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

INSTRUCTIONS

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

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

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

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

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

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

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

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

All fees are non-refundable and non-transferable.

REVIEW

Applications are reviewed in the order they are received.

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

PROVISIONAL CERTIFICATE OF REGISTRATION

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

REGULATIONS

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

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

PUBLIC RECORDS

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

QUESTIONS

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

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]
CHECKLIST

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

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

☐ A copy of the Corporation’s Articles of Incorporation

☐ A copy of the Corporation’s Certificate of Good Standing from the Massachusetts Secretary of State

☐ A copy of the Corporation’s bylaws

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

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

☐ A completed Remittance Form (use template provided)

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

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

1. Mayflower Medicinals, Inc.
   Legal name of Corporation

2. [Name of Corporation's Chief Executive Officer]

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

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

5. [Applicant point of contact's telephone number]

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

7. Number of applications: How many Management and Operations Profiles do you intend to submit?
   3

SECTION B. INCORPORATION

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

9. Attach a copy of the corporation's Certificate of Good Standing from the Massachusetts Secretary of State.

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

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

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

Mayflower intends to enter into a services agreement with Pilgrim Rock Management, LLC (“PRM”). The services PRM proposes to provide Mayflower include, but are not limited to, the following: business, financial and operational consulting, equipment, design, lease maintenance, property management, and intellectual property licensing. The proposed contract term is ten (10) years with renewable five (5) year terms. The economic terms are still being negotiated, but the contract will contain a mandatory payment review clause, which will require that the contract be reviewed to ensure that the contract is fair market value and commercially reasonable.

Mayflower has retained the counsel of Vicente Sederberg, LLC to ensure its ongoing compliance with the non-profit requirements of Ch. 369 of the Acts of 2012, 105 CMR 725.000, and the Massachusetts Department of Public Health’s “Guidance for Registered Marijuana Dispensaries Regarding Non-Profit Compliance.”
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.

Mayflower intends to enter into a loan agreement with Pilgrim Rock Management, LLC ("PRM"), the Capital Contributor of greater than 5%. While the terms of the loan agreement have not been finalized, the interest rate will not exceed 18% annum. Once Mayflower has executed a loan agreement with PRM, Mayflower will provide a copy of the agreement to the DPH along with an independent legal opinion to ensure that any 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." Mayflower understands that the agreement with PRM and the independent legal opinion must be submitted to the DPH prior to receiving PCR.

Mayflower intends to enter into a sublease with PRM for its retail and cultivation facilities. The terms will be based on an appraisal report on the properties and will reflect fair market value and commercially reasonable terms.
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.

John is a member of Mayflower’s Board of Directors and is also its Chief Executive Officer (CEO). As CEO, John will have overall responsibility and authority for the management of the business and affairs of the nonprofit in accordance with its mission.

Jaime is a member of Mayflower’s Board of Directors and is also its Chief Operating Officer (COO). As COO, Jaime’s role will be to oversee the RMD’s cultivation and retail operations.
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.

[Redacted] is a Director on Mayflower’s Board of Directors and will also serve as a Managing Director for PRM.

[Redacted] is a Director on Mayflower’s Board of Directors and will also serve as Chief Executive Officer for PRM.

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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.

Mayflower 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."

Signature of Authorized Signatory

Date Signed

Chief Executive Officer

Print Name of Authorized Signatory

Title of Authorized Signatory

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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.

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[Name] has nearly 30 years of business experience in the areas of healthcare, technology, real estate development, operations, and executive management. For nearly 15 years, served as Vice President and then President of the Boston-based construction management firm George B.H. Macomber Co. Subsequently served as COO of ProCure Treatment Centers (ProCure), the world's largest developer and operator of proton radiation therapy centers for cancer treatment. Subsequently co-founded Proton International, a provider of turn-key next-generation proton radiation therapy programs. Also has a decade of combined experience in non-profit stewardship, including as an overseer of the New England Conservatory, a director of the Massachusetts College of Art and Design Foundation, and a director of TDC, one of the nation's oldest non-profit management and strategic development consulting firms. Most notably, as an overseer and Trustee of the Isabella Stewart Gardner Museum, sat on the management, finance, and construction committees overseeing the $118-million 2012 expansion of the museum.

[Name] is a professional chef and entrepreneur with nearly 10 years of experience working in the medical marijuana (MMJ) industry and over 5 years of experience operating MMJ companies. Founded Mountain Medicine, an award-winning marijuana infused-product company, and her company has maintained a perfect compliance record in Colorado's strict regulatory environment. At Mountain Medicine, is responsible for strategic planning, business development, marketing, policy development, governmental affairs, and community relations. Has extensive non-profit experience, currently serving as the first female chair of the National Cannabis Industry Association (NCIA), a non-profit organization representing the cannabis industry nationally. Is also the founder and chair of the Cannabis Business Alliance, a Colorado non-profit organization that serves as a chamber of commerce for the cannabis industry in Colorado.

Hadley Ford (CFO) has more than 20 years of experience as an operating executive and investment banker, including more than a decade on Wall Street with First Boston, Bank of America, and Goldman Sachs, where he completed transactions worth billions of dollars in multiple industries. As co-founder and CEO of ProCure, Hadley has extensive experience in all operational facets of managing a large, world-class patient-centric healthcare operation. From ProCure's inception, Hadley raised over $800 million in financing, and grew the company to over 300 employees and $100 million of annual revenue. Hadley helped ProCure develop proton treatment centers in partnership with leading not-for-profit institutions and founded the ProCure Cancer Foundation to provide grants to patients to offset certain non-medical costs of proton therapy.
18. Describe the experience, and length of experience, of the Corporation’s Chief Executive Officer, Chief Operations Officer, and Chief Financial Officer with providing healthcare services.

