Massachusetts Cannabis Control Commission

Marijuana Product Manufacturer

General Information:

License Number: MP282262

Original Issued Date: 06/17/2026

Issued Date: 06/17/2026

Expiration Date: 06/17/2027

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Apotho Therapeutics Dartmouth Manufacturing, Inc.

Phone Number: 401-649-1677 **Email Address:** matt@apothotherapeutics.com

Business Address 1: 757 State Road **Business Address 2:**

Business City: Dartmouth **Business State:** MA **Business Zip Code:** 02747

Mailing Address 1: 346 Taunton Ave **Mailing Address 2:**

Mailing City: Seekonk **Mailing State:** MA **Mailing Zip Code:** 02771

CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Not a DBE

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:

Department of Public Health RMD Registration Number:

Operational and Registration Status:

To your knowledge, is the existing RMD certificate of registration in good standing?: no

If no, describe the circumstances below:

PERSONS WITH DIRECT OR INDIRECT AUTHORITY

Person with Direct or Indirect Authority 1

Percentage Of Ownership: **Percentage Of Control:** 25

Role: Executive / Officer **Other Role:**

First Name: Mathew **Last Name:** Medeiros **Suffix:**

Gender: Female **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 2

Percentage Of Ownership: **Percentage Of Control:** 25

Role: Executive / Officer **Other Role:**

First Name: Andrew **Last Name:** Medeiros **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

Entity with Direct or Indirect Authority 1

Percentage of Control: 50 **Percentage of Ownership:** 100

Entity Legal Name: Medeiros Investment Irrevocable Trust **Entity DBA:** **DBA City:** Seekonk

Entity Description: Class A Member (voting)

Foreign Subsidiary Narrative:

Entity Phone: 401-641-9265 **Entity Email:** medeirosinvestments@gmail.com **Entity Website:**

Entity Address 1: 45 Acorn Road **Entity Address 2:**

Entity City: Wrentham **Entity State:** MA **Entity Zip Code:** 02093

Entity Mailing Address 1: 45 Acorn Road **Entity Mailing Address 2:**

Entity Mailing City: Wrentham **Entity Mailing State:** MA **Entity Mailing Zip Code:** 02093

Relationship Description: Funding relationship, majority member and sole voting member

CLOSE ASSOCIATES AND MEMBERS

Close Associates or Member 1

First Name: Mathew **Last Name:** Medeiros **Suffix:**

Describe the nature of the relationship this person has with the Marijuana Establishment: CEO, Secretary & Beneficiary of Medeiros Investment Irrevocable Trust

Close Associates or Member 2

First Name: Andrew **Last Name:** Medeiros **Suffix:**

Describe the nature of the relationship this person has with the Marijuana Establishment: President & Beneficiary (& Trustee) of Medeiros Investment Irrevocable Trust

Close Associates or Member 3

First Name: Lauren **Last Name:** Forster **Suffix:**

Describe the nature of the relationship this person has with the Marijuana Establishment: Beneficial Owner (& Trustee) of Medeiros Investment Irrevocable Trust

Close Associates or Member 4

First Name: Edward **Last Name:** Medeiros **Suffix:**

Describe the nature of the relationship this person has with the Marijuana Establishment: Beneficial Owner of Medeiros Investment Irrevocable Trust

Close Associates or Member 5

First Name: Elisa **Last Name:** Medeiros **Suffix:**

Describe the nature of the relationship this person has with the Marijuana Establishment: Trustee of Medeiros Investment Irrevocable Trust

CAPITAL RESOURCES - INDIVIDUALS

No records found

CAPITAL RESOURCES - ENTITIES

Entity Contributing Capital 1

Entity Legal Name: The Medeiros Irrevocable Investment Trust **Entity DBA:**

Email: medeirosinvestments@gmail.com **Phone:** 401-641-4104

Address 1: 71 Raymond Drive **Address 2:**

City: Seekonk **State:** MA **Zip Code:** 02771

Types of Capital: Monetary/Equity **Other Type of Capital:** **Total Value of Capital Provided:** $25000 **Percentage of Initial Capital:** 100

Capital Attestation: Yes

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

No records found

DISCLOSURE OF INDIVIDUAL INTERESTS

Individual 1

First Name: Mathew **Last Name:** Medeiros **Suffix:**

Marijuana Establishment Name: Apotho Therapeutics Plainville LLC **Business Type:** Marijuana Retailer

Marijuana Establishment City: Plainville **Marijuana Establishment State:** MA

Individual 2

First Name: Mathew **Last Name:** Medeiros **Suffix:**

Marijuana Establishment Name: Apotho Therapeutics Dartmouth Inc **Business Type:** Marijuana Retailer

Marijuana Establishment City: Dartmouth **Marijuana Establishment State:** MA

Individual 3

First Name: Mathew **Last Name:** Medeiros **Suffix:**

Marijuana Establishment Name: Apotho Therapeutics Athol Inc **Business Type:** Marijuana Cultivator

Marijuana Establishment City: Athol **Marijuana Establishment State:** MA

Individual 4

First Name: Mathew **Last Name:** Medeiros **Suffix:**

Marijuana Establishment Name: Apotho Therapeutics Athol Inc **Business Type:** Marijuana Product Manufacture

Marijuana Establishment City: Athol **Marijuana Establishment State:** MA

Individual 5

First Name: Mathew **Last Name:** Medeiros **Suffix:**

Marijuana Establishment Name: Apotho Therapeutics Dartmouth Manufacturing Inc **Business Type:** Marijuana Cultivator

Marijuana Establishment City: Dartmouth **Marijuana Establishment State:** MA

Individual 6

First Name: Andrew **Last Name:** Medeiros **Suffix:**

Marijuana Establishment Name: Apotho Therapeutics Plainville LLC **Business Type:** Marijuana Retailer

Marijuana Establishment City: Plainville **Marijuana Establishment State:** MA

Individual 7

First Name: Andrew **Last Name:** Medeiros **Suffix:**

Marijuana Establishment Name: Apotho Therapeutics Athol Inc **Business Type:** Marijuana Cultivator

Marijuana Establishment City: Athol **Marijuana Establishment State:** MA

Individual 8

First Name: Andrew **Last Name:** Medeiros **Suffix:**

Marijuana Establishment Name: Apotho Therapeutics Dartmouth Inc **Business Type:** Marijuana Retailer

Marijuana Establishment City: Dartmouth **Marijuana Establishment State:** MA

Individual 9

First Name: Andrew **Last Name:** Medeiros **Suffix:**

Marijuana Establishment Name: Apotho Therapeutics Dartmouth Manufacturing Inc **Business Type:** Marijuana Cultivator

Marijuana Establishment City: Dartmouth **Marijuana Establishment State:** MA

Individual 10

First Name: Andrew **Last Name:** Medeiros **Suffix:**

Marijuana Establishment Name: Apotho Therapeutics Athol Inc **Business Type:** Marijuana Product Manufacture

Marijuana Establishment City: Athol **Marijuana Establishment State:** MA

Individual 11

First Name: Lauren **Last Name:** Forster **Suffix:**

Marijuana Establishment Name: Apotho Therapeutics Plainville LLC **Business Type:** Marijuana Retailer

Marijuana Establishment City: Plainville **Marijuana Establishment State:** MA

Individual 12

First Name: Lauren **Last Name:** Forster **Suffix:**

Marijuana Establishment Name: Apotho Therapeutics Athol Inc **Business Type:** Marijuana Cultivator

Marijuana Establishment City: Athol **Marijuana Establishment State:** MA

Individual 13

First Name: Lauren **Last Name:** Forster **Suffix:**

Marijuana Establishment Name: Apotho Therapeutics Athol Inc **Business Type:** Marijuana Product Manufacture

Marijuana Establishment City: Athol **Marijuana Establishment State:** MA

Individual 14

First Name: Lauren **Last Name:** Forster **Suffix:**

Marijuana Establishment Name: Apotho Therapeutics Dartmouth Inc **Business Type:** Marijuana Retailer

Marijuana Establishment City: Dartmouth **Marijuana Establishment State:** MA

Individual 15

First Name: Lauren **Last Name:** Forster **Suffix:**

Marijuana Establishment Name: Apotho Therapeutics Dartmouth Manufacturing Inc **Business Type:** Marijuana Cultivator

Marijuana Establishment City: Dartmouth **Marijuana Establishment State:** MA

Individual 16

First Name: Edward **Last Name:** Medeiros **Suffix:** Jr

Marijuana Establishment Name: Apotho Therapeutics Plainville LLC **Business Type:** Marijuana Retailer

Marijuana Establishment City: Plainville **Marijuana Establishment State:** MA

Individual 17

First Name: Edward **Last Name:** Medeiros **Suffix:** Jr

Marijuana Establishment Name: Apotho Therapeutics Athol Inc **Business Type:** Marijuana Cultivator

Marijuana Establishment City: Athol **Marijuana Establishment State:** MA

Individual 18

First Name: Edward **Last Name:** Medeiros **Suffix:** Jr

Marijuana Establishment Name: Apotho Therapeutics Athol Inc **Business Type:** Marijuana Product Manufacture

Marijuana Establishment City: Athol **Marijuana Establishment State:** MA

Individual 19

First Name: Edward **Last Name:** Medeiros **Suffix:** Jr

Marijuana Establishment Name: Apotho Therapeutics Dartmouth Inc **Business Type:** Marijuana Retailer

Marijuana Establishment City: Dartmouth **Marijuana Establishment State:** MA

Individual 20

First Name: Edward **Last Name:** Medeiros **Suffix:** Jr

Marijuana Establishment Name: Apotho Therapeutics Dartmouth Manufacturing Inc **Business Type:** Marijuana Cultivator

Marijuana Establishment City: Dartmouth **Marijuana Establishment State:** MA

Individual 21

First Name: Elisa **Last Name:** Medeiros **Suffix:**

Marijuana Establishment Name: Apotho Therapeutics Plainville LLC **Business Type:** Marijuana Retailer

