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& VGR Law Firm, P.C.
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Quincy, MA 02169

VICENTE
SEDERBERG
LLC

October 12, 2017

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

Re: Phytotherapy, Inc. - Changes to the Executive Management Team

To Whom It May Concern:

Please be advised that our firms represent Phytotherapy, Inc. (hereinafter, "Phytotherapy"), a non-profit corporation that is applying for a Certificate of Registration from the Department of Public Health ("DPH") to operate a Registered Marijuana Dispensary. This correspondence is intended to notify the DPH of the following changes to Phytotherapy's Executive Management Team:

1. Vincent Galano III has replaced Alexander Athanas as the Chief Financial Officer; and
2. Dr. Pritesh Kumar has replaced Dr. Ajay Gupta as the Director of Cultivation.

Character and Competency Forms for Vincent Galano III and Dr. Pritesh Kumar were already provided to the DPH as part of the Phase 1 – Application of Intent.

Please do not hesitate to contact our office with any questions, and thank you for your attention to this matter.

Sincerely,

A handwritten signature in dark ink, appearing to read "David M. Ullian".

David M. Ullian, Esq.

DMU/tc
Enclosures

VGR Law Firm P.C.
Phone: (617) 307-4728
Fax: (617) 307-4729

Vicente Sederberg LLC
Phone: (617) 934-2121
Fax: (617) 514-0008



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

RECEIVED

CHARLES D. BAKER
Governor

KARYN E. POLITO
Lieutenant Governor

OCT 12 2017

MA Dept. of Public Health
Bureau of Health Care Safety and Quality
Boston, MA 02111

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).

Application 1 of 1 Applicant Non-Profit Corporation _____

Mail or hand-deliver the *Management and Operations Profile*, with all required attachments, the \$30,000 application fee, and completed Remittance Form to:

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

All fees are non-refundable and non-transferable.

REVIEW

Applications are reviewed in the order they are received.

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

PROVISIONAL CERTIFICATE OF REGISTRATION

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

REGULATIONS

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

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

PUBLIC RECORDS

Please note that all application responses, including all attachments, will be subject to release pursuant to a public records request, as redacted pursuant to the requirements at M.G.I. 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.

Application 1 of 1 Applicant Non-Profit Corporation _____**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 scaled envelope with the name of the Corporation and marked "authorization forms," that contains the background check authorization forms (use forms provided) and fee, for each of the following actors:
 - Chief Executive Officer; Chief Operating Officer; Chief Financial Officer; individual/entity responsible for marijuana for medical use cultivation operations; individual/entity responsible for the RMD security plan and security operations; each member of the Board of Directors; each Member of the Corporation, if any; and each person and entity known to date that is committed to contributing 5% or more of initial capital to operate the proposed RMD. For entities contributing initial capital to operate the proposed RMD, authorizations forms must be completed and signed by the entity's Chief Executive Officer/Executive Director and President/Chair of the Board of Directors.

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

Application 1 of 1 Applicant Non-Profit Corporation _____

SECTION A. APPLICANT INFORMATION

1. Phytotherapy, Inc.
Legal name of Corporation
2. Pritesh Kumar
Name of Corporation's Chief Executive Officer
3. 25 Newbury Street, Peabody, MA 01960
Address of Corporation (Street, City/Town, Zip Code)
4. Pritesh Kumar
Applicant point of contact (name of person Department of Public Health should contact regarding this application)
5. (716) 400-5274
Applicant point of contact's telephone number
6. pk@phytosciences.com
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.

Application 1 of 1 Applicant Non-Profit Corporation _____

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.

Phytotherapy, Inc. ("Phytotherapy") has not engaged any management company, and there are no agreements or contracts, executed or proposed, with any management company. Phytotherapy is in compliance with the non-profit requirements of Ch. 369 of the Acts of 2012, the regulations at 105 CMR 725.000 et seq, and the Guidance for Registered Marijuana Dispensaries Regarding Non-Profit Compliance. Furthermore, Phytotherapy has retained the counsel of Vicente Sederberg, LLC and VGR Law Firm P.C. to ensure its ongoing compliance with the non-profit requirements.

Application 1 of 1

Applicant Non-Profit Corporation _____

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.

Alexander Athanas is a Member, Director, President and Capital Contributor of Phytotherapy, Inc. ("Phytotherapy"). It is expected that Phytotherapy will execute a loan agreement with Mr. Athanas for all funds provided to the RMD. While the terms of the loan agreement have not been finalized, the interest rate will not exceed 18% annum.

Once Phytotherapy has executed a loan agreement with Mr. Athanas, Phytotherapy will provide a copy of the agreement to the DPH along with an independent legal opinion to ensure that the proposed Related Party Transaction complies with the non-profit requirements of Ch. 369 of the Acts of 2012, the regulations at 105 CMR 725.000 and the DPH's "Guidance for Registered Marijuana Dispensaries Regarding Non-Profit Compliance."

Phytotherapy understands that the agreement with Mr. Athanas and the independent legal opinion must be submitted to the DPH for review and approval prior to receiving PCR.

Application 1 of 1

Applicant Non-Profit Corporation _____

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.

Dr. Pritesh Kumar is a Director on Phytotherapy, Inc.'s ("Phytotherapy") Board of Directors and is also serving as the Chief Executive Officer and Director of Cultivation of Phytotherapy.

Srikanth Kalapala is a Director on Phytotherapy's Board of Directors and is also serving as the Chief Operating Officer of Phytotherapy.

Vincent Galano III is a Director on Phytotherapy's Board of Directors and is also serving as the Chief Financial Officer of Phytotherapy.

Application 1 of 1

Applicant Non-Profit Corporation _____

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

There are no members of the Board of Directors that are serving as officials, executives, corporate members, or board members for any management company, investor, or other third party proposed to contract or otherwise conduct business with the RMD.

Should Phytotherapy, Inc. propose to contract with any management company, investor, or other third party in the future, it will supplement its response to this question as necessary.

Application 1 of 1

Applicant Non-Profit Corporation Phytotherapy, Inc.

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.

Phytotherapy, Inc. does not have any contract or agreement, executed or proposed, under which a percentage or portion of its revenue will be distributed to a third party.

The applicant agrees and attests that it will operate in compliance with all applicable state laws and regulations, including, but not limited to, laws regarding child support and taxation, as well as the "Guidance for Registered Marijuana Dispensaries Regarding Non-Profit Compliance."

Alex Athanas
Signature of Authorized Signatory

9/19/17
Date Signed

Alexander Athanas

President

Print Name of Authorized Signatory

Title of Authorized Signatory

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

Application 1 of 1 Applicant Non-Profit Corporation _____

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.

Dr. Pritesh Kumar (CEO) has over 10 years experience running a business as a pharmaceutical executive with a background in capital markets, research, product development, and cannabinoid pre-clinical research. He founded and is the Laboratory Director of KYDS LLC, a R&D lab which conducts cannabinoid research & analytics, formulations of compounds derived from hemp, & purification/separation services. Dr. Kumar is the CEO of PhytoSciences Consulting, a company that consults in clinical trial solutions, drug delivery technology, industrial scale manufacturing, analytical testing, & bioprocessing. He is an advisor to Center for Regulatory and Environmental Analytical Metabolomics at the University of Louisville, assisting to develop methods for cannabinoid determination. Dr. Kumar also serves as a Scientific Advisor to Revive Therapeutics, a company advancing novel plant-based research. He previously served as CSO for PharmaCielo Ltd., a company focused on developing standardized formulations where he was responsible for R&D, global business product development strategy, & the development of a bioprocessing/botanical extraction plant.

Mr. Srikanth Kalapala (COO) has 10 + years experience running a business as an executive in healthcare technology services. Mr. Kalapala is an innovative technology entrepreneur with expertise in early stage development, operations management & structuring financings for start-up & emerging growth enterprises. Currently, Mr. Kalapala is the CEO of Insita, a healthcare company which provides patients access to physicians that provide at-home care. Mr. Kalapala is also the CTO for Hyperaerial, a company focused on the development of diagnostic software technology to measure health variances, detect nutrient deficiencies, determine high risk areas for crop contamination to reduce crop loss & improve quality/consistency. Mr. Kalapala is also an Officer and Director of WeRise Jamaica, a non-profit organization that focuses on investing funds into education, technology, & healthcare in rural areas across Jamaica.

Mr. Vincent Galano III (CFO) does not have any direct experience running a business, but he has 5+ years of experience as a finance professional with expertise in accounting and financial operations & planning. Mr. Galano currently serves as a financial analyst for Imprivata, Inc., an IT security firm that focuses on providing secure computer networks and access for doctors & clinicians. Mr. Galano is responsible for testing and integrating internal systems, forecasting revenue, tracking expenses, and compiling monthly reporting packages for senior level management. Mr. Galano served as a financial analyst with VCE LLC, a manufacturer of converged infrastructure allowing for businesses to streamline operations for data storage and computing. At VCE, Mr. Galano managed inventory balances, aligned revenues & shipments, forecasted cash expenses, developed profit/loss targets, & evaluated viability of new products.

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: AA _____

Application 1 of 1 Applicant Non-Profit Corporation

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.

Dr. Pritesh Kumar (CEO) has 10+ years' experience in providing health care services. Dr. Kumar founded and is the Laboratory Director of KYDS LLC, a R&D lab which conducts cannabinoid research & analytics, formulations of compounds derived from industrial hemp, and purification/separation services. Dr. Kumar is the CEO of PhytoSciences, an organization that consults in the areas of clinical trial solutions, novel drug delivery technology, industrial scale manufacturing, analytical testing, and commercial bioprocessing. Dr. Kumar is an advisor to the Center for Regulatory and Environmental Analytical Metabolomics at the University of Louisville, assisting the center develop analytical methods for cannabinoid determination. Dr. Kumar also serves as a Scientific Advisor to Revive Therapeutics, a pharmaceutical company, advancing novel plant-based research initiatives. Dr. Kumar previously served as CSO for PharmaCielo Ltd., a company focused on developing standardized formulations where he was responsible for R&D, global business product development strategy, and the development of a bioprocessing/botanical extraction plant. Dr. Kumar has been published in numerous scientific journals including the European Journal of Pharmacology, Pharmacology and Physiology, Journal of Medicinal Chemistry, Investigative Ophthalmology & Visual Science and Biochemical and Biophysical Research Communications.

Mr. Srikanth Kalapala (COO) has 10 + years of experience in providing healthcare services. Mr. Srikanth Kalapala is an innovative technology entrepreneur with expertise in early stage development, operations management and structuring financings for start-up and emerging growth enterprises. Mr. Kalapala has founded and been involved with several companies focused on the improvement of patient care. Currently, Mr. Kalapala is the CEO of Insita, a healthcare concierge medicine company, which provides patient's access to physicians that provide at home care which has revolutionized traditional medicine and has expanded access to healthcare the thousands of patients who did not have means to access it otherwise. Mr. Kalapala is also an Officer and Director of WeRise Jamaica, a non-profit organization that focuses on investing funds into education, technology, and healthcare in rural areas across Jamaica.

Mr. Vincent Galano III (CFO) has 2 + years of experience in providing healthcare services. Since 2015, Mr. Galano has served as a financial analyst for Imprivata, Inc., an IT security firm that focuses on providing secure computer networks and access for doctors and clinicians. At Imprivata, Mr. Galano is responsible for testing and integrating internal systems, forecasting future revenue, tracking department expenses, and compiling monthly reporting packaging for senior level management and the company's board of directors.

Application 1 of 1

Applicant Non-Profit Corporation _____

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.

Dr. Pritesh Kumar (CEO) has over 5 years of experience with providing services for marijuana for medical purposes as a pharmaceutical executive with a background in capital markets, research, product development, and cannabinoid pre-clinical research. Dr. Kumar founded and is the Laboratory Director of KYDS LLC, a R&D lab which conducts cannabinoid research and analytics, formulations of compounds derived from industrial hemp, and purification/separation services. Dr. Kumar is currently an advisor to the Center for Regulatory and Environmental Analytical Metabolomics at the University of Louisville assisting the center develop analytical methods for cannabinoid determination. Dr. Kumar also serves as a Scientific Advisor to Revive Therapeutics, a pharmaceutical company, advancing novel plant-based research initiatives. From 2012 - 2014, Dr. Kumar worked as a Cannabinoid Research Consultant at the University of North Carolina.

Mr. Srikanth Kalapala (COO) has no direct experience with providing services for marijuana for medical purposes.

Mr. Vincent Galano III (CFO) has no direct experience with providing services for marijuana for medical purposes.

Application 1 of 1 Applicant Non-Profit Corporation _____

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.

Dr. Pritesh Kumar (Director of Cultivation) has over 5 years of experience with providing services for marijuana for medical purposes. Dr. Kumar founded and is the Laboratory Director of KYDS LLC, a R&D lab which conducts cannabinoid research and analytics, formulations of compounds derived from industrial hemp, and purification/separation services. Dr. Kumar is currently an advisor to the Center for Regulatory and Environmental Analytical Metabolomics at the University of Louisville, assisting the center develop analytical methods for cannabinoid determination. Dr. Kumar also serves as a Scientific Advisor to Revive Therapeutics, a pharmaceutical company, advancing novel plant-based research initiatives. Dr. Kumar previously served as CSO for PharmaCielo Ltd., a company focused on developing standardized formulations where he was responsible for R&D, global business product development strategy, and the development of a bioprocessing/botanical extraction plant. From 2012 - 2014, Dr. Kumar worked as a Cannabinoid Research Consultant at the University of North Carolina.

Mr. Kenneth Gill (Director of Security) has no direct experience providing services for marijuana for medical purposes, but brings 30+ years of experience as a security consultant to the Phytotherapy team. Mr. Kenneth J. Gill has more 30+ years of experience as a security consultant/investigator for various state/government agencies, including the Massachusetts State Police, where he served from 1982 to 2010. As an officer with the Massachusetts State Police, he held roles such as a Commander in internal affairs, Commander in the certification unit, Watch Commander and a Duty Officer, Lieutenant, Sergeant, Trooper and Captain. Over the course of his career, his professional development expanded into areas including homicide investigation, criminal interdiction as well as asset forfeiture. Mr. Gill's exemplary service with the Massachusetts State Police has been recognized with his receipt of numerous awards including awards from the New England Narcotics Association and the Criminal Drug Enforcement Task Force. Mr. Gill earned Bachelor of Science and Criminal Justice degree from the University of Haven in Connecticut and his Juris Doctorate from the New England School of Law in Boston, Massachusetts.

Application 1 of 1 Applicant Non-Profit Corporation

SECTION E. OPERATIONS

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

Phytotherapy is committed to high-quality, sustainable cultivation practices to produce organic pharmaceutical-grade products meeting the health needs of registered patients. Our SOPs were developed to:

- Ensure agent, product, and public safety
- Produce consistent, predictable yields based on accepted science
- Create transparent, fully compliant, efficient operations

Pursuant to 725.105(B)(1)(c)-(f), all phases of cultivation (strain selection, seed germination, selection of grow mediums and organic nutrients, lighting grow cycle, harvest, drying and curing) will take place in designated, locked, limited access areas monitored by a surveillance camera system pursuant to 725.110(D)(1)(d)-(i).

No non-organic pesticides will be used and cultivation will be consistent with DPH guidance on U.S. DOA 7 CFR, Part 205 organic requirements. Soil for cultivation will meet the U.S. Agency for Toxic Substances and Disease Registry's Environmental Media Evaluation Guidelines for residential soil levels. We will employ cultivation best practices to limit contamination, including mold, fungus, bacterial diseases, rot, pests, non-organic pesticides, mildew, and other contaminants identified as posing potential harm.

All source soils/solids to be sampled/analyzed prior to use and when new soils/solids are received from a different source, as well as annually. Samples to be collected representatively and a diagram will be maintained for review. Duplicate samples collected at least annually and one for every 20 solid samples. Proper sampling steps to be followed. All Logbooks and Chain of Custody forms to be available for review. Water derived from PWS and public records of analysis to be available for review.

Best Management Practice, Good Agricultural Practice, & Good Handling Practice to be used. RMD adopted marijuana cultivation standards from the American Herbal Pharmacopocia & the American Herbal Products Association and adapted USDA Organic Standards and FDA standards to create a holistic medical marijuana crop management system. RMD has adopted or adapted the use of the following:

- HACCP Principles and Application Guidelines (National Advisory Committee on Microbiological Criteria for Foods)
- Guide to Minimize Microbial Food Safety Hazards for Fresh Fruits and Vegetables (Center for Food Safety and Applied Nutrition)
- An Introduction to On-Farm Food Safety Practices (Canadian Federation of Agriculture)
- A Workbook on Greenhouse Gas Mitigation for Agricultural Managers (Agriculture, Food and Rural Development-AB, Canada)

Our extensive SOPs include, but are not limited to: CO2 Systems; Crop/Supply Management; Disease Management; Environmental Controls; Pest Management; Fertilizer/Soil/Media Management; Spray/Feeding Protocols; Nutrient Balance Checklist; Hygiene/Sanitation; Infected Handler Guidelines; Security/Limited Access Areas; Monitoring/Record keeping; Inventory Management/Storage; Procedure Variances; Quality Assurance; and Water Quality.

Application 1 of 1

Applicant Non-Profit Corporation _____

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

To accommodate a variety of patient needs and preferences, Phytotherapy, Inc. will offer a diverse product line including:

- Dissolving tablets, tinctures, sprays
- Ready-to-use CO2 extracted hash oils, pre-dosed oil vaporizers
- Capsules, cooking oils, edibles & beverages

All MIPs will be prepared, handled and stored in compliance with sanitation, food, and product handling requirements included in 725.105(C)(6). All kitchen staff will be required to complete a ServSafe Food Handler Program (or equivalent) to ensure proficiency in safe and sanitary food preparation and production. A certified Class II NTEP Balance will be used to weigh products.

Our safe, high-quality, medically-focused edibles will be prepared in a state-of-the-art, commercial kitchen, and lab-tested to provide exact dosage and consistent results.

All MIPs will be packaged in plain, opaque, tamper-proof, and child-proof containers without depictions of the product, cartoons, or images other than our logo. No MIP will bear a resemblance to any commercially available candy nor contain any non-approved additives. All products will have a legible, firmly affixed label with wording at least 1/16 inch in size containing information required by 725.105(E)(2)-(3).

Application 1 of 1 Applicant Non-Profit Corporation _____

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

Phytotherapy's extraction and MIPs production emphasizes consistent cannabinoid profile to produce a predictable & effective experience for patients. Production and packaging processes will meet GMP and GHP. MIPs tested pursuant to 725.105(C)(2) and HACCP compliant. Leaves and flowers of female plants will be processed in a safe and sanitary manner, free of contaminants. MIPs prepared using unadulterated ingredients from DPH approved source, handled on food-grade stainless steel tables, and packaged in a secure area.

Extraction: Supercritical CO2 extraction monitored by HPLC. Room will feature a laboratory-grade HVAC system with HEPA filters, exhaust fans on the ceiling and floor to account for heavier gases & properly engineered electrical system safe in the presence of combustible gases.

Base infusion: Pre-weighed quantity of usable marijuana is decarboxylated, weighed, heated, and weighed again for any weight loss due to evaporation. Decarboxylated marijuana is infused in butter or oil base & tested to confirm cannabinoid profile.

Baking/Cooking: Once a base is used as an ingredient, the final product is tested again for cannabinoid profile & potency. Results are noted on batch labels.

Packaging: MIPs will be dispensed in plain, individual, opaque, tamper-proof, and child-proof containers that cannot be mistaken for commercial food/candy. Baked food & candy will be packaged in thick plastic bags that require scissors for opening before placement in black opaque boxes.

Application 1 of 1 Applicant Non-Profit Corporation

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

Phytotherapy's SOPs for quality control & product testing include internal test protocols, such as HPLC analysis & testing of excipients, ingredients & seed-to-sale tracking software.

We will meet the requirements set forth in the DPH Protocol for Sampling and Analysis of Finished Medical Marijuana Products & Marijuana-Infused Products for Massachusetts Registered Medical Marijuana Dispensaries, including proper sampling collection practices & completion of a Sample Logbook & Chain of Custody forms.

We will contract with a DPH approved independent accredited ISO 17025 laboratory. No Phytotherapy agent/executive/member will have a financial or other interest in the lab. No lab staff will receive financial compensation from Phytotherapy. All lab staff performing tests will be registered RMD agents. The lab will test for cannabinoid profile & contaminants including mold, mildew, heavy metals, plant-growth regulators, & presence of nonorganic pesticides as frequently as specified by the DPH. The lab will provide a narrative pursuant to Finished MMJ Protocol 8.0. Excess product will be returned to RMD for disposal.

Results of all tests retained at least one year. Copies of pertinent third-party tests to accompany all products. Quality & testing SOPs to be available to patients/caregivers.

SOPs address voluntary/mandatory recalls, including recalls due to any action initiated by DPH, as well as voluntary actions to remove defective/potentially defective product from the market.

Application 1 of 1 Applicant Non-Profit Corporation _____

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.

Phytotherapy respects the trust placed in us by patients and staff. Therefore, any patient, caregiver, and dispensary agent information obtained by Phytotherapy will be treated with the utmost integrity, kept strictly confidential, and will never be disclosed without specific, informed written consent, or as required under law or pursuant to a court order. However, DPH may access this information to carry out official duties. All dispensary agents will receive HIPAA & confidentiality training.

Our patient-tracking software links to SSAE 16 certified server locations to ensure the highest level of security. System authentication is encrypted via industry standard SSL with the use of a server based platform. Our servers will be protected by enterprise-class firewall & include biometric locks and 24-hour surveillance. Our software will be DPH compliant & compatible with DPH's electronic system.

Access to our database will be limited to key personnel. Data security strategies include frequent password changes (with length and character diversity requirements), personal flash drive bans on company computers, marking software for each system & securing systems when not in use. Physical copies of patient & agent records will be stored in a secure locked facility, with access limited to essential personnel.

Any loss or alteration of records related to marijuana/MIPS, registered patients, caregivers, or agents will be reported to DPH, law enforcement, & protected party.

Application 1 of 1 Applicant Non-Profit Corporation

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

Phytotherapy is an equal opportunity employer committed to workplace safety, professional development, and equitable compensation/benefits. All board members, directors, agents, executives, managers, & volunteers associated with Phytotherapy will be registered dispensary agents. All Phytotherapy agents must be at least 21 years old & not have been convicted of a felony drug offense (as verified by a mandatory CORI criminal background check).

Phytotherapy will immediately dismiss a dispensary agent who has diverted marijuana or engaged in unsafe RMD practices. Such activities will be reported to law enforcement & DPH. Personnel records will be kept for at least 12 months following termination of an employee. Any agent found to have violated any law/regulation or be convicted of any crime other than minor traffic violation may be subject to immediate dismissal. DPH will be notified no more than 1 business day after a dispensary agent ceases to be associated w/ Phytotherapy

Additional Personnel Policies include, but are not limited to:

- Establishing staffing plan/records pursuant to 725.105(I)(4)(c)
- Establishing emergency procedures/disaster plan
- Maintaining an alcohol/smoke/drug-free workplace
- Maintaining sanitary requirements pursuant to 725.105(C)(6) and 105 CMR 300.000: Reportable Diseases, Surveillance, and Isolation and Quarantine Requirements
- ADA, FMLA, ERISA, COBRA compliance
- Non-discrimination
- Non-disclosure/confidentiality
- Harassment/sexual harassment

Application 1 of 1 Applicant Non-Profit Corporation _____

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

Phytotherapy is committed to accurate & transparent recordkeeping, in compliance with 725.105(G)-(I). We will utilize a customized seed-to-sale tracking software that specializes in traceability systems & meets DPH requirements.

Records maintained & available to DPH upon request include, but are not limited to:

- Staffing plan/Personnel
- Board Members/executives/members of non-profit corporation
- Agent training materials
- Inventory
- Seed-to-sale records
- CORI reports (properly obtained & kept separate from general personnel records)
- Assets & liabilities
- Monetary transactions
- Account books & supporting documents, agreements, checks, invoices, etc.
- Sales (name of purchasing patient, quantity, form, & cost)
- Business (employee salary/wages, stipend paid to board members, executive compensation, & any bonus/benefit/item of value paid to any individual affiliated with RMD)
- Product Sampling/Testing
- Transportation
- Security & Incident Reports
- Waste disposal
- Most recent 3rd party financial audit
- Results of new/ongoing RMD agent background info
- SOPS & any changes to SOPS
- DPH notification/deregistration of RMD agents

We will immediately notify law enforcement/DPH within 24 hours of discovering any loss or unauthorized alteration of records related to marijuana, patients, caregivers, or agents. All records will be kept in secured locations pursuant to DPH regulations & stored at our expense for at least 2 years after closure in a form/location acceptable to DPH.

Application 1 of 1

Applicant Non-Profit Corporation

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

Phytotherapy will have an adequate supply of up-to-date educational materials to provide to patients & caregivers pursuant to 725.105(K). Materials will be available in languages accessible to all of patients & caregivers, including for the visually- and hearing-impaired. All Phytotherapy patients & caregivers will have an initial one-on-one educational consultation. All materials will be made available to DPH upon request.

Educational materials include:

- Warnings - FDA has not analyzed or approved marijuana; limited information on side effects; potential health risks; marijuana should be kept away from children; driving under the influence of marijuana prohibited by MA law; machinery should not be operated
- Guide to Selecting Marijuana/MIPs - effects of various strains, forms & routes of administration, including proper storage & use of edibles
- Patient Log - strains used & their associated effects
- Dosage Guidelines - proper dosage & titration for each route of administration; emphasis on smallest amount for desired effect; impact of potency explained
- Info on tolerance, dependence, & withdrawal
- Substance Abuse Facts - signs and symptoms; referrals to abuse prevention and treatment programs
- Diversion Prevention - no distribution to any other individual; legal repercussions of diversion; instructions that unused or excess product must be returned for disposal
- Patient Rights & HIPAA
- Condition-specific booklets
- Any other info required by DPH

Application 1 of 1

Applicant Non-Profit Corporation _____

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.

Phytotherapy is committed to assisting those with verified financial hardships. Applicants who have a Verified Financial Hardship, i.e. are recipients of MassHealth, Supplemental Security Income, or their income does not exceed 300% of the federal poverty level (FPL), adjusted for family size, shall qualify for Phytotherapy's financial hardship program.

Phytotherapy will provide patients with a financial affidavit form modeled after the form provided by the Supreme Judicial Council for use in the Courts to determine whether a patient qualifies for a Verified Financial Hardship per 105 CMR 725.004 and 105 CMR 725.100(A)(6).

All patients with a documented Verified Financial Hardship as defined by 105 CMR 725.004 will be provided reduced cost or free marijuana.

Based on current projections, Phytotherapy plans to provide free and low cost medicine at the following levels to patients with a Verified Financial Hardship:

- $\leq 100\%$ of FPL: free up to 1 gram/week, 25% discount thereafter up to 1 ounce/month. Paraphernalia at cost.
- $> 100\%$ but $\leq 200\%$ of FPL: free up to .5 gram/week, 15% discount thereafter up to 1 ounce/month. Paraphernalia at cost + 10%.
- $> 200\%$ but $\leq 300\%$ of FPL: 5% discount on up to .5 ounce/month. Paraphernalia at cost + 20%.

Application 1 of 1 Applicant Non-Profit Corporation _____

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

Phytotherapy's success is dependent on having a knowledgeable, productive and efficient staff. All dispensary agents must complete training, consistent with the Americans for Safe Access "Patient-Focused Certification" program, prior to performing job functions.

At a minimum, 8 hours of on-going training is required annually. All training records will include a signed statement of the agent indicating the date, time, and place he/she received training and the topics discussed, including the name and title of presenters. SOPs also detail training evaluations and performance reviews.

Training will include the following topics:

- Humanitarian Use of Medical Marijuana Act/105 CMR 725.000
- Agent registration/self-reporting
- Compliance- laws/regulations
- Privacy/Confidentiality/HIPAA
- Patients with disabilities/ADA
- Cultural diversity and interpreter services
- Medical marijuana science
- Community/patient relations
- Law enforcement interaction
- Cash safety provisions
- Building security/diversion prevention
- Cultivation/processing safety & security
- Manufacturing/processing MLPs safety & security
- Dispensary safety & security/protocols (ID, purchase limits, etc.)
- Reasonable consumption practices and training on educating the patient
- Inventory management, storage, and protection
- Product handling/sanitation
- Packaging/labeling
- Testing/sampling
- Internal audits
- Record keeping/Reporting
- Transportation
- Waste disposal
- Emergency/incident management and reporting

Application 1 of 1

Applicant Non-Profit Corporation

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.

Phytotherapy's plans to contract with an insurance provider to maintain general liability insurance coverage for no less than \$1,000,000 per occurrence & \$2,000,000 in aggregate annually & product liability coverage for no less than \$1,000,000 per occurrence & \$2,000,000 in aggregate annually. The deductible for this policy will be no higher than \$5,000 per occurrence.

Phytotherapy will carry automobile coverage, as well as property and casualty coverage. Coverage to include business interruption protection. Business interruption coverage will allow Phytotherapy to continue paying employees, vendors, taxes, & fees during reconstruction, if necessary. It will also provide capital for any necessary emergency inventory purchases from another RMD.

Phytotherapy will also carry personal & advertising injury insurance, as well as employment practice liability coverage for directors & officers. Staff that transports cash or medical marijuana/MIPs will be bonded. RMD will consider additional coverage based on availability & a cost-benefit analysis.

If adequate coverage is unavailable in the marketplace at a reasonable rate, Phytotherapy will place in escrow at least \$250,000 to be expended for coverage of liabilities. Any withdrawal from escrow will be replenished within 10 business days.

Phytotherapy will keep reports documenting compliance with 725.105(Q) made in a manner & form determined by the DPH pursuant to 725.105(M).

Application 1 of 1

Applicant Non-Profit Corporation _____

SECTION F. CAPITAL CONTRIBUTORS

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

Attach additional tables if needed.

Individual Name	Amount of Initial Capital Committed	Percentage of Initial Capital Committed
Alexander Aphanas	\$ 500,000.00	100%
	\$	
	\$	
	\$	
	\$	

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: AA

Application 1 of 1

Applicant Non-Profit Corporation _____

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

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

Application 1 of 1

Applicant Non-Profit Corporation Phytotherapy, Inc.

ATTESTATIONS

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



Signature of Authorized Signatory

9/19/17
Date Signed


Alexander Athanas

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 of Authorized Signatory

9/14/17
Date Signed

Alexander Athanas

Print Name of Authorized Signatory

President

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: AA



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: 001279984

ARTICLE I

The exact name of the corporation is:

PHYTOTHERAPY, INC.

ARTICLE II

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

THE CORPORATION IS ORGANIZED AND AT ALL TIMES SHALL BE OPERATED EXCLUSIVELY FOR CHARITABLE, SCIENTIFIC, CIVIC, RELIGIOUS, LITERARY, OR EDUCATION PURPOSES PURSUANT TO CHAPTER 180 § 4.

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:

MAY BE SET FORTH IN THE BY-LAWS.

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")

THE CORPORATION IS ORGANIZED SOLELY FOR THE FURTHERANCE OF ITS NONPROFIT PURPOSES. THE NET EARNINGS OF THE NONPROFIT SHALL NOT INURE TO THE BENEFIT OF ITS DIRECTORS, OFFICERS, OR OTHER PRIVATE PERSON OR BE DISTRIBUTABLE THERETO; HOWEVER, REASONABLE COMPENSATION MAY BE PAID, AT THE AUTHORITY OF THE CORPORATION, FOR SERVICES RENDERED AND PAYMENTS AND DISTRIBUTIONS MAY BE EXECUTED IN FURTHERANCE OF THE NONPROFIT PURPOSES OF THE CORPORATION. IN ACCORDANCE WITH THE STATUTES OF THE COMMONWEALTH OF MASSACHUSETTS, THE BOARD OF DIRECTORS SHALL DISPOSE OF ALL THE ASSETS OF THE CORPORATION EXCLUSIVELY FOR THE PURPOSE OF THE CORPORATION, AFTER PAYING OR MAKING PROVISIONS FOR THE PAYMENT OF ALL OF THE LIABILITIES OF THE CORPORATION, IN THE EVENT OF THE DISSOLUTION OF THE CORPORATION, AS THE BOARD OF DIRECTORS SHALL DETERMINE. THE CORPORATION'S OFFICERS AND DIRECTORS SHALL NOT BE PERSONALLY LIABLE TO THE CORPORATION FOR MONETARY DAMAGES FOR A BREACH OF FIDUCIARY DUTY, OR ARISING

NG THEREOF, AS AN OFFICER OR DIRECTOR NOTWITHSTANDING ANY PROVISION OF LAW IMPOSING SUCH LIABILITY. HOWEVER, TO THE EXTENT THAT APPLICABLE LAW IMPOSES LIABILITY, THE FOREGOING SHALL NOT ELIMINATE OR LIMIT THE LIABILITY OF AN OFFICER OR DIRECTOR (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. TO THE EXTENT LEGALLY PERMISSIBLE, THE CORPORATION SHALL 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 WITHOUT LIMITATION, WHICH SHALL INCLUDE, INTER ALIA, 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. HOWEVER, NO INDEMNIFICATION WILL BE PROVIDED FOR ANY SUCH PERSON WITH RESPECT TO ANY MATTER IN WHICH THE INDIVIDUAL SHALL HAVE BEEN FINALLY ADJUDICATED TO HAVE NOT ACTED IN GOOD FAITH WITH THE REASONABLE BELIEF THAT SUCH ACTION WAS IN THE BEST INTERESTS OF THE CORPORATION IN ANY PROCEEDING. FURTHER, A MAJORITY VOTE OF A QUORUM OF DIRECTORS WHO ARE NOT AT THAT TIME PARTIES TO THE PROCEEDING SHALL APPROVE ANY COMPROMISE OR SETTLEMENT PAYMENT THERETO. THE INDEMNIFICATION HEREUNDER PROVIDED WILL INURE TO THE BENEFIT OF THE HEIRS, EXECUTORS, AND ADMINISTRATORS OR OTHER INDIVIDUALS ENTITLED TO INDEMNIFICATION. UNDER THE AUTHORITY OF THIS ARTICLE, THE RIGHT OF INDEMNIFICATION SHALL BE IN ADDITION TO - NOT EXCLUSIVE OF - ALL OTHER RIGHTS TO WHICH ANY INDIVIDUAL MAY BE ENTITLED. AS BETWEEN THE CORPORATION AND ITS INDEMNIFIED OFFICERS AND DIRECTORS, THIS ARTICLE CONSTITUTES A CONTRACT. AMENDMENTS TO OR APPEALS OF THE PROVISIONS OF THIS ARTICLE THAT ADVERSELY AFFECT THE RIGHTS OF AN INDEMNIFIED OFFICER OR DIRECTOR SHALL NOT APPLY TO ANY SUCH OFFICER OR DIRECTOR WITH RESPECT TO THOSE ACTS OR OMISSIONS THAT 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:

25 NEWBURY STREET

City or Town:

PEABODY

State: MA

Zip: 01960

Country: 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	ALEXANDER S. ATHANAS		Until successors are duly elected and qualified
TREASURER	VINCENT GALANO III		Until successors are duly elected and qualified
CLERK	NEIL PHELAN		Until successors are duly elected and qualified
DIRECTOR	NEIL PHELAN		Until successors are duly elected and qualified
DIRECTOR	VINCENT GALANO III		Until successors are duly elected and qualified
DIRECTOR	ALEXANDER S. ATHANAS		Until successors are duly elected and qualified
DIRECTOR	PENNY CHRISTOPHER		Until successors are duly elected and qualified

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: BRANDON KURTZMAN
 No. and Street: 1400 HANCOCK STREET
3RD FLOOR
 City or Town: QUINCY State: MA Zip: 02169 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 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 26 Day of June, 2017. (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.)

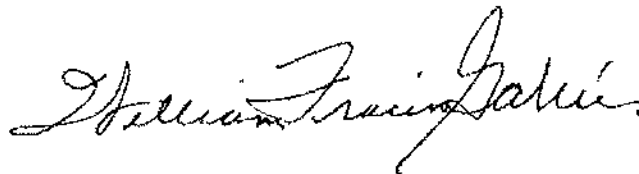
BRANDON KURTZMAN AS ATTORNEY FOR PHYTOTHERAPY, INC.