(Blank space for response)

For nearly a decade, (Name) has been providing cannabis-based relief and treatment to patients suffering from debilitating medical conditions. In 2006, (Name) began producing safe, high-quality cannabis-infused edibles for HIV/AIDS patients in San Francisco. (Name) was then invited to advise the San Francisco Department of Public Health on proper food handling procedures for medical marijuana edibles manufacturing. (Name) subsequently led a patient feedback program in Colorado to systematically track the medical efficacy of marijuana strains and dosages for specific ailments. (Name) also has experience overseeing and implementing a compassionate care program in Colorado that provides medical marijuana to hardship patients at low or no cost. Additionally, (Name) worked hand-in-hand with the Colorado Marijuana Enforcement Division in various work groups to develop rules and regulations for the marijuana industry in Colorado.

Hadley Ford (CFO) is a veteran of the healthcare information technology and healthcare management industries, with a stellar track record of patient satisfaction. In 2005, he co-founded ProCure, the world’s largest owner and operator of proton radiation therapy centers, where he created a “patient-first” strategy that resulted in consistent, exceptional patient satisfaction at all ProCure centers, and implemented a management process resulting in the fastest patient throughput in the industry. He has also led the development and patenting of multiple hardware and software solutions to improve patient care and reduce cost; founded and funded the largest independent clinical proton research group in the industry; and founded and funded the ProCure Cancer Foundation to provide grants for non-medical expenses associated with proton therapy. Hadley has been invited to speak at numerous healthcare conferences and has been quoted by The New York Times, The Wall Street Journal, and National Public Radio.
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.

[Redacted] currently serves as a managing director of iAnthus Capital Management, a private equity group that provides value-added capital, intellectual property, and comprehensive management services to state licensed cannabis cultivators and dispensaries in the U.S. At iAnthus, [Redacted] has gained extensive experience in the provision of medical marijuana services through his management engagement at one of the four medical cannabis license-holders in Vermont, including in the areas of real estate buildout, security, inventory management, cultivation, patient services and education, and financial reporting.

[Redacted] is a nationally recognized medical marijuana (MMJ) advocate with nearly 10 years of experience in dispensary management and operations and production of medical marijuana-infused products (MIPs). As COO of a licensed MMJ facility in Denver, [Redacted] was involved in all facets of managing an operation that included two cultivation sites and a dispensary. [Redacted] oversaw the buildout of the facility and helped develop and implement the facility’s security system. [Redacted] also developed and implemented the dispensary’s cultivation processes, seed-to-sale inventory management system using BioTrackTHC, and sampling and testing protocols. Additionally, [Redacted] was in charge of employee hiring and training, record keeping and accounting. In 2009, [Redacted] founded Mountain Medicine, a medical marijuana-infused product manufacturer in Colorado where she oversees the production and supply of high-quality medical marijuana edibles and products and is intimately involved in all facets of management and operations. [Redacted] responsibilities include developing policies and procedures for medicinal processing, quality control, security, inventory management, MIPs production, testing for dosage consistency, marketing, advertising, and community engagement. [Redacted] also personally developed the recipes for a variety of MIPs designed to meet patients’ individual medical needs and created MIPs packaging to ensure patient confidentiality and safety.

Hadley Ford (CFO) is a co-founder and managing director of iAnthus Capital Management, a private equity group that provides value-added capital, intellectual property, and comprehensive management services to state licensed cannabis cultivators and dispensaries in for-profit and not-for-profit markets in the U.S. Hadley is also a founding partner of Last Dance Ventures, an investment partnership for early-stage ventures that provide ancillary products and services in the regulated medical and adult-use cannabis industries.
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.

[Director of Cultivation] is a versatile professional with several years experience specializing in cultivation operations, production, breeding, and grow house implementation. From 2010 to [ ] served as the Director of Operations of Skinny Pineapple Inc. dba The Farm, a medical marijuana dispensary located in Boulder, CO. In this role, he oversaw four cultivation facilities totaling over 300,000 sq. ft. and approximately 150,000 plants. Also acted as a liaison with the Boulder Marijuana Enforcement Division (MED) regarding city and state marijuana best practices. He implemented a system that helped to lower cultivation input costs and increased product quality and yields. He also reconfigured the facility, standardized the nutrition delivery system, and trained the staff on cultivation best practices to parallel state regulatory compliance systems. In addition, he also oversaw cultivation budgets, harvesting schedules, and research and development of Skinny Pineapple's library of proprietary genetics and seeds. [Director of Cultivation] is experienced with all major styles and methods of marijuana production as well as tools and techniques used in the industry and has a great understanding of factors related to quality growing. In addition to his experience with Skinny Pineapple and Boulder, [Director of Cultivation] also has over ten years of experience managing corporate and small businesses in a variety of industries.

[Director of Security] has extensive experience working in the security industry. [Director of Security] started working in Security Operations for C&D Technologies in 2005 before transitioning to a Security Operations Manager at Murata Power Solutions in 2010. At these companies, he initiated and developed a groundbreaking trade compliance security program that fostered an improved culture of supply chain security and significantly mitigated regulatory non-compliance. He was also a key member of a task force that innovated a cutting-edge incident response program, significantly enhancing each company’s ability to react to major and minor incidents. Additionally, he managed the integration of environmental, health and safety, and physical protections systems into a centralized platform to synchronize program data for improved efficiency, accuracy, and access to reporting. In 2015, [Director of Security] left Murata Power Solutions to work as Director of Security and Risk Management for Plainridge Park Casino. In this role, he was instrumental in laying the groundwork for a comprehensive physical security program to promote future departmental growth and enhanced regulatory compliance and developing a strategic roadmap for the facility's physical security and emergency actions plans.

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SECTION E. OPERATIONS

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

Mayflower 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(D)(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)(c)-(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, nonorganic 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 Pharmacopoeia & 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)

Mayflower’s 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.
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, Mayflower 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. Mayflower's executive management team includes a professionally trained chef accustomed to stringent MIPs regulations.

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

Mayflower’s extraction and MIPs production emphasizes consistent cannabinoid profile to produce a predictable and 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 HPCL. 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.
29. Provide a summary of the RMD’s operating procedures for quality control and testing of product for potential contaminants.

