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: 617-888-3333
www.mass.gov/medicalmarijuana

MANAGEMENT AND OPERATIONS PROFILE
Request for a Certificate to Registration to
Operate a Registered Marijuana Dispensary

INSTRUCTIONS

This application form is to be completed by a non-profit corporation that wishes to apply for a Certificate of
Registration to operate a Registered Marijuana Dispensary ("RMD") in Massachusetts, and has been invited by
the Department of Public Health (the "Department") to submit a Management and Operations Profile.

Once invited by the Department to submit a Management and Operations Profile, the applicant must submit the
Management and Operations Profile within 45 days from the date of the invitation letter, or the applicant must
submit a new Application of Intent and fee.

If invited by the Department to submit a Management and Operations Profile for more than one proposed
RMD, you must submit a separate Management and Operations Profile, attachments, and application fee for
each proposed RMD. Please identify each application of multiple applications by designating it as Application
1, 2 or 3 in the header of each application page. Please note that no executive, member, or any entity owned or
controlled by such an executive or member, may directly or indirectly control more than three RMDs.

However, even if submitting a Management and Operations Profile for more than one RMD, an applicant need
only submit one background check packet, including authorization forms for all required individuals, and fee
associated with the background checks.

Unless indicated otherwise, all responses must be typed into the application forms. Handwritten responses will
not be accepted. Please note that character limits include spaces.

Attachments should be labelled or marked so as to identify the question to which it relates.

Each submitted application must be a complete, collated response, printed single-sided, and secured with a
binder clip (no ring binders, spiral binding, staples, or folders).
Mail or hand-deliver the Management and Operations Profile, with all required attachments, the $30,000 application fee, and completed Remittance Form to:

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

All fees are non-refundable and non-transferable.

REVIEW
Applications are reviewed in the order they are received.

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

PROVISIONAL CERTIFICATE OF REGISTRATION

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

REGULATIONS

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

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

PUBLIC RECORDS

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

QUESTIONS

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

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

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

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: KCP
SECTION A. APPLICANT INFORMATION

1. Mayflower Botanicals, Inc.

   Legal name of Corporation

   Kevin C. Pelissier, Jr.

2. Name of Corporation’s Chief Executive Officer

   307 Brook Street
   New Bedford, MA 02745

   Address of Corporation (Street, City/Town, Zip Code)

   Kevin C. Pelissier, Jr.

4. Applicant point of contact (name of person Department of Public Health should contact regarding this application)

   (413) 537-6311

5. Applicant point of contact’s telephone number

   kevin@mayflowerbotanicals.com

6. Applicant point of contact’s e-mail address

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

   1

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

Restated Articles of Organization  
(General Laws, Chapter 180, Section 7)

Identification Number: 001183020

We, KEVIN C. PEIISIEX, JR. X President __ Vice President,

and OMER ROSENHANAD __ Clerk X Assistant Clerk,

of MAYFLOWER BOTANICALS, INC.,
located at: 307 BROOK STREET APARTMENT 2 NEW BEDFORD, MA 02745 USA

do hereby certify that the following Restatement of the Articles of Organization was duly adopted at a meeting held on: 10/21/2015, by vote of:

0 members, 3 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:

MAYFLOWER BOTANICALS, INC.

ARTICLE II

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

CIVIC, EDUCATIONAL, CHARITABLE AND BENEVOLENT ACTIVITIES, AS WELL, AS ANY OTHER LAWFUL ACTIVITIES PURSUANT TO M.G.L. CHAPTER 180 SECTION 4, INCLUDING THOSE 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:

THE CORPORATION SHALL HAVE NO MEMBERS.

ARTICLE IV

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

(If there are no provisions state "NONE")
1. No director or officer shall have any personal liability to the corporation or its members, if any, for monetary damages for breach of fiduciary duty as a director or officer notwithstanding any provision of law imposing such liability; however, directors and officers shall have liability as directors or officers, respectively, a) for any breach of such director's or officer's duty of loyalty to the corporation or its members, b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or c) for any transaction from which the director or officer derived an improper personal benefit. 2. Other lawful provisions are set forth in the bylaws of the corporation. 3. If there is any conflict between the provisions of these articles of organization and the bylaws of the corporation, the provisions of these articles shall govern.

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.

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: 307 BROOK STREET
APARTMENT 2
City or Town: NEW BEDFORD
State: MA Zip: 02745 Country: USA

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

<table>
<thead>
<tr>
<th>Title</th>
<th>Individual Name</th>
<th>Address (no PO Box) Address, City or Town, State, Zip Code</th>
<th>Expiration of Term</th>
</tr>
</thead>
<tbody>
<tr>
<td>PRESIDENT</td>
<td>KEVIN CHARLES PELISSIER JR.</td>
<td></td>
<td>06/30/2017</td>
</tr>
<tr>
<td>TREASURER</td>
<td>OMER ROSENHAND</td>
<td></td>
<td>06/30/2017</td>
</tr>
<tr>
<td>CLERK</td>
<td>KEVIN CHARLES PELISSIER JR.</td>
<td></td>
<td>06/30/2017</td>
</tr>
<tr>
<td>ASSISTANT CLERK</td>
<td>OMER ROSENHAND</td>
<td></td>
<td>06/30/2017</td>
</tr>
<tr>
<td>DIRECTOR</td>
<td>KEVIN CHARLES PELISSIER JR.</td>
<td></td>
<td>06/30/2017</td>
</tr>
</tbody>
</table>
c. The fiscal year (i.e., tax year) of the business entity shall end on the last day of the month of: June

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

Name:
No. and Street:  
City or Town:  
State:  
Zip:  
Country:  

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:

AMENDMENTS BEING MADE:  
ARTICLE II: WORDING MADE CONSISTENT WITH MASSACHUSETTS FORM OF ARTICLES  
ARTICLE III: SPECIFICATION THAT THE CORPORATION SHALL HAVE NO MEMBERS  
ARTICLE IV: ADDITION OF LAWFUL PROVISIONS  

SIGNED UNDER THE PENALTIES OF PERJURY, this 21 Day of October, 2015, KEVIN C. PEILLISSIER, JR., President / Vice President, OMER ROSENHAND, Clerk / Assistant Clerk.
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:

   October 21, 2015 02:53 PM

[Signature]

WILLIAM FRANCIS GALVIN

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

Date: October 06, 2015

To Whom It May Concern:

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

MAYFLOWER BOTANICALS, INC.

is a domestic corporation organized on July 27, 2015.

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

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

[Signature]
Secretary of the Commonwealth

Certificate Number: 15105638870
Verify this Certificate at: http://corp.sec.state.ma.us/CorpWeb/Certificates/Verify.aspx
Processed by: tad
B Y L A W S

O F


A

M A S S A C H U S E T T S

N O N - P R O F I T  C O R P O R A T I O N

First Adopted on 22 October 2015 | Last Modified on 22 October 2015
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1.1. Name
1.1.1. The name of the Corporation shall be as set forth in the Articles of Organization.

1.2. Seal
1.2.1. The Board may adopt and alter, from time to time, the seal of the Corporation. The seal of the Corporation, if any, shall bear the word "Massachusetts" and the year of incorporation.

1.3. Principal Office
1.3.1. The principal office of the Corporation shall be located in the State of Massachusetts at a place to be determined by the Board.
1.3.2. The principal office may be changed by the Board from time to time.
1.3.3. The Corporation may conduct business from additional offices as determined by the Board.

