



Massachusetts Cannabis Control Commission

Marijuana Cultivator

General Information:

License Number: MC281451
Original Issued Date: 11/09/2018
Issued Date: 10/13/2020
Expiration Date: 11/09/2021

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Ashli's Farm, Inc.

Phone Number: 508-930-0103 Email Address: ashley@ashlis.com

Business Address 1: 76 Frank Mossberg Dr.

Business Address 2:

Business City: Attleboro

Business State: MA

Business Zip Code: 02703

Mailing Address 1: 81 West St.

Mailing Address 2: Suite 2112

Mailing City: Attleboro

Mailing State: MA

Mailing Zip Code: 02703

CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Woman-Owned Business, Veteran-Owned Business

PRIORITY APPLICANT

Priority Applicant: no

Priority Applicant Type: Not a Priority Applicant

Economic Empowerment Applicant Certification Number:

RMD Priority Certification Number:

RMD INFORMATION

Name of RMD: The Leonard J Irving Center, Inc.

Department of Public Health RMD Registration Number:

Operational and Registration Status: Applied for Certificate of Registration, decision by DPH is pending

To your knowledge, is the existing RMD certificate of registration in good standing?:

If no, describe the circumstances below:

PERSONS WITH DIRECT OR INDIRECT AUTHORITY

Person with Direct or Indirect Authority 1

Percentage Of Ownership: 26.34

Percentage Of Control: 26.34

Role: Owner / Partner

Other Role:

First Name: Ashley

Last Name: Irving

Suffix:

Gender: Female

User Defined Gender:

Date generated: 12/03/2020

Page: 1 of 8

What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 2

Percentage Of Ownership: 26.33

Percentage Of Control: 26.33

Role: Owner / Partner

Other Role:

First Name: John

Last Name: Irving

Suffix:

Gender: Male

User Defined Gender:

What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 3

Percentage Of Ownership: 26.33

Percentage Of Control: 26.33

Role: Owner / Partner

Other Role:

First Name: Robert

Last Name: Irving

Suffix:

Gender: Male

User Defined Gender:

What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 4

Percentage Of Ownership: 20

Percentage Of Control: 20

Role: Owner / Partner

Other Role:

First Name: Roy

Last Name: Lambert

Suffix:

Gender: Male

User Defined Gender:

What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 5

Percentage Of Ownership: 1

Percentage Of Control: 1

Role: Other (specify)

Other Role: Director of Security

First Name: James

Last Name: Figara

Suffix:

Gender: Male

User Defined Gender:

What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)

Specify Race or Ethnicity:

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

No records found

CLOSE ASSOCIATES AND MEMBERS

No records found

CAPITAL RESOURCES - INDIVIDUALS

Individual Contributing Capital 1

First Name: Roy

Last Name: Lambert

Suffix:

Types of Capital: Monetary/Equity

Other Type of Capital:

Total Value of the Capital Provided: \$25000

Percentage of Initial Capital: 100

Capital Attestation: Yes

CAPITAL RESOURCES - ENTITIES

Date generated: 12/03/2020

Page: 2 of 8

No records found

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

No records found

DISCLOSURE OF INDIVIDUAL INTERESTS

Individual 1

First Name: Ashley	Last Name: Irving	Suffix:
Marijuana Establishment Name: Ashli's, Inc.	Business Type: Marijuana Retailer	
Marijuana Establishment City: Attleboro	Marijuana Establishment State: MA	

Individual 2

First Name: Ashley	Last Name: Irving	Suffix:
Marijuana Establishment Name: Ashli's Extracts, Inc.	Business Type: Marijuana Product Manufacture	
Marijuana Establishment City: Attleboro	Marijuana Establishment State: MA	

Individual 3

First Name: John	Last Name: Irving	Suffix:
Marijuana Establishment Name: Ashli's, Inc.	Business Type: Marijuana Retailer	
Marijuana Establishment City: Attleboro	Marijuana Establishment State: MA	

Individual 4

First Name: John	Last Name: Irving	Suffix:
Marijuana Establishment Name: Ashli's Extracts, Inc.	Business Type: Marijuana Product Manufacture	
Marijuana Establishment City: Attleboro	Marijuana Establishment State: MA	

Individual 5

First Name: Robert	Last Name: Irving	Suffix:
Marijuana Establishment Name: Ashli's Inc.	Business Type: Marijuana Retailer	
Marijuana Establishment City: Attleboro	Marijuana Establishment State: MA	

Individual 6

First Name: Robert	Last Name: Irving	Suffix:
Marijuana Establishment Name: Ashli's Extracts, Inc.	Business Type: Marijuana Product Manufacture	
Marijuana Establishment City: Attleboro	Marijuana Establishment State: MA	

Individual 7

First Name: Roy	Last Name: Lambert	Suffix:
Marijuana Establishment Name: Ashli's, Inc.	Business Type: Marijuana Retailer	
Marijuana Establishment City: Attleboro	Marijuana Establishment State: MA	

Individual 8

First Name: Roy	Last Name: Lambert	Suffix:
Marijuana Establishment Name: Ashli's Extracts, Inc.	Business Type: Marijuana Product Manufacture	
Marijuana Establishment City: Attleboro	Marijuana Establishment State: MA	

Individual 9

First Name: James	Last Name: Figara	Suffix:
Marijuana Establishment Name: Ashli's Inc.	Business Type: Marijuana Retailer	

Marijuana Establishment City: Attleboro Marijuana Establishment State: MA

Individual 10

First Name: James Last Name: Figara Suffix:
Marijuana Establishment Name: Ashli's Extracts, Inc. Business Type: Marijuana Product Manufacture
Marijuana Establishment City: Attleboro Marijuana Establishment State: MA

Individual 11

First Name: Ashley Last Name: Irving Suffix:
Marijuana Establishment Name: The Leonard J Irving Center, Inc. Business Type: Other
Marijuana Establishment City: Attleboro Marijuana Establishment State: MA

Individual 12

First Name: John Last Name: Irving Suffix:
Marijuana Establishment Name: The Leonard J Irving Center, Inc. Business Type: Other
Marijuana Establishment City: Attleboro Marijuana Establishment State: MA

Individual 13

First Name: Robert Last Name: Irving Suffix:
Marijuana Establishment Name: The Leonard J Irving Center, Inc. Business Type: Other
Marijuana Establishment City: Attleboro Marijuana Establishment State:
MA

Individual 14

First Name: Roy Last Name: Lambert Suffix:
Marijuana Establishment Name: The Leonard J Irving Center, Inc. Business Type: Other
Marijuana Establishment City: Attleboro Marijuana Establishment State:
MA

Individual 15

First Name: James Last Name: Figara Suffix:
Marijuana Establishment Name: The Leonard J Irving Center, Inc. Business Type: Other
Marijuana Establishment City: Attleboro Marijuana Establishment State: MA

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 76 Frank Mossberg Dr
Establishment Address 2:
Establishment City: Attleboro Establishment Zip Code: 02703
Approximate square footage of the Establishment: 16000 How many abutters does this property have?: 14
Have all property abutters have been notified of the intent to open a Marijuana Establishment at this address?: Yes
Cultivation Tier: Tier 04: 20,001 to 30,000 sq. ft Cultivation Environment:
Indoor

FEE QUESTIONS

Cultivation Tier: Tier 04: 20,001 to 30,000 sq. ft Cultivation Environment: Indoor

HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan to Remain Compliant with Local Zoning	Plan to Remain Compliant with Local Zoning.pdf	pdf	5b12b74bb2a9e2046441cb5b	06/02/2018
Certification of Host Community Agreement	Host Agreement Attestation Ashlis Farm.pdf	pdf	5b1963bdb797ff43e7a4f94e	06/07/2018
Community Outreach Meeting Documentation	Ashlis Farm Outreach 06-12-18.pdf	pdf	5b212534cb211e5050f0f885	06/13/2018
Plan to Remain Compliant with Local Zoning	Ashlis Farm Plan to Remain Compliant with Local Zoning V2.pdf	pdf	5b7ef066b60ce4391d87ed40	08/23/2018

Total amount of financial benefits accruing to the municipality as a result of the host community agreement. If the total amount is zero, please enter zero and provide documentation explaining this number.: \$1

PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Plan for Positive Impact	Plan for Positive Impact Ashlis Farm.pdf	pdf	5b1adee35617f143c98ba761	06/08/2018
Plan for Positive Impact	Ashlis Farm Plan for Positive Impact V2.pdf	pdf	5b7ef08e8d67cc394b81bb30	08/23/2018

ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Other Role:
First Name: Ashley Last Name: Irving Suffix:
RMD Association: Not associated with an RMD
Background Question: no

Individual Background Information 2

Role: Other Role:
First Name: John Last Name: Irving Suffix:
RMD Association: Not associated with an RMD
Background Question: no

Individual Background Information 3

Role: Other Role:
First Name: Robert Last Name: Irving Suffix:
RMD Association: Not associated with an RMD
Background Question: no

Individual Background Information 4

Role: Other Role:
First Name: Roy Last Name: Lambert Suffix:
RMD Association: Not associated with an RMD

Background Question: no

Individual Background Information 5

Role: Other Role:
First Name: James Last Name: Figara Suffix:
RMD Association: Not associated with an RMD
Background Question: no

ENTITY BACKGROUND CHECK INFORMATION

No records found

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Secretary of Commonwealth - Certificate of Good Standing	Certificate of Good Standing - Ashli's Farm, Inc.[5474].pdf	pdf	5b089131b2a9e2046441c6c0	05/25/2018
Bylaws	Ashli's Farm, Inc. - By-Laws[5443].pdf	pdf	5b08915c9eb86611ea7d4619	05/25/2018
Articles of Organization	Articles of Organization.pdf	pdf	5b08916c5ba56c042922c699	05/25/2018
Department of Revenue - Certificate of Good standing	Ashlis Farm DOR Good Standing.pdf	pdf	5b212569cb211e5050f0f88b	06/13/2018

Certificates of Good Standing:

Document Category	Document Name	Type	ID	Upload Date
Secretary of Commonwealth - Certificate of Good Standing	Ashlis Farm SoS Good Standing.pdf	pdf	5d6e8aebaf9d6f1dd58a17d7	09/03/2019
Department of Revenue - Certificate of Good standing	Ashlis Farm DOR Good Standing.pdf	pdf	5d754c643aff472290ba02fb	09/08/2019
Department of Unemployment Assistance - Certificate of Good standing	Ashlis Farm DUA.pdf	pdf	5d754dd83567ed1db89e212a	09/08/2019
Department of Revenue - Certificate of Good standing	Ashlis Farm DOR Good Standing.pdf	pdf	5f5a6d1c4db2031be970a7cd	09/10/2020
Secretary of Commonwealth - Certificate of Good Standing	Ashlis Farm SOS Good Standing.pdf	pdf	5f5a6d35729ffa1c1588502d	09/10/2020
Department of Unemployment Assistance - Certificate of Good standing	Ashlis Farm DUA Good Standing.pdf	pdf	5f5a6db091bd17247e206342	09/10/2020

Massachusetts Business Identification Number: 001327221

Doing-Business-As Name:

DBA Registration City: Attleboro

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan for Liability Insurance	Ashlis Farm Plan to obtain Liability Ins.pdf	pdf	5b1546399eb86611ea7d4b3d	06/04/2018
Proposed Timeline	Timeline Ashli's Farm Inc.pdf	pdf	5b1adebbe0abb143d35456b6	06/08/2018

Business Plan	Business Plan.pdf	pdf	5b2313b710757543fbca6c19	06/14/2018
Proposed Timeline	Ashli's Farm Updated Timeline.pdf	pdf	5d754faa816d7b225d1594cf	09/08/2019
Proposed Timeline	Ashli's Farm Timeline 2020.pdf	pdf	5f5a6ec3054242245dc8828a	09/10/2020