Mayflower'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 Mayflower agent/executive/member will have a financial or other interest in the lab. No lab staff will receive financial compensation from Mayflower. 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.
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.

Mayflower respects the trust placed in us by patients and staff. Therefore, any patient, caregiver, and dispensary agent information obtained by Mayflower 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.
31. Provide a summary of the RMD’s personnel policies.

Mayflower Medicinals, Inc.

Application 1 of 3 Applicant Non-Profit Corporation

Mayflower 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 Mayflower will be registered dispensary agents. All Mayflower 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).

Mayflower 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/ Mayflower.

Additional Personnel Policies include, but are not limited to:

• Establishing staffing plans/records pursuant to 725.105(1)(4)(c)
• Establishing emergency procedures/disaster plan
• Maintaining an alcohol/smoke/drug-free workplace
• Maintaining sanitary requirements pursuant to 725.105(C)(6) & 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

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

Mayflower is committed to accurate & transparent recordkeeping, in compliance with 725.105(G)-(I). Mayflower 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, and 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.
34. Provide a summary of the RMD’s plans for providing patient education.

Mayflower 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 Mayflower 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 not 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
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.

Mayflower 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, adjusted for family size, shall qualify for Mayflower's financial hardship program.

Mayflower 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, Mayflower 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%.

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

Mayflower'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 MIPs 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

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: _
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.

   Mayflower 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.

   Mayflower will carry automobile coverage, as well as property and casualty coverage. Coverage to include business interruption protection. Business interruption coverage will allow Mayflower 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.

   Mayflower 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, Mayflower 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.

   Mayflower will keep reports documenting compliance with 725.105(Q) in a manner & form determined by the DPH pursuant to 725.105(M).
SECTION F. CAPITAL CONTRIBUTORS

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

Attach additional tables if needed.

<table>
<thead>
<tr>
<th>Individual Name</th>
<th>Amount of Initial Capital Committed</th>
<th>Percentage of Initial Capital Committed</th>
</tr>
</thead>
<tbody>
<tr>
<td>N/A</td>
<td>$</td>
<td></td>
</tr>
<tr>
<td></td>
<td>$</td>
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<td></td>
</tr>
<tr>
<td>Entity Name</td>
<td>Leadership Names</td>
<td>Amount of Initial Capital Committed</td>
</tr>
<tr>
<td>-----------------------------</td>
<td>------------------</td>
<td>-------------------------------------</td>
</tr>
<tr>
<td>Pilgrim Rock Management, LLC</td>
<td>Entity CEO/ED:</td>
<td>$500,000.00</td>
</tr>
<tr>
<td></td>
<td>Entity President/Chair:</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Entity CEO/ED:</td>
<td>$</td>
</tr>
<tr>
<td></td>
<td>Entity President/Chair:</td>
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<td></td>
<td>Entity CEO/ED:</td>
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<td></td>
<td>Entity President/Chair:</td>
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<tr>
<td></td>
<td>Entity CEO/ED:</td>
<td>$</td>
</tr>
<tr>
<td></td>
<td>Entity President/Chair:</td>
<td></td>
</tr>
</tbody>
</table>
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.

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.

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.

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]

Management and Operations Profile – Page 34
SECTION D. EMPLOYMENT AND EDUCATION FORM

This Employment and Education form must be completed and signed by each of the following individuals: The Corporation's Chief Executive Officer, Chief Operations Officer, Chief Financial Officer, individual/entity responsible for marijuana for medical use cultivation operations, and individual/entity responsible for the RMD security plan and security operations. Submit one Employment and Education form for each of the above individuals when submitting a Management and Operations Profile to the Department of Public Health.

Name

Residential Address

Title (at applicant non-profit corporation)

Chief Executive Officer, Mayflower Medicinals, Inc.

Name of Applicant Non-Profit Corporation

Mayflower Medicinals, Inc.

Highest Education Attained – Institution, Degree, and Year

The Tuck School of Business at Dartmouth College, MBA, 1985-1987
Mayflower Medicinals, Inc.

Applicant Non-Profit Corporation

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

<table>
<thead>
<tr>
<th>Employer</th>
<th>Title</th>
<th>Time Period</th>
</tr>
</thead>
<tbody>
<tr>
<td>iAnthus Capital Management, LLC</td>
<td>Managing Director</td>
<td>2014 - Present</td>
</tr>
<tr>
<td>Proton International, LLC</td>
<td>Founding Partner</td>
<td>2013-2014</td>
</tr>
<tr>
<td>ProCure Treatment Centers, Inc</td>
<td>Founding Principal / Chief Operating Officer / Chief Development Officer</td>
<td>2005-2013</td>
</tr>
</tbody>
</table>

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

Date Signed: 2/27/17
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.

<table>
<thead>
<tr>
<th>Name</th>
<th></th>
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</thead>
<tbody>
<tr>
<td>Residential Address</td>
<td></td>
</tr>
<tr>
<td>Title (at applicant non-profit corporation)</td>
<td>Chief Operating Officer</td>
</tr>
<tr>
<td>Name of Applicant Non-Profit Corporation</td>
<td>Mayflower Medicinals, Inc.</td>
</tr>
</tbody>
</table>

Highest Education Attained – Institution, Degree, and Year

Le Cordon Bleu Schools; California Culinary Academy
Associate Degree (2004)
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>Mountain Medicine</td>
<td>Owner</td>
<td>03/26/2015 - Present</td>
</tr>
<tr>
<td>Good Chemistry of Massachusetts, Inc.</td>
<td>President</td>
<td>09/2013 - 01/1/2015</td>
</tr>
<tr>
<td>Good Chemistry, Inc.</td>
<td>Chief Operating Officer</td>
<td>11/2010 - 01/1/2015</td>
</tr>
<tr>
<td>Self-Employed; Catering</td>
<td>Owner</td>
<td>09/2007 - 10/2010</td>
</tr>
<tr>
<td>Front Porch</td>
<td>Cook</td>
<td>02/2007 - 09/2007</td>
</tr>
<tr>
<td>PacWest Solutions</td>
<td>Caterer</td>
<td>01/2007 - 02/2007</td>
</tr>
</tbody>
</table>

Signed under the signature of the Manager and Operations Profile. I agree and attest that all information included in this form is complete and accurate.

