The Commonwealth of Massachusetts
Executive Office of Health and Human Services
Department of Public Health
Bureau of Health Care Safety and Quality
Medical Use of Marijuana Program
99 Chauncy Street, 11th Floor, Boston, MA 02111

CHARLES D. BAKER
Governor
KARYN E. POLITO
Lieutenant Governor

MARYLOU SUDDERS
Secretary
MONICA BHAREL, MD, MPH
Commissioner
Tel: 617-660-6370
www.mass.gov/medicalmarijuana

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

INSTRUCTIONS

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

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

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

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

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

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

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

Department of Public Health
Medical Use of Marijuana Program
RMD Applications
99 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 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.
SECTION A. APPLICANT INFORMATION

1. Medical Marijuana of Massachusetts, Inc.

   Legal name of Corporation

2. Name of Corporation’s Chief Executive Officer
   9 Collins Avenue, P.O. Box 1650, Plymouth, Massachusetts 02362

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

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

5. Applicant point of contact’s telephone number

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.
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.

Medical Marijuana of Massachusetts, Inc. (the "Company") has entered into an Amended and Restated Management Agreement ("Management Agreement") with Triple M Management Company, LLC ("Triple M"). Triple M provides the Company with (1) "turn-key" complete build-out of the Company's Cultivation Facility and three retail locations for its registered marijuana dispensaries ("Dispensaries"); and (2) on going day-to-day operational management, equipment, supplies and other services to support the Company's operations. In exchange for the items and services that Triple M provides, Triple M receives a management fee equal to 18% of sales received by the Company as well as reimbursement for reimbursable products. The management fee is subject to an annual audit by a third party appraiser and the management fee is automatically adjusted to reflect the appraiser's valuation. A copy of the Management Agreement has been provided to DPH. In addition, Triple M has provided the Company a loan in the amount of $1.39M bearing interest at the rate of 8% with a maturity date of 1.21.2024 and a line of credit in the amount of $1M bearing interest at the rate of 8% with a maturity date of 12.31.2024.

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 hereinafter.

[Redacted]
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.

Please refer above to the response to Question 11 with respect to the Company's contractual relationships with Triple M. Three members of the Company's executive management team and Board of Directors (____ and Topping, M.D.) are also owners of Triple M and members of Triple M's Board of Managers.
13. Please identify whether any members of the Board of Directors are also serving as employees of the proposed RMD and, if so, their title and role with the proposed RMD.

<table>
<thead>
<tr>
<th>Title and Role</th>
<th>Description</th>
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<tbody>
<tr>
<td>[Redacted]</td>
<td>Chief Executive Officer and Chief Financial Officer of the Company. As CEO and CFO, has general charge, control and supervision of all business and financial operations of the Company.</td>
</tr>
<tr>
<td>[Redacted]</td>
<td>Trexler M. Topping, M.D.; Chief Medical Officer. Dr. Topping is employed to oversee all patient education regarding marijuana for medical use, facilitate research for marijuana of medical use in terms of treatment of certain conditions, and oversee substance abuse prevention education.</td>
</tr>
<tr>
<td>[Redacted]</td>
<td>Chief Compliance Officer/General Counsel. Provides legal advice on transaction and governance matters for the Company and monitors the Company’s compliance with all relevant laws.</td>
</tr>
</tbody>
</table>
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.

The following members of the Company's Board of Directors are owners of Triple M and are members of Triple M's Board of Managers:

Trexler M. Topping, M.D.
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.

Please see the Company’s response to Question 11 regarding the management fee payable to Triple M. Initially, the Company had entered into a third party laboratory testing agreement with CannaSafe Analytics pursuant to which the Company was required to pay 6% of the sale price for each 10 pound batch of product. However, the Company is in the process of terminating its relationship with CannaSafe Analytics and will contract with ProVerde Laboratories, Inc. Aside from the payment of taxes to governmental authorities, there are no other arrangements in which a percentage of the Company's revenue will be distributed to a third party. The Company will be using a "portion" of its revenue to pay its employees' salaries, and pay for certain expenses such as insurance premiums, rent and utilities, bank fees, license fees, legal and accounting fees, laboratory testing fees, etc. In addition, the Company has entered into community host agreements with Plymouth and Mashpee, which are the host municipalities of two of its Dispensaries pursuant to which the Company will donate a specified amount to each municipality on an annual basis.

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.”

03/03/2016  
Date Signed

Jonathan H. Herlihy  
Chief Executive Officer/Chief Financial Officer

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.
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/Chief Financial Officer [redacted] has served for 15 years, and continues to serve, on the Board of Directors of Center for Eye Research and Education ("CERE"), a Massachusetts tax-exempt non-for-profit corporation. CERE’s purposes include but are not limited to: (1) advancing research, education and training in the field of vision care; (2) overseeing an ophthalmology fellowship program; (3) supporting pro bono eye care for patients unable to afford treatment; (4) providing training and support to international medical facilities; and (5) supporting other non-vision related scientific research, educational efforts and charitable care.

Chief Operations Officer [redacted] has over twenty-five years of senior public and corporate experience, including serving as Chief of Staff to former Massachusetts State Senate President Therese Murray (D-Plymouth), during her tenure as Chair of the Committee on Ways and Means, and as Senator Murray’s Campaign Manager since her first election in 1992. He is also a former Campaign Director and legislative aide to the late Congressman Gerry Studds (D-MA). With respect to non-profit experience, [redacted] was the past Chairman (2010 and 2011) and since December 2014 is serving as the current Executive Director of the Plymouth Area Chamber of Commerce (PACC), a 501c(6) non-profit. The PACC includes approximately 750 businesses as members and provides resources to such as business education, networking, workshops, peer counseling and veterans services to its members and the local community. He also serves on the boards of the Plymouth Area Chamber of Commerce Foundation, which was formed to assist in the betterment of the business community through fund raising, education, vocational and other efforts and activities. [Redacted] is currently a member of the Plymouth Youth Development Collaborative which seeks to reduce the risk factors contributing to under age drinking and drug abuse in Plymouth. He also serves on the Massasoit Community College Foundation, the objective of which, is to promote scholarships to assist students in need of financial aid for books and supplies and enhance educational purposes of the College.