1.4. Registered Agent
1.4.1. The Board may, from time to time, appoint a registered agent.
1.4.2. In the absence of an appointed registered agent, the Clerk shall fulfill all functions of a registered agent.

1.5. Mission
1.5.1. The Corporation is organized for non-profit purposes including, but not limited to, providing knowledgeable expertise and safe access to legal medical marijuana to Massachusetts patients living with debilitating medical conditions.
1.5.2. As permitted by law, the Corporation may 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 M.G.L. Chapter 180.
1.5.3. Any revenue from the Corporation shall be used solely in furtherance of its non-profit purpose.
Article 2. Definition of Roles

2.1. Directors
2.1.1. The Corporation shall have a board of directors (collectively the “Board” or the “Directors”, and each individually a “Board Member” or a “Director”).

2.2. Members
2.2.1. The corporation shall have no members.
2.2.2. Any action or vote required or permitted by law to be taken by members of the Corporation shall be taken by action or vote of the Board.

2.3. Officers
2.3.1. The Officers of the Corporation shall be President, Treasurer and Clerk of the Board of Directors and other such officers as may be determined by the Board (collectively the “Officers” and each individually an “Officer”).
2.3.2. Officers shall be appointed by the Board.

2.4. Advisors
2.4.1. The Corporation may have advisors to the Board and to the Officers (collectively the “Advisors”, and each individually an “Advisor”) for the provision of independent, non-binding advice and guidance to assist the Corporation, the Board and the Officers in better fulfilling the Corporation’s purpose and mission.
2.4.2. Advisors shall be appointed by the Board.

2.5. Board Observers
2.5.1. The Board may have certain individuals attend board meetings in an observatory role for a defined period of time (“Board Observers”).
2.5.2. Board Observers shall be appointed by the Board.
2.5.3. Board Observers shall have no Board Votes.
Article 3. Board of Directors

3.1. Number of Directors
3.1.1. The Board shall comprise no fewer than three (3) and no greater than seven (7) Directors.

3.2. Election of Directors
3.2.1. Each Director shall be elected by the current Directors at the Annual Board Meeting.

3.3. Term of Directors
3.3.1. The Board shall determine the length of terms to be served by Directors.

3.4. Powers of the Board of Directors
3.4.1. The Board shall have, and may exercise, all the powers, rights and privileges of the Corporation as permitted by law.
3.4.2. The Board shall have general power to control and manage the business, affairs and property of the Corporation. Such powers, or a subset thereof, may be delegated as determined by the Board.

3.5. Board Voting
3.5.1. Each Director shall be entitled to one (1) vote in Board decisions (a “Board Vote” or in the plural, “Board Votes”).
3.5.2. The vote of a majority of Directors at a Board Meeting at which there is a quorum shall be the act or decision of the Board, unless otherwise provided by law or unless these Bylaws require a decision by a supermajority of Board Votes.
3.5.2.1. A majority shall be greater than fifty percent (50%)
3.5.2.2. A supermajority shall be greater than sixty-six percent (66%)
3.5.3. Any action required or permitted to be taken at any Board Meeting may be taken without a meeting if all the Directors consent to the action in writing and such written consents are filed with the records of the meetings of the Directors. The Clerk shall ensure such written consents are filed appropriately. Such consents shall be treated for all purposes as a vote at a meeting of the Board.
3.5.4. Board voting by proxy shall not be permitted.

3.6. Quorum
3.6.1. In order for any meeting of the Board (a “Board Meeting”, including any or all Annual Board Meetings and Special Board Meetings) to be valid and in effect, a quorum consisting of all Directors must be represented in person, by phone, by video conference or by similar medium which has live and real-time voice communication among all attendees (“Present” as it relates to persons, or “Represented” as it relates to Board Votes)
3.7. **Board Meeting Agenda**

3.7.1. The President shall fix the agenda (a "Board Agenda"), including but not limited to discussion topics and items put to a vote, of each Board Meeting.

3.7.1.1. Discussion topics may be modified by a majority of Board Votes, either in advance or during a Board Meeting.

3.7.1.2. No item may be put to a vote unless it was specifically disclosed in the Board Agenda or if a supermajority of Board Votes approves the vote be taken at such Board Meeting.

3.8. **Minutes**

3.8.1. Minutes of all Board Meetings shall be taken, or caused to be taken, by the Clerk. Such minutes shall include, but not be limited to:

3.8.1.1. Date of the meeting;

3.8.1.2. Attendees who are Present at the meeting, including the medium through which such Directors are deemed Present (either in person, by phone, by video conference or by similar medium which must be specified);

3.8.1.3. Board Agenda, including any modifications in advance and during the Board Meeting;

3.8.1.4. Material topics of discussion at the meeting, including a paraphrasing of relevant content discussed; and

3.8.1.5. Votes, decisions, actions or other matters resolved by the Board.

3.9. **Board Materials**

3.9.1. Presentations and discussion materials, which shall be in PDF format only, to be presented to the Board for review or discussion at each Board Meeting ("Board Materials") shall be retained, or caused to be retained, by the Clerk.

3.10. **Board Committees**

3.10.1. The Board, by majority vote, may create such standing and special committees as it determines to be in the best interest of the Corporation.

3.10.2. The Board may delegate to any such committee any or all of their powers, provided that any committee to which the powers of the Directors are delegated shall consist solely of Directors.

3.10.3. The Board shall determine the duties, powers and composition of any such committee, except that the Board shall not delegate to such committees those powers which may not be delegated by law.

3.10.4. Any committee may be terminated, for any reason or no reason at all, at any time by the Board.

3.10.5. Any Committee shall remain active at the pleasure of the Board.
3.10.6. Any Director serving on any committee shall remain in such office at the pleasure of the Board.

3.11. Annual Board Meetings

3.11.1. Frequency. The Board shall conduct annual meetings ("Annual Board Meetings", or in the singular, an "Annual Board Meeting") one (1) time per year.

3.11.2. Access. Annual Board Meetings may only be attended by Directors and Board Observers.

3.11.3. Advance Notice. The President shall notify Directors, or cause Directors to be notified, of the time, place and Board Agenda of an Annual Board Meeting no less than thirty (30) days in advance, provided that if all Directors agree to a modification, any of the time, place or agenda may be modified with less than thirty (30) days notice.

3.11.4. Advance Distribution. The President shall distribute copies, or cause copies to be distributed, by email and in PDF format only, of all Board Materials no later than two (2) weeks in advance of each Annual Board Meeting. Such Board Materials shall be delivered to the President no later than three (3) weeks in advance of each Annual Board Meeting by the designated party responsible for the creation or compilation of such materials.

3.12. Special Board Meetings

3.12.1. Frequency. From time to time, as may be required or appropriate, the Board may call meetings outside the ordinary course of business ("Special Board Meetings").

3.12.1.1. Special Board Meetings may be called by the President, Treasurer, CEO or a majority of Board Votes.

3.12.2. Access. Special Board Meetings may only be attended by Directors and Board Observers.

3.12.3. Advance Notice. The President shall notify Directors, or cause Directors to be notified, of the time, place and Board Agenda of such Special Board Meetings no less than seven (7) days in advance, provided that if all Directors agree to a modification, any of the time, place or agenda may be modified with less than seven (7) days notice.

