

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

William Francis Galvin  
Secretary of the  
Commonwealth

Date: January 17, 2017

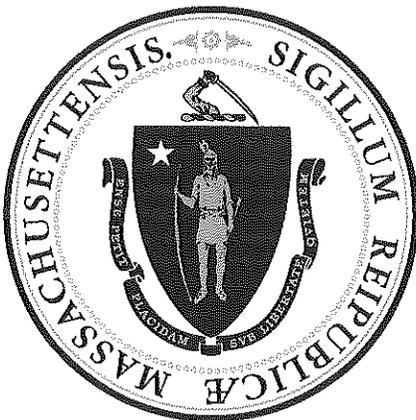
To Whom It May Concern :

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

**NEW ENGLAND CANNABIS CORPORATION**

is a domestic corporation organized on **October 15, 2016**

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



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

*William Francis Galvin*

Secretary of the Commonwealth

Certificate Number: 17010282250

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

Processed by:



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, 11<sup>th</sup> Floor, Boston, MA 02111

CHARLES D. BAKER  
Governor

KARYN E. POLITO  
Lieutenant Governor

MARYLOU SUDDERS  
Secretary

MONICA BHAREL, MD, MPH  
Commissioner

Tel: 617-660-5370  
[www.mass.gov/medicalmarijuana](http://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).

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

RECEIVED  
JAN 20 2017

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, 11<sup>th</sup> Floor  
Boston, MA 02111

**All fees are non-refundable and non-transferable.**

## **REVIEW**

Applications are reviewed in the order they are received.

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

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

## **PROVISIONAL CERTIFICATE OF REGISTRATION**

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

## **REGULATIONS**

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

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

## **PUBLIC RECORDS**

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

## **QUESTIONS**

If additional information is needed regarding the RMD application process, please contact the Medical Use of Marijuana Program at 617-660-5370 or [RMDapplication@state.ma.us](mailto: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 Organization*
- A copy of the Corporation’s Certificate of Good Standing from the Massachusetts Secretary of State. The Certificate of Good Standing must be dated no earlier than 90 days prior to the date the *Management and Operations Profile* is received by the Department.
- A copy of the Corporation’s bylaws
- An *Employment and Education* form (use template provided) for each of the following individuals: The Corporation’s Chief Executive Officer, Chief Operations Officer, Chief Financial Officer, individual/entity responsible for marijuana for medical use cultivation operations, and individual/entity responsible for the RMD security plan and security operations
- A bank or cashier’s check made payable to the *Commonwealth of Massachusetts* for \$30,000
- A completed *Remittance Form* (use template provided)
- A sealed envelope with the name of the Corporation and marked “authorization forms,” that contains the background check authorization forms (use forms provided) and fee, for each of the following actors:
  - Chief Executive Officer; Chief Operating Officer; Chief Financial Officer; individual/entity responsible for marijuana for medical use cultivation operations; individual/entity responsible for the RMD security plan and security operations; each member of the Board of Directors; each Member of the Corporation, if any; and each person and entity known to date that is committed to contributing 5% or more of initial capital to operate the proposed RMD. For entities contributing initial capital to operate the proposed RMD, authorizations forms must be completed and signed by the entity’s Chief Executive Officer/Executive Director and President/Chair of the Board of Directors.

**SECTION A. APPLICANT INFORMATION**

1. NEW ENGLAND CANNABIS CORPORATION  
Legal name of Corporation
2. Kenneth V. Stevens  
Name of Corporation's Chief Executive Officer
3. 186 Meadowbrook Road, Weston, MA 02493  
Address of Corporation (Street, City/Town, Zip Code)
4. Ronald Lipof  
Applicant point of contact (name of person Department of Public Health should contact regarding this application)
5. 617-716-6117  
Applicant point of contact's telephone number
6. rlipof@gmail.com  
Applicant point of contact's e-mail address
7. Number of applications: How many *Management and Operations Profiles* do you intend to submit?  
2

**SECTION B. INCORPORATION**

8. Attach a copy of the corporation's *Articles of Organization*, documenting that the applicant is a non-profit entity incorporated in Massachusetts.
9. Attach a copy of the corporation's Certificate of Good Standing from the Massachusetts Secretary of State. The Certificate of Good Standing must be dated no earlier than 90 days prior to the date the *Management and Operations Profile* is received by the Department.
10. Attach a copy of the corporation's bylaws.

**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.

New England Cannabis Corporation does not anticipate contracting with a management company.

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.

New England Cannabis Corporation has no agreements or contracts, executed or proposed, in which the corporate entity will engage in a Related Party Transaction.

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.

Kenneth V. Stevens, Chief Executive Officer and Chief Financial Officer of New England Cannabis Corporation and a member of its board of directors will also serve as the Chief Financial Officer of the RMD. His role will include all day-to-day management decisions, implementing the Company's long and short term plans, and acting as a direct liaison between the board of directors and management. As CEO, Mr. Stevens will work with the board of directors of the RMD to implement the initiatives determined by the board of directors to further the financial health of the non profit, and maximize the patient-focused goals and objectives.

Kuldip K. Vaid , Chief Operating Officer of New England Cannabis Corporation and a member of its board of directors will also serve as the Chief Medical Officer of the RMD. His role will include the overall daily management and operations of the RMD.

14. Please identify whether any members of the Board of Directors are serving as officials, executives, corporate members or board members for any management company, investor or other third party proposed to contract or otherwise conduct business with the proposed RMD.

None of the board members, investors or third parties intend to contract or otherwise conduct business with the proposed RMD beyond employment with the actual licensee as previously defined.

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.

New England Cannabis Corporation anticipates possibly signing any "Host Community Agreement" providing any percentage of revenue to the city or cities where our dispensaries may be housed.

