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

INSTRUCTIONS

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

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

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

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

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

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

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

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

All fees are non-refundable and non-transferable.

REVIEW

Applications are reviewed in the order they are received.

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

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

PROVISIONAL CERTIFICATE OF REGISTRATION

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

REGULATIONS

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

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

PUBLIC RECORDS

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

QUESTIONS

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

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

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

☑ A copy of the Corporation’s Articles of Organization

☑ A copy of the Corporation’s Certificate of Good Standing from the Massachusetts Secretary of State. The Certificate of Good Standing must be dated no earlier than 90 days prior to the date the Management and Operations Profile is received by the Department.

☑ A copy of the Corporation’s bylaws

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

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

☑ A completed Remittance Form (use template provided)

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

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

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: [Initials]
SECTION A. APPLICANT INFORMATION

Medmar Inc.

1. Legal name of Corporation
   Charles A. Stockwell

2. Name of Corporation's Chief Executive Officer
   Charles A. Stockwell

3. Address of Corporation (Street, City/Town, Zip Code)
   14 Shornecliff
   Newton, MA 02458

4. Applicant point of contact (name of person Department of Public Health should contact regarding this application)
   407-620-5425

5. Applicant point of contact's telephone number
   chipstockwell@hazelfarms.ca

6. Applicant point of contact's e-mail address

7. Number of applications: How many Management and Operations Profiles do you intend to submit?
   1

SECTION B. INCORPORATION

8. Attach a copy of the corporation's Articles of Organization, documenting that the applicant is a non-profit entity incorporated in Massachusetts.

9. Attach a copy of the corporation's Certificate of Good Standing from the Massachusetts Secretary of State. The Certificate of Good Standing must be dated no earlier than 90 days prior to the date the Management and Operations Profile is received by the Department.

10. Attach a copy of the corporation's bylaws.
SECTION C. NON-PROFIT COMPLIANCE

Answer each of the questions below to explain how the Corporation will remain in compliance with the non-profit requirements of Ch. 369 of the Acts of 2012, the regulations at 105 CMR 725.000, and “Guidance for Registered Marijuana dispensaries Regarding Non-Profit Compliance.” Please refer to the “Guidance for Registered Marijuana dispensaries Regarding Non-Profit Compliance” document in completing this form.

11. Please identify any management company that the applicant intends to utilize and summarize the terms of any agreement or contract, executed or proposed, with the management company.

Our intention at this time is to have all management within the corporation.

If we decide in the future to use a management company, we will ensure that the contract will be at fair market value pricing and will be executed in full compliance with Massachusetts law.
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.

At this time we do not envision any related party transactions.

In the future, if we decide to engage in any related party transactions we will ensure that they are on fair market value terms and will be executed in full compliance with Massachusetts law.
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.

None at this time.
14. Please identify whether any members of the Board of Directors are serving as officials, executives, corporate members or board members for any management company, investor or other third party proposed to contract or otherwise conduct business with the proposed RMD.

None at this time.
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.

None at this time.

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

Signature of Authorized Signatory: ________________________________

Date Signed: 10-30-2017

Charles A. Stockwell

Chief Executive Officer

Print Name of Authorized Signatory: Charles A. Stockwell

Title of Authorized Signatory: Chief Executive Officer
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.

Charles A. Stockwell will initially serve as CEO, COO, and CFO.

Charles A. Stockwell led the Dr. Phillips Panther Football Booster Inc. for 3 years including fundraising, program administration, record keeping and 501(c)(3) compliance.

Prior to the booster, Charles A. Stockwell led the Dr. Phillips Pop Warner youth football including fundraising and program administration.
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.
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.

Charles A. Stockwell will initially serve as CEO, COO, and CFO.

Charles A. Stockwell does not have experience in medical marijuana but has extensive experience operating and managing greenhouses. A 10 acre greenhouse range since 1999 and an additional 15 acre greenhouse range since 2011 - both growing tomatoes - with another 30 acre greenhouse range under construction. Charles A. Stockwell is responsible for growing the tomato crop, picking/harvesting the tomatoes, packing, ensuring food safety compliance, and labelling compliance (regulatory and traceability). Charles A. Stockwell has extensive experience in both organic and conventional tomato crops and related requirements. Charles A. Stockwell is familiar with pesticides, fertilizers, pest/rodent prevention and control, security, transportation and labor management.

Prior to the greenhouse operations, Charles A. Stockwell was employed by a trucking company and has extensive experience in logistics.
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.

Charles A. Stockwell will be responsible for cultivation. While he does not have experience in cultivation of medical marijuana, he has extensive experience in cultivation operations for greenhouse agriculture, primarily tomatoes. He has operated tomato greenhouse operations since 1999 with responsibility over growing, harvesting, packing and safety compliance of both organic and conventional crops.

David Robinson will be responsible for security operations. While he does not have experience in security of medical marijuana, he has extensive security experience. David Robinson was a Navy Seal who served with distinction and he continues to be involved with Naval Intelligence. David Robinson also owns his own security company and consults on security protocols for numerous businesses and industries.
SECTION E. OPERATIONS

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

Medmar, Inc. is committed to providing high quality, safe medical marijuana that is free of contaminants, reliable, & contain well-defined cannabinoid profiles that will ensure proper & accurate dosing for our registered qualifying patients in the treatment of debilitating medical conditions & the associated symptoms pursuant to MA regulations 105 CMR 725.000 & Program for Medical Use of Marijuana. We will implement a sustainable cultivation operation that will improve overall efficiency, limit contamination, & will ensure that quality, safety, compliance, & consistency are built into our growing process & every batch of marijuana we produce.