Information on this page has been reviewed by the authorized signatory provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory.
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/Chief Financial Officer [Redacted] has over 30 years of experience managing Ophthalmic Consultants of Boston, Inc. ("OCB") as its COO. In addition, [Redacted] is the COO of Boston Eye Surgery and Laser Center Trust ("BESLC"), Cape Cod Eye Surgery and Laser Center, LLC ("CCESLC"), Cape Cod Eye Care Real Estate, LLC ("CCECRE"), and OCB Plymouth Real Estate, LLC ("OCBPLYRE"). [Redacted] also serves on the Board of Directors of Center for Eye Research and Education, ("CERE"), a Massachusetts tax-exempt not-for-profit corporation.

OCB is a 40-member ophthalmic group practice, and is widely regarded as the premier ophthalmic medical practice in the United States. BESLC and CCESLC are ambulatory surgery centers that provide ophthalmic surgical services to OCB patients. CCECRE and OCBPLYRE are real estate holding companies for certain properties leased by OCB and CCESLC.

In his capacity as COO and Board Member, [Redacted] manages a total of 450 employees in all of OCB, BESLC, CCESLC, CCECRE and CERE and a combined revenue of $80 million. As the COO, he is responsible for all clinical and business operations, physician recruitment, strategic planning, budgeting, cash management and the building and opening of eye clinics and surgery centers. OCB and the surgery centers provide over 225,000 patient visits annually while maintaining a high level of patient satisfaction.

Chief Operations Officer [Redacted] No relevant experience.
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.

The Company's Chief Executive Officer, Chief Operations Officer and Chief Financial Officer do not have experience in 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.

1. Marijuana For Medical Use Cultivation Operations. Although the Executive Management Team is steeped in knowledge of the delivery of health care in general, no member of the Team has specific knowledge of cultivating medical marijuana. As a result, the Company engaged three individuals to learn and oversee its Cultivation and Processing Facility. The three individuals have traveled to Colorado, California, Rhode Island and Arizona to meet with cultivation and processing consultants to gain on-site education on the intricacies of properly cultivating and processing medical marijuana. To ensure proper coverage the Company has two Co-Directors of Cultivation and Processing, and will serve as the Assistant Director of Cultivation and Processing. The experience in indoor growing is from his 10 years of being a sole proprietor of his solar greenhouse for orchid cultivation with over 220 species of orchids have competed in numerous competitions and have won awards. He is a friend of the family and has committed to MMM the time to travel to the various out-of-state medical marijuana cultivation and processing facilities to learn and serve as second. The family are life-long farmers from Taunton; he graduated from Cornell University, College of Agriculture and Life Sciences with concentrations in crop production and management and sustainable agriculture.

2. Security Operations with Providing Services for Marijuana for Medical Purposes. Director of Security and Anti-Diversion. Over 30 years' experience includes over 30 years' experience with the Massachusetts State Police (Ret.). As Detective Lieutenant and Commanding Officer of the State Police Detective Unit he was in charge of all Homicides, Narcotics, White Collar and Computer related crimes for the Suffolk County District Attorney's Office with previous assignments with the Middlesex and Norfolk County District Attorney's Office and the Department of the Attorney General as supervisor of the high technology and computer crimes unit. Since 2013 he has worked extensively with The Winnill Group, recognized as experts in the field of homeland security, emergency planning consulting services and advice on tactical and strategic exercise planning for state, local and the federal government as well as the private sector. He assisted in the preparation of the risk assessment and security plan concept of operations for the Company. The plan takes into account current factors facing the entire facility, including threats, vulnerabilities and consequences from potential incidents. In addition the concept of operations plan covers building security, personnel security, emergency response procedures, operational security, inventory management & anti-diversion, transportation procedures and employee background checks & training.
SECTION E. OPERATIONS

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

The Company's first marijuana plants will be initially grown from seed in an organic soil substrate. Mother (female) plants will be chosen from this initial grow based on vigor, phenotype structure, and medicinal cannabinoid content. Most male plants will be culled and disposed of once sex has been determined during the flowering cycle. Subsequent grows will be from cuttings taken from selected mother plants and rooted in an aerated water solution or, in a humidity dome with a peat or rock based substrate using an organic rooting stimulator. Once established (with viable root system) cuttings will be transplanted into pots filled with an organic soil mix and kept in a vegetative growth phase until proper size before initiating the flowering phase of growth. Flowering of the plants will be initiated in rooms dedicated for this purpose. The potted plants will be placed in the plastic trays. A trellis system may be placed above the plants to allow plants to grow into and be supported by this trellis, or alternatively stakes may be placed in each pot to offer plant support. Lighting over flowering plants will be predominately led but, fluorescent and hid may also be used. Lights will be on 12-14 hours per day throughout the flowering phase which may last anywhere from 6 to 12 weeks. Fertilization of plants when needed will be with either a granular or liquid type organic amendment with brand/type determined by cultivator as to the best mode of application. Application may be by measured dry product to individual plants, or, by measured automatic irrigation system. Watering of plants in all stages of growth will be either by hand or by automatic watering system dependent on stage of growth as determined by the cultivators through visual and physical inspection on a daily basis. Water source will be municipal supply. A co2 injection system with an appropriate controller and monitor will be used in all grow and flower areas to replace co2 used by plants during photosynthesis. Standard greenhouse cage fans will be used for air flow in all grow areas to prevent air stagnation. General inspection of plants will be conducted daily when watering and removing dead leaves. A more thorough inspection of insects/molds, mold, and fungus will be performed every 3 days on at least 1 plant per tray in the flowering rooms using a hand lens of 10-30x magnification. Should the discovery of insects, mold, fungus, or diseased plants be noted a plan of correction will be determined by the cultivators. This may be a change of environmental controls, spraying with an approved organic insecticide/fungicide, destruction of affected plants. Insecticides of organic composition will be used on a prophylactic basis during the plants vegetative growth phase and the flowering phase up to week 2 after initiating the 12 hour photo period. Insecticides of differing composition will be rotated in and out of use to prevent insect immunity to any one product over time.
22. Describe the types and forms of Marijuana Infused Products ("MIPs") that the RMD intends to produce, if any.