Signature of the Manager and Operations Profile

8/3/2017
Date Signed
SECTION D. EMPLOYMENT AND EDUCATION FORM

This Employment and Education form must be completed and signed by each of the following individuals: The Corporation's Chief Executive Officer, Chief Operations Officer, Chief Financial Officer, individual/entity responsible for marijuana for medical use cultivation operations, and individual/entity responsible for the RMD security plan and security operations. Submit one Employment and Education form for each of the above individuals when submitting a Management and Operations Profile to the Department of Public Health.

Name

Hadley Ford

Residential Address

Title (at applicant non-profit corporation)

Chief Financial Officer

Name of Applicant Non-Profit Corporation

Mayflower Medicinals, Inc.

Highest Education Attained – Institution, Degree, and Year

Stanford Graduate School of Business, MBA, 1991
### 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>iAnthus Capital Management</td>
<td>Managing Director</td>
<td>03/2014 - Present</td>
</tr>
<tr>
<td>ProCure Treatment Centers</td>
<td>Chief Executive Officer</td>
<td>04/2005 - 05/2013</td>
</tr>
</tbody>
</table>

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

**Signature of the Individual:**

**Date Signed:** 7/21/17
SECTION D. EMPLOYMENT AND EDUCATION FORM

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<table>
<thead>
<tr>
<th>Name</th>
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</thead>
<tbody>
<tr>
<td>[Redacted]</td>
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</tbody>
</table>

<table>
<thead>
<tr>
<th>Residential Address</th>
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<tbody>
<tr>
<td>[Redacted]</td>
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</tbody>
</table>

<table>
<thead>
<tr>
<th>Title (at applicant non-profit corporation)</th>
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</thead>
<tbody>
<tr>
<td>Director of Cultivation</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Name of Applicant Non-Profit Corporation</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mayflower Medicinals, Inc.</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Highest Education Attained – Institution, Degree, and Year</th>
</tr>
</thead>
<tbody>
<tr>
<td>Adirondack Central School, Regent Diploma, 2000</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.

<table>
<thead>
<tr>
<th>Employer</th>
<th>Title</th>
<th>Time Period</th>
</tr>
</thead>
<tbody>
<tr>
<td>Fresh Air &amp; Tyme</td>
<td>Owner/Operator</td>
<td>2014-2016</td>
</tr>
<tr>
<td>Skinny Pineapple Inc</td>
<td>Director of Operations</td>
<td>2010-2013</td>
</tr>
<tr>
<td>French Connection</td>
<td>Store Manager</td>
<td>2009-2011</td>
</tr>
<tr>
<td>Diesel Inc</td>
<td>Department Manager</td>
<td>2009-2009</td>
</tr>
<tr>
<td>Equinox Fitness</td>
<td>Regional Manager</td>
<td>2005-2009</td>
</tr>
</tbody>
</table>

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

Signature: ____________________________

Date Signed: 07/24/2017
SECTION D. EMPLOYMENT AND EDUCATION FORM

This Employment and Education form must be completed and signed by each of the following individuals: The Corporation’s Chief Executive Officer, Chief Operations Officer, Chief Financial Officer, individual/entity responsible for marijuana for medical use cultivation operations, and individual/entity responsible for the RMD security plan and security operations. Submit one Employment and Education form for each of the above individuals when submitting a Management and Operations Profile to the Department of Public Health.

**Name**

**Residential Address**

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

Director of Security

**Name of Applicant Non-Profit Corporation**

Mayflower Medicinals, Inc.

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

University of Massachusetts-Dartmouth, Criminal Justice Studies; 2002-2007
### Past 10 Years of Employment by Employer, Title and Time Period. List chronologically, beginning with most recent employment. Add more forms if space is needed for additional employment history entries.

<table>
<thead>
<tr>
<th>Employer</th>
<th>Title</th>
<th>Time Period</th>
</tr>
</thead>
<tbody>
<tr>
<td>Penn National Gaming, Inc.</td>
<td>Director of Security &amp; Risk Management</td>
<td>Feb. 2015 - May 2017</td>
</tr>
<tr>
<td>301 Washington Street</td>
<td>(Plainridge Park Casino)</td>
<td></td>
</tr>
<tr>
<td>Plainville, MA 02760</td>
<td></td>
<td></td>
</tr>
<tr>
<td>11 Cabot Boulevard, Mansfield, MA</td>
<td>(Formally C&amp;D Technologies)</td>
<td></td>
</tr>
<tr>
<td>02048</td>
<td></td>
<td></td>
</tr>
<tr>
<td>11 Cabot Boulevard, Mansfield, MA</td>
<td>(Formally C&amp;D Technologies)</td>
<td></td>
</tr>
<tr>
<td>02048</td>
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</tr>
<tr>
<td>02048</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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

[Signature]

8/14/17

Date Signed
SECOND AMENDED BY-LAWS OF MAYFLOWER MEDICINALS, INC.
A MASSACHUSETTS NON-PROFIT CORPORATION

PURSUANT TO ARTICLE 12 OF THE ORIGINAL BY-LAWS OF MAYFLOWER MEDICINALS, INC., THE FOLLOWING AMENDMENTS SHALL BE MADE:

ARTICLE 1

General Provisions

Section 1.1 Name. The name of this Non-profit corporation is Mayflower Medicinals, Inc. and shall herein be referred to as the "Non-Profit."

Section 1.2 Offices. The principal business office of the Non-Profit shall be at 109 State Street, Suite 404, Boston, Massachusetts 02109. The Non-Profit may also have offices at such other places as the Non-Profit may require.

Section 1.3 Fiscal Year. The fiscal year of the Non-Profit shall begin on January 1 and end on the following December 31 of each year.

Section 1.4 No Voting Members. The Non-Profit shall have no voting members. All powers of the Non-Profit shall be held by the board of directors. Any action or vote required or permitted by any law, rule, or regulation to be taken by members shall be taken by action or vote of the same percentage of the board of directors of the Non-Profit. No person now or hereafter designated by the Non-Profit as a "member" for fundraising or other purposes shall be or be deemed to be a member for purposes of the Articles of Organization or By-Laws of the Non-Profit nor shall such person have any voting or fiduciary rights or responsibilities of the Non-Profit.

ARTICLE 2

Statement of Purposes

The Non-Profit is organized for non-profit purposes including, but not limited to, providing patients with knowledgeable, dedicated, compassionate herbal medicine expertise, and high quality, affordable medicine. As permitted by law, the Non-Profit may engage in any and all activities in furtherance of, related to, or incidental to these purposes, the activities being lawful for a non-profit formed under Chapter 180 of the General Laws of Massachusetts. Any revenue from the Non-Profit shall be used solely in furtherance of the Non-Profit's purposes.

In compliance with 105 CMR 725.100(A)(1), the DPH "Guidance for Registered Marijuana Dispensaries Regarding Non-Profit Compliance," and the Provisional Certificate of Registration, the Non-Profit shall at all times operate on a non-profit basis for the benefit of registered qualifying patients and shall ensure that revenue of the Non-Profit is used solely in furtherance of its nonprofit purpose.
ARTICLE 3
Board of Directors

Section 3.1 Authority. The business and affairs of the Non-Profit shall be controlled and governed by the board of directors, which shall have the right to exercise all powers of the Non-Profit as permitted by law.

Section 3.2 Composition. The number of directors and the manner by which new directors are nominated and appointed shall be determined by the directors.

Section 3.3 Terms of Office. The board of directors shall determine the length and number of terms to be served by directors.

Section 3.4 Meetings. The board of directors shall hold annual meetings each year and may select the time and place for annual and other meetings of the board. The board of directors must meet a minimum of once per quarter at the principal place of business. Other meetings of the board of directors may be called by the president or by a majority of the directors then in office by delivering notice in writing, of the date, time, place, and purpose of such meeting, to all directors at least three (3) days in advance of such meeting.

Section 3.5 Quorum and Voting. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board. At any meeting of the board of directors at which a quorum is present, a majority of those directors present shall decide any matter, unless a different vote is specified by law, the Articles of Organization, or these By-Laws. The following Articles and Sections shall require a four-fifths (4/5) supermajority vote of the board of directors: Section 3.2, Section 3.3, Section 3.12, Section 3.13, Article 7 and Article 12. A tie vote shall result in the motion or action being defeated.

Section 3.6 Meetings by Remote Communication. One or more directors may attend any annual, regular, special, or committee meeting of the board through telephonic, electronic, or other means of communication by which all directors have the ability to fully and equally participate in all discussions and voting on a substantially simultaneous basis. Such participation shall constitute presence in person at such meeting.

Section 3.7 Action Without a Meeting. Any action required or permitted to be taken at any board meeting may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all of the directors with respect to such subject matter. Such consent, which may be signed in counterparts, shall have the same force and effect as a vote of the board of directors.

Section 3.8 Waiver of Notice for Meetings. Whenever any notice of a meeting is required to be given to any director under the Articles of Organization, these By-Laws, or the laws of the Commonwealth of Massachusetts, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.
Section 3.9 Committees. By majority vote, the board of directors may create such standing and special committees as it determines to be in the best interest of the Non-Profit. The board of directors shall determine the duties, powers, and composition of such committees, except that the board shall not delegate to such committees those powers which by law may not be delegated. Each such committee shall submit to the board of directors at such meetings as the board may designate, a report of the actions and recommendations of such committees for consideration and approval by the board of directors. Any committee may be terminated at any time by the board of directors.

Section 3.10 Compensation. Directors, as such, shall not receive any salaries for their services on the board, but directors shall not be precluded from serving the Non-Profit in any other capacity and receiving reasonable compensation.

Section 3.11 Resignation. Any director may resign by delivering a written resignation to the Non-Profit at its principal office or to the president or clerk. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time.

Section 3.12 Removal. Any director may be removed with or without cause, by a vote of a supermajority of the entire board of directors at any meeting of the board of directors.

Section 3.13 Vacancies. Any vacancy occurring in the board of directors shall be filled by the board of directors. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

ARTICLE 4
Officers

Section 4.1 Officers. The officers of the Non-Profit shall be a president, a treasurer and a clerk, and such other officers as may be elected in accordance with the provisions of this Article.

Section 4.2 Appointment. The officers of the Non-Profit shall be appointed by the board of directors at least one time every two years. Each officer shall hold office until a successor shall have been elected and qualified.

Section 4.3 Vacancies. A vacancy in any office because of death, resignation, disqualification, or otherwise may be filled by the board of directors for the unexpired portion of the term.

Section 4.4 Removal. Any officer may be removed with or without cause, by a vote of a majority of the entire board of directors at any meeting of the board of directors.

Section 4.5 President. The president shall preside at all meetings of the board of directors. The president, or other proper officer or agent of the Non-Profit authorized by the board of directors, may sign any deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed. The president shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.
Section 4.6  Treasurer. The treasurer, or other proper officer or agent of the Non-Profit authorized by the board of directors, shall have charge and custody of and be responsible for all funds and securities of the Non-Profit; receive and give receipt for moneys due and payable to the Non-Profit from any source whatsoever, and deposit all such moneys in the name of the Non-Profit in such banks, trust companies, or other depositories as shall be selected by the board of directors; and in general perform all of the duties incident to the office of treasurer and such others as may from time to time be assigned by the board of directors.

Section 4.7  Clerk. The clerk shall keep the minutes of the meetings of the board of directors in one or more books provided for that purpose; ensure that all notices are given in accordance with the provisions of these By-Laws; be custodian of the corporate records; and in general perform all such duties as may from time to time be assigned by the board of directors.