We will operate a single designated, locked greenhouse facility where all phases of our cultivation process will be performed compliant with 725.000 & State security regulations & requirements. Our facility will include established limited access areas, monitored by an alarm & surveillance camera system. All cultivation operations will be divided into separate grow room compartments to limit cross contamination & a series of best practices (daily visual inspections, use of biological controls), grow methods, protocols, & Integrated Pest Management system will be implemented to limit contamination from mold, rot, fungus, mildew, bacterial diseases, & combat any pest population compliant with 725.105(B)(1), (C)(d). Use of non-organic pesticides will be prohibited compliant with 725.105(B)(1)(d).

Our cultivation facility will utilize efficient technology, equipment, & materials allowing us to precisely control our grow environment year round (light, temp, humidity, ventilation, irrigation, nutrients), thus minimizing our usage of organic fertilizer, water, energy consumption, labor, overhead costs, & pass-through costs to patients while improving the overall efficiency of our operation & maximizing space utilization. Use of an air filtration system & high-capacity fans will maximize air flow & ventilation, while CO2 augmentation will be added to improve plant growth & health.

Cultivation Process: strain selection, germination of seeds, placement in grow medium (adherent to environmental media regulations) for vegetative stage, daily light cycle adjustment for flowering stage, harvesting, trimming, drying & curing. All marijuana leaves & flowers will be processed in a safe, sanitary manner compliant with 725.105(C)(4). All waste will be disposed of as to minimize odor & pests compliant with 725.105(A). Employees will receive training in basic cultivation procedures, safety, emergency procedures compliant with 725.105(A) & must follow good sanitary practices for personal cleanliness compliant to 725.300, 725.105(B), (C).

Our real-time seed-to-sale inventory control system will track the health & life cycle of each of our plants, simplifying our cultivation process, streamlining our workflow. Lab testing & compliance audits will be conducted to ensure safe cultivation of marijuana pursuant to 725.105(C).
22. Describe the types and forms of Marijuana Infused Products ("MIPs") that the RMD intends to produce, if any.

Medmar, Inc. will extract cannabinoids efficiently to create different high quality marijuana concentrates, resins, & MIPs that will provide in a variety of uptake & administrative methods, while ensuring accurate product labeling for consistent, reliable dosing that will provide the best use for highly effective, long lasting relief in the treatment of specific debilitating conditions & symptoms of our registered patients compliant with 105 CMR 725.105. As accurate info & feedback is collected from our patients & caregivers, will adjust our program to meet their needs including but not limited to:

-Dry Concentrates: Compressed cannabis plant: Wax, Kief, Hash.
-Vaporization: Vaporizers & Cartridges.

We will implement SOPs to meet requirements of "Good Manufacturing Practices for Food," state requirements for food handlers, & sanitary best practices compliant with 725.105 (C) in our production of MIPs. All manufactured products will be medicinal in nature, science based, lab tested, accurately labeled with cannabinoid profile: THC, CBD, concentration of CBN, CBG, CBC, CBD, CBDV, THCA, THCV, cannabinoid >0.1% compliant with 725.105 (C), (E).
23. Provide a summary of the RMD’s methods of producing MIPs, if the RMD intends to produce MIPs.

We will develop SOPs & requirements that will ensure safe, consistent, & reliable use of equipment & materials in all stages of processing, preparing, handling, & storage operations to produce edible & non-edible marijuana products that are safe, unadulterated, appropriately packaged, & properly labeled to provide consistent accurate dosing compliant with 725.000, Good Manufacturing Practices for Food Handlers, Protocol for Sampling & Analysis of Finished Medical Marijuana Products & MIPs.

All production & manufacturing will be conducted in 1 processing facility, utilizing multiple secure self contained limited access spaces for each operation, ONLY accessible to authorized personnel to prevent diversion or loss. Mechanical design will prevent contamination, maintain sanitary condition compliant with 725.105 & Architectural RMD Review.

We will utilize 4 extraction methods: Supercritical CO2, Residual Solvents, Cooking, & Mechanical. Compliant with 725.105(B), (C), (D), & (E): MIPs forms will be capable of being administered in medically familiar methods, all MIPs will be stored in secure, limited access areas, packaged & accurately labeled; Dispensary agents will be trained to ensure MIPs are properly sanitized, stored, dried, handled to prevent contamination during prep, storage, display; SOPs will ensure proper sampling; Testing & analysis will be performed at various stages of production for presence of contaminants, cannabinoid profile, & potency of products.
29. Provide a summary of the RMD's operating procedures for quality control and testing of product for potential contaminants.

We are dedicated to providing safe, consistent, & reliable treatment for our registered patients & caregivers by dispensing only the highest quality medical marijuana products with well-defined cannabinoid profiles, free of contaminants. All Medmar facilities will be designed to maintain the sanitation & operational requirements set forth in 725.000. We will proactively address safety & quality of all finished plant material & MIPs by building comprehensive best practices for quality, safety, potency into our production process to consistently meet quality assurance standards & regulations of 725.000 & Protocol for Sampling and Analysis of Finished Medical Marijuana Products & MIPs for MA RMDs.