The Company will process the dry trim/leaf/flowers ("Plant Material") into the following MIPs: ethanol honey oil ("EHO"), gel capsules, salves, hash powder, sublingual sprays, vaporizer pens and tinctures.
23. Provide a summary of the RMD’s methods of producing MIPs, if the RMD intends to produce MIPs.

Before any MIPs are made, the Plant Material is first decarboxylated. Gel Caps: Plant Material is combined with organic virgin coconut base in an electric crock pot for several hours and then strained through a filter. Tinctures: Plant Material is combined with vegetable glycerine in a machine which is a combination crock pot and blender for several hours and then strained through a filter. Hash Powder: The Plant Material is placed in a barrel with ice water and is agitated. The contents of the barrel are then filtered through a mesh nylon bag, straining out the resin glands which are then dried. EHO: Trichomes are extracted by placing the Plant Material in a reaction vessel along with medical grade ethanol solvent chilled to a very low temperature. The solution is filtered and poured from the reaction vessel into a rotary evaporator. Vape pen cartifidges: EHO undergoes a short path distillation process. Sublingual spray: EHO is processed in a vacuum oven and then mixed with grape or hemp seed oil. Salves: EHO is processed in a vacuum oven and then combined with lotion ingredients.
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.

At all times the Company shall adhere to DPH's "Protocol for Sampling and Analysis of Finished Medical Marijuana Products and Marijuana-Infused Products for Massachusetts Registered Medical Marijuana Dispensaries" by having its vendor lab, ProVerde, test each production batch of finished flower and MIPs for contaminants (pesticides, metals and biological contaminants, and with respect to MIPs, residual solvents) and cannabinoid profile testing. In addition, the Company will fully comply with the Department's "Protocol for Sampling and Analysis of Environmental Media for Massachusetts Registered Medical Marijuana Dispensaries", as the same may be amended from time to time. Please also refer to the Company's response to Questions 21 and 23 of this Application regarding quality control in terms of cultivating and processing marijuana for medical use. The Company's vendor lab, ProVerde, is an independent laboratory that has ISO/IEC 17025:2005 accreditation by the Perry Johnson Laboratories, Inc.
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.

In general, information about Qualifying Patients, Personal Caregivers and Dispensary Agents is confidential and shall not be disclosed without the written consent of the individual to whom the information pertains. For a summary of the operating procedures relating to confidentiality of such individuals, please refer to the Company's response to Question 7.11 to the Phase 2 Application (with all references to "Patient" to include "Personal Caregivers"). With respect to Dispensary Agents: Any inappropriate access to a Dispensary Agent's personnel file will be subject to the same WISP analysis and protocol stated in response to Question 7.11 to the Phase 2 Application. All personnel records (as defined by the Department in 105 CMR 725.105(1)(4)) shall be subject to the provisions contained in M.G.L. c. 149, § 52C, and will be maintained in a secure location, for a period of three years post-termination, with lock key access only available by the Executive Management Team and the Director of Human Resources. The Company's employees (other than the Director of HR) will be prohibited from releasing information regarding any current or former Dispensary Agent without such Dispensary Agent's consent. At all times the Company will comply with the Department's "User Manual for Registered Marijuana Dispensaries for the Medical Use of Marijuana Program", as amended from time to time.
31. Provide a summary of the RMD's personnel policies.

The Company's personnel policies comply fully with Federal and Massachusetts law, and include without limitation: (1) Equal opportunity and non-discrimination will be afforded in all aspects of the employment relationship including, among others, hiring, promotion, transfer, selection for training opportunities, wage and salary administration and the application of benefit plans; (2) The workplace will be free from any harassment (sexual or any other reason or type of harassment); (3) prohibiting retaliation against any Dispensary Agent for filing a complaint of sexual or other unlawful harassment; (4) immediate dismissal in the event a Dispensary Agent diverts marijuana or engages in unsafe practices with regard to the operations of the Applicant; (5) maintaining the confidentiality of information; (6) compliance training in Federal and Massachusetts laws; (6) prohibition of smoking on premises, consuming alcohol or any illegal substances; (7) guidelines for appropriate conduct while working on behalf of the Applicant (including performance, work habits, attitude and conduct); (8) dress code for Dispensary Agents; and (9) competitive benefits (insurance, paid and unpaid time off, profit sharing, etc.). Prior to hiring any Dispensary Agent, the Company performs a background check in accordance with the Department's requirements. Please also refer to Question 25 regarding anti-diversion policies and to the Company's response to Questions 6.5 to the Phase 2 Application.
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.