3.12.4. Advance Distribution. The President shall distribute copies, or cause copies to be distributed, by email and in PDF format only, of all Board Materials no later than two (2) days in advance of each Special Board Meeting. Such Board Materials shall be delivered to the President no later than three (3) days in advance of each Special Board Meeting by the Officer or Director designated responsible for the creation or compilation of such materials. Notwithstanding the foregoing, if all Directors agree, Board Materials may be distributed with less than seven (3) days notice.

3.13. Director Attendance

3.13.1. There shall be no attendance requirement for Directors.
3.14. Directors' Insurance
3.14.1. The Corporation may purchase Directors’ Insurance with coverage and provisions consistent with good business practice or Corporations or other entities of similar size or function, as determined by the Board.
Article 4. Officers

4.1. Director

4.1.1. The duties, rights, roles and responsibilities of all Directors shall include, but not be limited to:

4.1.1.1. At any reasonable time, inspect all books, records, and documents of every kind of the Corporation, inspect the physical properties of the Corporation, and have such other rights to inspect the books, records, and properties of this Corporation as may be required under the Articles of Organization, other provisions of these Bylaws and provisions of law.

4.1.1.2. Register a primary email address with the Clerk, and acknowledge that all notices of meetings sent to them via email at such email address shall be valid notices thereof.

4.2. President

4.2.1. The Board shall elect a Director from its ranks to serve as President for a period of one (1) year. The election of a President shall be determined by the Director receiving the most Board Votes, provided such Director desires and agrees to serve in such capacity. The duties, rights, roles and responsibilities of the President shall include, but not be limited to:

4.2.1.1. Preside at all Board Meetings except as the Directors shall otherwise determine;

4.2.1.2. Fix and provide notice of the time and location of Board Meetings;

4.2.1.3. Fix and distribute the Board Agenda of Board Meetings; and

4.2.1.4. Other duties as prescribed by the Board from time to time

4.3. Treasurer

4.3.1. The Board shall elect a Director from its ranks to serve as Treasurer for a period of one (1) year. The election of a Treasurer shall be determined by the Director receiving the most Board Votes, provided such Director desires and agrees to serve in such capacity. The duties, rights, roles and responsibilities of the Treasurer shall include, but not be limited to:

4.3.1.1. Oversee financial activities of the Corporation including budgeting, reporting, audit, receipt of funds, payment of funds, record keeping and other related financial matters;

4.3.1.2. Preside at Board Meetings in the absence of the President; and

4.3.1.3. Other duties as prescribed by the Board from time to time

4.4. Clerk
The Board shall elect a Director to serve as Clerk for a period of one (1) year. The election of a Clerk shall be determined by the Director receiving the most Board Votes, provided such Director desires and agrees to serve in such capacity. The duties, rights, roles and responsibilities of the Clerk shall include, but not be limited to:

4.4.1.1. Ensuring that minutes of all meetings of the Board are taken;
4.4.1.2. Ensuring that minutes of all meetings of the Board are approved by all Directors who were Present at the Board Meeting;
4.4.1.3. Sign a copy of the final, approved minutes;
4.4.1.4. Act as custodian of records, ensuring the Corporation’s records are consistently and appropriately maintained
4.4.1.5. File appropriate documents with the Commonwealth of Massachusetts; and
4.4.1.6. Other duties as prescribed by the Board from time to time
Article 5. Resignation, Removal and Vacancies

5.1. Resignation

5.1.1. Any Director, Officer or Advisor may resign at any time by delivering his resignation in writing to any Director. Such resignation shall be effective upon receipt unless specified to be effective at a later time; however the Board may choose to make the effectiveness of such resignation immediate.

5.2. Removal

5.2.1. Any Director may be removed with cause at any time by a majority of Board Votes. Directors may not be removed without cause.

5.2.2. Any Officer, Advisor or Board Observer may be removed with or without cause at any time by the Board.

5.3. Vacancies

5.3.1. Vacancies in any office may be filled by a Board vote.

5.3.2. A Director shall not be precluded from filling a vacancy and serving the Corporation in any other capacity.
Article 6. Financial Management

6.1. Fiscal Year
6.1.1. The fiscal year of the Corporation shall end on the last day of the month of June, unless otherwise determined by the Board.

6.2. Books and Records
6.2.1. The Corporation's books and records shall be maintained in accordance with applicable laws and regulations.

6.3. Compensation
6.3.1. Directors will not be compensated for their services as Directors.
6.3.2. Directors shall not be precluded from serving the Corporation in any other capacity and receiving reasonable compensation for any such services.
6.3.3. Board Observers and Advisors shall not be entitled to compensation from the Corporation in their capacity as Board Observers or Advisors, respectively.

6.4. Reimbursement of Expenses
6.4.1. The Corporation shall provide cash reimbursement to Directors for expenses incurred either in the fulfillment of their duties or on behalf of the Corporation, in each case provided they submit credible proof of purchase and receive approval from the CFO.
Article 7. Other Provisions

7.1. Conflicts of Interest
7.1.1. Directors with a financial or personal interest (an “Interested Party”) in any matter coming before the Board shall:
   7.1.1.1. Fully disclose the nature of the interest; and
   7.1.1.2. Withdraw from discussion, lobbying and voting on the matter.

7.1.2. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors determine that it is in the best interest of the Corporation to do so.

7.1.3. Minutes of Board Meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval, including confirmation that the decision taken, if any, shall ensure that funds are used solely in furtherance of the non-profit mission.

7.1.4. It shall be within the Board’s discretion to address, or otherwise seek an appropriate remedy, to any conflict of interest.

7.2. Nondiscrimination Policy
7.2.1. The Corporation shall not discriminate on the basis of race, color, religion, gender, sexual orientation, national origin or disability.

7.2.2. Persons of all races, colors, religions, genders, sexual orientations, national origins and disabilities shall be entitled to all the rights and privileges generally made available by the Corporation through the activities and programs that it conducts.

7.3. Execution of Papers
7.3.1. Except as provided by law or as the Board may otherwise authorize, generally or in particular cases, all deeds, leases, transfers, contracts, bonds, notes, releases, checks, drafts and other documents or instruments to be executed on behalf of the Corporation must be signed by the President or Treasurer.

7.4. Construction
7.4.1. If there is any conflict between these Bylaws and the Articles of Organization, the Articles of Organization shall govern.

7.5. Compliance with Law
7.5.1. The Corporation intends to comply with all applicable laws and regulations governing its activities. No agent of the Corporation is authorized to violate any applicable law or regulation on behalf of the Corporation.

7.6. Gender, Singular and Plural
7.6.1. Wherever appropriate, any reference herein to the singular shall include the plural, any reference to the masculine shall include the feminine, and any reference to “it” shall include “his” or “her” or vice versa, as the case may be.

7.7. Severability

7.7.1. If any provision, provisions or portions of these Bylaws shall be held to be invalid, illegal, or unenforceable for any reason whatsoever:

7.7.1.1. The validity, legality, and enforceability of the remaining provisions of these Bylaws (including, without limitation, each portion of any paragraph or clause containing any such provision held to be invalid, illegal, or unenforceable, that is not itself held to be invalid, illegal, or unenforceable) shall not in any way be affected or impaired; and

7.7.1.2. To the fullest extent possible, the provisions of these Bylaws (including, without limitation, each such portion of any paragraph or clause containing any such provision held to be invalid, illegal, or unenforceable) shall be construed so as to give effect to the intent manifested by the provision held invalid, illegal, or unenforceable.