We will contract an independently licensed testing laboratory, ISO 17025 accredited, DPH approved & licensed, to perform all analytical testing of finished plant material & MIPs to determine cannabinoid profile, presence of contaminants in products & environmental media used during cultivation compliant with testing requirements of 725.000. We will comply with state regulations 725.105(C)(2) in contracting a testing lab including: lab employees will be registered Medmar dispensary agents, no individual lab employee will be compensated, & NO Medmar agent, executive, or member will have any interest in lab providing testing services.

We will develop protocols for responding to any result indicating contamination (destruction, assess source), results maintained for >1 year.
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.

We will implement policies, procedures, & protocols to ensure the confidentiality & maintenance of record keeping are compliant with all State laws & regulation requirements, to comply with every aspect of 725.000.

Use of an encrypted, secure electronic patient database that is strictly controlled & continuously backed up to update patient information & records. Patients, caregivers, & dispensary agent information is confidential & will not be disclosed without written consent from individual to whom the information belongs, as required by law, pursuant to 725.200. All Medmar records pertaining to any aspect of 725.000, will be available for DPH inspection pursuant to 725.105(1).

All employees receive mandatory confidentiality training to including training specific to HIPAA compliance & the Act’s Privacy Rule (on-going annual training on HIPAA compliance). Notice of Privacy Practices will be made available upon request.

Medmar will verify all registered patients by manually accessing & consulting with DPH web-based system prior to entering RMD & during sale process. A patient record will be established & maintained for every qualifying patient that obtains marijuana form a Medmar RMD. All entries will be dated & electronically signed by an authorized dispensary agent (unique ID). Any entry made to a patient record will reflect all purchases, denial of sale, educational material provided. Access will be limited to key authorized personnel.
31. Provide a summary of the RMD's personnel policies.

Medmar, Inc. is committed to providing a positive work environment for our employees that will be focused on safety, compliance, development, opportunity, fair compensation, & clear communication of established employee expectations. Standard best practices will be utilized to develop personnel policies & procedures compliant with 725.000.

All employees will be carefully screened compliant (CORI check) with 725.030 prior to hiring. All employees will be trained on company policies, procedures, security protocols, & training specific to job function. We will require 8 hours (min) of on-going annually compliant with 725.105(H). Any dispensary agent in contact with marijuana or MIPs, will be subject to requirements for food handlers & sanitary best practices for good hygiene complying with 725.300.

Each employee will receive our Employee Handbook, reviewed during New Hire Orientation, to ensure a clear understanding & accountability of our policies, procedures, expectations, benefits, & the opportunities available to them including but not limited to: complying with FMLA, COBRA, HIPAA, FFC, ERISA, ADA; Confidentiality, Alcohol & Drug-Free Workplace, Anti-Harassment & Discrimination, Workplace Safety & Security, Emergency Procedures; Standards of Conduct, Email Policy; Employment Categories, Wages, Benefits, RMD Hours, Employee Working Hours, Evaluations; Policy for Immediate Agent Dismissal (divert marijuana, engage in unsafe practice), Reporting to DPH & Law Enforcement.
33. Provide a summary of the RMD's operating procedures for record keeping.

Medmar, Inc. will implement standard best practices & SOPs that are committed to ensuring security, privacy, compliance in documenting & maintaining all RMD records, available for inspection by DPH upon request compliant with 105 CMR 725.000. We will utilize software to implement a comprehensive realtime seed-to-sale & inventory tracking systems, POS, accounting software, & realtime reporting that will ensure transparency, legitimacy, accessibility, & compliance in maintaining all RMD records in hard-copy & electronic format required by State regulations & meet DPH requirements pursuant to 725.100 & 725.105 including but not limited to:

- Operating Procedures: RMD hours, staffing, quality control & security plan, emergency procedures, storage, record keeping, pricing, patient education, production compliant with 725.105(A).
- Patient Record: Medical history consistent with HIPAA requirements, state regulations, scanned copy of Program ID card, purchases, sales data (type, quantity, batch, price), any denial of sale.
- Personnel: Job function, personnel records of each agent includes: copy of submitted agent application to DPH, evaluations, documented & verified training, job function, CORI reports compliant with 725.030(C).
- Seed-To-Sale & Inventory Records: Tracking records of all marijuana & MIPs compliant with 725.105(G) & (G)(5).
- Business Records compliant with 725.105(I)(5).
- Waste Disposal compliant with 725.105(J).
- Incident Reporting compliant with 725.110(F).

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: J Management and Operations Profile – Page 26
34. Provide a summary of the RMD’s plans for providing patient education.

We will provide an adequate supply of up-to-date educational materials (mats) available to registered patients & caregivers as follows: on tablets, printed material (borrowed) perused inside RMD, sent via email by patient request. Mats will be available in languages accessible to all registered patients each Medmar RMD serves, including visually & hearing impaired. All mats will be made available to DPH upon request compliant with 725.105(K).

Each patient that registers at a Medmar RMD receives a copy of our Patient Handbook, contents reviewed during patient orientation. One-on-one consultations with our highly trained & knowledgeable patient consultants will address any questions or concerns related to determining product, method, & dosage.

- Patient Confidentiality, HIPAA, Notice of Privacy Practices.
- MA: Explanation of Act; patients may not distribute marijuana to other individuals; return unused, excess, contaminated product to source RMD for disposal.
- Warnings: FDA hasn’t analyzed or approved marijuana; limited info on side effects; keep away from children; driving under influence is prohibited M.G.L.c. 90 s. 24 & machinery shouldn’t be operated.
- Product Selection: Effects, form, consumption method.
- Dosing: Dosage/titration of administration method; emphasize smallest dose for desired effect; impact of potency; tolerance, withdrawal.
- Substance Abuse: Signs & symptoms; referral to treatment program.
- Other DPH Required Info compliant with 725.105 (K)(9).
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.

Medmar will assist patients with verified financial hardships by providing medicinal marijuana at reduced cost on an income-based sliding scale pricing system compliant with 725.100(A)(6) & 725.105 (A)(13). Patient acceptance into our program is based on the information submitted on a patient's completed Financial Hardship Application & their ability to meet all eligibility requirements that satisfy the criteria of our financial assistance program:

- Valid ID & Valid Registration Card: Confirm patient is resident of RMD's county or adjacent county.
- Income Verification: Requires proof of patient enrollment in one income-based support program-MassHealth, Supplemental Security Income (if enrolled we presume earn 300% FPL), or individuals whose income doesn't exceed 300% of federal poverty level, adjusted for family size.
- Completed & Approved Compassion Program Registration Form: Use DPH standards to determine patient eligibility & is available to all patients at RMD upon their request.

Our trained staff will review & evaluate all completed patient applications on a monthly basis to determine which patients, if any, meet our eligibility criteria. Each patient will receive written notification of their eligibility within 10 business days of receipt of our patient's completed application & required documents. Number of applications approved annually will be based upon funding. We will limit amount of free/low cost medicine provided to each patient to prevent diversion.
37. Provide a summary of the training(s) that the RMD intends to provide to Dispensary Agents.

We will develop a detailed training program that implements clear learning objectives specifically designed to provide our dispensary agents with required industry knowledge & skills necessary for meeting their training & development needs. We will implement an employee development & succession plan to encourage a culture of continuous learning, knowledge inquiry, sharing, & competence that promotes employee advancement, retention, & enhanced working practices compliant to 725.000.

All employees will receive company-wide training pursuant to State & DPH requirements & regulations. Once basic training is complete, all employees must complete extensive department specific training on policies, procedures, knowledge, skills to ensure efficient performance of specific job function including; Safety & Security, Alarms, Limited Access Areas, Emergency Procedures, Anti-Diversion, Authorized Personnel, Personnel Records, Patient & Caregiver ID, Dispensing Limits, POS System, Inventory (Seed-to-Sale Tracking), Product Handling & Sanitation, Storage, Sampling, Testing, Packaging, Labeling, Waste Disposal, Transportation, Record Keeping, Audits, Patient Education, Customer Service, Community Relations, Law Enforcement Interaction, Marketing & Advertising Requirements.

To ensure consistency & efficiency of our training program we will develop a training schedule utilizing a variety of training methods & activities as follows: Orientation, In-House, Job Function, Scheduled On-Going.
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.

Medmar will contract with an Insurance provider to maintain general liability insurance coverage no less than: $1,000,000.00 per occurrence and $2,000,000.00 in aggregate annually, including product liability coverage for no less than $1,000,000.00 per occurrence and $2,000,000.00 in aggregate annually, with the deductible for this policy will be no more than $5,000.00 per occurrence compliant with 105 CMR 725.105(Q)(1). In the case that Medmar cannot obtain an Insurance agreement, we will place a minimum of $250,000.00 in escrow to be expended only for the coverage of liabilities compliant with 725.105(Q)(2). Any expenditure from this escrow account will be replenished within 10 business days compliant with 725.105(Q)(3). All Medmar's general liability insurance compliance reports will be documented and available upon request to DPH compliant with 725.105(Q)(4).
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.

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<tr>
<th>Individual Name</th>
<th>Amount of Initial Capital Committed</th>
<th>Percentage of Initial Capital Committed</th>
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<td>Charles A. Stockwell</td>
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<td>Entity Name</td>
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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: [Signature]
ATTESTATIONS

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

[Signature]
Signature of Authorized Signatory

Charles A. Stockwell
Print Name of Authorized Signatory

Chief Executive Officer
Title of Authorized Signatory

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

[Signature]
Signature of Authorized Signatory

Charles A. Stockwell
Print Name of Authorized Signatory

Chief Executive Officer
Title of Authorized Signatory

Information on this page has been reviewed by the applicant, and where provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory here: [Signatures]
The Commonwealth of Massachusetts
William Francis Galvin
Secretary of the Commonwealth, Corporations Division
One Ashburton Place, 17th floor
Boston, MA 02108-1512
Telephone: (617) 727-9640

Articles of Organization
(General for: Corporation)

Identification Number: 001267000

ARTICLE I
The exact name of the corporation is:
MEDMAR INC.

ARTICLE II
The purpose of the corporation is to engage in the following business activities:
TO CONDUCT GENERAL NON-PROFIT ACTIVITIES.

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:

WILL 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:

NONE

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: 14 SHORNECLIFF  
City or Town: NEWTON  
State: MA  
Zip: 02458  
Country: USA

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

<table>
<thead>
<tr>
<th>Title</th>
<th>Individual Name</th>
<th>Address (no PO Box)</th>
<th>Expiration of Term</th>
</tr>
</thead>
<tbody>
<tr>
<td>PRESIDENT</td>
<td>CHARLES ALBERT STOCKWELL</td>
<td></td>
<td>50 years</td>
</tr>
<tr>
<td>TREASURER</td>
<td>CHARLES ALBERT STOCKWELL</td>
<td></td>
<td>50 years</td>
</tr>
<tr>
<td>CLERK</td>
<td>CHARLES ALBERT STOCKWELL</td>
<td></td>
<td>50 years</td>
</tr>
<tr>
<td>DIRECTOR</td>
<td>CHARLES ALBERT STOCKWELL</td>
<td></td>
<td>50 years</td>
</tr>
</tbody>
</table>

c. The fiscal year (i.e., tax year) of the business entity shall end on the last day of the month of:  
   January

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

Name: REGISTERED AGENTS INC.  
No. and Street: 82 WENDELL AVE, STE 100  
City or Town: PITTSFIELD  
State: MA  
Zip: 01201  
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:

CHARLES STOCKWELL

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 29 Day of March, 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.)