Marijuana Establishment City: Plainville **Marijuana Establishment State:** MA

Individual 22

First Name: Elisa **Last Name:** Medeiros **Suffix:**

Marijuana Establishment Name: Apotho Therapeutics Athol Inc **Business Type:** Marijuana Cultivator

Marijuana Establishment City: Athol **Marijuana Establishment State:** MA

Individual 23

First Name: Elisa **Last Name:** Medeiros **Suffix:**

Marijuana Establishment Name: Apotho Therapeutics Athol Inc **Business Type:** Marijuana Product Manufacture

Marijuana Establishment City: Athol **Marijuana Establishment State:** MA

Individual 24

First Name: Elisa **Last Name:** Medeiros **Suffix:**

Marijuana Establishment Name: Apotho Therapeutics Dartmouth Inc **Business Type:** Marijuana Retailer

Marijuana Establishment City: Dartmouth **Marijuana Establishment State:** MA

Individual 25

First Name: Elisa **Last Name:** Medeiros **Suffix:**

Marijuana Establishment Name: Apotho Therapeutics Dartmouth Manufacturing Inc **Business Type:** Marijuana Cultivator

Marijuana Establishment City: Dartmouth **Marijuana Establishment State:** MA

Individual 26

First Name: Medeiros **Last Name:** Investment Irrevocable Trust **Suffix:**

Marijuana Establishment Name: Apotho Therapeutics Dartmouth Manufacturing, Inc. **Business Type:** Marijuana Cultivator

Marijuana Establishment City: Dartmouth **Marijuana Establishment State:** MA

Individual 27

First Name: Medeiros **Last Name:** Investment Irrevocable Trust **Suffix:**

Marijuana Establishment Name: Apotho Therapeutics Plainville, LLC **Business Type:** Marijuana Retailer

Marijuana Establishment City: Plainville **Marijuana Establishment State:** MA

Individual 28

First Name: Medeiros **Last Name:** Investment Irrevocable Trust **Suffix:**

Marijuana Establishment Name: Apotho Therapeutics Athol, Inc. **Business Type:** Marijuana Product Manufacture

Marijuana Establishment City: Athol **Marijuana Establishment State:** MA

Individual 29

First Name: Medeiros **Last Name:** Investment Irrevocable Trust **Suffix:**

Marijuana Establishment Name: Apotho Therapeutics Dartmouth, INC. **Business Type:** Marijuana Retailer

Marijuana Establishment City: Dartmouth **Marijuana Establishment State:** MA

Individual 30

First Name: Medeiros **Last Name:** Investment Irrevocable Trust **Suffix:**

Marijuana Establishment Name: Apotho Therapeutics Athol, Inc. **Business Type:** Marijuana Cultivator

Marijuana Establishment City: Athol **Marijuana Establishment State:** MA

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 757 State Road

Establishment Address 2:

Establishment City: Dartmouth **Establishment Zip Code:** 02747

Approximate square footage of the Establishment: 40070 **How many abutters does this property have?:** 11

Have all property abutters have been notified of the intent to open a Marijuana Establishment at this address?: Yes

HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Community Outreach Meeting Documentation	Cultivation Outreach Virtual Meeting Approval.pdf	pdf	669a54e24e46b700090fdfc0	07/19/2024
Community Outreach Meeting Documentation	HCA Certification DRT2022.pdf	pdf	669a553063faa90009f71262	07/19/2024
Executed HCA	Apothos Therapeutics Manufacturing HCA (1).pdf	pdf	6767075ebbe3740008d45da9	12/21/2024
Community Outreach Meeting Documentation	COM Attestation 04 04 2025.pdf	pdf	67f02493d80aaa0db445f245	04/04/2025
Community Outreach Meeting Documentation	Attachment B Community Outreach Meeting Notice Filed.pdf	pdf	67f024c5d80aaa0db445f2a6	04/04/2025
Community Outreach Meeting	Attachment A Community Outreach	pdf	67f024d3d80aaa0db445f2bd	04/04/2025

Documentation	Newspaper Ad.pdf			
Community Outreach Meeting Documentation	Dartmouth Public Library Meeting Confirmation.pdf	pdf	67f0259dd80aaa0db445f41e	04/04/2025
Community Outreach Meeting Documentation	Attachment C Dartmouth Abutter List Redacted 2025.pdf	pdf	6810c2723fc596185ea71b9e	04/29/2025
Plan to Remain Compliant with Local Zoning	Dartmouth Compliance of Local Zoning Requirements.pdf	pdf	6810c3303fc596185ea71c9f	04/29/2025

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.: $

POSITIVE IMPACT PLAN

Positive Impact Plan:

Document Category	Document Name	Type	ID	Upload Date
Plan for Positive Impact	Positive Impact Plan Dartmouth (1) (2).pdf	pdf	669a561a4e46b700090fe22e	07/19/2024

ADDITIONAL INFORMATION NOTIFICATION

Notification:

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Executive / Officer **Other Role:**

First Name: Mathew **Last Name:** Medeiros **Suffix:**

RMD Association: Not associated with an RMD

Background Question: no

Individual Background Information 2

Role: Executive / Officer **Other Role:**

First Name: Andrew **Last Name:** Medeiros **Suffix:**

RMD Association: Not associated with an RMD

Background Question: no

Individual Background Information 3

Role: Board Member **Other Role:**

First Name: Edward **Last Name:** Medeiros **Suffix:** Jr.

RMD Association: Not associated with an RMD

Background Question: no

Individual Background Information 4

Role: Board Member **Other Role:**

First Name: Elisa **Last Name:** Medeiros **Suffix:**

RMD Association: Not associated with an RMD

Background Question: no

Individual Background Information 5

Role: Board Member **Other Role:**

First Name: Lauren **Last Name:** Forster **Suffix:**

RMD Association: Not associated with an RMD

Background Question: no

ENTITY BACKGROUND CHECK INFORMATION

Entity Background Check Information 1

Role: Other (specify) **Other Role:** Member

Entity Legal Name: Medeiros Investment Irrevocable Trust **Entity DBA:**

Entity Description: nvestor & Funding Entity of Business

Phone: 401-641-4104 **Email:** medeirosinvestments@gmail.com

Primary Business Address 1: 71 Raymond Drive **Primary Business Address 2:**

Primary Business City: Seekonk **Primary Business State:** MA **Principal Business Zip Code:** 02771

Additional Information: This trust is the primary shareholder of the cannabis business and primary capital contributor. The primary contact/trustee is Elisa Medeiros (see Individual Background Information)

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Department of Unemployment Assistance - Certificate of Good standing	Certificat of compliance unemployment (1).pdf	pdf	67670c35bbe3740008d45eea	12/21/2024
Bylaws	Apotho Therapeutics Dartmouth Manufacturing Inc. - Bylaws.pdf	pdf	67670ca8bbe3740008d45f17	12/21/2024
Articles of Organization	Articles of Organization Apotho Therapeutics Dartmouth Manufacturing Inc.pdf	pdf	67670ff2bbe3740008d46070	12/21/2024
Department of Revenue - Certificate of Good standing	Cert of Good Standing-Mass DOR.pdf	pdf	67714427e5a906000851e160	12/29/2024
Secretary of Commonwealth - Certificate of Good Standing	sharp_20250104_173057.pdf	pdf	677fed769671eda534b1762a	01/09/2025
Articles of Organization	articles of amendment.pdf	pdf	67b626502cd2ec2282a5efda	02/19/2025

No documents uploaded

Massachusetts Business Identification Number: 001599392

Doing-Business-As Name: Apotho Therapeutics Dartmouth Manufacturing, Inc.

DBA Registration City: Dartmouth

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Business Plan	Apotho dartmouth Buisness Plan.pdf	pdf	669a5b0063faa90009f71b53	07/19/2024
Plan for Liability Insurance	Dartmouth Cultivation Plan for Obtaining Insurance.pdf	pdf	669a5b4263faa90009f71bce	07/19/2024

Capitalization Table	Apotho Manufacturing - Cap Table(151445454.1) (1).pdf	pdf	67bc996c541e85345e181f25	02/24/2025
Proposed Timeline	Dartmouth Manufacturing Buisness timeline (version 1).pdf	pdf	68ffa4dbd4224865b05f6a32	10/27/2025

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Inventory procedures	Dartmouth Inventory Procedures.pdf	pdf	6760872ad232f7000883f3e1	12/16/2024
Energy Compliance Plan	Energy Compliance Plan.pdf	pdf	67608733d232f7000883f3f5	12/16/2024
Maintaining of financial records	Maintaining of Financial Records.pdf	pdf	6760873dd232f7000883f409	12/16/2024
Personnel policies including background checks	Personnel Policies Including Backgrou.pdf	pdf	67608749d232f7000883f41d	12/16/2024
Prevention of diversion	Prevention of Diversion.pdf	pdf	67608753d232f7000883f431	12/16/2024
Qualifications and training	Qualifications and Training.pdf	pdf	67608761d232f7000883f45b	12/16/2024
Record Keeping procedures	Record-Keeping Procedures.pdf	pdf	6760876ad232f7000883f48f	12/16/2024
Restricting Access to age 21 and older	Restricting Access.pdf	pdf	6760877ad232f7000883f4f7	12/16/2024
Storage of marijuana	Storage of Marijuana.pdf	pdf	6760878c790d860008830c5b	12/16/2024
Method used to produce products	Methods used to produce products.pdf	pdf	678531809671eda534b47e54	01/13/2025
Separating recreational from medical operations, if applicable	Separating Recreational from Medical Operations (1).pdf	pdf	6785327f6bb92815d08ef1e3	01/13/2025
Security plan	Security Plan Dartmouth Manufcaturing.Cultivation.pdf	pdf	6785359a9671eda534b4864e	01/13/2025
Transportation of marijuana	Transportation of Marijuana Dartmouth Cultivation.Manufacturing.pdf	pdf	678536b46bb92815d08eff00	01/13/2025
Quality control and testing	Quality Control and Testing (1).pdf	pdf	678536e06bb92815d08f0087	01/13/2025
Dispensing procedures	Dartmouth Manufacturing Dispensing Procedures (1).pdf	pdf	678538b66bb92815d08f0569	01/13/2025
Plan to Obtain Marijuana	Plan for Obtaining Marijuana.pdf	pdf	6785392a6bb92815d08f0708	01/13/2025
Safety Plan for Manufacturing	Safety Plan for Cannabis Product Manufacturing.pdf	pdf	67853a896bb92815d08f0b71	01/13/2025
Sample of unique identifying marks used for branding	Samples of Unique Identifying Marks used.pdf	pdf	67854a7d9671eda534b4c6bf	01/13/2025
Types of products Manufactured.	Types of Product Manufactured.pdf	pdf	67c9b29adc92c5a698f4c5b2	03/06/2025
Method used to produce products	Production Methods Final.pdf	pdf	67c9bad1541e85345e22e178	03/06/2025
Sample of unique identifying marks used for branding	Brand Logos.pdf	pdf	67c9c6cadc92c5a698f50367	03/06/2025
Diversity plan	Diversity Plan.pdf	pdf	6810c423024b4d8d5ac23794	04/29/2025