7.8. Dissolution

7.8.1. In the event of dissolution of the Corporation, the Board shall make appropriate provisions for the payment of all debts and liabilities of the Corporation; dispose of remaining assets of the Corporation as the Board views to be in the best interest of the Corporation, and in accordance with applicable law.

7.9. Indemnification

7.9.1. The Corporation shall indemnify and hold harmless any person who was or is a party defendant, or is threatened to be made a party defendant, to a pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a Director or capital contributor to the Corporation, employee or agent of the Corporation, or is or was serving at the request of, or acting on behalf of, the Corporation, against expenses (including attorney fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding if the Board determines that he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Corporation, and with respect to any criminal action proceeding, and has no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of “no lo Contendere” or its equivalent, shall not in itself create a presumption that the person did or did not act in good faith and in a manner which he reasonably believed to be in the best interest of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was lawful.
8.1. Amendments

8.1.1. The Articles of Organization may be amended or repealed, in whole or in part, by a supermajority vote of the Board.

8.1.2. These Bylaws may be amended or repealed, in whole or in part, by a supermajority vote of the Board.
Mayflower Botanicals, Inc.

Bylaws

We do hereby certify that the above stated Bylaws of Mayflower Botanicals, Inc. were approved by the Board of Directors of Mayflower Botanicals, Inc. on Thursday, October 22, 2015 and constitute a complete copy of the Bylaws of the Corporation.

President or Vice President:

[Signature]

Kevin C. Pelissier, Jr.
President
Mayflower Botanicals, Inc.

Clerk or Assistant Clerk:

[Signature]

Omer Resenhand
Assistant Clerk
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.

Mayflower Botanicals, Inc. (MBI) is currently evaluating whether to utilize a management company (MC), however no particular company has been identified, formed or proposed.

MBI would only utilize a MC if it determines it is in the best interest of the non-profit in the fulfillment of its mission, and if the compensation to a MC is reasonable and reflects the fair market value of the supplies, equipment and services being provided to MBI. Any management contract under consideration would require approval by a majority vote of MBI’s Directors.

In the event MBI elects to utilize a management company, it will be prepared to provide an independent legal opinion that any proposed contract complies with the non-profit requirements of Ch. 369 of the Acts of 2012, the regulations at 105CMR725.000, and the Department of Public Health’s (DPH) “Guidance for Registered Marijuana Dispensaries Regarding Non-Profit Compliance.” All information regarding such agreement and the MC will be promptly disclosed to the DPH.
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.

Richard K. Roberts (COO), Omer Rosenhand (CFO and Director) and Matthew E. Jossen (Director) are capital contributors of greater than 5% to MBI. It is expected that MBI will execute a promissory note for all funds provided to the RMD. While the capital contributor lending terms have not yet been finalized, the interest rate and other terms will not violate any applicable non-profit regulations or DPH guidelines.

MBI is prepared to provide an independent legal opinion to ensure that any Related Party Transaction complies with the non-profit requirements of Ch. 369 of the Acts of 2012, the regulations at 10SCMR725.000, and the DPH’s “Guidance for Registered Marijuana Dispensaries Regarding Non-Profit Compliance.” All information regarding any Related Party Transaction(s) will be promptly disclosed to the 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: KCP
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.

<table>
<thead>
<tr>
<th>Name</th>
<th>Title and Role</th>
</tr>
</thead>
<tbody>
<tr>
<td>Kevin C. Pelissier, Jr.</td>
<td>Director and President of MBI, Chief Executive Officer of MBI</td>
</tr>
<tr>
<td>Omer Rosenhand</td>
<td>Director, Treasurer and Assistant Clerk of MBI, Chief Financial Officer of MBI</td>
</tr>
</tbody>
</table>

Kevin C. Pelissier, Jr. is a Director and President of MBI. He will also serve as Chief Executive Officer of MBI. As CEO, Mr. Pelissier will oversee all operational aspects of MBI, including responsibility for day-to-day management of the organization, responsibility for upholding the charitable mission, and accountability of MBI to its community.

Omer Rosenhand is a Director, Treasurer and Assistant Clerk of MBI. He will also serve as the Chief Financial Officer of MBI. As CFO, Mr. Rosenhand will be responsible for the books and records of the organization, ensuring compliance with accounting, tax and financial reporting requirements.

None of MBI's Directors will be compensated for their services as Directors.
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.

There are no members of the Board of Directors that 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. However, as referenced in MBI’s response to Question 12, Omer Rosenhand and Matthew E. Jossen are members of MBI’s Board of Directors and are also capital contributors of greater than 5% to MBI.

Should MBI propose to contract with a management company, investor or other third party for which a Director of MBI is serving as an official, executive, corporate member or board member, MBI will inform the DPH and, if the DPH requests, will supplement its response to this question.

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: KCP
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.

MBI has not engaged in any contract or agreement, executed or proposed, under which a percentage or portion of MBI'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
Kevin C. Pelissier, Jr.

Date Signed
10/22/2015

Print Name of Authorized Signatory

Title of Authorized Signatory

Information on this page has been reviewed by the applicant, and where provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory here: KCP.
SECTION D. EMPLOYMENT AND EDUCATION FORM

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

Name

Kevin C. Pelissier, Jr.

Residential Address


Title (at applicant non-profit corporation)

Chief Executive Officer

Name of Applicant Non-Profit Corporation

Mayflower Botanicals, Inc.

Highest Education Attained – Institution, Degree, and Year

University of Massachusetts Dartmouth
Masters of Business Administration
2011
### Past 10 Years of Employment by Employer, Title and Time Period. List chronologically, beginning with most recent employment. Add more forms if space is needed for additional employment history entries.

<table>
<thead>
<tr>
<th>Employer</th>
<th>Title</th>
<th>Time Period</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mayflower Botanicals, Inc.</td>
<td>Chief Executive Officer (CEO)</td>
<td>2015 - Current</td>
</tr>
<tr>
<td>Coastal Compassion, Inc.</td>
<td>Executive General Manager</td>
<td>2012 - Current</td>
</tr>
<tr>
<td>Trestian LLC</td>
<td>Co-Founder, Director of Marketing and Strategy</td>
<td>2012 - Current</td>
</tr>
<tr>
<td>Civic Support Inc</td>
<td>Co-Founder</td>
<td>2011 - Current</td>
</tr>
<tr>
<td>Formally: Educational Committee for Civic Support</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Consumer United</td>
<td>Sales Team Leader</td>
<td>2008 - 2009</td>
</tr>
<tr>
<td>Now dba: Goji</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Atlantis Mortgage Corp.</td>
<td>Mortgage Loan Originator</td>
<td>2007 - 2008</td>
</tr>
</tbody>
</table>

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

[Signature of the Individual]

[10/9/2015]

Date Signed
SECTION D. EMPLOYMENT AND EDUCATION FORM

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Name

Richard K. Roberts

Residential Address


Title (at applicant non-profit corporation)

Chief Operating Officer

Name of Applicant Non-Profit Corporation

Mayflower Botanicals, Inc.

Highest Education Attained – Institution, Degree, and Year

Boston University
Bachelor of Science
1982
### Past 10 Years of Employment by Employer, Title and Time Period

List chronologically, beginning with most recent employment. Add more forms if space is needed for additional employment history entries.