CHARLES STOCKWELL
THE COMMONWEALTH OF MASSACHUSETTS

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

March 29, 2017 02:16 PM

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth
To Whom It May Concern:

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

**MEDMAR INC.**

is a domestic corporation organized on **March 29, 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: 17100490750
Verify this Certificate at: [http://corp.sec.state.ma.us/CorpWeb/Certificates/Verify.aspx](http://corp.sec.state.ma.us/CorpWeb/Certificates/Verify.aspx)
Processed by:
Medmar Inc.
A Massachusetts Non-profit Corporation

BYLAWS

ARTICLE I

NAME

1.01 Name

The name of this corporation shall be Medmar Inc. The business of the corporation may be conducted as Medmar Inc.

ARTICLE II

PURPOSES AND POWERS

2.01 Purpose

Medmar Inc. is a non-profit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

Medmar Inc. was created for the growing and distributing medical marijuana as a Registered Marijuana Dispensary.

2.02 Powers

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.03 Nonprofit Status and Exempt Activities Limitation.

(a) Nonprofit Legal Status. Medmar Inc. is a Massachusetts non-profit public benefit corporation, expecting to file for tax-exempt status under Section 501(c)(3) of the United States Internal Revenue Code.

(b) Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or
carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

(e) Distribution Upon Dissolution. Upon termination or dissolution of the Medmar Inc., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Medmar Inc. hereunder shall be selected in the discretion of a majority of the managing body of the corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Medmar Inc. by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Massachusetts.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to the Medmar Inc., then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Massachusetts to be added to the general fund.

ARTICLE III
MEMBERSHIP

3.01 No Membership Classes

The corporation shall have no members who have any right to vote or title or interest in or to the corporation, its properties and franchises.

3.02 Non-Voting Affiliates

The board of directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the corporation. The board, a designated committee of the board, or any duly elected officer in accordance with board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of
affiliates, and to make determinations as to affiliates’ rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate’s consent. At the discretion of the board of directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or at the corporation website. Affiliates have no voting rights, and are not members of the corporation.

ARTICLE IV
BOARD OF DIRECTORS

4.01 Number of Directors

Medmar Inc. shall have a board of directors consisting of at least 4 and no more than 15 directors. Within these limits, the board may increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors.

4.02 Powers

All corporate powers shall be exercised by or under the authority of the board and the affairs of the Medmar Inc. shall be managed under the direction of the board, except as otherwise provided by law.

4.03 Terms

(a) All directors shall be elected to serve a one-year term, however the term may be extended until a successor has been elected.

(b) Director terms shall be staggered so that approximately half the number of directors will end their terms in any given year.

(c) Directors may serve terms in succession.

(d) The term of office shall be considered to begin January 1 and end December 31 of the second year in office, unless the term is extended until such time as a successor has been elected.

4.04 Qualifications and Election of Directors

In order to be eligible to serve as a director on the board of directors, the individual must be 18 years of age and an affiliate within affiliate classifications created by the board of directors. Directors may be elected at any board meeting by the majority vote of the existing board of directors. The election of directors to replace those who have fulfilled their term of office shall take place in January of each year.
4.05 Vacancies

The board of directors may fill vacancies due to the expiration of a director’s term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled board position, subject to the maximum number of directors under these Bylaws.

(a) Unexpected Vacancies. Vacancies in the board of directors due to resignation, death, or removal shall be filled by the board for the balance of the term of the director being replaced.

4.06 Removal of Directors

A director may be removed by two-thirds (%) vote of the board of directors then in office, if:

(a) the director is absent and unexcused from two or more meetings of the board of directors in a twelve month period. The board president is empowered to excuse directors from attendance for a reason deemed adequate by the board president. The president shall not have the power to excuse him/herself from the board meeting attendance and in that case, the board vice president shall excuse the president. Or:

(b) for cause or no cause, if before any meeting of the board at which a vote on removal will be made the director in question is given electronic or written notification of the board’s intention to discuss her/his case and is given the opportunity to be heard at a meeting of the board.

4.07 Board of Directors Meetings.

(a) Regular Meetings. The board of directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the board. Board meetings shall be held upon four (4) days notice by first-class mail, electronic mail, or facsimile transmission or forty-eight (48) hours notice delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.

(b) Special Meetings. Special meetings of the board may be called by the president, vice president, secretary, treasurer, or any two (2) other directors of the board of directors. A special meeting must be preceded by at least 2 days notice to each director of the date, time, and place, but not the purpose, of the meeting.

(c) Waiver of Notice. Any director may waive notice of any meeting, in accordance with Massachusetts law.

4.08 Manner of Acting.

(a) Quorum. A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present.
(b) **Majority Vote.** Except as otherwise required by law or by the articles of incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board.

(C) **Hung Board Decisions.** On the occasion that directors of the board are unable to make a decision based on a tied number of votes, the president or treasurer in the order of presence shall have the power to swing the vote based on his/her discretion.