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Inventory procedures	Inventory Procedures SOP Ashlis Farm Inc.pdf	pdf	5b1f217eb797ff43e7a4fbeb	06/11/2018
Maintaining of financial records	Maintaining of Financial Records SOP Ashlis Farm Inc.pdf	pdf	5b1f21a68d1e3843f1aff772	06/11/2018
Personnel policies including background checks	Personnel Policies Ashlis Farm Inc.pdf	pdf	5b1f21d110757543fbca685c	06/11/2018
Prevention of diversion	Prevention of Diversion Ashlis Farm Inc.pdf	pdf	5b1f21f0b47dfe43b93eb5a3	06/11/2018
Quality control and testing	QC Testing SOP Ashlis Farm Inc.pdf	pdf	5b1f2211a6220743bfd9cb31	06/11/2018
Restricting Access to age 21 and older	Restricting access SOP Ashlis Farm Inc.pdf	pdf	5b2071c9719dca504629408a	06/12/2018
Record Keeping procedures	Record Keeping SOP Ashlis Farm Inc.pdf	pdf	5b2071e5cb211e5050f0f845	06/12/2018
Diversity plan	Diversity Plan SOP Ashlis Farm Inc.pdf	pdf	5b20721adb987f505ab29741	06/12/2018
Qualifications and training	Qualifications and Trainings Ashlis Farm Inc.pdf	pdf	5b20722c07462b5064379a38	06/12/2018
Storage of marijuana	Storage of MJ Ashlis Farm, Inc.pdf	pdf	5b207248480890506ed9ad94	06/12/2018
Transportation of marijuana	Transportation of MJ SOP Ashlis Farm Inc.pdf	pdf	5b20726663f5ba502c343a76	06/12/2018
Security plan	Security Plan Ashlis Farm Inc.pdf	pdf	5b20727e5246fb5032dde62b	06/12/2018
Policies and Procedures for cultivating.	Policies and Procedures for Cultivation SOP Ashlis Farm Inc.pdf	pdf	5b20729053361a503c1d4fbb	06/12/2018
Dispensing procedures	Dispensing Procedures SOP Ashlis Farm Inc.pdf	pdf	5b22975b07462b5064379bd0	06/14/2018
Security plan	Security Plan Ashlis Farm Inc V2.pdf	pdf	5b7ef0fdb60ce4391d87ed4c	08/23/2018
Qualifications and training	Qualifications and Trainings Ashlis Farm Inc V2.pdf	pdf	5b7ef1148d67cc394b81bb3c	08/23/2018
Diversity plan	Diversity Plan SOP Ashlis Farm Inc V2.pdf	pdf	5b7ef126da72283955c60d1c	08/23/2018
Personnel policies including background checks	Personnel Policies Ashlis Farm Inc V2.pdf	pdf	5b7ef13e3f9f81395f135c85	08/23/2018
Quality control and testing	QC Testing SOP Ashlis Farm Inc V2.pdf	pdf	5b7ef150b60ce4391d87ed50	08/23/2018
Security plan	Ashli's Farm, Inc. Security Plan V3.pdf	pdf	5b9bd68603a477392d0a4885	09/14/2018
Policies and Procedures for cultivating.	Policies and Procedures for Cultivation SOP Ashlis Farm Inc V2.pdf	pdf	5b9bd694aa953e3937b5b855	09/14/2018
Diversity plan	Diversity Plan - Ashlis Farm.pdf	pdf	5f80cd89ac4d5e07c7f9f659	10/09/2020

ATTESTATIONS

I certify that no additional entities or individuals meeting the requirement set forth in 935 CMR 500.101(1)(b)(1) or 935 CMR 500.101(2)(c)(1) have been omitted by the applicant from any marijuana establishment application(s) for licensure submitted to the Cannabis Control Commission.: I Agree

I understand that the regulations stated above require an applicant for licensure to list all executives, managers, persons or entities having direct or indirect authority over the management, policies, security operations or cultivation operations of the Marijuana Establishment; close associates and members of the applicant, if any; and a list of all persons or entities contributing 10% or more of the initial capital to operate the Marijuana Establishment including capital that is in the form of land or buildings.: I Agree

I certify that any entities who are required to be listed by the regulations above do not include any omitted individuals, who by themselves, would be required to be listed individually in any marijuana establishment application(s) for licensure submitted to the Cannabis Control Commission.: I Agree

Notification: I Understand

I certify that any changes in ownership or control, location, or name will be made pursuant to a separate process, as required under 935 CMR 500.104(1), and none of those changes have occurred in this application.: I Agree

I certify that to the best knowledge of any of the individuals listed within this application, there are no background events that have arisen since the issuance of the establishment's final license that would raise suitability issues in accordance with 935 CMR 500.801.: I Agree

I certify that all information contained within this renewal application is complete and true.: I Agree

ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

COMPLIANCE WITH POSITIVE IMPACT PLAN

Progress or Success Goal 1

Description of Progress or Success: Ashli's Farm is still very far from opening. Our plan will be improved, implemented and followed as we get closer to opening.

COMPLIANCE WITH DIVERSITY PLAN

Diversity Progress or Success 1

Description of Progress or Success: Ashli's Farm is still very far from opening. No employees will be hired for at least a year. Over this time will be hire a HR/Diversity Director to fully insure our Diversity plan is improved, implemented and followed.

HOURS OF OPERATION

Monday From: 7:00 AM	Monday To: 11:00 PM
Tuesday From: 7:00 AM	Tuesday To: 11:00 PM
Wednesday From: 7:00 AM	Wednesday To: 11:00 PM
Thursday From: 7:00 AM	Thursday To: 11:00 PM
Friday From: 7:00 AM	Friday To: 11:00 PM
Saturday From: 7:00 AM	Saturday To: 11:00 PM
Sunday From: 7:00 AM	Sunday To: 11:00 PM

Ashli's Farm, Inc.

Mailing Address: 81 West St. Attleboro, MA 02703

Business Address: 76 Frank Mossberg Dr. Attleboro, MA 02703

Plan to Remain Compliant with Local Zoning

The Marijuana Establishment, Ashli's Farm, Inc., will remain compliant with local zoning at all times. Pursuant to 935 CMR 500.170, a Marijuana Establishment and its agents shall comply with all local rules, regulations, ordinances, and bylaws. The establishment will work closely with local municipal officials to ensure ongoing compliance. Ashley Irving, President of the establishment is and will be responsible to ensure compliance at all times.

Host Community Agreement Certification Form

The applicant and contracting authority for the host community must complete each section of this form before uploading it to the application. Failure to complete a section will result in the application being deemed incomplete. Instructions to the applicant and/or municipality appear in italics. Please note that submission of information that is "misleading, incorrect, false, or fraudulent" is grounds for denial of an application for a license pursuant to 935 CMR 500.400(1).

Applicant

I, Ashley Driscoll, (*insert name*) certify as an authorized representative of Ashli's Farm, Inc. (*insert name of applicant*) that the applicant has executed a host community agreement with City of Attleboro (*insert name of host community*) pursuant to G.L.c. 94G § 3(d) on 6/6/18 (*insert date*).

Ashley Driscoll
Signature of Authorized Representative of Applicant
Ashley Driscoll, President

Host Community

I, Paul Heroux, (*insert name*) certify that I am the contracting authority or have been duly authorized by the contracting authority for City of Attleboro (*insert name of host community*) to certify that the applicant and City of Attleboro (*insert name of host community*) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on 6/6/18 (*insert date*).

Paul Heroux
Signature of Contracting Authority or
Authorized Representative of Host Community
Paul Heroux, Mayor

Community Outreach Meeting Attestation Form

The applicant must complete each section of this form and initial each page before uploading it to the application. Failure to complete a section will result in the application being deemed incomplete. Instructions to the applicant appear in italics. Please note that submission of information that is "misleading, incorrect, false, or fraudulent" is grounds for denial of an application for a license pursuant to 935 CMR 500.400(1).

I, Ashley Driscoll, *(insert name)* attest as an authorized representative of Ashli's Farm, Inc. *(insert name of applicant)* that the applicant has complied with the requirements of 935 CMR 500 and the guidance for licensed applicants on community outreach, as detailed below.

1. The Community Outreach Meeting was held on June 12, 2018 *(insert date)*.
2. A copy of a notice of the time, place, and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was published in a newspaper of general circulation in the city or town on June 1, 2018 *(insert date)*, which was at least seven calendar days prior to the meeting. A copy of the newspaper notice is attached as Attachment A *(please clearly label the newspaper notice in the upper right hand corner as Attachment A and upload it as part of this document)*.
3. A copy of the meeting notice was also filed on May 30, 2018 *(insert date)* with the city or town clerk, the planning board, the contracting authority for the municipality, and local licensing authority for the adult use of marijuana, if applicable. A copy of the municipal notice is attached as Attachment B *(please clearly label the municipal notice in the upper right-hand corner as Attachment B and upload it as part of this document)*.
4. Notice of the time, place and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was mailed on May 31, 2018 *(insert date)*, which was at least seven calendar days prior to the community outreach meeting to abutters of the proposed address of the Marijuana Establishment, and residents within 300 feet of the property line of the petitioner as they appear on the most recent applicable tax list, notwithstanding that the land of any such owner is located in another city or town. A copy of one of the notices sent to abutters and parties of interest as described in this section is attached as Attachment C *(please clearly label the municipal notice in the upper right hand corner as Attachment C and upload it as part of this document; please only include a copy of one notice and please black out the name and the address of the addressee)*.

5. Information was presented at the community outreach meeting including:
 - a. The type(s) of Marijuana Establishment to be located at the proposed address;
 - b. Information adequate to demonstrate that the location will be maintained securely;
 - c. Steps to be taken by the Marijuana Establishment to prevent diversion to minors;
 - d. A plan by the Marijuana Establishment to positively impact the community; and
 - e. Information adequate to demonstrate that the location will not constitute a nuisance as defined by law.
6. Community members were permitted to ask questions and receive answers from representatives of the Marijuana Establishment.

Date: June 12, 2018

Ashley Driscoll
Ashley Driscoll

Attachment A

B8 The Sun Chronicle, Attleboro - N. Attleboro, Mass. • Friday, June 01, 2018

PUBLIC NOTICES

Ashli's Farm

ASHLI'S FARM, INC.
76 FRANK MOSSBERG DRIVE
ATTLEBORO, MA 02703

Notice is hereby given by Ashli's Farm, Inc., that a Community Outreach Meeting for a proposed Marijuana establishment for the growing and cultivation of cannabis is scheduled for June 12, 2018, at 6:00 PM, at the Attleboro Elks Lodge, 987 South Main Street, Attleboro, Massachusetts. The proposed Marijuana cultivation facility is anticipated to be located at 76 Frank Mossberg Drive, Attleboro, Massachusetts. There will be an opportunity for the public to ask questions.
06/01/2018

JAMES JEROME COOGAN
SENIOR COUNSEL

PAUL F. LORINCZ
MICHAEL T. McGAHAN◊
JOHN F. D. JACOBI, III
TIMOTHY J. McGAHAN◊
EDWARD K. SHANLEY◊
STEPHEN K. WITHERS, JR.

COOGAN SMITH, LLP
ATTORNEYS AT LAW
144 BANK STREET - P. O. BOX 2320
ATTLEBORO, MASSACHUSETTS 02703

TEL (508) 222-0002

FAX (508) 222-9095

www.coogansmith.com

ESTABLISHED 1946

COLLEEN E. McGAHAN †
RUTHANNE D. WITHERS
JANE I. COOGAN -

◊ALSO ADMITTED IN RHODE ISLAND
† ALSO ADMITTED IN PENNSYLVANIA ◊ NEW JERSEY
* ALSO ADMITTED IN NEW YORK, NEW JERSEY ◊ RHODE ISLAND

jfj@coogansmith.com

May 30, 2018

Honorable Mayor Paul Heroux
Municipal Council
Planning Board
Stephen K. Withers, Sr., City Clerk
City of Attleboro
77 Park Street
Attleboro, MA 02703

Re: Ashli's Farm, Inc.