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

ADDITIONAL INFORMATION NOTIFICATION

Notification:

COMPLIANCE WITH POSITIVE IMPACT PLAN - PRE FEBRUARY 27, 2024

No records found

COMPLIANCE WITH DIVERSITY PLAN

No records found

PRODUCT MANUFACTURER SPECIFIC REQUIREMENTS

No records found

HOURS OF OPERATION

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

D A R T M O U T H M A S S A C H U S E T T S

Office of the Select Board
David Tatelbaum, Chair
Stanley Mickelson, Vice-Chair
Shawn D. McDonald
Frank Gracie III
Heidi Silva Brooks

400 Slocum Road
Dartmouth, MA 02747-0985
Telephone: (508) 910-1813
Fax: (508) 910-1839
www.town.dartmouth.ma.us
Shawn MacInnes
Town Administrator

Email: smacinnes@town.dartmouth.ma.us

August 24, 2022

Mathew Medeiros
President & Secretary
Apotho Therapeutics
119 Washington Street
Plainville, MA 02762

RE: Apotho Therapeutics Community Outreach Meeting

Mr. Medeiros,

I am writing on behalf of the Town of Dartmouth to provide approval in writing for the community outreach meeting for your proposed marijuana cultivation and manufacturing establishment at 757 State Road in Dartmouth. We approve of this meeting being held remotely at 4:00 PM on Thursday, January 20, 2022.

Sincerely,

Shawn MacInnes
Town Administrator

Cannabis Control Commission
COMMONWEALTH OF MASSACHUSETTS

Host Community Agreement Certification Form

Instructions

Certification of a host community agreement is a requirement of the application to become a Marijuana Establishment (ME) and Medical Marijuana Treatment Center (MTC). Applicants must complete items 1-3. The contracting authority for the municipality must complete items 4-8. Failure to complete a section will result in the application not being deemed complete. This form should be completed and uploaded into your application. 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(2) and 501.400(2).

Certification

The parties listed below do certify that the applicant and municipality have executed a host community agreement on the specified date below pursuant to G.L. c. 94G § 3(d):

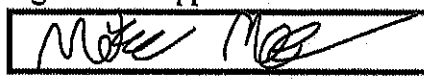
1. Name of applicant:

   Apotho Therapeutics Dartmouth Inc

2. Name of applicant's authorized representative:

   Mathew Medeiros

3. Signature of applicant's authorized representative:

4. Name of municipality:

   Dartmouth

5. Name of municipality's contracting authority or authorized representative:

   Shawn MacInnes

6. Signature of municipality's contracting authority or authorized representative:

7. Email address of contracting authority or authorized representative of the municipality *(this email address may be used to send municipal notices pursuant to 935 CMR 500.102(1) and 501.102(1).)*:

   chaddad@town.dartmouth.ma.us

8. Host community agreement execution date:

   03/28/2022

Cannabis Control Commission
COMMONWEALTH OF MASSACHUSETTS

Community Outreach Meeting Attestation Form

Instructions

Community Outreach Meeting(s) are a requirement of the application to become a Marijuana Establishment (ME) and Medical Marijuana Treatment Center (MTC). 935 CMR 500.101(1), 500.101(2), 501.101(1), and 501.101(2). The applicant must complete each section of this form and attach all required documents as a single PDF document before uploading it into the application. If your application is for a license that will be located at more than one (1) location, and in different municipalities, applicants must complete two (2) attestation forms – one for each municipality. Failure to complete a section will result in the application not being deemed complete. 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(2) and 501.400(2).

Attestation

I, the below indicated authorized representative of that the applicant, attest that the applicant has complied with the Community Outreach Meeting requirements of 935 CMR 500.101 and/or 935 CMR 501.101 as outlined below:

1. The Community Outreach Meeting was held on the following date(s): 4/3/2025

2. At least one (1) meeting was held within the municipality where the ME is proposed to be located.

3. At least one (1) meeting was held after normal business hours (this requirement can be satisfied along with requirement #2 if the meeting was held within the municipality and after normal business hours).

4. A copy of the community outreach notice containing the time, place, and subject matter of the meeting, including the proposed address of the ME or MTC was published in a newspaper of general circulation in the municipality at least 14 calendar days prior to the meeting. A copy of this publication notice is labeled and attached as "Attachment A."

    a. Date of publication: 3/20/2025

    b. Name of publication: Dartmouth Week today

5. A copy of the community outreach notice containing the time, place, and subject matter of the meeting, including the proposed address of the ME or MTC was filed with clerk of the municipality. A copy of this filed notice is labeled and attached as "Attachment B."

    a. Date notice filed: 3/25/2025

6. A copy of the community outreach notice containing the time, place, and subject matter of the meeting, including the proposed address of the ME or MTC was mailed at least seven (7) calendar days prior to the community outreach meeting to abutters of the proposed address, and residents within 300 feet of the property line of the applicant's proposed location as they appear on the most recent applicable tax list, notwithstanding that the land of the abutter or resident is located in another municipality. A copy of this mailed notice is labeled and attached as "Attachment C." Please redact the name of any abutter or resident in this notice.

    a. Date notice(s) mailed: 3/13/2025

7. The applicant presented information at the Community Outreach Meeting, which at a minimum included the following:
    a. The type(s) of ME or MTC 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 ME or MTC to prevent diversion to minors;
    d. A plan by the ME or MTC to positively impact the community; and
    e. Information adequate to demonstrate that the location will not constitute a nuisance as defined by law.

8. Community members were permitted to ask questions and receive answers from representatives of the ME or MTC.

Name of applicant:

Apotho Therapeutics

Name of applicant's authorized representative:

Sarah Keane

Signature of applicant's authorized representative:

APOTHO
THERAPEUTICS

Apotho Therapeutics Notice is hereby given by Apotho Therapeutics Dartmouth Manufacturing, Inc (Apotho Therapeutics) that a Community Outreach Meeting for a proposed Marijuana Cultivation and Manufacturing License is scheduled for **Thursday, April 3rd, 2025 at 6:30PM and will be held at the North Branch Library, located at 211 Cross Road, North Dartmouth, MA 02747, in the Suzanne E. McDonald Community Room, and is open to the public**. The proposed Licensee is anticipated to be located at 757 State Road Dartmouth MA, 02747. There will be an opportunity for the public to ask questions. The meeting will cover at a minimum the following topics: a) the proposed location and the type of the Marijuana Establishment with zoning compliance information; b) the building being moved into [and the proposed buildout, If any], and compliance with security requirements as outlined by 935 CMR 500 et seq.)the Massachusetts adult-use marijuana regulations); c) steps taken by Apotho Therapeutics Dartmouth Manufacturing, Inc to prevent the diversion of marijuana to minors; d) Apotho Therapeutics Dartmouth Manufacturing, Inc's plan to positively impact the local community; and; e) information demonstrating how Apotho Therapeutics Dartmouth Manufacturing, Inc intends to ensure that the location will not constitute a nuisance to the community as defined by the law. In advance of the meeting, email your questions to matt@apothotherapeutics.com. Questions **not** emailed to matt@apothotherapeutics.com **24 hours before the meeting will not be addressed.**

Directions for finding the meeting location:

1. Navigate to North Branch Library, located at 211 Cross Road, Dartmouth, MA 02747
2. Upon arrival, enter through the main entrance of the North Branch Library.
3. The meeting will be held in the Suzanne E. McDonald Community Room. On the day of the meeting, directions to the room will be available on-site.
4. The meeting will begin promptly at 6:30PM.

A copy of this notice is filed with the town or city clerk, the planning board, the contracting authority for the municipality, and the local licensing authority for adult use of Cannabis, if applicable. A copy of this notice was mailed at least seven calendar days prior to the community outreach meeting to the abutters of the proposed address of the Marijuana Establishment, the owners of the land directly opposite on any public or private street way and the abutters to the abutters within three hundred feet of the property line of the petitioner as they appear in the most recent applicable tax list, notwithstanding that the land of any such owner is located in another city or town. Thank You, Mathew Medeiros CEO of Apotho Therapeutics Dartmouth Manufacturing, Inc LLC. March 11th, 2025.

CLASSIFIEDS

To place a classified, please visit www.DartmouthWeekToday.com

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14 Ft Amesbury Dory Boat 2015 14 ft. Amesbury Dory, well maintained boat with outboard and trailer. $7,000 Contact faithknowles@cox.net.