For a summary of the Company's operating procedures for record keeping, please refer to the Applicant's response to Questions 7.7 and 7.17. References to the Taunton Dispensary should be replaced with a reference to the Applicant's to-be-determined third Dispensary. All lab testing reports and transportation manifests for the transportation of marijuana for home delivery, between RMD locations, lab testing and disposal of waste will be maintained for a 2 year period. All Patient and Personal Caregiver information shall be maintained for a 2 year period after the last interaction between such person and the Applicant. Each version of the Operations Manual and the Dispensary Agent Personnel Handbook will be maintained for a 2 year period after it was amended by a new version of such documents. All Dispensary Agent personnel records referenced in response to Question 30 of this Application will be maintained in a secured locked cabinet for a 3 year period post termination. All banking records and business records (as defined in 105 CMR 725.105(1)(5)) will be maintained for a period 6 years. All records referenced in response to this Question 33 (other than the Operations Manual and the Dispensary Agent Personnel Handbook) will be stored in either a secured locked cabinet for which only the Executive Management Team will have a key or stored in secured electronic format, protected by a password for which only the Executive Management Team will have the password.
34. Provide a summary of the RMD’s plans for providing patient education.

For a summary of the Company’s plans for providing patient education, please refer to the Applicant's response to Question 7.13 to the Phase 2 Application, with the exception that the language in which the patient educational materials will be translated will depend on the languages that are spoken in the community in which the to-be-determined third Dispensary will be located. Any reference to the Taunton Dispensary or Taunton RMD should be replaced with a reference to the Applicant’s to-be-determined third Dispensary.
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.

For a summary of the Company's operating procedures for patient or personal caregiver home-delivery, please refer to the Applicant's response to Question 7.8 of the Phase 2 Application. Any reference to the Taunton Dispensary or Taunton RMD should be replaced with a reference to the Applicant's to-be-determined third Dispensary. In addition, the Company has adopted DPH's "Guidance for Registered Marijuana Dispensaries Regarding Transportation of Marijuana", published September 2, 2015 as its operating procedure for the transportation of marijuana for medical use.
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.

For a summary of the Company'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, please refer to the Company's response to Question 7.12 to the Phase 2 Application.
37. Provide a summary of the training(s) that the RMD intends to provide to Dispensary Agents.

For a summary of the training that the Company intends to provide to Dispensary Agents, please refer to the Company's response to Question 6.5 of the Phase 2 Application. Any reference to the Taunton Dispensary or Taunton RMD should be replaced with a reference to the Applicant's to-be-determined third Dispensary.
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.

   The Company has obtained the following insurance: Fiduciary Liability, with limits of $2M; Directors and Officers Liability, with limits of $2M, Employment Practices Liability, with limits of $2M. With respect to the general liability and product liability insurance requirements, the Applicant intends to maintain $250,000 in escrow to cover any such related loss.
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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Information on this page has been reviewed by the applicant, and the information provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory here below.
<table>
<thead>
<tr>
<th>Entity Name</th>
<th>Leadership Names</th>
<th>Amount of Initial Capital Committed</th>
<th>Percentage of Initial Capital Committed</th>
</tr>
</thead>
<tbody>
<tr>
<td>Triple M Management Company, LLC</td>
<td>Entity CEO/ED: [Redacted]</td>
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<td>Entity President/Chair:</td>
<td>$</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Entity CEO/ED: [Redacted]</td>
<td>$</td>
<td></td>
</tr>
</tbody>
</table>
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]  
03/03/2016  
Date Signed

Print Name of Authorized Signatory

President

Title of Authorized Signatory

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

[Signature]  
03/03/2016  
Date Signed

Print Name of Authorized Signatory

President

Title of Authorized Signatory
SECTION B.8

Articles of Organization
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

Minimum Fee: $35.00
Special Filing Instructions

Articles of Organization
(General Laws, Chapter 180)

Federal Employer Identification Number: 001102121 (must be 9 digits)

ARTICLE I
The exact name of the corporation is:

MEDICAL MARIJUANA OF MASSACHUSETTS, INC.

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

THE PURPOSE OF THE CORPORATION IS TO PROMOTE ACCESS TO HEALTH CARE IN THE COMMONWEALTH AND TO ENGAGE IN SUCH OTHER ACTIVITIES AS MAY BE CONDUCTED BY A CORPORATION ORGANIZED UNDER MASSACHUSETTS GENERAL LAWS CHAPTER 180. THE CORPORATION IS NOT ORGANIZED TO OPERATE A MEDICAL MARIJUANA TREATMENT CENTER OR ACQUIRE, CULTIVATE, POSSESS, TRANSFER, TRANSPORT, SELL OR DISTRIBUTE MARIJUANA UNLESS PROPERLY LICENSED IN ACCORDANCE WITH MASSACHUSETTS LAW.

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

THE CORPORATION WILL HAVE NO MEMBERS.

ARTICLE IV
Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:
(If there are no provisions state "NONE")

A. THE CORPORATION MAY BE A PARTNER, EITHER GENERAL OR LIMITED, IN ANY BUSINESS ENTERPRISE WHICH IT WOULD HAVE THE POWER TO CONDUCT BY ITSELF. B. NO OFFICER OR DIRECTOR SHALL BE PERSONALLY LIABLE TO THE CORPORATION FOR MONETARY DAMAGES FOR BREACH OF FIDUCIARY DUTY AS AN OFFICER OR DIRECTOR, NOTWITHSTANDING ANY PROVISION OF LAW IMPOSING SUCH LIABILITY; PROVIDED, HOWEVER, THAT THIS PROVISION SHALL NOT ELIMINATE THE LIABILITY OF AN OFFICER OR DIRECTOR, TO THE EXTENT THAT SUCH LIABILITY IS IMPOSED BY APPLICABLE LAW, (I) FOR ANY BREACH OF THE OFFICER'S OR DIRECTOR'S DUTY OF LOYALTY TO THE CORPORATION, (II) FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW, (III) FOR ANY
TRANSACTION FROM WHICH THE OFFICER OR DIRECTOR DERIVED AN IMPROPER PERSONAL BENEFIT, OR (IV) PURSUANT TO MASSACHUSETTS GENERAL LAWS CHAPTER 180, SECTION 6C. IF CHAPTER 180 OF THE MASSACHUSETTS GENERAL LAWS IS AMENDED TO AUTHORIZE CORPORATE ACTION FURTHER ELIMINATING OR LIMITING THE PERSONAL LIABILITY OF OFFICERS OR DIRECTORS, THEN THE LIABILITY OF AN OFFICER OR DIRECTOR OF THE CORPORATION SHALL BE ELIMINATED OR LIMITED TO THE FULLEST EXTENT PERMITTED BY CHAPTER 180 OF THE MASSACHUSETTS GENERAL LAWS, AS SO AMENDED FROM TIME TO TIME.