**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

11/17/17

Date Signed

KENNETH V STEVENS

Print Name of Authorized Signatory

CEO

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: KVS

**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.

Chief Executive Officer and Chief Financial Officer - Kenneth Stevens has significant business operational expertise. He is the founder and CEO of Boston based Kenneth Stevens Custom Homes, which acquires and develops high-end custom built homes. In this role, he is responsible for managing all operational, financial and developmental aspects of the business, including the management and coordination of multiple on-going homes and up to 20+ subcontractors and their crews at any given time. He is also the founder and CEO of Accelerated Marketing Partners, where he manages the sales, marketing and operations of this national full-service real estate marketing firm specializing in conventional and accelerated marketing sales campaigns. Mr. Stevens was also the founder, Board Member and Managing Director of Kennedy-Wilson International, one of the largest real estate auction marketing firms in the world, managing up to 300+ employees from Northern California, Australia, UK and Hong Kong. He also served as the founder and Board Member of Diablo Valley Bank, which was purchased by Heritage Bank of Commerce; and Vice President of the Real Estate Owned Department of Imperial Bank, Inglewood, CA, where he managed the marketing and disposition of an over \$400 million dollar portfolio. He graduated with a Bachelor of Economics degree, majoring in Marketing and Economic Statistics, from Monash University in Melbourne, Australia, and he holds a Trained SecoSecondary Teachers Certificate.

Chief Operations Officer - Dr. Ken Vaid is a Phi Beta Kappa graduate of Boston University and a Alpha Omega Alpha graduate of the Boston University School of Medicine. He completed a residency in ophthalmology at the Eye and Ear Institute of the University of Pittsburgh and went on to complete a retina fellowship at Tufts New England Medical Center, followed by additional fellowship in cataract surgery at the Newman Eye Institute in Florida. He opened his private practice in 1993 and sees patients at The Massachusetts Eye and Ear Infirmary, Massachusetts General Hospital, Melrose Wakefield Hospital, Malden Hospital, Lawrence Memorial Hospital, and Whidden Memorial Hospital. He was promoted to Chief of Ophthalmology at Widden Memorial Hospital in 2001. Dr. Vaid is well published and has co-authored several chapters in ophthalmic textbooks. In 2002 he co-founded the Northshore Cataract and Laser Center (NCLC) which performs more than 7,500 ophthalmic procedures annually. At NCLC, he is actively involved in all aspects of daily operations, peer review, and quality control. Dr. Vaid is well familiar with all HCFA and hospital and surgery center regulations and has worked closely with the JCAH and the Massachusetts Board of Public Health. He is in actively involved in all aspects of daily function including Peer review and Quality control for The Northshore Cataract and Laser Center.

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.

Chief Executive Officer and Chief Financial Officer - No experience with providing health care services.

Chief Operations Officer - Dr. Kuldip (Ken) Vaid is a Phi Beta Kappa graduate of Boston University and a Alpha Omega Alpha graduate of the Boston University School of Medicine. He completed a residency in ophthalmology at the Eye and Ear Institute of the University of Pittsburgh and went on to complete a retina fellowship at Tufts New England Medical Center, followed by additional fellowship in cataract surgery at the Newman Eye Institute in Florida. He opened his private practice in 1993 and sees patients at The Massachusetts Eye and Ear Infirmary, Massachusetts General Hospital, Melrose Wakefield Hospital, Malden Hospital, Lawrence Memorial Hospital, and Whidden Memorial Hospital. He was promoted to Chief of Ophthalmology at Widden Memorial Hospital in 2001. Dr. Vaid is well published and has co-authored several chapters in ophthalmic textbooks. In 2002 he cofounded the Northshore Cataract and Laser Center (NCLC) which performs more than 7,500 ophthalmic procedures annually. At NCLC, he is actively involved in all aspects of daily operations, peer review, and quality control. Dr. Vaid is well familiar with all HCFA and hospital and surgery center regulations and has worked closely with the JCAH and the Massachusetts Board of Public Health. He is in actively involved in all aspects of daily function including Peer review and Quality control for The Northshore cataract and laser center.

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.

Chief Executive Officer - No experience with providing services for marijuana for medical purposes.  
Chief Operations Officer - No experience with providing services for marijuana for medical purposes.  
Chief Financial Officer - No 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.

Individual responsible for marijuana for medical use cultivation operations - Raymond Parsons has been a cultivation consultant, plant geneticist and organic growing specialist for the past 10 years in California. He has been involved in designing and developing cultivation centers, including the build out of hydroponic, soil based, and aeroponic grow facilities. Mr. Parson’s focus for his clients has been the organic growth, health and overall plant genetics for maximum relief for medical marijuana patients. He has crossed multiple strains of cannabis to produce robust, pest resistant and organically grown plants with a focus on patient needs and symptoms.

Chief Security Officer - Kuldip Vaid currently serves as our Chief Security Officer. New England Cannabis Corporation will identify and hire an appropriate individual to be responsible for the RMD security plan and security operations for providing services for marijuana for medical purposes. We will implement sufficient security measures to properly meet all requirements prescribed by Massachusetts General Laws 105 CMR 725.000, Implementation of an Act for the Humanitarian Medical Use of Marijuana, including but not limited to deterring and preventing unauthorized entrance into areas containing marijuana and theft of marijuana at the RMD; and security measures to protect the premises, registered qualifying patients, personal caregivers, and dispensary agents of the RMD.

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

**SECTION E. OPERATIONS**

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

New England Cannabis Corporation will create Cultivation Facility Operating procedures, to be available for DPH review. Key procedures include:

**FACILITY ACCESS** - Swipe cards encoded with detailed access areas. Upon entering facility, employees change into facility-provided pocket-less scrubs, shoe covers, and work wear.

**VENDOR ACCESS** - Vendors must be preregistered with facility manager, issued ID badges (if on-site), and must be escorted at all times.