Dear Mayor, Municipal Council, Planning Board, and City Clerk:

Notice is hereby given by Ashli's Farm, Inc., that a Community Outreach Meeting for a proposed Marijuana establishment for the growing and cultivation of cannabis is scheduled for June 12, 2018, at 6:00 PM, at the Attleboro Elks Lodge, 887 South Main Street, Attleboro, Massachusetts. The proposed Marijuana cultivation facility is anticipated to be located at 76 Frank Mossberg Drive, Attleboro, Massachusetts. There will be an opportunity for the public to ask questions.

Very truly yours,

John F. D. Jacobi, III

JFDJ:jw

Attachment C

**ASHLI'S FARM, INC.
76 FRANK MOSSBERG DRIVE
ATTLEBORO, MA 02703**

Notice is hereby given by Ashli's Farm, Inc., that a Community Outreach Meeting for a proposed Marijuana establishment for the growing and cultivation of cannabis is scheduled for June 12, 2018, at 6:00 PM, at the Attleboro Elks Lodge, 887 South Main Street, Attleboro, Massachusetts. The proposed Marijuana cultivation facility is anticipated to be located at 76 Frank Mossberg Drive, Attleboro, Massachusetts. There will be an opportunity for the public to ask questions.

Ashli's Farm, Inc.

Plan to Remain Compliant with Local Zoning

The Marijuana Establishment, Ashli's Farm, Inc., will remain compliant with local zoning for its Marijuana Cultivation operation at the address of 76 Frank Mossberg Dr. Pursuant to 935 CMR 500.170, a Marijuana Establishment and its agents shall comply with all local rules, regulations, ordinances, and bylaws. The establishment will work closely with local municipal officials to ensure ongoing compliance and to ensure compliance with the local licensing requirements. At this time, a special permit is needed to operate a Marijuana Establishment within the City of Attleboro. The City of Attleboro's special permit granting authority for Marijuana Establishments is the Municipal Council. The establishment will meet all requirements and seek a special permit from the Municipal Council. Ashley Irving, President of the establishment is and will be responsible to ensure compliance at all times.

The adult use of marijuana ordinance was passed in the City of Attleboro on August 16, 2018. The ordinance requires all marijuana businesses to be in industrial zoning districts by special permit only. The standards for granting a special permit in regard to location are the following:

May not be located within:

100' of a residential zoning district

100' of a principal residential use

500' of an existing public or private school

500' of a registered daycare center, family day care home, and group day care home

500' of places where children commonly congregate

76 Frank Mossberg Dr. is in the industrial zoning district. It complies with all the requirements set forth by the City of Attleboro for adult use of marijuana establishments.

September 8, 2020

Ashli's Farm, Inc.

We have not opened yet and therefore have not cost the city any money because of our operations

Ashli's Farm, Inc.

Plan for Positive Impact

A plan to positively impact areas of disproportionate impact

The Marijuana Establishment, Ashli's Farm, Inc., has created the following plan to positively impact areas of disproportionate impact pursuant to 935 CMR 500.101 (1)(a)(11). The establishment is in Attleboro, which is not on the Commission's list of communities that have been chosen as designated areas of disproportionate impact. However, there are several communities surrounding Attleboro that are established as areas of disproportionate impact including Taunton, Fall River, and New Bedford. The establishment will give priority status when hiring its employees to people who come from these areas of disproportionate impact. Also, those who have drug related CORI and are otherwise legally employable will be encouraged to apply at this establishment.

Ashli's Farm, Inc. Positive Impact Plan for Local Areas of Disproportionate Impact

Intro

Ashli's Farm, Inc. understands that pursuant to MA law 935 CMR 500.101 (1) (a)(11) Marijuana Establishments are expected to determine goals, formulate plans, and measure outcomes for positively impacting MA residents and communities from designated areas disproportionality impacted due to their involvement in the formerly illicit marijuana market.

The state has identified 29 areas of disproportionate impact which currently does not include the City of Attleboro where Ashli's will be located but three are within our region and will be our focus: Taunton, Fall River and New Bedford or any community from Southeastern, MA the state may add to the list.

Because of the complex regulations any MA cannabis business is required to navigate, we have seen firsthand that those regulations naturally benefit those with more capital and experience. As a new cannabis business ourselves with finite resources, we want to be upfront about who and how we can help at this point in our own process till we gain more experience in the industry.

Who can we help?

1. State designated Economic Empowerment Priority Applicants from Southeastern, MA
2. State designated Social Equity Program participants from Taunton, Fall River and New Bedford

(1) Goals

Ashli's singular goal is to help reduce barriers to entry into the commercial adult-use cannabis industry for state identified empowerment businesses and equity individuals from the Southeastern, MA region.

(2) Plans

MA Economic Empowerment Candidates report these reasons for not completing their application process: difficulty raising funds, an incomplete business plan, or having difficulty obtaining local approvals. Ashli's intends to assist by **A.** establishing a mentor program targeting those challenges and **B.** putting aside 1% of net sales into a fund to help fund and capitalize properties and application process for groups trying to enter the cannabis industry.

Beginning Year 1-2:

A. Ashli's will annually provide a B2B mentorship program for 1-2 area businesses identified by the state as Economic Empowerment Applicants and to local individuals identified as Social Equity Program participants.

Ashli's Business Mentorship Program will focus on skills we utilize from our current business experience:

- Accounting and sales forecasting
- Business plan creation and operational development
- Developing marijuana industry best practices and standard operating procedures
- Assistance identifying/raising funds or capital
- Management, recruitment, and employee trainings

Ashli's Social Equity Mentorship program will be group-based workshops focused on these CCC tracks:

- for entrepreneurs
- for people who want to work in management in the industry
- for entry-level workers and people reentering the workforce after incarceration
- for people in other industries such as electricians, accountants or software developers who want to service the marijuana industry

These workshops will be quarterly, information-based gatherings offering industry trend perspectives, presentations by experts in our network, and Q&A sessions to allow for a free flow of information, concerns, questions and ideas between those interested to enter the industry and those who are succeeding within it.

Beginning Years 3-5:

B. Ashli's will aggregate an investment fund to provide access to capital for entrepreneurs from the above communities who strive to enter the adult-use cannabis industry. Distribution of funds will follow selection from an Ashli's grant program where aspiring entrepreneurs can pitch their ideas and need through a web-based application platform.

(3) Measurement and Accountability:

Ashli's Director of Diversity will collect and compile data to measure progress toward our assistance goal and to report the results to Ashli's Board of Directors and to the Ashli's Diversity Advisory Board for review.

1. B2B Mentees will be asked to rate the impact of the mentorship through an end program survey.
2. Workshop events and the number of Participants will be counted and reported.
3. Survey Responses from Participants will be collected and reported.
4. The total amount of equity investment available will be articulated on the Ashli's website where applicants can apply for funding assistance.
5. The number and demographics of applicants will be analyzed.
6. Winners of the annual grant competition will be announced and reported.

This plan is living document. It will be evaluated regularly and updated accordingly.



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

William Francis Galvin
Secretary of the
Commonwealth

May 14, 2018

TO WHOM IT MAY CONCERN:

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

ASHLI'S FARM, INC.

is a domestic corporation organized on **May 11, 2018**, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

BY-LAWS

of

Ashli's Farm, Inc.

ARTICLE I

SHAREHOLDERS

1. **Annual Meeting.** The annual meeting of shareholders shall be held on the third Wednesday in February in each year (or if that be a legal holiday in the place where meeting is to be held, on the next succeeding full business day) at 10:00 A.M. unless a different hour is fixed by the Directors or the President as stated in the notice of the meeting. The purposes for which the annual meeting is to be held, in addition to those prescribed by law, by the Articles of Organization or by these By-Laws, may be specified by the Directors or the President. If no annual meeting is to be held in accordance with the foregoing provisions, a special meeting may be held in lieu thereof, and any action taken at such meeting shall have the same effect as if taken at the annual meeting.

2. **Special Meetings.** Special meetings of shareholders may be called by the President or by the Directors. Upon written application of one or more shareholders who hold at least 10% of the capital stock entitled to vote at the meeting, special meetings shall be called by the Secretary, or in the case of the death, absence, incapacity or refusal of the Secretary, by any other officer. The call for the meeting shall state the date, hour and place and the purpose of the meeting.

3. **Place of Meetings.** All meetings of shareholders shall be held at the principal office of the corporation unless a different place (within the United States) is fixed by the Directors or the President and stated in the notice of the meeting.

4. **Notice of Meeting.** A written notice of every meeting of shareholders, stating the place, date and hour thereof, and the purposes for which the meeting is to be held, shall be given by the Secretary or by the person calling the meeting at least seven days before the meeting of each stockholder entitled to vote thereat and to each stockholder, who by law, by the Articles of Organization or by these By-Laws is entitled to such notice, by leaving such notice with him or at his residence or usual place of business, or by mailing it postage prepaid and addressed to such shareholder at his address as it appears upon the books of the corporation. No notice need to be given to any shareholder if a written waiver of

notice, executed before or after the meeting by the stockholder or his attorney thereunto authorized, is filed with the records of the meeting.

5. Quorum. The holders of a majority in interest of all stock issued, outstanding and entitled to vote at a meeting shall constitute a quorum, but a lesser number may adjourn any meeting from time to time without further notice; except that, if two or more classes of stock are outstanding and entitled to vote as separate classes, then in the case of each such class, a quorum shall consist of the holders of a majority in interest of the stock of that class issued, outstanding and entitled to vote.

6. Voting and Proxies. Each shareholder shall have one vote for each share of stock entitled to vote held by him/her of record according to the records of the corporation, unless otherwise provided by the Articles of Organization. Shareholders may vote either in person or by written proxy dated not more than six months before the meeting named therein. Proxies shall be filed with the Secretary of the meeting, or any adjournment thereof, before being voted. Except as otherwise limited therein, proxies shall entitle the persons named therein to vote at any adjournment of such meeting but shall not be valid after final adjournment of such meeting. A proxy with respect to stock held in the name of two or more persons shall be valid if executed by one of them unless at or prior to exercise of the proxy the corporation receives a specific written notice to the contrary from any one of them. A proxy purporting to be executed by or on behalf of a shareholder shall be deemed valid unless challenged at or prior to its exercise

7. Action at Meeting. When a quorum is present, the holders of a majority of the stock present or represented and voting on a matter, (or if there are two or more classes of stock entitled to vote as separate classes, then in the case of each such class, the holders of a majority of the stock of that class present or represented and voting on a matter) except where a larger vote is required by law, the Articles of Organization or these By-Laws, shall decide any matter to be voted on by the shareholders. Any election by shareholders shall be determined by a plurality of the votes cast by the shareholders entitled to vote at the election. No ballot shall be required for such election unless requested by a shareholder present or represented at the meeting and entitled to vote in the election. The corporation shall not directly or indirectly vote any share of its stock.

8. Action without Meeting. Any action to be taken by shareholders may be taken without a meeting if all shareholders entitled to vote on the matter consent to the action by a writing filed with the

records of the meetings of shareholders. Such consent shall be treated for all purposes as a vote at a meeting.

ARTICLE II

DIRECTORS

1. **Powers.** The business of the corporation shall be managed by a Board of Directors who may exercise all the powers of the corporation except as otherwise provided by law, by the Articles of Organization or by these By-Laws. In the event of a vacancy in the Board of Directors, the remaining Directors, except as otherwise provided by law, may exercise the powers of the full Board until the vacancy is filled.

2. **Election.** A Board of Directors of such number, no less than one, nor more than nine, as shall be fixed by the shareholders, shall be elected by the shareholders at the annual meeting, except that whenever there shall be only two shareholders the number of directors shall not be less than two, and whenever there shall be only one shareholder the number of Directors shall not be less than one.

3. **Vacancies.** Any vacancy in the Board of Directors, other than a vacancy resulting from the enlargement of the Board, may be filled by the shareholders, or, in the absence of shareholder action, by the Directors.

4. **Enlargement of the Board.** The number of the Board of Directors may be increased and one or more additional Directors elected at any special meeting of the shareholders or by the Directors by vote of a majority of the Directors then in office.

5. **Tenure.** Except as otherwise provided by law, by the Articles of Organization or by these By-Laws, Directors shall hold office until the next annual meeting of shareholders and thereafter until their successors are chosen and qualified. Any Director may resign by delivering his written resignation to the corporation at its principal office or to the President or Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

6. **Removal.** A Director may be removed from office (a) with or without cause by a vote of a majority of the shareholders entitled to vote in the election of Directors, provided that the Directors of a class elected by a particular class of shareholders may be removed only by the vote of the holders of the

shares of such class or (b) for cause by vote of a majority of the Directors then in office. A Director may be removed for cause only after reasonable notice and the opportunity to be heard before the body proposing to remove him.

7. Meetings. Regular meetings of the Directors may be held without call or notice at such places and at such times as the Directors may from time to time determine, provided that any Director who is absent when such determination is made, shall be given notice of the determination. A regular meeting of the Directors may be held without a call or notice at the same place as the annual meeting of shareholders, or the special meeting held in lieu thereof, following such meeting of shareholders.

Special meetings of the Directors may be held at any time and place designated in a call by the President, Treasurer or two or more Directors.

8. Notice of Meetings. Notice of all special meetings of the Directors shall be given to each Director by the Secretary, or if there be no Secretary, or in the case of the death, absence, incapacity or refusal of such persons, by the officer or one of the Directors calling the meeting. Notice shall be given to each Director in person or by telephone or by telegram sent to his business or home address at least twenty-four hours in advance of the meeting, or by written notice mailed to his business or home address at least forty-eight hours in advance of the meeting. Notice need not be given to any Director if a written waiver of notice, executed by him before or after the meetings, is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him. A notice or waiver of notice of a Directors' meeting need not specify the purposes of the meeting.

9. Quorum. At any meeting of the Directors, a majority of the Directors then in office shall constitute a quorum. Less than a quorum may adjourn any meeting from time to time without further notice.

10. Action at Meeting. At any meeting of the Directors at which a quorum is present, the vote of a majority of those present, unless a different vote is specified by law, by the Article of Organization, or by these By-Laws, shall be sufficient to decide such matter.

11. Action by Consent. Any action by the Directors may be taken without a meeting if a written consent thereto is signed by all the Directors and filed with the records of the Directors' meetings. Such consent shall be treated as a vote of the Directors for all purposes.

12. Committees. The Directors may, by vote of a majority of the Directors then in office, elect from their number an executive or other committees and may by like vote delegate thereto some or all of their powers except those which by law, the Articles of Organization or these By-Laws they are prohibiting from delegating. Except as they may otherwise determine, any such committee may make rules for the conduct of its business, but unless otherwise provided by the Directors or in such rules, its business shall be conducted as nearly as may be in the same manner as is provided by these By-Laws for the Directors.

ARTICLE III

OFFICERS

1. Enumeration. The officers of the corporation shall consist of a President, a Treasurer, a Secretary and such other officers, including one or more Vice President, Assistant Treasurer, and Assistant Secretary as the incorporators at their initial meeting, or the Directors from time to time, may in their discretion elect or appoint.

2. Election. The President, Treasurer and Secretary shall be elected annually by the Directors at their first meeting following the annual meeting of stockholders. Other officers may be chosen by the Directors at such meeting or at any other meeting.

3. Qualification. The President may, but need not be, a Director. No officer needs to be a shareholder. Any two or more offices may be held by the same person. The Secretary shall be a resident of Massachusetts unless the corporation has a resident agent appointed for the purpose of service of process. Any officer may be required by the Directors to give bond for the faithful performance of his duties to the corporation in such amount and with such sureties as the Directors may determine. The premiums for such bonds may be paid by the corporation.

4. Tenure. Except as otherwise provided by law, the Articles of Organization or by these By-Laws, the President, Treasurer and the Secretary shall hold office until the first meeting of the Directors following the annual meeting of shareholders and thereafter until his successor is chosen and

qualified; and all other officers shall hold office until the first meeting of the Directors following the annual meeting of shareholders, unless a shorter term is specified in the vote choosing or appointing them. Any officer may resign by delivering his written resignation to the corporation at its principal officer or to the President or Secretary, and such resignation shall be effective at some time or upon the happening of some other event.

5. Removal. The Directors may remove any officer with or without cause by a vote of a majority of the entire number of Directors then in office, provided that an officer may be removed for cause only after reasonable notice and opportunity to be heard by the Board of Directors prior to action thereon.

6. President and Vice President(s). The President shall be the chief executive officer of the corporation and shall, subject to the direction of the Directors, have general supervision and control of its business. Unless otherwise provided by the Directors he shall preside, when present, at all meeting of the shareholders and of the Directors. Any Vice President shall have such powers as the Directors may from time to time designate.

7. Treasurer and Assistant Treasurer(s). The Treasurer shall, subject to the direction of the Directors, have general charge of the financial affairs of the corporation and shall cause to be kept accurate the books of accounts. He shall have custody of all funds, securities, and valuable documents of the corporation, except as the Directors may otherwise provide. Any Assistant Treasurer shall have such powers as the Directors may from time to time designate.

8. Secretary and Assistant Secretaries. The Secretary shall keep a record of the meetings of shareholders and Directors. Unless a Transfer Agent is appointed, the Secretary shall keep or cause to be kept in Massachusetts, at the principal office of the corporation or at his office, the stock and transfer records of the corporation, in which are contained the names of all shareholders, and the record address, and the amount of stock held by each. Any Assistant Secretary shall have such powers as the Directors may from time to time designate.

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

ARTICLE IV
CAPITAL STOCK

1. Certificates of Stock. Each shareholder shall be entitled to a certificate of the capital stock of the corporation in such form as may be prescribed from time to time by the Directors. The certificate shall be signed by the President or a Vice President, and by the Treasurer or an Assistant Treasurer, but when a certificate is countersigned by a transfer agent or a registrar, other than a Director, officer or employee of the corporation, such signatures may be facsimiles. In case any officer who has signed or whose facsimile signature has been placed on such certificate shall have ceased to be such officer before such certificate is issued, it may be issued by the corporation with the same effect as if he were such officer at the time of its issue.

Every certificate for shares of stock which are subject to any restriction or transfer pursuant to the Articles of Organization, the By-Laws or any agreement to which the corporation is a party, shall have the restriction noted conspicuously on the certificate and shall also set forth on the face or back of either the full text of the restriction or a statement of the existence of such restriction and a statement that the corporation will furnish a copy of the holder of such certificate upon written request and without charge. Every certificate issued when the corporation is authorized to issue more than one class or series of stock shall set forth on its face or back either the full text of the preferences, voting powers, qualifications and special and relative rights of the shares of each class and series authorized to be issued or a statement of the existence of such preferences, powers, qualifications and rights, and a statement that the corporation will furnish a copy thereof to the holder of such certificate upon written request and without charge.

2. Transfers. Subject to the restrictions, if any, stated or noted on the stock certificates, shares of stock may be transferred on the books of the corporation by the surrender to the corporation or its transfer agent of the certificate therefore properly endorsed or accompanied by a written assignment and power of attorney properly executed, with necessary transfer stamps affixed, and with such proof of the authenticity of signature as the corporation or its transfer agent may reasonably require. Except as may be otherwise required by law, by the Articles of Organization, or these By-Laws, the corporation shall be entitled to treat the record holder of stock as shown on its books as the owner of such stock for all purposes, including the payment of dividends and the right to vote with respect thereto, regardless of any transfer,

pledge or other disposition of such stock, until the shares have been transferred on the books of the corporation in accordance with the requirements of these By-Laws.

It shall be the duty of each shareholder to notify the corporation of his post office address.

3. Record Date. The Directors may fix in advance a time of not more than sixty days preceding the date of any meeting of the shareholders, or the date for the payment of any dividend or the making of any distribution to shareholders, or the last day on which the consent or dissent of shareholders may be effectively expressed for any purpose, as the record date for determining the shareholders having the right to notice of and to vote at such meeting, and any adjournment thereof, or the right to receive such dividend or distribution or the right to give such consent or dissent. In such case only shareholders of record on such record date shall have such right, notwithstanding any transfer of stock on the books of the corporation after the record date. Without fixing such record date the Directors may for any of such purposes close the transfer books for all or any part of such period.

4. Replacement of Certificates. In case of the alleged loss or destruction or the mutilation of a certificate of stock, a duplicate certificate may be issued in place thereof, upon such terms as the Directors may prescribe.

ARTICLE V

MISCELLANEOUS PROVISIONS

1. Fiscal Year. Except as from time to time otherwise determined by the Directors, the fiscal year of the corporation shall be twelve (12) months ending the last day of December.

2. Seal. The seal of the corporation shall, subject to alteration by the Directors, bear its name, the word "Massachusetts" and the year of its incorporation.

3. Execution of Instruments. All deeds, leases, transfers, contracts, bonds, notes and other obligations authorized to be executed by an officer of the corporation in its behalf shall be signed by the President or the Treasurer except as the Directors may generally or in particular cases otherwise determine.

4. Voting of Securities. Except as the Directors may otherwise designate, the President or Treasurer may waive notice of, and appoint any person or persons to act as proxy or attorney in fact for

the corporation (with or without power of substitution) at any meeting of stockholders or shareholders of any other corporation or organization, the securities of which may be held by this corporation.

5. Corporate Records. The original, or attested copies, of the Articles of Organization, By-Laws and records of all meetings of the incorporators and shareholders, and the stock and transfer of records, which shall contain the names of all shareholders and the record address and the amount of stock held by each, shall be kept in Massachusetts at the principal office of the corporation, or at an office of its transfer agent or of the Secretary. Said copies and records need not all be kept in the same office. They shall be available at all reasonable times to the inspection of any shareholder for any proper purpose but not to secure a list of shareholders for the purpose of selling said list or copies thereof or of using the same for a purpose other than in the interest of the applicant, as a shareholder, relative to the affairs of the corporation.

6. 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 and in effect from time to time.

7. Amendment. These By-Laws may at any time be amended by vote of the shareholders, provided that notice of the substance of the proposed amendment is stated in the notice of the meeting, or may be amended by vote of a majority of the Directors then in office, except that no amendment may be made by the Directors which changes the date of the annual meeting of shareholders or which alters the provisions of these By-Laws. No change in the date of the annual meeting may be made within sixty days before the date fixed in these By-Laws. Not later than the time of giving notice of the meeting of shareholders 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 shareholders entitled to vote on amending the By-Laws.

ARTICLE VI

INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHERS

The corporation shall indemnify each person who is or was a director, officer, employee or other agent of the corporation, each person who is or was serving at the request of the corporation as a director, trustee, officer, employee or other agent of another organization in which it directly or indirectly owns shares

or of which it is directly or indirectly a creditor, and each person who is or was serving at the request of the corporation in any capacity with respect to any employee benefit plan against all liabilities, costs and expenses, including but not limited to amounts paid in satisfaction of judgments, in settlement or as fines and penalties, and counsel fees and disbursements, reasonably incurred by him in connection with or resulting from any action, suit or other proceeding, whether civil, criminal, administrative or investigative, before any court or administrative or legislative or investigative body, in which he may be or may have been involved as a party or otherwise or with which he may or may have been threatened, while in office or thereafter, by reason of his being or having been such a director, officer, employee, agent or trustee, or having served in any capacity with respect to any employee benefit plan, or by reason of any action taken or not taken in any such capacity, except with respect to any matter as to which he shall have been finally adjudicated by a court of competent jurisdiction not to have acted in good faith in the reasonable belief that his action was in the best interest 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. Expenses, including but not limited to counsel fees and disbursements, so incurred by any such person in defending any such action, suit or proceeding may be paid from time to time by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the person indemnified to repay the amounts so paid if it shall ultimately be determined that indemnification of such expenses is not authorized hereunder, which undertaking may be accepted without reference to the financial ability of such person to make repayment.

As to any matter of disposal of by settlement by any such person, pursuant to a consent decree or otherwise, no such indemnification either for the amount of such settlement or for any other expenses shall be provided unless such settlement shall be approved as in the best interests of the corporation, after notice that it involves such indemnification, (a) by a vote of the majority of the disinterested directors then in office (even though the disinterested directors be less than a quorum), or (b) by any disinterested person or persons to whom the question may be referred by a vote of the majority of such disinterested directors, or (c) by vote of the holders of a majority of the outstanding stock at the time entitled to vote for directors, voting as a single class, exclusive of any stock owned by any interested persons, or (d) by any disinterested person or persons to whom the question may be referred by vote of the holders of a majority of such stock.

No such approval shall prevent the recovery from any such officer, director, employee, agent or trustee or any such person serving in any capacity with respect to any employee benefit plan of any amounts paid to him or on his behalf as indemnification in accordance with the preceding sentence if such person is subsequently adjudicated by a court of competent jurisdiction not to have acted in good faith in the reasonable belief that his 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.

The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any director, officer, employee, agent or trustee or any such person serving in any capacity with respect to any employee benefit plan may be entitled or which may lawfully be granted to him. As used herein, the terms "director," "officer," "employee," "agent" and "trustee" include their respective executors, administrators and other legal representative, and "interested" person is one against whom the action, suit or other proceeding in question or another action, suit or other proceeding on the same or similar grounds is then or had been pending or threatened, and a "disinterest" person is a person against whom no action, suit or other proceeding is then or had been pending or threatened.

By action of the Board of Directors, notwithstanding any interest of the directors in such action, the corporation may purchase and maintain insurance, in such amounts as the Board of Directors may from time to time deem appropriate, on behalf of any person who is or was a director, officer, employee or other agent of the corporation, or is or was serving at the request of the corporation as a director, trustee, officer, employee or other agent of another organization or with respect to any employee benefit plan, in which it is directly or indirectly a creditor, against any liability incurred by him in any such capacity, or arising out of his/her status as such, whether or not the corporation would have the power to indemnify him/her against such liability.



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$250.00

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

[Special Filing Instructions](#)

Articles of Organization

(General Laws, Chapter 156D, Section 2.02; 950 CMR 113.16)

Identification Number: 001327221

ARTICLE I

The exact name of the corporation is:

ASHLI'S FARM, INC.

ARTICLE II

Unless the articles of organization otherwise provide, all corporations formed pursuant to G.L. C156D have the purpose of engaging in any lawful business. Please specify if you want a more limited purpose:

ARTICLE III

State the total number of shares and par value, if any, of each class of stock that the corporation is authorized to issue. All corporations must authorize stock. If only one class or series is authorized, it is not necessary to specify any particular designation.

Class of Stock	Par Value Per Share Enter 0 if no Par	Total Authorized by Articles of Organization or Amendments		Total Issued and Outstanding Num of Shares
		Num of Shares	Total Par Value	
CNP	\$0.00000	275,000	\$0.00	1,000

G.L. C156D eliminates the concept of par value, however a corporation may specify par value in Article III. See G.L. C156D Section 6.21 and the comments thereto.

ARTICLE IV

If more than one class of stock is authorized, state a distinguishing designation for each class. Prior to the issuance of any shares of a class, if shares of another class are outstanding, the Business Entity must provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of that class and of each other class of which shares are outstanding and of each series then established within any class.

NONE

ARTICLE V

The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are:

ARTICLE V. THE RESTRICTIONS, IF ANY, IMPOSED BY THE ARTICLES OF ORGANIZATION UPON THE TRANSFER OF SHARES OF STOCK OF ANY CLASS ARE AS FOLLOWS: ANY SHAREHOLDER, INCLUDING THE HEIRS, ASSIGNS, EXECUTORS OR ADMINISTRATORS OF A DECEASED SHAREHOLDER, DESIRING TO SELL OR TRANSFER ANY SUCH STOCK OWNED BY HIM O

R THEM, SHALL FIRST OFFER IT TO THE CORPORATION THROUGH THE BOARD OF DIRECTORS, IN THE MANNER FOLLOWING: THE OWNER SHALL NOTIFY THE DIRECTORS OF HIS DESIRE TO SELL OR TRANSFER BY NOTICE IN WRITING, WHICH NOTICE SHALL CONTAIN THE PRICE AT WHICH HE IS WILLING TO SELL OR TRANSFER AND THE NAME OF ONE ARBITRATOR. THE DIRECTORS SHALL WITHIN THIRTY (30) DAYS THEREAFTER, EITHER ACCEPT THE OFFER, OR BY NOTICE TO HIM IN WRITING NAME A SECOND ARBITRATOR, AND THESE TWO SHALL NAME A THIRD. IT SHALL THEN BE THE DUTY OF THE ARBITRATORS TO ASCERTAIN THE VALUE OF THE STOCK, AND IF ANY ARBITRATOR SHALL NEGLECT OR REFUSE TO APPEAR AT ANY MEETING APPOINTED BY THE ARBITRATORS, A MAJORITY MAY ACT IN THE ABSENCE OF SUCH ARBITRATOR. AFTER THE ACCEPTANCE OF THE OFFER, OR THE REPORT OF THE ARBITRATORS AS TO THE VALUE OF THE STOCK, THE DIRECTORS SHALL HAVE THIRTY (30) DAYS WITHIN WHICH TO PURCHASE THE SAME AT SUCH VALUATION, BUT IF AT THE EXPIRATION OF THIRTY (30) DAYS THE CORPORATION SHALL NOT HAVE EXERCISED THE RIGHT SO TO PURCHASE, THE OWNER OF THE STOCK SHALL BE AT LIBERTY TO DISPOSE OF THE SAME IN ANY MANNER HE MAY SEE FIT. NO SHARES OF STOCK SHALL BE SOLD OR TRANSFERRED ON THE BOOKS OF THE CORPORATION UNTIL THESE PROVISIONS HAVE BEEN COMPLIED WITH, BUT THE BOARD OF DIRECTORS MAY IN ANY PARTICULAR INSTANCE WAIVE THESE REQUIREMENTS.

ARTICLE VI

Other lawful provisions, and if there are no provisions, this article may be left blank.

ARTICLE VI. OTHER LAWFUL PROVISIONS: 1. MINIMUM NUMBER OF DIRECTORS. THE BOARD OF DIRECTORS MAY CONSIST OF ONE OR MORE INDIVIDUALS, NOTWITHSTANDING THE NUMBER OF SHAREHOLDERS. 2. PERSONAL LIABILITY OF DIRECTORS TO CORPORATION. NO DIRECTOR SHALL HAVE PERSONAL LIABILITY TO THE CORPORATION FOR MONETARY DAMAGES FOR BREACH OF HIS OR HER FIDUCIARY DUTY AS A DIRECTOR NOTWITHSTANDING ANY PROVISION OF LAW IMPOSING SUCH LIABILITY, PROVIDED THAT THIS PROVISION SHALL NOT ELIMINATE OR LIMIT THE LIABILITY OF A DIRECTOR (A) FOR ANY BREACH OF THE DIRECTOR'S DUTY OF LOYALTY TO THE CORPORATION OR ITS SHAREHOLDERS, (B) FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW, (C) FOR IMPROPER DISTRIBUTIONS UNDER SECTION 6.40 OF CHAPTER 156D OF THE GENERAL LAWS OF MASSACHUSETTS, OR (D) FOR ANY TRANSACTION FROM WHICH THE DIRECTOR DERIVED AN IMPROPER PERSONAL BENEFIT. 3. SHAREHOLDER VOTE REQUIRED TO APPROVE MATTERS ACTED ON BY SHAREHOLDERS. THE AFFIRMATIVE VOTE OF A MAJORITY OF ALL THE SHARES IN A VOTING GROUP ELIGIBLE TO VOTE ON A MATTER SHALL BE SUFFICIENT FOR THE APPROVAL OF THE MATTER, NOTWITHSTANDING ANY GREATER VOTE ON THE MATTER OTHERWISE REQUIRED BY ANY PROVISION OF CHAPTER 156D OF THE GENERAL LAWS OF MASSACHUSETTS. 4. SHAREHOLDER ACTION WITH A MEETING BY LESS THAN UNANIMOUS CONSENT. ACTION REQUIRED OR PERMITTED BY CHAPTER 156D OF THE GENERAL LAWS OF MASSACHUSETTS TO BE TAKEN AT A SHAREHOLDERS' MEETING MAY BE TAKEN WITHOUT A MEETING BY SHAREHOLDERS HAVING NOT LESS THAN THE MINIMUM NUMBER OF VOTES NECESSARY TO TAKE THE ACTION AT A MEETING AT WHICH ALL SHAREHOLDERS ENTITLED TO VOTE ON THE ACTION ARE PRESENT AND VOTING. 5. AUTHORIZATION OF DIRECTORS TO MAKE, AMEND OR REPEAL BYLAWS. THE BOARD OF DIRECTORS MAY MAKE, AMEND OR REPEAL THE BYLAWS IN WHOLE OR IN PART, EXCEPT WITH RESPECT TO ANY PROVISION THEREOF WHICH BY VIRTUE OF AN EXPRESS PROVISION IN CHAPTER 156D OF THE GENERAL LAWS OF MASSACHUSETTS, THE ARTICLES OF ORGANIZATION OR THE BYLAWS REQUIRES ACTION BY THE SHAREHOLDERS.

appropriate articles of amendment.

ARTICLE VII

The effective date of organization and time the articles were received for filing if the articles are not rejected within the time prescribed by law. If a *later* effective date is desired, specify such date, which may not be later than the 90th day after the articles are received for filing.

Later Effective Date: Time:

ARTICLE VIII

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

a,b. The street address of the initial registered office of the corporation in the commonwealth and the name of the initial registered agent at the registered office:

Name: ASHLEY DRISCOLL
No. and Street: 81 WEST STREET - SUITE 2112
City or Town: ATTLEBORO State: MA Zip: 02703 Country: USA

c. The names and street addresses of the individuals who will serve as the initial directors, president, treasurer and secretary of the corporation (an address need not be specified if the business address of the officer or director is the same as the principal office location):

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
PRESIDENT	ASHLEY DRISCOLL	71 TANAGER ROAD ATTLEBORO, MA 02703 USA
TREASURER	ROY LAMBERT	60 RAMBLIN BROOK ROAD SEEKONK, MA 02771 USA
SECRETARY	JOHN IRVING	71 TANAGER ROAD ATTLEBORO, MA 02703 USA
VICE PRESIDENT	JOHN IRVING	71 TANAGER ROAD ATTLEBORO, MA 02703 USA
DIRECTOR	ASHLEY DRISCOLL	71 TANAGER ROAD ATTLEBORO, MA 02703 USA
DIRECTOR	JOHN IRVING	71 TANAGER ROAD ATTLEBORO, MA 02703 USA
DIRECTOR	ROY LAMBERT	60 RAMBLIN BROOK ROAD SEEKONK, MA 02771 USA
DIRECTOR	ROBERT IRVING	11 PADDOCK DRIVE PLAINVILLE, MA 02762 USA

d. The fiscal year end (i.e., tax year) of the corporation:
December

e. A brief description of the type of business in which the corporation intends to engage:

INDOOR ORGANIC CULTIVATION

f. The street address (post office boxes are not acceptable) of the principal office of the corporation:

No. and Street: 81 WEST STREET - SUITE 2112
City or Town: ATTLEBORO State: MA Zip: 02703 Country: USA

g. Street address where the records of the corporation required to be kept in the Commonwealth are located (post office boxes are not acceptable):

No. and Street: 81 WEST STREET - SUITE 2112

City or Town: ATTLEBORO

State: MA

Zip: 02703

Country: USA

which is

☒ its principal office

☐ an office of its transfer agent

☐ an office of its secretary/assistant secretary

☐ its registered office

Signed this 11 Day of May, 2018 at 11:46:08 AM by the incorporator(s). *(If an existing corporation is acting as incorporator, type in the exact name of the business entity, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said business entity and the title he/she holds or other authority by which such action is taken.)*

JOHN F. D. JACOBI, III

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:

May 11, 2018 11:46 AM

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

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



Commonwealth of Massachusetts
Department of Revenue
Christopher C. Harding, Commissioner

mass.gov/dor

Letter ID: L0917124224
Notice Date: June 12, 2018
Case ID: 0-000-623-051



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



ASHLEY DRISCOLL
ASHLI'S FARM, INC.
81 WEST ST STE 2112
ATTLEBORO MA 02703-1618

Why did I receive this notice?