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THE COMMONWEALTH OF MASSACHUSETTS

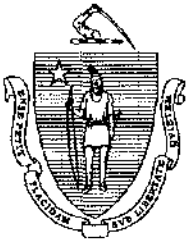
I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are deemed to have been filed with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

June 26, 2017 07:44 PM

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive style with a large, stylized initial "W".

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



William Francis Galvin
Secretary of the
Commonwealth

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

Date: September 19, 2017

To Whom It May Concern :

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

is a domestic corporation organized on **June 26, 2017**

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



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

William Francis Galvin

Secretary of the Commonwealth

Certificate Number: 17090351710

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

Processed by:

BY-LAWS OF PHYTOTHERAPY, INC.
A MASSACHUSETTS NON-PROFIT CORPORATION

ARTICLE I: GENERAL

Section 1. Name and Purposes. The name of the Corporation is Phytotherapy, Inc. (the “Corporation”). The purpose of the Corporation shall be as set forth in the Corporation’s Articles of Organization as adopted and filed with the Office of the Secretary of State of the Commonwealth of Massachusetts (as now in effect or as hereafter amended or restated from time to time, the “Articles of Organization”) pursuant to Chapter 180 of the Massachusetts General Laws, as now in effect and as hereafter amended, or the corresponding provision(s) of any future Massachusetts General Law (“Chapter 180”).

Section 2. Articles of Organization. These Bylaws (these “Bylaws”), the powers of the Corporation, its Member(s) and its Board of Directors, and all matters concerning the conduct and regulation of the business of the Corporation shall be subject to the provisions in regard thereto that may be set forth in the Articles of Organization. In the event of any conflict or inconsistency between the Articles of Organization and these Bylaws, the Articles of Organization shall control.

Section 3. Corporate Seal. The Board of Directors may adopt and alter the seal of the Corporation. The seal of the Corporation, if any, shall, subject to alteration by the Board of Directors, bear its name, the word “Massachusetts” and the year of its incorporation.

Section 4. Fiscal Year. The fiscal year of the Corporation shall commence on January 1, and end on December 31 of each year, unless otherwise determined by the Board of Directors.

Section 5. Location of Offices of Corporation. The principal office of the Corporation shall be 25 Newbury Street, Peabody, MA 01960. The Board of Directors may approve a change of the location of the principal office in the Commonwealth of Massachusetts effective upon the filing of a certificate indicating the new location with the Office of the Secretary of State of the Commonwealth of Massachusetts. The Corporation may establish and maintain offices in such other locations, within and outside of the Commonwealth of Massachusetts, as the Board of Directors may determine.

ARTICLE II: MEMBERS

Section 1. Identity of Initial Member(s). The initial member(s) of the Corporation shall be Alexander Athanas a resident of New Hampshire (hereinafter referred to herein as the “Original Member(s)”). In the event the Original Member(s) die or become incapacitated and, at that time, there are no other Members (as defined below), the legal representative of the estate of the Original Member shall be vested with exclusive authority to appoint a substitute Member, subject to such terms and conditions, including terms and conditions with respect to voting rights, as such legal representative may determine to be appropriate at the time of such appointment.

Section 2. Additional and Substitute Members. The Original Member(s) may increase the number of members of the Corporation and may appoint additional members and substitute members on such terms and conditions, including terms and conditions related to voting rights, as the Original Member(s) may from time to time determine ("**Additional Members**"). Rights conferred upon an Additional Member by the Original Member(s), including voting rights, need not be uniform for all Additional Members. As used in these Bylaws, the term "Member" shall refer only to the Original Member(s) (including substitute Member described in Section 1 of this Article), unless and until the Original Member(s) act to designate one or more Additional Members as specified in these Bylaws, at which time the term "Member" shall refer to the Original Member(s) and the Additional Members collectively.

Section 3. Tenure. Unless a different term is designated at the time an Additional Member is admitted by the Original Member(s), for so long as a Member continues to comply with the qualifications, rules, and regulations applicable to Membership as shall be established from time to time by the Member, each such Member shall continue to be a Member in good standing until such Member dies, resigns, withdraws, dissolves, becomes incapacitated or disqualified.

Section 4. Resignation. Any Member may resign by delivering a written resignation to the President or Clerk of the Corporation, to the Board of Directors, or to the principal office of the Corporation. Such resignation shall be effective upon receipt (unless specified to be effective at another time), and acceptance thereof shall not be necessary to make it effective; *provided, however*, that the non-resigning Members may act to accept such resignation immediately or at any other time sooner than the time specified by such resigning Member in his, her, or its resignation.

Section 5. Annual Meeting. The annual meeting of the Member(s) shall be held on such day and at such hour as may be named in the notice of such meeting designated by the Member(s). In the event that the annual meeting is not held on such date, a special meeting in lieu thereof may be held with all of the force and effect of an annual meeting.

Section 6. Special Meetings. Special meetings of the Member(s) may be called by the Member(s), the President or by a majority of the Directors, and shall be noticed by the Clerk, or in the case of the death, absence, incapacity, or refusal of the Clerk, by any other officer.

Section 7. Notice. A written notice of the date, place, and hour of all meetings stating the purposes of the meeting shall be given by the Clerk (or by any other officer) at least seven calendar (7) days before the meeting to the Member(s). The Member(s) may waive notice either before or after a meeting.

Section 8. Action by Written Consent. Any action required or permitted to be taken at any meeting of the Member(s) may be taken without a meeting and without notice if the Member(s) consents to the action in writing and the written consent is filed with the records of the meetings of the Member(s). Such consent shall be treated for all purposes as a vote at a meeting.

Section 9. Powers of the Member(s). In addition to and without limiting the powers, rights, and privileges the Member(s) shall have that are afforded to "members" of a Corporation organized

under Chapter 180, the Articles of Organization, these Bylaws and other applicable law, the actions and powers of the Corporation listed below shall be reserved exclusively to the Member(s):

- (a) Amend or amend and restate the Articles of Organization;
- (b) Adopt, amend, or repeal these Bylaws;
- (c) Appointment, removal, or suspension of any Director of the Corporation;
- (d) Change in the number of members of the Board of Directors of the Corporation;
- (e) Approval of any sale or other disposition of all, or substantially all, of the assets or operations of the Corporation;
- (f) Approval of any merger or consolidation of the Corporation;
- (g) Approval of any plan of dissolution of the Corporation, or other action related to dissolution or liquidation of the Corporation;
- (h) Appointment, suspension, or removal of a Member of the Corporation; and
- (i) Authorize the Corporation to enter into any agreement to do any of the foregoing.

ARTICLE III: DIRECTORS

Section 1. Enumeration; Qualifications. The Corporation shall have a Board of Directors that shall serve as the governing body of the Corporation and shall have all the powers and duties of a board of directors under Massachusetts law, subject to Section 9 of Article II and Section 6 of this Article. The Board of Directors shall consist of such number of Directors as shall be determined initially by the incorporator, and thereafter by the Member(s) (but not less than the minimum number required by law). Directors shall possess such qualifications as may be determined by the Member(s).

Section 2. Election of Directors; Term of Office. Directors shall be elected by the Member(s) at an annual meeting of the Member(s) or at any special meeting held in lieu thereof by the affirmative vote of the Member(s) or by written consent of the Member(s). Subject to other provisions of these Bylaws, unless the Member(s) specify a different term at the time of election or appointment, each Director shall, subject to these Bylaws, serve until the next annual meeting of the Member(s), or special meeting held in lieu thereof, and until his or her successor is duly elected and qualified, or until he or she sooner dies, becomes incapacitated, resigns, is removed, or becomes disqualified.

Section 3. Vacancies. Any vacancy at any time existing in the Board of Directors (including any newly created seats on the Board) may be filled by the Member(s) at any meeting of the Member(s) or by written consent of the Member(s). Unless the Member(s) specifies a different term at the time of election or appointment, each successor Director shall hold office for the remainder of his or her predecessor's unexpired term and until his or her successor is duly elected and qualified, or in each case until he or she sooner dies, resigns, is removed or becomes disqualified.

Section 4. Resignation. Any Director may resign by delivering his or her written resignation to the Corporation at its principal office, to any meeting of the Board of Directors, or to the President or Clerk of the Corporation. Such resignation shall be effective upon receipt (unless it is specified to be effective at some other time or upon the happening of some other event) and acceptance thereof shall not be necessary to make it effective unless it so states; *provided, however*, that the Board of Directors may act to accept such resignation immediately or at any other time sooner than the time specified by such resigning Director in his or her resignation.

Section 5. Removal. A Director may be removed from office, with or without cause, by the affirmative vote of the Member(s). A Director may be removed for cause only after reasonable notice and opportunity to be heard prior to action thereon.

Section 6. Powers. The Board of Directors shall manage, control and be responsible for oversight of the affairs and property of the Corporation, and at all times may exercise on behalf of the Corporation all lawful powers, rights and privileges of the Corporation under Chapter 180 and any other applicable law, except those powers reserved to the Member(s) by law, the Articles of Organization, or these Bylaws. The Board of Directors, in its discretion, may from time to time establish committees, appoint individuals to serve as members of any such committee, define or limit the powers and duties of any such committee, and thereafter may disband the same. The Board of Directors may delegate its powers, or a portion thereof, to committees that either consist solely of Directors or give voting power only to Directors on any such committee, except that the Board of Directors may not delegate the powers specified in Section 55 of Chapter 156B of the Massachusetts General Laws or other actions under Massachusetts law that require action by the Board of Directors including, without limitation, the Board may not delegate the power to:

- (a) Change the location of the principal office of the Corporation;
- (b) Adopt, amend, or repeal these Bylaws;
- (c) Change the number of Directors;
- (d) Appoint, elect, suspend or remove Directors or officers;
- (e) Amend or amend and restate the Articles of Organization;
- (f) Authorize any sale, lease, exchange, or other disposition of all or substantially all of the assets of the Corporation;
- (g) Authorize any merger or consolidation of the Corporation; or
- (h) Authorize the dissolution of the Corporation.

Subject to these Bylaws and applicable law, the Board of Directors may authorize officers, attorneys, or agents of the Corporation to act on its behalf subject to such limitations as the Board of Directors determines.

Section 7. Compensation of Directors. Directors as such shall not receive any salaries for their services on the Board of Directors, but Directors shall not be precluded from serving the Corporation in any other capacity and receiving reasonable compensation for any such services. The Corporation may reimburse Directors for reasonable expenses incurred in the performance of

their duties to the Corporation as approved by the Board of Directors. A Director, solely because of being a member of the Board of Directors, shall not be precluded from serving the Corporation in any other capacity and receiving reasonable compensation for any such other service.

ARTICLE IV: MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Place. Meetings of the Board of Directors shall be held at such place within or outside of Massachusetts as may be determined by the Board and identified in the notice of any such meeting.

Section 2. Regular and Special Meetings. Regular meetings of the Board of Directors may be held at such hour as may be determined by the Board and identified in the notice of such meeting. Special meetings of the Board may be called by the Member(s), the President or by a majority of the Directors, and shall be noticed by the President or the Clerk, or in the case of the death, absence, incapacity or refusal of the President or the Clerk, by the Member(s) or any other officer.

Section 3. Notice. Unless otherwise required by law, the Articles of Organization, or these Bylaws, notice of each meeting of the Board of Directors shall be given, not later than two (2) business days before the meeting is scheduled to commence, by the President or the Clerk (or the Member(s) or other officer as set forth in Section 1 above) and each such notice shall state the place, date and time of the meeting. Notice of each meeting may be delivered to a Director by hand or given to a Director orally (either by telephone or in person) or mailed, sent by electronic mail or sent by facsimile transmission to a Director at his residence or usual place of business. If mailed, the notice shall be deemed given when deposited in the United States mail, postage prepaid; if sent by electronic mail, the notice shall be deemed given when directed to an electronic mail address at which the Director has consented to receive notice; and if sent by facsimile transmission, the notice shall be deemed given when transmitted with transmission confirmed. Notice of any meeting need not be given to any Director who shall submit, either before or after the time stated therein, a signed waiver of notice or who shall attend the meeting, other than for the express purpose of objecting at the beginning thereof to the transaction of any business because the meeting is not lawfully called or convened. Notice of an adjourned meeting, including the place, date and time of the new meeting, shall be given to all Directors not present at the time of the adjournment, and also to the other Directors unless the place, date and time of the new meeting are announced at the meeting at the time at which the adjournment is taken.