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.

**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: | 116 Huntington Avenue |
| City or Town:   | Boston              |
| State:          | MA                  |
| Zip:            | 02116               |
| 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></td>
<td></td>
<td>Annual Meeting of Board</td>
</tr>
<tr>
<td>TREASURER</td>
<td></td>
<td></td>
<td>Annual Meeting of Board</td>
</tr>
<tr>
<td>CLERK</td>
<td></td>
<td></td>
<td>Annual Meeting of Board</td>
</tr>
<tr>
<td>DIRECTOR</td>
<td></td>
<td></td>
<td>Annual Meeting of Board</td>
</tr>
</tbody>
</table>

<table>
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<th>Title</th>
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</tr>
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<td></td>
<td></td>
<td>Annual Meeting of Board</td>
</tr>
<tr>
<td>CLERK</td>
<td></td>
<td></td>
<td>Annual Meeting of Board</td>
</tr>
<tr>
<td>DIRECTOR</td>
<td></td>
<td></td>
<td>Annual Meeting of Board</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:

Name: [Redacted]
No. and Street: C/O ANKNER & LEVY, P.C.
116 HUNTINGTON AVENUE
City or Town: BOSTON State: MA Zip: 02116 Country: USA

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 convicted of any such crimes. 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 19 Day of March, 2013. (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.)

© 2001 - 2013 Commonwealth of Massachusetts
All Rights Reserved
THE COMMONWEALTH OF MASSACHUSETTS

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

March 19, 2013 09:41 AM

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth
SECTION B.9

Certificate of Good Standing
To Whom It May Concern:

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

MEDICAL MARIJUANA OF MASSACHUSETTS, INC.

is a domestic corporation organized on March 19, 2013

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: 16027923860
Verify this Certificate at: http://corp.sec.state.ma.us/CorpWeb/Certificates/Verify.aspx
Processed by: Kta
SECTION B.10

Amended and Restated Bylaws
AMENDED AND RESTATED BYLAWS
OF
MEDICAL MARIJUANA OF MASSACHUSETTS, INC.

Effective October 15, 2015

ARTICLE 1

NAME, PURPOSES, LOCATION,
CORPORATE SEAL AND FISCAL YEAR

1.1 Name and Purposes. The name and purposes of the Organization shall be as set forth in the Articles of Organization of the Organization in effect from time to time (“Articles of Organization”), and shall at all times operate on a non-profit basis for the benefit of Registered Qualifying Patients (as that term is defined in 105 CMR 725.004) and shall ensure that revenue of the Organization is used solely in furtherance of its non-profit purpose.

1.2 Location. The principal office of the Organization in the Commonwealth of Massachusetts shall initially be located at the place set forth in the Articles of Organization of the Organization. The Directors may change the location of the principal office in the Commonwealth of Massachusetts effective upon the filing of a certificate or annual report with the Secretary of the Commonwealth.

1.3 Corporate Seal. The Directors may adopt and alter the seal of the Organization.

1.4 Fiscal Year. The fiscal year of the Organization shall, unless otherwise decided by the Directors, end on December 31 in each year.

ARTICLE 2

MEMBERSHIP

The Organization shall have no members. Any membership action or vote required or permitted by law shall be taken in the same manner by action or vote of the Directors of the Organization.

ARTICLE 3

BOARD OF DIRECTORS

3.1 Powers. The affairs of the Organization shall be managed by the Board of Directors, who shall have and may exercise all the powers of the Organization.

3.2 Composition, Number and Election. The Board of Directors shall be comprised of five (5) individuals, two (2) of whom shall have no financial or ownership relationship with Triple M Management Company, LLC. The Directors shall be elected by the Directors at each annual meeting. The Directors shall determine the term to be served by each Director, which terms may be equal or staggered in the Directors’ discretion.
3.3 **Committees.** The Board of Directors may elect or appoint one or more committees and may delegate to any such committee or committees any or all of its powers; provided that any committee to which the powers of the Board of Directors are delegated shall consist solely of Directors. Unless the Board of Directors otherwise designates, committees shall conduct their affairs in the same manner as is provided in these Bylaws for the Board of Directors. The members of any committee shall remain in office at the pleasure of the Board of Directors.

3.4 **Suspension or Removal.** A Director may be removed or suspended with or without cause by vote of two-thirds of the Directors then in office. A Director may be removed with cause only after reasonable notice and opportunity to be heard.

3.5 **Resignation.** A Director may resign by delivering his or her written resignation to the President, Treasurer or Clerk of the Organization, to a meeting of the Board of Directors, or to the Organization at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.

3.6 **Vacancies.** Any vacancy in the Board of Directors may be filled in accordance with Section 3.2. The Directors may exercise all their powers notwithstanding the existence of one or more vacancies in the Board of Directors.

3.7 **Annual Meeting.** The annual meeting of the Board of Directors shall be held on such date and at such hour and place as the Directors or an officer designated by the Directors shall determine. 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.

3.8 **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 President or by any two or more Directors.

3.9 **Notice for Meetings.** Five (5) business days' notice by mail, electronic mail, facsimile, telephone or other verbal communication 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 as long as the schedule of regular meetings has previously been given to each Director. 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 attended 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 these Bylaws.

3.10 **Quorum.** At any meeting of the Board of Directors a majority of the Directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.
3.11 **Action by Vote.** When a quorum is present at any meeting, a majority of the Directors present and voting shall decide any questions, including election of officers, unless otherwise provided by law, the Articles of Organization, or these Bylaws.

3.12 **Action by Writing.** Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all the Directors consent to the action in writing, or to the extent permitted by law, by electronic means, and such written or electronic consents, as applicable, 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.

3.13 **Presence through Communications Equipment.** Unless otherwise provided by law or by the Articles of Organization, members of the Board of Directors or any committee designated thereby may participate in a meeting of such Board or committee 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.

3.14 **Compensation.** Directors shall be entitled to receive for their services such reasonable amount, if any, as the Board of Directors may from time to time determine, which may include reasonable expenses of attendance at meetings. Directors shall not be precluded from serving the Organization in any other capacity and receiving reasonable compensation for any such services. In the event of the resignation or, except where expressly provided otherwise in a duly authorized written agreement with the Organization, the removal of a Director in accordance with Section 3.4 above, such Director shall have no right to any compensation for any period following his or her resignation or removal, or any right to damages on account of such removal, whether his or her compensation be by the month, the year, or otherwise, unless the Board of Directors shall in its discretion provide for such compensation.

**ARTICLE 4**

**OFFICERS AND AGENTS**

4.1 **Number and Qualification.** The officers of the Organization shall be a President, Treasurer, Clerk and such other officers, if any, as the Directors may determine. The Organization may also have such agents, if any, as the Directors may appoint. An officer may but need not be a Director. The Clerk shall be a resident of Massachusetts unless the Organization 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. If required by the Directors, any officer shall give the Organization a bond for the faithful performance of his or her duties in such amount and with such surety or sureties as shall be satisfactory to the Board of Directors.

4.2 **Election.** The President, Treasurer and Clerk shall be elected by the Board of Directors for one (1) year terms at every annual meeting of the Board of Directors or special meeting in lieu thereof. Other officers, if any, may be elected by the Board of Directors at any time.

4.3 **Tenure.** The President, Treasurer and Clerk elected at annual meetings shall each hold office until the next annual meeting of the Board of Directors following their election, and until his or her successor is chosen and qualified, and each other officer shall hold office until the
next annual meeting of the Board of Directors unless a shorter period shall have been specified
by the terms of his or her election or appointment, or in each case until he or she sooner dies,
resigns, is removed or becomes disqualified. Each agent shall retain his or her authority at the
pleasure of the Board of Directors.

4.4 **Chairman of the Board of Directors.** If a chairman of the Board of Directors is
elected, he or she shall preside at all meetings of the Board of Directors, except as the Board of
Directors shall otherwise determine, and shall have such other powers and duties as may be
determined by the Board of Directors.

4.5 **President and Vice President.** The President shall be the chief executive officer of
the Organization and, subject to the control of the Board of Directors, shall have general charge
and supervision of the affairs of the Organization. If no chairman of the Board of Directors is
elected, the President shall preside at all meetings of the Board of Directors.

The vice president or vice presidents, if any, shall have such duties and powers as
the Board of Directors shall determine. The vice president, or first vice president if there is more
than one, shall have and may exercise all the powers and duties of the President during the
absence of the President or in the event of his or her inability to act.

4.6 **Treasurer.** The Treasurer shall be the chief financial officer and the chief
accounting officer of the Organization. He or she shall be in charge of its financial affairs, funds,
securities and valuable papers and shall keep full and accurate records thereof. He or she shall
have such other duties and powers as designated by the Board of Directors or the President. He
or she shall also be in charge of the Organization’s books of account and accounting records and
of its accounting procedures.

4.7 **Clerk.** The Clerk shall record and maintain records of all proceedings of the
Board of Directors in a book or series of books kept for that purpose, which book or books shall
be kept within the Commonwealth at the principal office of the Organization or at the office of
its Clerk or of its resident agent and shall be open at all reasonable times to the inspection of any
Director. Such book or books shall also contain records of all meetings of incorporators and the
original, or attested copies, of the Articles of Organization and Bylaws and names of all
Directors and the address of each. If the clerk is absent from any meeting of Directors, a
temporary clerk chosen at the meeting shall exercise the duties of the Clerk at the meeting.

4.8 **Salaries.** Salaries of the officers, if any, may be fixed from time to time by the
Board of Directors, and no officer shall be prevented from receiving such salary by reason of the
fact that he or she is also a Director of the Organization. In the event of the resignation or,
except where expressly provided otherwise in a duly written agreement with the Organization,
the removal of an officer in accordance with Section 4.9 below, such officer shall have no right
to any compensation for any period following his or her resignation or removal, or any right to
damages on account of such removal, whether his or her compensation be by the month, the
year, or otherwise, unless the Board of Directors shall in its discretion provide for such
compensation.

4.9 **Suspension or Removal.** An officer may be suspended or removed with or
without cause by vote of a majority of Directors then in office at any special meeting called for
such purpose or at any regular meeting.
4.10 **Resignation.** An officer may resign by delivering his or her written resignation to the President, Treasurer or Clerk of the Organization, to a meeting of the Board of Directors, or to the Organization at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.

4.11 **Vacancies.** If the office of any officer becomes vacant, the Board of Directors may elect a successor. Each such successor shall hold office for the unexpired term and, in the case of the President, Treasurer and Clerk, until his or her successor is elected and qualified, or in each case until he or she sooner dies, resigns, or is removed or becomes disqualified.

**ARTICLE 5**

**EXECUTION OF PAPERS**

Except as the Board of Directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the Organization shall be signed by the President or by the Treasurer.

**ARTICLE 6**

**INDEMNIFICATION**

The Organization shall, to the maximum extent legally permissible, indemnify each of its Directors and officers against all liabilities and expenses which he/she has reasonably incurred by reason of, in connection with, or arising out of any actual or threatened proceeding in which he/she may be or become involved by reason of his/her being or having been such a Director or officer; provided, however, that such indemnification is only permissible if the Board of Directors has determined, by a majority vote of disinterested Directors, that such Director or officer: (1) acted in good faith in the reasonable belief that his/her action was in the best interests of the Organization (or that his/her conduct was at least not opposed to the best interests of the Organization) and in the case of a criminal proceeding, he/she had no reasonable cause to believe his/her conduct was unlawful, or (2) to the extent that such matter relates to service with respect to an employee benefit plan, he/she acted in the best interests of the participants or beneficiaries of such employee benefit plan and at least not opposed to the best interests of the Organization, or (3) acted in such a manner as to avail himself/herself of the limitation of personal liability for monetary damage for breach of fiduciary duty as a Director, or (4) was the prevailing party, on the merits or otherwise, in the defense of any proceeding to which such Director or officer was a party because he/she was a Director or officer of the Organization; and provided further that, in the event that a settlement of any such proceeding is proposed or effected, indemnification will only be made if the Board of Directors, based upon the advice of counsel, resolves that such settlement is in the best interest of the Organization.

The indemnification provided for herein shall include payment by the Organization of reasonable expenses incurred in defending a proceeding in advance of the final disposition of such proceeding if the Director or officer provides the Organization with (1) a written affirmation of his/her good faith belief that he/she has met the relevant standard of conduct described in this Article to entitle him/her to indemnification, and (2) a written unlimited general
obligation by him/her to repay such payment if the Board of Directors determines, in accordance with this Article, that he/she is not entitled to indemnification. Any such indemnification shall be provided although the person to be indemnified is no longer an officer or Director of the Organization or of such other organization. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any Director or officer may be entitled. Nothing contained in this Article shall affect any rights to indemnification to which corporate personnel other than Directors and officers may be entitled by contract or otherwise under law.

The Board of Directors shall have the power to purchase and maintain insurance on behalf of any person to whom it may provide indemnification as set forth above, against any liability incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Organization would actually have the power to indemnify him/her against such liability under the terms hereof.

ARTICLE 7

CONFLICT OF INTEREST

The purpose of the conflict of interest policy is to protect the Organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a director or officer of the Organization to ensure that the revenue of the Organization is used solely in furtherance of its non-profit purpose (pursuant to 105 CMR 725.100). For purposes of this policy, a potential conflict of interest exists when an Interested Person (defined below) has a Financial Interest (defined below).

Section 7.1 Definitions.

(a) Interested Person. Any director or officer who has a direct or indirect Financial Interest, as defined below, is an Interested Person.

(b) Financial Interest. A person has a Financial Interest if the person has, directly or indirectly, through business, investment or family:

(i) an ownership or investment interest in any entity with which the Organization has a transaction or arrangement (or is contemplating entering into such transaction or arrangement); or

(ii) a compensation arrangement with any entity or individual with which the Organization has a transaction or arrangement (or is contemplating entering into such transaction or arrangement); or

(iii) a potential ownership or investment interest in, or potential compensation arrangement with any entity or individual with which the
Organization has a transaction or arrangement (or is contemplating entering into such transaction or arrangement); or

(iv) a director, officer, trustee or other management position with any entity with which the Organization has a transaction or arrangement (or is contemplating entering into such transaction or arrangement).

(c) Compensation. Compensation includes direct and indirect remuneration. Compensation also includes gifts or favors that are substantial in nature.

Section 7.2 Duty to Disclose. An Interested Person must disclose the existence of his or her Financial Interest to the Organization and must be given the opportunity to disclose all material facts to the directors considering the proposed transaction or arrangement (or, to the extent not previously disclosed, an already existing transaction or arrangement).

Section 7.3 Procedures for Addressing the Conflict of Interest.

(a) The Interested Person may make a presentation at the board meeting, and may also be present during the discussion of, and the vote on, the transaction or arrangement that results in the potential conflict of interest.

(b) After exercising due diligence, the board shall determine by a majority vote of the disinterested directors, even though the disinterested directors be less than a quorum, whether the transaction or arrangement is fair and reasonable to the Organization and is solely in furtherance of its non-profit purpose, notwithstanding the existence of the Interested Person’s Financial Interest in the proposed transaction or arrangement, and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

ARTICLE 8

AMENDMENTS

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

The undersigned, the Clerk of Medical Marijuana of Massachusetts, Inc. (the "Organization"), hereby certifies that attached hereto is a true and accurate copy of the Amended and Restated Bylaws of the Organization duly adopted by the Board of Directors of the Organization on October 15, 2015.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as an instrument under seal as of this 15th day of October, 2015.
SECTION D.16

Employment and Education Forms
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

Residential Address

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

Name of Applicant Non-Profit Corporation
Medical Marijuana of Massachusetts, Inc.

Highest Education Attained – Institution, Degree, and Year
Curry College, Bachelors Degree, 1979
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>Ophthalmic Consultants of Boston, Inc.</td>
<td>Chief Operating Officer</td>
<td>1992-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.

(signature)

01 04 2016
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

Residential Address

Title (at applicant non-profit corporation)

Chief Operating Officer

Name of Applicant Non-Profit Corporation

Medical Marijuana of Massachusetts, Inc.