<table>
<thead>
<tr>
<th>Employer</th>
<th>Title</th>
<th>Time Period</th>
</tr>
</thead>
<tbody>
<tr>
<td>Boston Scientific Corporation</td>
<td>Learning &amp; Development Manager</td>
<td>2007 - 2014</td>
</tr>
<tr>
<td>NE Region American Red Cross</td>
<td>Regulatory and Compliance Manager</td>
<td>1980 - 2007</td>
</tr>
</tbody>
</table>

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

Signature of the Individual

Date Signed: 10/9/15
SECTION D. EMPLOYMENT AND EDUCATION FORM

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Name
Omer Rosenhand

Residential Address

Title (at applicant non-profit corporation)
Chief Financial Officer

Name of Applicant Non-Profit Corporation
Mayflower Botanicals, Inc.

Highest Education Attained – Institution, Degree, and Year
Brandeis University International Business School
M.A., International Economics & Finance
2007
### Past 10 Years of Employment by Employer, Title and Time Period

List chronologically, beginning with most recent employment. Add more forms if space is needed for additional employment history entries.

<table>
<thead>
<tr>
<th>Employer</th>
<th>Title</th>
<th>Time Period</th>
</tr>
</thead>
<tbody>
<tr>
<td>Pillar Capital Advisors LLC</td>
<td>Vice President</td>
<td>2014 - 2015</td>
</tr>
<tr>
<td>Sagent Advisors, LLC</td>
<td>Associate (2010 - 2014)</td>
<td>2009 - 2014</td>
</tr>
<tr>
<td></td>
<td>Analyst (2009 - 2010)</td>
<td></td>
</tr>
<tr>
<td>J.P. Morgan Securities Inc.</td>
<td>Summer Analyst</td>
<td>2006</td>
</tr>
<tr>
<td>Brandeis University International Business School</td>
<td>Teaching Assistant</td>
<td>2006</td>
</tr>
<tr>
<td>Trudeau &amp; Trudeau Associates, Inc.</td>
<td>Intern</td>
<td>2005</td>
</tr>
</tbody>
</table>

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

Signature of the Individual: [Signature]

Date Signed: 10/09/2015
SECTION D. EMPLOYMENT AND EDUCATION FORM

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

Name
Chapman R. Dickerson

Residential Address

Title (at applicant non-profit corporation)
Cultivation Consultant

Name of Applicant Non-Profit Corporation
Mayflower Botanicals, Inc.

Highest Education Attained – Institution, Degree, and Year
Old Rochester Regional High School, Diploma, 1997
Past 10 Years of Employment by Employer, Title and Time Period. List chronologically, beginning with most recent employment. Add more forms if space is needed for additional employment history entries.

<table>
<thead>
<tr>
<th>Employer</th>
<th>Title</th>
<th>Time Period</th>
</tr>
</thead>
<tbody>
<tr>
<td>Controlled Environmental Services, LLC</td>
<td>President/Owner</td>
<td>June 2014 - Present</td>
</tr>
<tr>
<td>Dickerson Farms, LLC</td>
<td>President/Owner</td>
<td>2013-2014</td>
</tr>
<tr>
<td>Greenbelly Collective</td>
<td>Bud Tender</td>
<td>2009</td>
</tr>
<tr>
<td>Miss Ruah</td>
<td>Beat Captain</td>
<td>2005-2009</td>
</tr>
</tbody>
</table>

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

Signature of the Individual

Date Signed

10/14/2015
SECTION D. EMPLOYMENT AND EDUCATION FORM

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

<table>
<thead>
<tr>
<th>Name</th>
<th>Michael C. Rego</th>
</tr>
</thead>
<tbody>
<tr>
<td>Residential Address</td>
<td>[Redacted]</td>
</tr>
<tr>
<td>Title (at applicant non-profit corporation)</td>
<td>Director of Security</td>
</tr>
<tr>
<td>Name of Applicant Non-Profit Corporation</td>
<td>Mayflower Botanicals, Inc.</td>
</tr>
</tbody>
</table>
| Highest Education Attained – Institution, Degree, and Year | Salve Regina University  
Master of Science  
1992 |
Past 10 Years of Employment by Employer, Title and Time Period. List chronologically, beginning with most recent employment. Add more forms if space is needed for additional employment history entries.

<table>
<thead>
<tr>
<th>Employer</th>
<th>Title</th>
<th>Time Period</th>
</tr>
</thead>
<tbody>
<tr>
<td>Greenleaf Compassionate Care Center</td>
<td>Director of Security</td>
<td>2013 - 2014</td>
</tr>
<tr>
<td>State of Rhode Island</td>
<td>Coordinator of Field Operations</td>
<td>2012 - 2013</td>
</tr>
<tr>
<td></td>
<td>FDA Tobacco Inspection Program</td>
<td></td>
</tr>
<tr>
<td>City of Newport, RI</td>
<td>Patrol Officer</td>
<td>1993 - 2010</td>
</tr>
<tr>
<td>Newport Police Department</td>
<td>Police Detective</td>
<td></td>
</tr>
</tbody>
</table>

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

Signature of the Individual

Date Signed: 10/09/15
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.

Kevin C. Pelissier, Jr. (CEO) has 4 years of experience running non-profit organizations & businesses, & 8 years of experience in policy compliance, marketing, public relations & technology integration. Mr. Pelissier is the Co-founder & Director of The Educational Committee for Civic Support, a 501(c)(3) founded in 2011 ("Civic Support"). Civic Support assists local non-profits with technology & strategic planning, & provides paid internships & learning opportunities to local university students with documented financial need. Mr. Pelissier is also Co-founder & Director of Marketing for Trestian, LLC., which provides technical development & consulting services to organizations nationwide. For the past 3 years, Mr. Pelissier has served as Executive GM for the provisionally licensed RMD Coastal Compassion Inc. Mr. Pelissier holds an M.B.A from the University of Massachusetts Dartmouth, & is a Director of Greene Room Productions, a 501(c)(3).

Richard K. Roberts (COO) has 28 years of experience at the non-profit American Red Cross Blood Services and 7 years with Boston Scientific (BSC). He has held management positions in regulatory, compliance, telemarketing, operations, problem management, distribution, operations, employee training & HR. Mr. Roberts has been COO for the provisionally licensed RMD Coastal Compassion Inc. since 2013 & has managed various aspects of compliance. He has trained and maintained performance standards for teams of 70+ employees, assuring compliance to FDA regulations. At BSC, he led the implementation of a Learning Management System (LMS) at the 500-employee Quincy Customer Fulfillment Center, creating over 150 curricula of tailored learning to each individual job or task. He also implemented the LMS program at BSC's 1,200-employee HQ in Natick. Mr. Roberts holds a B.S. in Business Admin from Boston University.

Omer Rosenhand (CFO) has 10 years of business & finance experience as an investment banker with firms including J.P. Morgan, Sagent Advisors and Pillar Capital, with 5 years managing business functions. He has advised corporations on a range of corporate finance matters - including M&A, divestitures, debt issuances and capital raises - across the retail, technology, marketing, chemicals and mining industries. Mr. Rosenhand has extensive experience developing and managing recruiting, hiring and training programs. At J.P. Morgan, he led Brandeis University recruitment and at Sagent developed and managed the analyst and associate training program. As Vice President at Pillar, he created and managed the recruiting, hiring and training programs. While at Pillar, he was also responsible for various aspects of the firm's compliance with FINRA, with which he holds Series 79 and 63 licenses. Mr. Rosenhand has a B.A. in Economics from Brandeis University, as well as an M.A. in International Economics & Finance from the International Business School at Brandeis. Mr. Rosenhand was a resident of Massachusetts for 20 years.
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.