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COMMUNITY OUTREACH MEETING

Apotho Therapeutics Notice is hereby given by Apotho Therapeutics Dartmouth Manufacturing, Inc (Apotho Therapeutics) that a Community Outreach Meeting for a proposed Marijuana Cultivation and Manufacturing License is scheduled for Thursday, April 3rd, 2025 at 6:30PM and will be held at the North Branch Library, located at 211 Cross Road, North Dartmouth, MA 02747, in the Suzanne E. McDonald Community Room, and is open to the public. The proposed Licensee is anticipated to be located at 757 State Road Dartmouth MA, 02747. There will be an opportunity for the public to ask questions. The meeting will cover at a minimum the following topics: a) the proposed location and the type of the Marijuana Establishment with zoning compliance information; b) the building being moved into [and the proposed buildout, if any], and compliance with security requirements as outlined by 935 CMR 500 et seq.)the Massachusetts adult-use marijuana regulations); c) steps taken by Apotho Therapeutics Dartmouth Manufacturing, Inc to prevent the diversion of marijuana to minors; d) Apotho Therapeutics Dartmouth Manufacturing, Inc's plan to positively impact the local community; and; e) information demonstrating how Apotho Therapeutics Dartmouth Manufacturing, Inc intends to ensure that the location will not constitute a nuisance to the community as defined by the law. In advance of the meeting, email your questions to matt@apothotherapeutics.com. Questions **not** emailed to matt@apothotherapeutics.com **24 hours before the meeting will not be addressed.**

Directions for finding the meeting location:

1. Navigate to North Branch Library, located at 211 Cross Road, Dartmouth, MA 02747

2. Upon arrival, enter through the main entrance of the North Branch Library.

3. The meeting will be held in the Suzanne E. McDonald Community Room. On the day of the meeting, directions to the room will be available on-site.

4. The meeting will begin promptly at 6:30PM.

A copy of this notice is filed with the town or city clerk, the planning board, the contracting authority for the municipality, and the local licensing authority for adult use of Cannabis, if applicable. A copy of this notice was mailed at least seven calendar days prior to the community outreach meeting to the abutters of the proposed address of the Marijuana Establishment, the owners of the land directly opposite on any public or private street way and the abutters to the abutters within three hundred feet of the property line of the petitioner as they appear in the most recent applicable tax list, notwithstanding that the land of any such owner is located in another city or town. Thank You, Mathew Medeiros CEO of Apotho Therapeutics Dartmouth Manufacturing, Inc LLC. March 11th, 2025.

DARTMOUTH CONSERVATION COMMISSION NOTICE OF PUBLIC MEETING

Notice is hereby given that a meeting will be held in accordance with the provisions of the Dartmouth Wetlands Protection Bylaw and M.G.L., Ch. 131, §40, the Wetlands Protection Act, on the Notice of Intent from Paul Bourgeois to construct a single family house with associated driveway, utilities, grading and landscaping within the 100-ft Buffer Zone to a Bordering Vegetated Wetland, on land described as Map 165, Lot 42 or 80 Slade Street. The Conservation Commission voted in a Public Meeting to continue meeting virtually (via a Zoom Link) in accordance with the Governor's 2023 extension of the virtual/hybrid open meeting option through March 31, 2025. The meeting will begin at 7:00 p.m., on Tuesday March 25, 2025. Login information for the meeting appears on the agenda posted on the Dartmouth Conservation Commission page of the Town of Dartmouth website. All interested parties should log into the meeting and be present at that time.

Michael Kehoe, Chair
Also posted on massublicnotices.org

DARTMOUTH CONSERVATION COMMISSION NOTICE OF PUBLIC MEETING

Notice is hereby given that a meeting will be held in accordance with the provisions of the Dartmouth Wetlands Protection Bylaw and M.G.L., Ch. 131, §40, the Wetlands Protection Act, on the Notice of Intent from Josef Tatelbaum c/o David Davignon to re-construct the northern stone jetty within Land Subject to Coastal Storm Flowage, over previously disturbed Coastal Beach and Coastal Bank resources and within the 100-ft Buffer Zone to Coastal Bank, on land described as Map 124, Lots 8 and 13 or 31 Mosher Street. The Conservation Commission voted in a Public Meeting to continue meeting virtually (via a Zoom Link) in accordance with the Governor's 2023 extension of the virtual/hybrid open meeting option through March 31, 2025. The meeting will begin at 7:00 p.m., on Tuesday March 25, 2025. Login information for the meeting appears on the agenda posted on the Dartmouth Conservation Commission page of the Town of Dartmouth website. All interested parties should log into the meeting and be present at that time.

Michael Kehoe, Chair
Also posted on massublicnotices.org

THE COMMONWEALTH OF MASSACHUSETTS TOWN OF DARTMOUTH

March 12, 2025

In accordance with the requirements of Section 22, Chapter 166 of the General Laws (Ter. Ed.), you are hereby notified that a **Public Hearing** will be held by the **Select Board of the Town of Dartmouth, Massachusetts**, on **April 7, 2025, at 6:30 p.m.** in **Room 304 of Town Hall.** This hearing is in response to a petition submitted by **NSTAR Electric Company d/b/a Eversource Energy** to install an additional **115kV transmission line** within Eversource's **Right of Way #143.** The proposed transmission lines will cross above the following public ways: **Collins Corner Road, Flagg Swamp Road, and High Hill Road.**

All interested parties are invited to attend and provide input.

Gary Carreiro
Interim Town Administrator
Town of Dartmouth

TOWN OF DARTMOUTH PUBLIC NOTICE

In accordance with the requirements of Section 57, Chapter 140 of M.G.L. (Ter. Ed.), you are hereby notified that a **Public Hearing** will be held by the **Select Board of the Town of Dartmouth, Massachusetts**, on **April 7, 2025, at 6:32 p.m.** in **Room 304 of Town Hall.** This hearing is in response to an application submitted by A's Transportation LLC, located at 102 State Rd., Dartmouth, MA 02747, for a New Class II License.

All interested parties are invited to attend and provide input.

Gary Carreiro
Interim Town Administrator
Town of Dartmouth

From Our Members

Dartmouth Week gives businesses and non-profit organizations the opportunity to become online Affiliate Members of DartmouthWeekToday.com and post news and information directly to our homepage. The following items have been excerpted from recent posts to our site.

Revolutionary Dartmouth

Join the Friends of the Dartmouth Libraries on Saturday, April 12 at 2 p.m. to mark the 250th anniversary of the start of the Revolutionary War. Local historian and journalist Bob Barboza will bring the audience back to 1775 in Old Dartmouth, which included Westport, Acushnet, Fairhaven, and New Bedford.

Dartmouth was a key part of the military landscape as its waterfront villages were among the few commercial ports in the region not occupied or blockaded by the British. Its numerous shipyards, sail lofts, warehouses and other support facilities were often visited by American privateer vessels, Continental Navy ships, and government-sanctioned blockade runners during the War for Independence. Dartmouth was also a highly divided community: Tories were loyal to the British crown. Patriots wanted to fight for independence. And Quakers were strongly anti-war.

Barboza is the former editor of The Chronicle and a correspondent for many South Coast newspapers over the years. His presentation is free and open to the public and will be held at the North Branch Library, 211 Cross Road.

Help Habitat

Buzzards Bay Area Habitat for Humanity invites the public to "Building Hope, Building Futures," the organization's premier fundraising event. The event is May 1st at the New Bedford Whaling Museum and will help Habitat's Home Build, Brush with Kindness home repair, and Ramp Donation programs. For more info on plans for the evening of music, delicious food, and fun auction items and to buy tickets, go to buzzardsbayhabitat.org and click on "Events."

To learn more about Affiliate Membership on DartmouthWeekToday.com, email sales@dartmouthweek.net.

Outlook

Online Form Submittal: Library Meeting Room Application

From noreply@civicplus.com <noreply@civicplus.com>
Date Wed 3/12/2025 3:35 PM
To Sarah Keane <skeane@apothotherapeutics.com>

Library Meeting Room Application

DARTMOUTH PUBLIC LIBRARIES

Southworth: 508-999-0726, x4103
North Branch: 508-999-0728

MEETING ROOM USE APPLICATION

We will respond by email and/or phone to let you know if you are able to use the room for the requested date and time.

Name of Organization:	Apotho Therapeutics
Contact Person for Event:	Sarah Keane
Mailing Address:	346 Taunton Ave, Seekonk, MA 02771
Phone #:	7325473774
Email:	skeane@apothotherapeutics.com
Please select the branch:	North Branch
North Branch Meeting Rooms:	Suzanne E. McDonald Community Room
Date of Event:	4/3/2025
Time of event:	6:30 PM - 7:30 PM
Purpose of Event	Community outreach meeting
Anticipated attendance:	20-30

If the request is received after hours, we will respond within 24 hours of the next day that we are open. We will respond by email and/or phone to let you know if you are able to use the room for the requested date and time.

Please note that all meetings, for which there is no rental charge, must be open to the public.

Electronic Signature Agreement	I agree.
Electronic Signature	Sarah Keane
Date:	3/12/2025 3:30 PM

Outlook

Re: Town of Dartmouth x Apotho Therapeutics Community Outreach Meeting

From Dina St Pierre <dstpierre@town.dartmouth.ma.us>
Date Wed 3/12/2025 3:06 PM
To Sarah Keane <skeane@apothotherapeutics.com>

Hi Sarah,

The Community Room at the North Branch Library (211 Cross Rd.) is available that evening until 7:45pm. There is a program ending at approximately 6:15pm, so we'll need a few minutes between the two to set up chairs and tables before your meeting starts at 6:30pm.
Please fill out the meeting room application and then we'll confirm the booking.
The application is in about the middle of the page linked here.
If you have any trouble, let me know.
Thank you,
Dina

From: Sarah Keane <skeane@apothotherapeutics.com>
Sent: Wednesday, March 12, 2025 2:33 PM
To: Dina St Pierre <dstpierre@town.dartmouth.ma.us>
Subject: Re: Town of Dartmouth x Apotho Therapeutics Community Outreach Meeting

[EXTERNAL Email - Use Caution. DO NOT CLICK links or attachments unless you recognize the sender and know the content is safe.]
Good Afternoon Dina,

My name is Sarah and I'm the HR Manager for Apotho Therapeutics! I need your assistance with booking the North Branch Library for our Community Outreach Meeting on 4/3/25 at 6:30PM and Chris passed along your contact info to me. I can provide a finalized meeting notice once I confirm where the meeting will be held. Thank you for your assistance!