Section 4. Quorum; Action at Meetings; Proxy Voting Not Permitted. Except as otherwise provided by law, the Articles of Organization or these Bylaws, at all meetings of the Board of Directors, a majority of the total number of Directors then in office shall constitute a quorum for the transaction of business, and the vote of a majority of the Directors present and voting at a meeting when a quorum is present shall be the act of the Board. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time, date and place. Each Director shall be entitled to one (1) vote on any matter that comes before the Board of Directors. There shall be no voting by proxy.

Section 5. Action by Written Consent. Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting and without notice if a majority of all of

the Directors consent to the action in writing and the written consents are filed with the records of the meetings of the Directors. Such consents shall be treated for all purposes as a vote at a meeting.

Section 6. Presence through Communications Equipment. Unless otherwise provided by law or the Articles of Organization, members of the Board of Directors or any committee thereof may participate in a meeting by means of a conference telephone or similar communications equipment so that 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 the meeting.

ARTICLE V: OFFICERS AND AGENTS

Section 1. Enumeration. The officers of the Corporation shall be a President, a Treasurer, a Clerk, and such other officers, if any, as the Board of Directors may from time to time determine. The Corporation may also have such agents, if any, as the Board of Directors may appoint from time to time and each shall have such powers as may be designated from time to time by the Board of Directors.

Section 2. Term of Office. Subject to other provisions of these Bylaws, unless the Board of Directors indicate a different term at the time of election or appointment, officers of the Corporation shall serve at the pleasure of the Board of Directors, and until their respective successors are elected and qualified, or in each case until he or she sooner dies, resigns, is removed, or becomes disqualified.

Section 3. Qualifications. An officer of the Corporation may but need not be a Director of the Corporation. Any two (2) or more offices may be held by the same person. The Clerk shall be a resident of the Commonwealth of Massachusetts unless the Corporation has a resident agent appointed for the purpose of service of process. Any officer may be required by the Directors to give bond for the faithful performance of his or her duties to the Corporation in such amount and with such sureties as the Directors may determine. The premiums for such bonds may be paid by the Corporation. Officers shall meet such other qualifications as the Board of Directors may determine from time to time.

Section 4. Vacancies. Any vacancy at any time existing in any office of the Corporation may be filled by the Directors at any meeting of the Board of Directors and such successor shall serve at the pleasure of the Board of Directors, and until his or her successor is chosen and qualified, or in each case until he or she sooner dies, resigns, is removed, or becomes disqualified.

Section 5. Resignation. Any officer or agent may resign by delivering his or her written resignation to the Corporation at its principal office, to any meeting of the Board of Directors, or to the President or Clerk of the Corporation, and such resignation shall be effective upon receipt (unless it is specified to be effective at some other time or upon the happening of some other event) and the acceptance thereof shall not be necessary to make it effective unless it so states; *provided, however*, that the Board of Directors may act to accept such resignation immediately or at any other time sooner than the time specified by such resigning officer in his or her resignation.

Section 6. Removal. The Board of Directors may remove any officer, with or without cause, by the affirmative vote of not less than a majority of the total number of Directors then in office at

any regular meeting or special meeting of the Board of Directors. An officer may be removed for cause only after reasonable notice and opportunity to be heard prior to action thereon. Each agent appointed by the Board shall retain his or her authority at the pleasure of the Board of Directors and each agent so appointed may be removed, with or without cause, at any time by the Board of Directors.

Section 7. President. The President have charge of the affairs of the Corporation subject to the supervision of the Board of Directors. Subject to limitations that the Board of Directors may approve generally or in any specific instance, all checks drawn on bank accounts of the Corporation may be signed on its behalf by the President or such other persons as may be authorized from time to time by the Board of Directors. The President shall also have such other powers and duties as may be designated from time to time by the Board of Directors. The President shall be responsible for the administration of the Corporation in all its activities subject to such policies as may be adopted and such orders as may be issued by the Board of Directors from time to time, or by any committees of the Board to which the authority for such action has been specifically delegated.

Section 8. Treasurer. The Treasurer shall have such powers and duties as customarily belong to the office of Treasurer or as may be designated from time to time by the Board of Directors. The Treasurer shall have the power to endorse for deposit or collection all notes, checks, drafts and similar documents that are payable to the Corporation or its order, provided that the Treasurer shall not deposit any funds of the Corporation in any banking institution unless such institution has been designated as a depository by a vote of the majority of the members of the Board of Directors, exclusive of any Director who is an officer or Director of the depository so designated. Subject to limitations that the Board of Directors may approve generally or in any specific instance, all checks drawn on bank accounts of the Corporation may be signed on its behalf by the Treasurer or such other persons as may be authorized from time to time by the Board of Directors.

Section 9. Clerk. The Clerk shall record all proceedings of the Member and the Board of Directors in a book or books to be kept therefor and shall have custody of the seal of the Corporation. If the Clerk is absent from any meeting of the Board of Directors, a temporary Clerk shall be chosen at the meeting who shall keep a true record of the proceedings thereof.

Section 10. Additional Powers and Duties. Each officer shall, subject to these Bylaws and to any applicable provisions of law and the Articles of Organization, have, in addition to the duties specifically set forth in these Bylaws, such duties and powers as are customarily incident to such officer's office and such additional duties and powers as the President or the Directors may from time to time designate.

Section 11. Compensation of Agents and Employees. The Corporation may pay compensation in reasonable amounts to its officers, agents and employees for services rendered, such amount to be fixed by the Board of Directors, or, if the Board of Directors delegate power to any officer or officers, then by such officer or officers; *provided, however*, any such officer or officers authorized by the Board of Directors to fix compensation may not be authorized to fix his or her own compensation. The Directors may require officers, agents, or employees to give security for the faithful performance of their duties.

ARTICLE VI: INSPECTION OF RECORDS

Books, accounts, documents, and records of the Corporation shall be open to inspection by any Director for any proper purpose during the usual hours of business. The original, or attested copies, of the Articles of Organization, these Bylaws and records of all meetings and actions of the Member, the Board of Directors and its committees, and records which shall contain the names of all Directors and their record addresses, shall be kept in the Commonwealth of Massachusetts at the principal office of the Corporation, or at an office of the Clerk, attorney of record or the resident agent, if any, of the Corporation.

ARTICLE VII: EXECUTION OF INSTRUMENTS; EVIDENCE OF AUTHORITY

Section 1. Checks, Notes, Drafts, and Other Instruments. Unless the Board of Directors shall otherwise generally or in any specific instance authorize: (i) all checks, notes, drafts, and other instruments for the payment of money drawn or endorsed in the name of the Corporation shall be signed by the President or the Treasurer of the Corporation or such other officers and/or agents as shall be authorized to do so from time to time by the Board of Directors; and (ii) contracts, leases, transfers, conveyances, deeds, notes, bonds and all other written instruments shall be signed in the name and on behalf of the Corporation by the President or the Treasurer of the Corporation or such other officers and/or agents as shall be authorized to do so from time to time by the Board of Directors, and such person or persons so signing such instrument may also seal, acknowledge, and deliver the same. Any instrument purporting to affect an interest in real estate, executed in the name of the Corporation, shall be executed by any two (2) officers of the Corporation, at least one of whom shall be the President or the Treasurer of the Corporation and shall be binding on the Corporation in favor of a purchaser or other person relying in good faith on such instrument, notwithstanding any inconsistent provisions of the Articles of Organization, Bylaws, resolutions or votes of the Corporation.

Section 2. Evidence of Authority. A certificate executed by the Clerk, an assistant clerk or a temporary clerk as to any action taken by the Board of Directors, or any officer or representative of the Corporation shall, as to all persons who rely thereon in good faith, be conclusive evidence of such action.

ARTICLE VIII: CONFLICT OF INTEREST; TRANSACTIONS WITH INTERESTED PARTIES

Section 1. Conflict of Interest Policy. All Directors, officers and other persons in a position of significant authority designated by the Board of Directors or the President of the Corporation shall adhere to such policies on conflicts of interest as may be adopted from time to time by the Directors and the Member.

Section 2. Transactions with Interested Parties. Nothing shall prevent the Corporation from entering into any contract or transaction between the Corporation and one or more of its Member(s), Directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of the Corporation's Member(s), Directors or officers are directors or officers, or have a financial interest. In addition, no contract or transaction between the Corporation and one or more of its Member(s), Directors or

officers, or between the Corporation and any other corporation, limited liability company, partnership, association, or other organization in which one or more of the Corporation's Member(s), Directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the Member, Director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes the contract or transaction or solely because the votes of such Member, Director or officer are counted for such purpose, if:

- (a) The material facts as to his, her or its relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors be less than a quorum; or
- (b) The material facts as to his, her or its relationship or interest and as to the contract or transaction are disclosed or are known to the Member (provided that the Member is disinterested), and the contract or transaction is specifically approved by vote of the Member(s); or
- (c) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the Board of Directors, a committee thereof, or the Member(s).

ARTICLE IX: PERSONAL LIABILITY; INDEMNIFICATION

Section 1. Personal Liability. The Member(s), Directors and officers of the Corporation shall not be personally liable for any debt, liability, or obligation of the Corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the Corporation, may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due or payable to them from the Corporation.

Section 2. Indemnification. The Corporation shall, to the fullest extent legally permissible, indemnify each Indemnified Person (as defined below) against all liabilities and losses, including amounts paid in satisfaction of judgments, in compromise or as fines, penalties, excise taxes, court costs, witness fees, and Costs and Expenses (as defined below) incurred by, or imposed upon, the Indemnified Person in connection with or arising out of the defense or disposition of any Proceeding (as defined below) in which the Indemnified Person is or may become involved or with which the Indemnified Person may be threatened, while in office or thereafter, as a party, witness or otherwise, by reason of his or her being or having been an Indemnified Person.

Notwithstanding the foregoing, as to any matter disposed of by a compromise payment by an Indemnified Person, pursuant to a consent decree or otherwise, no indemnification for said payment shall be provided unless such compromise and indemnification therefor shall be approved:

- (a) By a majority vote of a quorum consisting of disinterested Directors;

- (b) If such a quorum cannot be obtained, then by a majority vote of a committee of the Board of Directors consisting of all the disinterested Directors then in office;
- (c) By the Member(s) if disinterested;
- (d) If there are not two or more disinterested Directors in office, then by a majority of the Directors then in office, provided they have obtained a written finding by Independent Legal Counsel (as defined below) appointed by a majority of the Directors to the effect that, based upon a reasonable investigation of the relevant facts as described in such opinion, the Indemnified Person appears to have acted in good faith and in the reasonable belief that the Indemnified Person's actions were in the best interests of the Corporation (or, to the extent that such matter relates to service with respect to a Related Entity, in the best interests of the Related Entity (and, if the Related Entity is an employee benefit plan, in the best interests of the participants or beneficiaries of such plan)); and with such care as an ordinarily prudent person in a like position with respect to a similar corporation organized under Chapter 180 would use under similar circumstances; or
- (e) By a court of competent jurisdiction.

Costs and Expenses incurred by an Indemnified Person in connection with the defense or disposition of any Proceeding shall be paid promptly by the Corporation in advance of the final disposition thereof upon receipt of an undertaking by such Indemnified Person to repay the amounts so paid by the Corporation if it is ultimately determined that indemnification for such Costs and Expenses is not authorized by law or under this Article. Such undertaking shall be accepted without reference to the financial ability of such Indemnified Person to make repayment.

If both the Corporation and the Indemnified Person are parties to a Proceeding (other than a claim, action or suit by or in the right of the Corporation to procure a judgment in its favor), counsel representing the Corporation therein also may represent such Indemnified Person (unless such dual representation would involve such counsel in an actual or potential conflict of interest in violation of applicable principles of professional ethics), and the Corporation shall pay all Costs and Expenses of such counsel incurred during the period of dual representation.

The right of indemnification hereby provided shall not be exclusive. Nothing contained in this Article shall affect any rights to indemnification to which such Indemnified Person or other corporate personnel may be entitled by contract, by vote of the Board of Directors or otherwise under law.

Section 3. Definitions. As used in this Article, the terms:

- (a) **"Costs and Expenses"** means all reasonable costs and expenses incurred by an Indemnified Person in investigating, defending or appealing any Proceeding, including attorneys', accountants', experts' and other professional fees and disbursements; reasonable compensation for time

spent by the Indemnified Person on behalf of the Corporation during which he or she is not otherwise compensated by the Corporation or a third party; any premium, security for, and other costs relating to any costs or other appeal bond or its equivalent, whether such Proceeding is of a civil, criminal, arbitrational, administrative or investigative nature, whether formal or informal, including an action by or in the name of the Corporation. Costs and Expenses shall include all reasonable costs and expenses incurred by an Indemnified Person, including attorneys', accountants', experts' and other professional fees and disbursements, in connection with successfully establishing his or her right to indemnification, in whole or in part, hereunder.

- (b) **"Indemnified Person"** means each person who:
 - (i) Shall be, or at any time shall have been, a Director or officer of the Corporation, or
 - (ii) At the request of the Corporation, shall serve, or at any time shall have served, as an incorporator, director, trustee, officer, employee, agent, member, manager or in any other capacity with respect to any Related Entity, or
 - (iii) The Board of Directors by vote shall designate, who shall be, or at any time shall have been, an employee or agent of the Corporation or who shall serve, or at any time shall have served, at the request of the Corporation, in any capacity with respect to any Related Entity.
- (c) **"Proceeding"** means any threatened, pending or completed claim, action, suit or proceeding or any alternative dispute resolution mechanism (including an action by or in the right of the Corporation or an affiliate of the Corporation) or any formal or informal inquiry, hearing or investigation, whether conducted by the Corporation or an affiliate of the Corporation or any other party, and any other action that an Indemnified Person in good faith believes might lead to the institution of any such action, suit or proceeding, whether civil, criminal, arbitrational, administrative, investigative or other, including any appeal relating to any of the foregoing.
- (d) **"Related Entity"** means any corporation, limited liability company, partnership, joint venture, trust or other entity or enterprise in which the Corporation is in any way interested in, or as to which an Indemnified Person is serving or shall have served at the Corporation's request or on its behalf, as a director, officer, partner, employee, agent, fiduciary, member, manager or representative including, but not limited to, any employee benefit plan or any corporation of which the Corporation or any Related Entity is, directly or indirectly, a stockholder, member, limited or general partner, beneficiary or creditor.

- (e) **"Independent Legal Counsel"** means a law firm, or a member of a law firm, that is experienced in matters of corporation law and neither presently is, nor in the previous five (5) years has been retained to represent: (A) the Corporation or the Indemnified Person in any other matter material to either party, or (B) any other party to the threatened, pending or completed proceeding or action giving rise to the claim for indemnification hereunder. Notwithstanding the foregoing, the term "Independent Legal Counsel" shall not include any person who, under the applicable standards of professional conduct then prevailing, would have a conflict of interest in representing either the Corporation or the Indemnified Person in a proceeding or action to determine the Corporation's obligations or such Indemnified Person's rights hereunder.
- (f) **"Person," "director," "officer," "employee," "agent" and "Indemnified Person"** shall include their respective heirs, executors and administrators, and an "interested" director, officer, employee or agent is one against whom in such capacity the Proceedings in question or other Proceedings on the same or similar grounds is then pending.

Section 4. Enforceability. It is the intention of the Corporation that the obligations of the Corporation, and the rights and benefits of Indemnified Persons shall vest upon the date of adoption of these Bylaws. It is the further intention of the Corporation to provide for indemnification in all cases under all circumstances where to do so would not violate applicable law (and notwithstanding any limitations permitted, but not required by statute or common law) and the terms and provisions of this Article shall be interpreted and construed consistent with that intention. Nonetheless, if any term or provision of this Article, or the application thereof to any person or circumstances, shall to any extent be held invalid or unenforceable, the remainder of this Article, or the application of such term or provision to persons or circumstances other than those as to which it is held invalid or unenforceable, shall not be affected thereby, and each term and provision of this Article shall be held valid and be enforced to the fullest extent permitted by law. Any amendment, alteration or repeal of this Article or Chapter 180 that adversely affects any right of an Indemnified Person (or his or her respective heirs, executors and administrators), shall be prospective only and shall not limit or eliminate any such right with respect to any Proceeding involving any occurrence or alleged occurrence of any action or omission to act that took place prior to any such amendment, alteration or repeal.

Section 5. Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any Indemnified Person against any liability asserted against or incurred by him or her in such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify or advance expenses to him or her against such liability.

ARTICLE X: ADVISORY BOARDS OR COMMITTEES

The Board of Directors may determine to establish one or more advisory boards or committees to further the goals of the Corporation. Advisory boards or committees may be constituted of persons who are not Directors, but have an interest and willingness to advance the purposes of the Corporation. Any advisory board or committee may be discontinued by the Board of Directors at

any time. An advisory board or committee shall be required to make at least annual reports to the Board of Directors.

ARTICLE XI: NONDISCRIMINATION POLICY

Persons of all races, religions, genders, sexual orientations and national origins shall be entitled to all the rights and privileges generally made available by the Corporation through the activities and programs that it conducts, and the Corporation shall not discriminate on the basis of race, religion, gender, sexual orientation, national origin or disability.

ARTICLE XII: AMENDMENTS

These Bylaws may be altered, amended or repealed, in whole or in part, solely by the Member(s).

ARTICLE XIII: NON-PROFIT COMPLIANCE

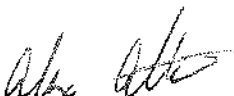
In compliance with 105 CMR 725.100(A)(1) and the Massachusetts Department of Public Health's "*Guidance for Registered Marijuana Dispensaries Regarding Non-Profit Compliance*," the Corporation shall at all times operate on a non-profit basis for the benefit of registered qualifying patients and shall ensure that revenue of the Corporation is used solely in furtherance of its non-profit purpose.

ARTICLE XIV: POLICIES

The Board of Directors may adopt policies that shall be incorporated into these Bylaws. The following policies have been adopted and incorporated herein:

- Appendix 1: Conflict of Interest Policies and Procedures
- Appendix 2: Whistleblower Policy
- Appendix 3: Document Retention and Destruction Policy
- Appendix 4: Compensation Setting Policy
- Appendix 5: Comprehensive Information Security Policy
- Appendix 6: Antitrust Policy

I, Alexander Athanas, the President of PHYTOTHERAPY, INC., do hereby attest that the foregoing is a true copy of the Bylaws of the Corporation and that said Bylaws were duly adopted on June 26th, 2017.

By: 
Name: Alexander Athanas
Title: President of Phytotherapy, Inc.

Appendix 1

PHYTOTHERAPY, INC. CONFLICT OF INTEREST POLICIES AND PROCEDURES

I. PURPOSE

PHYTOTHERAPY, INC. (the "Corporation") must be aware of and diligently address and manage all conflicts of interest and appearances of any conflicts of interest in order to protect the best interest of the Corporation when it is contemplating entering a transaction that might benefit the private interest of directors, members, officers or the executive management team. The Board of Directors shall follow the procedures set forth herein to address and evaluate conflicts of interest to determine whether it is in the best interest of the Corporation to enter into the proposed transaction and, if so, to ensure that the terms of the transaction are fair and reasonable.

II. DEFINITIONS

An *Insider* is a member, director or officer of the Corporation or a person on the executive management team.

An *Interest* means any material financial interest, direct or indirect, including, but not limited to, a sale, loan or exchange with the Corporation whereby the Insider would derive a material financial benefit, but shall not include compensation in the form of salary, such compensation being governed by the Compensation Setting Policy.

A *Managerial Position* is a member, director, officer, executive, trustee, or other managerial role in an entity other than the Corporation or a person who has significant influence over the management or operating policies of an entity other than the Corporation.

Transaction means any transaction, agreement, or arrangement with the Corporation.

A *Conflict of Interest* is present when an Insider, or an immediate family member of an Insider, has an Interest in a Transaction or is in a Managerial Position with an entity involved in a Transaction.

Disinterested Directors are the members of the Board of Directors of the Corporation that do not have a Conflict of Interest.

III. PROCEDURES

1. Duty to Disclose

Promptly upon learning of the proposed Transaction, each Insider that has a Conflict of Interest shall promptly disclose to the Board of Directors the existence of the Conflict of Interest and all material facts regarding their Interest in the Transaction, including relevant

Managerial Positions. Such disclosure shall be made prior to the Board of Directors taking any action on the Transaction or substantially discussing the Transaction. In the event that the Insider is unsure as to whether a Conflict of Interest exists, the Insider shall disclose the circumstances to the Disinterested Directors, who shall determine whether there exists a Conflict of Interest that is subject to this policy.

2. No Participation

An Insider who has a Conflict of Interest shall not take part in any negotiations regarding the Transaction and shall not participate in or be permitted to attend the Board's or any committee's discussion of the matter except to disclose material facts and to respond to any questions regarding the Insider's Conflict of Interest. The Insider with the Conflict of Interest shall not exert his or her personal influence or lobby the Board of Directors with respect to the matter, either at or outside the meeting, and shall not vote on the Transaction. An Insider who is a member of the Board of Directors may be counted in determining the presence of a quorum at such meeting, however, the interested Directors may not be present during any discussion or vote on the Transaction.

3. Due Diligence

The Disinterested Directors shall hold a meeting to determine if the Transaction is fair, reasonable and in the best interest of the Corporation by conducting due diligence on the Transaction. Such due diligence may include any or all of the following:

- Reviewing all relevant documents relating to the Transaction;
- Discussing the purpose, benefits, advantages and disadvantages of the Transaction;
- Reviewing similar agreements and transactions to compare the relevant terms to the Transaction;
- Discussing and considering alternatives to the Transaction;
- Obtaining opinions or guidance from relevant industry third-party professionals regarding the fairness of the Transaction and the industry standards and terms for similar transactions;
- Consulting with the Corporation's legal counsel to discuss the terms and legal implications of the Transaction;
- Obtaining an independent legal opinion that the Transaction is fair, in the best interest of the Corporation and in compliance with applicable laws and regulations; and
- Proposing modification to the terms of the Transaction if the Disinterested

Directors concluded that the proposed terms of the Transaction are not fair, reasonable and in the best interest of the Corporation, as presented.

4. Approval

After exercising its due diligence, the Disinterested Directors, shall determine whether the Transaction is fair, reasonable and in the best interest of the Corporation. The Transaction can be approved by a majority vote of the Disinterested Directors present at a meeting for which a quorum is present. The Transaction must be approved by more than one Disinterested Director.

5. Record of Proceedings

The minutes of any meeting of the Board of Directors held pursuant to this policy shall contain:

- the names of all persons present at the meeting;
- details of the Transaction;
- the name of each Insider who disclosed or was otherwise determined to have a Conflict of Interest;
- the nature of the Conflict of Interest;
- the names of the Directors who participated in the discussion regarding the Transaction and the names of the Directors who were excluded from discussions of the Transaction;
- the information considered and discussed by the Board in exercising its due diligence regarding the Transaction;
- the Directors who voted on the Transaction, and the Directors who were excluded from voting;
- the result of the vote;
- if the Board rejected the Transaction, the reasons for the rejection and any proposed modifications to the Transaction;
- if the Board approved the Transaction, the reasons why the Board determined that the Transaction is fair and in the best interest of the Corporation; and
- copies of the Transaction agreements and all related documents thereto.

IV. VIOLATIONS

If the Board of Directors has reasonable cause to believe that an Insider has failed to disclose a Conflict of Interest, it shall inform such Insider of the basis for this belief and afford the Insider an opportunity to explain the alleged failure to disclose. If, after hearing the Insider's

response and making further investigation as warranted by the circumstances, the Board of Directors determines that the Insider has failed to disclose a Conflict of Interest, the Board of Directors shall take appropriate disciplinary and corrective action.

V. REVIEW

To ensure that the Corporation operates in a manner consistent with its mission, the Board of Directors shall periodically review this policy. The review shall consider the level of compliance with the policy, the continuing suitability of the policy, and whether the policy should be modified and improved. A copy of this policy shall be distributed to each Insider for their review and compliance hereto.

* * * *

Appendix 2

PHYTOTHERAPY, INC. WHISTLEBLOWER POLICY

I. EXPECTATION

PHYTOTHERAPY, INC. (the "Corporation") expects Directors, Officers and employees to observe high ethical standards in carrying out their responsibilities and to comply with all applicable laws and regulations.

II. OPEN DOOR POLICY

If any Director, Officer or employee has complaints, concerns, or questions as to the ethics or legality of a particular action taken by another Director, Officer or employee, he/she is encouraged to raise such complaints, concerns or questions with the relevant individual. With respect to Directors, the relevant individual is the President of the Board of Directors or any other Director. With respect to Officers and employees, the relevant individual is the President, if there is one in office, and if not, any Director. In the event the Director, Officer or employee believes there may have been a legal transgression, and that it is not reasonable to raise the issue with a Director or the President, he/she should contact an outside attorney. Anyone filing a complaint concerning a violation or suspected violation of a law, regulation or ethical requirement must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Individuals making baseless or malicious accusations will be disciplined up to and including termination.

III. REQUIREMENT OF INVESTIGATION

Within a reasonable time of receiving a complaint, concern or question regarding compliance with a law, regulation or ethics requirement, the President and/or a Director shall open an investigation into the matter and pursue it to resolution. Should the President or a Director find that a law, regulation or ethics requirement has been violated, appropriate action should be taken.

IV. CONFIDENTIALITY

To the degree possible, the names of the individuals reporting under this Whistleblower Policy shall be kept confidential.

V. PROTECTION FROM RETALIATORY ACTION

Neither the Corporation nor its managers may take any negative employment or other retaliatory action against any Director, Officer or employee who in good faith reports a violation of a law or regulatory requirement. An employee who retaliates against someone

who has reported a violation in good faith is subject to discipline including, but not limited to, termination of employment.

VI. GENERAL POLICY

This general policy is not a contract and it may be rescinded or amended at any time by the Corporation. It is not intended to and does not create any legally enforceable rights whatsoever for any employee.

* * * *

Appendix 3

PHYTOTHERAPY, INC. DOCUMENT RETENTION AND DESTRUCTION POLICY

I. RETENTION POLICY

PHYTOTHERAPY, INC. (the "Corporation") takes seriously its obligations to preserve information relating to litigation, audits, and investigations. The information listed in the retention schedule below is intended as a guideline and may not contain all the records the Corporation may be required to keep in the future. From time to time, the Corporation may suspend the destruction of records due to pending, threatened, or otherwise reasonably foreseeable litigation, audits, government investigations, or similar proceedings.

File Category	Item	Retention Period
Corporate Records	<i>By-Laws and Articles of Organization</i>	Permanent
	<i>Corporate resolutions</i>	Permanent
	<i>Member, Board and committee meeting agendas and minutes</i>	Permanent
	<i>Conflict-of-interest disclosure forms</i>	4 years
Finance and Administration	<i>Financial statements (audited)</i>	7 years
	<i>Auditor management letters</i>	7 years
	<i>Payroll records</i>	7 years
	<i>Check register and checks</i>	7 years
	<i>Bank deposits and statements</i>	7 years
	<i>Chart of accounts</i>	7 years
	<i>General ledgers and journals (includes bank reconciliations)</i>	7 years
	<i>Investment performance reports</i>	7 years
	<i>Equipment files and maintenance records</i>	7 years after disposition
Insurance Records	<i>Contracts and agreements</i>	7 years after all obligations end
	<i>Correspondence — general</i>	3 years
	<i>Policies — occurrence type</i>	Permanent

	<i>Policies — claims-made type</i>	Permanent
	<i>Accident reports</i>	7 years
	<i>Safety (OSHA) reports</i>	7 years
	<i>Claims (after settlement)</i>	7 years
	<i>Group disability records</i>	7 years after end of benefits
Real Estate	<i>Deeds</i>	Permanent
	<i>Leases (expired)</i>	7 years after all obligations end
	<i>Mortgages, security agreements</i>	7 years after all obligations end
Tax	<i>IRS Tax returns and related correspondence</i>	Permanent
	<i>IRS Form 1120s</i>	7 years
	<i>State Tax returns</i>	7 years
Human Resources	<i>Employee personnel files</i>	Permanent
	<i>Retirement plan benefits (plan descriptions, plan documents)</i>	Permanent
	<i>Employee handbooks</i>	Permanent
	<i>Workers comp claims (after settlement)</i>	7 years
	<i>Employee orientation and training materials</i>	7 years after use ends
	<i>Employment applications</i>	3 years
	<i>IRS Form I-9 (store separate from personnel file)</i>	Greater of 1 year after end of service, or three years
	<i>Withholding tax statements</i>	7 years
	<i>Timecards</i>	3 years
Technology	<i>Software licenses and support agreements</i>	7 years after all obligations end

II. ELECTRONIC DOCUMENTS AND RECORDS

Electronic documents will be retained as if they were paper documents. Therefore, any electronic files that fall into one of the document types on the above schedule will be

maintained for the appropriate amount of time. If a user has sufficient reason to keep an e-mail message, the message should be printed in hard copy and kept in the appropriate file or moved to an "archive" computer file folder. Backup and recovery methods should be tested on a regular basis.

III. EMERGENCY PLANNING

The Corporation's records should be stored in a safe, secure, and accessible manner. Documents and financial files that are essential to keeping the Corporation operating in an emergency should, if possible, be duplicated or backed up at least weekly and maintained off-site.

IV. DOCUMENT DESTRUCTION

Documents should be eliminated at the end of the relevant retention period. Destruction of financial and personnel-related documents should be accomplished by shredding. Document destruction with respect to relevant documents will be suspended immediately, upon any indication of an official investigation or when a lawsuit is filed or appears imminent. Destruction will be reinstated upon conclusion of the investigation or lawsuit.

V. COMPLIANCE

The Corporation will periodically review these procedures with legal counsel or the Corporation's certified public accountant to ensure that they are in compliance with new or revised regulations.

* * * *

**PHYTOTHERAPY, INC.
COMPENSATION SETTING POLICY**

I. INTRODUCTION

This policy codifies the procedures by which the Board of Directors of PHYTOTHERAPY, INC. (the "Corporation") sets the compensation of Directors, top management officials, Officers and key employees ("executive compensation"). These procedures are designed to comply with the "safe harbor" requirements set forth in the tax regulations on intermediate sanctions to create a rebuttable presumption of reasonableness in compensation levels.

II. POLICY

The Board of Directors shall oversee the setting of executive compensation and shall (1) determine compensation of all Directors, top management officials, Officers and key employees, and (2) review, assess and approve the reasonableness of such compensation on a regular basis. In order to be approved as reasonable, compensation must be an amount that would ordinarily be paid for comparable work by similarly situated organizations under like circumstances. The particular education, experience and skill of the compensated individual may also be taken into account.

III. GUIDELINES

Compensation determinations made by the Directors will be made in accordance with the following guidelines:

- (i) In setting and determining the reasonableness of executive compensation, the Board shall obtain and rely upon compensation information for comparable work by similarly situated organizations under like circumstances, as defined in Section II above.
- (ii) Directors involved in setting and approving executive compensation, as well as any third parties providing professional advice to the Directors in connection with setting and approving executive compensation shall be independent and have no conflicts of interest as to the executive whose compensation is being reviewed. Directors shall have no conflict of interest for these purposes if they (1) will not economically benefit from the compensation arrangement, (2) are not family members of a person who will economically benefit, (3) have no material financial interest affected by the compensation arrangement, and (4) are not family members of a person who has a material financial interest affected by the compensation arrangement.

- (iii) Timely and accurate minutes of all final actions by the Board regarding the setting and approval of executive compensation will be recorded and held with Board records. Such minutes will include (1) the terms of the approved compensation arrangement and the date approved, (2) a list of the Directors present during discussion, showing those who approved the arrangement, those who rejected it and those who recused themselves due to conflicts of interest, (3) the comparability data relied upon and how such data was obtained, and (4) the rationale for determining that the arrangement was reasonable if it exceeded the range of the comparability data.

* * * *

Appendix 5

PHYTOTHERAPY, INC. COMPREHENSIVE INFORMATION SECURITY POLICY

I. OBJECTIVE

It is the objective of PHYTOTHERAPY, INC. (the "Corporation") in the development and implementation of this comprehensive information security program ("CISP") to create effective administrative, technical and physical safeguards for the protection of personal information, and to comply with obligations under 201 CMR 17.00. This CISP sets forth our procedure for evaluating our electronic and physical methods of accessing, collecting, storing, using, transmitting, and protecting personal information. For purposes of this CISP, "personal information" means an individual's first name and last name or first initial and last name in combination with any one or more of the following data elements that relate to such resident: (1) Social Security number; (2) driver's license number or state-issued identification card number; or (3) financial account number, or credit or debit card number, with or without any required security code, access code, personal identification number or password, that would permit access to an individual's financial account; provided, however, that "personal information" shall not include information that is lawfully obtained from publicly available information, or from federal, state or local government records lawfully made available to the general public. The Corporation generally acquires personal information in connection with hiring employees and payroll, and in connection with sales to the public.

II. PURPOSE

The purpose of the CISP is to:

- Ensure the security and confidentiality of personal information;
- Protect against any anticipated threats or hazards to the security or integrity of such information; and
- Protect against unauthorized access to or use of such information in a manner that creates a substantial risk of identity theft or fraud.

III. DATA SECURITY COORDINATOR

The Corporation appoints the Treasurer to be its Data Security Coordinator. The Data Security Coordinator will be responsible for:

- Initial implementation of the CISP;
- Regular testing of the CISP's safeguards;

- Evaluating the ability of each of Corporation's third party service providers to implement and maintain appropriate security measures for the personal information to which Corporation permits them access, and requiring such third party service providers to implement and maintain appropriate security measures;
- Reviewing the scope of the security measures in the CISP at least annually, or whenever there is a material change in the Corporation's business practices that may implicate the security or integrity of records containing personal information; and
- Conducting an annual training session for all Directors, Officers, employees, volunteers and independent contractors, including temporary and contract employees who have access to personal information on the elements of the CISP.

IV. HANDLING PERSONAL INFORMATION

A. Paper Records

All paper records containing personal information shall be kept in a locked file cabinet with restricted access. Paper records will be destroyed regularly in accordance with the Corporation's document destruction policy using an office-grade shredder. Records containing personal information may not be taken out of the office and may be accessed only by personnel with a business necessity. Checks that need to be transported from the dispensary to the bank may be sent by US mail or hand delivered by the responsible employee, and if hand delivered, will not be left unattended at any point in the transition.

Checks. When the Corporation receives checks from members of the public, it will make only one hard copy and keep it in a locked file cabinet with restricted access. The checks themselves will also be kept under lock and key until they are deposited.

Paper Employment Records. Paper employment records must be kept under lock and key and accessed only by staff members responsible for employment issues and/or by the President.

B. Electronically Held Records

The Corporation requires the following security systems with respect to the maintenance of personal information on its computers:

Authentication Protocols. The Data Security Coordinator shall secure user authentication protocols including:

- Control of user IDs and other identifiers;
- A reasonably secure method of assigning and selecting passwords, or use of unique identifier technologies, such as biometrics or token devices;

- Control of data security passwords to ensure that such passwords are kept in a location and/or format that does not compromise the security of the data they protect;
- Restricting access to active users and active user accounts only; and
- Blocking access to user identification after multiple unsuccessful attempts to gain access.

Access Protocols. The Data Security Coordinator shall implement the following secure access control measures:

- Restrict access to records and files containing personal information to those who need such information to perform their job duties; and
- Assign unique identifications plus passwords, which are not vendor supplied default passwords, to each person with computer access, which are reasonably designed to maintain the integrity of the security of the access controls.

Restriction on E-mailing Personal Information. The Corporation will not, as a general rule, send or accept personal information by e-mail. To the extent exceptions must be made, the security measures described in this CISP shall be taken.

Encryption. Should any records and files containing personal information be transmitted across public networks or wirelessly, such records or files shall be encrypted. Personal information stored on laptops and other portable devices shall also be encrypted.