Kevin C. Pelissier, Jr. (CEO) has 5 years of experience providing health care services. Mr. Pelissier was a Department of Health registered caregiver in Rhode Island's medical marijuana program for over 5 years and currently serves as an Executive General Manager for the provisionally licensed RMD Coastal Compassion Inc. Mr. Pelissier has been involved in patient education, advocacy, production of marijuana-infused products and R&D of illness-specific marijuana strains. As part of his work with Trestian, LLC Mr. Pelissier has provided HIPAA-compliant technology and database services to several health care service providers.

Richard K. Roberts (COO) has 28 years of experience providing health care services. He has served as Chief Operating Officer for the provisionally licensed RMD Coastal Compassion Inc. since 2013. Mr. Roberts has extensive experience managing large teams and maintaining compliance standards in complex health care environments. MBI will leverage Mr. Robert's experience with the American Red Cross and Coastal Compassion to maintain compliance with the state's robust regulations for the RMD.

Omer Rosenhund (CFO) does not have experience providing health care services.
19. Describe the experience, and length of experience, of the Corporation's Chief Executive Officer, Chief Operations Officer, and Chief Financial Officer with providing services for marijuana for medical purposes.

Kevin C. Pelissier, Jr. (CEO) has over 5 years of experience providing services for marijuana for medical purposes. Mr. Pelissier was a Department of Health registered caregiver in Rhode Island's medical marijuana program for over 5 years and currently serves as Executive General Manager for the provisionally licensed RMD Coastal Compassion Inc. Mr. Pelissier has been involved in patient education, advocacy, production of marijuana-infused products and R&D of illness-specific marijuana strains. Mr. Pelissier will help coordinate patient educational resources and ensure that MBI's marijuana infused product division meets patient needs with compassion and professionalism.

Richard K. Roberts (COO) has 3 years of experience providing services for marijuana for medical purposes. He has served as Chief Operating Officer for the provisionally licensed RMD Coastal Compassion Inc. since 2013.

Omer Rosenhund (CFO) does not have experience with providing services for marijuana for medical purposes.
20. Describe the experience, and length of experience, of the Corporation's individual/entity responsible for marijuana for medical use cultivation operations and individual/entity responsible for the RMD security plan and security operations with providing services for marijuana for medical purposes.

Chapman R. Dickerson (Cultivation Consultant) has 6 years of experience providing services for marijuana for medical purposes. Mr. Dickerson's career in the medical marijuana industry started as a bud tender at a medical marijuana collective in Colorado. At the collective, Mr. Dickerson studied operational procedures and methods for quality control, processing, procurement and cultivation. Following his time in Colorado, Mr. Dickerson returned to the East Coast to become a registered medical marijuana caregiver in Rhode Island. As a caregiver, he designed and built an efficient and clean cultivation and processing facility that provided safe, reliable, and consistent access to medical marijuana for his registered patients and for three licensed dispensaries. As a caregiver, Mr. Dickerson was responsible for overseeing cultivation in all phases of growth and processing. Additionally, at his cultivation and processing facility, Mr. Dickerson implemented MJ Freeway, a seed-to-sale software platform that allowed for grow production and tracking management, real-time inventory tracking, and online ordering. Concurrent with his work as a caregiver, Mr. Dickerson founded Dickerson Farms, LLC, a medical marijuana consulting company that assists clients with identifying suitable dispensary locations, designing facilities, improving planned operations, developing business plans, and navigating the regulatory landscape. Mr. Dickerson subsequently converted Dickerson Farms, LLC into Controlled Environmental Services, LLC, a larger medical marijuana consulting company dedicated to implementing proven horticultural practices, systems, efficiency, and sustainability in large-scale cultivation operations.

Michael C. Rego (Director of Security) has 5 years of experience providing services for marijuana for medical purposes. Mr. Rego has served the community as a law enforcement official for 20 years - first as a Patrol Officer and subsequently as a Detective in the Vice/Narcotics Unit, Juvenile and Criminal Investigative Division - in RI. In 2012, Mr. Rego was selected as the RI Field Coordinator for the FDA's Tobacco Inspection Program. Mr. Rego has been a leading expert in security and operations for medical marijuana groups on the East Coast for the past 5 years, recently serving as Director of Security with the Greenleaf Compassionate Care Center in Portsmouth, RI. With over 20 years of experience in justice and security operations on the East Coast, Mr. Rego is an uncompromising Security Director who will bring unparalleled levels of patient safety and transparency with law-enforcement and local governments officials.
SECTION E. OPERATIONS

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

MBI through implementation of SOPs will adhere to 105CMR725.105(B) and any applicable state/local laws regarding cultivation of marijuana for medical use, including but not limited to:

- All phases of cultivation in designated, locked, limited access areas monitored by surveillance system per 105CMR725.110(D)(1)(d)-(I)
- All safes/vaults and other equipment or areas used for the production, cultivation, harvesting, processing or storage of marijuana and MIPS securely locked and protected from entry, except for the actual time required to remove or replace marijuana; locks and security equipment in good working order
- No use of non-organic pesticides in the cultivation of marijuana; all cultivation consistent with USDA organic requirements at 7 CFR Part 205, Good Agricultural Practices and Good Handling Practices
- Soil for cultivation will meet the U.S. Agency for Toxic Substances and Disease Registry’s Environmental Media Evaluation Guidelines for residential soil levels; soils/mediums sampled and analyzed prior to initial use and at least once annually
- Best practices to limit contamination, incl. but not limited to mold, fungus, bacterial diseases, rot, pests, non-organic pesticides, mildew and any other contaminant identified as posing potential harm per 105CMR725.105(B)(I)(I)
- Cultivation staff to change apparel and pass through clean room before entering production area
- Proper sampling collection methods to avoid contamination, incl. but not limited to use of disposable gloves, clean sampling areas and proper tools
- Records kept for each sample and available for DPH review; representative samples (5% of total samples collected), public water records of analysis, and all logbooks, chain of custody forms and sampling diagrams
- Sufficient plumbing system and water supply; based on the quality of water from public sources, additional filtering and purification may be done through use of carbon filters and reverse osmosis

MBI will use a real-time system (as defined in 725.004) to manage cultivation and inventory, such as that provided by BioTracker THC, where all plants starting from seed or clone stage are tagged with a unique ID number and tracked until each plant is ready to be harvested and processed. All flower, trim, and waste will be weighed and logged into such system during harvest so that all plant material is accounted for from seed, through processing, to final sale.

Growth cycle (environments regulated with commercial HVAC system):
- Seed or clone (7-14 days)
- Vegetation (7-10 days) during which plants remain under an 18-hour photoperiod
- Flower (60-65 days) photoperiod adjusted to 12 hours to initiate the flowering process
- Harvest (3-5 days) plants harvested at end of flower period (from day 60-65 of flower period)

All harvested usable marijuana will be dried, weighed, cured, housed and stored in such a manner as to prevent diversion, theft, or loss, per 105CMR 725.105(G)
22. Describe the types and forms of Marijuana Infused Products ("MIPs") that the RMD intends to produce, if any.

MBI will adhere to 105CMR725.000 et. seq. (incl. but not limited to 105CMR725.105(C)) and any applicable state/local laws regarding MIPs.

