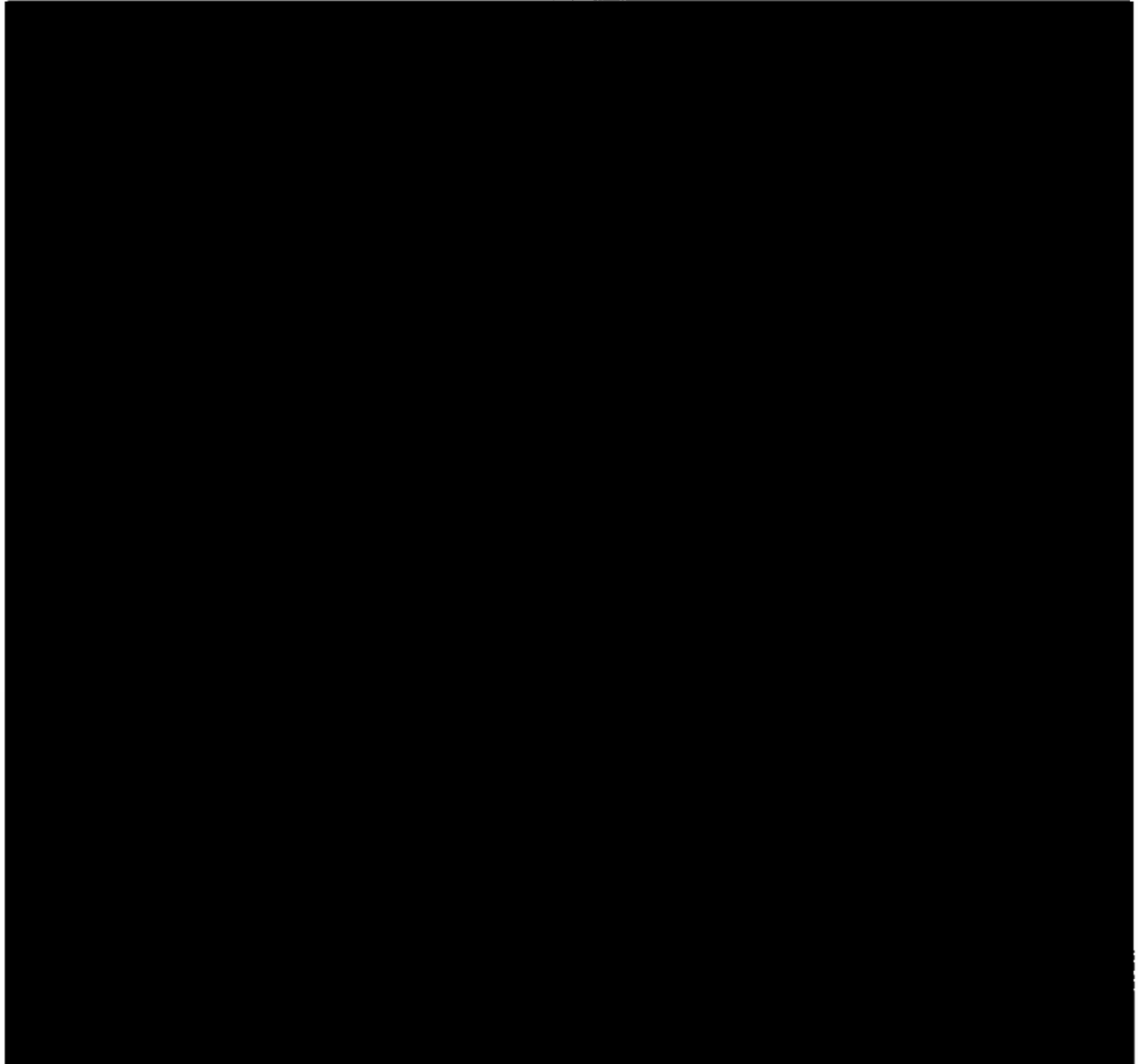
26. Provide a summary of the RMD's operating procedures for the storage of marijuana for medical use.



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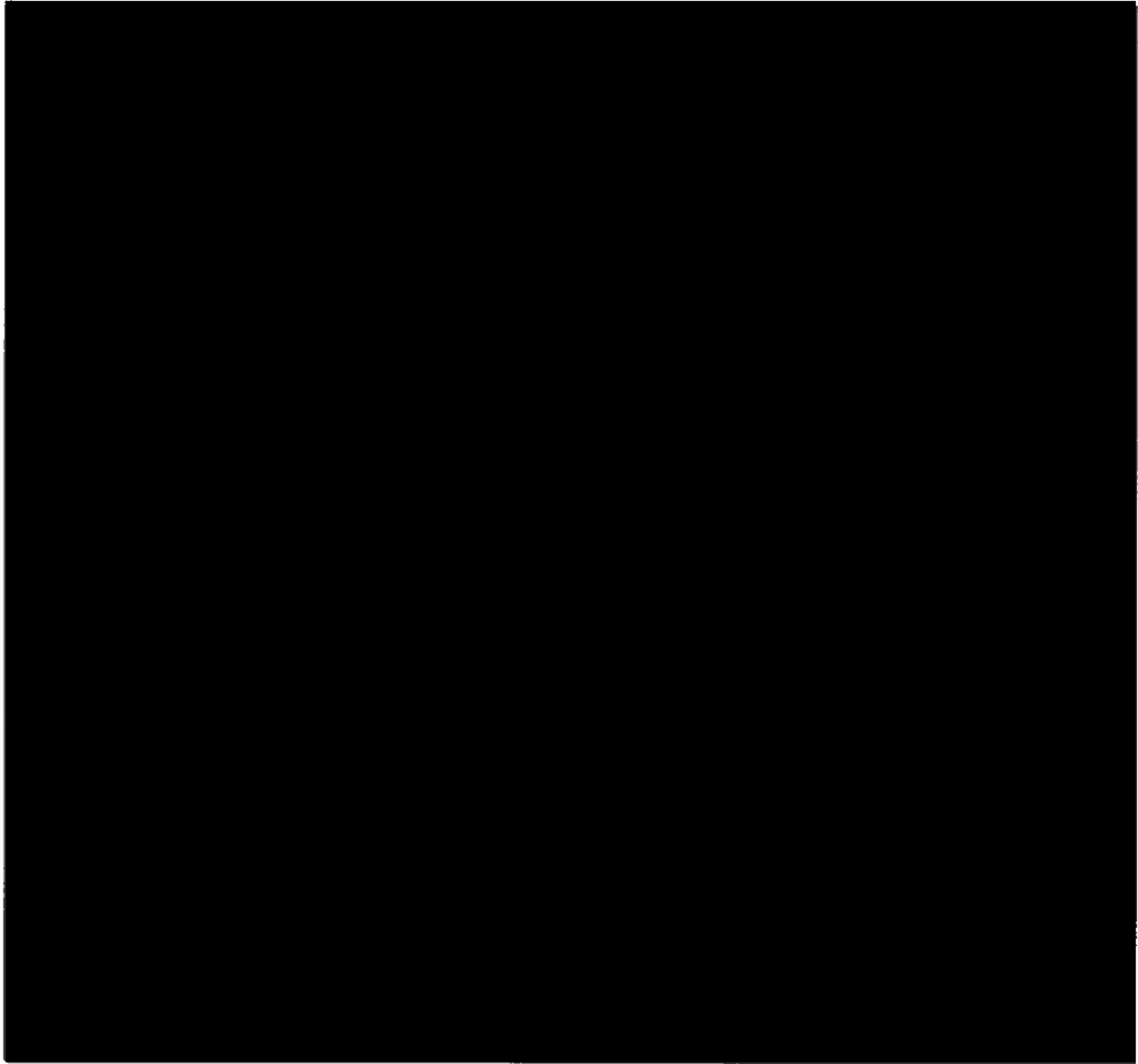
27. Provide a summary of the RMD's operating procedures for the transportation of marijuana for medical use.



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



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

To ensure our medicine is safe and free of contaminants we have developed a comprehensive quality control and testing program. Our approach is to use organic growing methods and the latest growing techniques. We will have our marijuana and MIPs tested at an outside laboratory approved by the DPH pursuant to 725.105(C)(2), as well as conducting internal tests 8 different times throughout the production process.

We will employ a sensitive approach to mold, disease, pests and heavy metal management that emphasizes prevention, observation and intervention. We will employ this strategy to manage these problems in a manner that meets Organic Food Production Act standards, while eliminating the use of pesticides to reduce potential hazards to humans, wildlife and ecosystem health.

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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.

Mass Medi-Spa is committed to the protection of patient information against theft, loss, unauthorized access, mis-use or disclosure. A complete policy addressing the issues of collection, access, use and disclosure of patient information is available upon request.

All RMD personnel are expected to maintain the highest level of confidentiality and privacy relative to patient information, and will receive initial training and annual recertification on the Health Information Privacy and Accountability Act (HIPAA).

Operating procedures:

- Patient information will be password protected to limit access to only designated staff.
- Patient passwords will be changed on a regular basis.
- Patient interviews and consultations will be done in a private setting.
- Patient identity must be confirmed with a valid photo ID at each visit.
- Patient information will not be disclosed to anyone without the patient's prior consent.
- Patient information will be marked confidential and sent only using secure methods (certified mail or encrypted email).
- All forms or records will be kept in locked or restricted areas.
- All interpreters (as applicable) must sign a patient confidentiality agreement prior to providing services.
- All computer screens will be safeguarded.

Any employee found in breach of either patient or operational privacy will be subject to immediate disciplinary action up to and including termination of employment.

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

Employees are one of our most valuable resources and we are committed to the principles of equal employment opportunity, affirmative action and compliance with all federal, state, and local laws concerning employment. We expect employees to conduct themselves in a professional and businesslike manner. Failure to exercise good business judgment may result in corrective action up to and including immediate termination. We will attempt to maintain a cooperative and businesslike working environment where employees are treated with respect and dignity by every other employee. We will not tolerate behavior that may be construed as harassment. The company will comply with all applicable laws and regulations and expects all personnel to conduct business in accordance with the letter, spirit and intent of all relevant laws.

We will offer competitive compensation in order to retain top quality employees and to maintain high morale and productivity. Employees will be trained regularly on performing their job functions and for advancement into other roles and responsibilities.

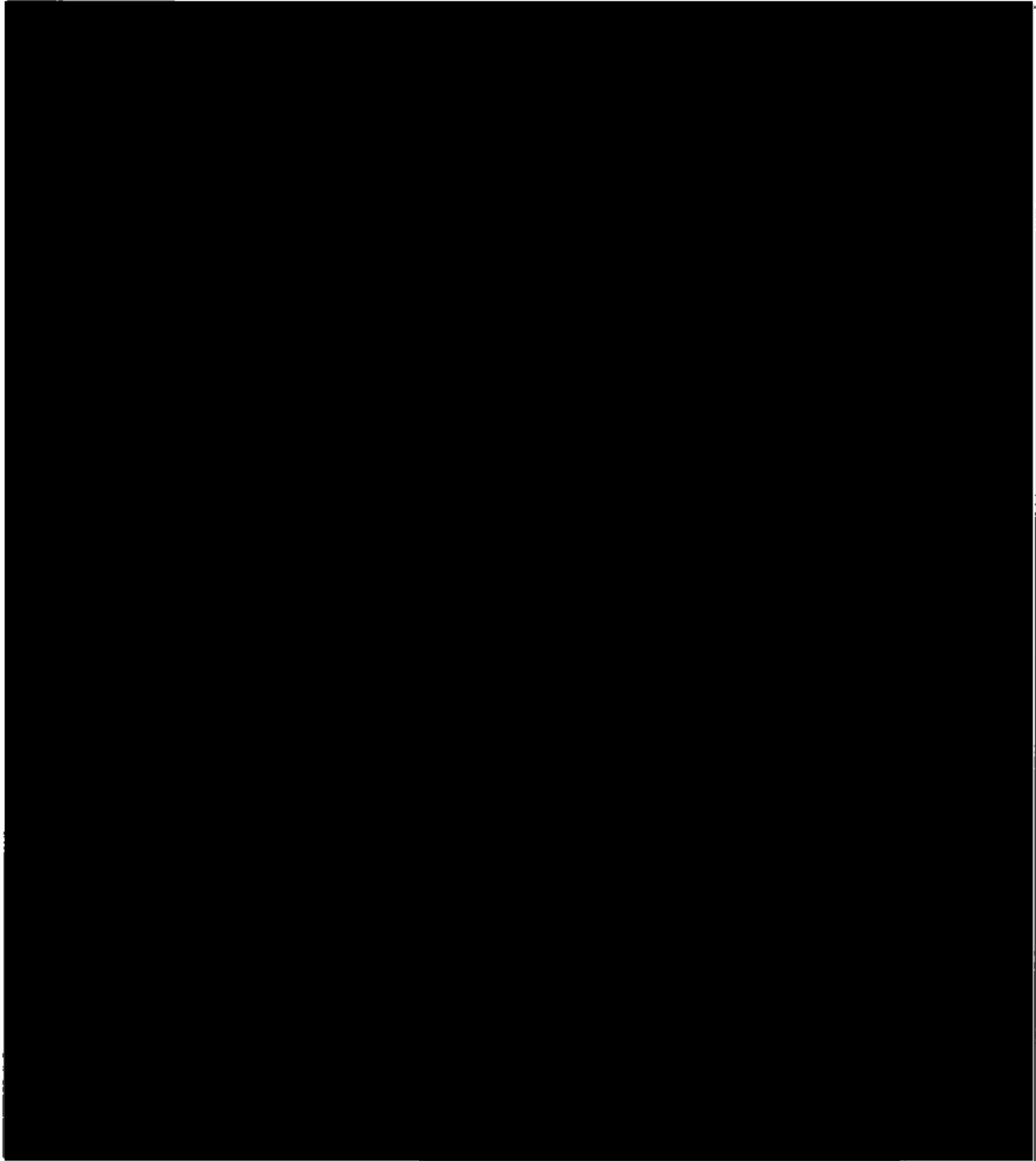
We will regularly survey market wages and make adjustments as necessary. The company will provide all staff with benefits designed to assist employees and their eligible dependents in securing a financial future. In addition to worker's compensation coverage, we intend to offer a comprehensive benefits package to include a retirement savings plan, life insurance and health insurance.

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: JR

Application 2 of 2

Applicant Non-Profit Corporation _____

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



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Application 2 of 2

Applicant Non-Profit Corporation _____

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

Prior to dispensing any medical marijuana, a patients history will be reviewed to ensure that only the amount of medical marijuana permitted by law is actually dispensed. The computer software will "flag" a patients record if the amount of marijuana to be purchased is in excess of the recommended dosage or allowable dosage based on the 60 day limit. All products will have a bar-code to ensure accurate record keeping. The employee dispensing medical marijuana will start the purchase transaction process by scanning the bar-code. The scan will produce a product image on the employee's computer screen and the transaction will simultaneously be recorded on video, as well as key-stroked.

If the product needs to be weighed it will be placed on a scale and the POS software will create a printed record denoting the date, time and quantity dispensed. All records will be recorded on the patients profile. The total amount dispensed will then be deducted from the amount the patient is allowed to purchase. All purchase and sale records will be retained for a period of 7 years.

Record keeping for business accounting purposes will be managed by Elliot De Santo, CFO and Harvey Altman & Company, CPA who will utilize Quickbooks and MJ Freeway to create accurate accounting records of all revenues, expenses and taxes due. Accounts will be reconciled on a regular basis with duplicate records stored securely off-site. The company will submit to independent outside oversight and audits.

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Application 2 of 2

Applicant Non-Profit Corporation _____

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

We plan on providing the following patient education:

Reading Library: Educational content will be available on-site at our Reading Library as well as on the company website and blog. Patients will have access to the latest scientific materials on topics such as the efficacy of cannabis in managing symptoms including but limited to: pain, inflammation, stress and appetite loss.

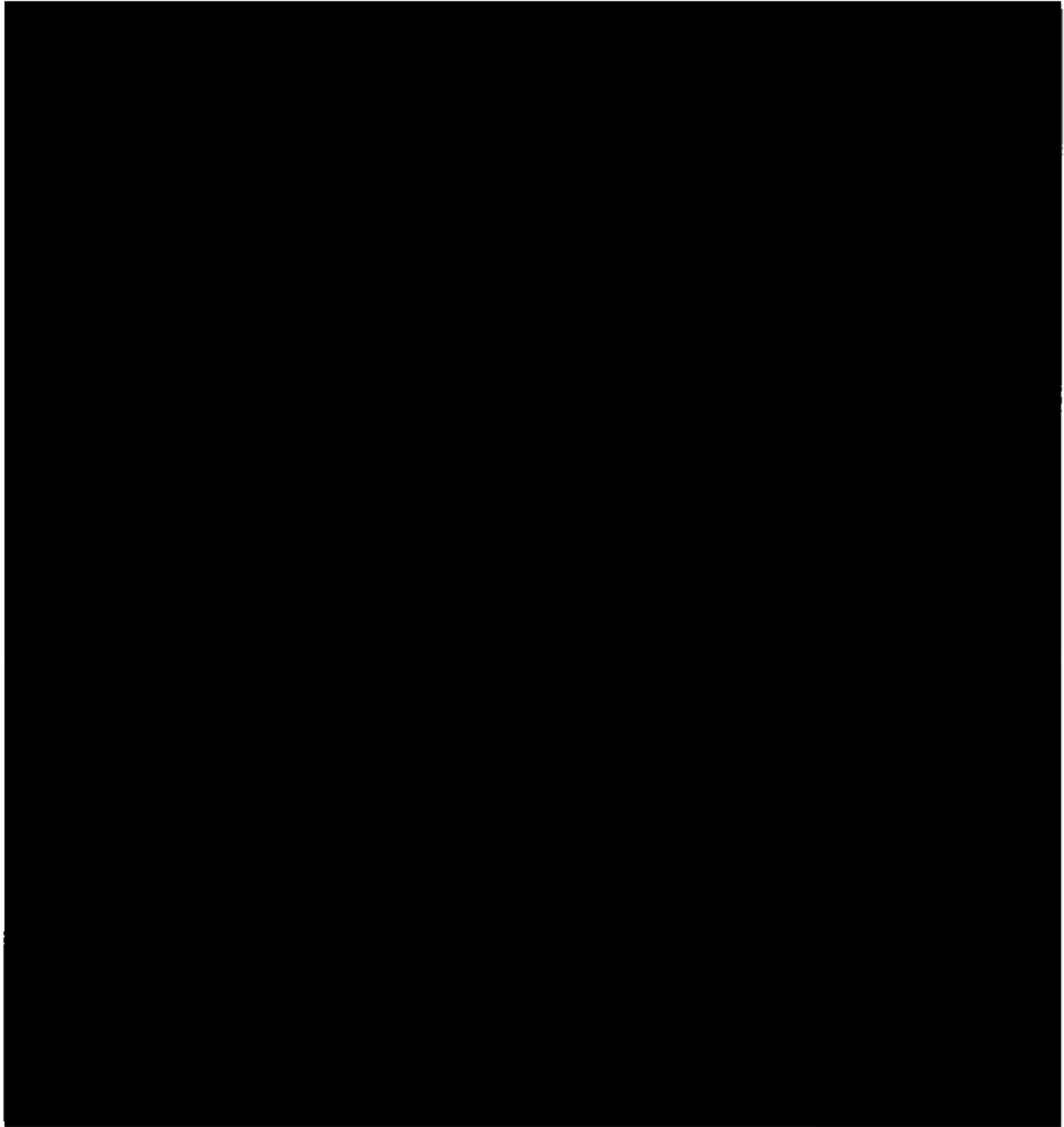
Educational Seminars: Curriculum will be developed by Board Members Dr. Bob Arnot, Dan Balling, RPH. and MJ Roos, R.N., focusing on the current knowledge of the use of medical marijuana as an alternative therapy.

Healthy Incentives Program: Our Healthy Incentives Program is a way to educate and encourage patients to select healthy and safe ingestion methods and wellness activities at no cost. Our advanced POS system assigns each patient their own profile and will automatically track their healthy activities. We will create pamphlets, brochures and newsletters to help patients better understand the products and services we provide.

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Application 2 of 2 Applicant Non-Profit Corporation _____

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



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Application 2 of 2

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

We are very committed to increasing access to medical marijuana for those who have limited financial means. For patients who need but cannot afford our products, we anticipate the ability to provide them at low or no cost.

Patients will be pre-qualified for this program. Each patient that requests participation in the low-cost or no-cost program will be required to complete the application. Each application will be individually reviewed and acceptance will be granted on a case-by-case basis. All applicants with an annual income greater than \$55,000 per year will be ineligible for discounting.

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Application 2 of 2 Applicant Non-Profit Corporation _____**37. Provide a summary of the training(s) that the RMD intends to provide to Dispensary Agents.**

Jeffrey Roos, President & CEO has experience creating technical and corporate training content for thousands of employees at a Fortune 200 company in Denver, CO. He will oversee all employee training utilizing the latest learning and retention techniques to ensure that every employee is constantly learning, improving and growing at the company.

Below is a summary of required training programs:

- Code of Conduct & Ethics: Workplace conduct and employment practices
- Emergency Response Plan: Emergency plans and procedures, site specific emergency plans including proper use of all emergency equipment
- Ensuring Regulatory Compliance: All codes and regulations are reviewed, including MGL 369
- Health Insurance Portability and Accountability Act (HIPAA)
- Safety & Security Policies: Security policy & protocols including identifying and documenting incidents
- Sell-SMaRT™ Cannabis Trainers™: Aimed towards all dispensary employees focusing on safely and effectively handling complex situations inherent in the dispensary industry
- ServSafe® Food Safety Basics Course: Employees will learn about the significance of food-borne illness, proper personal hygiene, time and temperature control, how to prevent cross-contamination, cleaning, sanitizing and emergency procedures and other MIP production related topics
- MJ Freeway Software Training: GrowTracker®, MixTracker™, GramTracker®
- Medical Cannabis Education: Beyond the Basics
- Advanced Growing Techniques

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Application 2 of 2

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.

Competitive bids have been requested from at least three leading cannabis business insurance providers to ensure all necessary liability insurance will be obtained.

Once all bids are received and reviewed by the Board of Trustees, the best insurance plan will be chosen for the company based on price and the coverage amount. Preference will be given to Massachusetts based insurance providers.

If for some reason insurance is not obtainable, the company will place in escrow the required amount to be expended for coverage of liabilities.

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Application 2 of 2

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
Ronald Marks & Aurora Marks (joint account)	\$ 500,000.00	55
	\$	
	\$	
	\$	
	\$	

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Application 2 of 2

Applicant Non-Profit Corporation _____

Entity Name	Leadership Names	Amount of Initial Capital Committed	Percentage of Initial Capital Committed
JMJ Consulting, LLC.	Entity CEO/ED: Ray Ruffino Entity President/Chair: Ray Ruffino	\$ 400,000.00	45%
	Entity CEO/ED: Entity President/Chair:	\$	
	Entity CEO/ED: Entity President/Chair:	\$	
	Entity CEO/ED: Entity President/Chair:	\$	
	Entity CEO/ED: Entity President/Chair:	\$	

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Application 2 of 2

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

08/27/2015

Date Signed

Jeffrey Craig Roos

Print Name of Authorized Signatory

President, Chief Executive Officer

Title of Authorized Signatory

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



Signature of Authorized Signatory

08/27/2015

Date Signed

Jeffrey Craig Roos

Print Name of Authorized Signatory

President, Chief Executive Officer

Title of Authorized Signatory

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The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$35.00

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

Special Filing Instructions

Restated Articles of Organization

(General Laws, Chapter 180, Section 7)

Federal Employer Identification Number: 800957397 *must be 9 digits*

We, JEFFREY ROOS ☒ **President** ☐ **Vice President**,

and JEFFREY ROOS ☒ **Clerk** ☐ **Assistant Clerk**,

of MASS MEDI-SPA INC.

located at: 84 POLPIS RD NANTUCKET, MA 02554 USA

do hereby certify that the following Restatement of the Articles of Organization was duly adopted at a meeting held on:
8/19/2013, by vote of:

5 members, 0 directors, or 0 shareholders,

being at least two-thirds of its members/directors legally qualified to vote in meetings of the corporation (or, in the case of a corporation having capital stock, by the holders of at least two thirds of the capital stock having the right to vote therein):

ARTICLE I

The exact name of the corporation is:

MASS MEDI-SPA INC.

ARTICLE II

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

THE CORPORATION IS ORGANIZED FOR SPECIFIC CIVIC, EDUCATIONAL, AND SCIENTIFIC PURPOSES. ALL FUNDS, WHETHER INCOME OR PRINCIPAL, AND WHETHER ACQUIRED BY GIFT OR CONTRIBUTION OR OTHERWISE, SHALL BE DEVOTED TO SAID PURPOSES. TO CONDUCT SUCH OTHER ACTIVITIES AND PROGRAMS IN FURTHERANCE OF THE FOREGOING PURPOSES AS MAY BE CARRIED OUT BY A CORPORATION ORGANIZED UNDER MASSACHUSETTS GENERAL LAWS, CHAPTER 180 AND DESCRIBED IN SECTION (501)(C)(3) OF THE INTERNAL REVENUE CODE.

ARTICLE III

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

ARTICLE IV

voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:

(If there are no provisions state "NONE")

THE CORPORATION SHALL HAVE THE POWER TO BE A PARTNER IN ANY BUSINESS ENTERPRISE WHICH THE CORPORATION WOULD HAVE THE POWER TO CONDUCT AND AS THE CORPORATION IS NOT A PUBLIC CHARITY MAY MAKE CONTRACTS OF GUARANTEE AND SURETY SHIP, WHETHER OR NOT IN FURTHERANCE OF THE CORPORATIONS PURPOSES AS PROVIDED IN M.G.L. CHAPTER 156B, S.9B (ADDED BY M.G.L. CHAPTER 152 OF THE ACTS OF 1986).

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

ARTICLE V

The effective date of the Restated Articles 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.

8/20/2013

ARTICLE VI

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

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

No. and Street: 84 POLPIS RD

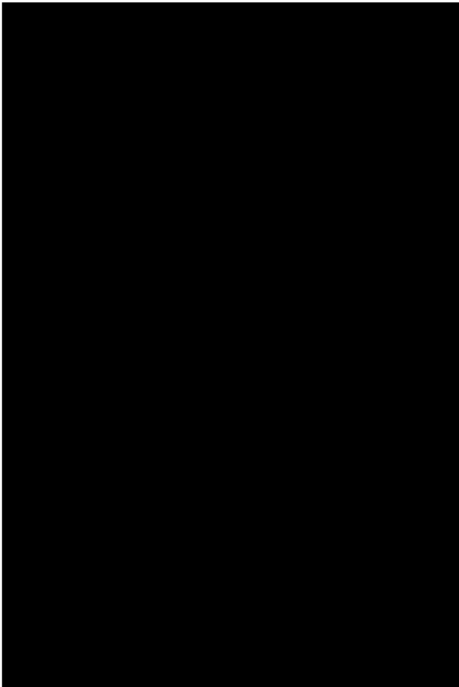
City or Town: NANTUCKET

State: MA

Zip: 02554

Country: USA

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

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code	Expiration of Term
PRESIDENT	JEFFREY C ROOS		2020
TREASURER	ELIZABETH RACHEL ROOS		2020
CLERK	JEFFREY C ROOS		2020
CCO	JOE STEVENS		2020
OFFICER	DAVID WILLIAM COFFIN		2020
DIRECTOR	KAREN FOREMAN		2020

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

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

Name: D.W. COFFIN

No. and Street: 84 POLPIS RD.

City or Town: NANTUCKET

State: MA

Zip: 02554

Country: USA

We further certify that the foregoing Restated Articles of Organization affect no amendments to the Articles of Organization of the business entity as heretofore amended, except amendments to the following articles. Briefly describe amendments below:

UPDATED ARTICLE II AND ARTICLE IV

SIGNED UNDER THE PENALTIES OF PERJURY, this 19 Day of August, 2013,
JEFFREY ROOS , President / Vice President,

JEFFREY ROOS , Clerk / Assistant Clerk.

BYLAWS OF MASS MEDI-SPA INC., A Massachusetts Non-Profit Corporation

ARTICLE 1 – NAME AND OFFICE

Section 1.1. The name of this corporation is Mass Medi-Spa Inc. (hereinafter referred to as the "Corporation"). The Corporation was formed under Chapter 180 of the Massachusetts General Laws, (as amended from time to time, the "Act"). The principal offices of the Corporation shall be located at 84 POLPIS RD NANTUCKET, MA 02554, or at such other location as the Board of Trustees may hereafter designate.

ARTICLE 2 – PURPOSES

Section 2.1. The Corporation is formed exclusively for civic, scientific, and educational purposes, all within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended or modified or replaced by any future United States internal revenue law (the "Code"), and not for pecuniary profit. Specifically, the Corporation was formed to provide Medical grade marijuana to qualifying Massachusetts residents and educate them on the benefits of using medical marijuana as an alternate to conventional medications. The Corporation shall have and exercise all rights and powers as are now, or may hereafter be, conferred on or exercised by nonprofit corporations under the Act, other laws of the State of Massachusetts or any other applicable laws, in furtherance of the Corporation's purposes, including, but not limited to the following:

- (a) To solicit support of the Corporation's activities from public or private sources;
- (b) To contract with other organizations, both for-profit and nonprofit, with individuals, and with governmental agencies in furtherance of these purposes;
- (c) To receive, administer, hold and invest funds for the purposes of the Corporation, and to that end take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, either absolutely or jointly with any other person, corporation or other entity, any property, real, personal, tangible or intangible or any undivided interest therein, without limitation as to amount of value; to sell, convey, transfer, fit or otherwise dispose of any such funds or property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the Trustees, will best promote the purposes of the Corporation;
- (d) To raise and distribute funds either directly or through related organizations or other

organizations exempt from Federal tax under Section 501(c)(3) of the Code in furtherance of the Corporation's purposes, subject to limitations on the nature and extent of such activities applicable to organizations exempt from Federal tax under Section 501(c)(3); and

(e) To otherwise operate exclusively for civic, scientific or educational purposes within the meaning of the Code.

Section 2.2. Notwithstanding any other provision of these Bylaws, no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Trustees, Officers, Directors or other persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth herein. Furthermore, no Trustee, Director, or Officer shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. Notwithstanding any other provision of these Bylaws, no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Code), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office, except as otherwise permitted by the Code.

ARTICLE 3 – MEMBERS

Section 3.1. The Corporation shall have no Members.

ARTICLE 4 – TRUSTEES

Section 4.1 Number of Trustees. The Board of Trustees of the Corporation shall determine the number of Trustees of the Corporation, provided that the number of Trustees shall be not less than four (4) or more than ten (10). The initial number of Trustees shall be seven (7), and the initial Trustees of the Corporation shall be those individuals listed in the Corporation's Articles of Organization. At any annual meeting, the Board of Trustees may, by the affirmative vote of a majority of such Trustees, create one or more additional seats on the Board of Trustees up to the maximum number stated in these Bylaws and, at such meeting, appoint additional Trustees to fill such newly created seats, with such newly appointed Trustees to serve for a full twenty-year term commencing on the date of appointment and until their successors are duly appointed and qualified.

Section 4.2. Qualifications; Remuneration. All Trustees shall be at least eighteen years

of age. Trustees need not be residents of the State of Massachusetts or citizens of the United States. To be considered for election to the Board of Trustees, the person shall have evidenced a desire to render public service to the community and population served by the Corporation by serving on the Board of Trustees of the Corporation and shall not have an interest in the Corporation for financial gain. Persons who are involved in the administration of the Corporation and whose election and participation on the Board of Trustees have been duly authorized by these Bylaws shall also be eligible for election to the Board of Trustees. Remuneration shall be set at a reasonable level, approved by a majority vote of the Board of Trustees. Reasonable travel and other expenses properly incurred by a member of the Board of Trustees for the business and welfare of the Corporation shall be reimbursed from the Corporation's operating funds.

Section 4.3. Powers and Duties. Subject to the provisions of these Bylaws and the Articles of Organization of the Corporation, the Board of Trustees shall be responsible for the direction of the business and affairs of the Corporation, shall have control over the funds, property, estate, and all activities of the Corporation, provided that such activities are not inconsistent with the purposes of the Corporation as set forth in the Corporation's Articles of Organization, these Bylaws, and the laws and regulations of the Federal government and the State of Massachusetts.

Section 4.4. Term. Trustees shall be appointed to serve for a term of twenty (20) years and until their successors are duly appointed and qualified. The terms of all Trustees shall commence on the date of the Board of Trustees' annual meeting at which such Trustees are elected, or on the date of the special meeting called to elect such Trustee to fill a vacancy. There will be no limitation on the number of terms that a Trustee may serve. A sufficient number of Trustees shall be appointed so as to maintain the requisite minimum number of Trustees. The appointment of Trustees shall be pursuant to the procedure specified in Section 4.5.

Section 4.5. Appointment and Removal of Trustees.

(a) Appointment. At the annual meeting of the Corporation's Board of Trustees in order to fill the vacancies on the Board created by the expiration of any Trustee's term, or at any annual or special meeting of the Board of Trustees in order to fill the vacancies on the Board arising out of the circumstances set forth in Section 4.6, the Board of Trustees shall appoint, as Trustees, the persons which have been approved by the affirmative vote of a majority of the Trustees present at such meeting.

(b) Removal. A Trustee appointed by the Board of Trustees may be removed at any time by a majority vote of the Board of Trustees, except that the Trustee at issue

shall be prohibited from voting on his or her removal. In the event of such removal, the Board of Trustees may appoint a replacement Trustee to fill the seat of the removed Trustee.

Section 4.6. Resignation and Removal. Any Trustee may resign at any time by giving written notice of resignation to the President or Secretary. Any such resignation shall be effective upon the Corporation's receipt of such notice or at a subsequent time stated in such notice of resignation. Acceptance of such resignation by action of the Board of Trustees shall not be necessary to make it effective.

Section 4.7. Vacancies. A vacancy on the Board of Trustees shall be deemed to exist when a Trustee resigns from the Board, when a Trustee is removed, when a Trustee dies or disabled or otherwise unable to serve, or when the minimum number of Trustees required by these Bylaws has not been met for other reasons. A replacement Trustee shall be appointed by a majority vote of the remaining Trustees. The Trustee elected by the Board of Trustees to fill a vacancy shall serve until the next succeeding annual meeting and until a successor is duly elected and qualified. Trustees may receive salaries, but all salary and related compensation must be disclosed on the Form 1023. The IRS scrutinizes compensation plans for the trustees and officers of nonprofit organizations to ensure that such compensation is reasonable.

ARTICLE 5 – MEETINGS OF THE TRUSTEES

Section 5.1. Annual Meetings. The Board of Trustees shall hold no less than one (1) regular meeting each year at the Corporation's offices within the State of Massachusetts on the first Monday in February of each calendar year, unless such other day, time or place is designated by the Board of Trustees. The Board of Trustees shall conduct all business as may be properly considered at such annual meetings, including the appointment of Trustees and officers. The notice of such annual meeting shall be given as set forth in Section 5.3.

Section 5.2. Special Meetings. Special meetings of the Board of Trustees may be called at any time by the President or at the written request of no less than two (2) Trustees, which request has been filed with the Secretary. Any such request shall state the purpose or purposes of the meeting and all Trustees shall be given notice of such special meeting as set forth in Section 5.3. The business to be transacted at any such special meeting of the Board of Trustees shall be limited to the purpose or purposes set forth in the notice of meeting.

Section 5.3. Notice of Meeting. At least ten (10) but not more than sixty (60) days' prior written notice of any annual meeting, and not less than five (5) days' but not more than sixty (60) days' prior written notice of any special meeting, shall be given by the Secretary, by mail, with postage prepaid thereon, or by a reputable overnight courier, with delivery charges prepaid, addressed to each Trustee at the last address furnished to the Secretary. The notice shall state the date, hour and place of meeting, and in the case of a special meeting, the purpose or purposes of the meeting.

Section 5.4. Waiver of Notice. Written notice of any meeting need not be given to any Trustee who signs a written waiver of notice in person, whether before or after the meeting which waiver shall be filed by the Secretary with the minutes of the meeting. Attendance at or participation by teleconference in a meeting without protesting the lack of notice of such meeting shall constitute waiver of notice.

Section 5.5. Quorum. The presence in person of a majority of the Trustees entitled to constitute a quorum for action by the Trustees. Trustees present in person at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. Less than a quorum may adjourn any meeting.

Section 5.6. Adjourned Meetings. When a meeting is adjourned to another time and place, it shall not be necessary to give notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken and if the period of adjournment does not exceed ten (10) days in any one adjournment. At the adjourned meeting, the Trustees may only conduct the business as might have been transacted at the original meeting, unless a notice of the adjourned meeting specifying such other matters to be transacted is delivered to the Trustees.

Section 5.7. Action Without a Meeting by Unanimous Written Consent. The members of the Board of Trustees or any committee of the Board of Trustees may act without a meeting if, prior to or subsequent to such action, all members of the Board of Trustees or committee shall consent in writing to such action, such written consents to be filed with the minutes of the proceedings of the Corporation.

Section 5.8. Meeting by Telephone. The Board of Trustees or any committee of the Board of Trustees may participate in a meeting of the Board of Trustees or such committee by means of telephone conference call by which all persons participating are able to hear each other, provided that notice of such telephone conference call has been to all Trustees in accordance with Section 5.3.

Section 5.9. Absences. In the event that any Trustee shall fail to attend four (4) consecutive meetings of the Board of Trustees, the Board of Trustees, in its discretion, may direct the Secretary to notify such absent Trustee, by written notice, of his or her consecutive absences and to request a written explanation of such Trustee's reasons therefore. Unless said Trustee, having received the Secretary's notification, shall have tendered to the Secretary, before the next regular meeting of the Board of Trustees, a written excuse that in the judgment of the Board of Trustees is sufficient to excuse such absences, the Board of Trustees shall declare vacant the office of said absent Trustee, and the Secretary shall notify the absent Trustee, in writing, of such action.

Section 5.10. Voting. At all meetings of the Board of Trustees, each Trustee shall have one vote and all matters shall be determined by a majority vote of those Trustees present, except as otherwise required in the Articles of Organization, by these Bylaws, or by law. It is not necessary to specify a date for such annual meeting. Instead, the Corporation can issue notices that set the date, time, and place of the annual meeting.

ARTICLE 6 – OFFICERS

Section 6.1. Composition and Qualification. The Officers of the Corporation shall be a President, a Treasurer, a Secretary and such other officers as the Board of Trustees may, from time to time appoint. The Board of Trustees shall be empowered to appoint such additional officers as it deems necessary from time to time for the proper operation of the Corporation, and all officers shall serve at the discretion of the Board of Trustees.

Section 6.2. Term of Office. The term of office of each Officer shall be for twenty (20) years, commencing the first day following his or her election at the annual meeting of Trustees, or until his or her successor is elected and takes office. An Officer elected by the Board of Trustees to fill a vacancy occurring between the annual meetings of Trustees shall take office immediately upon election and shall serve the remainder of the term of his or her predecessor or until his or her successor is elected and takes office.

Section 6.3. Nominations. The Board of Trustees may, but shall not be required, to form a Nominating Committee, which Nominating Committee shall recommend to the Board of Trustees at a special meeting a slate of officers to be voted upon by the Board of Trustees at its annual meeting. The names of the officers to be nominated shall be sent to the members of the Board of Trustees with the notice of meeting as provided in Section 5.4. Nominations, in addition to those so named, may be made by any Trustee from the floor at the Trustee's annual meeting.

Section 6.4. Vacancies. If any office shall become vacant at any time for any cause, the

vacancy may be filled for the unexpired term at any regular or special meeting of the Board of Trustees, provided the notice of meeting shall have set forth the name of the person to be nominated for such office.

Section 6.5. Resignation and Removal.

(a) Any officer may resign at any time by giving written notice of resignation to the President or the Secretary. Any such resignation shall take effect upon its receipt by the Corporation or at a subsequent time as shall be specified in such notice of resignation. Acceptance of such resignation by action of the Board of Trustees shall not be necessary to make it effective.

(b) The Board of Trustees, at any time, may remove any officer elected or appointed by the Board with or without cause. Any officer of the Corporation may be removed from office by the affirmative vote of a majority of the remaining Trustees present at any regular or special meeting of the Board of Trustees, called for that purpose, notice of which shall have been given to such officer by the Corporation. Such officer may elect to appear and to be heard at the meeting provided written notice of his or her request for such hearing has been given at least two (2) days before the date of the meeting.

Section 6.6. President. The President shall preside at all meetings of the Board of Trustees and on public occasions. The President shall acquaint himself or herself with the state, interest and wants of the Corporation, and in all ways by his or her reports and supervision seek to protect the property and promote the welfare and educational purposes of the Corporation. The President shall be an *ex-officio* member of all committees of the Board of Trustees. Provided that such action has been properly authorized by the Board of Trustees, the President may execute and deliver, or authorize other officers to execute and deliver, on behalf of the Corporation, agreements, certificates and other legal documents, and bind the Corporation to same, relating to the business and financial affairs of the Corporation. The President shall also be charged with seeing that all orders and resolutions of the Board of Trustees are carried into effect.

Section 6.7. Vice President. The Vice President shall, in the absence of the President or in the event of his or her death, inability or refusal to act, perform the duties of the President, and when so acting, shall have all the authority of, and be subject to all the restrictions upon, the President pursuant to the provisions of the Act, as amended from time to time, the Articles of Incorporation of the Corporation, as amended from time to time, these By-laws, as amended from time to time, and to the direction of the Board.

Section 6.8. Treasurer. The Treasurer shall be the principal fiscal officer of the

Corporation. He or she shall have custody of all monies and securities of the Corporation and shall make such disbursements of the funds of the Corporation as are proper and in accordance with the charitable or educational purposes of the Corporation. In addition, the Treasurer shall insure that a true and accurate accounting of the financial transactions of the Corporation is made in accordance with generally accepted accounting principles. He or she shall also provide general direction to the development of the Corporation's financial objectives, plans, and policies. If the Board of Trustees appoints a Finance Committee, the Treasurer shall act as Chair of the Finance Committee.

Section 6.9. Secretary. The Secretary shall keep full minutes of all meetings of the Board of Trustees. The Secretary shall attend all sessions of the Board of Trustees, shall act as Clerk thereof and record all votes and the minutes of all proceedings in a book kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the Board of Trustees and shall notify officers and members of the Committees of their election or appointment and shall in general perform such other duties as may be prescribed by the Board of Trustees. The Secretary shall conduct the correspondence of the Board of Trustees under direction of the Board of Trustees. The Secretary shall, with the President, the Vice President, or other officer expressly authorized, sign legal papers, contracts or certificates requiring the Seal of the Corporation; he or she shall have custody of the Seal of the Corporation and shall affix the Seal in the name of the Corporation whenever required.

ARTICLE 7 – COMMITTEES

Section 7.1. Composition; Appointment; Term; Vacancy; Removal.

(a) The Board of Trustees, by resolution duly adopted by a majority of the members of such Board, may appoint from among the current Board of Trustees an executive committee or one or more other committees. The resolution appointing each such committee shall specify the number of members of such committee, the authority that such committee may exercise on behalf of the Board of Trustees, and the term of such committee's existence.

(b) Each committee member shall serve on such committee for one (1) year and until his or her successor is duly qualified and appointed. The Board shall reappoint the members of each committee of the Board at each annual meeting of the Board, following the general election of Trustees.

(c) The Board of Trustees, by a majority vote, may, at any time, fill any vacancy on a committee, appoint one or more Trustees to serve as alternate members of a committee to act in the absence or disability of members of the committee, with all the powers of

the absent or disabled committee member, abolish any committee at the Board's pleasure, and remove any Trustee from membership on a committee at any time, with or without cause.

Section 7.2. Committee Procedures. All committees shall keep minutes of their proceedings and make formal reports in writing to the Board of Trustees at the next regularly scheduled meeting of the Board of Trustees.

Section 7.3. Committee Quorums; Voting. The presence in person of a majority of the members of any committee entitled to vote shall constitute a quorum for action by such committee. The assent of the majority of members present at any committee meeting shall be required to make their action valid. Unless the resolution of the Board of Trustees grants a committee the full authority to take certain actions, any action by a committee shall not be effective until approved by the Board of Trustees.

Section 7.4. Prohibited Actions. Notwithstanding anything to the contrary in these Bylaws, no Board committee shall have the authority to take any of the following actions without the approval of the Board of Trustees:

- (a) To make, alter or repeal the Articles of Organization of the Corporation, or any Bylaw of the Corporation;
- (b) To elect or appoint any officer or Trustee, or remove any officer or Trustee;
- (c) To make any grants or distributions of funds; or
- (d) To amend or repeal any resolution previously adopted by the Board of Trustees.

ARTICLE 8 – INDEMNIFICATION OF TRUSTEES AND OFFICERS

Section 8.1. Third Party Actions. Any person who was, or is, or hereafter shall be a Trustee or officer (hereinafter referred to as a "corporate agent") of the Corporation shall be indemnified by the Corporation against the reasonable costs, disbursements and counsel fees (hereinafter "expenses") and liabilities paid or incurred in satisfaction of any judgment, fine, penalty or settlement (hereinafter "liabilities") in connection with any pending, threatened or completed civil, criminal, administrative or arbitral action, suit or proceeding, and any appeal therein (hereinafter "proceeding") involving the corporate agent by reason of his or her being or having been such a corporate agent other than a proceeding by or in the right of the Corporation, if (a) such corporate agent acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation; and (b) with respect to any criminal proceeding, such corporate agent had no reasonable cause to believe his or her

conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon plea of *nolo contendere* or its equivalent, shall not of itself create a presumption that such corporate agent did not meet the applicable standard of conduct set forth in this section.

Section 8.2. Action by or in the Right of the Corporation. The Corporation shall indemnify a corporate agent against his or her expenses in connection with any proceeding by or in the right of the Corporation to procure a judgment in its favor which involves the corporate agent by reason of his or her being or having been such corporate agent, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation. However, in such proceeding no indemnification shall be provided in respect of any claim, issue or matter as to which such corporate agent shall have been adjudged to be liable for negligence or misconduct, unless and only to the extent that the court in which such proceeding was brought shall determine upon application that despite the adjudication of liability, but in view of all circumstances of the case, such corporate agent is fairly and reasonably entitled to indemnity for such expenses as such court shall deem proper.

Section 8.3. Mandatory Indemnification. The Corporation shall indemnify a corporate agent against expenses to the extent that such corporate agent has been successful on the merits or otherwise in any proceeding referred to in Section 8.1 and 8.2 of these Bylaws in defense of any claim, issue or matter therein.

Section 8.4. Procedure for Effecting Indemnifications. Any indemnifications under Section 8.1 of these Bylaws and, unless ordered by a Court, under Section 8.2 of these Bylaws, may be made by the Corporation only as authorized in a specific case upon a determination that indemnification is proper in the circumstances because the corporate agent met the applicable standard of conduct as set forth in Section 8.1 or in Section 8.2 of these Bylaws. Such determination shall be made (a) by the Board of Trustees, acting by a majority vote of a quorum consisting of the Trustees who were not parties to or otherwise involved in the proceeding, or (b) if such a quorum is not obtainable or, even if obtainable, and such quorum of the Board of Trustees by a majority vote of the disinterested Trustees so directs, by independent legal counsel, in a written opinion, such counsel to be designated by the Board of Trustees.

Section 8.5. Advancing Expenses. Expenses incurred by a corporate agent in connection with a proceeding may be paid by the Corporation in advance of the final disposition of the proceeding if authorized in the manner provided in Section 8.4 of these Bylaws upon receipt of an undertaking by or on behalf of the corporate agent to

repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified as provided in these Bylaws.

Section 8.6. Scope of Bylaws. The indemnification provided by this Article 8 shall apply to (a) the corporate agent and the legal representative or representatives of the corporate agent and (b) shall not exclude any other rights to which a corporate agent may be entitled under the Articles of Organization or Bylaws of the Corporation or by agreement or otherwise.

ARTICLE 9 – FISCAL YEAR AND AUDIT

Section 9.1. Fiscal Year. The Fiscal Year of the Corporation shall be the calendar year.

Section 9.2. Audit. An annual audit in accordance with generally accepted auditing standards by independent certified public accountants shall be made of the financial condition and results of operation of the Corporation.

ARTICLE 10 – AMENDMENT OF CORPORATE DOCUMENTS Section

10.1. Amendment of Articles of Organization. The Corporation's Articles of Organization may only be amended, supplemented, restated, revised or repealed by a vote of a majority of the members of the Board of Trustees.

Section 10.2. Amendment of Bylaws. These Bylaws may be amended, supplemented, restated, revised or repealed by a majority vote of the members of the Board of Trustees.

ARTICLE 11 – NONDISCRIMINATION

Whenever reference in these Bylaws is made to the masculine pronoun or proper noun, it should be construed to include both the masculine and the feminine gender. In addition to its affairs and conduct of its business, the Corporation shall not discriminate as to any person on account of age, race, creed, color, sex, marital status, national origin or handicap.

ARTICLE 12 – FORCE AND EFFECT

Section 12.1. These Bylaws are subject to the provisions of the Act and the Articles of Organization of the Corporation, as such corporate documents may be amended from time to time. If any provision of the Bylaws is inconsistent with a provision in the Act or

in the Articles of Organization, the provision of the Act or the Articles of Organization shall govern to the extent of such inconsistency.

Section 12.2. The effective date of these Bylaws shall be the effective date of the filing of the Articles of Organization of the Corporation.

ARTICLE 13 – PARLIAMENTARY GUIDE

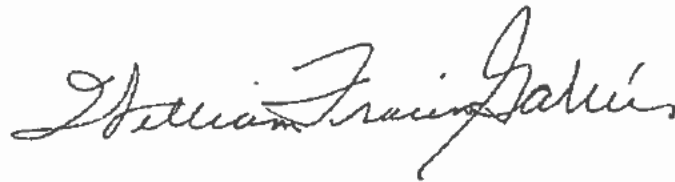
Section 13.1. The Standard Code of Parliamentary Procedure by Alice Sturgis, as amended from time to time, shall be the Corporation's parliamentary guide, and shall govern procedures of the Board of Trustees when not in conflict with the provisions of these Bylaws or any amendments thereto.

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:

August 19, 2013 04:23 PM

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

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth