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

INSTRUCTIONS

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

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

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

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

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

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

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

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

All fees are non-refundable and non-transferable.

REVIEW

Applications are reviewed in the order they are received.

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

PROVISIONAL CERTIFICATE OF REGISTRATION

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

REGULATIONS

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

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

PUBLIC RECORDS

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

QUESTIONS

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

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

☐ A fully and properly completed Management and Operations Profile, signed by an authorized signatory of the applicant non-profit corporation (the "Corporation")

☐ A copy of the Corporation’s Articles of Incorporation

☐ A copy of the Corporation’s Certificate of Good Standing from the Massachusetts Secretary of State

☐ A copy of the Corporation’s bylaws

☐ An Employment and Education form (use template provided) for each of the following individuals: The Corporation’s Chief Executive Officer, Chief Operations Officer, Chief Financial Officer, individual/entity responsible for marijuana for medical use cultivation operations, and individual/entity responsible for the RMD security plan and security operations

☐ A bank or cashier’s check made payable to the Commonwealth of Massachusetts for $30,000

☐ A completed Remittance Form (use template provided)

☐ A sealed envelope with the name of the Corporation and marked “authorization forms,” that contains the background check authorization forms (use forms provided) and fee, for each of the following actors:

- Chief Executive Officer; Chief Operating Officer; Chief Financial Officer; individual/entity responsible for marijuana for medical use cultivation operations; individual/entity responsible for the RMD security plan and security operations; each member of the Board of Directors; each Member of the Corporation, if any; and each person and entity known to date that is committed to contributing 5% or more of initial capital to operate the proposed RMD. For entities contributing initial capital to operate the proposed RMD, authorizations forms must be completed and signed by the entity’s Chief Executive Officer/Executive Director and President/Chair of the Board of Directors.

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: JM
SECTION A. APPLICANT INFORMATION

1. MD HOLISTICS, INC.

Legal name of Corporation

Joseph L. Mullen, III

2. Name of Corporation’s Chief Executive Officer

34 Ravenswood Rd. Waltham, MA 02453

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

Charles Smith

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

7814051771

5. Applicant point of contact’s telephone number

charles@5280canma.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

Articles of Organization
(General Laws, Chapter 180)

Identification Number: 001181340

ARTICLE I
The exact name of the corporation is:

MD HOLISTICS, INC.

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

THE CORPORATION IS ORGANIZED AND AT ALL TIMES SHALL BE OPERATED EXCLUSIVELY FOR CHARITABLE, SCIENTIFIC, RELIGIOUS, LITERARY OR EDUCATIONAL PURPOSES.

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:

SET FORTH IN THE BY-LAWS OF THE CORPORATION.

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. THE CORPORATION SHALL HAVE, IN FURTHERANCE OF ITS CORPORATE PURPOSES, ALL OF THE POWERS SPECIFIED IN SECTION 6 OF CHAPTER 180 AND IN SECTIONS 9, 9A AND 9B OF CHAPTER 156B OF THE MASSACHUSETTS GENERAL LAWS (EXCEPT THOSE PROVIDED IN PARAGRAPH (M) OF SAID SECTION 9) AS NOW IN FORCE OR AS HEREAFTER AMENDED, AND MAY CARRY ON ANY OPERATION OR ACTIVITY REFERRED TO IN ARTICLE 2 OF THE ARTICLES OF ORGANIZATION TO THE SAME EXTENT AS MIGHT AN INDIVIDUAL, EITHER ALONE OR IN A JOINT VENTURE OR OTHER ARRANGEMENT WITH OTHERS, OR THROUGH A WHOLLY OR PARTIALLY OWNED OR CONTROLLED CORPORATION; PROVIDED, HOWEVER, THAT NO SUCH POWER SHALL BE EXERCISED IN A MANNER INCONSISTENT WITH SAID CHAPTER 180 OR ANY OTHER CHAPTER OF THE MASSACHUSETTS GENERAL LAWS. 2. NO PERSONAL LIABILITY. A. THE DIRECTORS AND OFFICERS OF THE CORPORATION SHALL NOT BE PERSONALLY LIABLE FOR ANY DEBT, LIABILITY OR OBLIGATION OF THE CORPORATION. ALL PERSONS, CORPORATIONS, OR OTHER ENTITIES EXTENDING CREDIT TO, CONTRACTING WITH OR HAVING ANY CLAIM AGAINST, THE CORPORATION MAY LOOK ONLY TO THE FUN
DS AND PROPERTY OF THE CORPORATION FOR THE PAYMENT OF ANY SUCH CONTRACT OR CLAIM OR FOR THE PAYMENT OF ANY DEBT, DAMAGES, JUDGMENT OR DECREES, OR OF ANY MONEY THAT MAY OTHERWISE BECOME DUE OR PAYABLE TO THEM FROM THE CORPORATION. B. THE OFFICERS AND DIRECTORS OF THE CORPORATION SHALL HAVE NO PERSONAL LIABILITY TO IT OR ITS MEMBERS FOR MONETARY DAMAGES FOR BREACH OF FIDUCIARY DUTY AS AN OFFICER OR DIRECTOR NOT WITHSTANDING ANY PROVISION OF LAW IMPOSING SUCH LIABILITY. NOTWITHSTANDING THE GENERALITY OF THE FOREGOING, SUCH PROVISION SHALL NOT ELIMINATE OR LIMIT THE LIABILITY OF AN OFFICER OR DIRECTOR A) FOR ANY BREACH OF THE OFFICER’S OR DIRECTOR’S DUTY OF LOYALTY TO THE CORPORATION, B) FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF THE GENERAL LAWS OF THE COMMONWEALTH OF MASSACHUSETTS, OR C) FOR ANY TRANSACTION FROM WHICH THE OFFICER OR DIRECTOR DERIVED AN IMPROPER PERSONAL BENEFIT. ALL REFERENCES HERETO: (I) TO THE GENERAL LAWS OF THE COMMONWEALTH OF MASSACHUSETTS, OR ANY CHAPTER THEREOF, SHALL BE DEEMED TO REFER TO SAID GENERAL LAWS OR CHAPTER AS NOW IN FORCE OR HEREAFTER AMENDED; AND (II) TO PARTICULAR SECTIONS OF THE GENERAL LAWS OF THE COMMONWEALTH OF MASSACHUSETTS SHALL BE DEEMED TO REFER TO THE SIMILAR OR SUCCESSOR PROVISIONS HEREAFTER ADOPTED. 4. THE BY-LAWS MAY BE AMENDED IN WHOLE OR IN PART PURSUANT TO THE PROCEDURES SET FORTH IN THE BY-LAWS.

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

ARTICLE V

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

ARTICLE VI

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

07/13/2015

ARTICLE VII

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

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

No. and Street: 34 RAVENSWOOD ROAD
City or Town: WALTHAM State: MA Zip: 02453 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)</th>
<th>Expiration of Term</th>
</tr>
</thead>
<tbody>
<tr>
<td>PRESIDENT</td>
<td>JOSEPH L MULLEN III</td>
<td></td>
<td>Until Succeeded</td>
</tr>
<tr>
<td>TREASURER</td>
<td>JASON T MULLEN</td>
<td></td>
<td>Until Succeeded</td>
</tr>
<tr>
<td>Position</td>
<td>Name</td>
<td>Term</td>
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<td></td>
</tr>
<tr>
<td>CEO</td>
<td>JOSEPH L MULLEN III</td>
<td>Until Succeeded</td>
<td></td>
</tr>
<tr>
<td>CFO</td>
<td>JASON T MULLEN</td>
<td>Until Succeeded</td>
<td></td>
</tr>
<tr>
<td>CLERK</td>
<td>DREW MULLEN</td>
<td>Until Succeeded</td>
<td></td>
</tr>
<tr>
<td>DIRECTOR OF CULTIVATION</td>
<td>MICHAEL DRAYER</td>
<td>Until Succeeded</td>
<td></td>
</tr>
<tr>
<td>DIRECTOR OF SECURITY</td>
<td>NICHOLAS JANSSEN</td>
<td>Until Succeeded</td>
<td></td>
</tr>
<tr>
<td>COO</td>
<td>DREW MULLEN</td>
<td>Until Succeeded</td>
<td></td>
</tr>
<tr>
<td>DIRECTOR</td>
<td>JOSEPH L MULLEN III</td>
<td>Until Succeeded</td>
<td></td>
</tr>
<tr>
<td>DIRECTOR</td>
<td>MICHAEL DRAYER</td>
<td>Until Succeeded</td>
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<tr>
<td>DIRECTOR</td>
<td>JASON T MULLEN</td>
<td>Until Succeeded</td>
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<tr>
<td>DIRECTOR</td>
<td>NICHOLAS JANSSEN</td>
<td>Until Succeeded</td>
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<tr>
<td>DIRECTOR</td>
<td>ALI BAGHAI</td>
<td>Until Succeeded</td>
<td></td>
</tr>
<tr>
<td>DIRECTOR</td>
<td>GREGG H MILLER</td>
<td>Until Succeeded</td>
<td></td>
</tr>
<tr>
<td>DIRECTOR</td>
<td>AMY JONES</td>
<td>Until Succeeded</td>
<td></td>
</tr>
<tr>
<td>DIRECTOR</td>
<td>SUSAN L HERNANDEZ</td>
<td>Until Succeeded</td>
<td></td>
</tr>
<tr>
<td>DIRECTOR</td>
<td>JONATHAN DRAYER</td>
<td>Until Succeeded</td>
<td></td>
</tr>
<tr>
<td>DIRECTOR</td>
<td>PHIL A GIESEN</td>
<td>Until Succeeded</td>
<td></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: December

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

<table>
<thead>
<tr>
<th>Name: Incorp Services, Inc.</th>
</tr>
</thead>
<tbody>
<tr>
<td>No. and Street: 10 Milk Street, Suite 1055</td>
</tr>
<tr>
<td>City or Town: Boston</td>
</tr>
<tr>
<td>State: MA</td>
</tr>
<tr>
<td>Zip: 02108-4600</td>
</tr>
<tr>
<td>Country: USA</td>
</tr>
</tbody>
</table>

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

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address(es) beneath each signature do hereby associate with the intention of forming this business entity under the provisions of General Law, Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this 13 Day of July, 2015. (If an existing corporation is acting as incorporator, type in the exact name of the business entity, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said business entity and the title he/she holds or other authority by which such action is taken.)

Charles Smith 1 Repton Place #1316 Watertown, MA 02472 Joseph L. Mullen, III 34 Ravenswood Road Waltham, MA 02453 Michael Drayer 3010 East 7th Street Longo Beach, CA 90804
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:

July 13, 2015 04:38 PM

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth
To Whom It May Concern:

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

**MD HOLISTICS, INC.**

is a domestic corporation organized on **July 13, 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: 15095296960
Verify this Certificate at: http://corp.acc.state.ma.us/CorpWeb/Certificates/Verify.aspx
Processed by: tgr
BYLAWS OF MD HOLISTICS, INC.
34 RAVENSWOOD ROAD
WALTHAM, MA 02453


Section 1.1. Name. The name of this Non-profit Corporation is MD Holistics, Inc. and shall herein be referred to as the "Non-profit" or the "Corporation."

Section 1.2. Offices. The principal business office of the Corporation shall be at 34 Ravenswood Road, Waltham, MA 02453. The Corporation may also have offices at such other places as the Corporation may require.

Section 1.3. Corporate Seal. The seal of the Corporation shall be circular in form with the name of the Corporation around the periphery and the year and state of incorporation within or such other form as the Directors may determine.

Section 1.4. Fiscal Year. The fiscal year of the Corporation shall begin on January 1 and end on the following December 31 of each year.

Section 1.5. Members. The Corporation shall have no members. Any action or vote required or permitted by law shall be taken by action or vote of the Directors on the Board of Directors. The Corporation shall have the ability to change its structure to allow for members if approved by a majority vote of the Board of Directors. In such event, the Directors will vote to determine the identity of the Members and new corporate Bylaws will be implemented to govern the Corporation’s new structure.

Section 1.6. Governing Instruments. The Corporation shall be governed by its Articles of Incorporation and its Bylaws.

Section 1.7. Nondiscrimination Policy. The Corporation will not practice or permit any unlawful discrimination on the basis of sex, age, race, color, national origin, religion, physical handicap or disability, or any other basis prohibited by law.

Section 1.8. Limitations on Activities. No part of the activities of the Corporation shall consist of participating in, or intervening in, any political campaign on behalf of or in opposition to any candidate for public office, nor shall the Corporation operate a social club or carry on business with the general public in a manner similar to an organization operated for profit. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax law.

The purposes of the Corporation, as set forth in the Articles of Incorporation, are exclusively charitable, educational, or religious, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future Federal tax law ("Section 501(c)(3)"). In furtherance of such purposes, the Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out the purposes, as set forth in the Articles of Incorporation and these Bylaws. The specific purposes of the Corporation are to cultivate and distribute marijuana for medical purposes for the benefit of registered patients pursuant to Chapter 369 of the Laws of the Commonwealth of Massachusetts and 105 CMR 725.000.

Article 3. Board of Directors

Section 3.1. Powers. The affairs of the Corporation shall be managed by the Directors who may exercise all the powers of the Corporation.

Section 3.2. Number and Election. The Corporation shall have an initial Board of eleven (11) Directors. A vacancy in the office of Director shall be filled as provided in Section 6.3 below. Additional Directors may be appointed if approved by a majority vote of the Board of Directors. At no point can the number of Directors exceed eleven (11) Directors.

Section 3.3. Duties. It shall be the duty of the Directors to:
   a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Organization, or by these Bylaws;
   b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all Officers, agents, and employees of the Corporation;
   c) Hire, remove and supervise all Officers, agents, and employees of the Corporation to assure that their duties are performed properly;
   d) Meet at such times and places as required by these Bylaws;
   e) Register their addresses with the secretary of the Corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

Section 3.4. Committees. The Directors may elect or appoint one or more committees and may delegate to any such committee or committees any or all of their powers, provided that any committee to which the powers of the Directors are delegated shall consist solely of Directors. Unless the Directors otherwise determine; committees shall conduct their affairs in the same manner as is provided in these Bylaws for the Directors. The members of any committee shall remain in office at the pleasure of the Directors.

Section 3.5. Annual Meeting. The Board of Directors shall hold annual meetings each year and may select the time and place for the annual meeting and other meetings of the Board. Other meetings of the Board of Directors may be called by the President or an Officer designated by the Board. In the event that no date for the annual meeting is
established or such meeting has not been held on the date so determined, a special meeting in lieu of the annual meeting may be held with all of the force and effect of an annual meeting.

Section 3.6. Regular and Special Meetings. Regular meetings of the Directors may be held at such places and at such times as the Directors may determine. Special meetings of the Directors may be held at any time and at any place when called by the Chairman of the Board of Directors, if any, the President or a majority of the Directors.

Section 3.7. Notice of Meetings. Forty-eight hours' notice by mail, fax, email, telephone or word of mouth shall be given for an annual or special meeting unless shorter notice is adequate under the circumstances. No notice need be given for a regular meeting. Whenever notice of a meeting is required, such notice need not be given to any Director if a written waiver of notice, executed before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to such Director. Neither such notice nor waiver of notice need specify the purposes of the meeting, unless otherwise required by law, the Articles of Organization or the Bylaws.

Section 3.8. Quorum. A majority of the Directors in person or by proxy shall constitute a quorum, but a smaller number may adjourn from time to time without further notice until a quorum is present.

Section 3.9. Action by Vote. When a quorum is present at any meeting, a majority of the Directors present and voting shall decide any question, including election of Officers, unless otherwise provided by law, the Articles of Organization or the Bylaws.

Section 3.10. Action by Writing. Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting if all the Directors consent to the action in writing and the written consents are filed with the records of the meetings of the Directors. Such consents shall be treated for all purposes as a vote at a meeting.

Section 3.11. Presence through Communications Equipment. Unless otherwise provided by law or the Articles of Organization, Directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

Section 3.12. Vote of Interested Directors. A Director who is a member, stockholder, trustee, Director, Officer or employee of any firm, Corporation or association with which the Corporation contemplates contracting or transacting business, or individually proposing doing business with the Corporation, shall disclose his or her relationship or interest to the other Directors acting upon or in reference to such contract or transaction. No Director so interested shall vote on such contract or transaction, but he or she may be counted for purpose of determining a quorum. The affirmative vote of a majority of the
disinterested Directors shall be required before the Corporation may enter into such contract or transaction.

In the event that the Corporation enters into a contract or transacts business with any firm, Corporation or association of which one or more of its Directors is a member, stockholder, trustee, Director, Officer, or employee, such contract or transaction shall not be invalidated or in any way affected by the fact that such trustee or Directors have or may have interests therein which are or might be adverse to the interests of the Corporation. No trustee or Directors having disclosed such adverse interest shall be liable to the Corporation or to any creditor of the Corporation or to any other person for any loss incurred by it under or by reason of any such contract or transaction, nor shall any such trustee or Directors be accountable for any gains or profits to be realized thereon.

This section may be defined further in a Conflict of Interest Policy adopted by the Board of Directors and incorporated herein.

Section 3.13. Director's Inspections Rights. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation, and shall have such other rights to inspect the books, records, and properties of the Corporation as may be required under the Articles of Organization, other provisions of these Bylaws, and provisions of law.

Section 3.14. Periodic Report. The Board shall cause any annual or periodic report of this Corporation, required under law to be prepared and delivered to a Massachusetts agency office, to be so prepared and delivered within the time limits set by law.

Article 4. Officers, Agents, Executive Management Team

Section 4.1. Number and Qualification. The Officers of the Corporation shall be a President, Treasurer, Clerk and such other Officers, if any, as the Directors may determine. An Officer may but need not be a Director. The Clerk shall be a resident of Massachusetts unless the Corporation has a resident agent duly appointed for the purpose of service of process. A person may hold more than one office at the same time.

Section 4.2. Election. The initial Officers shall be those persons named as Officers in the Articles of Organization. The Directors at their annual meeting shall elect a President, Treasurer and Clerk, who shall hold office until their respective successors are elected and qualified. The Directors also may at any time elect such other Officers as they shall determine. Officers may be removed from their respective offices with or without cause by vote of a majority of the Directors then in office.

Section 4.3. President. The President shall preside at all meetings of the Board of Directors. The President, or other proper Officer or agent of the Non-profit authorized by the Board of Directors, may sign any deeds, mortgages, bonds, contracts, or other
instruments which the Board of Directors has authorized to be executed. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President will hold office for an indefinite term. Only upon the President’s resignation or removal pursuant to Section 6 of these Bylaws will the Board of Directors hold a meeting to appoint the succeeding President. The candidate selected to succeed as President must be approved by a majority vote of the Board of Directors.

Section 4.4. **Treasurer.** The Treasurer, or other proper Officer or agent of the Non-profit authorized by the Board of Directors, shall have charge and custody of and be responsible for all funds and securities of the Non-profit; receive and give receipt for moneys due and payable to the Non-profit from any source whatsoever, and deposit all such moneys in the name of the Non-profit in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; and in general perform all of the duties incident to the office of Treasurer and such others as may from time to time be assigned by the Board of Directors. The Treasurer will hold office for an indefinite term. Only upon the Treasurer’s resignation or removal pursuant to Section 6 of these Bylaws will the Board of Directors hold a meeting to appoint the succeeding Treasurer. The candidate selected to succeed as Treasurer must be approved by a majority vote of the Board of Directors.

Section 4.5. **Clerk.** The Clerk shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; ensure that all notices are given in accordance with the provisions of these bylaws; be custodian of the corporate records; and in general perform all such duties as may from time to time be assigned by the Board of Directors. The Clerk will hold office indefinitely. Only upon the Clerk’s resignation or removal pursuant to Section 6 of these Bylaws will the Board of Directors hold a meeting to appoint the succeeding Clerk. The candidate selected to succeed as Clerk must be approved by a majority vote of the Board of Directors.

Section 4.6. **Other Officers.** Other Officers shall have such duties and powers as may be designated from time to time by the Directors.

Section 4.7. **Executive Management Team.** The Non-profit will have an executive management team initially comprised of a Chief Executive Officer (CEO), a Chief Operating Officer (COO) and a Chief Financial Officer (CFO). The initial members of the EMT will be determined by the Board of Directors. The Board of Directors will have the ability to add additional members to the executive management team, from time to time, as they deem fit. Any decision to add additional members to the executive management team must be done through a majority vote of the Board of Directors.

**Article 5. Sponsors, Benefactors, Contributors, Advisors, Friends of the Corporation.**

Without conferring or recognizing any legal authority, the Directors may designate persons or groups of persons as sponsors, benefactors, contributors, advisors or friends of the Corporation or similar title. Such persons shall serve in an honorary capacity and,
except as the Directors shall otherwise designate, shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum and shall have no other rights or responsibilities.

Article 6. Resignation, Removal and Vacancies

Section 6.1. Resignation. Any Director or Officer may resign at any time by delivering his resignation in writing to the Chairman of the Board, if any, the President or the Clerk or to the Corporation at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

Section 6.2. Removal. Any Director, Officer and the Chief Executive Officer of the Executive Management Team may only be removed for cause, by a vote of a majority of the entire Board of Directors at any meeting of the Board of Directors. No Officer or Director or member of the executive management team shall be removed from office unless the notice of the meeting at which removal is to be considered states such purpose and opportunity to be heard at such meeting is given to the Officer, Director or member of the executive management team whose removal is sought. Notwithstanding the notice provision of Section 3.7 above, written notice shall be delivered to all Directors at least fourteen (14) days in advance of a meeting at which removal is sought. For the purpose of this Section "Cause" shall mean if any Director, Officer or member of the executive management team: (1) fails to qualify as a dispensary agent as determined by the Massachusetts Department of Public Health ("DPH"); (2) is found unsuitable or unqualified to sit as Director or Officer of a registered marijuana dispensary as determined by DPH pursuant to written notice to the Non-profit; or (3) engages in any negligent, reckless, or intentional action or inaction that causes substantial financial or reputational injury to the Non-profit, or jeopardizes the Non-profits ability to receive or renew a marijuana dispensary registration, as determined in a written opinion of the Non-profit's legal counsel.

Section 6.3. Vacancies. Any vacancy on the Board of Directors may be filled by vote of a majority of the Directors then in office. The Directors may exercise all their powers notwithstanding the existence of one or more vacancies on the Board. Vacancies in any office may be filled by the Directors.

Article 7. Indemnification

The Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a Director or Officer of the Corporation or of any of its subsidiaries, or who at the request of the Corporation may serve or at any time has served as a Director or Officer of, or in a similar capacity with, another organization or an employee benefit plan, against all expenses and liabilities (including counsel fees, judgments, fines, excise taxes, penalties and amounts payable in settlements) reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or other proceeding, whether civil, criminal, administrative or investigative, in which such person may become involved by reason of serving or having served in such capacity.
(other than a proceeding voluntarily initiated by such person unless he or she is successful on the merits, the proceeding was authorized by the Corporation or the proceeding seeks a declaratory judgment regarding his or her own conduct); provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation or, to the extent such matter relates to service with respect to any employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan; and provided, further, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, the payment and indemnification thereof have been approved by the Corporation, which approval shall not unreasonably be withheld, or by a court of competent jurisdiction. Such indemnification shall include payment by the Corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification under this section, which undertaking may be accepted without regard to the financial ability of such person to make repayment.

A person entitled to indemnification hereunder whose duties include service or responsibilities as a fiduciary with respect to a subsidiary or other organization shall be deemed to have acted in good faith in the reasonable belief that his action was in the best interests of the Corporation if he acted in good faith in the reasonable belief that his action was in the best interests of such subsidiary or organization or of the participants or beneficiaries of, or other persons with interests in, such subsidiary or organization to whom he had a fiduciary duty.

Where indemnification hereunder requires authorization or approval by the Corporation, such authorization or approval shall be conclusively deemed to have been obtained, and in any case where a Director of the Corporation approves the payment of indemnification, such Director shall be wholly protected, if:

(i) The payment has been approved or ratified

(1) By a majority vote of a quorum of the Directors consisting of persons who are not at that time parties to the proceeding, or

(2) By a majority vote of a committee of one or more Directors who are not at that time parties to the proceeding and are selected for this purpose by the full Board (in which selection Directors who are parties may participate); or

(ii) The action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the Corporation) appointed for the purpose by vote of the Directors or in the manner specified in clauses (1) or (2) of subparagraph (i); or

(iii) The payment is approved by a court of competent jurisdiction; or

(iv) The Directors have otherwise acted in accordance with the applicable legal standard of conduct. Any indemnification or advance of expenses under this section shall be paid promptly, and in any event within 30 days, after the receipt by the Corporation of a written request therefor from the person to be indemnified, unless with respect to a claim for indemnification the Corporation shall have determined that the person is not entitled to indemnification. If the Corporation denies the request or if payment is not made within such 30-day period, the person seeking to be indemnified may at any time thereafter seek to
enforce his or her rights hereunder in a court of competent jurisdiction and, if successful in whole or in part, he or she shall be entitled also to indemnification for the expenses of prosecuting such action. Unless otherwise provided by law, the burden or proving that the person is not entitled to indemnification shall be on the Corporation.

The right of indemnification under this section shall be a contract right inuring to the benefit of the Directors, Directors, Officers and other persons entitled to indemnified hereunder and no amendment or repeal of this section shall adversely affect any right of such trustee, Director, Officer or other person existing at the time of such amendment or repeal.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of a trustee, Director, Officer or other person entitled to indemnification hereunder. The indemnification provided hereunder may, to the extent authorized by the Corporation, apply to the Directors, Directors, Officers and other persons associated with constituent Corporation’s that have been merged into or consolidated with the Corporation who would have been entitled to indemnification hereunder had they served in such capacity with or at the request of the Corporation.

The right of indemnification under this section shall be in addition to and not exclusive of all other rights to which such trustee, Director, Officer or other persons may be entitled.

Nothing contained in this section shall affect any rights to indemnification to which Corporation employees or agents, other than Directors, Directors, Officers and other persons entitled to indemnification hereunder, may be entitled by contract or otherwise by law.

Article 8. Amendment

These Bylaws may be amended or repealed, in whole or in part, by vote of a majority of the Directors then in office at any meeting of the Directors.

Article 9. Execution of Papers

Except as provided by law or in the Articles of Organization or as the Directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, releases, checks, drafts, and other documents or instruments to be executed on behalf of the Corporation may be signed by the President, or by the Treasurer. Any recordable instrument purporting to affect an interest in real estate, executed in the name of the Corporation by two of its Officers, of whom one is the President and the other of whom is the Treasurer shall be binding on the Corporation in favor of a purchaser or other person relying in good faith on such
instrument notwithstanding any inconsistent provisions of the Articles of Organization, these Bylaws, or resolutions or votes of the Corporation.

**Article 10. Compensation**

Directors shall not receive any salaries for their services on the Board of Directors. Unless otherwise provided by law, the Articles of Organization, or these Bylaws, a Director shall be entitled to receive reimbursement for reasonable travel expenses incurred course of fulfilling their duties to the Corporation. A Director shall not be precluded from serving the Corporation in any other capacity and receiving reasonable compensation for any such services.

**Article 11. Deposit**

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

**Article 12. Construction and Terms**

(a) If there is any conflict between the provisions of these Bylaws and the articles of organization of this Corporation, the provisions of the articles of organization shall govern.

(b) Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

(c) All references in these Bylaws to the articles of organization shall be to the articles of organization, certificate of incorporation, corporate charter, or other founding document of this Corporation filed with an office of Massachusetts Secretary of State and used to establish the legal existence of this Corporation.

(d) All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

**Article 13. Policies**

The Board of Directors may adopt policies that shall be incorporated into these Bylaws.

[Remainder of Page Intentionally Left Blank]
As set forth above, these Bylaws were duly adopted at a meeting of the Board of Directors of MD Holistics, Inc. on July 10, 2015.

Joseph L Mullen, III
President
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.

MD Holistics, Inc. (*MDH*) does not intend at this time to utilize a management company in connection with its RMD operation.
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.

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

Joseph L. Mullen, III, MDH President and CEO, is a member of the Board of Directors. Joseph will oversee the day-to-day operations of MDH. He will be responsible for the management and operations of all aspects of the RMD and report to the Board.

Michael Drayer, MDH Director of Cultivation, is a member of the Board of Directors. Michael will oversee all of the cultivation, manufacturing and production at RMD and report to the COO and the Board.

Drew Mullen, MDH Clerk and COO, is a member of the Board of Directors. Drew will oversee the operational aspects of the RMD operation. Mr. Mullen will be responsible for ensuring compliance with 125 CMR §725.105 and report to the CEO and the Board.

Jason Mullen, MDH Treasurer and CFO, is a member of the Board of Directors. Jason will oversee financial operations of the RMD. He will work on all financial compliance related matters and report to the CEO and the Board.

Nicholas Janssen, MDH Director of Security, is a Member of the Board of Directors. Nicholas will oversee the security aspects of the operation ensuring compliance with 125 CMR §725.110. He will serve as the primary point of contact for state and local law enforcement and report to the COO and the Board.
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.

MDH does not intend to utilize a management company in connection with its RMD operation. However, in the event that MDH does utilize a management company, said company would be compensated at the fair market value of any supplies, equipment or services provided to MDH.

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: JM
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.

MDH does not intend to enter into any contracts under which a percentage or portion of revenue will be distributed to a third party. MDH does however, anticipate that as part of its discussion with its host community that it will potentially enter into an agreement under which a percentage or portion of MDH's revenue will be distributed to the community. Any agreement would be subject to the approval of DPH.

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]
Signature of Authorized Signatory

[Date]
Date Signed

Joseph Mullen, III
Print Name of Authorized Signatory

[Title]
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: JM
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

Joseph L. Mullen III

Residential Address

[redacted]

Title (at applicant non-profit corporation)

President/Chief Executive Officer/Member of Board of Directors

Name of Applicant Non-Profit Corporation

MD Holistics

Highest Education Attained – Institution, Degree, and Year

University Of New Hampshire
Associates Degree, (ABM) Applied Business Management
2005
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>RSA Security</td>
<td>Sr. Inside Sales Account Manager</td>
<td>July 2013- Current</td>
</tr>
<tr>
<td>Office Works Inc.</td>
<td>New England Account Manager</td>
<td>March 2012-Feb 2013</td>
</tr>
<tr>
<td>Empire Today Inc.</td>
<td>New England Retention Specialist</td>
<td>March 2009- Feb 2012</td>
</tr>
<tr>
<td>Easy Access Distribution</td>
<td>Warehouse Manager</td>
<td>April 2007- Feb 2009</td>
</tr>
<tr>
<td>United Parcel Services (UPS) Store</td>
<td>Assistant Store Manager</td>
<td>Oct 2006 -March 2007</td>
</tr>
<tr>
<td>Bottomline Technologies</td>
<td>IT Technician</td>
<td>2002- 2005 (Summer Intern)</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]
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

Drew Mullen

Residential Address

[Redacted]

Title (at applicant non-profit corporation)

Clerk/Chief Operating Officer/Member of Board of Directors

Name of Applicant Non-Profit Corporation

MD Holistics

Highest Education Attained – Institution, Degree, and Year

Boston College, BA, 2004
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>RSA Security</td>
<td>Worldwide Director of Sales Strategy</td>
<td>April 2013-Present</td>
</tr>
<tr>
<td>Sepaton LLC</td>
<td>Sales Operations Manager</td>
<td>April 2007-April 2013</td>
</tr>
<tr>
<td>Fidelity Investments</td>
<td>Retirement Investment Specialist</td>
<td>January 2005-April 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: 09/29/2015
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
Jason T Mullen

Residential Address

Title (at applicant non-profit corporation)
Treasurer/Chief Financial Officer/Member of Board of Directors

Name of Applicant Non-Profit Corporation
MD Holistics

Highest Education Attained – Institution, Degree, and Year
Boston College, BA English Cum Laude, 2001
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>Bottomline Technologies, Inc.</td>
<td>Vice President - Client Services</td>
<td>2014 - Present</td>
</tr>
<tr>
<td>Bottomline Technologies, Inc.</td>
<td>Director of Client Services</td>
<td>2013</td>
</tr>
<tr>
<td>Bottomline Technologies, Inc.</td>
<td>Director of Sales Operations &amp; Business Development</td>
<td>2012</td>
</tr>
<tr>
<td>Bottomline Technologies, Inc.</td>
<td>Sales Engineer</td>
<td>2010</td>
</tr>
<tr>
<td>Cobham Defense Electronic Systems</td>
<td>Aftermarket Product Line Manager</td>
<td>2009</td>
</tr>
<tr>
<td>Cobham Defense Electronic Systems</td>
<td>Sales Engineer Asst Product Line Mgr.</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

Date Signed 9-17-15
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

Michael Drayer

Residential Address

[Redacted]

Title (at applicant non-profit corporation)

Director of Cultivation/Member of the Board of Directors

Name of Applicant Non-Profit Corporation

MD Holistics, Inc.

Highest Education Attained – Institution, Degree, and Year

Wellesley High School - Graduated and received Diploma in 2002
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>Rauch International LLC</td>
<td>Director of Agriculture</td>
<td>2014 - Present</td>
</tr>
<tr>
<td>SJK, LLC</td>
<td>Consultant</td>
<td>2010 - Present</td>
</tr>
<tr>
<td>Austin Home Systems</td>
<td>Technician</td>
<td>2007 - 2009</td>
</tr>
<tr>
<td>Quest Imaging, LLC</td>
<td>Technician</td>
<td>2007 - 2009</td>
</tr>
<tr>
<td>Professional Imaging, LLC</td>
<td>Technician</td>
<td>2005 - 2006</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

08/31/2015
Date Signed
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
Nicholas Janssen

Residential Address

Title (at applicant non-profit corporation)
Director of Security/Member of Board of Directors

Name of Applicant Non-Profit Corporation
MD Holistics

Highest Education Attained – Institution, Degree, and Year
High School - 2003
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>Rauch International</td>
<td>Supervisor</td>
<td>2003-2007</td>
</tr>
<tr>
<td>U.S. Army</td>
<td>Satellite Operator/Maintainer</td>
<td>2008-2012</td>
</tr>
<tr>
<td>Rauch International</td>
<td>Owner</td>
<td>2012-Present</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: 11-07-2015
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.

Joseph L. Mullen, III (CEO) began his community involvement at a young age. Joseph has been involved with a variety of non-profit organizations including: Long Island Shelter of Boston Massachusetts, Northeast Passage of New Hampshire, Lazarus House of Lawrence, Massachusetts and Greater Boston Food Bank, Friends in Action of Durham, New Hampshire. Joseph has volunteered countless hours, clothing donations, and been an inspiration to members and clients of these non-profit organizations. Joseph truly believes in the missions of these organizations, and hopes to instill the same commitment to community at MDH. He currently works as an inside sales representative at RSA Security LLC, a global cyber security company.

Drew Mullen (COO) currently serves as the World Wide Director of Sales Strategy for RSA Security LLC a global cyber security company. As the Director of Sales Strategy Mr. Mullen oversees a team of 1,100 sales members and is responsible for the strategy, direction, and alignment of the team to maximize market penetration. Mr. Mullen directly manages a team of 6 sales strategy directors. Mr. Mullen has worked for RSA for 2.5 years and previously worked for Sepaton LLC for over 6 years as the Sales Operations manager that was responsible for the day to day operation of the sales organization. Mr. Mullen was previously a registered stock broker for 3 years with Fidelity investments where he provided investment guidance to pension and 401k clients.

Jason Mullen (CFO) currently serves as the Vice President of Client Services - Legal Solutions for Bottomline Technologies, a public corporation (NASDAQ: EPAY) with revenues of $330M in FY2015. Mr. Mullen is responsible for account management and product implementations for Bottomline’s Legal Solutions line of business. This includes overseeing over 300 customer programs including 50 of the Top 100 P&C Insurance companies in the U.S. Jason has played a key role in multiple aspects of the business, including sales, services and marketing, contributing to the continued growth of the organization.

Jason is responsible for a team of over 25 people including Client Services Advisers, Technical Services Advisers and Vendor Implementation Specialists all focused on customer delight and delivering value to clients. He works closely with the General Manager and CEO on strategic projects and the overall direction of the Legal Solutions business. Jason previously served as the Director of Sales Operations and Business Development for Bottomline’s Legal Spend Management Group.

Before joining Bottomline, Jason worked for the global defense contractor, Cobham PLC for 5 years as a Product Line Manager and Program Manager. In these positions, he managed contracts & programs delivering radar components and antennas to leading defense companies (Lockheed Martin, Raytheon, Northrup Grumman) as well as the United States Air Force and United States Army.
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.

Although the Mullen brothers do not have any direct experience with providing Healthcare Services, they all had years of exposure to health care services through their mother, Cheryl Mullen, a registered Nurse, and their late grandfather, Dr. Richard Miner, an oral surgeon who along with a private practice was affiliated with MGH, the Boston Bruins and Harvard Dental School.

Both Cheryl and Dr. Miner taught them the importance of listening to patients and providing compassion along with delivering excellent care.

Although they chose different career paths, Joseph, Drew and Jason still aspire to provide the same level of care their mother and grandfather did and are excited about the opportunity to get involved in the Health Care Services field.

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: JM
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.

Joseph Mullen, III (CEO) does not have any experience providing services for marijuana for medical purposes. However, Joseph has been a staunch advocate for marijuana for medical purposes. Joseph has followed the industry through one of his oldest friends, MDH Director and Director of Cultivation, Michael Drayer. Joseph is excited to bring Michael’s knowledge and expertise from his experiences in California and Nevada to the patients of the Commonwealth of Massachusetts. This project represents the opportunity for Joseph and Michael to recognize their lifelong dream of working together to serve the patients of Commonwealth.

While Drew Mullen (COO) does not have any direct experience with providing medical marijuana he has had experience with the power of medical marijuana with a close friend, MDH Director, Ali Baghai, who leveraged medical marijuana to maintain pain and keep up his appetite. Additionally, Mr. Mullen’s mother is a registered nurse and grandfather was a dental surgeon and Mr. Mullen has always had an interest in the medical space and understands the potential power of the medicinal purposes of marijuana for the patients of the Commonwealth.

Jason Mullen (CFO) has had no direct experience with providing marijuana for medical purposes. Despite this, Mr. Mullen has seen firsthand throughout the years the positive impact it has had on the lives of terminally ill individuals and people living with intolerable disorders. As a young man, Jason and his family were able to observe the effect it had on their family friend and Jason has also seen the impact it has had on adults living with anxiety and other chronic medical conditions.

Despite not having any direct experience, the Mullen brothers believe that their combined business experience, focus on community service, family history of health care providers and personal experiences with the effects of medicinal marijuana, put them in a unique position to provide the leadership and guidance necessary to build a successful RMD and deliver quality services and medicine to licensed individuals in need in the Commonwealth of Massachusetts.
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.

Michael Drayer, MDH Director of Cultivation, will be responsible for marijuana for medical use cultivation operations. Michael is intimately familiar with marijuana cultivation operations. Over the past eight years, he has been involved in a number of marijuana operations in California and Nevada. Michael was the President of Airport Collective, a not for profit cultivating marijuana at a satellite location and dispensing to patients in Long Beach, California under Proposition 215, the Compassionate Use Act of 1996. He also provided consulting services to 4th Street Collective in Long Beach, CA. He has vast experience in compliance, facility design, state and local licensing, agronomy, propagation, vegetative growth, flowering, harvesting, drying, trimming, curing, packaging and distribution of marijuana for medical use by patients.

Michael is currently the Director of Agriculture for Rauch International and Master Grower for Quilcan, LLC in connection with their marijuana cultivation operation in Nevada under the Nevada Revised Statutes §453A.

Nicholas Jansen, MDH Director of Security, is a highly skilled safety and security professional with over 12 years of experience in a multitude of applications. Nick is familiar with the security needs of medical marijuana cultivation operations. He is a U.S. Army Veteran and Owner of a Veteran owned subsidiary of Rauch International, a consulting firm with a global portfolio of clients focused primarily on safety, security and construction.

Nick began his career in the Safety, Security and Construction field in 2003 with Rauch International as a Supervisor. Nick was involved in several high profile jobs on major casino properties located on the Las Vegas strip and surrounding areas.

After 5 years with Rauch he decided to serve his country and join the Army. He was accepted into the M.O.S. of 25S, Satellite Communication Systems Operator-Maintainer. While in service he received many awards and medals in recognition of his dedication and exemplary job performance. He was considered his brigades subject matter expert through his deployments in Operation Iraqi Freedom and Operation New Dawn. Nick maintains his Secret Security Clearance awarded during his time in service.

In 2013 he assumed the role of Director of Security with Rauch, completing jobs throughout the US.

In 2014 Nick started his Veteran Owned subsidiary of Rauch to pursue the emerging market of state sanctioned sales and research of Medical Marijuana. He began work on a project in Nevada to design and monitor all security aspects of a 20,000+ square foot cultivation and processing facility. After helping to acquire a cultivation and production license from the state of Nevada, Nick transitioned into the role of Director of Operations He is currently overseeing construction and implementation of this state of the art cultivation facility which is projected to open in December 2015.
SECTION E. OPERATIONS

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

MDH intends to cultivate the safest, most consistent, lab tested marijuana for medical use in the Commonwealth of Massachusetts based upon detailed Standard Operating Procedures ("SOP") in full compliance with 105 CMR §725.105 (A).

All phases of cultivation will take place in designated, locked, limited access areas that are monitored by a surveillance camera system in accordance with 105 CMR §725.110(D)(1)(d)-(i).

MDH’s SOPs incorporate Good Agriculture, Handling and Manufacturing practices as well seed to sale marijuana cultivation best practices in order to limit contamination, including but not limited to mold, fungus, bacterial diseases, rot, pests, non-organic pesticides, mildew, and any other contaminant identified as posing potential harm. MDH will employ FDA/pharmaceutical standards in the storage and production of marijuana and MIPs. No non-organic pesticides will be used in compliance with U.S. Department of Agricultural organic requirements at 7 CFR Part 205.

MDH SOP's specify policies and procedure in the following areas:
- Anti-Contamination Procedures
- Propagation Protocols
- Vegetative Protocols
- Flowering Protocols
- Harvest Protocols
- Drying and Curing Protocols

MDH will monitor its inventory through sophisticated controls in order to ensure that the patients of the Commonwealth are getting safe access to marijuana for medical use and MDH is able to respond to market forces in order to provide affordable products.
22. Describe the types and forms of Marijuana Infused Products ("MIPs") that the RMD intends to produce, if any.

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

- Edible;
- Sublingual;
- Vapor cartridges for metered dosing;
- Oronuocosal sprays;
- Topicals

All MIPs will be produced in accordance with MDH Standard Operating Procedures for the preparation of MIPs. Any MIP that is made to resemble a typical food or beverage product will be packaged in an opaque package and labeled as required by 105 CMR §725.105(E)(3). Edible MIPs will not bear any reasonable resemblance to any product available for consumption as a commercially available candy.

All MIPs will be packaged and labeled in plain, opaque, tamper-proof, child-proof containers without depictions of the product, cartoons, or other images other than the MDH logo. All products will have a legible firmly affixed label with wording at least 1/16 inch in size containing all information required by 105 CMR §105(E)(2)-(3).

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Management and Operations Profile – Page 15
23. Provide a summary of the RMD’s methods of producing MIPs, if the RMD intends to produce MIPs.

MDH intends to use the safest, most effective methods for producing MIPs. MDH will utilize both Carbon Dioxide (CO2) supercritical fluid and alcohol extractions process in order to provide patients of the Commonwealth with a wide range of medical marijuana products. CO2 supercritical fluid extraction ("SFE") is among the safest and most effective methods to extract essential oils from plant matter. This method is used commercially to extract oil from products for decaffeinating coffee, extracting essential oils from vegetables and fish and the extraction of flavors from natural resources in order to produce nutriceuticals. Alcohol extraction provides an excellent vehicle for the extraction of essential oils to create various methods of therapy using marijuana for medical purposes. All production will take place on contact surfaces, including utensils and equipment that are maintained in clean and sanitary conditions. Such surfaces will be cleaned and sanitized as frequently and necessary to protect against contamination using an EPA registered sanitizing agent. All MIPs will be produced according to detailed SOPs designed to maintain safety, consistency and purity. MIPs will, at all times, be handled in accordance with the sanitation requirements of CMR §500.000: Good Manufacturing Practices for Food and with requirements for food handlers specified in 105 CMR 300.000: Reportable Diseases, Surveillance, and Isolation and Quarantine Requirements.
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.

MDH SOPs for quality control will include automated systems and detailed monitoring in order to ensure a consistent environment for cultivation, the first step in quality control, internal test protocols as well as third-party testing.

All marijuana will be visually inspected and monitored at all stages of growth. MDH will trace all active ingredients from seed to sale. MDH intends to contract with an independent testing facility that is Accredited to the International Organization for Standardization (ISO) 17025 by a third party accrediting body such as A2LA or ACLASS or Certified, registered or accredited by an organization approved by the DPH. MDH will register those responsible for testing as dispensary agents as required by 105 CMR 725.030.

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

MDH is dedicated to patient care. This dedication extends to not only providing quality marijuana for medical uses, but also in protecting the confidentiality of all patient information including personal caregivers as required by 105 CMR §725.200(D).

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

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

SOPs for the handling of confidential information are based upon standards developed by Pharmacies for HIPAA compliance. MDH will provide training to all Dispensary Agents regarding confidentiality, HIPAA and compliance with all Massachusetts Laws as well as DPH Rules and Regulations.
31. Provide a summary of the RMD’s personnel policies.

MDH is an equal opportunity employer that will seek to recruit locally within the host community. All board members, employees, executives, managers and volunteers associated with MDH will be registered dispensary agents and remain compliant pursuant to 105 CMR §725.030 (A)-(E). MDH staffing records in compliance with 105 CMR §725.105 (1)(4). Any dispensary agent who has engaged in unsafe RMD practices or diverted marijuana will be dismissed immediately and MDH will notify DPH and law enforcement. DPH will be notified within 24 hours whenever a dispensary agent is no longer associated with MDH. MDH will provide employees with a detailed Personnel Policy that is contained within the MDH Employee Handbook and is compliant with 105 CMR 715.105 (A). All employees will be required to read and familiarize themselves with the contents of the Handbook. The manual outlines policies including, but not limited to:

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

MDH will keep accurate records in compliance with 105 CMR §725.105 (G)-(J). MDH will use an advanced seed to sale tracking system meeting DPH requirements and containing multiple traceability systems. MDH will maintain and make available to DPH the records including but not limited to:

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

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

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

- Warnings: marijuana has not been analyzed or approved by the FDA and there is limited information in side effects; potential health risks; marijuana should be kept away from children; driving under the influence of marijuana is prohibited by M.G.L. Chapter 90 §24 and heavy machinery should not be operated while under the influence of marijuana.
- Materials offered to patients and caregivers to enable them to track strains and associated effects
- Information describing proper dosage and iteration for different routes of administration emphasizing using the smallest amount necessary to achieve desired effects and explaining potency
- Information regarding tolerance, dependence and withdrawal
- Substance abuse warning signs and symptoms and information regarding treatment programs
- Statements that patients may not distribute marijuana to other individuals and that any unused, excess or contaminated product must be returned to MDH for proper disposal
- Patients Rights and HIPPA
- Any other information required by DPH
35. Provide a summary of the RMD’s operating procedures for patient or personal caregiver home-delivery, if the RMD plans to provide home-delivery services.
36. Provide a summary of the RMD's policies and procedures for the provision of marijuana for medical use to registered qualifying patients with verified financial hardship without charge or at less than the market price.

MDH is committed to providing the patients of the Commonwealth with affordable, safe, access to marijuana for medical use. To that end, MDH will provide marijuana for medical use at reduced prices for those prices with verified financial hardship. In order to qualify for the program patients must provide verification that their income falls below 200% of the Federal poverty level. Those patients meeting the qualifications will be entitled to receive one free gram/week and receive a 25% discount up to one ounce/month. Membership in the program must be renewed every six months. MDH will not keep copies of patient financial data and personal information. MDH will audit the program monthly to prevent diversion/abuse by qualifying patients.

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

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

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

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

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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.

   MDH plans to obtain and maintain a general liability insurance policy with coverage of no less than $1,000,000 per occurrence and $2,000,000 in aggregate, annually and product liability insurance for no less than $1,000,000 per occurrence and $2,000,000 in aggregate, annually. The deductible for such policy shall be no higher than $5,000 per occurrence. We will seek only an A,M. Best A or A+ rated carrier for placement of coverages.

   MDH will carry automobile coverage, as well as property and casualty coverage. Coverage will include business interruption protection. Replacement costs will be used to value all property ensuring a full recovery in the event of a catastrophe. Business interruption coverage will allow MDH to continue paying employees, vendors, taxes, and fees during reconstruction, if necessary. Coverage will also provide capital for any necessary emergency inventory purchases from another RMD.

   MDH will also carry personal & advertising injury insurance, as well as employment practice liability coverage for directors and officers. MDH will consider additional coverage based upon needs.

   In the event that MDH is unable to obtain minimum liability insurance coverage, MDH will place $250,000 in escrow to be expended for coverage of liabilities. Any expenditure from the escrow account will be replenished within 10 business days.

   Compliance with 105 CMR§725.105(Q) will be documented in a manner and form determined by DPH pursuant to 105 CMR §725.105(M).
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.

<table>
<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>Joseph Mullen, Jr.</td>
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<td>100</td>
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<tr>
<td>Entity Name</td>
<td>Leadership Names</td>
<td>Amount of Initial Capital Committed</td>
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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

10/12/15
Date Signed

Joseph L. Mullen, III
Print Name of Authorized Signatory

President and CEO
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

10/12/15
Date Signed

Joseph L. Mullen, III
Print Name of Authorized Signatory

President and CEO
Title of Authorized Signatory

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