MBI will provide a menu of MIPs focused on meeting patients' diverse needs. Products will include, but not be limited to:
- Low glycemic, gluten free, and vegan options
- Tinctures and capsules
- CO2 extracted hash oils
- Topicals
- Oral sprays
- Edibles, beverages & cooking oils

MIP product staff will be required to complete a ServSafe Food Handler Program. MIPs will be prepared, stored, handled, and waste disposed of in compliance with requirements, incl. in 725.105(C)(6).

A certified Class II NTEP balance, calibrated daily, will be used to weigh products. Products will not include non-approved additives.

MIPs packaged in plain, opaque, tamper-proof & child-proof containers without depictions of the product, cartoons or images other than MBI's logo. Edible MIPs will not bear a reasonable resemblance to any product available for consumption as a commercially available candy. Edible MIPs resembling typical food or beverage products to be in opaque package.

MIP labeling will be per 105CMR725.105(E)(3), incl. but not limited to:
- Quantity of usable marijuana in the product (in ounces)
- Ingredient list, including cannabinoid profile of marijuana in the product and THC level
- Date of creation
- Recommended "use by" or expiration date
- Warning if nuts or other known allergens are contained in the product
- Statement per 105CMR725.105(E)(3)(k)
23. Provide a summary of the RMD’s methods of producing MIPs, if the RMD intends to produce MIPs.

MBI will adhere to 105CMR725.105(C) & any applicable state/local laws regarding the production of MIPs. MIP product staff to complete ServSafe Food Handler Program. Edible MIPs to be prepared, handled, and stored per 105CMR500.000 & with requirements for food handlers in 105CMR300.000

Use of supercritical CO2 extractor to produce marijuana extracts free from residual solvents. Such extracts to serve as the base for MBI’s MIPs

-Follow FDA Current Good Manufacturing Practices
-Processing of leaves & flowers in a safe and sanitary manner per 105CMR725.105(C)(4)
-MIP processing in secure, limited access commercial kitchen
-Equipment, utensils & food contact surfaces cleaned & sanitized on a regular basis
-Waste disposed of per 105CMR725.105(C)(6) & 105CMR725.105(J); liquid waste into surface water per 314CMR3.00, groundwater per 314CMR5.00 and sewers per 314CMR7.00, or in wastewater tank per 314CMR18.00
-MIP materials (incl. but not limited to: inputs, damaged, defective, expired and contaminated) weighed, tracked in real-time inventory system and associated with the MIP produced in seed-to-sale tracking system
-Compliance with 105CMR725.105(C)(2) incl. but not limited to a) testing by a contracted, independent lab of raw marijuana material used in MIP production & finished MIP products b) quarantined storage of MIPs during 3rd party testing
-MIPs below quality standards, past expiration or with compromised packaging to be quarantined, contents logged & properly disposed of

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24. Provide a summary of the RMD’s operating procedures for the provision for security at the RMD.
25. Provide a summary of the RMD's operating procedures for the prevention of the diversion of marijuana.
26. Provide a summary of the RMD’s operating procedures for the storage of marijuana for medical use.
27. Provide a summary of the RMD's operating procedures for the transportation of marijuana for medical use.
28. Provide a summary of the RMD's operating procedures for inventory management.
29. Provide a summary of the RMD’s operating procedures for quality control and testing of product for potential contaminants.

MBI will adhere to 105CMR725.105(C)(2) and all applicable state/local laws regarding QC and testing of marijuana product for potential contaminants, incl:

- Locking all usable marijuana inside a secure vault per 105CMR725.110

- Visual inspection

  Contracting with an independent (per 105CMR725.105(C)(2)(g and h)) lab that is a) accredited to ISO 17025 by a 3rd party (eg. A2LA or ACLASS) or b) certified, registered, or accredited by a DPH-approved organization.

  Submitting all batches of usable marijuana to such lab to be tested (frequency as required by DPH, transportation complying with 105CMR725.110(E)) for a) cannabinoid profile b) contaminants per 105CMR725.105(C)(2)(a)

  At such lab, ensuring a) staff responsible for testing are registered as RMD agents per 105CMR725.030 b) storage of marijuana is in compliance with 105CMR725.105(D) and c) excess marijuana is returned to MBI and disposed of (per 105CMR725.105(J))

- Maintaining all testing results for no less than 1 year

- Using a real-time inventory system (RTIS) to keep task records for each batch of marijuana, including: source of propagation materials/date propagated, type of pest control used/date applied, fertilizers used/dates applied, and all respective lab results per 105CMR725.105(C)(2)

- Segregating then destroying any usable marijuana found to contain contaminants (105CMR725.105(D)(2)); tracking, with a RTIS, all batches of usable marijuana associated with the contaminated batch, and segregating them for testing.
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.

MBI will adhere to 105CMR725.200(D) and all applicable state/local laws regarding confidentiality of qualifying patients (QPs), personal caregivers (PCs), and dispensary agents (DAs), incl. but not limited to:

Maintaining the confidentiality of information held about registered QPs, PCs, and DAs, and not disclosing it without the informed written consent of the individual to whom the information applies, or as required under law or pursuant to an order from a court of competent jurisdiction, provided however, the DPH may access this information to carry out official duties.

Protecting confidentiality in accordance with HIPAA guidelines, including keeping all confidential info in a HIPAA-compliant, encrypted, password-protected database on a secure server with all entries a) being dated/time-stamped b) electronically signed by an authorized DA entering the Info c) specifying the registry ID number of such authorized DA d) specifying a unique code to be assigned to each authorized DA for use as their electronic signature.

Ensuring access is limited to authorized personnel only, with automatic log off for electronic sessions after a predetermined time of inactivity

Keeping a record of all logins and records created or edited during such login time

Storing paper documents that require retention in a locked cabinet with access limited to the Patient Services Manager and General Manager. Hard-copy information not stored will be shredded and disposed of in a secure receptacle.

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

MBI will keep personnel records per 105CMR725.105(1)(4), incl. maintaining records for each dispensary agent (DA) for >12 months after termination of affiliation with MBI.

MBI will comply with state & federal requirements for workplace postings (M.G.L., FMLA, FLSA, OSHA, EEO and EPPA).

MBI will provide a detailed Employee Handbook (EH) to each employee. EH will include, but not be limited to, policies regarding:

- Emergency procedures/disaster plan
- Alcohol, smoke & drug-free workplace
- Confidentiality
- Identifying, recording, & reporting diversion, theft, or loss
- Correcting all errors and inaccuracies in inventory
- Disciplinary procedures; immediate dismissal of DAs who divert marijuana or engage in unsafe practices
- Reporting to law enforcement and/or DPH
- Working hours, overtime and approved leave as required by law
- Performance reviews

All employees complete training, incl. sexual harassment, discrimination, disabilities, drug/alcohol abuse, security/safety, employment rights/laws, workplace violence, client/patient confidentiality, HIPAA and marijuana education (familiarity with materials provided to patients per 105CMR725.105(K)), operations/compliance training, incl. but not limited to inventory control, dispensing to qualified patients, prohibition of 3rd party resale, prohibitions of free samples, proper handling, maintenance of premises; no consumption on premises; security processes/procedures, incident reporting and other areas per 105CMR725.105(H).
32. Provide a summary of the RMD's operating procedures for dispensing of marijuana for medical use.
33. Provide a summary of the RMD’s operating procedures for record keeping.