ARTICLE 5
Corporate Transactions

Section 5.1  Contracts. The board of directors may authorize any officer or officers, agent or agents of the Non-Profit in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Non-Profit, and such authority may be general or confined by specific instances.

Section 5.2  Indebtedness. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Non-Profit, shall be signed by the president or treasurer, or such other officer or agent of the Non-Profit as from time to time may be determined by the board of directors. In the absence of such determination of the board, such instruments shall be signed by the president or treasurer of the Non-Profit.

Section 5.3  Deposits. All funds of the Non-Profit shall be deposited from time to time to the credit of the Non-Profit in such banks, trust companies, brokerages, or other depositories as the board of directors shall select.

ARTICLE 6
Books and Records

The Non-Profit shall keep at the principal office of the Non-Profit correct and complete books and records of account; minutes of the proceedings of board of directors; and a register of the names and addresses of the directors of the Non-Profit. All books, and records of the Non-Profit may be inspected by any director, or agent or attorney thereof, for any proper purpose at any reasonable time.

Mayflower Medicinals, Inc.
Second Amended By-Laws
ARTICLE 7
Restrictions on Activities

The Non-Profit shall operate on a non-profit basis for the benefit of registered qualifying patients. Such corporation must ensure that revenue of the Non-Profit is used solely in furtherance of its nonprofit purpose. Any contract with the Non-Profit that requires the aggregate expenditure by Non-Profit to a third party in excess of $150,000 shall be approved by a supermajority vote of the disinterested directors.

ARTICLE 8
Dissolution

In the event of dissolution of the Non-Profit, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the Non-Profit, dispose of all the assets of the Non-Profit exclusively for the purposes of the Non-Profit, as the board of directors shall determine, in accordance with the statutes of the Commonwealth of Massachusetts.

ARTICLE 9
Conflicts of Interest

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall: (1) fully disclose the nature of the interest and (2) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority, or supermajority if so required, of disinterested directors determine that it is in the best interest of the Non-Profit to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval. This Article 9 may be further defined in applicable policy adopted by the board or directors.

ARTICLE 10
Personal Liability

No officer or director of the Non-Profit shall be personally liable to the Non-Profit for monetary damages for, or arising out of, a breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of an officer or director to the extent that such liability is imposed by applicable law (1) for a breach of the officer's or director's duty of loyalty to the Non-Profit or its members, (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of applicable state or local law, or (3) for any transaction from which the officer or director derived an improper personal benefit.

ARTICLE 11
Indemnification

Mayflower Medicinals, Inc.
Second Amended By-Laws
The Non-Profit shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer or director of the Non-Profit against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Non-Profit; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

This Article constitutes a contract between the Non-Profit and the indemnified officers and directors. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer or director under this Article shall apply to such officer or director with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE 12
Amendments to By-Laws

These By-Laws may be amended or repealed by a supermajority vote of the entire board of directors.

ARTICLE 13
Policies

The board of directors may adopt policies that shall be incorporated into these By-Laws. The following policies have been adopted and incorporated herein:

Appendix 1: Conflict of Interest Policy
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

* * * * *

Mayflower Medicinals, Inc.
Second Amended By-Laws
I, Randy Maslow, the duly elected Clerk of MAYFLOWER MEDICINALS, INC. do hereby attest that the foregoing is a true copy of the Second Amended By-Laws and Appendices of the Non-Profit and that said Second Amended By-Laws Appendices were duly adopted on September 12, 2016.
Appendix 1:

**MAYFLOWER MEDICINALS, INC.**

**CONFLICT OF INTEREST POLICY**

I. **DEFINITIONS**

For purposes of this policy, the term "interest" shall include any personal connection or connection as a Director, Officer, stockholder, shareholder, partner, manager, trustee, beneficiary, employee or consultant of any concern on the part of a Director, Officer or key employee of MAYFLOWER MEDICINALS, INC. (the "Non-Profit") or his/her immediate family member. The term "concern" shall mean any corporation, association, trust, partnership, limited liability group, firm, person or entity other than the Non-Profit.

II. **POLICY**

No Director, Officer or key employee of the Non-Profit shall be disqualified from holding any office or post in the Non-Profit by reason of any interest in any concern. A Director, Officer or key employee of the Non-Profit shall not be disqualified from engaging, either as vendor, purchaser or otherwise, or contracting or entering into any transaction with the Non-Profit or with any entity of which the Non-Profit is an affiliate, provided, however, that the following precautions are undertaken:

1. The interest of such Director, Officer or key employee is fully disclosed to the Board of Directors prior to its entering into the transaction.

2. No interested Director, Officer or key employee may vote or lobby (lobbying shall not include presenting to the board or a Director about the benefits of the transaction) on the matter or be counted in determining the existence of a quorum at the meeting of the Board of Directors at which such matter is voted upon.

3. Any transaction in which a Director, Officer or key employee has an interest shall be duly approved by the disinterested Directors as being in the best interest of the Non-Profit. The disinterested Directors shall seek and examine comparison data, showing the availability and price of alternative transactions, in making such determination.

4. Payments to the interested Director, Officer, or key employee shall be reasonable and shall not exceed fair market value.

5. The minutes of the meeting at which the disinterested Directors vote on the transaction shall reflect that disclosure of the potential conflict was made, that the interested Director(s) abstained from voting, the rationale for approval, and how each disinterested Director voted. The minutes shall be prepared and finalized within thirty (30) days of such meeting.
Directors, Officers and key employees are required to disclose interests that could give rise to conflicts at least annually.
Appendix 2:

MAYFLOWER MEDICINALS, INC.
WHISTLEBLOWER POLICY

I. EXPECTATION

MAYFLOWER MEDICINALS, INC. (the "Non-Profit") 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 Non-Profit 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
Non-Profit. It is not intended to and does not create any legally enforceable rights
whatsoever for any employee.
Appendix 3:

MAYFLOWER MEDICINALS, INC.
DOCUMENT RETENTION AND DESTRUCTION POLICY

I. RETENTION POLICY

MAYFLOWER MEDICINALS, INC. (the “Non-Profit”) 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 Non-Profit may be required to keep in the future.

From time to time, the Non-Profit may suspend the destruction of records due to pending, threatened, or otherwise reasonably foreseeable litigation, audits, government investigations, or similar proceedings.

<table>
<thead>
<tr>
<th>File Category</th>
<th>Item</th>
<th>Retention Period</th>
</tr>
</thead>
<tbody>
<tr>
<td>Corporate Records</td>
<td>By-Laws and Articles of Organization</td>
<td>Permanent</td>
</tr>
<tr>
<td></td>
<td>Corporate resolutions</td>
<td>Permanent</td>
</tr>
<tr>
<td></td>
<td>Board and committee meeting agendas and</td>
<td>Permanent</td>
</tr>
<tr>
<td></td>
<td>minutes</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Conflict-of-interest disclosure forms</td>
<td>4 years</td>
</tr>
<tr>
<td>Finance and</td>
<td>Financial statements (audited)</td>
<td>7 years</td>
</tr>
<tr>
<td>Administration</td>
<td>Auditor management letters</td>
<td>7 years</td>
</tr>
<tr>
<td></td>
<td>Payroll records</td>
<td>7 years</td>
</tr>
<tr>
<td></td>
<td>Check register and checks</td>
<td>7 years</td>
</tr>
<tr>
<td></td>
<td>Bank deposits and statements</td>
<td>7 years</td>
</tr>
<tr>
<td></td>
<td>Chart of accounts</td>
<td>7 years</td>
</tr>
<tr>
<td></td>
<td>General ledgers and journals (includes</td>
<td>7 years</td>
</tr>
<tr>
<td></td>
<td>bank reconciliations)</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Investment performance reports</td>
<td>7 years</td>
</tr>
<tr>
<td></td>
<td>Equipment files and maintenance records</td>
<td>7 years after all obligations end</td>
</tr>
<tr>
<td></td>
<td>Contracts and agreements</td>
<td>7 years after disposition</td>
</tr>
<tr>
<td><strong>Insurance Records</strong></td>
<td><strong>Correspondence - general</strong></td>
<td>3 years</td>
</tr>
<tr>
<td>------------------------------------------------------------</td>
<td>------------------------------</td>
<td>---------</td>
</tr>
<tr>
<td>Policies — occurrence type</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Policies — claims-made type</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Accident reports</td>
<td>Permanent</td>
<td></td>
</tr>
<tr>
<td>Safety (OSHA) reports</td>
<td>7 years</td>
<td></td>
</tr>
<tr>
<td>Claims (after settlement)</td>
<td>7 years</td>
<td></td>
</tr>
<tr>
<td>Group disability records</td>
<td>7 years after end of benefits</td>
<td></td>
</tr>
<tr>
<td><strong>Real Estate</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Deeds</td>
<td>Permanent</td>
<td></td>
</tr>
<tr>
<td>Leases (expired)</td>
<td>7 years after all obligations end</td>
<td></td>
</tr>
<tr>
<td>Mortgages, security agreements</td>
<td>7 years after all obligations end</td>
<td></td>
</tr>
<tr>
<td><strong>Tax</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>IRS Tax returns and related correspondence</td>
<td>Permanent</td>
<td></td>
</tr>
<tr>
<td>IRS Form 1120s</td>
<td>7 years</td>
<td></td>
</tr>
<tr>
<td>State Tax returns</td>
<td>7 years</td>
<td></td>
</tr>
<tr>
<td><strong>Human Resources</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Employee personnel files</td>
<td>Permanent</td>
<td></td>
</tr>
<tr>
<td>Retirement plan benefits (plan descriptions, plan documents)</td>
<td>Permanent</td>
<td></td>
</tr>
<tr>
<td>Employee handbooks</td>
<td>Permanent</td>
<td></td>
</tr>
<tr>
<td>Workers comp claims (after settlement)</td>
<td>7 years</td>
<td></td>
</tr>
<tr>
<td>Employee orientation and training materials</td>
<td>7 years after use ends</td>
<td></td>
</tr>
<tr>
<td>Employment applications</td>
<td>3 years</td>
<td></td>
</tr>
<tr>
<td>IRS Form I-9 (store separate from personnel file)</td>
<td>Greater of 1 year after end of service, or three years</td>
<td></td>
</tr>
<tr>
<td>Withholding tax statements</td>
<td>7 years</td>
<td></td>
</tr>
<tr>
<td>Timecards</td>
<td>3 years</td>
<td></td>
</tr>
</tbody>
</table>

**Technology**  
*Software licenses and support agreements*  
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 Non-Profit’s records should be stored in a safe, secure, and accessible manner.
Documents and financial files that are essential to keeping the Non-Profit 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 Non-Profit will periodically review these procedures with legal counsel or the Non-
Profit’s certified public accountant to ensure that they are in compliance with new or
revised regulations.
Appendix 4:

MAYFLOWER MEDICINALS, INC.
COMPENSATION SETTING POLICY

I. INTRODUCTION

This policy codifies the procedures by which the Board of Directors of MAYFLOWER MEDICINALS, INC. (the "Non-Profit") 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:

1. 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.

2. 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.
3. 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:

MAYFLOWER MEDICINALS, INC.
COMPREHENSIVE INFORMATION SECURITY POLICY

I. OBJECTIVE

It is the objective of MAYFLOWER MEDICINALS, INC. (the "Non-Profit") 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 105 CMR 725.200 and 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. Non-Profit 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:

1. Ensure the security and confidentiality of personal information;

2. Protect against any anticipated threats or hazards to the security or integrity of such information; and

3. 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

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

1. Initial implementation of the CISP;

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2. Regular testing of the CISP's safeguards;

3. Evaluating the ability of each of Non-Profit's third party service providers to implement and maintain appropriate security measures for the personal information to which Non-Profit permits them access, and requiring such third party service providers to implement and maintain appropriate security measures;

4. Reviewing the scope of the security measures in the CISP at least annually, or whenever there is a material change in Non-Profit's business practices that may implicate the security or integrity of records containing personal information; and

5. 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 Non-Profit'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 Non-Profit 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

Non-Profit 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:

1. Control of user IDs and other identifiers;

2. A reasonably secure method of assigning and selecting passwords, or use of unique identifier technologies, such as biometrics or token devices;
3. 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;

4. Restricting access to active users and active user accounts only; and

5. 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:

1. Restrict access to records and files containing personal information to those who need such information to perform their job duties; and

2. 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. Non-Profit 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. Non-Profit 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.

C. Vendors

Pursuant to 105 CMR 725.200, information held by the Non-Profit 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 Non-Profit share personal and financial information with its vendors. The Non-Profit requires each of their

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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 Non-Profit

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:
1. A general description of the incident;
2. Identification of the personal information that may be at risk;
3. A description of Non-Profit’s security program;
4. A phone number to call within Non-Profit for further information;
5. Suggestion of extra caution, to review account statements, and to obtain a credit report; and
6. 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:

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

Non-Retaliation. Non-Profit 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. Non-Profit 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 Non-Profit 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.
To Whom It May Concern:

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

MAYFLOWER MEDICINALS, INC.

is a domestic corporation organized on June 25, 2015

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.

Secretary of the Commonwealth

Certificate Number: 17080207110
Verify this Certificate at: http://corp.sec.state.ma.us/CorpWeb/Certificates/Verify.aspx
Processed by:
The Common wealth 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 Laws, Chapter 180)

Identification Number: 001179147

ARTICLE I
The exact name of the corporation is:
MAYFLOWER MEDICINALS, INC.

ARTICLE II
The purpose of the corporation is to engage in the following business activities:
TO ENGAGE IN CIVIC, EDUCATIONAL, AND BENEVOLENT ACTIVITIES PER MGL CH. 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 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")

1. THE CORPORATION SHALL HAVE, IN FURTHERANCE OF ITS CORPORATE PURPOSES, ALL OF THE POWERS SPECIFIED IN SECTION 6 OF CHAPTER 180 AND IN SECTIONS 9, 9A AND 9B OF CHAPTER 156B OF THE MASSACHUSETTS GENERAL LAWS (EXCEPT THOSE PROVIDED IN PARAGRAPH (M) OF SAID SECTION 9) AS NOW IN FORCE OR AS HEREAFTER AMENDED, AND MAY CARRY ON ANY OPERATION OR ACTIVITY REFERRED TO IN ARTICLE 2 OF THE ARTICLES OF ORGANIZATION TO THE SAME EXTENT AS MIGHT AN INDIVIDUAL, EITHER ALONE OR IN A JOINT VENTURE OR OTHER ARRANGEMENT WITH OTHERS, OR THROUGH A WHOLLY OR PARTIALLY OWNED OR CONTROLLED CORPORATION; PROVIDED, HOWEVER, THAT NO SUCH POWER SHALL BE EXERCISED IN A MANNER INCONSISTENT WITH SAID CHAPTER 180 OR ANY OTHER CHAPTER OF THE MASSACHUSETTS GENERAL LAWS. 2. NO PERSONAL LIABILITY. A. THE 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 CORPORATIONS 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 COR-
PORATION. B. THE OFFICERS AND DIRECTORS OF THE CORPORATION SHALL HAVE NO PER-
SONAL LIABILITY TO IT OR TO ITS MEMBERS FOR MONETARY DAMAGES FOR BREACH OF
FIDUCIARY DUTY AS AN OFFICER OR DIRECTOR NOTWITHSTANDING ANY PROVISION OF
LAW IMPOSING SUCH LIABILITY. NOTWITHSTANDING THE GENERALITY OF THE FOREGO-
ING, SUCH PROVISION SHALL NOT ELIMINATE OR LIMIT THE LIABILITY OF ANY OFFICER OR
DIRECTOR A) FOR ANY BREACH OF THE OFFICER'S OR DIRECTOR'S DUTY OF LOYALTY TO
THE CORPORATION, B) FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR IN WHICH INV-
OLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW, OR C) FOR ANY TRA-
NSACTIONS FROM WHICH THE OFFICER OR DIRECTOR DERIVED AN IMPROPER PERSONA-
L BENEFIT. 3. REFERENCES. ALL REFERENCES HEREIN: (I) TO THE GENERAL LAWS OF THE
COMMONWEALTH OF MASSACHUSETTS, OR ANY CHAPTER THEREOF, SHALL BE DEEMED TO
REFER TO SAID GENERAL LAWS OR CHAPTER AS NOW IN FORCE OR HEREAFTER AMEND-
ED; AND (II) TO PARTICULAR SECTIONS OF THE GENERAL LAWS OF THE COMMONWEALTH
OF MASSACHUSETTS SHALL BE DEEMED TO REFER TO SIMILAR OR SUCCESSOR HEREAFTE-
R ADOPTED. 4. THE BY-LAWS MAY BE AMENDED IN WHOLE OR IN PART PURSUANT TO THE
PROCEDURES SET FORTH IN THE BY-LAWS.

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.

6/25/2015

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: 100 STATE STREET
9TH FLOOR
City or Town: BOSTON State: MA Zip: 02109 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>First Middle Last, Suffix</td>
<td>Address, City or Town, State, Zip Code</td>
<td>Until successors are duly elected and qualified</td>
</tr>
<tr>
<td>TREASURER</td>
<td></td>
<td></td>
<td>Until successors are duly elected and qualified</td>
</tr>
</tbody>
</table>
c. The fiscal year (i.e., tax year) of the business entity shall end on the last day of the month of: December

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

Name: 
No. and Street: 
City or Town: 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 25 Day of June, 2015. (If an existing corporation is acting as incorporator, type in the exact name of the business entity, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said business entity and the title he/she holds or other authority by which such action is taken.)

JOHN HENDERSON, PRESIDENT
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 25, 2015 06:09 PM

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth