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: [Initials]
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. Mass Wellspring, Inc.

   Legal name of Corporation

2. Name of Corporation’s Chief Executive Officer

   P.O. Box 1087
   Waltham, MA 02454-1087

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?

   1

SECTION B. INCORPORATION

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

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

10. Attach a copy of the corporation’s bylaws.

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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.

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.

N/A
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.

The RMD has adopted a Conflict of Interest Policy to govern transactions under which directors review terms to determine whether they are reasonable and fair. The directors will explore alternative transactions to ensure the deals are fair.

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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
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

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

09/23/2015

Date Signed

CEO

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.

D.V.M., M.S.
20 years' experience as a veterinarian; founder/owner of a mobile veterinary practice, USDA certified and State/Federal DEA licensed. Services include general medicine, hospice/euthanasia, surgery, and prescriptive drug dispensary. Increased customer base by 20% per year; profitable within 4 months. Instituted payment program for low income, disabled and seniors. Experience in finance, marketing, operations, sales and strategic planning. Expert knowledge in storage, recording and delivery of controlled substances. This experience works strongly in favor of running a successful RMD by having a solid foundation in providing mobile dispensary services, protecting patients' and the public's security/confidentiality, understanding and maintaining accurate, detailed records. This experience in formulating operating budgets, strategic planning and revenue/growth projections to assist the needy is invaluable for managing a dispensary.

5 years' experience as a co-founder of a hydroponics store serving dispensaries, managing a dispensary in CA and Director of University of Oregon's The Oregon Bus Project and Students for Sensible Drug Policy (SSDP). The O.B.P. educates and mobilizes youth in the political process. SSDP educates the public on the impact of drug abuse on communities and works to create sensible drug policies. As director, managed volunteers, planned events, educated the public, and organized fund-raisers. Responsibilities include managing/training employees in inventory management, retail operations, and software maintenance. Having learned the laws and regulations surrounding RMDs, founding/running Growers House, with its exponential growth rate, have ensured operations run smoothly during rapid business growth while adhering to Federal/State regulations.

16 years' experience as Founder/President of a financial services company which extends credit to pet owners in need. Experience in budgeting, financial management, statistical analyses and secure integration of finances with the Fed's ACH network/IT integration. Experience in developing operating budgets and formulating revenue projections. Understanding sophisticated financial tools and statistics enables an accurate utilization projection assessment, thus ensuring solvency while offering low cost/free medicine to patients in need. Board Member of a non-profit organization which focus on children's charities. Experience in budgeting, event coordination, IT development, management and fund raising. This experience lends itself to working as a team in shaping the framework of a non-profit to best serve patients. Understanding and formulating operating budgets and the actuarial responsibilities of a non-profit to ensure it remains financially sound long-term.
18. Describe the experience, and length of experience, of the Corporation's Chief Executive Officer, Chief Operations Officer, and Chief Financial Officer with providing health care services.

[A filled-in section of text]

[Unfilled section of text]

Employed as a manager in 2010 (4 months) at The Green Cross dispensary in San Francisco, CA, one of the largest dispensaries in the Bay Area and the largest delivery dispensary in California. Managed customer delivery, website operations, and consulted on a one-on-one basis with customers requiring medical marijuana for palliative relief of their respective illnesses. These recommendations included matching the strains and types of medical marijuana to the patients’ needs and maladies. These recommendations include the various forms of medical marijuana such as flowers, tinctures, kief, hash, topicals, and infused edible products, as well as the instruments of delivery that safely enhance the efficacy of the medicine.

Nurse’s assistant for mentally handicapped children and adults in an assisted living facility for 1 year (1988-89). Responsibilities included bathing, grooming, clothing, medicating and assisting in physical and occupational therapy. Organized group sessions to encourage social interactions and facilitate companionship. Assisted in organizing and chaperoning on field trips and outside events.

As the President and founder of NordicMed (4 years), assisted hospitals in filling required nursing positions in hospitals and clinics within the United States. Understanding the professional needs of both hospitals and nurses, and knowledgeably placing high quality nursing staff in appropriate medical facilities, was the primary objective of NordicMed.
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.

DEA License holder for schedule II, III, IV, V and VI controlled substances for 18 years. 20 years experience in storing, administering, dispensing and securely delivering controlled substances in compliance with DEA regulations. 5 years actively researching and collating literature and anecdotal medical information on medical cannabis and its use in companion animal patients. Currently counseling pet owners interested in seeking cannabis for their pets including discussing potential side effects and toxicity issues in companion animals.

[Redacted] brings a wealth of well-rounded expertise to the field of medical marijuana gained by working with medical marijuana patients for 5 years. His experience spans from counseling patients about the different strains/types of marijuana to discussing the optimum choices of strain, amount and delivery instrument depending upon the patient’s ailments.

He also has experience delivering medical cannabis to sick patients at their homes. In his current position as a hydroponics business owner, he advises individual patients and large businesses on building and maintaining successful grow operations.

While employed at The Green Cross Dispensary in San Francisco (2010), he consulted with patients who sought palliative relief of their respective illnesses. His expertise in matching strains and types of marijuana according to the patients’ needs and maladies enabled him to provide a high standard of patient care with knowledge and compassion. He also trained patients in the use of the various instruments of delivery to enhance the efficacy of their medicine. He discussed with individual patients the various forms of cannabis, such as flowers, tinctures, kief, hash, topicals and infused edibles, and how best to consume them to obtain the optimum medical effect in relation to the patient’s ailments.

[Redacted] received his medical marijuana card in California (2010), then received his medical marijuana licenses through the Department of Health of Arizona (2011) with an authorization to cultivate. He is an experienced medical cannabis grower having expanded from a small to commercial sized grow operations of up to 3,000 sq. ft. and comprising 80,000 watts of light output. At present, he consults both individual patients and large grow operations of organic greenhouses, indoor and hydroponic environments as part of his current business—Growers House Hydroponics. He has consulted with over 50 commercial operations that have ranged from 1,000-20,000 sq. ft. using both hydroponic and fully organic methods. Whether designing these grow rooms for the single home growing patient or a large grow facility, he designs and procures all equipment including, but not limited to, media, lighting, nutrients, environmental controllers, electrical components, air conditioners, and irrigation systems.

N/A
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.

[Details of experience and background of COO and Director of Cultivation Operations, as well as an engineer and entrepreneur with experience in finance, IT, and security systems.]

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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.

All phases of cultivation shall take place in sanitary, designated locked/limited access areas monitored by video surveillance in accordance with 105CMR725.110.D.1.d-i. All phases of cultivation involve electronic scanning of plants. The cultivation operations incorporates smart design, inspection, testing and climate-control protocol and comply with all DPH and local regulations/codes. Grow rooms are designed to avoid heat and electrical failures. Electrical equipment are only ETL and/or UL listed. Inspections and testing will ensure that equipment is safe and effective. Our technology provides environmental stability including: nutrient concentration; temperature; and humidity. This reduces pests, fungi, spores, mold, and other contaminants.

We use a variety of light sources (e.g., HPS, halide) for cultivation and temperatures are kept around 75F. The drying/curing area is kept at 65F. Air intake into cultivation rooms is through HEPA filter systems. Trichome color and flower bud maturity determine harvest. Cultivation uses reverse osmosis for nutrient mix. All walls, floors, equipment and utensils are kept cleaned and sanitized. There are daily inspections for mold and pests. Should any plants show signs of infection they are destroyed. We shall implement our policy/procedures for the destruction of contaminated product according to the regulations.

All cultivation will be consistent with organic requirements found at 7CFR Part206. Only OMRI certified organic pesticides or beneficial predator insects are used. We test for cannabinoid profiles and contaminants (e.g. mold, mildew, heavy metals, plant-growth regulators, non-organic pesticides). Results are stored for at least 1 year. DPH will determine the amount of testing necessary. Testing will be conducted by an independent, third-party accredited laboratory or a laboratory approved by DPH and only by individuals registered as dispensary agents. We will comply with 105CMR725.110.E in transporting marijuana for testing and will destroy cannabis returned to Mass Wellspring from the lab.

All cultivation staff are subject to 105CMR300.000. They will wear uniforms, gloves and hair-coverings and will use hand-washing facilities located near the cultivation areas. There is sufficient space in cultivation rooms to maintain sanitary operations. Litter/waste is removed promptly to minimize odor and pests. The facility will comply with 105CMR725.105.1 when handling excess product. There is safety lighting in cultivation and cleaning areas. Toxic items are stored in a manner that protects against contamination of marijuana.

Only essential authorized dispensary agents have access to cannabis items and are returned to secure location at closure. Only female leaves and flowers, free from foreign material/contaminants, are processed. Packaging is in a secured area.

We will cultivate several strains of cannabis for different debilitating medical conditions (high CBD vs high THC).

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

Mass Wellspring will offer MIPs and concentrates that include alcohol and glycerin tinctures, butters, baked goods, infused food oils (e.g. olive oil, coconut oil), full-extract oil, honey oil, candies, drops, suppositories, salves, and balms. Baked goods will be prepared using marijuana-infused butter. Candies, lozenges, and liquid drops will use full-extract oil. The tinctures, full-extract oil and honey-oil may also be sold independently. The range of products will be carefully designed to use different strains of medical marijuana (Indica, Sativa and hybrid strains), varying in cannabinoid makeup and overall effect, in order to offer medications to address the broadest range of medical issues. The variety in types of product offered for sale will also reflect difficulties some patients may have with different delivery systems. For instance, someone with a swallow-disorder may do better with suppositories or liquid drops. We also intend to provide MIPs derived from 'high-CBD' (> 2% up to 15% or more) strains, such as Cannatonic, Dieseltonic, Otto II, CBD Shark Shock, Charlotte's Web, Pennywise, and Sour Tsunami. These high CBD strains have recently been shown to confer the greatest health benefits to patients suffering from a variety of illnesses. Packaging and labeling of MIPs will conform to all restrictions and requirements set forth in 105CMR725.105.E.1, 105CMR725.105.E.2 & 105CMR725.105.E.3. All MIPs will be properly labeled and sold in child/tamper proof packaging.
23. Provide a summary of the RMD's methods of producing MIPs, if the RMD intends to produce MIPs.

Tinctures are made by infusing pure grain alcohol or vegetable-glycerin with cured medical marijuana, mixing/steeping the mixture, then straining into sanitized containers for transfer into glass dropper-top bottles. Full-extract oils are made by purging the alcohol, leaving the oil. Honey oil will be extracted from resin using the supercritical fluid extraction (SFE) method with carbon dioxide (CO2). Food oils are made by infusing medical marijuana with food oil, heating, then straining out plant material. MIPs will be lab-tested for quality control prior to packaging and sale. All liquids/oils will be packaged in glass-containers with tamper-proof tops. All containers will have labels that conform to 105 CMR 725.105(E) (3) requirements for consumption. All food recipes will be documented and carefully followed to ensure consistency in product, quality and dose. Our kitchen will obtain a Massachusetts food establishment license. All MIP preparers will be Massachusetts licensed food workers. We will provide a summary of the Department’s requirements contained in 105 CMR 300.000 to each MIP preparer. We will incorporate all requirements contained in 105 CMR 725.105(C)(6) regarding sanitary conditions for the production of all MIPs and 105CMR500.000 regarding Good Manufacturing Practices for edible MIPs. All MIPs will be properly labeled and sold in child/tamper proof packaging. Ingredients will be listed. Unsold/expired MIPs will be cataloged and destroyed per DPH regulations.
24. Provide a summary of the RMD's operating procedures for the provision for security at the RMD.
25. Provide a summary of the RMD’s operating procedures for the prevention of the diversion of marijuana.
26. Provide a summary of the RMD's operating procedures for the storage of marijuana for medical use.
27. Provide a summary of the RMD’s operating procedures for the transportation of marijuana for medical use.
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.

The cultivation and post-harvest areas will be maintained in a clean and sanitary condition and kept at constant temperatures and humidities to ensure a healthful environment. Personnel will wear protective gloves and hairnets while handling plants and products. We will cure Cannabis for four to six weeks, depending on the strains, to produce a better quality Cannabis. Only OMRI certified organic pesticides will be used in our facility, or beneficial predator insects, as preventatives and not for treatment of contaminated plants. Plants in all life-stages and products will be subject to rigorous continual monitoring and inspections, visually and with microscopes, for signs of mold, disease, and pests. Pursuant to 105CMR725.105.C.2., we will contract with an ISO17025-accredited, third-party and independent lab to test for, at minimum, cannabinoid profile, and contaminants, including mold, mildew, heavy metals, plant-growth regulators, and the presence of non-organic pesticides. Testing will be conducted at a frequency determined by DPH. Any plants found with mold or other contaminants will be quarantined and destroyed immediately. The certified results of each test will be reported on all product labels pursuant to 105CMR725.E.1 & E.2. whether they fall below DPH established limits or not. MIPs will be manufactured with certified (tested and approved) cannabis and labeled according to 105CMR725.105.E.3. The Company will maintain the results of all testing for at least a year.
30. Provide a summary of the RMD’s operating procedures for maintaining confidentiality of registered qualifying patients, personal caregivers, and dispensary agents, as required by law.

Information about or submitted by registered qualifying patients, personal caregivers, and dispensary agents is confidential and will 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. It is understood that DPH may access this information to carry out official duties.

We will develop a plan describing how confidential information will be maintained in accordance with 105CMR 725.200 and with federal privacy regulations such as HIPAA. The facility will also maintain its employees' personnel information and records in a confidential and secured fashion. At minimum, all written records will be kept in locked cabinets in secured limited access areas. Access to these records are limited to a minimum number of specifically authorized RMD agents. All dispensaries agents are required to complete 8 hrs minimum of annual training on confidentiality, HIPAA, and secure/information requirements. All such training will be documented and retained in the individual’s personnel file for at least 12 months after termination of the individual’s affiliation with the dispensary.

We will use cannabis software such as BioTrackTHC, to ensure compliance with HIPPA and confidentiality requirements. Each RMD agent will require a unique username and password to access patient information. All servers will be located in a locked secure room with 24x7 alarm monitoring.

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

We have developed policies & best practices that meet or surpass industry benchmarks:

Employee Handbook: All staff receives clear expectations for compliance with state, local, and federal laws; patient interaction; dispensary policies about being a drug-smoke-and alcohol-free workplace; reporting procedures; and what staff can expect from us in terms of benefits and ensuring a safe, healthy workplace.

Wages: FT Mgr $60k-90k/Y, FT Non-Mgr $30k-45k/Y, PT $12-15/h.

Benefits: Group health insurance to comply with state employment laws, including Section 125 that lets staff buy health insurance with pre-tax dollars, paid vacation, dental & life insurance; 401k plans. Allowances are standard for Family Medical Leave, Jury Duty & Military Leave.

Advancement: Offered based on documented goals agreed upon between employees & managers; twice-yearly performance evaluations and skills development opportunities. Such factors underpin advancement & pay raise decisions.

All staff must complete Compliance & Training Programs, including compliance with 105CMR725.000 for department operating procedures, patient confidentiality, inventory control, dispensing to qualified patients, proper handling & maintenance, security, incident reporting, HIPAA, discrimination, disabilities, sexual harassment, security and safety of employees and customers, employment rights, workplace violence, & confidentiality. Staff must pass a Criminal Offender Record Information (CORI) check, and re-take annually.
32. Provide a summary of the RMD’s operating procedures for dispensing of marijuana for medical use.
33. Provide a summary of the RMD’s operating procedures for record keeping.

Mass Wellspring will use BioTrackTHC, an industry-leading, HIPAA-compliant, cannabis software vendor, which will be tailored for seed-to-sale and patient sales. It has transparent accountability and tracks cultivation location, strain, inventory, patient data, sales activity and accounting. It generates timelines for inventory discrepancies. BioTrackTHC permits electronic and paper records. Paper records are secured in a locked filing cabinet and only authorized personnel have access to records.

Mass Wellspring will maintain records in accordance with all sections of 105 CMR 725.105(1)(1)-(7)

Patient records are confidential and only released with patient written consent, per 105 CMR 725.200(D). All dispensary agents will be trained in HIPAA protocols and will advise patients/caregivers about the security of their records.

All documentation/records required are available for inspection by DPH including operating procedures, inventory, seed-to-sale business, waste disposal, inventory & seed-to-sale for all marijuana/MIPs as required by 105 CMR 725.105.

Personnel records will be available for 12 months after termination, per 105 CMR 725.105(1)(4). If Mass Wellspring closes, all records will be kept for 2 years, per 105 CMR 725.105(1)(7).

Shipping manifests are retained for 2 years, per 105 CMR 725.110(E)(3).
34. Provide a summary of the RMD's plans for providing patient education.

Information relayed between staff and patients/caregivers is strictly confidential. We will discuss terminology, strains and effects of various forms of marijuana with the patient/caregiver and assist in selecting an appropriate strain. Explain routes of administration and related dosages, highlighting the safest methods. Advise patients to start with the smallest amount of medicine and titrate to effect. Discuss allowable amounts by law. Request patients maintain a log recording the effects of the strain, amount/frequency of dosing to quantify individual patient needs. Discuss potential side-effects, signs of withdrawal, abuse and abuse prevention/treatment programs. Explain the following: Marijuana has not been analyzed or approved by the FDA; there is limited information on side effects; there may be health risks associated with its use; it may not be appropriate for children; it must be stored in a locked cabinet; driving/operating machinery while using marijuana is prohibited by law; patients may not distribute marijuana to others; any unused, excess or contaminated product must be returned to the RMD. Demonstrate delivery options (i.e. vaporizers/MIPs). An explanation of benefits/risks of each delivery mode will be given. Provide free educational material in a variety of languages and for the hearing/visually impaired reiterating the discussed information, abuse prevention and ways to contact our dispensary. Host a website with information on research/regulations.
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

| FPL 100%: Under 18, Over 65 and Veterans | Free; All others = 3g free/pw; 50% discount 3-5g |
| FPL 200%: Under 18, Over 65 and Veterans | Free; All others = 2g free/pw; 30% discount 2-4g |
| FPL 300%: Under 18, Over 65 and Veterans | Free; All others = 1g free/pw; 20% discount 1-3g |

Patients will submit an application, with MassHealth, SSI and/or income verification documentation attached, for review. Patients' privacy will be maintained at all times and retained records remain confidential per HIPAA guidelines. Patients will need to reconfirm their Verified Financial Hardship every six months.

Mass Wellspring will also have a Pay It Forward Program whereby registered patients/caregivers, local businesses, health care organizations and the general public can donate funds that will be used to assist patients with Verified Financial Hardship. Donations may be anonymous.

All forms and further details regarding qualifying for Verified Financial Hardship and the Pay It Forward Program will be available on Mass Wellspring's website.
37. Provide a summary of the training(s) that the RMD intends to provide to Dispensary Agents.

<table>
<thead>
<tr>
<th>Training Requirements</th>
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<tr>
<td>Candidates are hired on a 3 month probationary status, at which time they will receive a development plan, an employee handbook (EHB), DPH regulations and be trained/evaluated for suitability.</td>
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<tr>
<td>- Before working, employee is required to show basic proficiency in operations</td>
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<tr>
<td>- EHB orientation completed within first month</td>
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<tr>
<td>- Annual proficiency per EHB by oral and written test</td>
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<tr>
<td>- Annual minimum of 8h training</td>
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Training is tailored to job function and will be in the form of lectures/hands-on sessions with required knowledge covered in EHB. Trainee signature will attest to completed training details as per DPH regulations.

**Patient Care:**
- Patient/caregiver relations management
- Cultural/linguistic needs, effective and respectful communication
- Medical conditions, patient safety, Confidentiality (HIPAA)
- Selection of strains and methods of delivery
- Patients' rights and complaint procedures

**Safety & Security:**
- Safety, security, lock and alarm procedures; incident reporting
- Counterfeit card detection; identification of currency
- Sanitary practices per state regulations 105CMR300.000
- Sexual harassment prevention and education
- Medical & emergency procedures per DPH and State guidelines

Massachusetts and Federal laws, specifically 105CMR725:
- Marijuana and medical cannabis
- Regulations for dispensary
- Legal implications for employees

**Marijuana:**
- Strains and their effects; THC vs CBD levels
- Signs of abuse/misuse
- Handling, safe storage, destruction
- Dispensing procedures/DPH guidelines

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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.

We have engaged reputable liability insurance companies (Cannasure, Premier Southwest Insurance Group and Corcoran & Havlin Insurance Group) which have agreed to provide quotes. Upon Phase 3 approval, Mass Wellspring will obtain a liability insurance policy from one of these insurance companies that will meet both General and Product Liability limit requirements specified by the Massachusetts Department of Public Health. Specifically, our policy will provide:

- General liability insurance coverage for no less than $1,000,000 per occurrence and $2,000,000 in aggregate, annually, and
- Product liability insurance coverage for no less than $1,000,000 per occurrence and $2,000,000 in aggregate, annually, except as provided in 105 CMR 725.105(Q)(2).

The deductibles for Mass Wellspring liability policy will be as follows:

- Liability - $0
- Property - $2,500
- Marijuana infused products liability - $5,000

The general and product liability coverage Mass Wellspring will obtain will meet or exceed Massachusetts Department of Public Health requirements.

Prior to any construction at our site(s), Wellspring will obtain a Builders Risk policy and once construction has ceased, property coverage will be obtained for all installed equipment.

Finally, a Product policy will be obtained once cultivation begins. Coverage levels will appropriately vary for each cultivation stage:

- growth from seed to mature plant;
- harvested plant material and
- finished products.

Information on this page has been reviewed by the applicant, and where provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory [Redacted].
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></td>
<td>$ 90,000.00</td>
<td>1/6 = 16.6%</td>
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<td>$ 90,000.00</td>
<td>1/6 = 16.6%</td>
</tr>
</tbody>
</table>

Please see attachment for additional individuals.

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.
<table>
<thead>
<tr>
<th>Entity Name</th>
<th>Leadership Names</th>
<th>Amount of Initial Capital Committed</th>
<th>Percentage of Initial Capital Committed</th>
</tr>
</thead>
<tbody>
<tr>
<td>Entity CEO/ED:</td>
<td></td>
<td>$</td>
<td></td>
</tr>
<tr>
<td>Entity President/Chair:</td>
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<tr>
<td>Entity CEO/ED:</td>
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<td>Entity President/Chair:</td>
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<td>Entity CEO/ED:</td>
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<td>Entity President/Chair:</td>
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</tr>
<tr>
<td>Entity President/Chair:</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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: ____________.
ATTESTATIONS

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

Signature of Authorized Signatory

Date Signed

Print Name of Authorized Signatory

Title of Authorized Signatory

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

Signature of Authorized Signatory

Date Signed

Print Name of Authorized Signatory

CEO

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

Identification Number: 001178594

ARTICLE I
The exact name of the corporation is:

MASS WELLSPRING, INC.

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

TO ENGAGE IN ANY LAWFUL ACTIVITIES AND PROGRAMS AND TO EXERCISE ANY POWERS OR PRIVILEGES PERMITTED TO NON-PROFIT CORPORATIONS ORGANIZED UNDER GENERAL LAWS CHAPTER 180 OF THE LAWS OF THE COMMONWEALTH OF MASSACHUSETTS.

ARTICLE III
A corporation may have one or more classes of members. If it does, the designation of such classes, the manner of election or appointments, the duration of membership and the qualifications and rights, including voting rights, of the members of each class, may be set forth in the by-laws of the corporation or may be set forth below:

NONE

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. MEETINGS OF DIRECTORS AND OFFICERS ARE AUTHORIZED TO TAKE PLACE ANYWHERE WITHIN THE UNITED STATES.
2. THE DIRECTORS MAY MAKE, AMEND, OR REPEAL THE BYLAWS IN WHOLE OR IN PART, EXCEPT WITH RESPECT TO ANY PROVISION THEREOF WHICH BY LAW, THE ARTICLES OF ORGANIZATION, OR THE BYLAWS REQUIRE ACTION BY THE DIRECTORS.
3. NO DIRECTOR SHALL BE PERSONALLY LIABLE TO THE CORPORATION FOR MONETARY DAMAGES FOR BREACH OF FIDUCIARY DUTY AS DIRECTOR NOTWITHSTANDING ANY PROVISION OF LAW IMPOSING SUCH LIABILITY, PROVIDED HOWEVER THAT THIS PROVISION SHALL NOT ELIMINATE THE LIABILITY OF A DIRECTOR, TO THE EXTENT THAT SUCH LIABILITY IS IMPOSED BY APPLICABLE LAW; A. FOR ANY BREACH OF THE DIRECTOR'S DUTY OF LOYALTY TO THE CORPORATION; B. FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR KNOWING VIOLATION OF LAW; AND C. FOR ANY TRANSACTION FROM WHICH THE DIRECTOR DERIVED AN IMPROPER PERSONAL BENEFIT.
Notes: The preceding four (4) articles are considered to be permanent and may only be changed by filing appropriate Articles of Amendment.

**ARTICLE V**
The by-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk or other presiding, financial or recording officers, whose names are set out on the following page, have been duly elected.

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

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

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

   No. and Street: **514 NORTH AVE**
   City or Town: **WESTON**
   State: **MA**
   Zip: **02493**
   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></td>
<td></td>
<td>Annual Meeting</td>
</tr>
<tr>
<td>TREASURER</td>
<td></td>
<td></td>
<td>Annual Meeting</td>
</tr>
<tr>
<td>CLERK</td>
<td></td>
<td></td>
<td>Annual Meeting</td>
</tr>
<tr>
<td>VICE PRESIDENT</td>
<td></td>
<td></td>
<td>Annual Meeting</td>
</tr>
<tr>
<td>DIRECTOR</td>
<td></td>
<td></td>
<td>Annual Meeting</td>
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<tr>
<td>DIRECTOR</td>
<td></td>
<td></td>
<td>Annual Meeting</td>
</tr>
</tbody>
</table>
c. The fiscal year (i.e., tax year) of the business entity shall end on the last day of the month of: January

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

<table>
<thead>
<tr>
<th>Name:</th>
<th>No. and Street:</th>
<th>City or Town:</th>
<th>State:</th>
<th>Zip:</th>
<th>Country:</th>
</tr>
</thead>
</table>

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 23 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.)
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 23, 2015 10:38 AM

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth
To Whom It May Concern:

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

MASS WELLSPRING, INC.

is a domestic corporation organized on June 23, 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: 15106003460
Verify this Certificate at: http://corp.sec.state.ma.us/CorpWeb/Certificates/Verify.aspx
Processed by: jmu
BY-LAWS

OF

MASS WELLSPRING, INC.
MASS WELLSPRING, INC.

By-Laws

Article I - THE CORPORATION

1. Name. The name by which the corporation shall be known is MASS WELLSPRING, INC. (the "Corporation"). These By-Laws, the powers of the Corporation and of its Directors and Officers, and all matters concerning the conduct and regulation of the affairs of the Corporation, shall be subject to such provisions in regard thereto, if any, as are set forth in the Corporation's Articles of Organization.

2. Purpose. The Corporation is a corporation organized under Chapter 180 of the Massachusetts General Laws for the purposes enumerated in its Articles of Organization, as they may be amended from time to time. The principal office of the Corporation in The Commonwealth of Massachusetts shall initially be located at the place set forth in the Articles of Organization of the Corporation. The Directors of the Corporation may change the location of the principal office in The Commonwealth of Massachusetts effective upon the filing of a certificate with the Secretary of State of the Commonwealth.

ARTICLE II - MEMBERSHIP

1. The Corporation shall have no members.

ARTICLE III - BOARD OF DIRECTORS

1. Powers. The Board of Directors shall have general management and control over all of the property, affairs and funds of the Corporation and shall exercise all of the powers of the Corporation, except as otherwise provided by law, the Articles of Organization or these By-Laws. The Directors may determine their own duties in addition to those prescribed by the By-Laws, as well as the duties of all officers, agents and employees of the Corporation. The Directors shall serve with reasonable compensation. The Directors may be designated informal titles commensurate with the duties assigned to such Directors.

2. Composition. The Board of Directors shall consist of no less than three (3) Directors, such number of Directors to be fixed by vote of the Board of Directors at any regular or special meeting of the Board of Directors.

3. Resignation and Removal. A Director may resign by delivering his resignation in writing to the Corporation at its principal office or to the President or the Clerk of the Corporation. Such resignation shall be effective upon receipt or upon such date (if any) as is stated in such resignation, unless otherwise determined by the Board. A Director may be removed from office at any time with or without cause, by vote of at least
75% majority of the votes at a special meeting (at which a quorum of Directors is present) called for that purpose. A Director may be removed for cause only if notice of such action shall have been given to all Directors prior to the meeting at which such action is to be taken and if the Director so to be removed shall have been given reasonable notice and opportunity to be heard before the body proposing to remove him.

4. Vacancies. Any vacancy in the Board of Directors, including a vacancy resulting from the enlargement of the Board, may be filled by the Directors by vote of a majority of the remaining Directors present at a meeting of Directors at which a quorum is present or by appointment of all of the Directors if less than a quorum shall remain in office. Each such Director elected to fill a vacancy for the unexpired term of the Director whom he replaced shall hold office until a successor (which such successor may be the Director elected to fill the vacancy) is elected and qualified, or until his earlier death, resignation or removal. The Directors shall have and may exercise all of their powers notwithstanding the existence of one or more vacancies in their number.

5. Enlargement or Decrease in Number of the Board. At any special meeting or regular meeting of the Board of Directors, the Directors may (a) increase the number of members of the Board of Directors, or (b) decrease the number of members of the Board of Directors, but only to eliminate vacancies resulting from the death, resignation, removal or disqualification of one or more Directors.

6. Regular Meetings. The Board of Directors shall hold a regular meeting in each year for the election of Officers and Directors and the conduct of other business. Other regular meetings of the Directors may be held at such places and at such times as the Directors may determine.

7. Special Meetings. Special meetings of the Board of Directors may be held at any time and at any place when called by the President, the Clerk, or by three (3) or more Directors.

8. Notice of Meetings. A notice of the time and place of each meeting of the Board of Directors shall be given by the Clerk or by any other Officer of the Corporation to each Director at his business or home address as it appears in the records of the Corporation in person or by telephone, telegram, telecopy, e-mail or other electronic means at least seventy-two (72) hours before the meeting, or by written notice mailed by first class mail, postage prepaid, at least five (5) days before the meeting. Whenever notice of a meeting is required, such notice need not be given to any Director if a written waiver of notice, executed by him (or his attorney duly authorized) before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting the lack of notice before the meeting or before action is taken at the meeting. Neither such notice nor waiver of notice need specify the purposes of the meeting, unless otherwise required by law, the Articles of Organization or these By-Laws.

9. Actions of Board of Directors With and Without Meeting. Except as otherwise required by law, the Articles of Organization or these By-Laws, any action of the Board of Directors, including the election of Officers and Directors, shall be taken by the affirmative vote of a majority of the Directors present at any meeting at which a quorum is present. Any action required or permitted to be taken at any meeting of the Board of Directors

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may be taken without a meeting, if all of the Directors consent to the action in writing and the written consents are filed with the records of the meetings of the Board of Directors. Such consents shall be treated for all purposes as a vote at a meeting. Directors or members of any committee designated by the Directors may participate in a meeting of the Directors or such committee by means of a telephone conference or similar communications equipment, provided that all persons participating in the meeting can hear each other at the same time; in such event, participation by such means shall constitute presence in person at a meeting.

10. Quorum. At any meeting of the Board of Directors, a majority of the Directors then in office shall constitute a quorum. Each Director shall have one vote. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

11. Board Committees. The Directors may, from time to time, appoint one or more committees having such authority and duties and consisting of such Directors or other persons, serving for such terms and in such capacities, as the Directors shall determine; provided that voting members of any committee to which powers of the Directors are delegated shall consist solely of Directors.

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 so far as possible in the same manner as is provided by these By-Laws for the conduct of business by the Directors. The Board of Directors may, by vote of a majority of the Directors then in office, (a) remove any member from any committee appointed by the Directors, with or without cause; (b) fill vacancies in or change the composition of any such committee, or (c) terminate any such committee. Any committee to which the Board of Directors may delegate any of its powers or duties shall keep minutes or records of its meetings, signed by the Clerk or by an Assistant Clerk or temporary Clerk, reflecting attendance and all votes and other action taken at such meetings; and any action taken by any such committee on behalf of the Directors of the Corporation shall be reported to the Board of Directors no later than the date of formal notice given for the meeting of Directors next following the date of such action.

12. Advisory Committee. The Directors may appoint an advisory committee consisting of such individuals as the Directors may from time to time designate to provide the Corporation and its Directors with informal advice concerning matters related to the future of the Corporation and its mission. Any such advisory committee shall not be a committee of the Board, and individuals serving on any advisory committee shall not, in that capacity, have the legal or fiduciary obligations of Directors or any authority to act on behalf of the Corporation. An advisory committee may, however, be asked to assist the Corporation in activities of the Corporation or in soliciting other assistance or support for the Corporation and its tax-exempt activities. The President may at any time terminate any such advisory committee or add, remove or replace any member of any such advisory committee with or without cause. No advisory committee shall be required to keep minutes or other records of its meetings or activities. Advisory committee members may be present at Board of Director meetings and may participate in discussions at such meetings but shall not have a vote.
ARTICLE IV - OFFICERS

1. Enumeration. The Officers of the Corporation shall consist of a President, a Treasurer and a Clerk, or such other officers having other titles but having the powers of President, Treasurer and Clerk as the Board of Directors may determine. The Corporation may have such other Officers and assistant Officers as the Board of Directors may determine. Any two or more offices may be held by the same person, except that the President and the Clerk shall not be the same person. An Officer may, but need not, be a Director of the Corporation.

2. Election. The President, Treasurer, and Clerk shall be elected annually by affirmative vote of a majority of the Board of Directors present and voting at the regular meeting of the Board of Directors to be held each year. Other Officers may be elected by the affirmative vote of a majority of the members of the Board of Directors present and voting at such meeting or at any other meeting at which there is a quorum.

3. Tenure. Except as otherwise provided by law, the Articles of Organization or these By-Laws, or as otherwise determined by vote of the Board of Directors, the President, Treasurer, Clerk and all other Officers shall hold office for a term of one (1) year and thereafter until their successors are elected and qualified.

4. Resignation and Removal. An Officer may resign by delivering his resignation in writing to the Corporation at its principal office or to the President or the Clerk of the Corporation. Such resignation shall be effective upon receipt or upon such date (if any) as is stated in such resignation, unless otherwise determined by the Board. The Board of Directors may remove any Officer with or without cause by a vote of at least 75% majority of the Directors, at a special meeting of the Board of Directors (at which a quorum of Directors is present) called for that purpose. An Officer may be removed for cause only if notice of such action shall have been given to all of the Directors prior to the meeting at which such action is to be taken and if the Officer so to be removed shall have been given reasonable notice and opportunity to be heard before the Board of Directors.

5. Vacancies. A vacancy in any office may be filled by vote of a majority of the Directors at any meeting of Directors at which a quorum is present or by appointment of all of the Directors if less than a quorum of Directors shall remain in office. Each such successor shall hold office for the unexpired term of his predecessor and in the case of the President, Treasurer and Clerk, until his successor is chosen and qualified, or in each case until he sooner dies, resigns, is removed or becomes disqualified.

6. President. Unless otherwise voted by the Board of Directors, the President shall be the chief executive officer of the Corporation and shall have, subject to oversight by the Directors, general supervision and control of the business of the Corporation. The President shall, when present, preside at all meetings of the Directors and shall have such other powers and duties as may be vested in him by the Board of Directors.

7. Vice President. The Vice President, if any, or if there shall be more than one, the Vice Presidents in the order determined by the Directors, shall, in the absence or disability of the President, perform the duties and
exercise the powers of the President and shall perform such other duties and shall have such other powers as the Directors may from time to time prescribe.

8. Treasurer. The Treasurer shall be the chief financial officer and the chief accounting officer of the Corporation. The Treasurer shall, subject to oversight by the Directors, maintain general supervision over the financial affairs of the Corporation, including its long-range financial planning, and shall cause to be kept accurate books of account. Unless otherwise determined by the Board, the Treasurer shall prepare a yearly report on the financial status of the Corporation to be delivered at the regular meeting of the Board of Directors to be held each year. The Treasurer shall also prepare or oversee all filings required by the Commonwealth of Massachusetts, the internal Revenue Service, or other federal and state agencies.

9. Clerk. The Clerk shall be a resident of the Commonwealth of Massachusetts, unless the Corporation has designated a resident agent in the manner provided by law. The minutes and records of all meetings of the Directors shall be prepared and maintained by the Clerk. The Clerk shall keep such minutes and records within the Commonwealth at the principal office of the Corporation or the office of the Clerk or its resident agent; such minutes and records shall be open at all reasonable times to the inspection of any Director. Such minutes and records shall also contain records of all meetings of the incorporators and the original or attested copies of the Articles of Organization and these By-Laws and the names of all Directors and the addresses of each such person. The Clerk shall have such other powers and shall perform such other duties as the Directors may from time to time prescribe. In the absence of the Clerk from any meeting, a temporary Clerk shall be appointed by the President and shall exercise the duties of the Clerk at the meeting.

10. Other Powers and Duties. Each Officer shall have, in addition to the powers and duties specifically set forth in these By-Laws, such powers and duties as are customarily incident to his office, and such powers and duties as the Directors may from time to time designate.

ARTICLE V - INDEMNIFICATION

1. Except as otherwise provided below, the Corporation shall, to the extent legally permissible and only to the extent that the status of the Corporation as an organization exempt Under Section 501(c)(3) of the Internal Revenue Code, as amended (the "Code") is not adversely affected thereby, indemnify each person who is, or shall have been, an incorporator, Director, Officer or advisory committee member of the Corporation (each such person being herein called a "Person"), against all liabilities and expenses (including without limitation judgments, fines, penalties, and reasonable attorney's fees and all amounts paid, other than to the Corporation, in compromise or settlement) imposed upon or incurred by such Person in connection with, or arising out of, the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which such Person may be a defendant or with which such Person may be threatened or otherwise involved, directly or indirectly, by reason of being or having been such a Person.

2. The Corporation shall provide no indemnification with respect to any matter as to which such Person shall be finally adjudicated in 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. The Corporation shall provide no indemnification with respect to any matter settled or compromised, pursuant to a consent decree or otherwise, unless such settlement or compromise shall have been approved as in the best interests of the Corporation, after notice that indemnification is involved, by (a) a disinterested majority of the Board of Directors or (b) if there are no disinterested Directors, by independent legal counsel representing the Corporation and appointed by a majority of the Directors then in office.

3. Indemnification may include payment by the Corporation of expenses in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding upon receipt of any undertaking by such Person to repay such payment if it is ultimately determined that such Person is not entitled to indemnification under Section 6 of Chapter 180 of the Massachusetts General Laws or pursuant to the provisions of the preceding paragraph. Such an undertaking may be accepted without reference to the financial ability of such Person to make repayment.

4. As used in this ARTICLE V, the terms "incorporator," "Director," "Officer," and "advisory committee member" include their respective heirs, executors, administrators and legal representatives, and an "interested" Director or Officer is one against whom, in such capacity, the proceeding in question or another proceeding on the same or similar grounds is then pending.

5. The right of indemnification provided in this ARTICLE V shall not be exclusive of or affect any other rights to which any Director or Officer may be entitled under any agreement, statute or otherwise. The Corporation's obligation to provide indemnification under this ARTICLE V shall be offset to the extent of any other source of indemnification or any otherwise applicable insurance coverage under a policy maintained by the Corporation or any other person.

ARTICLE VI- AMENDMENTS

These By-Laws may be amended by a majority of the votes cast by Directors at any meeting of Board of Directors at which a quorum is present; provided that the substance of any proposed amendment shall have been stated or summarized in the notice of such meeting.

ARTICLE VII- MISCELLANEOUS PROVISIONS

1. Fiscal Year. Except as otherwise determined by the Directors, the fiscal year of the Corporation shall end on the last day of December of each year.

2. Seal. The Corporation may have a seal in such form as the Directors may adopt and alter from time to time.

3. Execution of Instruments. All checks, deeds, leases, transfers, contracts, bonds, notes and other obligations authorized to be executed by an Officer of the Corporation on its behalf shall be signed by the President or the Treasurer except as the Directors may generally or in particular cases otherwise determine. A certificate by the Clerk or an Assistant Clerk, or a temporary Clerk, as to any action taken by the Board of Directors or any Officer or representative of the Corporation shall as to all persons who rely
thereon in good faith be conclusive evidence of such action; and any party to whom an Officer or representative of the Corporation delivers an agreement or document signed on behalf of the Corporation by the President or Treasurer of the Corporation shall be entitled to rely in good faith that such delivery and execution have been duly authorized by the Corporation unless such party knows of facts or circumstances to the contrary.

4. Transactions with Interested Parties. To the extent that the status of the Corporation as an organization exempt from federal income taxation under Section 501(c)(3) of the Code is not adversely affected thereby, and in the absence of fraud, no contract or other transaction between this Corporation and any other corporation or any firm, association, partnership or person shall be affected or invalidated by the fact that any Director, Officer or advisory committee member of this Corporation is pecuniarily or otherwise interested in or is a director, member or officer of such other corporation or of such firm, association or partnership or is a party to or is pecuniarily or otherwise interested in such contract or other transaction or is in any way connected with any person or persons, firm, association, partnership, or corporation pecuniarily or otherwise interested therein; provided that the fact that such Director, Officer or advisory committee member individually or as a director, member or officer of such corporation, firm, association or partnership is such a party or is so interested shall be disclosed to or shall have been known by the Board of Directors or a majority of such members thereof as shall be present or represented at a meeting of the Board of Directors at which action upon any such contract or transaction shall be taken; any Director may be counted in determining the existence of a quorum and may vote at any meeting of the Board of Directors for the purpose of authorizing any such contract or transaction with like force and effect as if he were not so interested, or were not a director, member or officer of such other corporation, firm, association or partnership, provided that any vote with respect to such contract or transaction must be adopted by a majority of the Directors then in office who have no interest in such contract or transaction.

5. Dissolution. Unless otherwise required by law, in the event of the termination, dissolution or liquidation of the Corporation in any manner or for any reason whatsoever, its assets, if any, remaining after the payment of all of the liabilities of the Corporation, shall be distributed to one or more organizations with purpose similar or related to the purposes of the Corporation and exempt from federal income tax under Section 501(c)(3) of the Code, in such manner and in such proportions as shall be approved by vote of a majority of the Directors then in office.

6. Proprietary Information/Confidentiality. All information regarding the Corporation's activities and membership, including but not limited to, databases containing individuals' names and contact information ("Proprietary Information") shall be the sole property of the Corporation and shall not be used by any Director, Officer, advisory committee member or other representative of the Corporation for any purpose not related to the Corporation's business. The Directors, Officers and advisory committee members shall use reasonable efforts to maintain the confidentiality of all Proprietary Information.

7. Gender. The personal pronoun "he" or possessive pronoun "his," when appropriate, shall be construed to mean "she" or "her."
8. Articles of Organization. All references in these By-Laws to the Articles of Organization shall be deemed to refer to the Articles of Organization of the Corporation, as amended from time to time and in effect.

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**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>
</tr>
</thead>
<tbody>
<tr>
<td>Residential Address</td>
<td></td>
</tr>
<tr>
<td>Title (at applicant non-profit corporation)</td>
<td>CEO</td>
</tr>
<tr>
<td>Name of Applicant Non-Profit Corporation</td>
<td>MASS WELLSPRING, INC.</td>
</tr>
</tbody>
</table>

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

- University of Florida, Doctorate of Veterinary Medicine (D.V.M.), 1995
- Bucknell University, M.S., 1992
- Cornell University, B.S., 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.

<table>
<thead>
<tr>
<th>Employer</th>
<th>Title</th>
<th>Time Period</th>
</tr>
</thead>
<tbody>
<tr>
<td>A House Call Vet</td>
<td>President</td>
<td>1997-2015</td>
</tr>
</tbody>
</table>

Signature: ____________________________  

Date Signed: 06/20/2015
MASS WELLSPRING, INC.

Applicant Non-Profit Corporation ________________________

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)

CFO, Director of Security

Name of Applicant Non-Profit Corporation

MASS WELLSPRING, INC.

Highest Education Attained – Institution, Degree, and Year

Babson College Massachusetts, M.B.A., 2004
Royal Institute of Technology Sweden, M.S., 1996
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>Vet Payment Plans</td>
<td>President</td>
<td>2007-2015</td>
</tr>
<tr>
<td>A House Call Vet</td>
<td>Director of Operations</td>
<td>2004-2007</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.

Signature of the individual

06/20/2015
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

Residential Address

Title (at applicant non-profit corporation)

COO, Director of Cultivation

Name of Applicant Non-Profit Corporation

MASS WELLSPRING, INC.

Highest Education Attained - Institution, Degree, and Year

University of Oregon, B. S., 2010
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>Growers House Hydroponics</td>
<td>Owner</td>
<td>2011-2015</td>
</tr>
<tr>
<td>Greners Hydroponics</td>
<td>Garden Consultant</td>
<td>2010-2011</td>
</tr>
<tr>
<td>Americans for Safe Access (ASA)</td>
<td>Community Organizer</td>
<td>2010-2011</td>
</tr>
<tr>
<td>Green Cross</td>
<td>Manager</td>
<td>2010-2010</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.

Signature of the Person

06/20/2015
Date Signed
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></td>
<td>$90,000.00</td>
<td>1/6 = 16.6%</td>
</tr>
<tr>
<td></td>
<td>$90,000.00</td>
<td>1/6 = 16.6%</td>
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<tr>
<td></td>
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