MBI will keep, and make available for inspection by the DPH upon request, written accurate records incl. those per 105CMR725.105(1) and also incl., but not necessarily limited to, all records required in any section of 105CMR725.000. Such records will be kept for >2 years and incl. but not limited to:

- Inventory per 105CMR725.105(G) & inventory protocols per 105CMR725.105(A)(6)
- Seed-to-sale tracking for all marijuana & MIPs per 105CMR725.105(G)(5)
- Waste disposal per 105CMR725.105(J)(5)
- Business records per 105CMR725.105(I)(5) incl. assets, liabilities, monetary transactions, books of accounts, sales records & salary/wage data
- Personnel records per 105CMR725.105(1)(4), incl. job descriptions, org charts, personnel records (kept for >12 months after termination of affiliation) for each dispensary agent (DA) incl. a copy of each DA application submitted to DPH, performance evaluations, documentation of required training, reference verification, staffing plan, personnel policies/procedures & CORI reports obtained in accordance with 105CMR725.030(C), M.G.L. c.6, s. 172 & 803CMR2.00
- Operating procedures per 105CMR725.105(A) incl. security, marijuana storage, recordkeeping, staffing, quality control, emergency procedures, drug-free workplace, patient education, patient record tracking, pricing, purchases, denials of sale, delivery, confidentiality, retention, production & distribution

If MBI closes, it will keep records for >2 years in form/location acceptable to DPH.

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

MBI will adhere to 105CMR725.105(K) and all applicable state/local laws regarding patient education, including but not limited to having up-to-date educational material (UEM) in adequate supply and available for distribution in languages accessible to all patients served by MBI, incl. for the visually- and hearing-impaired, and making such UEM available for inspection by the DPH upon request.

MBI will review with its registered qualifying patients (RQP) and their personal caregivers (PC) a Patient Handbook (PH) during the patient orientation and registration process. The PH will contain a variety of educational topics and info per 105CMR725.105(K)(1-9), incl. but not be limited to:

- Health warnings: not approved by FDA, limited info on side effects, potential health risks, keep away from children, driving prohibited by M.G.L. c. 90, s. 24 while under influence of marijuana, machinery not to be operated
- Selection of strains/forms/routes of administration/potency/dosage (min dosage for desired effect)
- Patient log for tracking of strains and associated effects
- Tolerance/dependence/withdrawal
- Substance abuse signs/symptoms, referral to treatment programs
- RQPs may not redistribute, must return unused, excess, or contaminated product to MBI for disposal
- Any other info required by DPH

MBI will make available, from ASA or other recognized leaders, info on the impact of marijuana on (among others): cancer, glaucoma, HIV/AIDS, hep C, ALS, Crohn’s, Parkinson’s & MS

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35. Provide a summary of the RMD's operating procedures for patient or personal caregiver home-delivery, if the RMD plans to provide home-delivery services.
36. Provide a summary of the RMD’s policies and procedures for the provision of marijuana for medical use to registered qualifying patients with verified financial hardship without charge or at less than the market price.

MBI is committed to providing reduced cost or free marijuana to patients with documented verified financial hardship (PDVFH) as defined in 105CMR725.004

MBI’s financial hardship program (FHP) will apply to any individual that is a recipient of MassHealth, or Supplemental Security Income, or the individual’s income does not exceed 300% of the federal poverty level (FPL), adjusted for family size.

MBI will maintain written alternate price lists, and records thereof, for PDVFH in accordance with the following income levels compared to FPL:

Less than or equal to 100% FPL:
- Free up to 1 gram/week
- 25% discount thereafter up to 14 grams/month
- Paraphernalia at cost + 5%

Greater than 100% but less than or equal to 200% FPL:
- Free up to 0.5 gram/week
- 15% discount thereafter up to 14 grams/month
- Paraphernalia at cost + 15%

Greater than 200% but less than or equal to 300% FPL:
- 10% discount up to 14 grams/month
- Paraphernalia at cost + 20%

Greater than 300% FPL, but eligible under other criteria per 105CMR725.004
- 10% discount up to 14 grams/month
- Paraphernalia at cost + 20%

Should a patient submit financial data for consideration, MBI will not retain copies of their personal information.

Any irregularities in FHP, or suspected diversion by those enrolled in the hardship program, will be monitored, investigated and reported to the DPH.
37. Provide a summary of the training(s) that the RMD intends to provide to Dispensary Agents.

MBI will adhere to 105CMR 725.105(H) and all applicable state/local laws for dispensary agent (DA) training. Training will be tailored to the roles and responsibilities of the job function of each DA, and will incl., but not be limited by, duties, authority, responsibilities and supervision. Training will be given prior to performing job functions. Staff will receive, at a minimum, 8 hours of on-going training annually. Records, signed by the recipient, of the data, time, location, topics, and name/title of presenter(s) will be retained in personnel record of each DA (and for >12 months after termination of affiliation with MBI).

Training will include but not be limited to (as applicable per job function): Patient Handbook, Employee Handbook, MBI policies, safety, signs of a medical emergency, emergency procedures, privacy, confidentiality, HIPAA, compliance, record keeping, relevant laws/regulations (local, state and federal), effective interaction with law enforcement, currency identification and counterfeit detection, signs of possible diversion, robbery response techniques, conflict resolution, sexual harassment (no tolerance), reporting procedures, ADA compliance, medical marijuana science/research/risks/benefits, providing support to patients and caregivers related to the assessment of symptoms, use patterns, responsible consumption, detection of dependence/abuse, effective refusal to patients, product handling, inventory management, testing and other topics per DPH.
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.

MBI will adhere to 105CMR725.105(Q) and any applicable state/local laws for liability insurance coverage or maintenance of escrow, including making reports documenting such compliance with 105CMR725.105(Q) in a manner and form determined by the DPH pursuant to 105CMR725.105(M).

MBI will obtain and maintain general liability insurance coverage for no less than $1,000,000 per occurrence and $2,000,000 in aggregate, annually, and product liability insurance coverage for no less than $1,000,000 per occurrence and $2,000,000 in aggregate, annually, with the deductible for such a liability policy being no higher than $5,000 per occurrence.

If MBI is unable to obtain minimum liability insurance coverage as required by 105CMR 725.105(Q)(1), and documents such inability, MBI will place in escrow a sum of no less than $250,000 to be expended for coverage of liabilities. Any withdrawal from such escrow account will be replenished within 10 business days of any expenditure.

MBI also intends to acquire coverage including, but not limited to:
- Property and casualty
- Automobile
- Business interruption protection
- Personal & advertising injury insurance
- Employment practice liability for directors & officers

All staff transporting cash, marijuana or MIPS will be bonded.

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SECTION F. CAPITAL CONTRIBUTORS

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

Attach additional tables if needed.

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<thead>
<tr>
<th>Individual Name</th>
<th>Amount of Initial Capital Committed</th>
<th>Percentage of Initial Capital Committed</th>
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<tr>
<td>Richard K. Roberts</td>
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<tr>
<td>Omer Rosenhand</td>
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<td>Matthew E. Jossen</td>
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<td>Entity President/Chair:</td>
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</table>

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ATTESTATIONS

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

[Signature]
Signature of Authorized Signatory

10/22/2015
Date Signed

Kevin C. Pelissier Jr.
Print Name of Authorized Signatory

Director, Chief Executive Officer & President
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]
Signature of Authorized Signatory

10/22/2015
Date Signed

Kevin C. Pelissier Jr.
Print Name of Authorized Signatory

Director, Chief Executive Officer & President
Title of Authorized Signatory

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