Sarah

Sarah Keane
HR Manager
C: (732) 547 - 3774

From: Chris Vitale <cvitale@town.dartmouth.ma.us>
Sent: Wednesday, March 12, 2025 2:01 PM
To: Sarah Keane <skeane@apothotherapeutics.com>
Cc: Dina St Pierre <dstpierre@town.dartmouth.ma.us>
Subject: RE: Town of Dartmouth x Apotho Therapeutics Community Outreach Meeting

Hi Sarah,

The Town should be able to accommodate an in-person meeting on that date. While Town Hall is unavailable, I've cc'd our Library Director to this email to assist with booking their meeting room at the North Branch Library. Please provide a copy of the posted meeting notice and meeting materials once finalized. Thank you!

Sincerely,

Chris Vitale | Assistant Town Administrator
Town of Dartmouth, MA
400 Slocum Road
Dartmouth, MA 02747
cvitale@town.dartmouth.ma.us

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Total Postage and Fees
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Braintree, CT 06405

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Total Postage and Fees
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Postage $0.72
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MAR 3 2025
03/13/2025

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316 Gifford road
City, State, ZIP+4®
Westport MA 02790

Plan for Compliance of Local Requirements

Apotho Therapeutics Dartmouth is allowed at these premises as a matter of right. The local licensing requirements for Apotho do not require a Building Permit, Department of Health Approvals and Certificate of Occupancy at this time. Apotho has received a Zoning Approval granted with the Town`s Board of Appeals.

Apotho will remain compliant with all needed local licensing by

1. Posted certificates, if available, at the entrance of the facility
2. Ensuring all Certificates are renewed in a timely manner

Positive Impact Plan

This Positive Impact Plan will outline the Goals, Programs, and Measurements defined by the Cannabis Control Commission ("CCC" or "Commission") of the initiative(s) Apotho plans to engage in, in order to positively impact areas of disproportionate impact as defined the by Commission. As a company, Apotho will focus on Education and Employment metrics below to benefit areas of disproportionate impact. Apotho firmly believes that to achieve community relations' success, leadership must help drive these initiatives.

In carrying out its Positive Impact Plan, Apotho 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 Marijuana Establishments. Any actions taken, or programs instituted, by Apotho will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws

Programs

The goal of Apotho' Positive Impact Plan is to assist in reducing barriers to entry into the cannabis industry to individuals located in areas of disproportionate impact. Specifically, Apotho will strive to prioritize the hiring of individuals from the below-designated Areas of Disproportionate Impact and develop the workforce of Areas of Disproportionate Impact. Furthermore, Apotho will use its resources and business assets to provide community services, skill development, and education opportunities.

To meet these goals, Apotho will develop specific programs to effectuate its stated goals to positively affect areas of disproportionate impact. The below details actions, activities, and processes that will be utilized to achieve the outlined goals that Apotho plans to implement:

1. Education Sessions
    - Apotho will organize and host three educational, training, and/or skill development events annually at its dispensary location which will take place before or after business hours. These events will educate members of the public on business and financial fundamentals, the science behind Cannabis products and health, safety risks, and benefits from Cannabis products. Apotho will specifically advertise its events in newspapers such as New Bedford's *South Coast Today* and Fall River's *The Herald News*.

2. Employment Generation
    - Apotho will hire 10% of employee base from residents who are presently residing or previously resided in the areas of the New Bedford and Fall River within the last 5 years.
    - Apotho will post advertisements for open positions on online staffing resources such as Glassdoor indicating residents of Fall River and New Bedford are preferred, as well as utilize local newspapers in New Bedford and Fall River such as the South Coast Today and The Herald News stating the establishment is specifically looking for Massachusetts residents from Fall River and New Bedford.

Measurements

Apotho will use the following methods in which the goals and programs will be tracked and measured for success using the timeline as stated below. At a minimum, Apotho will document the progress and success of its programs upon the annual renewal of its provisional licensure. Much of the measurements will be a function of Human Resources, who will have the resources and abilities to track the

success of the Plan. Measuring the success of programs is critical in being able to accurately report to the Commission when applying to renew the license.

1. Education
    - In tracking efforts to ensure that members of New Bedford and Fall River attend the educational programs on business, finance, and science of cannabis, Apotho will make an accounting of where each attendee resides as designated in his/her sign-up form. A total of 15 individuals will be eligible to attend per session.
    - Apotho will keep track of the number of educational programs held throughout the year and the number of attendees and the locations in which each attendee resides. Additionally, Apotho will track the number of hours spent on preparing the education programs as well as the number of hours spent on actual educational events put on. The educational sessions will be free of charge for all individuals attending each session.

2. Employment
    - In tracking efforts to employ individuals from Areas of Disproportionate Impact, Human Resources will record individuals' home address at the time of employment keep track of the number of employees deriving from Fall River and New Bedford to ensure that it is hiring 10% of employees from those areas of disproportionate impact. All employment applications will include a certification from the applicant indicating whether they currently reside or have previously resided in the New Bedford/ Fall River. These applications will be collected and maintained by Human Resources.
    - Human Resources will then meet with the executive team on a quarterly basis to keep track and review the number of employees deriving from these areas of disproportionate impact versus the total number of employees and ensure that the compliance of the 10% goal mentioned above is being maintained.
    - In the event the executive team finds that this goal is not being met, the Vice President and Human Resources will develop a plan of how Apotho can get back on track to meet this goal, such as by presenting an evaluation of the current employment needs of Apotho and requiring that the next hired employee(s) meet the requisite residency requirements in order to fulfill the 10% benchmark.

BY-LAWS

OF

APOTHO THERAPEUTICS DARTMOUTH MANFACTURING, INC.

(the "**Corporation**")

ARTICLE I

SHAREHOLDERS

Section 1. Annual Meeting. The Corporation shall hold an annual meeting of shareholders at a time fixed by the Directors. The purposes for which the annual meeting is to be held, in addition to those prescribed by the Articles of Organization, shall be for electing directors and for such other purposes as shall be specified in the notice for the meeting, and only business within such purposes may be conducted at the meeting. In the event an annual meeting is not held at the time fixed in accordance with these By-laws or the time for an annual meeting is not fixed in accordance with these By-laws to be held within 13 months after the last annual meeting was held, the Corporation may designate a special meeting held thereafter as a special meeting in lieu of the annual meeting, and the meeting shall have all of the effect of an annual meeting.

Section 2. Special Meetings. Special meetings of the shareholders may be called by the President or by the Directors, and shall be called by the Secretary, or in case of the death, absence, incapacity or refusal of the Secretary, by another officer, if the holders of at least ten (10) percent, or such lesser percentage as the Articles of Organization permit, of all the votes entitled to be cast on any issue to be considered at the proposed special meeting sign, date, and deliver to the Secretary one or more written demands for the meeting describing the purpose for which it is to be held. Only business within the purpose or purposes described in the meeting notice may be conducted at a special shareholders' meeting.

Section 3. Place of Meetings. All meetings of shareholders shall be held at the principal office of the Corporation unless a different place is specified in the notice of the meeting or the meeting is held solely by means of remote communication in accordance with Section 11 of this Article.

Section 4. Requirement of Notice. A written notice of the date, time, and place of each annual and special shareholders' meeting describing the purposes of the meeting shall be given to shareholders entitled to vote at the meeting (and, to the extent required by law or the Articles of Organization, to shareholders not entitled to vote at the meeting) no fewer than seven nor more than 60 days before the meeting date. If an annual or special meeting of shareholders is adjourned to a different date, time or place, notice need not be given of the new date, time or place if the new date, time or place, if any, is announced at the meeting before adjournment. If a new record date for the adjourned meeting is fixed, however, notice of the adjourned meeting shall be given under this Section to persons who are shareholders as of the new record date. All notices to shareholders shall conform to the requirements of Article III.

Section 5. Waiver of Notice. A shareholder may waive any notice required by law, the Articles of Organization, or these By-laws before or after the date and time stated in the notice. The waiver shall be in writing, be signed by the shareholder entitled to the notice, and be delivered to the Corporation for inclusion with the records of the meeting. A shareholder's attendance at a meeting: (a) waives objection to lack of notice or defective notice of the meeting, unless the shareholder at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and (b) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the shareholder objects to considering the matter when it is presented.

Section 6. Quorum.

(a) Unless otherwise provided by law, or in the Articles of Organization, these By-laws or a resolution of the Directors requiring satisfaction of a greater quorum requirement for any voting group, a majority of the votes entitled to be cast on the matter by a voting group constitutes a quorum of that voting group for action on that matter. As used in these By-laws, a voting group includes all shares of one or more classes or series that, under the Articles of Organization or the Massachusetts Business Corporation Act, as in effect from time to time (the "MBCA"), are entitled to vote and to be counted together collectively on a matter at a meeting of shareholders.

(b) A share once represented for any purpose at a meeting is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless (1) the shareholder attends solely to object to lack of notice, defective notice or the conduct of the meeting on other grounds and does not vote the shares or otherwise consent that they are to be deemed present, or (2) in the case of an adjournment, a new record date is or shall be set for that adjourned meeting.