(d) **Participation.** Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

**4.09 Compensation for Board Service**

Directors shall receive no compensation for carrying out their duties as directors. The board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities, such as travel expenses to attend board meetings.

**4.10 Compensation for Professional Services by Directors**

Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the board Conflict of Interest policy and state law.

**ARTICLE V**

**COMMITTEES**

**5.01 Committees**

The board of directors may, by the resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the board. Any committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except that no committee, regardless of board resolution, may:

(a) take any final action on matters which also requires board members’ approval or approval of a majority of all members;

(b) fill vacancies on the board of directors of in any committee which has the authority of the board;

(c) amend or repeal Bylaws or adopt new Bylaws;
(d) amend or repeal any resolution of the board of directors which by its express terms is not so amendable or repealable;

(e) appoint any other committees of the board of directors or the members of these committees;

(f) expend corporate funds to support a nominee for director; or

(g) approve any transaction;

(i) to which the corporation is a party and one or more directors have a material financial interest; or

(ii) between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors have a material financial interest.

5.2 Meetings and Action of Committees

Meetings and action of the committees shall be governed by and held and taken in accordance with, the provisions of Article IV of these Bylaws concerning meetings of the directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the board of directors or by resolution of the committee. Special meetings of the committee may also be called by resolution of the board of directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The board of directors may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

5.3 Informal Action By The Board of Directors

Any action required or permitted to be taken by the board of directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an e-mail transmission from an e-mail address on record constitutes a valid writing. The intent of this provision is to allow the board of directors to use email to approve actions, as long as a quorum of board members gives consent.

ARTICLE VI
OFFICERS

6.01 Board Officers

The officers of the corporation shall be a board president, vice-president, secretary, and treasurer, all of whom shall be chosen by, and serve at the pleasure of, the board of directors. Each board officer shall have the authority and shall perform the duties set forth in these Bylaws or by
resolution of the board or by direction of an officer authorized by the board to prescribe the duties and authority of other officers. The board may also appoint additional vice-presidents and such other officers as it deems expedient for the proper conduct of the business of the corporation, each of whom shall have such authority and shall perform such duties as the board of directors may determine. One person may hold two or more board offices, but no board officer may act in more than one capacity where action of two or more officers is required.

6.02 Term of Office

Each officer shall serve a one-year term of office and may not serve more than three (3) consecutive terms of office. Unless unanimously elected by the board at the end of his/her three (3) year terms or to fill a vacancy in an officer position, each board officer's term of office shall begin upon the adjournment of the board meeting at which elected and shall end upon the adjournment of the board meeting during which a successor is elected.

6.03 Removal and Resignation

The board of directors may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

6.04 Board President

The board president shall be the chief volunteer officer of the corporation. The board president shall lead the board of directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the board of directors, and shall perform all other duties incident to the office or properly required by the board of directors.

6.05 Vice President

In the absence or disability of the board president, the ranking vice-president or vice-president designated by the board of directors shall perform the duties of the board president. When so acting, the vice-president shall have all the powers of and be subject to all the restrictions upon the board president. The vice-president shall have such other powers and perform such other duties prescribed for them by the board of directors or the board president. The vice-president shall normally accede to the office of board president upon the completion of the board president's term of office.

6.06 Secretary

The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions
taken and whether the meeting was held in accordance with the law and these Bylaws. The secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the board of directors or the board president. The secretary may appoint, with approval of the board, a director to assist in performance of all or part of the duties of the secretary.

6.07 Treasurer

The treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation. The treasurer shall oversee and keep the board informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the board of directors on a timely basis or as may be required by the board of directors. The treasurer shall perform all duties properly required by the board of directors or the board president. The treasurer may appoint, with approval of the board a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the treasurer.

6.08 Non-Director Officers

The board of directors may designate additional officer positions of the corporation and may appoint and assign duties to other non-director officers of the corporation.

ARTICLE VII

CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS

7.01 Contracts and other Writings

Except as otherwise provided by resolution of the board or board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the treasurer or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the board.

7.02 Checks, Drafts

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the board.

7.03 Deposits
All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depository as the board or a designated committee of the board may select.

7.04 Loans

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the board. Such authority may be general or confined to specific instances.

7.05 Indemnification

(a) Mandatory Indemnification. The corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.

(b) Permissible Indemnification. The corporation shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

(c) Advance for Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of (I) a written affirmation from the director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws.

(d) Indemnification of Officers, Agents and Employees. An officer of the corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, consistent with [YOUR STATE] Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.

ARTICLE VIII
MISCELLANEOUS

8.01 Books and Records

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board of directors, a record of all actions taken
by board of directors without a meeting, and a record of all actions taken by committees of the board. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

8.02 Fiscal Year

The fiscal year of the corporation shall be from February 1 to January 31 of each year.

8.03 Conflict of Interest

The board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.

8.04 Nondiscrimination Policy

The officers, directors, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of [YOUR ORGANIZATION NAME] not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

8.05 Bylaw Amendment

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the board of directors then in office at a meeting of the Board, provided, however,

(a) that no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code except for an amendment causing the corporation to convert to a for-profit corporation; and,

(b) that an amendment does not affect the voting rights of directors. An amendment that does affect the voting rights of directors further requires ratification by a two-thirds (2/3) vote of a quorum of directors at a Board meeting.

(c) that all amendments be consistent with the Articles of Incorporation.

