



The Commonwealth of Massachusetts

Executive Office of Health and Human Services

Department of Public Health

Bureau of Health Care Safety and Quality

Medical Use of Marijuana Program

99 Chauncy Street, 11th Floor, Boston, MA 02111

CHARLES D. BAKER
Governor

KARYN E. POLITO
Lieutenant Governor

MARYLOU SUDDERS
Secretary

MONICA BHAREL, MD, MPH
Commissioner

Tel: 617-680-5370
www.mass.gov/medicalmarijuana

MANAGEMENT AND OPERATIONS PROFILE

Request for a Certificate of Registration to Operate a Registered Marijuana Dispensary

INSTRUCTIONS

This application form is to be completed by a non-profit corporation or domestic business 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 ("Department") to submit a *Management and Operations Profile* ("applicant").

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 more than one *Management and Operations Profile*, the applicant 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 labeled or marked so as to identify the question to which it relates.

Each submitted application must be a complete, collated response, printed single-sided on 8 ½" x 11" paper, and secured with a binder clip (no ring binders, spiral binding, staples, or folders).

Application 1 of 2

Applicant Corporation

Compassionate Organics, Inc.

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 or updates to the submitted application materials are needed. The Department will notify the applicant whether it has met the standards necessary to be invited to submit a *Siting Profile*.

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

PROVISIONAL CERTIFICATE OF REGISTRATION

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

REGULATIONS

For complete information regarding registration of an RMD, please refer to 105 CMR 725.100, as well as materials posted on the Medical Use of Marijuana Program website: www.mass.gov/medicalmarijuana.

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).

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: GR

Application 1 of 2

Applicant Corporation

Compassionate Organics, Inc.

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: GR

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
- ☒ A copy of the applicant's *Articles of Organization* (as outlined in Section B)
- ☒ A copy of the applicant's *Certificate of Good Standing* (as outlined in Section B)
- ☒ A copy of the applicant's bylaws (as outlined in Section B)
- ☒ An *Employment and Education* form for each required individual (as outlined in Section D)
- ☒ A completed *Remittance Form* (use template provided)
- ☒ A bank or cashier's check made payable to the *Commonwealth of Massachusetts* for \$30,000
- ☒ A sealed envelope with the name of the applicant and marked "authorization forms," that contains the background check authorization forms (use forms provided) and fee, for each of the following actors:

The Chief Executive Officer; Chief Operating Officer; Chief Financial Officer; individual/entity responsible for marijuana for medical use cultivation operations; individual/entity responsible for the RMD security plan and security operations; each member of the Board of Directors; each Member of the Corporation, if any; and each person and entity known to date that is committed to contributing 5% or more of initial capital to operate the proposed RMD. If the applicant does not have a Chief Executive Officer, Chief Operating Officer, or Chief Financial Officer, it must identify the individuals performing the equivalent duties for the applicant and submit these forms for each said individual.

For entities contributing 5% or more of initial capital to operate the proposed RMD, the forms must be completed by the entity's Chief Executive Officer or Executive Director and President or Chair of the Board of Directors. If the entity does not have a Chief Executive Officer or Executive Director or President or Chair of the Board of Directors, it must identify the individuals performing the equivalent duties for the entity and submit these forms for each said individual.

SECTION A. APPLICANT INFORMATION

1. Compassionate Organics, Inc
Legal name of Applicant Corporation
2. Geoffrey Reilinger
Name of Applicant Corporation's Chief Executive Officer
3. 77 Exeter St #2603
Boston, MA 02116
Mailing address of Applicant Corporation (Street, City/Town, Zip Code)
4. Geoffrey Reilinger
Applicant Corporation's point of contact (name of person Department should contact regarding this application)
5. (617) 543-8796
Point of contact's telephone number
6. greilinger@compassionateorganics.com
Point of contact's e-mail address
7. Number of applications: How many *Management and Operations Profiles* does the applicant intend to submit?
2

SECTION B. INCORPORATION

8. Attach a copy of the applicant's *Articles of Organization*, documenting that the applicant is a non-profit corporation or domestic business corporation incorporated in Massachusetts.
9. Attach a copy of the applicant's *Certificate of Good Standing* from the Massachusetts Secretary of the Commonwealth. The *Certificate of Good Standing* must be dated no earlier than 90 days prior to the date the *Management and Operations Profile* is received by the Department.
10. Attach a copy of the applicant's bylaws.

SECTION C. NON-PROFIT COMPLIANCE

If the applicant is a non-profit corporation, answer each of the questions in Section C 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 Section.

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.

N/A

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.

Dr. Elizabeth Reilinger, member and Director of the Corporation is providing an unsecured loan of up to \$1.8 M to be repaid, with a commencement date of six months after launch of operations of the RMD. Up to that point, interest on the principal balance will accrue at 12%/year and upon commencement, principal and accrued interest will become the aggregate loan balance paid at 12%/year and payable within three years.

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.

Geoffrey Reilinger, Chief Executive Officer, also serves as President of the Board. A Conflict of Interest Policy has been included, labeled as Exhibit C.13.

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.

N/A

Application 1 of 2

Applicant Corporation

Compassionate Organics, Inc.

15. Please identify any contract or agreement, executed or proposed, under which a percentage or portion of the applicant's revenue will be distributed to a third party and summarize the terms of any such agreement or contract.

N/A

ATTESTATION

The applicant agrees and attests that it will operate in compliance with the "Guidance for Registered Marijuana Dispensaries Regarding Non-Profit Compliance."



Signature of Authorized Signatory

01/09/2018

Date Signed

Geoffrey Reilinger

Print Name of Authorized Signatory

Chief Executive Officer

Title of Authorized Signatory

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

SECTION D. EXPERIENCE

16. Attach a completed and signed *Employment and Education* form (use template provided) for each required individual (as outlined in the *Employment and Education Form*)
17. Describe the experience, and length of experience, of the applicant's Chief Executive Officer, Chief Operating Officer, and Chief Financial Officer, or their equivalent, with running a business or non-profit organization.

Geoffrey Reilinger, Chief Executive Officer

Geoffrey Reilinger brings over 10 years of experience working with nonprofit organizations in the health care and youth development sectors. He has provided leadership consulting and strategic advisory support around organizational design, leadership development, and operations to position organizations to execute their strategic agenda, comply with external regulatory requirements and achieve positive results. In addition, Reilinger brings over 20+years of experience, building and leading successful customer service oriented businesses in the retail, real estate and technology sectors and understands how to apply this experience in the highly regulated, mission driven nonprofit sector.

Joseph Stevens, Chief Operations Officer

Joe Stevens brings over 10 years of direct nonprofit experience in the medical marijuana industry in New Jersey. Mr. Stevens was responsible for launching, leading, and managing the first licensed medical marijuana businesses to operate in New Jersey and has extensive experience advising nonprofit medical marijuana groups across the country with design, start-up and implementation. His on-the-ground, successful experience in an emerging industry space, characterized by highly restrictive and regulated state licensing processes positions him as a leader who recognizes and effectively manages the operational complexities around compliance, quality, access and customer service in this setting. Mr. Stevens is highly sought after as an advisor.

Ed Mulherin, Chief Financial Officer

Mr. Mulherin has over 30 years of experience providing tax, accounting, legal and business consulting services for a diverse group of nonprofit, as well as for-profit organizations. In 1990, he founded Leonard, Mulherin & Greene, P.C., a Massachusetts-based CPA and consulting firm, considered national leaders in nonprofit accounting, as well as tax, legal and regulatory auditing practices. In addition, over ten years ago, Ed established eCratchit, a national accounting firm that provides CFO, bookkeeping, financial strategy, accounting, compliance and cash management services for nonprofit organizations, including serving as the official financial management arm of Boston's One Fund. Mr. Mulherin's vast nonprofit sector experience, plus his CPA and legal background positions him and his team to put into place important financial management controls and practices to ensure compliance, transparency and cost-effective operations and reporting.

18. Describe the experience, and length of experience, of the Corporation's Chief Executive Officer, Chief Operating Officer, and Chief Financial Officer, or their equivalent, with providing health care services.

Geoffrey Reilinger, Chief Executive Officer

As a strategic and organizational development consultant, Reilinger worked for more than 4 years with a regulated, licensed, ambulatory medical and health care organization providing reproductive health care services. In addition, Mr. Reilinger has nearly 15 years of first-hand patient experience having been diagnosed with Multiple Sclerosis in 1996, which is a chronic, recurring/relapsing condition demanding ongoing medical and health care access. He has been approved as a medical marijuana patient in MA and RI and understands first-hand, the challenges around patient access, quality and cost in the health care environment, as well as the benefits derived from medical marijuana.

Joseph Stevens, Chief Operating Officer

In addition to providing consultative and advisory services to establish medical marijuana operations in several highly regulated and complex state environments (NY, Delaware, and Oregon), Mr. Stevens launched Greenleaf Compassion Center in New Jersey in 2012, the first licensed medical marijuana provider in that state. Prior to this, he served as a Funeral Director, as well as a Radiological Technologist, two state licensed positions in New Jersey, for over 10 years. Furthermore, Mr. Stevens has dedicated countless hours to working with parents of children with autism and seizure disorders who are interested in accessing CBD treatment.

Edward Mulherin, Chief Financial Officer

Among Mr. Mulherin's accounting and auditing clients are numerous nonprofit health and medical organizations in Massachusetts, as well as across the country. In addition to providing strategic financial advice and direction, tax and regulatory compliance services, financial management and reporting, including cash management and banking services, Mr. Mulherin is well versed in working with health care organizations operating under the complexity of federal, state and local financial and regulatory audit requirements and has done so for over 20 years.

19. Describe the experience, and length of experience, of the Corporation's Chief Executive Officer, Chief Operating Officer, and Chief Financial Officer, or their equivalent, with providing services for marijuana for medical purposes.

Geoffrey Reilinger, Chief Executive Officer

Geoffrey Reilinger brings first hand knowledge and experience as a patient, attempting to access and utilize medical marijuana to address Multiple Sclerosis, for which he was diagnosed in 1996. He has conducted extensive research, including visiting and consulting with numerous licensed medical marijuana providers in other states around the different strains of medical marijuana, their benefits and side effects, gaining an understanding of dosage, ingestion methods, side effects and potential applications. He has applied this knowledge to his own practice, including experimenting and documenting the experiences. Since he began medical marijuana treatments, he has seen a remission of symptoms (such as neurological weakness, reduction in painful muscle spasms, improved muscle control, improvement in optic nerve damage, and improved cognitive status).

Joseph Stevens, Chief Operating Officer

Joseph Stevens is an East Coast pioneer in the medical marijuana industry, navigating NJ's highly restrictive Compassionate Use of Medicinal Marijuana Act and Regulations and opening Greenleaf Compassion Center in December of 2012, the first licensed facility operational in the state. Joe assisted the NJ Department of Health in establishing laboratory testing standards, including the development of protocols for isolating and identifying quantities of THC, THC-A and CBD's. He has consulted with public officials, as well as regulatory agencies in New York, Delaware, and Oregon to advise around the design of the application processes, development of rules and regulations, as well as licensure and compliance requirements that drive state regulated medical marijuana programs.

Edward Mulherin, Chief Financial Officer

Mr. Mulherin does not possess any medical marijuana experience.

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.

Overall responsibility for security planning and operations for Compassionate Organics (CO) will be a priority for the Chief Operations Officer, Joseph Stevens, who in 2012 launched a regulated medical marijuana operation in NJ. In addition to designing a state approved security plan that adheres to the highest standards of compliance, Mr. Stevens has advised numerous states around establishing security standards guidelines for medical marijuana businesses and has also served as a consultant around operational planning for start-up medical marijuana operations in several states.

The security systems and security operations plan will be developed and implemented by Todd Broyard, owner of Blacklab Alarm Company located in Woburn, Massachusetts. Blacklab Alarm is a leading designer of custom designed, state of the art alarm systems and access control protections and Todd brings 20+ years' experience in the commercial alarm industry, working in partnership with for-profit and nonprofit operations to address the unique challenges of public facing businesses. In addition to providing security systems and programs for many of Boston's leading businesses, particularly around monitoring employee safety and productivity, protection from internal and external theft, inventory and access control, and accountability, Todd's experience equips him with the understanding and the tools to manage the unique challenges of working in a public facing enterprise where security and potential for theft is considerable.

Michael Carl Krobock will be responsible for the cultivation of medical marijuana and he brings to the table 20+ years of experience in legally cultivating marijuana in California. Michael is experienced in large scale indoor and outdoor marijuana cultivation, pest control, breeding and cloning processes, and packaging of marijuana, and his responsibilities include selecting and cultivating marijuana strains that have been demonstrated to provide optimal medicinal relief for patients with various approved medical needs, e.g., pain relief, seizure control.

SECTION E. OPERATIONS

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

Compassionate Organic's (CO) operating procedures for the cultivation of medical marijuana are designed to ensure security, quality, and full compliance with regulations and sector standards. From facility setup through the cultivation and packaging process, operational procedures are being developed and will be strictly followed to ensure high quality product, comprehensive seed to sale inventory tracking, and security to mitigate the potential for product diversion.

Cultivation will take place indoors using hydroponics, a process of growing that uses no soil, instead washing the root systems with liquid nutrients. Hydroponics allow for more plants to be grown in smaller areas, ensuring adequate product supply, plus it is environmentally friendly, reducing water volume by 90% and fertilizer needs by 60%. In compliance with regulations, marijuana will be started from seed, with mother plants set aside to serve as the source from which exact replicas or clones will be produced. Using the cloning method after the initial seed grow offers advantages, such as faster grow time, consistency of product (since the clone is an exact duplicate), and better information around nutrient requirements.

The cultivation center will be divided into individual rooms, roughly 1,000 sq. ft. each to protect against crop infestation or contamination. Staff will be required to wear protective clothing and procedures will be in place to prevent contaminants from entering the growing areas.

CO will utilize MJ Freeway, a marijuana-specific cultivation software for plant management and cloning, which informs mixing, testing, feeding and distribution of nutrients, as well as regular and frequent system check-ups/maintenance to ensure plants are responding as they should. MJ Freeway also offers the capacity for managing cultivation costs, scheduling to handle harvest, packaging and distribution, as well as programs to account for and manage waste product production during the cultivation cycle. MJ Freeway will be fully utilized by the Master Cultivator to support and manage the cultivation process. MJ Freeway also offers a wide range of reporting capabilities, allowing for regular and customized reports to be generated on demand around plant status, batching, nutrient usage, testing and more. This reporting capacity will be used to ensure that procedures/steps are on track to meet operational performance targets and to be fully transparent and available on demand to enable state inspectors to inspect the cultivation process.

For product tracking from seed to sale, CO will utilize MJ Freeway tracking software to record all medical marijuana throughout the process and all cultivation activities will adhere strictly to the regulatory requirements in Massachusetts.

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

CO intends to respond to the full range of patient needs and thus, will offer multiple means of consumption of medical marijuana (e.g., MIPs). Because we are committed to ensuring full ACCESS for patients, we will expend the large up-front cost for the equipment required to produce these alternative products, including edibles, topicals and concentrates, and will carry this out in full compliance with 105 CMR 725.105 (C).

CO will roll out the MIPs in phases over the first six months of operation and initial products will include primarily baked and processed edibles followed by the introduction of other products, such as topicals and concentrates. Among the types of MIPs that will be produced are:

Baked Edibles: Peanut Butter Cups, Caramels, Blondies, Chocolate Bars

Processed Edibles: Hard Candy, Oral Spray

Topicals: Topical Cream, Lip Balm, Transdermal Patch

Concentrates: Tincture, Oil

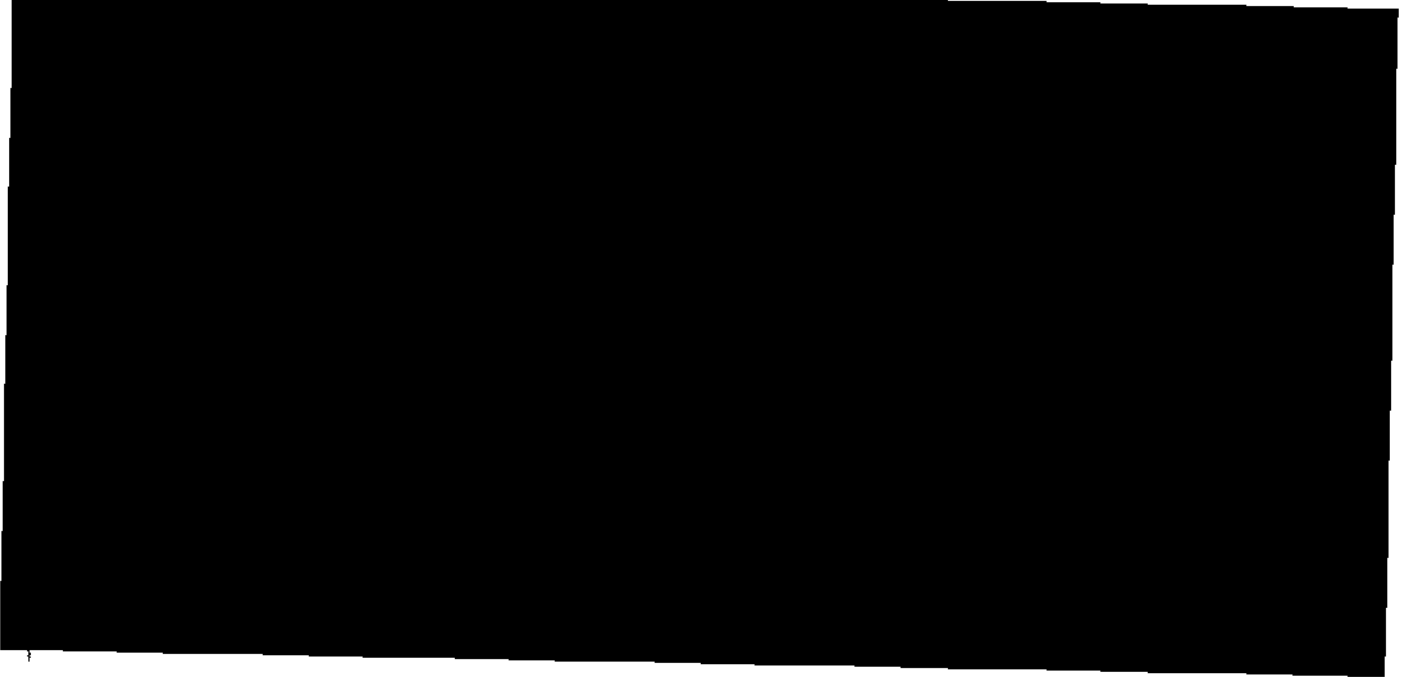
23. Provide a summary of the RMD's methods of producing MIPs, if the RMD intends to produce MIPs.

All MIPs will be prepared, handled and stored in compliance with the sanitation requirements in 105 CMR 500.000: Good Manufacturing Practices for Food and with the requirements for food handlers specified in 105 CMR 300.000. CO will dedicate 2,000 square feet of the cultivation/processing facility to accommodate a state-of-the-art commercial kitchen for the extraction and production of high quality products. Staff will be fully trained and monitored to adhere to food handler standards specified in 105 CMR 300.000. Packaging of product will also be completed in compliance with 105 CMR 725.105 (E).

CO will utilize the latest, safest and best practices for extraction methods, including Carbon Dioxide (CO2) extraction, deemed the most effective method for extraction, whereby the "extract" (active ingredients) derived from the plant are infused into edible or topical products.

MIPs may also be produced using butter in which marijuana is slowly simmered to absorb the active ingredients of the marijuana and added to baked goods. CO will adhere to the industry standard of 10MG (of THC) in producing products with the precise recommended dosage.

28. Provide a summary of the RMD's operating procedures for inventory management.



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

CO will process marijuana in a safe and sanitary manner and regularly test the product, adhering to the highest levels of quality control to ensure that marijuana is free from dirt, seeds, stems, debris, or other foreign matter and is free of contaminants such as mold, rot, fungus, or other bacterial diseases. Handling and packaging of marijuana will occur in a secure area and on steel food-grade tables to avoid outside contaminants.

CO has contracted with MCR Labs to determine the cannabinoid profile of the product, as well as to identify contaminants such as mold, mildew and fungus. If contaminants are found, staff will follow strictly defined procedures for destroying contaminated product and identifying the source of the contamination. All testing and test results will be maintained for a minimum of one year in compliance with regulations. MCR Labs is an independent ISO-17025 accredited cannabis testing laboratory and their contract includes a stipulation that individuals responsible for testing at the laboratory be registered as dispensary agents by the RMD pursuant to 105 CMR 725.030. Transportation of marijuana to and from MCR Labs for testing purposes shall comply with 105 CMR 725.110(E); storage of marijuana at MCR Labs shall comply with 105 CMR 725.105(D), and any/all excess marijuana will be returned to the source RMD to be disposed pursuant to 105 CMR 725.105(J).

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.

All patient information collected by CO will be handled in accordance with Massachusetts laws pertaining to patient information, including mandating that patient medical records in any health care facility or under a physician's care, be kept fully confidential. Patient data will be maintained by a secured third party database group (MJ Freeway) with redundancies built in for additional protection. All staff will be fully trained and required to adhere to patient confidentiality and patient rights as required by law and as a condition for employment.

Upon a patients' first visit to the RMD, a fingerprint will be recorded, personal information collected, database registration verified. All information, including required documentation will be placed into a folder which is clearly labeled and within 36 hours, this data will be electronically scanned and filed through the MJ Freeway system. For patients eligible for home delivery, drivers will follow the same procedures, complete and file documents, which will be electronically scanned and using a mobile device, record the patient's fingerprint.

Personal Caregiver information will be handled in the same fashion, and Dispensary Agents information will also be maintained according to regulations for confidentiality.

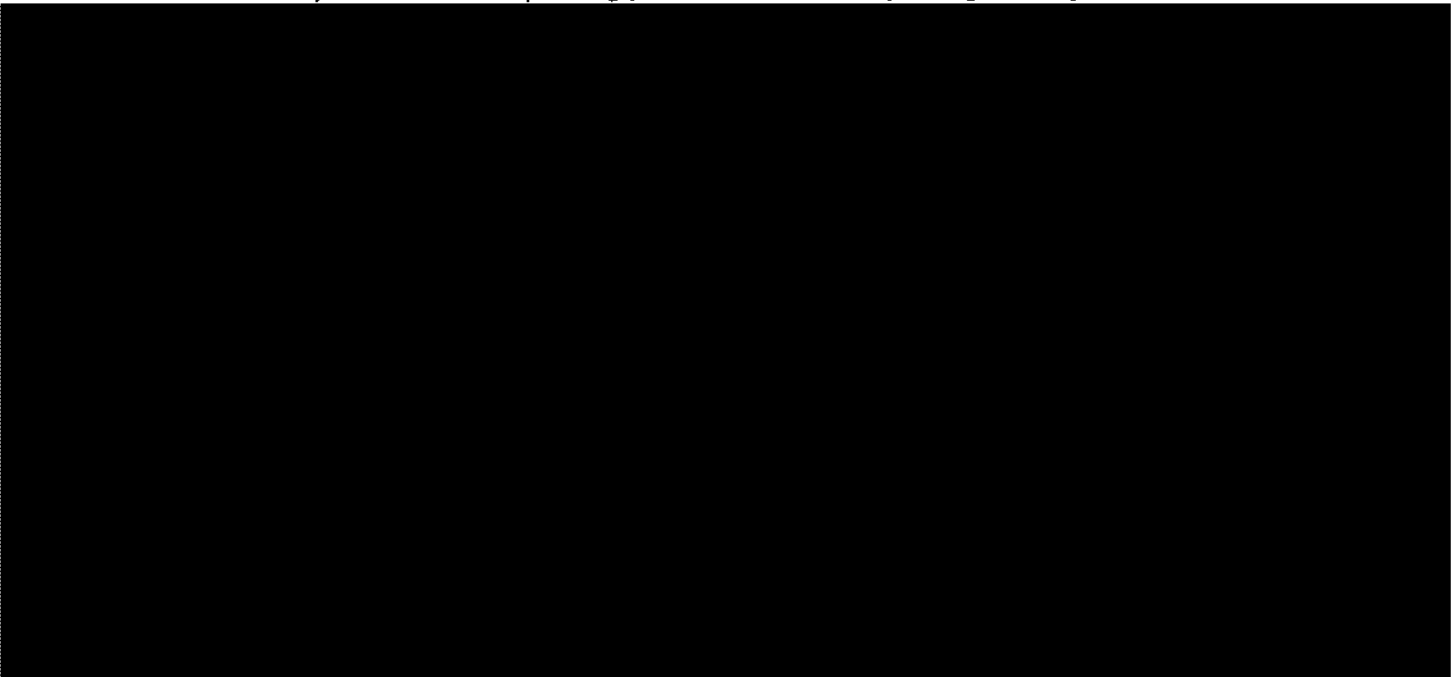
Patient registration is complete when a patient records his/her fingerprint, presents MA MM registration card, and shows a valid Massachusetts ID or other identification as allowed by 105 CMR 725.105 (F)(1).

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

CO will develop, maintain and regularly update a Personnel Policies Handbook to guide employee and operational practices in the RMD, as well as in related operations (e.g., cultivation and home delivery). The policies will address and comply with all existing external laws and regulations guiding employee practices and use of company assets, including relevant portions of CMR 725. Training will be provided on the personnel policies as staff are on-boarded, and every staff member will be provided a copy of the handbook, which they will be required to read and to attest by signature their understanding and consent to complying with the policies.

Personnel policies will define employee classifications, work rules, leave policies, including vacation, sick time and other leaves, compliance with existing laws and regulations affecting employees and operating practices, recruiting, promotion, disciplinary and termination processes and standards of conduct for all employee classifications. The policies will also define employee performance standards and operating protocols around security, storage, transport (including home delivery) and waste disposal, inventory management, prevention of diversion, quality control and testing for contaminants. The policies will be explicit in defining procedures around confidentiality (for patients and staff), for dispensing and record-keeping and for managing a breach in any policy, including proper notification, reporting and follow-up.

32. Provide a summary of the RMD's operating procedures for the dispensing of marijuana for medical use.



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

Rigorous record keeping will be paramount for every aspect of RMD operations, including employee records (individual personnel file including wage and salary details, job description, duties and responsibilities, training, performance reviews and/or disciplinary materials) which will be maintained for twelve months following termination of an employee. In addition, staff related compliance documents will be maintained including a copy of the application that the RMD submitted to the DPH on behalf of any prospective dispensary agent and all CORI reports obtained in accordance with 105 CMR 725.030(C), M.G.L. c.6, s. 172 and 803 CMR 2.00.

Record keeping will be maintained pursuant to 105 CMR 725.105(I) and will include documentation of all required training, including training around privacy and confidentiality requirements, along with a signed statement from the trainee with the date, time and place training was received and topics covered.

Business records will be fully computerized and include records of sales and expenses, monetary transactions, and charts of accounts. Sales records will include the name of the registered patient or caregiver, describing the quantity, product form and cost. Salary and wage records will record wages paid to employees, fees paid to consultants and board members, executive compensation, bonus, benefits, or any value paid to all individuals affiliated with the RMD in accordance with nonprofit corporation requirements.

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

CO will provide patient education, utilizing multiple delivery channels. Basic information about medical marijuana products will be provided to registered qualifying patients and their personal caregivers, in written and verbal form, in the unrestricted waiting space, as well as within the restricted areas of the RMD.

The educational materials will provide basic information, as well as a warning that marijuana has not been analyzed or approved by the FDA, that there is limited information on side effects, that there may be health risks associated with using marijuana and that it should be kept away from children. Information will include specific warnings that when under the influence of marijuana, driving is prohibited by M.G.L. c. 90, s. 24 and machinery should not be operated. In addition, information about dependence and withdrawal, substance abuse and treatment options will be provided.

Educational materials will be available to assist patients to select the right marijuana product for their medical needs, describe the potential effects of various strains of marijuana, as well as forms of administration. Information will be provided to help patients track usage and determine the best dosing strategy to meet their needs.

Finally, CO will offer an on-line information/discussion board where patients can confidentially/anonomously share experiences/questions with other patients suffering similar ailments. This venue will be secure for patients.

35. Provide a summary of the RMD's operating procedures for patient or personal caregiver home-delivery, if the RMD plans to provide home-delivery services.

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.

CO has developed a financial hardship policy to guide the provision of reduced cost and/or free medical marijuana and MIPs to MassHealth patients, recipients of Supplemental Security Income, and individuals whose income does not exceed 300% of the federal poverty level, adjusted for family size. In addition, individuals with Veteran status will also receive preferred treatment based on their financial and medical needs.

The patient discount percentage (a sliding scale) will be determined based on family size and annual family gross earnings as follows:

One (1) family member:

Less than \$25k/yr. - 100% discount
\$25k-\$45k/yr. - 50% discount

Two (2) family members:

Less than \$35k/yr. - 100% discount
\$35k-\$50k/yr. - 50% discount

Three (3) or more family members:

Less than \$45k/yr. - 100% discount
\$45k-\$50k/yr. - 50% discount

To participate in the CO financial hardship program, a patient will need to complete and submit the required financial hardship form(s) and provide a copy of his or her most recent tax return as documentation to demonstrate financial need and eligibility.

CO is committed to ensuring ACCESS so that patients eligible for medical marijuana can get the medical relief they require.

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

CO is committed to equipping all dispensary staff with extensive training to provide patients with the highest quality marijuana products, with high standards of customer service and with comprehensive technical and health information to address patient's questions and needs.

All staff at CO will be cross trained, working with the cultivators, processors, and packaging teams, as well as in the RMD to gain a better understanding of the overall process, to be better equipped to address patient questions/concerns, and to promote stronger employee affiliation and satisfaction. All new staff will undergo a standard training schedule (minimum of 24 hours), plus periodic continuing education will be provided to help staff keep apprised of legal, regulatory or compliance changes, evolving industry standards, and research around the effects of medical marijuana.

Week #0: (Homework) Personnel Policies Review

Week #1: Cultivation

Week #2: Extraction/processing

Week #3: Edibles and Topicals

Week #4: RMD training

Dispensary agents will need to fully complete the on-boarding training and "shadow" an approved RMD agent for one week prior to being assigned as RMD staff, prepared to dispense products, and provide education/information as needed for patients.

38. Will the applicant provide worker's compensation coverage to the RMD's Dispensary Agents?

Yes ☒ No ☐

39. Will the applicant obtain professional and commercial insurance coverage?

Yes ☒ No ☐

40. Describe the applicant's plan to obtain liability insurance or place in escrow the required amount to be expended for the coverage of liabilities.

Because of the sensitive and unconventional nature of the medical marijuana industry, we recognize that finding reputable and qualified insurance providers can be challenging. We have established a working relationship with Cannasure, a California based industry leader, providing a full range of insurance products for the medical marijuana industry since 2010.

Cannasure will provide CO with commercially available occurrence based general liability and product liability insurance from an AM Best rated carrier of A or better. Coverage levels for general liability and product liability are \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually. The deductible for such a liability policy shall be no higher than \$5,000 per occurrence.

Premiums for these coverages have been hard quoted with a total premium of \$4,726.

Reports documenting compliance with 105 CMR 725.105(Q) will be available to the Department pursuant to 105 CMR 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 or Executive Director and President or Chair of the Board of Directors, or their equivalent.

Attach additional tables if needed.

Individual Name	Amount of Initial Capital Committed	% of Initial Capital Committed
Elizabeth Reilinger	\$ 1,800,000	100.00
	\$	
	\$	
	\$	
	\$	

Entity Name	Leadership Names	Amount of Initial Capital Committed	% of Initial Capital Committed
	Entity CEO or ED	\$	
	Entity Pres or Chair		
	Entity CEO or ED	\$	
	Entity Pres or Chair		
	Entity CEO or ED	\$	
	Entity Pres or Chair		


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

Application 1 of 2

Applicant Corporation
ATTESTATIONS

Compassionate Organics, Inc.

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



Signature of Authorized Signatory

01/09/2018

Date Signed

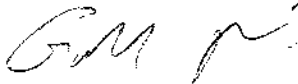
Geoffrey Reilinger

Print Name of Authorized Signatory

Chief Executive Officer

Title of Authorized Signatory

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.



Signature of Authorized Signatory

01/09/2018

Date Signed

Geoffrey Reilinger

Print Name of Authorized Signatory

Chief Executive Officer

Title of Authorized Signatory

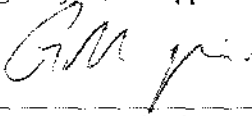
Information on this page has been reviewed by the applicant, and where provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory here: GR

Application 1 of 2

Applicant Corporation

Compassionate Organics, Inc.

I, the authorized signatory for the applicant, hereby attest that if the applicant is allowed to proceed to submit a *Siting Profile*, the applicant is prepared to comply with all *Siting Profile* requirements.



Signature of Authorized Signatory

01/09/2018

Date Signed

Geoffrey Reilinger

Print Name of Authorized Signatory

Chief Executive Officer

Title of Authorized Signatory

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

Compassionate Organics, Inc.

Conflict of Interest Policy

Article I

Introduction

The purpose of the conflict of interest policy of this nonprofit organization (the Organization) is to protect the Organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a director, officer, member of a committee with governing board delegated powers, or senior employee of the Organization or where a director, officer, member of a committee with governing board delegated powers, or senior employee otherwise has an outside interest that might affect his or her independence of judgment.

In furtherance of the protection of the Organization interests, it is the Organization's policy, in addition to the requirements set forth elsewhere herein, that: (i) a director, officer, committee member, or employee shall not, except in compliance with the requirements and procedures below, receive gifts or favors that might influence, or from which it could be reasonably inferred that the gift or favor was intended to influence, the individual in the performance of Organization duties (a "Gift Transaction"); (ii) a director, officer, committee member, or employee shall not disclose or use Organization information for the profit, advantage, or benefit of anyone other than the Organization (an "Information Use Transaction"); and (iii) a director, officer, committee member, or employee shall not use Organization transactional or financial opportunity for the profit, advantage, or benefit of anyone other than the Organization (an "Organization Opportunity Transaction").

Article II

Definitions

1. Interested Person

Any director, officer, member of a committee with governing board delegated powers, or senior employee who has a direct or indirect financial or duality interest, as defined below, is an "interested person."

2. Financial or Duality Interest

- a. A person has a "financial interest" if the person has, directly or indirectly, through business, investment, or family:
 - i. an ownership or investment interest in any entity with which the Organization has or is considering a transaction or arrangement;

- ii. a compensation arrangement with the Organization or with any entity or individual with which the Organization has or is considering a transaction or arrangement;
- iii. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is considering or negotiating a transaction or arrangement; or
- iv. engaged in a Gift Transaction, an Information Use Transaction, or an Organization Opportunity Transaction, as defined in the Introduction, above.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

- b. A person has a “duality interest” if the person serves as an officer, director, trustee, senior employee, or corporation member of an Organization or entity, for-profit or nonprofit, with which the Organization has or is considering a transaction or arrangement, including a grant or funding arrangement.
- c. “Senior employee” means a chief management or administrative official, such as executive director or department head.
- d. A financial or duality interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial or duality interest has a conflict of interest if the appropriate governing board or committee decides that a conflict of interest exists.

Article III Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial or duality interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial or duality interest and all material facts, and after any discussion with the interested person, he or she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists. For this and other purposes under this Policy, if the number of directors or

trustees without a potential conflict of interest is less than the normal number for a quorum, then the number of directors or trustees without a potential conflict of interest shall constitute a quorum.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall by a majority vote of disinterested directors or committee members do the following:
 - i. determine whether the transaction or arrangement is in the Organization's best interest and for its own benefit, is fair and reasonable to the Organization, and is based on appropriate comparability information, if any; and
 - ii. make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, it shall inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the interested person's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the interested person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. the names of the persons who disclosed or otherwise were found to have a financial or duality interest in connection with an actual or possible conflict of interest, the nature of the financial or duality interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed; and
- b. the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI Annual Statements

Each director, officer, member of a committee with governing board delegated powers, and senior employee shall annually sign a statement which affirms that such person:

- a. has received a copy of the conflicts of interest policy,
- b. has read and understands the policy, and
- c. has agreed to comply with the policy.

The statement shall include information relating to any actual or potential financial or duality interest as to such person.

Article VII

Periodic Reviews

To ensure the Organization operates in a manner consistent with its charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. adequacy of this Conflict of Interest Policy and sufficiency of the Organization's compliance with the Policy;
- b. whether compensation arrangements and benefits are reasonable and are approved pursuant to appropriate procedures;
- c. whether any other financial or duality interests with respect to directors, trustees, officers, members of a committee with governing board delegated powers, and senior employees are in the best interest of the Organization and approved pursuant to appropriate procedures; and
- d. whether partnerships, joint ventures, and arrangements with management Organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further the Organization's nonprofit purposes and do not result in any private benefit not permitted under state law.

Article VIII

Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

SECTION B

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04/13/2011 09:46 FAX 6173890044

002

Examiner

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF ORGANIZATION (General Laws, Chapter 180)

Name
Approved

ARTICLE I

The exact name of the corporation is:

Organic Medical Supplies, Inc.

ARTICLE II

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

SEE CONTINUATION SHEET 2A

C ☐
P ☐
M ☐
R.A. ☐

P.C.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

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 qualification 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:

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:

SEE CONTINUATION SHEETS 4A - 4B

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.

***If there are no provisions, state "None".*

Note: The preceding four (4) articles are considered to be permanent and may only be changed by filing appropriate Articles of Amendment.

ARTICLE VI

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a *later* effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing.

ARTICLE VII

The information contained in Article VII is not a permanent part of the Articles of Organization.

a. The street address (post office boxes are not acceptable) of the principal office of the corporation *in Massachusetts* is:

790 Boylston Street, #16H, Boston, MA 02199

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

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:			
Treasurer:			
Clerk:			

SEE CONTINUATION SHEET

Directors:
(or officers
having the
powers of
directors)

c. The fiscal year of the corporation 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 corporation is:

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) are clearly typed or printed beneath each signature, do hereby associate with the intention of forming this corporation under the provisions of General Laws, Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this 12th day of April, 20 11.

Richard C. Allen

Richard C. Allen, Esq.

Casner & Edwards, LLP, 303 Congress Street

Boston, MA 02210

Note: If an existing corporation is acting as incorporator, type in the exact name of the corporation, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said corporation and the title he/she holds or other authority by which such action is taken.

CONTINUATION SHEET 2A

The Corporation is organized and shall be operated as a taxable nonprofit corporation for the purpose of producing, acquiring and distributing medical and wellness supplies and services. The Corporation may engage in any activities in furtherance of such purpose which may lawfully be carried on by a corporation organized under Chapter 180 of the General Laws of the Commonwealth.

CONTINUATION SHEET 4A

Subject to the limitations set forth below, the Corporation shall have the following powers: (1) the powers set forth in Massachusetts General Laws c. 156B, §9 (a) through (k), §9(o) and §9(p); (2) the power to pay pensions and to establish and carry out pension, savings, thrift and other retirement and benefit plans, trusts and provisions for any or all of its directors, officers and employees; and (3) the powers set forth in c. 156B, §§9A and 9B.

(a) No director or officer of the Corporation shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director or officer; provided, however, that this paragraph shall not eliminate or limit the liability of a director or officer of the Corporation (i) for any breach of the director's or officer's duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director or officer derived an improper personal benefit. No amendment, modification or repeal of this paragraph, directly or by adoption of an inconsistent provision of these Articles, shall apply to or have any effect on the liability or alleged liability of any director or officer of the Corporation for or with respect to any acts or omissions of such director or officer occurring prior to such amendment, modification or repeal.

(b) If the Corporation has members, meetings of the members may be held anywhere in the United States.

CONTINUATION SHEET 4B

(c) If the Corporation has members, the by-laws may provide that the Directors may make, amend or repeal the by-laws, in whole or in part, except with respect to any provision thereof which by law, the articles of organization or the by-laws requires action by the members. Not later than the time of giving notice of the meeting of members next following the making, amending or repealing by the Directors of any by-law, notice thereof stating the substance of such change shall be given to all members entitled to vote on amending the by-laws. Any by-law adopted by the Directors may be amended or repealed by the members.

CONTINUATION SHEET 7A**OFFICERS**

	NAME	
President	Geoffrey Reilinger	
Vice-President	Elizabeth Reilinger	
Treasurer	Elizabeth Reilinger	
Clerk	Elizabeth Reilinger	

DIRECTORS

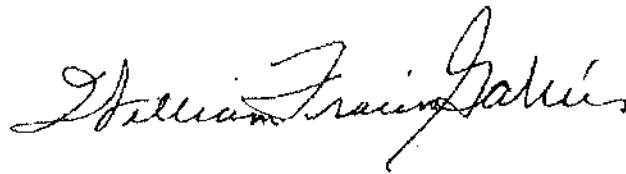
NAME	
Geoffrey Reilinger	
Elizabeth Reilinger	

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:

April 13, 2011 10:49 AM

A handwritten signature in cursive script, reading "William Francis Galvin". The signature is written in dark ink and is centered on the page.

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

SECTION 3
FEDERAL IDENTIFICATION
no. 000105080145-2424604
Fee: \$15.00

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth

One Ashburton Place, Room 1717, Boston, Massachusetts 02108-1512

ARTICLES OF AMENDMENT (General Laws, Chapter 180, Section 7)

Examiner

Name
Approved

We, Geoffrey Reilinger, *President / ~~*Vice President~~

and Elizabeth Reilinger, *Clerk / ~~*Assistant Clerk~~

of Organic Medical Supplies, Inc.
(Exact name of corporation)

located at 790 Boylston Street, #16H, Boston, MA 02199
(Address of corporation in Massachusetts)

do hereby certify that these Articles of Amendment affecting articles numbered:

1

(Number those articles 1, 2, 3, and/or 4 being amended)

of the Articles of Organization were duly adopted at a meeting held on 6/30 20 13, by vote of

2

members, ~~7 directors & 1 shareholder~~

☒ Being at least two-thirds of its members legally qualified to vote in meetings of the corporation; OR

☐ Being at least two-thirds of its directors where there are no members pursuant to General Laws,
Chapter 180, Section 3; OR

☐ In the case of a corporation having capital stock, by the holders of at least two-thirds of the capital stock having
the right to vote therein.

C ☐
P ☐
M ☐
R.A. ☐

The name of the corporation is changed to Compassionate Organics, Inc.

*Delete the inapplicable words.

**Check only one box that applies.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

P.C.

The foregoing amendment(s) will become effective when these Articles of Amendment are filed in accordance with General Laws, Chapter 180, Section 7 unless these articles specify, in accordance with the vote adopting the amendment, a *later* effective date not more than *thirty* days after such filing, in which event the amendment will become effective on such later date.

Later effective date: _____

SIGNED UNDER THE PENALTIES OF PERJURY, this 9th day of July, 20 13



_____, *President / ~~*Vice President~~,



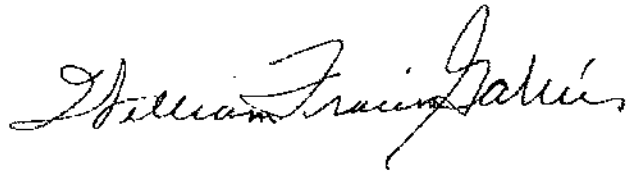
_____, *Clerk / *Assistant Clerk

*Delete the inapplicable words.

THE COMMONWEALTH OF MASSACHUSETTS

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

July 09, 2013 01:03 PM

A handwritten signature in cursive script, reading "William Francis Galvin". The signature is written in dark ink and is centered on the page.

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



William Francis Galvin
Secretary of the
Commonwealth

SECTION B

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

September 28, 2017

TO WHOM IT MAY CONCERN:

I hereby certify that

ORGANIC MEDICAL SUPPLIES, INC.

appears by the records of this office to have been incorporated under the General Laws of this Commonwealth on **April 13, 2011 (Chapter 180)**.

I also certify that by Articles of Merger filed here **July 9, 2013**, the name of said corporation was changed to

COMPASSIONATE ORGANICS, INC.

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



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

**BY-LAWS
OF
COMPASSIONATE ORGANICS, INC.**

ARTICLE I

ARTICLES OF ORGANIZATION

The name and purposes of the Corporation shall be as set forth in the Articles of Organization. These By-laws, the powers of the Corporation and of its Members, its Directors and its officers, and all matters concerning the conduct and regulation of the Corporation shall be subject to the Articles of Organization in effect from time to time.

ARTICLE II

MEMBERS

Section 1 **MEMBERSHIP.** The Members of the corporation (the "Members") are those persons listed in the List of Members appended hereto. The Charter Members are those persons who were Members at the time of incorporation of the Corporation. The Members shall have such powers as provided by law, the Articles of Organization, or these By-laws. The Members may act by meeting or by written consent. Additional persons may be elected to membership by the Members. A person elected a Member shall remain a Member until his or her death, resignation or removal. A Member other than a Charter Member may be removed by a majority vote of the Members.

ARTICLE III

BOARD OF DIRECTORS

Section 1 **POWERS.** The general management of the business, property and affairs of the Corporation shall be vested in a Board of Directors. A staff may be hired to assist in the performance of the function of the Corporation.

Section 2 **ELECTION, TERM OF OFFICE AND VACANCIES.** The first Board of Directors shall be those persons listed as having the powers of Directors in the Articles of Organization. Each Director shall hold office until his or her successor is duly elected by the Members, or until he or she sooner resigns, is removed, becomes disqualified, or dies. The Members may elect new Directors to fill any vacancy, including a

vacancy caused by increasing the number of Directors serving on the Board.

- Section 3 **RESIGNATION.** Any Director may resign at any time by giving written notice of such resignation to the Board of Directors. Such resignation shall be effective at the time specified therein, or if no time is specified, upon receipt by the Board.
- Section 4 **REMOVAL AND SUSPENSION.** A Director may be removed or suspended with or without cause by the Members.
- Section 5 **COMMITTEES.** The Board of Directors may delegate such of its powers as it considers advisable, except those powers which by law, the Articles of Organization, or these By-laws may not be so delegated, to such committees as the Board of Directors or these By-laws may from time to time establish. All committees shall serve at the pleasure of the Board of Directors. No committee Members other than a Director may exercise a power that may not be delegated to a non-Director. Except as the Directors may otherwise determine, any such committee may make rules for the conduct of its business, but unless otherwise provided by the Directors or such rules, its business shall be conducted as nearly as may be in the same manner as is provided in these By-Laws for the conduct of business by the Directors, including the taking of minutes and requirements for establishing a quorum and voting. Any action taken by any committee shall be reported to the Executive Committee or Board of Directors no later than the date of the meeting of the Executive Committee or Directors next following the date of such action.
- Section 6 **EXECUTIVE COMMITTEE.** The Board of Directors may elect an executive committee of Directors, which executive committee shall, except as the Board of Directors otherwise determines and provided that executive committee action shall not conflict with the express actions or policies of the Board of Directors, have full power and authority to act on all matters between meetings of the Directors, except for power and authority that may not be delegated by the Board of Directors, and except for the power to elect officers, to fill officer vacancies, to remove or suspend officers from office, to hire, terminate or establish the compensation of the Executive Director/CEO, to approve the Corporation's annual budget; to select the any independent auditor for the Corporation; to change the principal office of the Corporation, to authorize a sale, lease, exchange, or other disposition of all or substantially all of the assets of the Corporation, to authorize a merger or consolidation of the Corporation, to authorize dissolution of the Corporation, or to initiate a bankruptcy proceeding. The Executive

Committee shall maintain a written record of its work and report in writing to the full Board of Directors.

ARTICLE IV

MEETINGS OF BOARD OF DIRECTORS

- Section 1 **ANNUAL, REGULAR AND SPECIAL MEETINGS.** The Board of Directors shall meet annually on such date and at such place and time as the Board of Directors shall determine. Regular meetings shall be at such date, place and time as the Board of Directors may from time to time determine. Special meetings may be called by the President, the Board of Directors, or the Members.
- Section 2 **NOTICE.** Written notice shall be given to the Directors and to the Members of all meetings stating the date, purpose, time and place of such meeting: (a) by mailing, postage prepaid and addressed to the appropriate last known home or business address at least seven days before the meeting; (b) by causing such notice to be sent by telegram, fax, e-mail, or other means of written communication at least forty-eight hours before the meeting to the Director's or Member's address as it appears in the records of the Corporation; or (c) by providing such notice in person or by telephone at least forty-eight hours before the meeting. However, except as otherwise required by law, the Articles of Organization or these By-Laws, separate notice of regular meetings, if fixed in advance or occurring on a regular schedule agreed upon in advance by the Board of Directors, is not required, provided that all Directors and the Members have notice of such fixed or scheduled date, time and place.
- Section 3 **QUORUM AND VOTING.** A majority of Directors then in office shall constitute a quorum at all meetings. When a quorum is present, voting at any meeting shall be by majority vote except as required by law, the Articles of Organization, or these By-laws.
- Section 4 **ACTION WITHOUT A MEETING.** Any action required or permitted to be taken may be taken without a meeting if all those entitled to vote consent in writing and if the written consents are filed with the records of the Corporation. Consent may be given by facsimile transmission or by electronic mail. Such consents shall be treated for all purposes as a vote at a meeting.
- Section 5 **TELEPHONIC PARTICIPATION IN MEETINGS.** Members of the Board of Directors or any committee designated by the Board of

Directors or these By-laws may participate in a meeting of the Board of Directors or such committee by means of a conference telephone call or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participating by such means shall constitute presence in person at a meeting.

- Section 6 **WAIVER OF NOTICE.** Whenever any written notice is required to be given by these By-laws, a waiver of notice given either before or after the action for which notice is required shall have the effect of written notice. Attendance by a Director at a meeting without protest as to notice shall have the effect of waiver of notice.

ARTICLE V

OFFICERS

- Section 1 **ENUMERATION.** The officers of the Corporation shall be a President, a Clerk, a Treasurer, and such other officers as the Board of Directors may from time to time appoint. A person may simultaneously hold more than one office in the Corporation.
- Section 2 **ELECTION AND TERM.** The initial officers of the Corporation shall be those persons listed as having the powers of officers in the Articles of Organization, each serving until his or her successor is elected and qualified.. Thereafter, the Directors at the Annual Meeting or special meeting in lieu thereof shall elect all officers to hold office at the pleasure of the Board of Directors or for terms established by the Board of Directors until their successors are elected and qualified.
- Section 3 **POWERS.** The officers shall have the powers and perform the duties customarily belonging to their respective offices, including the powers and duties listed below:
- a) The Board of Directors may elect a Members of the Board of Directors to serve as Chair of the Board. If a Chair is elected, the Chair of the Board shall preside at all meetings of the Board of Directors, shall perform all duties incident to the office of Chair, and shall have such other powers and duties as the Board of Directors determines. The Chair may simultaneously hold more than one office in the Corporation. If the Corporation does not have a President, the Chair of the Board shall have the powers and duties incident to the office of President, except as otherwise provided by the Board of Directors or these By-laws.

- b) The President shall, except as otherwise specified by the Board of Directors, be responsible to the Board of Directors for the administration of the Corporation's affairs. Except as otherwise provided by the Board of Directors or these By-laws, the President shall preside at all meetings of the Board of Directors at which he or she is present.
- c) The Clerk shall be responsible for the recording and maintenance of the corporate records and documents of the Corporation, including records of all meetings of the Board of Directors, and for the issuance of calls and notices of meetings of the Board of Directors. If the Clerk is absent from any meeting, a temporary Clerk chosen at the meeting shall exercise the duties of the Clerk at such meeting. The Clerk shall have such other duties and powers as designated by the Board of Directors.
- d) The Treasurer shall, subject to the direction of the Board of Directors, have general charge of the financial affairs of the Corporation and shall cause to be kept accurate books of account. The Treasurer shall be responsible for the safe custody of all funds, securities, and valuable documents of the corporation, except as the Board of Directors may otherwise provide. With the advice and consent of the Board of Directors, he or she shall have power to invest and reinvest surplus funds. The Treasurer shall have such other duties and powers as designated by the Directors.

Section 4 RESIGNATION. Any officer may resign at any time by giving written notice of such resignation to the President or the Clerk. Such resignation shall be effective at the time specified therein, or if no time is specified, upon receipt by the officer to whom it is given.

Section 5 REMOVAL AND SUSPENSION. An officer may be removed or suspended either with or without cause by an affirmative vote of a majority of the Directors then in office at any meeting of the Board. Such removal shall be without prejudice to contract rights, if any, of the person so removed. Election or appointment as an officer shall not of itself create contract rights.

Section 6 VACANCIES. A vacancy in any office shall be filled by the Board of Directors at any meeting.

ARTICLE VI

COMPENSATION

- Section 1 **DIRECTORS.** No Director shall receive compensation for serving as such. Directors may be reimbursed for reasonable expenses incurred in connection with the affairs of the Corporation including attendance at meetings.
- Section 2 **OFFICERS.** The officers shall receive such compensation as the Board of Directors may determine. No officer shall be prevented from receiving compensation by reason of the fact that he or she is also a Director.

ARTICLE VII

BENEFACTORS, SPONSORS, ADVISORS AND FRIENDS OF THE CORPORATION

The Board of Directors may from time to time designate certain persons or groups of persons as benefactors, sponsors, advisors, or friends of the Corporation or such other title as it deems appropriate. Such persons in such capacity shall have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or duties with respect to the Corporation other than as designated by the Board of Directors.

ARTICLE VIII

INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES

The Corporation shall to the extent legally permissible and consistent with the Employee Retirement Income Security Act of 1974, as amended, indemnify each of its present and former Directors and officers and any person who serves or has served, at the Corporation's request, as Director, Trustee, officer or Members of another organization or in a capacity with respect to any employee benefit plan (and the heirs, executors and administrators of the foregoing) (the "Indemnified Person") against all expenses and liabilities which the Indemnified Person has reasonably incurred in connection with or arising out of any action or threatened action, suit or proceeding, whether civil, criminal, administrative or investigatory, in which the Indemnified Person may be involved, directly or indirectly, by reason of serving or having served in a capacity identified above. Such expenses and liabilities shall include, but not be limited to, judgments, fines, penalties, court costs and attorney's fees and the cost of reasonable settlements. However, no such indemnification shall be made in relation to matters as to which such

Indemnified Person shall be finally adjudged in any such action, suit or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation, or, in the case of a person who serves or has served in a capacity with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such plan.

If authorized by the Board of Directors, the Corporation may to the extent legally permissible and consistent with the Employee Retirement Income Security Act of 1974, as amended, indemnify each of its present and former employees and other agents (collectively, "Agent"), defined to include those employees and agents other than Indemnified Persons as defined in the preceding paragraph, against all expenses and liabilities which the Agent has reasonably incurred in connection with or arising out of any action or threatened action, suit or proceeding, whether civil, criminal, administrative or investigatory, in which the Agent may be involved, directly or indirectly, by reason of being or having been an Agent. Such expenses and liabilities may include, and are not limited to, judgments, fines, penalties, court costs and attorney's fees and the cost of reasonable settlements. However, no such indemnification shall be made in relation to matters as to which such Agent shall be finally adjudged in any such action, suit or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation, or, in the case of a person who serves or has served in a capacity with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such plan.

Indemnification may include payment of reasonable expenses in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the Indemnified Person or Agent to repay such payment if the Indemnified Person or Agent shall be adjudicated to be not entitled to indemnification hereunder, which undertaking may be accepted regardless of the financial ability of the Indemnified Person or Agent to make repayment.

In the event that a settlement or compromise of such action, suit or proceeding is effected, indemnification may be had, but only if such settlement or compromise and such indemnification are approved:

- i. by a majority vote of a quorum consisting of disinterested Directors;
- ii. if such a quorum cannot be obtained, then by a majority vote of a committee of the Board of Directors consisting of all the disinterested Directors;
- iii. if there are not two or more disinterested Directors in office, then by a majority of the Directors then in office, provided they have obtained a written finding by special independent legal counsel appointed by a majority of the Directors to the effect that, based upon a reasonable investigation of the relevant facts as described in such opinion, the person

to be indemnified appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation (or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan); or

iv. by a court of competent jurisdiction.

The foregoing right of indemnification shall not be exclusive of other rights to which any Indemnified Person or Agent may be entitled as a matter of law. The Corporation's obligation to provide indemnification under these By-Laws shall be offset to the extent of any other source of indemnification or any otherwise applicable insurance coverage maintained by the Corporation or any other person.

ARTICLE IX

GENERAL

- Section 1 **CORPORATE SEAL.** The corporate seal, if any, shall be in a form determined from time to time by the Board of Directors.
- Section 2 **FISCAL YEAR.** The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December, unless otherwise determined by the Board of Directors.
- Section 3 **RECEIPT AND DISBURSEMENT OF FUNDS.** The Board of Directors may designate such other officer or officers who in addition to or instead of the President or Treasurer shall be authorized to receive and receipt for all moneys due and payable to the Corporation from any source whatever, to endorse for deposit checks, drafts, notes, or other negotiable instruments, and to give full discharges and receipts therefor. Funds of the Corporation may be deposited in such bank or banks as the President or Board of Directors may from time to time designate or with such other corporations, firms, or individuals as the Board of Directors may from time to time designate.
- Section 4 **EXECUTION OF DOCUMENTS.** Except as otherwise provided by law, the Board of Directors or these By-Laws, the Chair, President or Treasurer shall sign for the Corporation all deeds, agreements and other formal instruments.
- Section 5 **COMMUNICATION BY FACSIMILE, ELECTRONIC, OR OTHER WRITTEN MEANS.** Written notice or waiver of notice or other

communication under these By-Laws may be given by facsimile transmission, electronic mail, or other means of written communication.

ARTICLE X

AMENDMENTS

These By-laws may be amended by the Members.

Adopted: April 12, 2011

56849.0/504965.2

LIST OF MEMBERS

The Members of the Corporation are:

Elizabeth Reilinger, Charter Member

Geoffrey Reilinger, Charter Member

56849.0/504965.2

Applicant Corporation **Compassionate Organics, Inc.**

SECTION D. EMPLOYMENT AND EDUCATION FORM

This Employment and Education form must be completed and signed by each of the following individuals: The applicant's Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, individual responsible for marijuana for medical use cultivation operations, and individual responsible for the RMD security plan and security operations. If the applicant does not have a Chief Executive Officer, Chief Operating Officer, or Chief Financial Officer, it must identify the individuals performing the equivalent duties for the Applicant and submit this form for each said individual. Submit one Employment and Education form for each of the above individuals when submitting a *Management and Operations Profile* to the Department of Public Health.

Name of Individual

Geoffrey Reilinger

Title of Individual (at Applicant Corporation)

Chief Executive Officer

Name of Applicant Corporation

Compassionate Organics, Inc.

Highest Education Attained – Institution, Degree, and Year

Babson College, Master of Business Administration, 2001

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

Employer	Title	Time Period
Self	Entrepreneur/Real Estate Broker/Developer	2001-Present

Applicant Corporation Compassionate Organics, Inc.

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

01/04/2018

Date Signed

Applicant Corporation Compassionate Organics, Inc.

SECTION D. EMPLOYMENT AND EDUCATION FORM

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Name of Individual

Joseph Stevens

Residential Address of Individual



Title of Individual (at Applicant Corporation)

Chief Operating Officer

Name of Applicant Corporation

Compassionate Organics, Inc.

Highest Education Attained – Institution, Degree, and Year

County College of Morris, A.A.S. Radiography, 2007

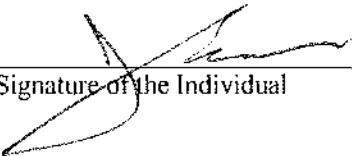
Past 10 Years of Employment by Employer, Title and Time Period. List chronologically, beginning with most recent employment. Add more forms if space is needed for additional employment history entries.

Employer	Title	Time Period
Greenleaf Consulting LLC	Owner	June 2014-Present
Greenleaf Compassion Center	CEO/Board Member	2010-2014

Applicant Corporation Compassionate Organics, Inc.

Advanced Imaging Associates		2007-2011

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

12/19/2017
Date Signed

Applicant Corporation Compassionate Organics, Inc.

SECTION D. EMPLOYMENT AND EDUCATION FORM

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Name of Individual

EDWARD MULHERIN

Residential Address of Individual



Title of Individual (at Applicant Corporation)

CHIEF FINANCIAL OFFICER

Name of Applicant Corporation

Compassionate Organics, Inc.

Highest Education Attained – Institution, Degree, and Year

SUFFOLK UNIVERSITY LAW SCHOOL - JURIS DOCTOR - 1987

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

Employer	Title	Time Period
ECRATCHIT, INC	CEO	15 YEARS

Applicant Corporation Compassionate Organics, Inc.

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

01/02/2018

Date Signed

Applicant Corporation Compassionate Organics, Inc

SECTION D. EMPLOYMENT AND EDUCATION FORM

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Name of Individual

Todd Broyard

Title of Individual (at Applicant Corporation)

Director of Security

Name of Applicant Corporation

Compassionate Organics, Inc

Highest Education Attained – Institution, Degree, and Year

University of Vermont, Bachelor of Arts, 1988

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

Employer	Title	Time Period
Black Lab Alarm	President/Owner	1994-Present

Applicant Corporation Compassionate Organics, Inc

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

Todd Boyal
Signature of the Individual

12/27/2017

Date Signed

Applicant Corporation **Compassionate Organics, Inc.**

SECTION D. EMPLOYMENT AND EDUCATION FORM

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Name of Individual

Michael Carl Krobock

Residential Address of Individual

Title of Individual (at Applicant Corporation)

Director of Cultivation

Name of Applicant Corporation

Compassionate Organics, Inc.

Highest Education Attained – Institution, Degree, and Year

University City High School, 11th Grade, 1995

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

Employer	Title	Time Period
Self	Sole Proprietor	2001 - Present

Applicant Corporation Compassionate Organics, Inc.

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

12/10/2017
Date Signed