Section 7. Voting and Proxies. Unless the Articles of Organization provide otherwise, each outstanding share, regardless of class, is entitled to one vote on each matter voted on at a shareholders' meeting. A shareholder may vote his or her shares in person or may appoint a proxy to vote or otherwise act for him or her by signing an appointment form, either personally or by his or her attorney-in-fact. An appointment of a proxy is effective when received by the Secretary or other officer or agent authorized to tabulate votes. Unless otherwise provided in the appointment form, an appointment is valid for a period of 11 months from the date the shareholder signed the form or, if it is undated, from the date of its receipt by the officer or agent. An appointment of a proxy is revocable by the shareholder unless the appointment form conspicuously states that it is irrevocable and the appointment is coupled with an interest, as defined in the MBCA. An appointment made irrevocable is revoked when the interest with which it is coupled is extinguished. The death or incapacity of the shareholder appointing a proxy shall not affect the right of the Corporation to accept the proxy's authority unless notice of the death or incapacity is received by the Secretary or other officer or agent authorized to tabulate votes before the proxy exercises his or her authority under the appointment. A transferee for value of shares subject to an irrevocable appointment may revoke the appointment if he or she did not know of its existence when he or she acquired the shares and the existence of the irrevocable appointment was not noted conspicuously on the certificate representing the shares or on the information statement for shares without certificates. Subject to the provisions of Section 7.24 of the MBCA and to any express limitation on the proxy's authority appearing on the face of the appointment form, the Corporation

is entitled to accept the proxy's vote or other action as that of the shareholder making the appointment.

Section 8. Action at Meeting. If a quorum of a voting group exists, favorable action on a matter, other than the election of Directors, is taken by a voting group if the votes cast within the group favoring the action exceed the votes cast opposing the action, unless a greater number of affirmative votes is required by law, or the Articles of Organization, these By-laws or a resolution of the Board of Directors requiring receipt of a greater affirmative vote of the shareholders, including more separate voting groups. Directors are elected by a plurality of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present. 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.

Section 9. Action without Meeting by Written Consent.

(a) Action taken at a shareholders' meeting may be taken without a meeting if the action is taken either: (1) by all shareholders entitled to vote on the action; or (2) to the extent permitted by the Articles of Organization, 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. The action shall be evidenced by one or more written consents that describe the action taken, are signed by shareholders having the requisite votes, bear the date of the signatures of such shareholders, and are delivered to the Corporation for inclusion with the records of meetings within 60 days of the earliest dated consent delivered to the Corporation as required by this Section. A consent signed under this Section has the effect of a vote at a meeting.

(b) If action is to be taken pursuant to the consent of voting shareholders without a meeting, the Corporation, at least seven days before the action pursuant to the consent is taken, shall give notice, which complies in form with the requirements of Article III, of the action (1) to nonvoting shareholders in any case where such notice would be required by law if the action were to be taken pursuant to a vote by voting shareholders at a meeting, and (2) if the action is to be taken pursuant to the consent of less than all the shareholders entitled to vote on the matter, to all shareholders entitled to vote who did not consent to the action. The notice shall contain, or be accompanied by, the same material that would have been required by law to be sent to shareholders in or with the notice of a meeting at which the action would have been submitted to the shareholders for approval.

Section 10. Record Date. The Directors may fix the record date in order to determine the shareholders entitled to notice of a shareholders' meeting, to demand a special meeting, to vote, or to take any other action. If a record date for a specific action is not fixed by the Board of Directors, and is not supplied by law, the record date shall be the close of business either on the day before the first notice is sent to shareholders, or, if no notice is sent, on the day before the meeting or, in the case of action without a meeting by written consent, the date the first shareholder signs the consent. A record date fixed under this Section may not be more than 70 days before the meeting or action requiring a determination of shareholders. A determination of shareholders entitled to notice of or to vote at a shareholders' meeting is effective for any adjournment of the meeting unless the Board of Directors fixes a new record date, which it shall do if the meeting is adjourned to a date more than 120 days after the date fixed for the original meeting.

Section 11. Meetings by Remote Communications. Unless otherwise provided in the Articles of Organization, if authorized by the Directors: any annual or special meeting of shareholders need not be held at any place but may instead be held solely by means of remote communication; and subject to such guidelines and procedures as the Board of Directors may adopt, shareholders and proxyholders not physically present at a meeting of shareholders may, by means of remote communications: (a) participate in a meeting of shareholders; and (b) be deemed present in person and vote at a meeting of shareholders whether such meeting is to be held at a designated place or solely by means of remote communication, provided that: (1) the Corporation shall implement reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a shareholder or proxyholder; (2) the Corporation shall implement reasonable measures to provide such shareholders and proxyholders a reasonable opportunity to participate in the meeting and to vote on matters submitted to the shareholders, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings; and (3) if any shareholder or proxyholder votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by the Corporation.

Section 12. Form of Shareholder Action.

(a) Any vote, consent, waiver, proxy appointment or other action by a shareholder or by the proxy or other agent of any shareholder shall be considered given in writing, dated and signed, if, in lieu of any other means permitted by law, it consists of an electronic transmission that sets forth or is delivered with information from which the Corporation can determine (i) that the electronic transmission was transmitted by the shareholder, proxy or agent or by a person authorized to act for the shareholder, proxy or agent; and (ii) the date on which such shareholder, proxy, agent or authorized person transmitted the electronic transmission. The date on which the electronic transmission is transmitted shall be considered to be the date on which it was signed. The electronic transmission shall be considered received by the Corporation if it has been sent to any address specified by the Corporation for the purpose or, if no address has been specified, to the principal office of the Corporation, addressed to the Secretary or other officer or agent having custody of the records of proceedings of shareholders.

(b) Any copy, facsimile or other reliable reproduction of a vote, consent, waiver, proxy appointment or other action by a shareholder or by the proxy or other agent of any shareholder may be substituted or used in lieu of the original writing for any purpose for which the original writing could be used, but the copy, facsimile or other reproduction shall be a complete reproduction of the entire original writing.

Section 13. Shareholders List for Meeting.

(a) After fixing a record date for a shareholders' meeting, the Corporation shall prepare an alphabetical list of the names of all its shareholders who are entitled to notice of the meeting. The list shall be arranged by voting group, and within each voting group by class or series of shares, and show the address of and number of shares held by each shareholder, but need not include an electronic mail address or other electronic contact information for any shareholder.

(b) The shareholders list shall be available for inspection by any shareholder, beginning two business days after notice is given of the meeting for which the list was prepared and continuing through the meeting: (1) at the Corporation's principal office or at a place identified in the meeting notice in the city where the meeting will be held; or (2) on a reasonably accessible electronic network, provided that the information required to gain access to such list is provided with the notice of the meeting. If the meeting is to be held solely by means of remote communication, the list shall be made available on an electronic network.

(c) A shareholder, his or her agent, or attorney is entitled on written demand to inspect and, subject to the requirements of Section 2(c) of Article VI of these By-laws, to copy the list, during regular business hours and at his or her expense, during the period it is available for inspection.

(d) The Corporation shall make the shareholders list available at the meeting, and any shareholder or his or her agent or attorney is entitled to inspect the list at any time during the meeting or any adjournment.

ARTICLE II

DIRECTORS

Section 1. Powers. All corporate power shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, its Board of Directors.

Section 2. Number and Election. The Board of Directors shall consist of one or more individuals, with the number fixed by the shareholders at the annual meeting or by the Board of Directors, but, unless otherwise provided in the Articles of Organization, if the Corporation has more than one shareholder, the number of Directors shall not be less than three, except that whenever there shall be only two shareholders, the number of Directors shall not be less than two. Except as otherwise provided in these By-laws or the Articles of Organization, the Directors shall be elected by the shareholders at the annual meeting.

Section 3. Vacancies. If a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of Directors: (a) the shareholders may fill the vacancy; (b) the Board of Directors may fill the vacancy; or (c) if the Directors remaining in office constitute fewer than a quorum of the Board, they may fill the vacancy by the affirmative vote of a majority of all the Directors remaining in office. A vacancy that will occur at a specific later date may be filled before the vacancy occurs but the new Director may not take office until the vacancy occurs.

Section 4. Change in Size of the Board of Directors. The number of Directors may be fixed or changed from time to time by the shareholders or the Board of Directors, and the Board of Directors may increase or decrease the number of Directors last approved by the shareholders.

Section 5. Tenure. The terms of all Directors shall expire at the next annual shareholders' meeting following their election. A decrease in the number of Directors does not shorten an incumbent Director's term. The term of a Director elected to fill a vacancy shall expire at the next shareholders' meeting at which Directors are elected. Despite the expiration of a Director's term,

he or she shall continue to serve until his or her successor is elected and qualified or until there is a decrease in the number of Directors.

Section 6. Resignation. A Director may resign at any time by delivering written notice of resignation to the Board of Directors, its chairman, or to the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

Section 7. Removal. The shareholders may remove one or more Directors with or without cause. A Director may be removed for cause by the Directors by vote of a majority of the Directors then in office. A Director may be removed by the shareholders or the Directors only at a meeting called for the purpose of removing him or her, and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the Director.

Section 8. Regular Meetings. Regular meetings of the Board of Directors may be held at such times and places as shall from time to time be fixed by the Board of Directors without notice of the date, time, place or purpose of the meeting.

Section 9. Special Meetings. Special meetings of the Board of Directors may be called by the President, by the Secretary, by any two Directors, or by one Director in the event that there is only one Director.

Section 10. Notice. Special meetings of the Board must be preceded by at least two days' notice of the date, time and place of the meeting. The notice need not describe the purpose of the special meeting. All notices to directors shall conform to the requirements of Article III.

Section 11. Waiver of Notice. A Director may waive any notice before or after the date and time of the meeting. The waiver shall be in writing, signed by the Director entitled to the notice, or in the form of an electronic transmission by the Director to the Corporation, and filed with the minutes or corporate records. A Director's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless the Director at the beginning of the meeting, or promptly upon his or her arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 12. Quorum. A quorum of the Board of Directors consists of a majority of the Directors then in office, provided always that any number of Directors (whether one or more and whether or not constituting a quorum) constituting a majority of Directors present at any meeting or at any adjourned meeting may make any reasonable adjournment thereof.

Section 13. Action at Meeting. If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present is the act of the Board of Directors. A Director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is considered to have assented to the action taken unless: (a) he or she objects at the beginning of the meeting, or promptly upon his or her arrival, to holding it or transacting business at the meeting; (b) his or her dissent or abstention from the action taken is entered in the minutes of the meeting; or (c) he or she delivers written notice of his or her dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

Section 14. Action Without Meeting. Any action required or permitted to be taken by the Directors may be taken without a meeting if the action is taken by the unanimous consent of the members of the Board of Directors. The action must be evidenced by one or more consents describing the action taken, in writing, signed by each Director, or delivered to the Corporation by electronic transmission, to the address specified by the Corporation for the purpose or, if no address has been specified, to the principal office of the Corporation, addressed to the Secretary or other officer or agent having custody of the records of proceedings of Directors, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section is effective when the last Director signs or delivers the consent, unless the consent specifies a different effective date. A consent signed or delivered under this Section has the effect of a meeting vote and may be described as such in any document.

Section 15. Telephone Conference Meetings. The Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is considered to be present in person at the meeting.

Section 16. Committees. The Board of Directors may create one or more committees and appoint members of the Board of Directors to serve on them. Each committee may have one or more members, who serve at the pleasure of the Board of Directors. The creation of a committee and appointment of members to it must be approved by a majority of all the Directors in office when the action is taken. Article III and Sections 10 through 15 of this Article shall apply to committees and their members. To the extent specified by the Board of Directors, each committee may exercise the authority of the Board of Directors. A committee may not, however: (a) authorize distributions; (b) approve or propose to shareholders action that the MBCA requires be approved by shareholders; (c) change the number of the Board of Directors, remove Directors from office or fill vacancies on the Board of Directors; (d) amend the Articles of Organization; (e) adopt, amend or repeal By-laws; or (f) authorize or approve reacquisition of shares, except according to a formula or method prescribed by the Board of Directors. The creation of, delegation of authority to, or action by a committee does not alone constitute compliance by a Director with the standards of conduct described in Section 18 of this Article.

Section 17. Compensation. The Board of Directors may fix the compensation of Directors.

Section 18. Standard of Conduct for Directors.

(a) A Director shall discharge his or her duties as a Director, including his or her duties as a member of a committee: (1) in good faith; (2) with the care that a person in a like position would reasonably believe appropriate under similar circumstances; and (3) in a manner the Director reasonably believes to be in the best interests of the Corporation. In determining what the Director reasonably believes to be in the best interests of the Corporation, a Director may consider the interests of the Corporation's employees, suppliers, creditors and customers, the economy of the state, the region and the nation, community and societal considerations, and the long-term and short-term interests of the Corporation and its shareholders, including the possibility that these interests may be best served by the continued independence of the Corporation.

(b) In discharging his or her duties, a Director who does not have knowledge that makes reliance unwarranted is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by: (1) one or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent with respect to the information, opinions, reports or statements presented; (2) legal counsel, public accountants, or other persons retained by the Corporation, as to matters involving skills or expertise the Director reasonably believes are matters (i) within the particular person's professional or expert competence or (ii) as to which the particular person merits confidence; or (3) a committee of the Board of Directors of which the Director is not a member if the Director reasonably believes the committee merits confidence.

(c) A Director is not liable for any action taken as a Director, or any failure to take any action, if he or she performed the duties of his or her office in compliance with this Section.

Section 19. Conflict of Interest.

(a) A conflict of interest transaction is a transaction with the Corporation in which a Director of the Corporation has a material direct or indirect interest. A conflict of interest transaction is not voidable by the Corporation solely because of the Director's interest in the transaction if any one of the following is true:

(i) the material facts of the transaction and the Director's interest were disclosed or known to the Board of Directors or a committee of the Board of Directors and the Board of Directors or committee authorized, approved, or ratified the transaction;

(ii) the material facts of the transaction and the Director's interest were disclosed or known to the shareholders entitled to vote and they authorized, approved, or ratified the transaction; or

(iii) the transaction was fair to the Corporation.

(b) For purposes of this Section, and without limiting the interests that may create conflict of interest transactions, a Director of the Corporation has an indirect interest in a transaction if: (1) another entity in which he or she has a material financial interest or in which he or she is a general partner is a party to the transaction; or (2) another entity of which he or she is a director, officer, or trustee or in which he or she holds another position is a party to the transaction and the transaction is or should be considered by the Board of Directors of the Corporation.

(c) For purposes of clause (1) of subsection (a), a conflict of interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the Directors on the Board of Directors (or on the committee) who have no direct or indirect interest in the transaction, but a transaction may not be authorized, approved, or ratified under this Section by a single Director. If a majority of the Directors who have no direct or indirect interest in the transaction vote to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this Section. The presence of, or a vote cast by, a Director with a direct or indirect interest in the transaction does not affect the validity of any action taken under clause (1) of subsection (a) if the transaction is otherwise authorized, approved, or ratified as provided in that subsection.

(d) For purposes of clause (2) of subsection (a), a conflict of interest transaction is authorized, approved, or ratified if it receives the vote of a majority of the shares entitled to be counted under this subsection. Shares owned by or voted under the control of a Director who has a direct or indirect interest in the transaction, and shares owned by or voted under the control of an entity described in clause (1) of subsection (b), may not be counted in a vote of shareholders to determine whether to authorize, approve, or ratify a conflict of interest transaction under clause (2) of subsection (a). The vote of those shares, however, is counted in determining whether the transaction is approved under other Sections of these By-laws. A majority of the shares, whether or not present, that are entitled to be counted in a vote on the transaction under this subsection constitutes a quorum for the purpose of taking action under this Section.

Section 20. Loans to Directors. The Corporation may not lend money to, or guarantee the obligation of a Director of, the Corporation unless: (a) the specific loan or guarantee is approved by a majority of the votes represented by the outstanding voting shares of all classes, voting as a single voting group, except the votes of shares owned by or voted under the control of the benefited Director; or (b) the Corporation's Board of Directors determines that the loan or guarantee benefits the Corporation and either approves the specific loan or guarantee or a general plan authorizing loans and guarantees. The fact that a loan or guarantee is made in violation of this Section shall not affect the borrower's liability on the loan.

ARTICLE III

MANNER OF NOTICE

All notices hereunder shall conform to the following requirements:

(a) Notice shall be in writing unless oral notice is reasonable under the circumstances. Notice by electronic transmission is written notice.

(b) Notice may be communicated in person; by telephone, voice mail, telegraph, teletype, or other electronic means; by mail; by electronic transmission; or by messenger or delivery service. If these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published; or by radio, television, or other form of public broadcast communication.

(c) Written notice, other than notice by electronic transmission, if in a comprehensible form, is effective upon deposit in the United States mail, if mailed postpaid and correctly addressed to the shareholder's address shown in the Corporation's current record of shareholders.

(d) Written notice by electronic transmission, if in comprehensible form, is effective: (1) if by facsimile telecommunication, when directed to a number furnished by the shareholder for the purpose; (2) if by electronic mail, when directed to an electronic mail address furnished by the shareholder for the purpose; (3) if by a posting on an electronic network together with separate notice to the shareholder of such specific posting, directed to an electronic mail address furnished by the shareholder for the purpose, upon the later of (i) such posting and (ii) the giving of such separate notice; and (4) if by any other form of electronic transmission, when directed to the shareholder in such manner as the shareholder shall have specified to the Corporation. An affidavit

of the Secretary or an Assistant Secretary of the Corporation, the transfer agent or other agent of the Corporation that the notice has been given by a form of electronic transmission shall, in the absence of fraud, be prima facie evidence of the facts stated therein.

(e) Except as provided in subsection (c), written notice, other than notice by electronic transmission, if in a comprehensible form, is effective at the earliest of the following: (1) when received; (2) five days after its deposit in the United States mail, if mailed postpaid and correctly addressed; (3) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested; or if sent by messenger or delivery service, on the date shown on the return receipt signed by or on behalf of the addressee; or (4) on the date of publication if notice by publication is permitted.

(f) Oral notice is effective when communicated if communicated in a comprehensible manner.

ARTICLE IV

OFFICERS

Section 1. Enumeration. The Corporation shall have a President, a Treasurer, a Secretary and such other officers as may be appointed by the Board of Directors from time to time in accordance with these By-laws. The Board may appoint one of its members to the office of Chairman of the Board and from time to time define the powers and duties of that office notwithstanding any other provisions of these By-laws.

Section 2. Appointment. The officers shall be appointed by the Board of Directors. A duly appointed officer may appoint one or more officers or assistant officers if authorized by the Board of Directors. Each officer has the authority and shall perform the duties set forth in these By-laws or, to the extent consistent with these By-laws, the duties prescribed by the Board of Directors or by direction of an officer authorized by the Board of Directors to prescribe the duties of other officers.

Section 3. Qualification. The same individual may simultaneously hold more than one office in the Corporation.

Section 4. Tenure. Officers shall hold office until the first meeting of the Directors following the next annual meeting of shareholders after their appointment and until their respective successors are duly appointed, unless a shorter or longer term is specified in the vote appointing them.

Section 5. Resignation. An officer may resign at any time by delivering notice of the resignation to the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Corporation accepts the future effective date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor shall not take office until the effective date. An officer's resignation shall not affect the Corporation's contract rights, if any, with the officer.

Section 6. Removal. The Board of Directors may remove any officer at any time with or without cause. The appointment of an officer shall not itself create contract rights. An officer's removal shall not affect the officer's contract rights, if any, with the Corporation.

Section 7. President. The President when present shall preside at all meetings of the shareholders and, if there is no Chairman of the Board of Directors, of the Directors. He or she shall be the chief executive officer of the Corporation except as the Board of Directors may otherwise provide. The President shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

Section 8. Treasurer. 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 books of accounts. He or she shall have custody of all funds, securities, and valuable documents of the Corporation, except as the Directors may otherwise provide. The Treasurer shall perform such duties and have such powers additional to the foregoing as the Directors may designate.