Highest Education Attained – Institution, Degree, and Year

Southeastern Massachusetts University, Bachelors of Arts, Political Science, 1983
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>Creative Strategies &amp; Communications</td>
<td>President</td>
<td>February 1995-present</td>
</tr>
<tr>
<td>Plymouth Area Chamber of Commerce</td>
<td>Executive Director</td>
<td>December 2014 - Present</td>
</tr>
<tr>
<td>Plymouth Rock Studios</td>
<td>Executive Vice President of Government and Public Affairs</td>
<td>March 2009-April 2010</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.

12/16/2015
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

Residential Address

Title (at applicant non-profit corporation)
Co-Director of Cultivation and Processing, Medical Marijuana of Mass.

Name of Applicant Non-Profit Corporation
Medical Marijuana of Massachusetts, Inc.

Highest Education Attained – Institution, Degree, and Year
Georgetown High School, High School Diploma, 1969
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.

<table>
<thead>
<tr>
<th>Employer</th>
<th>Title</th>
<th>Time Period</th>
</tr>
</thead>
<tbody>
<tr>
<td>Woodworking</td>
<td>Self Employed</td>
<td>1973-present</td>
</tr>
<tr>
<td>Orchids</td>
<td>Self Employed</td>
<td>2007-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: [Redacted] Date Signed: 12/16/2015
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

Residential Address

Title (at applicant non-profit corporation)

Co-Director of Cultivation and Processing

Name of Applicant Non-Profit Corporation

Medical Marijuana of Massachusetts, Inc.

Highest Education Attained – Institution, Degree, and Year

Hopkins Academy (Hadley, MA), High School Diploma, 1981
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>Self employed as carpenter and general contractor.</td>
<td>Owner</td>
<td>1985-2015</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.

12/16/2015  
Date Signed
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Name

Residential Address

Title (at applicant non-profit corporation)
Assistant Director, Cultivation and Processing

Name of Applicant Non-Profit Corporation
Medical Marijuana of Massachusetts, Inc.

Highest Education Attained – Institution, Degree, and Year
Cornell University, Bachelor of Science, Agricultural Sciences, 2010
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.

<table>
<thead>
<tr>
<th>Employer</th>
<th>Title</th>
<th>Time Period</th>
</tr>
</thead>
<tbody>
<tr>
<td>Spring Rain Farm</td>
<td>Farmhand</td>
<td>Winter, 2006-2015</td>
</tr>
<tr>
<td>Apple Leaf, LLC</td>
<td>Pest Scout</td>
<td>April-August 2015</td>
</tr>
<tr>
<td>Fishkill Farms</td>
<td>Assistant Orchard Manager</td>
<td>February-August 2014</td>
</tr>
<tr>
<td>Red Jacket Orchards</td>
<td>Horticultural Supervisor</td>
<td>May-October 2013 and 2014</td>
</tr>
<tr>
<td>North Plain Farm</td>
<td>Farmhand</td>
<td>April 2013</td>
</tr>
</tbody>
</table>

PLEASE SEE ATTACHED FOR ADDITIONAL EMPLOYERS

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

12/16/2015
Date Signed
## CONTINUATION OF EMPLOYMENT AND EDUCATION FORM FOR

<table>
<thead>
<tr>
<th>Employer</th>
<th>Title</th>
<th>Time Period</th>
</tr>
</thead>
<tbody>
<tr>
<td>Kettle Pond Farm</td>
<td>Farmhand</td>
<td>Summer, 2011</td>
</tr>
<tr>
<td>Essex Farm</td>
<td>Farmhand</td>
<td>April-July 2009</td>
</tr>
<tr>
<td>UMass Cranberry Station</td>
<td>Assistant Entomology Lab Technician</td>
<td>Summer, 2007</td>
</tr>
</tbody>
</table>
SECTION D. EMPLOYMENT AND EDUCATION FORM

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Name
Triple M Management Company, LLC [Redacted] (President/CEO)

Residential Address

Title (at applicant non-profit corporation)
Responsible for Cultivation Operations

Name of Applicant Non-Profit Corporation
Medical Marijuana of Massachusetts, Inc.

Highest Education Attained – Institution, Degree, and Year
President/CEO of Triple M [Redacted]
Lemoyne College, B.S. Accounting, 1986
# 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.

<table>
<thead>
<tr>
<th>Employer</th>
<th>Title</th>
<th>Time Period</th>
</tr>
</thead>
<tbody>
<tr>
<td>Ophthalmic Consultants of Boston, Inc.</td>
<td>Director of Financial Analysis and Planning</td>
<td>2/14/94-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.

Signed: ____________________________  
Date Signed: 12/17/2015
SECTION D. EMPLOYMENT AND EDUCATION FORM

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Name

[Redacted]

Residential Address

[Redacted]

Title (at applicant non-profit corporation)

Director of Security and Anti-Diversion

Name of Applicant Non-Profit Corporation

Medical Marijuana of Massachusetts, Inc.

Highest Education Attained – Institution, Degree, and Year

New England School of Law, Juris Doctorate, 1989
## 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>Law Office</td>
<td>President</td>
<td>December 1989-present</td>
</tr>
<tr>
<td>Roundstone Investigations &amp; Protective Services, Inc.</td>
<td>President and Managing Director</td>
<td>May 2015-present</td>
</tr>
<tr>
<td></td>
<td>President and Managing Director</td>
<td>July 2005-May 2015</td>
</tr>
<tr>
<td>Commonwealth of Massachusetts</td>
<td>Detective Lieutenant, Mass State Police</td>
<td>November 1974-July 2005</td>
</tr>
</tbody>
</table>

*Information included in this form is complete*

12/16/2015
Date Signed