



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: 617-660-6370  
[www.mass.gov/medicalmarijuana](http://www.mass.gov/medicalmarijuana)

**APPLICATION OF INTENT**  
**Request for a Certificate of Registration to**  
**Operate a Registered Marijuana Dispensary**

**INSTRUCTIONS**

This application form is to be completed by any non-profit corporation that wishes to apply for a Certificate of Registration to operate a Registered Marijuana Dispensary ("RMD") in Massachusetts.

If seeking a Certificate of Registration for more than one RMD, the applicant non-profit corporation ("Corporation") must submit a separate *Application of Intent*, all required attachments, and an 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 an *Application of Intent* for more than one RMD, an applicant need only submit one *Character and Competency form* for each required individual.

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 *Application of Intent*, with all required attachments, the \$1,500 application fee, and 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

RECEIVED

JUL 29 2015

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

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

## REVIEW

Applications are reviewed in the order they are received.

After a completed application packet and fee is received by the Department of Public Health ("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 *Management and Operations Profile*.

If 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.

## PROVISIONAL CERTIFICATE OF REGISTRATION

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

## REGULATIONS

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


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

## PUBLIC RECORDS

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

## QUESTIONS

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

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: 

## CHECKLIST

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

- ☒ A fully and properly completed *Application of Intent*, signed by an authorized signatory of the corporation
- ☒ A copy of the Corporation's *Certificate of Legal Existence* from the Massachusetts Secretary of State
- ☒ Financial account summary(ies) (as outlined in Section D)
- ☒ A bank or cashier's check made payable to the *Commonwealth of Massachusetts* for \$1,500.
- ☒ A completed *Remittance Form* (use template provided)
- ☒ A completed and signed *Character and Competency* form (use template provided) 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, the *Character and Competency* Form must be completed and signed by the entity's Chief Executive Officer/Executive Director and President/Chair of the Board of Directors.

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

Application 1 of 1 Applicant Non-Profit Corporation

Heal, Inc.  
12 Cross Street  
Newton, MA 02465

## SECTION A. APPLICANT INFORMATION

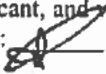
1. Heal, Inc.  
Legal name of Corporation
2. Alex Oliphant  
Name of Corporation's Chief Executive Officer
3. 12 Cross Street  
Newton, MA 02465  
Address of Corporation (Street, City/Town, Zip Code)
4. Katherine Braucher Adams, Esquire, 1200 Walnut Street, Newton, MA 02461-126  
Applicant point of contact (name of person the Department should contact regarding this application)
5. (617) 965-3500  
Applicant point of contact's telephone number
6. kadams@sab-law.com  
Applicant point of contact's e-mail address
7. Number of applications: How many *Applications of Intent* do you intend to submit? 1

## SECTION B. INCORPORATION

8. Attach a *Certificate of Legal Existence* from the Massachusetts Secretary of State, documenting that the applicant non-profit entity is incorporated as a non-profit in Massachusetts.

## SECTION C. CHARACTER AND COMPETENCY

9. Attach a *Character and Competency* form (use template provided) for each of the following actors:
  - The 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, the *Character and Competency* Form must be completed and signed by the entity's Chief Executive Officer/Executive Director and President/Chair of the Board of Directors.

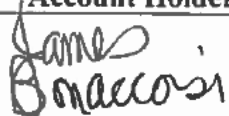
Information on this page has been reviewed by the applicant, and where provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory here: 


**SECTION D. INITIAL CAPITAL REQUIREMENT**

Describe the sources, types, and amounts of required initial capital in the table below, showing that the Corporation has at least \$500,000 in its control and available for this *Application of Intent* and at least \$400,000 in its control and available for each additional *Application of Intent*, if any, as evidenced by bank statements, lines of credit, or financial institution statements. Add more tables if needed.

If the required funds are being held in an account in the name of an individual or entity other than the Corporation, the individual or authorized signatory of the entity must provide their signature in the "Signature of Account Holder" column. Their signature below indicates that they are committing the amount of their funds identified in the table to the applicant.

In addition to completing this table, submit a **one-page** financial account summary for each account listed below documenting the available funds, dated no earlier than 30 days prior to the date the *Application of Intent* was submitted to the Department.

Name on Account	Financial Institution	Type of Account	Amount	Signature of Account Holder
James J. Bonaccorsi	Santander	Money Market	\$ 600,000.00	
-----	-----	<b>TOTAL:</b>	\$ 600,000.00	----

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: 



Statement Period 06/09/15 TO 07/08/15  
MONEY MARKET RELATIONSHIP

For your convenience our Customer Contact Center  
is available from 7 am- 8 pm EST, 7 days a week  
Call us at 1-877-768-1143.  
Hearing impaired may call 1-800-428-9121 (TTY/TTD).  
www.santanderbank.com

JAMES J BONACCORSI

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MONEY MARKET RELATIONSHIP

Statement Period 06/09/15 - 07/08/15

JAMES J BONACCORSI

Account #

### Balances

	Current Balance	\$603,445.23





Application 1 of 1 Applicant Non-Profit Corporation

### ATTESTATIONS

Signed under the pains and penalties of perjury, I, the authorized signatory for the applicant non-profit 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

7/20/2015  
Date Signed

Alexander Oliphant

Print Name of Authorized Signatory

CEO, COO, President, Director, Clerk and Chief of Security

Title of Authorized Signatory

I hereby attest that if the non-profit corporation is allowed to proceed to submit a *Management and Operations Profile*, the applicant non-profit corporation is prepared to pay a non-refundable application fee of \$30,000 and the cost of all required background checks, and comply with all *Management and Operations Profile* and *Siting Profile* requirements.