Monitoring. The Corporation shall take all steps necessary to reasonably monitor its computer network for unauthorized use of or access to personal information.

Firewalls. All files containing personal information on a system that is connected to the Internet shall be protected by a reasonably up-to-date firewall protection and operating system security patches designed to maintain the integrity of the personal information.

Virus protection. All computers containing personal information shall be protected by reasonably up-to-date versions of system security agent software, including malware protection and reasonably up-to-date patches and virus definitions, or a version of such software that can still be supported with up-to-date patches and virus definitions, and is set to receive the most current security updates on a regular basis.

B. Vendors

Pursuant to 105 CMR 725.200, information held by the Corporation about dispensary agents is confidential and shall not be disclosed without the written consent of the individual to whom the information applies, or as required under law or pursuant to an

order from a court of competent jurisdiction, provided however, the Department may access this information to carry out official duties. Only upon receipt of written consent of the individual to whom the confidential information applies will the Corporation share personal and financial information with its vendors. The Corporation requires each of their vendors to send written evidence, signed by an authorized person, confirming that they follow a confidentiality plan that fully complies with 105 CMR 725.200 and 201 CMR 17.00.

V. TRAINING

The Data Security Coordinator shall ensure that all employees, whether full-time, part-time, seasonal or temporary, and independent contractors, consultants and volunteers who have access to personal information are trained on the data security requirements provided in this CISP.

VI. PERSONS SEPARATING FROM THE CORPORATION

All employees, whether full-time, part-time, seasonal or temporary, and independent contractors, consultants and volunteers upon termination or resignation shall immediately be denied access to physical and electronic records containing personal information and will be required to return or destroy all records and files containing personal information in any form that may at the time of such termination or resignation be in their possession or control, including all such information stored on laptops, portable devices, or other media, or in files, records, notes, or papers.

VII. SECURITY BREACH AND NOTIFICATION

All employees, whether full-time, part-time, seasonal or temporary, and independent contractors, consultants and volunteers, shall as soon as practicable and without unreasonable delay notify the Data Security Coordinator when such person knows or has reason to know of a security breach or when the person knows or has reason to know that personal information was acquired or used by an unauthorized person or used for an unauthorized purpose.

A "security breach" is any unauthorized acquisition or unauthorized use of unencrypted data or, encrypted electronic data and the confidential process or key that is capable of compromising the security, confidentiality, or integrity of personal information that creates a substantial risk of identity theft or fraud. A good faith but unauthorized acquisition of personal information by a person or agency, or employee or agent thereof, for lawful purposes, is not a breach of security unless the personal information is used in an unauthorized manner or subject to further unauthorized disclosure.

When the Data Security Coordinator is informed of a security breach, he or she will (1) notify the individual whose information was compromised, and (2) notify the

Massachusetts Attorney General and the Office of Consumer Affairs and Business Regulation.

The notice to the individual will be in writing, possibly by electronic mail, and will include the following information:

- A general description of the incident;
- Identification of the personal information that may be at risk;
- A description of the Corporation's security program;
- A phone number to call within the Corporation for further information;
- Suggestion of extra caution, to review account statements, and to obtain a credit report; and
- Phone numbers and addresses of the Federal Trade Commission, state agencies that may be of assistance, and major consumer reporting agencies. The notice will not be provided if law enforcement personnel advise against it.

The notice to the Office of Consumer Affairs and Business Regulation and to the Attorney General will include the following:

- A detailed description of the nature and circumstances of the breach of security;
- The number of people affected as of the time of notification;
- The steps already taken relative to the incident
- Any steps intended to be taken relative to the incident subsequent to notification; and
- Information regarding whether law enforcement is engaged investigating the incident.

Non-Retaliation. The Corporation will not retaliate against anyone who reports a security breach or non-compliance with CISP, or who cooperates in an investigation regarding such breach or non-compliance. Any such retaliation will result in disciplinary action by the responsible parties up to and including suspension or termination.

Documentation. The Corporation shall document all responsive actions taken in connection with any incident involving a security breach.

VIII. CONFIDENTIALITY

Notwithstanding anything to the contrary contained herein, information held by the Corporation about registered 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 applies, or as required under law or pursuant to an order from a court of competent jurisdiction, provided however, the Department may access this information to carry out official duties.

* * * *

Appendix 6

PHYTOTHERAPY, INC. ANTITRUST POLICY

It is the policy of PHYTOTHERAPY, INC. (the "Corporation") to comply fully with all federal and state antitrust laws, which prohibit companies from working together to restrict competition. It is also the policy of the Corporation that it and its directors and officers are informed about antitrust laws and recognize possible antitrust issues or questions.

It is legal for competitors within the medical use of marijuana industry to work together, unless such work unlawfully restricts competition within the industry. Although the Corporation's activities generally do not present antitrust issues, to ensure against inadvertent violations of federal and state antitrust laws, directors, except to insure that prices are reasonable and affordable for the Corporation's patients, and to prevent diversion for non-medical purposes, directors, officers and employees shall not discuss with competitors the following: increasing, decreasing, or stabilizing prices for medical marijuana or related products and services; and establishing market monopolies for products or services.

Furthermore, directors, officers, and employees shall not engage in any actions in the context of the Corporation's activities which appear to be anti-competitive in purpose or inconsistent with this policy.

Any questions regarding antitrust issues and the Corporation's activities shall be directed to the President, if any, and referred to counsel if deemed necessary.

Pursuant to 105 CMR 725.100(A)(2), no executive, member, director or any entity owned or controlled by such executive, member or director may directly or indirectly control more than three (3) registered marijuana dispensaries in the Commonwealth of Massachusetts.

* * * *

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

Dr. Pritesh Kumar

Residential Address



Title (at applicant non-profit corporation)

Chief Executive Officer and Director of Cultivation

Name of Applicant Non-Profit Corporation

Phytotherapy, Inc.

Highest Education Attained – Institution, Degree, and Year


University of Louisville
Ph.D. Pharmacology & Toxicology, Cannabinoid Concentration
2014

Applicant Non-Profit Corporation

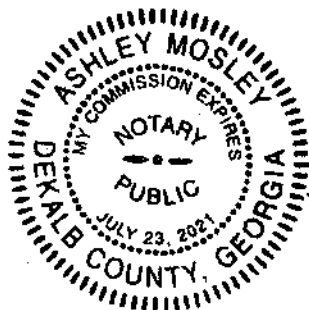
Past 10 Years of Employment by Employer, Title and Time Period. List chronologically, beginning with most recent employment. Add more forms if space is needed for additional employment history entries.

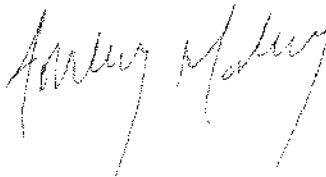
Employer	Title	Time Period
PhytoSciences Consulting LLC	Chief Executive Officer	2014 - 2017
PharmaCielo Ltd.	Chief Scientific Officer / Chair, Research Advisory Board	2016-2017
KYDS LLC	Laboratory Director	May 2017-Present
University of Louisville CREAM (Center for Regulatory and Environmental Analytical Metabolomics)	Advisor	January 2017-Present
Revive Therapeutics Ltd.	Scientific Advisor	February 2017 - Present
AltMed LLC	Advisory Board Member	March 2016 - Present

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


Signature of the Individual

10/6/2017
Date Signed



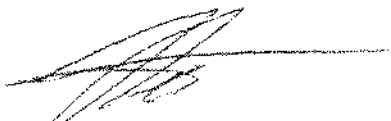


Applicant Non-Profit Corporation _____

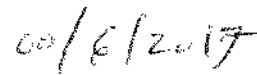
Past 10 Years of Employment by Employer, Title and Time Period. List chronologically, beginning with most recent employment. Add more forms if space is needed for additional employment history entries.

Employer	Title	Time Period
University of Louisville	Laboratory & Research Director	2009-2015
Vida Corp.	Chief Scientific Officer	2014-2015
University of North Carolina	Cannabinoid Research Consultant	2012-2014
University of Kentucky, Department of Nutritional Biochemistry	QA / QC / Research Director	2006-2009

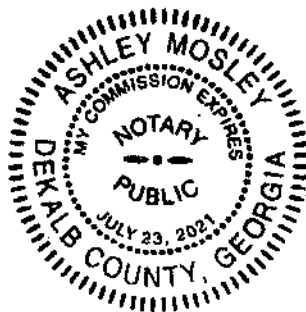
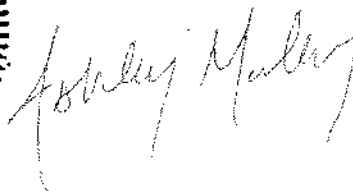
Signed under the pains and penalties of perjury, I agree and attest that all information included in this form is complete and accurate.



Signature of the Individual



Date Signed

Applicant Non-Profit Corporation _____

SECTION D. EMPLOYMENT AND EDUCATION FORM

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Name

Sri Kalapala

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

Chief Operating Officer

Name of Applicant Non-Profit Corporation

PhytoTherapy Inc.

Highest Education Attained – Institution, Degree, and Year

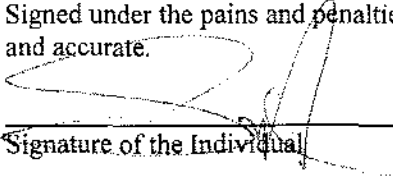
West Virginia University, (B.S.) Biology 2009

Applicant Non-Profit Corporation

Past 10 Years of Employment by Employer, Title and Time Period. List chronologically, beginning with most recent employment. Add more forms if space is needed for additional employment history entries.

Employer	Title	Time Period
WeRise Jamaica	Officer & Director	2016-Present
Insita Healthcare	CEO	2015-Present
Hyperaerial	CTO	2014-Present
PhytoSciences Consulting LLC	Operations Manager / CTO	2014-Present
University of Pittsburgh Medical Center	Hospital Administrative Analyst	2009-2010
Business Consultant / Self-Employed	Operational Analyst	2009-Present

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


Signature of the Individual

10-4-17
Date Signed

Applicant Non-Profit Corporation _____

SECTION D. EMPLOYMENT AND EDUCATION FORM

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Name

Vincent Galano III

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

Chief Financial Officer

Name of Applicant Non-Profit Corporation

Phytotherapy, Inc.

Highest Education Attained – Institution, Degree, and Year

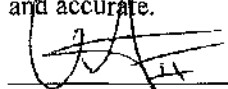
Northeastern University, Bachelor of Science in Business Administration, 2012

Applicant Non-Profit Corporation _____

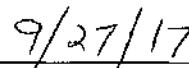
Past 10 Years of Employment by Employer, Title and Time Period. List chronologically, beginning with most recent employment. Add more forms if space is needed for additional employment history entries.

Employer	Title	Time Period
Imprivata	Financial Analyst	10/29/15 - Present
VCE	Financial Analyst & Staff Accountant	7/1/12 - 10/25/15
Qinetiq - NA	Intern/Co-OP	7/1/11 - 6/30/12
WGBH -	Intern/Co-OP	7/1/10 - 12/31/10
State Street	Intern/Co-OP	7/1/09 - 12/31/09

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



Signature of the Individual



Date Signed

Applicant Non-Profit Corporation

SECTION D. EMPLOYMENT AND EDUCATION FORM

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Name

Kenneth J. Gill

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

Director of Security

Name of Applicant Non-Profit Corporation

Phytotherapy, Inc.

Highest Education Attained – Institution, Degree, and Year

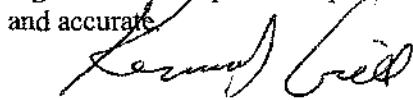
Juris Doctorate, New England School of Law, Boston, MA-1984

Applicant Non-Profit Corporation _____

Past 10 Years of Employment by Employer, Title and Time Period. List chronologically, beginning with most recent employment. Add more forms if space is needed for additional employment history entries.

Employer	Title	Time Period
Peter Holland Company	Consulting/Office	October 2014-January 2016
City of Peabody	Plowing	January-March 2014
Salem Country Club	Grounds Crew	March- November 2011
Commonwealth of Massachusetts	Captain, State Police	July 1982- October 2010

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



Signature of the Individual

9-12-17

Date Signed