ARTICLE IX
COUNTERTERRORISM AND DUE DILIGENCE POLICY

In furtherance of its exemption by contributions to other organizations, domestic or foreign, Medmar Inc. shall stipulate how the funds will be used and shall require the recipient to provide the corporation with detailed records and financial proof of how the funds were utilized.
Although adherence and compliance with the US Department of the Treasury’s publication the “Voluntary Best Practice for US Based Charities” is not mandatory, Medmar Inc. willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

Medmar Inc. shall also comply and put into practice the federal guidelines, suggestions, laws and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

**ARTICLE X**

**DOCUMENT RETENTION POLICY**

**10.01 Purpose**

The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of Medmar Inc. records.

**10.02 Policy**

Section 1. General Guidelines. Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records.

From time to time, Medmar Inc. may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

Section 2. Exception for Litigation Relevant Documents. Medmar Inc. expects all officers, directors, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, directors, and employees should note the following general exception to any stated destruction schedule: If you believe, or the Medmar Inc. informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined
that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

Section 3. Minimum Retention Periods for Specific Categories

(a) Corporate Documents. Corporate records include the corporation’s Articles of Incorporation, By-Laws and IRS Form 1023 and Application for Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.

(b) Tax Records. Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the corporation’s revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.

(c) Employment Records/Personnel Records. State and federal statutes require the corporation to keep certain recruitment, employment and personnel information. The corporation should also keep personnel files that reflect performance reviews and any complaints brought against the corporation or individual employees under applicable state and federal statutes. The corporation should also keep in the employee’s personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven years.

(d) Board and Board Committee Materials. Meeting minutes should be retained in perpetuity in the corporation’s minute book. A clean copy of all other Board and Board Committee materials should be kept for no less than three years by the corporation.

(e) Press Releases/Public Filings. The corporation should retain permanent copies of all press releases and publicly filed documents under the theory that the corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the corporation.

(f) Legal Files. Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.

(g) Marketing and Sales Documents. The corporation should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.

(h) Development/Intellectual Property and Trade Secrets. Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process are often also of value to the corporation and are protected as a trade secret where the corporation:

(i) derives independent economic value from the secrecy of the information; and
(ii) has taken affirmative steps to keep the information confidential.

The corporation should keep all documents designated as containing trade secret information for at least the life of the trade secret.

(i) Contracts. Final, execution copies of all contracts entered into by the corporation should be retained. The corporation should retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.

(j) Correspondence. Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.

(k) Banking and Accounting. Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.

(l) Insurance. Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.

(m) Audit Records. External audit reports should be kept permanently. Internal audit reports should be kept for three years.

Section 4. Electronic Mail. E-mail that needs to be saved should be either:

(i) printed in hard copy and kept in the appropriate file; or

(ii) downloaded to a computer file and kept electronically or on disk as a separate file. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

ARTICLE XI

Transparency and Accountability

Disclosure of Financial Information With The General Public

11.01 Purpose

By making full and accurate information about its mission, activities, finances, and governance publicly available, Medmar Inc. practices and encourages transparency and accountability to the general public. This policy will:

(a) indicate which documents and materials produced by the corporation are presumptively open to staff and/or the public

(b) indicate which documents and materials produced by the corporation are presumptively closed to staff and/or the public
Medmar Inc. Corporate Bylaws

(c) specify the procedures whereby the open/closed status of documents and materials can be altered.

The details of this policy are as follow:

11.02 Financial and IRS documents (The form 1023 and the form 990)

Medmar Inc. shall provide its Internal Revenue forms 990, 990-T, 1023 and 5227, bylaws, conflict of interest policy, and financial statements to the general public for inspection free of charge.

11.03 IRS Annual Information Returns (Form 990)

Medmar Inc. shall submit the Form 990 to its board of directors prior to the filing of the Form 990. While neither the approval of the Form 990 or a review of the 990 is required under Federal law, the corporation’s Form 990 shall be submitted to each member of the board of director’s via (hard copy or email) at least 10 days before the Form 990 is filed with the IRS.

11.04 Board

(a) All board deliberations shall be open to the public except where the board passes a motion to make any specific portion confidential.

(b) All board minutes shall be open to the public once accepted by the board, except where the board passes a motion to make any specific portion confidential.

(c) All papers and materials considered by the board shall be open to the public following the meeting at which they are considered, except where the board passes a motion to make any specific paper or material confidential.

11.05 Staff Records

(a) All staff records shall be available for consultation by the staff member concerned or by their legal representatives.

(b) No staff records shall be made available to any person outside the corporation except the authorized governmental agencies.

(c) Within the corporation, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except that

(d) Staff records shall be made available to the board when requested.

11.06 Donor Records

(a) All donor records shall be available for consultation by the members and donors concerned or by their legal representatives.
(b) No donor records shall be made available to any other person outside the corporation except the authorized governmental agencies.

(c) Within the corporation, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that;

(d) donor records shall be made available to the board when requested.

ARTICLE XII
CODES OF ETHICS AND WHISTLEBLOWER POLICY

12.01 Purpose

Medmar Inc. requires and encourages directors, officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of Medmar Inc. to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is to support the corporation's goal of legal compliance. The support of all corporate staff is necessary to achieving compliance with various laws and regulations.

12.02 Reporting Violations

If any director, officer, staff or employee reasonably believes that some policy, practice, or activity of Medmar Inc. is in violation of law, a written complaint must be filed by that person with the vice president or the board president.

12.03 Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be subject to civil and criminal review.

12.04 Retaliation

Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of Medmar Inc. and provides the Medmar Inc. with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement.

Medmar Inc. shall not retaliate against any director, officer, staff or employee who in good faith, has made a protest or raised a complaint against some practice of Medmar Inc. of another individual or entity with whom Medmar Inc. has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

Medmar Inc. shall not retaliate against any director, officer, staff or employee who disclose or
threaten to disclose to a supervisor or a public body, any activity, policy, or practice of Medmar Inc. that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

12.05 Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

12.06 Handling of Reported Violations

The board president or vice president shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation.

This policy shall be made available to all directors, officers, staffs or employees and they shall have the opportunity to ask questions about the policy.

ARTICLE XIII
AMENDMENT OF ARTICLES OF INCORPORATION

13.01 Amendment

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of Medmar Inc. were approved by the Medmar Inc.’s board of directors on August 20, 2017 and constitute a complete copy of the Bylaws of the corporation.

Charles Stockwell, Board President

Date: 8/20/2017
SECTION D. EMPLOYMENT AND EDUCATION FORM

This Employment and Education form must be completed and signed by each of the following individuals: The applicant's Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, individual responsible for marijuana for medical use cultivation operations, and individual responsible for the RMD security plan and security operations. If the applicant does not have a Chief Executive Officer, Chief Operating Officer, or Chief Financial Officer, it must identify the individuals performing the equivalent duties for the Applicant and submit this form for each said individual. 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 of Individual

Charles A. Stockwell

Title of Individual (at Applicant Corporation)

Chief Executive Officer

Name of Applicant Corporation

Medmar Inc.

Highest Education Attained – Institution, Degree, and Year

3 year college 1986
St. Clair College, Windsor, Ontario, Canada
Degree not obtained

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

<table>
<thead>
<tr>
<th>Employer</th>
<th>Title</th>
<th>Time Period</th>
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</thead>
<tbody>
<tr>
<td>TLS Holdings operator and manager of greenhouse farms</td>
<td>President</td>
<td>2000 - present</td>
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Management and Operations Profile – Employment and Education Form
<table>
<thead>
<tr>
<th>Applicant Corporation</th>
<th>Medmar Inc.</th>
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</thead>
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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: 10-30-2017
SECTION D. EMPLOYMENT AND EDUCATION FORM

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Name of Individual Charles A. Stockwell

Residential Address of Individual

Title of Individual (at Applicant Corporation) Chief Operating Officer

Name of Applicant Corporation Medmar Inc.

Highest Education Attained – Institution, Degree, and Year

3 year college 1986
St. Clair College, Windsor, Ontario, Canada
degree not obtained

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Signature of the Individual

Date Signed: 10-30-2014
SECTION D. EMPLOYMENT AND EDUCATION FORM

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The applicant's Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, individual responsible for marijuana for medical use cultivation operations, and individual responsible for the RMD security plan and security operations. If the applicant does not have a Chief Executive Officer, Chief Operating Officer, or Chief Financial Officer, it must identify the individuals performing the equivalent duties for the Applicant and submit this form for each said individual. 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 of Individual
Charles A. Stockwell

Residential Address of Individual

Title of Individual (at Applicant Corporation)
Chief Financial Officer

Name of Applicant Corporation
Medmar Inc.

Highest Education Attained - Institution, Degree, and Year
3 year college 1986
St. Clair College, Windsor, Ontario, Canada
degree not obtained

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Management and Operations Profile   Employment and Education Form
Signed under the pains and penalties of perjury, I agree and attest that all information included in this form is complete and accurate.

[Signature]

[Date Signed]
SECTION D. EMPLOYMENT AND EDUCATION FORM

This Employment and Education form must be completed and signed by each of the following individuals: The applicant's Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, individual responsible for marijuana for medical use cultivation operations, and individual responsible for the RMD security plan and security operations. If the applicant does not have a Chief Executive Officer, Chief Operating Officer, or Chief Financial Officer, it must identify the individuals performing the equivalent duties for the Applicant and submit this form for each said individual. 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 of Individual

Charles A. Stockwell

Residential Address of Individual

Title of Individual (at Applicant Corporation)

Cultivator/Grower

Name of Applicant Corporation

Medmar Inc.

Highest Education Attained – Institution, Degree, and Year

3 year college 1986
St. Clair College, Windsor, Ontario, Canada
degree not obtained

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Signature of the Individual

Date Signed

Management and Operations Profile – Employment and Education Form
SECTION D. EMPLOYMENT AND EDUCATION FORM

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<table>
<thead>
<tr>
<th>Name of Individual</th>
<th>David William Robinson Jr.</th>
</tr>
</thead>
<tbody>
<tr>
<td>Residential Address of Individual</td>
<td></td>
</tr>
<tr>
<td>Title of Individual (at Applicant Corporation)</td>
<td>Security Operations</td>
</tr>
<tr>
<td>Name of Applicant Corporation</td>
<td>Medmar Inc.</td>
</tr>
<tr>
<td>Highest Education Attained – Institution, Degree, and Year</td>
<td>Miami University, Bachelor's Degree, 1992</td>
</tr>
</tbody>
</table>

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.

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<thead>
<tr>
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<tbody>
<tr>
<td>Tactical Intelligence International, LLC</td>
<td>Chief Executive Officer</td>
<td>2003-present</td>
</tr>
<tr>
<td>United States Navy</td>
<td>Intelligence Officer</td>
<td>1993-1997, 2008-present</td>
</tr>
<tr>
<td>Name of Individual</td>
<td>Date of Birth</td>
<td>Social Security Number</td>
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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: [Signature]

Date Signed: 10/30/19