  
Signature of Authorized Signatory

7/28/2015  
Date Signed

Alexander Oliphant

Print Name of Authorized Signatory

CEO, COO, President, Director, Clerk and Chief of Security

Title of Authorized Signatory

I hereby attest that I understand that registered marijuana dispensaries are required to conduct background investigations of proposed Dispensary Agents, that such background investigations are subject to the Department's inspection and review, and that the applicant non-profit corporation will not engage the services of a Dispensary Agent that has ever been convicted of a felony drug offense in Massachusetts, or a like violation of the laws of another state, the United States, or a military, territorial, or Indian tribal authority.

  
Signature of Authorized Signatory

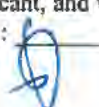
7/28/2015  
Date Signed

Alexander Oliphant

Print Name of Authorized Signatory

CEO, COO, President, Director, Clerk and Chief of Security

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: 



William Francis Galvin  
Secretary of the  
Commonwealth

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

July 20, 2015

TO WHOM IT MAY CONCERN:

I hereby certify that according to records in this office,

**HEAL, INC.**

was incorporated under the General Laws of this Commonwealth on **July 14, 2015 (Chapter 180)**.

I also certify that so far as appears of record here, said corporation still has legal existence.

I further certify that in the Articles of Organization filed here, the Officers and Directors are listed as follows:

**SEE ATTACHED**



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





**The Commonwealth of Massachusetts**  
**William Francis Galvin**

Minimum Fee: \$35.00

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

**Articles of Organization**

(General Laws, Chapter 180)

Identification Number: 001181511

**ARTICLE I**

The exact name of the corporation is:

HEAL, INC.

**ARTICLE II**

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

THE CORPORATION IS ORGANIZED FOR NONPROFIT PURPOSES INCLUDING, BUT NOT LIMITED TO, PROVIDING WELLNESS SERVICES TO PATIENTS SUFFERING FROM DEBILITATING MEDICAL CONDITIONS, EDUCATING PATIENTS AND COMMUNITY STAKEHOLDERS ABOUT WELLNESS AND PUBLIC HEALTH, AND ENGAGING IN COMMUNITY ACTIVITIES RELATED TO THE SAME. THE CORPORATION MAY ENGAGE IN ANY AND ALL OTHER ACTIVITIES WHICH MAY BE PERMITTED UNDER CHAPTER 180 OF THE GENERAL LAWS OF MASSACHUSETTS.

**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:

AS MAY BE SET FORTH IN THE BYLAWS OF THE CORPORATION

**ARTICLE IV**

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

*(If there are no provisions state "NONE")*

ARTICLE IV THE CORPORATION IS ORGANIZED EXCLUSIVELY FOR NONPROFIT PURPOSES. NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO, ITS DIRECTORS, 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 OF THE CORPORATION. IN THE EVENT OF DISSOLUTION OF THE CORPORATION THE BOARD OF DIRECTORS SHALL, AFTER PAYING OR MAKING PROVISIONS FOR THE PAYMENT OF ALL OF THE LIABILITIES OF THE CORPORATION, DISPOSE OF ALL OF THE ASSETS OF THE CORPORATION EXCLUSIVELY FOR THE PURPOSES OF THE CORPORATION, AS THE BOARD OF DIRECTORS SHALL DETERMINE, IN ACCOR