**PRODUCTION AREA PROTOCOLS** - Protocols will be established for germination, vegetative growth, pruning and flowering, moving plants for flowering state and light deprivation, temperature monitoring, pH monitoring, nutrient monitoring, pest/pathogen monitoring, and general growing and cleaning tasks.

**CARBON DIOXIDE TREATMENT** - Protocols will be set for monitoring CO2 levels for optimum plant growth and employee safety.

**PLANT RFID TAGGING** -Plants will be RFID tagged, entered and tracked by commercial software for on-demand "seed-to-sale" tracking.

**PROCESS FLOW** -All parts of the growth cycle will be documented utilizing labeling for different strains, seed and finished product storage, grow cycles, physical and computer inventory tracking, temperature/pH/nutrient and water readings, harvesting, drying, packaging and shipment to the dispensary.

**NUTRIENT USE AND STORAGE** - Nutrients and chemicals must be entered into appropriate containers for safety and storage, and will always comply with organic requirements for Federal and State standards.

**EMPLOYEE TRAINING AND MATERIEALS** - Employee training will be ongoing. New employees will receive in-classroom and on-the-job training for their specific tasks, and will be mentored by the cultivation facility management.

**EMPLOYEE SAFETY** - Employee training will include safe utilization of tools and chemicals.

**MINIMIZING ENVIRONMENTAL IMPACT** -Training in pollution laws, disposal laws, odor prevention, light pollution and other hazards.

**RECORD KEEPING** - Preparing test samples, plant counts, seed packaging and growth charts.

**EMERGENCY PROCEDURES** - Protocols for fire, robbery, accident, power loss, etc.

**ADVERSE EVENT REPORTING/RECALL PLANNING** - Incident reporting, emergency contacts, recall of plants or MIPS.

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: KVS

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

The New England Cannabis Corporation dispensary intends to produce the following MIPS, all of which shall comply with the DPH guideline:

Transdermal/topical salve and patches, creams and lotions, tinctures, vaporizer oils, food, candy, bakery items and beverages.

**LABELING AND PACKAGING** - All labels will be at least 1/16" in size and all MIP unit sizes will be such that no single unit contains more than the DPH allotted supply of marijuana. All packaging will be child-resistant and light-resistant, and labeled as containing cannabis. All products will provide a warning to keep away from children and store in a child proof place.

All MIPS will contain a label in English that states:

- (1) The manufacturer's name and address;
- (2) A unique serial tracking number that will match the product with a producer batch and lot number so as to facilitate any warnings or recalls the department or producer deem appropriate;
- (3) The final testing and packaging date;
- (4) The expiration date;
- (5) The product weight;
- (6) A list of all active ingredients, including a terpenes profile, tetrahydrocannabinol (THC), tetrahydrocannabinol acid (THCA), cannabidiol (CBD), cannabidiolic acid (CBDA), and any other active ingredient that constitute at least 1% of the marijuana batch used in the product.
- (7) A listing of all non-cannabis ingredients.

All MIPS will conform to the 725.105(e)(2) labeling requirements.

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

The New England Cannabis dispensary will produce and sell MIPS. Standard operating procedures for the MIPS commercial kitchen facility will include:

MIP COMMERCIAL KITCHEN FACILITY SPECIFICATIONS - New England Cannabis Corporation will build a MIP commercial kitchen facility that fully complies to both M.G.L. 105 CMR 590.000 and 105 CMR 725. Sinks, hand-washing stations, storage, testing, wall coverings, bathroom requirements, HVAC, refrigeration and freezer, cooking areas, insect control, personnel uniforms, packaging areas, etc. will all follow and comply with all State and Federal guidelines (1999 Food Code and supplements). All employees making or handling MIPS will be SafeServ certified.

New England Cannabis Corporation will use the Heilodelph Precision PX1 and Roto Vape extraction machine to separate trichomes and release cannbinoids from the products, creating a processed extract to be used to infuse edibles. All MIPS will be prepared using commercial recipes for candies, edibles, liquids, bakery items, etc., supported by specialty MIP technicians. All MIP batches will be recorded and tracked in a kitchen recording system, and all products will have a label containing the batch and production date. All batches will be tested with in-house equipment and through an independent third party commercial lab.

New England Cannabis Corporation will create an HACCP plan (Hazard Analysis and Critical Control Points) which will be available for review by the DPH.











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

New England Cannabis will utilize an outside third party lab for testing.  
In house the SOP's for quality control and testing include:  
All nutrients will be examined for contents & potential contaminants.  
Only biological pesticides will be applied.  
Filtered water will be used to prevent contamination.  
All workers will walk through a ceiling blower to remove potential contaminants before entering facility.  
Workers will walk through a special container of a water/chlorine mix to kill shoe borne contaminants.  
Application of gamma irradiation equipment to kill 99% of all micro-organisms.  
All testing performed subject to the Cannabis Inflorescence and Leaf monograph (American Herbal Pharmacopoeia) standards.  
Limit tests will include foreign organic matter, total ash, & acid-insoluble ash.  
All external testing done by state approved labs.  
All crops batch tested for pests, contaminants, mold and ppotency.  
Soil testing before use for contaminants and pests.  
Determination of sample size for internal and external testing.  
Calculation of the acceptable range utilizing ISO Guide 34:2009.  
Written procedure for responding to contaminated samples.  
Additional batch sampled uniquely bar coded for further sampling.  
All testing documentation retained for five years  
Procedures in place for stability testing to determine shelf life for MIPS  
Random sampling of finished products currently for sale  
All nutrients and additives shelf life recorded and reviewed  
Expiration dates in large font on labels.

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.