The Commissioner of Revenue certifies that, as of the date of this certificate, ASHLI'S FARM, INC. is in compliance with its tax obligations under Chapter 62C of the Massachusetts General Laws.

This certificate doesn't certify that the taxpayer is compliant in taxes such as unemployment insurance administered by agencies other than the Department of Revenue, or taxes under any other provisions of law.

This is not a waiver of lien issued under Chapter 62C, section 52 of the Massachusetts General Laws.

What if I have questions?

If you have questions, call us at (617) 887-6367 or toll-free in Massachusetts at (800) 392-6089, Monday through Friday, 8:30 a.m. to 4:30 p.m..

Visit us online!

Visit mass.gov/dor to learn more about Massachusetts tax laws and DOR policies and procedures, including your Taxpayer Bill of Rights, and MassTaxConnect for easy access to your account:

- Review or update your account
- Contact us using e-message
- Sign up for e-billing to save paper
- Make payments or set up autopay

Edward W. Coyle, Jr., Chief
Collections Bureau

Ashli's Farm, Inc.

81 West St.

Attleboro, MA 02703

Plan to Obtain Liability Insurance for Marijuana Retailer license

Ashli's Farm, Inc. has confirmed with its insurance broker that liability insurance will be available when the company is ready to obtain the insurance. The broker company that has confirmed this is as follows:

R S Gilmore Insurance Agency, Inc.

27 Elm St.

North Attleboro, MA 02761

The establishment will comply with the regulations of 935 CMR 500.105(10) and will maintain general liability insurance with no less than 1,000,000 per occurrence and no less than 2,000,000 in aggregate annually. The deductible will be no greater than 5,000 per occurrence.

If for some reason the insurance is unavailable to the establishment, a sum of no less than 250,000 will be placed into an escrow account to be expended for coverage of liability. This escrow account will be replenished within ten business days of any expenditure.

Sincerely,

Ashley Irving

President

Ashli's Farm, Inc.



Ashli's Business Plan

Objective

The Ashli's family of businesses is currently seeking investment to actively participate in the newly emerging Massachusetts cannabis market.

Legal Entities

Ashli's Corporate Group of Cannabis Operations (Ashli's) includes four entities in total, listed below. It includes four separate corporations for cultivating, manufacturing and dispensing medical and adult-use (recreational) cannabis. This form of business structure was chosen to protect the interests of investors and maximize the return on investment. Each of the cannabis entities will maintain its own licenses.

1. **Ashli's Inc.** will be a retail establishment providing cannabis and cannabis infused products directly to adult use consumers.
2. **Ashli's Farm** is the cultivation facility and will be wholesaling cannabis flower to Ashli's Inc. and other Massachusetts adult use dispensaries, as well as the excess trim and unsellable flower to Ashli's Extracts.
3. **Ashli's Extracts** produces two products, cannabis extracts and edible products that include the extracts. Ashli's Extracts will wholesale cannabis oil, cannabis infused edibles and cannabis infused products to Ashli's Inc., The Leonard J. Irving Center and other licensed Massachusetts Dispensaries.
4. **The Leonard J. Irving Center (LJIC)** The LJIC will cultivate and manufacture in a leased space at the Ashli's Farm location and dispense in the same location as Ashli's Inc.

Mission/Philosophy/Goals

Ashli's mission is to grow, manufacture and service the cannabis consuming public with pure, high quality medicine for medical patients and the highest quality cannabis products for adult use customers.

Ashli's philosophy is to raise its plants and manufacture its products using USDA organic standards, to achieve top quality, safe cannabis for all its clients.

Ashli's has short term, mid-term and long-term goals:

Short-term Goals include, year 1 and 2:

1. Enter the market as soon as possible and establish Ashli's retail brand as an industry leader.
2. Develop strong relationships with and begin supplying eight wholesale customers.
3. Create a marketing and social media campaign to attract and maintain new customers with a goal to increase our customer base 5% per month.

Mid-term Goals, year 3 and 4:

1. Maintain strict organic standards.
2. Open two additional retail adult use locations.
3. Increase our wholesale customer base to 14 dispensaries.

Long-term Goals, years 5 plus

1. Expand the Ashli's brand to neighboring states as prohibitions are lifted.

Location

The two properties are located next to each other in the Attleboro Industrial Park. This location was selected to comply with zoning by-laws in Attleboro. We chose Attleboro because it is one of the few surrounding communities where both medical and retail cannabis is allowed by special permit, with no bans enacted.

Facility 1 (76 Frank Mossberg) will be where the cannabis is cultivated (grown) and then processed into both medical and recreational products. It will utilize a light deprivation greenhouse structure for cultivation. In addition to the state-of-the-art greenhouse which will produce 5 annual grow cycles, this location will also house extraction systems to produce oils and extracts, as well as food safe production kitchen to make edibles. This facility will be closed to the public and include a security perimeter fence and state of the art security system.

Facility 2 (70 Frank Mossberg) will contain a 3,500 sq ft dispensary for both the LJIC Medical Cannabis and for Ashli's Retail Cannabis to sell to the public. Medical and recreational sales will be separated to comply with regulations and provide privacy to medical patients.

Start-up Status of Development Summary

1. Licensing:

Medical – The Ashli Group is seeking one medical cannabis license from the Department of Public Health to be held by The Leonard J Irving Center, Inc. (LJIC). This 1 license will allow the cultivation, manufacturing and dispensing of medical marijuana.

- As of May 2018, the LJIC has passed through 2 of the 3 phases of the License application process:

1. *Application of Intent*

2. *Management and Operations Profile*

- The LJIC submitted its 3rd and final application on June 4, 2018:

3. *Siting Profile*

- A Provisional Certificate of Registration (PCR) is expected to be issued by August 4, 2018.

Recreational – The companies are seeking three licenses for recreational (adult use) marijuana from the (CCC) which requires that each aspect process in the production and sales cycle obtain a separate license. The individual entities of Ashli's will each acquire its own license:

License 1 – Ashli's, Inc. seeks a "Marijuana Retailer" License.

License 2 – Ashli's Farm, Inc. seeks a "Marijuana Cultivator" License

License 3 – Ashli's Extracts, Inc. "Marijuana Product Manufacturer" License

Fully completed applications for all 3 licenses were submitted to the CCC on June 13, 2018.

License applications can take up to 3 months for approval.

2. City Approval and Permitting

All Ashli's Group companies have received pre-approval in the City of Attleboro with community host agreements and letters of Non-Opposition in place. These agreements add significant value to the Ashli's project by documenting a supportive relationship between the City and the development of the site.

Special Permit applications are the only remaining duty and will be submitted on August 4, 2018.

3. Financing

To fund the initial stages of development, financing has been obtained in the form of investor equity, private loans, and lines of credit from Roy Lambert, Principal and CFO of Ashli's Group:

- \$480,000 private mortgage to purchase 70FM Realty LLC
- \$40,000 has been raised for equity
- \$460,000 Line of Credit
 - \$121,000 has been spent as of June 14, 2018 on state application fees, due diligence, building quotes, attorney fees and consulting fees
- \$130,000 will be spent in the next 90 days to secure all licensing and city special permits, which include site plans for both properties
- \$18,500 has been raised in Loans and to be used for site planning.

Total investment as of June 2018 is \$998,500

Team Development

The companies are led by John and Ashley Irving, founders of 2 Friends Farm, Inc. the Attleboro-based indoor, organic microgreen farm. We are currently putting together our dream team with experts in business development and in the cannabis industry.

Hired Business Development Team:

Andrews Engineering – Site planning and development for both properties
Julia Shanks Food Consulting – Business and Financial Planning
Coogan Smith LLP – Legal Counsel
Collins, Smith & O'Connor – Accounting

Hired Cannabis Industry Experts:

Agrowtek, Inc. - Environmental controls and extraction consulting
Forever Flowering Greenhouse Engineering and Cultivation Consulting
2WR & Partners - Interior Design Team
Nadeau Construction Management – Buildout of Dispensary
Security Concepts – Facility Security

To Be Hired:

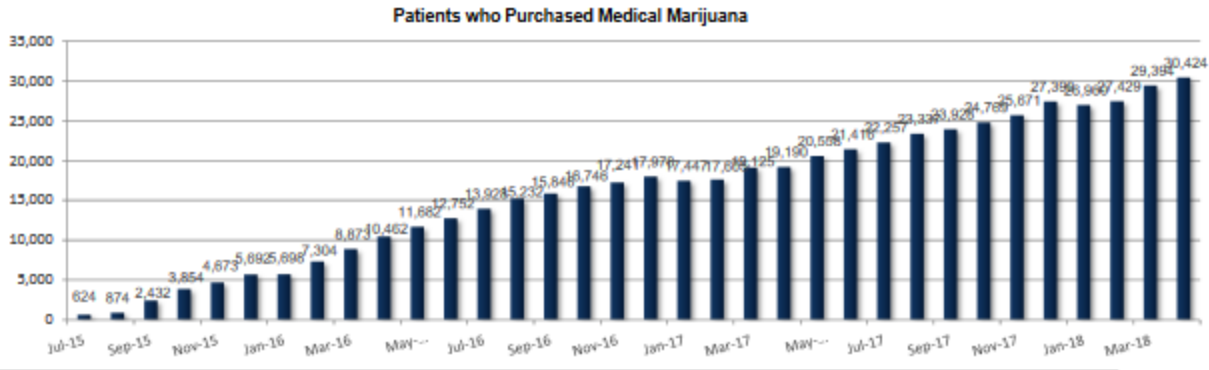
FOCUS – Foundation of Cannabis Unified Standards – SOP's and Best Practices
* Marketing and Branding Specialist (*interview process begun)

MA Cannabis Industry Analysis

On November 4, 2008, Massachusetts voters passed a ballot that decriminalized the possession of small amounts of marijuana. The Medical Use of Marijuana Act was then passed in November 2012 and the Department of Public Health (DPH) began issuing Registered Medical Dispensary (RMD) licenses in June 2015. This was followed by a statewide vote in November 2016 which legalized cannabis for adult use and paved the way for adult use shops to open in July 2018. Massachusetts is currently 1 of 8 states which regulates both medical and adult use cannabis.

Medical Market

- MA medical cannabis patient numbers are rising steadily. As of May 15, 2018 there were 48,265 active patients purchasing cannabis medicine from 32 Registered Medical Dispensaries (RMDs) fully licensed and open for sales. The graph below shows the steady increase in MA patient purchases from July 2015 thru April 2018:



*Source: Massachusetts Medical Use of Marijuana Program Snapshot," on mass.gov dashboard

- There is a rigorous startup process for Registered Medical Dispensaries (RMD):
 - To date there have been 294 applicants for an unlimited number of available medical licenses
 - Each licensed operator may hold up to three licenses.
 - Each RMD must be able to cultivate and produce 65% of its own flower inventory, 35% may be purchased from other licensed medical cannabis cultivators.
 - The Medical Licensing process takes from 18-36 months.

Adult-Use Market

- Despite the slow development of the medical cannabis industry, we anticipate that the recreational industry will move much faster. This is due in part to the more streamlined application process and the result of city and town officials in communities which allow the cannabis industry to do business becoming more familiar with their own local processes.

Ashli's Market Location

- Attleboro is the 25th largest city in Massachusetts with an estimated population of 44,590 according to the most recent United States census estimates.
- Attleboro is in Bristol County with an estimated population of 561,483 with a growth rate of 0.57% in the past year according to the most [recent United States census data](#). Bristol County is the 6th largest county in Massachusetts. According to the Cannabis Consumers Coalition's 2017 [Report on Cannabis Consumer Demographics and Consumption Habits](#), 66% of all cannabis consumers are age 21-45 and the median age in Bristol County is 39.9 years.

Regulatory Environment

Cannabis businesses are highly regulated in Massachusetts. The four principles of the Ashli's Group all have years of experience in regulated industries.

John and Ashley Irving currently own and have been operating 2 Friends Farm, Inc. for over five years. The farm is regulated by the FDA, Massachusetts Department of Agriculture Resources, AIB International 3rd party Food Safety certifiers and Baystate Organic Certifiers.

Robert Irving has been a licensed funeral director in Massachusetts for 18 years. He currently operates 3 funeral homes in regulated funeral industry.

Roy Lambert has owned and operated a manufacturing company for over 50 years that is regulated by the Federal Bureau of Alcohol, Tobacco and Firearms.

Management and Organization

Key Employees & Principals

Ashli's companies are made up of experienced and well-respected business people. We have all the aspects necessary to run a professional and successful cannabis business.

John and Ashley Irving founded and manage all operations of 2 Friends Farm, Inc. a year-round indoor, USDA certified organic microgreen farm in Attleboro. John's sales skills and Ashley's systems-based business approach have grown the company an average of 35% annually over 5 years to \$1 million dollars in annual sales revenue in 2017, servicing many wholesale clients including Baldor Boston, Baldor NY, and Costa Fruit and Produce among others. Their indoor grow experience with 'living inventory', employee management experience, and familiarity with food safety regulations in their current operations have prepared them to handle the rigorous regulations of the cannabis industry.

Robert Irving, a Principal in the Ashli's companies will be the acting general manager. Robert has vast experience in a regulated business as well, as he runs the daily operations of 3 funeral homes and is registered with the Commonwealth as a funeral director. Robert will ensure that compliance and daily operational goals are being met as well as oversee the general operations and employee environment.

Roy Lambert, a Principal and CFO in the Ashli's companies is the initial investor. He has financed the entire project to date. He has been very successful in running his own manufacturing business for the last 50 years. His advice and oversight are beneficial to the financial operations of the businesses.

James Figara is a shareholder and the Director of Security for the companies. He has many years of experience in security and weapons training as well as management and oversight and compliance.

Key employees will be hired in phases beginning in February/ March 2019 via of an Ashli Group organized job fair and thru proven job posting boards such as Indeed and Jobs for Good. This will support employee training periods prior to cultivation operations projected to begin in June 2019 and sales beginning in November 2019.

Financial Management

Ashley Irving is the CFO and bookkeeper for 2 Friends Farm and Roy Lambert's company. Her combined financial management experience is over 20 years.

The companies have confirmed the availability of general liability and workers compensation insurance as well as payroll services available through ADP. These businesses will be conducted in a professional way and all money in and out will be tracked, and always available for review.

Types of Products and Services

Products:

Product types will be mostly the same for both medical and recreational use, with varying potencies and strains used for each. Certain plant strains will be grown predominantly for symptom relief for medical patients and the strains for recreational patients will be tailored to customer demand. Ashli's also intends to grow a few rare heirloom strains that will be widely sought after by cannabis aficionados.

- Flowers
Dried Cannabis flowers, or "buds" as they commonly known, can be smoked in a pipe, rolled into a joint, smoked using a water pipe or vaporized with various vaporizing products.
Flowers will be sold in different size increments as well as in pre-rolls, joints.
- Extracts
Extracts such as cannabis oils, wax, and shatter are manufactured by separating the trichomes from the cannabis flowers to create concentrated doses of this specific part of the cannabis plant.
- Processed extract products
These products are infused with cannabis oils. They will include, tinctures, salves, lotions, infused honey and cooking oils.
- Edibles
Edibles are foods that are cooked or prepared with cannabis infused oils or butters.
- Accessories

The dispensary will sell accessories that will include: Rolling papers and tubes, grinders, pipes, vaporizers and vapor pens, lighters, etc.

- Educational Materials

The dispensary will offer educational materials that will discuss safety and strain specific information so that consumers can choose their products wisely.

Production

All products will be grown and produced using USDA certified Organic Standards which will be a distinguishing feature from other Cannabis operations as this is not a requirement by the state.

Utilizing certified organic standards for cultivation and product production will assure Ashli's market reach includes clients who want the purest and cleanest cannabis products.

Marketing Plan and Strategy

Strategy for Cannabis Retail Branding, Logos and Advertising

Ashli's will follow all parameters issues by the Massachusetts CCC for how marijuana businesses may promote and market themselves and their products. Ashli's also intends to comply with the strict Massachusetts consumer protection laws (MA Chapter 93A) and *take advantage of the regulations which allow for preapproval of company packaging and labeling by the MA CCC.*

Ashli's will hire a professional design and marketing firm to construct a full branding scheme to attract our target clientele and to position Ashli's as a highly recognizable brand and industry leader.

Marketing Plan

The companies understand there is need for strategic marketing to become a leader in the Massachusetts Cannabis Industry. The companies have annual budgets for marketing in the following areas:

Social Media The companies will launch social media campaigns on Facebook, Twitter and Instagram.

Web The companies will advertise on populated, proven websites like Leafly and Weedmaps

Events where the primary audience is 21+ will be advertising opportunities also.

Market Trends, Target Customers and Strategic Opportunities

The following five Cannabis trends will be tracked by Ashli's in our effort to capture the local and regional market of new-to-cannabis adult use customers, over age 21 recreational enthusiasts, and medical patients seeking high quality, pure medicine.

1. Craft Cannabis

Like the tradition of craft beer, there's a growing industry trend for more craft cannabis. Cannabis farms like ours can develop special, branded strains in limited batches for cannabis enthusiasts. This creates a market niche for cultivators, and at the business level, opens doors to premium brands commanding higher prices.

2. Cannabis over Alcohol

As more states legalize medical and recreational cannabis, consumers are making cannabis their recreational substance of choice. In states where it is legal, recreational adult use cannabis is being purchased more than alcohol. It's preferred by 51 percent of millennials, and beer sales have dropped in these states.

3. Cannabinoids in Healthcare

The Medical cannabis industry is strong, with patients outspending recreational users nearly three to one in states where both are legal. Massachusetts, which has seen a 22 percent increase in medical patients in 2017, currently has only 32 Medical dispensaries. This illustrates that the growth of the MA medical cannabis market continues.

4. Cannabis Education

Massachusetts Cannabis College and other niche educators are training and certifying growing numbers of cannabis professionals. This insures our access to both an educated staff pool.

These industry trends and others indicate the extensive growth potential in the MA cannabis industry which Ashli's group will be well positioned to expand upon.

Competition

From the outset, Ashli's Group will have an inherent competitive advantage because

1. Ashli's will be growing its own supply. Ashli's won't be reliant on buying flower inventory from other cultivators as other retail only licensees that do not have their own cultivation will be.
2. Growing our own supply, provides quality as well as quantity control to keep inventory flowing and sales growing.
3. Because we are growing our own product we can adapt quickly to market trends (i.e. flower sales for smoking could be re-directed to extraction for concentrates)

4. Ashli's will be growing its plants organically, using heirloom and boutique cultivars which appeal to the health conscious and discerning customer base we intend to attract and service.
5. Perhaps most important, we enter this industry with extensive living inventory experience, grow skills, business acumen and a keen sense of what consumers want from their cannabis experience.

Development Plan

Timeline

All state and local permitting by November 2018

Buildout November 2018-April 2019

Cultivation begins June 2019

Sales Commence November 2019

Ashli's Farm, Inc.

Standard Operating Procedures

Maintaining of Financial Records

The establishment will maintain its financial records in accordance with 935 CMR 500.105 (9)(e). All financial records will be available for inspection by the Commission, upon request. Financial records maintained will include, monetary transactions, Book of Accounts, Sales records, and salary and wages paid to each employee, stipend paid to each board member, and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with the marijuana establishment. A computerized accounting software like QuickBooks will be utilized to record the establishments financial records.

Ashli's Farm, Inc.

Standard Operating Procedures

Personnel Policies

Marijuana Establishments are required under 935 CMR 500.101 (1) (c) (7) (g) to create and implement personnel policies. This establishment will implement the following, but not limited to, personnel policies.

- The establishment will apply for registration and apply for renewal registration annually for all:
 - Board members, directors, employees, managers, and volunteers
- The Commission will issue a registration card to those that are determined suitable consistent with the provisions of 935 CMR 500.800 and 500.802. Those approved will be Marijuana Establishment Agents.
 - To be suitable for registration an individual:
 - Must be 21 years or older
 - Must not have been convicted of an offense that goes against the regulations
 - Must be determined suitable under 935 CMR 500.800 and 500.802
- The following will be required of all agents:
 - Background Check packet which will include Cori, Ives, Disclosure, and Release Authorizations as well as finger prints.
- Agent Trainings
 - All Marijuana Establishment Agents will complete training that shall be tailored to the roles and responsibilities of the job function prior to performing job functions. The minimum yearly training to all agents will be 8 hours and will include:
 - Personal safety, food safety and sanitation, crime prevention, sexual harassment, prevention of diversion, law compliance, job specific, confidentiality, Responsible Vendor Training
- Agent Dismissals
 - Any agent will be immediately dismissed and the Commission and local authorities will be contacted if any of the following occur
 - Diverted marijuana
 - Engagement in unsafe practices with regard to the operation of the establishment
 - Been convicted or entered a guilty plea to a felony drug offense involving a distribution to a minor
 - Or any other act that the establishment or the Commission deem as valid reason for dismissal
 - The Commission will be notified within 1 business day if a marijuana establishment agent ceases to be associated with the establishment
- Agent Security Policies

- All Marijuana agents will be issued badges that will allow them into limited access areas that are directly related to job duties they are required to follow.
- Agents must notify management of any suspicious activity
- Agents must follow all security policies and procedures

Ashli's Farm, Inc.

Standard Operating Procedures

Quality Control and Testing

The establishment will cultivate marijuana free from contamination by mold, rot, other fungus, and bacterial diseases, prepared and handled on food grade stainless steel tables and packaged in a secure area. 105 CMR 590, Minimum Sanitation Standards for Food Establishments, compliance will be implemented as well as all agents will be trained in 105 CMR 300, Reportable Diseases, Surveillance, and Isolation and Quarantine Requirements. Quality Control Standards will also include:

- Storage Requirements as outlined in 935 CMR 500.105(11)
- Handling Requirements as outlined in 935 CMR 500.105(3)
- Record Keeping Requirements as outlined in 935 CMR 500.105(9)

All marijuana and marijuana products will be tested by an Independent Testing Laboratory and will comply with 935 CMR 500.160. Results will be maintained for no less than 1 year. Transportation of products to the laboratory will comply with 935 CMR 500.105 (13).

Policies and Procedures for responding to laboratory results will be implemented which will include:

Notifying the Commission within 72 hours of any result indicating that the contamination cannot be mediated. Both the establishment and the laboratory are required to notify the Commission independently.

Ashli's Farm, Inc.

Standard Operating Procedures

Restricting Access to age 21 and older

All board members, directors, employees, managers, and volunteers must be registered agents to enter a marijuana establishment and all agents must be 21 years or older to be suitable to be an agent.

This establishment is committed to restricting access to age 21 and older. Only those 21 and older will be allowed entrance. Visitors and customers will also need to be 21 and older and be verified with proper identification in accordance with 935 CMR 500.110 (1)(a) and 500.140 (2).

The establishment also has policies and procedures to prevent diversion to those under 21.

Ashli's Farm, Inc.

Standard Operating Procedures

Record Keeping

The establishment will maintain records in compliance with 935 CMR 500.105 (9) which will be available to the Commission for inspection upon request.

The following records, but not limited to, will be maintained and available for inspections.

- Written operating Procedures (SOP)
- Inventory Records
- Seed-to-sale tracking records
- Personnel records including
 - Job descriptions, a staffing plan, and all background check records
 - All personnel records will be maintained for at least 12 months after termination or dismissal
- Business Records, which will be kept in an accounting software like QuickBooks
- Waste disposal records which will include
 - Date, type, quantity, manner of disposal, location of disposal, name of the 2 agents and signatures

In case this establishment closes, all records will be kept for a least 2 years.

Ashli's Farm, Inc.

Standard Operating Procedures

Diversity Plan

The establishment will implement a diversity plan as required by 935 CMR 500.101 (1) (c) (7) (k) which will promote equity among minorities, women, veterans, people with disabilities, and people of all gender identities and sexual orientation in the Marijuana Establishment.

The establishment understands the definition of equity to mean the quality of being fair and impartial.

The establishment will be equitable by creating an environment that is safe and pleasant for all individuals. All agents will be provided with trainings to ensure this is understood, implemented and followed.

The establishment will not be discriminating in its hiring process. All that qualify will be considered regardless of race, sexuality, sexual orientation or gender. Those from areas of disproportionate impact and/or Massachusetts residence will be given priority.

Ashli's Farm, Inc.

Standard Operating Procedures

Qualification and Training

- Qualifications for employment
 - Ability to participate, comply and pass Background checks including; CORI, IVES, Release and Authorization including fingerprints and a Disclosure Acknowledgment
 - Ability to perform all job functions
 - 21 years or older in age
 - Attestation from prospective agent that they will not engage in the diversion of marijuana products
 - Written acknowledgement of any limitations the applicant may have that would limit his or her authorization to cultivate, harvest, prepare, package, possess, transport, and dispense marijuana in the Commonwealth
- Employee Trainings
 - Job specific trainings
 - Diversion prevention trainings
 - Personal and workplace safety
 - Emergency policies and procedures including a disaster plan, emergency evacuation plans, and plans if theft of diversion or robbery occur.
 - Product education
 - Food safety and Handling
 - Sexual harassment
 - Equitable Workplace
 - Incident Management
 - Law comprehension and compliance
 - 935 CMR 500
 - 105 CMR 590
 - 105 CMR 300
- Leadership Rating Program Goals
 - Ashli's Farm intends to apply for 2 leadership rating certifications
 - Local Employment Leader
 - Ashli's Farm intends to employ 51% of its employees that have been a Massachusetts resident for 12 months or more, and
 - Ashli's Farm executives, currently, are all Massachusetts residents for 12 months or more

- Compliance Leader
 - Ashli's Farm intends to comply with the requirements to qualify for a Compliance Leader certification. The following goals are set in place to meet the requirements for this rating
 - All agents will have their trainings completed within 90 days of hire
 - The licensee has not been issued a written deficiency
 - The licensee has not been the subject of a cease and desist order or a quarantine order
 - The licensee has not had its license suspended, and
 - The licensee has met all the timelines required by the Commission

Qualification and Training

- Qualifications for employment
 - Ability to participate, comply and pass Background checks including; CORI, IVES, Release and Authorization including fingerprints and a Disclosure Acknowledgment
 - Ability to perform all job functions
 - 21 years or older in age
 - Attestation from prospective agent that they will not engage in the diversion of marijuana products
 - Written acknowledgement of any limitations the applicant may have that would limit his or her authorization to cultivate, harvest, prepare, package, possess, transport, and dispense marijuana in the Commonwealth
- Employee Trainings – All trainings will be completed prior to performing job functions. Agents will receive, at a minimum, 8 hours of ongoing training annually. Agent trainings will be tailored to the roles and responsibilities of the job function as well as general trainings.
 - Responsible Vendor Program – must be completed successfully within 90 days of hire. A third-party Responsible Vendor Program approved by the Commission, will be used for certification of this program for all agents who handle or sell marijuana.
 - Job specific trainings
 - Diversion prevention trainings
 - Personal and workplace safety
 - Emergency policies and procedures including a disaster plan, emergency evacuation plans, and plans if theft of diversion or robbery occur.
 - Product education
 - Food safety and Handling
 - Sexual harassment
 - Equitable Workplace
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 - The licensee has not been the subject of a cease and desist order or a quarantine order
 - The licensee has not had its license suspended, and
 - The licensee has met all the timelines required by the Commission

Ashli's Farm, Inc.

Standard Operating Procedures

Diversity Plan

Ashli's Farm, Inc. believes diversity in the workplace is essential to its culture and the individuals it employees. Its vision is to embrace diversity by developing programs that ensure a diverse workforce by creating an environment where employees from different backgrounds feel included and valued, at all levels of the establishment.

A Diversity Advisory Board will be appointed to guide the establishment through creation, implementation, and measurement of the plans success. The advisory board will be made up industry experts in diversity development and planning.

A Diversity Director will be hired to ensure the plan is implemented, remains effective and to prepare data-based reports. They will work directly with all diversity staff, employees and the advisory board. They will implement a strategic planning process to plan, evaluate and improve the diversity plan on an ongoing basis.

The strategic plan will include:

- Mapping out the process
- Gather information and conduct self-assessments
- Develop vision, set goals, strategies and metrics
- Review plan for Equity and Inclusion
- Adopt plan and communicate vision
- Implement plan

Goals

- To provide training and learning opportunities to employees and people of the community on the following topics
 - **What is equity and inclusion in the workplace and why is it important**
 - **What is a diverse workforce and why is it important to a company and a community**
 - **Understanding a Diversity Plan**
- To build a culture that respects and embraces diversity, inclusion and equity
- To guarantee the fair treatment, access, opportunity and advancement for all employees
- To inform the community of opportunities
- To create a culture in which any individual can feel welcome, respected, supported, and valued
- To remove any barriers to inclusion in our processes, policies, plans, practices, programs and services
- To include people of all backgrounds to create a diverse workplace within all levels of the establishment

Programs

- Employee Trainings
- Employee Events and workshops
- Community Outreach Workshops on various topics quarterly
- Job Fairs to inform the community on opportunities
- Work with local job placement agencies that place minorities and those with disabilities
- Hiring process that will ensure equity, equality and inclusion to minorities, women, veterans, people with disabilities, and people of all gender identities and sexual orientation.

Measurements and Accountability

To access whether goals were achieved the following metrics will be routinely evaluated

- Regularly scheduled focus groups to identify any barriers to inclusion and equity, culture and improvements needed as well as report successes
- Diversity Director to compile data from focus groups and share with Diversity advisory board for recommendations and guidance
- Diversity Director to conduct survey with employees and community members to evaluate the effectiveness of the diversity plan
- Training and community events will be recorded, and data measured to show successes and improvements needed
- Assessment of self-identified demographic data and evaluation

This Diversity Plan is a living document. It will be enhanced, implemented and evaluated regularly and updated accordingly.

Ashli's Farm, Inc.

Standard Operating Procedures

Personnel Policies

Marijuana Establishments are required under 935 CMR 500.101 (1) (c) (7) (g) to create and implement personnel policies. This establishment will implement the following, but not limited to, personnel policies.

- The establishment will apply for registration and apply for renewal registration annually for all:
 - Board members, directors, employees, managers, and volunteers
- The Commission will issue a registration card to those that are determined suitable consistent with the provisions of 935 CMR 500.800 and 500.802. Those approved will be Marijuana Establishment Agents.
 - To be suitable for registration an individual:
 - Must be 21 years or older
 - Must not have been convicted of an offense that goes against the regulations
 - Must be determined suitable under 935 CMR 500.800 and 500.802
- The following will be required of all agents:
 - Background Check packet which will include Cori, Ives, Disclosure, and Release Authorizations as well as finger prints.
- Agent Trainings
 - All Marijuana Establishment Agents will complete training that shall be tailored to the roles and responsibilities of the job function prior to performing job functions. The minimum yearly training to all agents will be 8 hours and will include:
 - Personal safety, food safety and sanitation, crime prevention, sexual harassment, prevention of diversion, law compliance, job specific, confidentiality, Responsible Vendor Training
- Agent Dismissals
 - Any agent will be immediately dismissed, and the Commission and local authorities will be contacted if any of the following occur
 - Diverted marijuana
 - Engagement in unsafe practices with regard to the operation of the establishment
 - Been convicted or entered a guilty plea to a felony drug offense involving a distribution to a minor
 - Or any other act that the establishment or the Commission deem as valid reason for dismissal
 - The Commission will be notified within 1 business day if a marijuana establishment agent ceases to be associated with the establishment
- Agent Security Policies

- All Marijuana agents will be issued badges that will allow them into limited access areas that are directly related to job duties they are required to follow.
 - Agents must notify management of any suspicious activity
 - Agents must follow all security policies and procedures
- Staffing Plan
 - A complete staffing plan will be designed and implemented. All records will be kept in compliance with 935 CMR 500.105 (9)
 - This plan will include the process for recruiting, screening, interviewing and hiring agents.
 - This plan will demonstrate accessible business hours, safe working conditions and all policies and procedures
- Personnel Recordkeeping
 - Records will be kept in accordance with 935 CMR 500.105 (9)
 - They will include
 - Job descriptions for all jobs and organizational charts
 - A personnel record file for each agent that will be maintained for a least 12 months after termination of the agent's affiliation with the establishment
 - Personnel policies and procedures
 - All background check reports will be obtained in accordance with 935 CMR 500.030

Ashli's Farm, Inc.

Standard Operating Procedures

Quality Control and Testing

The establishment will cultivate and process marijuana products free from potential contaminants. All products will be prepared and handled on food grade stainless steel tables and packaged in a secure area. 105 CMR 590, Minimum Sanitation Standards for Food Establishments, compliance will be implemented as well as all agents will be trained in 105 CMR 300, Reportable Diseases, Surveillance, and Isolation and Quarantine Requirements. Quality Control Standards will also include:

- Storage Requirements as outlined in 935 CMR 500.105(11)
- Handling Requirements as outlined in 935 CMR 500.105(3)
- Record Keeping Requirements as outlined in 935 CMR 500.105(9)

The establishment intends to hire a quality control manager to ensure implementation of all policies and procedures and ensure proper record keeping.

All marijuana products will be tested by an Independent Testing Laboratory and will comply with 935 CMR 500.160. All products will comply with 935 CMR 500.140 (9) before they will be deemed acceptable for sale. Results will be maintained for no less than 1 year. Transportation of products to the laboratory will comply with 935 CMR 500.105 (13).

Policies and Procedures for responding to laboratory results will be implemented which will include:

Notifying the Commission within 72 hours of any result indicating that the contamination cannot be mediated. Both the establishment and the laboratory are required to notify the Commission independently.

Ashli's Farm, Inc.

Standard Operating Procedures

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The applicant acknowledges and is aware, and will adhere to, the requirements set forth in 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of every Marijuana establishment.

Any actions taken, or programs instituted, will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.