DANCE WITH THE STATUTES OF THE COMMONWEALTH OF MASSACHUSETTS. NO OFFICER OR DIRECTOR OF THE CORPORATION SHALL BE PERSONALLY LIABLE TO THE CORPORATION FOR MONETARY DAMAGES FOR OR ARISING OUT OF A BREACH OF FIDUCIARY DUTY AS AN OFFICER OR DIRECTOR NOTWITHSTANDING ANY PROVISION OF LAW IMPOSING SUCH LIABILITY; PROVIDED, HOWEVER, THAT THE FOREGOING SHALL NOT ELIMINATE OR LIMIT THE LIABILITY OF AN OFFICER OR DIRECTOR TO THE EXTENT THAT SUCH LIABILITY IS IMPOSED BY APPLICABLE LAW (I) FOR A BREACH OF THE OFFICER'S OR DIRECTOR'S DUTY OF LOYALTY TO THE CORPORATION OR ITS MEMBERS, (II) FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF THE LAW, OR (III) FOR ANY TRANSACTION FROM WHICH THE OFFICER OR DIRECTOR DERIVED AN IMPROPER PERSONAL BENEFIT. THE CORPORATION SHALL, TO THE EXTENT LEGALLY PERMISSIBLE, INDEMNIFY EACH PERSON WHO MAY SERVE OR WHO HAS SERVED AT ANY TIME AS AN OFFICER OR DIRECTOR OF THE CORPORATION AGAINST ALL EXPENSES AND LIABILITIES, INCLUDING, WITHOUT LIMITATION, COUNSEL FEES, JUDGMENTS, FINES, EXCISE TAXES, PENALTIES AND SETTLEMENT PAYMENTS REASONABLY INCURRED BY OR IMPOSED UPON SUCH PERSON IN CONNECTION WITH ANY THREATENED, PENDING OR COMPLETED ACTION, SUIT OR PROCEEDING IN WHICH HE OR SHE MAY BECOME INVOLVED BY REASON OF HIS OR HER SERVICE IN SUCH CAPACITY; PROVIDED THAT NO INDEMNIFICATION SHALL BE PROVIDED FOR ANY SUCH PERSON WITH RESPECT TO ANY MATTER AS TO WHICH HE OR SHE SHALL HAVE BEEN FINALLY ADJUDICATED IN ANY PROCEEDING NOT TO HAVE ACTED IN GOOD FAITH IN THE REASONABLE BELIEF THAT SUCH ACTION WAS IN THE BEST INTERESTS OF THE CORPORATION; AND FURTHER PROVIDED THAT ANY COMPROMISE OR SETTLEMENT PAYMENT SHALL BE APPROVED BY A MAJORITY VOTE OF A QUORUM OF DIRECTORS WHO ARE NOT AT THAT TIME PARTIES TO THE PROCEEDING. 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 UNDER THIS ARTICLE SHALL BE IN ADDITION TO AND NOT EXCLUSIVE OF ALL OTHER RIGHTS TO WHICH ANY PERSON MAY BE ENTITLED. THIS ARTICLE CONSTITUTES A CONTRACT BETWEEN THE CORPORATION AND THE INDEMNIFIED OFFICERS AND DIRECTORS. NO AMENDMENT OR REPEAL OF THE PROVISIONS OF THIS ARTICLE WHICH ADVERSELY AFFECTS THE RIGHT OF AN INDEMNIFIED OFFICER OR DIRECTOR UNDER THIS ARTICLE SHALL APPLY TO SUCH OFFICER OR DIRECTOR WITH RESPECT TO THOSE ACTS OR OMISSIONS WHICH OCCURRED AT ANY TIME PRIOR TO SUCH AMENDMENT OR REPEAL.

*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:

12 CROSS STREET

City or Town:

NEWTONState: MAZip: 02465Country: USA

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

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code	Expiration of Term
PRESIDENT	ALEX OLIPHANT	12 CROSS STREET NEWTON, MA 02465 USA 12 CROSS STREET NEWTON, MA 02465 USA	until successor is elected
TREASURER	JAMES BONACCORSI	22 ROUNDWOOD ROAD NEWTON, MA 02464 USA 22 ROUNDWOOD ROAD NEWTON, MA 02464 USA	until successor is elected
CLERK	ALEX OLIPHANT	12 CROSS STREET NEWTON, MA 02465 USA 12 CROSS STREET NEWTON, MA 02465 USA	until successor is elected
DIRECTOR	ALEX OLIPHANT	12 CROSS STREET NEWTON, MA 02465 USA 12 CROSS STREET NEWTON, MA 02465 USA	until successor is elected
DIRECTOR	JAMES BONACCORSI	22 ROUNDWOOD ROAD NEWTON, MA 02464 USA 22 ROUNDWOOD ROAD NEWTON, MA 02464 USA	until successor is elected

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: ALEX OLIPHANTNo. and Street: 12 CROSS STREETCity or Town: NEWTONState: MAZip: 02465Country: 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 similarly convicted. If so convicted, explain:

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address (es) beneath each signature do hereby associate with the intention of forming this business entity under the provisions of General Law, Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this 14 Day of July, 2015. (If an existing corporation is acting as incorporator, type in the exact name of the business entity, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said business entity and the title he/she holds or other authority by which such action is taken.)

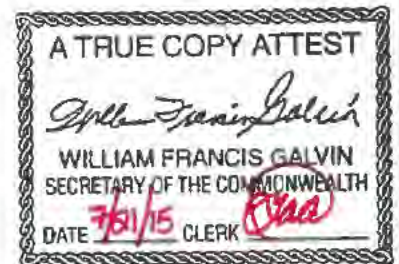
ALEX OLIPHANT

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:

July 14, 2015 03:38 PM



A large, stylized handwritten signature of William Francis Galvin in black ink.

WILLIAM FRANCIS GALVIN

*Secretary of the Commonwealth*