104. Mass. Code Regs. 27.17. -Records and Records Privacy  
 Mass. Gen. Laws. Ann. ch. 111, § 70E -Patients' and residents' rights  
 105. Mass. Code Regs. 140.302. -Patient Records  
 105. Mass. Code Regs. 145.550. -Removal of Medical Record  
 105. Mass. Code Regs. 170.345. -Records  
 105. Mass. Code Regs. 300.120. -Confidentiality  
 105. Mass. Code Regs. 145.555. -Release of Medical Record  
 105. Mass. Code Regs. 301.040. -Confidentiality of Reports  
 Mass. Gen. Laws. Ann. ch. 112, §12G. -Disclosure of information by physicians and other medical provider

Federal law does not apply to medical marijuana dispensaries, but the state laws above are the mandatory regulations  
 Patient data will be entered into database only accessible by licensed dispensary agents  
 Network ports will be blocked for transmitting data except to the DPH  
 Paper records will be stored in locked file cabinets accessible only by designated employees  
 USB ports will be disabled to prevent copying files  
 Patient information will only be provided by subpoena  
 Paper records will be shredded after using  
 No medical records will left unattended  
 Employees will be trained and tested on patient confidentiality  
 Passwords will be changed every thirty days  
 Workstations/computers must be signed off when unattended  
 No passwords may be written on any paper  
 Workstations/computers may only be positioned in secure areas  
 Software will provide a "digital trail"  
 All disclosures require written authorization  
 Retention policies revised annually

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

New England Cannabis has already created an Employee Handbook in anticipation of its need for both the dispensary and the cultivation facility. The Handbook contains the following headings, which covers in detail the personnel policy guidelines that will be initially introduced into the facilities:

New Employee Policies  
 Reference/background checks  
 Time-Related Policies  
 Compensation-Related Policies  
 Personnel Records  
 Conflicts of Interests  
 General Confidentiality  
 Professional Conduct  
 Technology Policies  
 Confidentiality of Records and Data  
 Dispensary Manager Staff Development  
 Communications  
 Health, Safety and Security  
 Fire and Safety  
 Reporting Accidents  
 Emergency Plan  
 Smoking in the Workplace  
 Violence-Free Workplace  
 Lactation Accommodation  
 Employee Relations  
 Open Communication  
 Standard of Conduct General Policy  
 Employee Responsibility  
 Responsibilities of Supervisors, Managers, Directors  
 Employee Conduct  
 Problem Resolution  
 Employee Benefits  
 Discretionary Benefits  
 Employee Assistance Program  
 Holidays  
 Vacation Policy  
 Leave of Absence  
 Medical Leave of Absence  
 Sick Leave  
 Funeral Leave  
 Jury Duty and Witness Leave Time  
 Voting Time  
 Unpaid Personnel Leave  
 Pregnancy Disability Leave, Rehabilitation Leave, Military Leave  
 Time Off for Victim of Domestic Violence or Sexual Assault  
 Benefits During Leave  
 Ending Employment  
 Termination



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

New England Cannabis will utilize the BioTrackTHC Point of Sale software system for tracking seed to sale inventory, financial records, cultivation and facility records, dispensary records and to integrate accounting records originated in Quickbooks. Payroll will be performed by an outside service, and adjusting entries will be imported into BioTrackTHC. We will be able to track seeds through harvest, and any product that is transferred to the MIPS kitchen or destroyed. Our record keeping will include patient information, sales, seed-to-sale tracking and all other business components except for the following, which will be in an add on database:

- Internal Auditor Spot Counts
- Patient Record Shredding Log
- Cultivation Manual
- Emergency Action Plan (RMD also)
- Security Logs (RMD also)
- Visitor Log (RMD also)
- Pesticide Log Preventative Action Forms & Log
- Foreign Matter Inspection
- Integrated Pest Management Log
- Shipping Records
- Corrective and Preventative Actions
- Chain of Custody Logs
- Sample Collection Log
- Lot and Batch Release Log
- Recall Forms
- Employee Handbook/Training Log
- Sanitation Program
- Cannabis Destruction Records
- Waste Disposal Plan/Log
- Nutrient Dispensing Log
- Daily Opening/Closing Checklist
- Dispensary Compliance Seminar Guide
- End of Day Deposit Template
- Master Employee Scheduling Form
- Product Return Log
- Employee Applications
- Employee Discipline Reports

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

New England Cannabis will provide educational materials about marijuana for patients and their primary caregivers. We will maintain an adequate supply of up-to-date education material available for distribution. The materials will contain information about various strains of marijuana and their different effects, and also various forms and route of administration. New England Cannabis will offer educational material for the selection of prepared marijuana and provide "tracking sheets" to qualifying patients and primary caregivers who request them to keep track of the strains used and their effects.

Educational material will include information on how to achieve proper dosage for different modes of administration, with an emphasis on using the smallest amount possible to achieve the desired effect. The impact of potency will also be explained.

Information on tolerance, dependence and withdrawal will be provided. If it is believed that a qualifying patient or primary caregiver is abusing marijuana there will be a protocol for reporting it to management. Safe storage material will be incorporated into the material.

Explanations of MIPS labels and allergy warnings will be included as well. Every patient will be informed regarding substance abuse signs and symptoms.

All patients will be assigned an education counselor who will be available specific hours to help answer questions.



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.

The New England Cannabis Financial Hardship Program will provide reduced cost marijuana to patients with documented, verified financial hardship. The recipient must meet those criteria listed in CMR 725.004. There will be a sliding scale based on federal poverty levels providing assistance to those patients that receive MassHealth or Supplemental Social Security Income, or if the individual's income does not exceed 300% of the FPL, adjusted for family size and geographic location. Patients who are at the level where their income is calculated to be 100% or less of the FPL will qualify for a free eighth of an ounce of medicine weekly. In the event a patient purchases more than the free product in a week, the medicine may be purchased at a 50% discount. The sliding scale provides for those earning 101% to 200% of the FPL will qualify for a 75% discount on an eighth of an ounce purchase per week. Additional medicine beyond the original eighth of an ounce purchased during a given week will qualify for a 50% discount. Patients whose annual income falls in the range of 201%-300% will qualify for a 50% discount on an eighth of an ounce of medicine per week. Any amount acquired above the eighth of an ounce during a given week can be purchased at a 25% discount. Former military members whose current income is 200% or less of the FPL will receive a full ounce of medicine every two weeks for free. All information concerning our hardship fee scale will be posted in the dispensary.

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

Upon hiring, all employees will go through initial and recurrent training. The training has two components, overall knowledge, and job specific knowledge. Each new employee will be taught the policies, standard operating procedures and tasks to be performed in their position, and to insure compliance with state law.

New England Cannabis will provide a mentor to each new employee who will assist in their training. Training will include the use and knowledge of:

- Dispensary operations
- Point of Sale operations
- Product security
- Facility security
- Emergency drills for adverse events
- Contents of the employee handbook
- Contents of the Dispensary/Cultivation Operations Handbook
- Patient interaction
- Tours of the dispensary and cultivation facility
- Verifying patient credentials
- Using the DPH's database, and the inhouse database
- Patient record security and confidentiality of records
- Educational materials
- In depth knowledge of the strains and their effects on patients
- Proper dosing
- Understanding and reporting the signs of abuse.
- Educational support materials.
- Manifest requirements
- Documentation for receiving inventory
- Documentation for returned product
- How to handle complaints
- Emergency procedures for adverse events
- Massachusetts laws (105 CMR 725)
- Community relations
- Specific job duties and descriptions
- Product handling
- Sanitation
- Growing and cultivation policies
- Inventory procedures and chain of custody
- Quality control procedures
- Understanding packaging and labeling

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.

New England Cannabis has obtained a commitment for liability insurance and other general coverage required by 105 CMR 725.105(Q)(1). The policy will provide for general liability, property coverage, coverage for business income and additional expenses and product liability. The general liability policy will have \$1,000,000 per occurrence, \$2,000,000 in aggregate annually, product liability for \$1,000,000 per occurrence and \$2,000,000 in aggregate. The deductible for the liability policy is \$5,000 per occurrence.

**SECTION F. CAPITAL CONTRIBUTORS**

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

Attach additional tables if needed.

Individual Name	Amount of Initial Capital Committed	Percentage of Initial Capital Committed
Kenneth V. Stevens	\$ 675,000.00	75%
Kuldip K. Vaid	\$ 225,000.00	25%
	\$	
	\$	
	\$	

Entity Name	Leadership Names	Amount of Initial Capital Committed	Percentage of Initial Capital Committed
	Entity CEO/ED:  Entity President/Chair:	\$	
	Entity CEO/ED:  Entity President/Chair:	\$	
	Entity CEO/ED:  Entity President/Chair:	\$	
	Entity CEO/ED:  Entity President/Chair:	\$	
	Entity CEO/ED:  Entity President/Chair:	\$	

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

Application 1 of 2

NEW ENGLAND CANNABIS CORPORATION

Applicant Non-Profit Corporation \_\_\_\_\_

### ATTESTATIONS

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



Signature of Authorized Signatory

1/17/17

Date Signed

KENNETH V STEVENS

Print Name of Authorized Signatory

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 of Authorized Signatory

1/17/17

Date Signed

KENNETH V STEVENS

Print Name of Authorized Signatory

CEO

Title of Authorized Signatory

# NEW ENGLAND CANNABIS CORPORATION

## ARTICLES OF INCORPORATION

Pursuant to M.G.L. Chapter 156B, s.11, s.12 and s.13 of the laws of Massachusetts the undersigned majority of whom are citizens of the United States, do hereby submit these Articles of Incorporation for the purpose of forming a nonprofit corporation.

### ARTICLE 1

The name of the corporation shall be New England Cannabis Corporation.

### ARTICLE 2

The corporation shall have perpetual existence.

### ARTICLE 3

The effective date of incorporation shall be October 15, 2016.

### ARTICLE 4

#### Members

The corporation will not have members.

### ARTICLE 5

The corporation is a not for profit corporation formed to apply for a Registered Medical Marijuana Dispensary and Cultivation Facility in the Commonwealth of Massachusetts.

### ARTICLE 6

#### Registered Agent and Office

The street address of the initial registered office of the corporation is:

186 Meadowbrook Road  
Weston, MA 02493

The name of the initial registered agent is:

Kenneth Stevens

### ARTICLE 7

#### Principal Office

The corporation has a principal office. The street address of the principal office is:

186 Meadowbrook Road  
Weston, MA 02493

ARTICLE 8

Mailing Address

186 Meadowbrook Road  
Weston, MA 02493

ARTICLE 9

Directors

The corporation's initial directors are as follows:

Kenneth Stevens, 6 Dogwood Road, Weston, MA 02493  
and  
Kuldip Vaid, 186 Meadowbrook Road, Weston, MA 02493

ARTICLE 10

Indemnification

The corporation does indemnify any directors, officers, employees, incorporators, and members of the corporation from any liability regarding the corporation and the affairs of the corporation, unless the person fraudulently and intentionally violated the law and/or maliciously conducted acts to damage and/or defraud the corporation, or as otherwise provided under applicable statute.

ARTICLE 11

Purpose

The purpose of the corporation is exclusively for applying for and operating a Registered Medical Marijuana Cultivation Facility and Dispensary in the Commonwealth of Massachusetts.

ARTICLE 12

Prohibited Activities

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 11. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE 13

Distributions Upon Dissolution

Upon the dissolution of the corporation, after paying or making provisions for the payment of all the legal liabilities of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

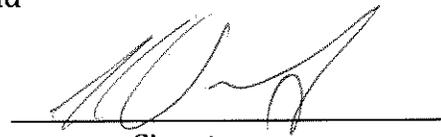
ARTICLE 14  
Incorporator

The name and address of the Incorporators are:

Kenneth Stevens  
And  
Kuldip Vaid



Signature  
Kenneth Stevens



Signature  
Kuldip Vaid

October 15<sup>th</sup>, 2016.

BY-LAWS  
OF  
NEW ENGLAND CANNABIS CORPORATION

Article 1.

Definitions

Section 1.01 Name. The "Corporation" shall mean: New England Cannabis Corporation, Inc., its successors and assigns.

Section 1.02 Board. The "Board" shall mean the Board of Directors of the Corporation.

Article 2.

Purposes, Objectives and Governing Instruments

Section 2.01 Charitable, Educational, and Scientific Purposes and Powers. 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 provide medical marijuana to registered patients of the Commonwealth of Massachusetts.

Section 2.02 Governing Instruments. The Corporation shall be governed by its Articles of Incorporation and its Bylaws.

Section 2.03 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 2.04 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 any sort of for profit business..

### Article 3.

#### Membership

The Corporation shall have no members.

### Article 4.

#### Directors

Section 4.01 Annual Meeting. A meeting of the Board shall be held annually at such place, on such date and at such time as may be fixed by the Board, for the purpose of electing Directors, receiving annual reports of the Board and Officers, and for the transaction of such other business as may be brought before the meeting.

Section 4.02 Number. The number of Directors constituting the entire Board shall be fixed by the Board, but such number shall not be less than three (3).

Section 4.03 Election and Term of Office. The initial Directors of the Corporation shall be those persons specified in the Certificate of Incorporation of the Corporation. Each Director shall hold office until the next annual meeting of the Board and until such Director's successor has been elected and qualified, or until his or her death, resignation or removal.

Section 4.04 Powers and Duties. Subject to the provisions of law, of the Certificate of Incorporation and of these By-Laws, but in furtherance and not in limitation of any rights and powers thereby conferred, the Board shall have the control and management of the affairs and operations of the Corporation and shall exercise all the powers that may be exercised by the Corporation.

Section 4.05 Additional Meetings. Regular meetings of the Board may be held at such times as the Board may from time to time determine. Special meetings of the Board may also be called at any time by the President or by a majority of the Directors then in office.

Section 4.06 Notice of Meetings. No notice need be given of any annual or regular meeting of the Board. Notice of a special meeting of the Board shall be given by service upon each Director in person or by mailing the same to him at his or her post office address as it appears upon the books of the Corporation at least two business days (Saturdays, Sundays and legal holidays not being considered business days for the purpose of these By-Laws) if given in person, or at least four business days, if given by mailing the same, before the date designated for such meeting specifying the place, date and hour of the meeting. Whenever all of the Directors shall have waived notice of any meeting either before or after such meeting, such meeting shall be valid for all purposes. A Director who shall be present at any meeting and who shall not have protested, prior to the meeting or at its

commencement, the lack of notice to him, shall be deemed to have waived notice of such meeting. In any case, any acts or proceedings taken at a Directors' meeting not validly called or constituted may be made valid and fully effective by ratification at a subsequent Directors' meeting that is legally and validly called. Except as otherwise provided herein, notice of any Directors' meeting or any waiver thereof need not state the purpose of the meeting, and, at any Directors' meeting duly held as provided in these By-Laws, any business within the legal province and authority of the Board may be transacted.

Section 4.07 Quorum. At any meeting of the Board, a majority of the Directors then in office shall be necessary to constitute a quorum for the transaction of business. However, should a quorum not be present, a majority of the Directors present may adjourn the meeting from time to time to another time and place, without notice other than announcement at such meeting, until a quorum shall be present.

Section 4.08 Voting. At all meetings of the Board, each Director shall have one vote. In the event that there is a tie in any vote, the President shall have an additional vote to be the tie-breaker.

Section 4.09 Action Without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or any such committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or any such committee shall be filed with the minutes of the proceedings of the Board or such committee.

Section 4.10 Removal. Any Director may be removed for cause by vote of the Board provided there is a quorum of not less than a majority present at the meeting at which such action is taken.

Section 4.11 Resignation. Any Director may resign from office at any time by delivering a resignation in writing to the Board of Directors, and the acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

Section 4.12 Vacancies. Any newly created directorships and any vacancy occurring on the Board arising at any time and from any cause may be filled by the vote of a majority of the Directors then in office at any Directors' meeting. A Director elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor.

Section 4.13 Committee. The Board, by resolution adopted by a majority of the entire Board, may designate from among the Directors an executive committee and other standing committees, each consisting of three or more Directors, to serve at the pleasure of the Board, and each of which, to the extent provided in such resolution, shall have the authority of the Board. The Board may designate one or

more Directors as alternate members of any such committee, who may replace any absent member or members at any meeting of such committee.

Section 4.14 Participation by Telephone. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

## Article 5.

### Officers

Section 5.01 Election and Qualifications; Term of Office. The Officers of the Corporation shall be a President, a Secretary, a Treasurer, and a Vice-President. The Officers shall be elected by the Board at the annual meeting of the Board and each Officer shall hold office for a term of one year and until such Officer's successor has been elected or appointed and qualified, unless such Officer shall have resigned or shall have been removed as provided in Sections 8 and 9 of this Article V. The same person may hold more than one office, except that the same person may not be both President and Secretary. The Board may appoint such other Officers as may be deemed desirable, including one or more Vice-Presidents, one or more Assistant Secretaries, and one or more Assistant Treasurers. Such Officers shall serve for such period as the Board may designate.

Section 5.02 Vacancies. Any vacancy occurring in any office, whether because of death, resignation or removal, with or without cause, or any other reason, shall be filled by the Board.

Section 5.03 Powers and Duties of the President. The President shall be the Chief Executive Officer of the Corporation. The President shall from time to time make such reports of the affairs and operations of the Corporation as the Board may direct and shall preside at all meetings of the Board. The President shall have such other powers and shall perform such other duties as may from time to time be assigned to the President by the Board.

Section 5.04 Powers and Duties of the Vice-Presidents. Each of the Vice-Presidents, if any, shall have such powers and shall perform such duties as may from time to time be assigned to such Vice President by the Board.

Section 5.05 Powers and Duties of the Secretary. The Secretary shall record and keep the minutes of all meetings of the Board. The Secretary shall be the custodian of, and shall make or cause to be made the proper entries in, the minute book of the Corporation and such books and records as the Board may direct. The Secretary shall be the custodian of the seal of the Corporation and shall affix such seal to such contracts, instruments and other documents as the Board or any committee thereof

may direct. The Secretary shall have such other powers and shall perform such other duties as may from time to time be assigned to the Secretary by the Board.

Section 5.06 Powers and Duties of the Treasurer. The Treasurer shall be the custodian of all funds and securities of the Corporation. Whenever so directed by the Board, the Treasurer shall render a statement of the cash and other accounts of the Corporation, and the Treasurer shall cause to be entered regularly in the books and records of the Corporation to be kept for such purpose full and accurate accounts of the Corporation's receipts and disbursements. The Treasurer shall at all reasonable times exhibit the books and accounts to any Director upon application at the principal office of the Corporation during business hours. The Treasurer shall have such other powers and shall perform such other duties as may from time to time be assigned to the Treasurer by the Board.

Section 5.07 Delegation. In case of the absence of any Officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board may at any time and from time to time delegate all or any part of the powers or duties of any Officer to any other Officer or to any Director or Directors.

Section 5.08 Removal. Any Officer may be removed from office at any time, with or without cause, by a vote of a majority of the Directors then in office at any meeting of the Board.

Section 5.09 Resignation. Any Officer may resign his or her office at any time, such resignation to be made in writing and to take effect immediately without acceptance by the Corporation.

## Article 6.

### Bank Accounts, Checks, Contracts and Investments

Section 6.01 Bank Accounts, Checks and Notes. The Board is authorized to select the banks or depositories it deems proper for the funds of the Corporation. The Board shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness.

Section 6.02 Contracts. The Board may authorize any Officer or Officers, agent or agents, in addition to those specified in these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized by the Board, no Officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount.

Section 6.03 Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property,

real, personal or otherwise, or stocks, bonds or other securities, as the Board may deem desirable.

## Article 7.

### Indemnification

Section 7.01 Indemnity Under Law. The Corporation shall indemnify and advance the expenses of each person to the full extent permitted by law.

Section 7.02 Additional Indemnification.

(a) The Corporation hereby agrees to hold harmless and indemnify each of its Directors, Officers, employees and agents (the "Indemnitee") from and against, and to reimburse the Indemnitee for, any and all judgments, fines, liabilities, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred, as a result of or in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than one by or in the right of the Corporation to procure a judgment in its favor, including an action, suit or proceeding by or in the right of any other corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise for which the Indemnitee served in any capacity at the request of the Corporation, to which the Indemnitee is, was or at any time becomes a party, or is threatened to be made a party, or as a result of or in connection with any appeal therein, by reason of the fact that the Indemnitee is, was or at any time becomes a Director or Officer of the Corporation, or is or was serving or at any time serves such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, whether arising out of any breach of the Indemnitee's fiduciary duty as a Director, Officer, employee or agent of such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise under any state or federal law or otherwise; provided, however, that no indemnity pursuant to this Section 2 shall be paid by the Corporation (i) if a judgment or other final adjudication adverse to the Indemnitee establishes that the Indemnitee's acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that the Indemnitee personally gained in fact a financial profit or other advantage to which the Indemnitee was not legally entitled; or (ii) if a final judgment by a court having jurisdiction in the matter shall determine that such indemnification is not lawful. The termination of any such civil or criminal action or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create any presumption that the Indemnitee acted in bad faith and/or was dishonest.

(b) The obligation of the Corporation to indemnify contained herein shall continue during the period the Indemnitee serves as a Director, Officer, employee or agent of the Corporation and shall continue thereafter so long as the Indemnitee shall be subject to any possible claim or threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that the Indemnitee was a Director or Officer of the Corporation or served at the request of the Corporation in any capacity for any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

(c) Promptly after receipt by the Indemnitee of notice of the commencement of any action, suit or proceeding, the Indemnitee will, if a claim in respect thereof is to be made against the Corporation under this Section 2, notify the Corporation of the commencement thereof; but the omission so to notify the Corporation will not relieve it from any liability which it may have to the Indemnitee otherwise than under this Section 2. With respect to any such action, suit or proceeding as to which the Indemnitee notifies the Corporation of the commencement thereof:

(i) The Corporation will be entitled to participate therein at its own expense; and,

(ii) Except as otherwise provided in the last sentence of this subpart ii, to the extent that it may wish, the Corporation jointly with any other indemnifying party similarly notified will be entitled to assume the defense thereof, with counsel satisfactory to the Indemnitee. After notice from the Corporation to the Indemnitee of its election so to assume the defense thereof, the Corporation will not be liable to the Indemnitee under this Section 2 for any legal or other expenses subsequently incurred by the Indemnitee in connection with the defense thereof other than reasonable costs of investigation or as otherwise provided in the last sentence of this subpart ii. The Indemnitee shall have the right to employ his or her own counsel in such action, suit or proceeding but the fees and expenses of such counsel incurred after notice from the Corporation of its assumption of the defense thereof shall be at the expense of the Indemnitee unless (A) the employment of counsel by the Indemnitee has been authorized by the Corporation in connection with the defense of such action, (B) the Indemnitee shall have reasonably concluded that there may be a conflict of interest between the Corporation and the Indemnitee in the conduct of the defense of such action, or (C) the Corporation shall not in fact have employed counsel to assume the defense of such action, in each of which cases the fees and expenses of counsel for the Indemnitee shall be borne by the Corporation (it being understood, however, that the Corporation shall not be liable for the expenses of more than one counsel for the Indemnitee in connection

with any action or separate but similar or related actions in the same jurisdiction arising out of the same general allegations or circumstances). The Corporation shall not be entitled to assume the defense of any action, suit or proceeding brought by or on behalf of the Corporation or as to which the Indemnitee shall have made the conclusion provided for in clause (B) of the preceding sentence of this subpart ii.

(iii) Anything in this Section 2 to the contrary notwithstanding, the Corporation shall not be liable to indemnify the Indemnitee under this Section 2 for any amounts paid in settlement of any action or claim effected without its written consent. The Corporation shall not settle any action or claim in any manner which would impose any penalty or limitation on the Indemnitee without the Indemnitee's written consent. Neither the Corporation nor any such person will unreasonably withhold their consent to any proposed settlement.

(d) In the event of any threatened or pending action, suit or proceeding which may give rise to a right of indemnification from the Corporation to the Indemnitee pursuant to this Section 2, the Corporation shall pay, on demand, in advance of the final disposition thereof, expenses incurred by the Indemnitee in defending such action, suit or proceeding, other than those expenses for which the Indemnitee is not entitled to indemnification pursuant to clause (ii) of the proviso to part (a) of this Section 2 or part (b) of this Section 2. The Corporation shall make such payments upon receipt of (i) a written request made by the Indemnitee for payment of such expenses, (ii) an undertaking by or on behalf of the Indemnitee to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation hereunder, and (iii) evidence satisfactory to the Corporation as to the amount of such expenses. The Indemnitee's written certification together with a copy of the statement paid or to be paid by the Indemnitee shall constitute satisfactory evidence as to the amount of such expenses.

(e) The rights to indemnification and advancement of expenses granted to the Indemnitee under this Section 2 shall not be deemed exclusive, or in limitation of any other rights to which the Indemnitee may now or hereafter be entitled under the Corporation's Certificate of Incorporation or otherwise under the Corporation's By-Laws, as now in effect or as hereafter amended, any agreement, any vote of members or Directors, any applicable law, or otherwise.

Section 7.03 Limitation. No amendment, modification or rescission of this Article VII shall be effective to limit any person's right to indemnification with respect to any alleged cause of action that accrues or other incident or matter that occurs prior to the date on which such modification, amendment or rescission is adopted.

Article 8.

Dissolution

The Corporation may be dissolved only upon adoption of a plan of dissolution and distribution of assets by the Board that is consistent with the Certificate of Incorporation and with State law.

Article 9.

Amendments

These By-Laws may be altered, amended, added to or repealed at any meeting of the Board called for that purpose by the vote of a majority of the Directors then in office.

Article 10.

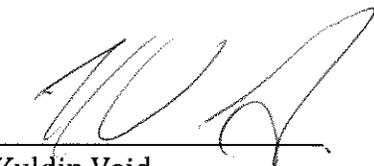
Construction

In the case of any conflict between the Certificate of Incorporation of the Corporation and these By-Laws, the Certificate of Incorporation of the Corporation shall control.

These Bylaws were adopted at a meeting of the Board of Directors of New England Cannabis Corporation on October 15, 2016.



Kenneth Stevens  
President



Kuldip Vaid  
Secretary



Kenneth Stevens  
Treasurer

**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**

Kenneth V. Stevens

**Residential Address**

[REDACTED]

**Title (at applicant non-profit corporation)**

CEO, CFO, Chief Cultivation Officer, Director

**Name of Applicant Non-Profit Corporation**

NEW ENGLAND CANNABIS CORPORATION

**Highest Education Attained – Institution, Degree, and Year**

BACHELOR ECONOMICS, MARKETING  
MONASH UNIVERSITY  
MELBOURNE AUSTRALIA 1973

Applicant Non-Profit Corporation \_\_\_\_\_

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.

Employer	Title	Time Period
KENNETH HANSEN STEVENS CUSTOM HOMES	OWNER	2013 - PRESENT
MATKEN PACIFIC DEVELOPMENT, INC	OWNER	2000 - 2013

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

12/4/16  
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**

Kuldip K. Vaid

**Residential Address**

[REDACTED]

**Title (at applicant non-profit corporation)**

COO, Chief Medical Officer, Chief Security Officer, Director

**Name of Applicant Non-Profit Corporation**

NEW ENGLAND CANNABIS CORPORATION

**Highest Education Attained – Institution, Degree, and Year**

BOSTON UNIVERSITY SCHOOL OF MEDICINE  
1986 - MD.

Applicant Non-Profit Corporation \_\_\_\_\_

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.

Employer	Title	Time Period
KULDIP KEN VAIJAM (SELF)	OWNER	1991 - PRESENT

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

12/5/16  
 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**

Raymond A. Parsons

**Residential Address**

[REDACTED]

**Title (at applicant non-profit corporation)**

Chief Cultivation Officer

**Name of Applicant Non-Profit Corporation**

NEW ENGLAND CANNABIS CORPORATION

**Highest Education Attained – Institution, Degree, and Year**

Vineville High School class of 2003  
Buckingham Charter class of 2003

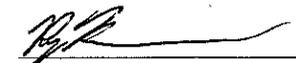
Applicant Non-Profit Corporation

Raymond Parsons

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.

Employer	Title	Time Period
HTP Group Vallejo, CA	Bustender, cannabis educator, manager, stock manager	Oct. 2015 - Sept 2016
Brayelton Builders	Superintendent, carpenter,	April 2012 - Aug. 2015
Shaw Construction	carpenter, Rigger, Assistant superintendent	Sept 06 - Jan 2012
cannabis grow and extract consultant / Builder for My self and californias grow site indoor / Greenhouse outdoor	the design, build and operations of grows, dispensary and stock control	March 03 - current

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

1-17-17  
Date Signed