Section 9. Secretary. The Secretary shall have responsibility for preparing minutes of the Directors' and shareholders' meetings and for authenticating records of the Corporation. The Secretary shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

Section 10. Standards Of Conduct For Officers. An officer shall discharge his or her duties: (a) in good faith; (b) with the care that a person in a like position would reasonably exercise under similar circumstances; and (c) in a manner the officer reasonably believes to be in the best interests of the Corporation. In discharging his or her duties, an officer, who does not have knowledge that makes reliance unwarranted, is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by: (1) one or more officers or employees of the Corporation whom the officer reasonably believes to be reliable and competent with respect to the information, opinions, reports or statements presented; or (2) legal counsel, public accountants, or other persons retained by the Corporation as to matters involving skills or expertise the officer reasonably believes are matters (i) within the particular person's professional or expert competence or (ii) as to which the particular person merits confidence. An officer shall not be liable to the Corporation or its shareholders for any decision to take or not to take any action taken, or any failure to take any action, as an officer, if the duties of the officer are performed in compliance with this Section.

ARTICLE V

PROVISIONS RELATING TO SHARES

Section 1. Issuance and Consideration. The Board of Directors may issue the number of shares of each class or series authorized by the Articles of Organization. The Board of Directors may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, contracts for services to be performed, or other securities of the Corporation. Before the Corporation issues shares, the Board of Directors shall determine that the consideration received or to be received for shares to be issued is adequate. The Board of Directors shall determine the

terms upon which the rights, options, or warrants for the purchase of shares or other securities of the Corporation are issued and the terms, including the consideration, for which the shares or other securities are to be issued.

Section 2. Share Certificates. If shares are represented by certificates, at a minimum each share certificate shall state on its face: (a) the name of the Corporation and that it is organized under the laws of The Commonwealth of Massachusetts; (b) the name of the person to whom issued; and (c) the number and class of shares and the designation of the series, if any, the certificate represents. If different classes of shares or different series within a class are authorized, then the variations in rights, preferences and limitations applicable to each class and series, and the authority of the Board of Directors to determine variations for any future class or series, must be summarized on the front or back of each certificate. Alternatively, each certificate may state conspicuously on its front or back that the Corporation will furnish the shareholder this information on request in writing and without charge. Each share certificate shall be signed, either manually or in facsimile, by the President or a Vice President and by the Treasurer or an Assistant Treasurer, or any two officers designated by the Board of Directors, and shall bear the corporate seal or its facsimile. If the person who signed, either manually or in facsimile, a share certificate no longer holds office when the certificate is issued, the certificate shall be nevertheless valid.

Section 3. Uncertificated Shares. The Board of Directors may authorize the issue of some or all of the shares of any or all of the Corporation's classes or series without certificates. The authorization shall not affect shares already represented by certificates until they are surrendered to the Corporation. Within a reasonable time after the issue or transfer of shares without certificates, the Corporation shall send the shareholder a written statement of the information required by the MBCA to be on certificates.

Section 4. Record and Beneficial Owners. The Corporation shall be entitled to treat as the shareholder the person in whose name shares are registered in the records of the Corporation or, if the Board of Directors has established a procedure by which the beneficial owner of shares that are registered in the name of a nominee will be recognized by the Corporation as a shareholder, the beneficial owner of shares to the extent of the rights granted by a nominee certificate on file with the Corporation.

Section 5. Lost or Destroyed Certificates. The Board of Directors of the Corporation may, subject to Massachusetts General Laws, Chapter 106, Section 8-405, determine the conditions upon which a new share certificate may be issued in place of any certificate alleged to have been lost, destroyed, or wrongfully taken. The Board of Directors may, in its discretion, require the owner of such share certificate, or his or her legal representative, to give a bond, sufficient in its opinion, with or without surety, to indemnify the Corporation against any loss or claim which may arise by reason of the issue of the new certificate.

Section 6. Restrictions on Transfer.

(a) The shares of the Corporation shall be transferable, so as to affect the rights of the Corporation, only by transfer recorded on the books of the Corporation, in person or by duly authorized attorney, and upon the surrender of the certificate or certificates properly endorsed or assigned.

(b) Except as may be otherwise required by law, 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 or her post office address.

ARTICLE VI

CORPORATE RECORDS

Section 1. Records to be Kept.

(a) The Corporation shall keep as permanent records minutes of all meetings of its shareholders and Board of Directors, a record of all actions taken by the shareholders or Board of Directors without a meeting, and a record of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the Corporation. The Corporation shall maintain appropriate accounting records. The Corporation or its agent shall maintain a record of its shareholders, in a form that permits preparation of a list of the names and addresses of all shareholders, in alphabetical order by class of shares showing the number and class of shares held by each. The Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

(b) The Corporation shall keep within The Commonwealth of Massachusetts a copy of the following records at its principal office or an office of its transfer agent or of its Secretary or Assistant Secretary or of its registered agent:

(i) its Articles of Organization and all amendments to them currently in effect;

(ii) its By-laws or restated By-laws and all amendments to them currently in effect;

(iii) resolutions adopted by its Board of Directors creating one or more classes or series of shares, and fixing their relative rights, preferences, and limitations, if shares issued pursuant to those resolutions are outstanding;

(iv) the minutes of all shareholders' meetings, and records of all action taken by shareholders without a meeting, for the past three years;

(v) all written communications to shareholders generally within the past three years, including the financial statements furnished under Section 16.20 of the MBCA for the past three years;

(vi) a list of the names and business addresses of its current Directors and officers; and

(vii) its most recent annual report delivered to the Massachusetts Secretary of State.

Section 2. Inspection of Records by Shareholders.

(a) A shareholder is entitled to inspect and copy, during regular business hours at the office where they are maintained pursuant to Section 1(b) of this Article, copies of any of the records of the Corporation described in said Section if he or she gives the Corporation written notice of his or her demand at least five business days before the date on which he or she wishes to inspect and copy.

(b) A shareholder is entitled to inspect and copy, during regular business hours at a reasonable location specified by the Corporation, any of the following records of the Corporation if the shareholder meets the requirements of subsection (c) and gives the Corporation written notice of his or her demand at least five business days before the date on which he or she wishes to inspect and copy:

(i) excerpts from minutes reflecting action taken at any meeting of the Board of Directors, records of any action of a committee of the Board of Directors while acting in place of the Board of Directors on behalf of the Corporation, minutes of any meeting of the shareholders, and records of action taken by the shareholders or Board of Directors without a meeting, to the extent not subject to inspection under subsection (a) of this Section;

(ii) accounting records of the Corporation, but if the financial statements of the Corporation are audited by a certified public accountant, inspection shall be limited to the financial statements and the supporting schedules reasonably necessary to verify any line item on those statements; and

(iii) the record of shareholders described in Section 1(a) of this Article.

(c) A shareholder may inspect and copy the records described in subsection (b) only if:

(i) his or her demand is made in good faith and for a proper purpose;

(ii) he or she describes with reasonable particularity his or her purpose and the records he or she desires to inspect;

(iii) the records are directly connected with his or her purpose; and

(iv) the Corporation shall not have determined in good faith that disclosure of the records sought would adversely affect the Corporation in the conduct of its business.

(d) For purposes of this Section, "shareholder" includes a beneficial owner whose shares are held in a voting trust or by a nominee on his or her behalf.

Section 3. Scope of Inspection Right.

(a) A shareholder's agent or attorney has the same inspection and copying rights as the shareholder represented.

(b) The Corporation may, if reasonable, satisfy the right of a shareholder to copy records under Section 2 of this Article by furnishing to the shareholder copies by photocopy or other means chosen by the Corporation including copies furnished through an electronic transmission.

(c) The Corporation may impose a reasonable charge, covering the costs of labor, material, transmission and delivery, for copies of any documents provided to the shareholder. The charge may not exceed the estimated cost of production, reproduction, transmission or delivery of the records.

(d) The Corporation may comply at its expense, with a shareholder's demand to inspect the record of shareholders under Section 2(b)(3) of this Article by providing the shareholder with a list of shareholders that was compiled no earlier than the date of the shareholder's demand.

(e) The Corporation may impose reasonable restrictions on the use or distribution of records by the demanding shareholder.

Section 4. Inspection of Records by Directors. A Director is entitled to inspect and copy the books, records and documents of the Corporation at any reasonable time to the extent reasonably related to the performance of the Director's duties as a Director, including duties as a member of a committee, but not for any other purpose or in any manner that would violate any duty to the Corporation.

ARTICLE VII

INDEMNIFICATION

Section 1. Definitions. In this Article the following words shall have the following meanings unless the context requires otherwise:

"Corporation", includes any domestic or foreign predecessor entity of the Corporation in a merger.

"Director" or "officer", an individual who is or was a Director or officer, respectively, of the Corporation or who, while a Director or officer of the Corporation, is or was serving at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another domestic or foreign corporation, partnership, joint venture, trust, employee benefit plan, or other entity. A Director or officer is considered to be serving an employee benefit plan at the Corporation's request if his or her duties to the Corporation also impose duties on, or otherwise involve services by, him or her to the plan or to participants in or beneficiaries of the plan. "Director" or "officer" includes, unless the context requires otherwise, the estate or personal representative of a Director or officer.

"Disinterested Director", a Director who, at the time of a vote or selection referred to in Section 4 of this Article, is not (i) a party to the proceeding, or (ii) an individual having a familial, financial, professional, or employment relationship with the Director whose indemnification or

advance for expenses is the subject of the decision being made, which relationship would, in the circumstances, reasonably be expected to exert an influence on the Director's judgment when voting on the decision being made.

"Expenses", includes counsel fees.

"Liability", the obligation to pay a judgment, settlement, penalty, fine including an excise tax assessed with respect to an employee benefit plan, or reasonable expenses incurred with respect to a proceeding.

"Party", an individual who was, is, or is threatened to be made, a defendant or respondent in a proceeding.

"Proceeding", any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitrative, or investigative and whether formal or informal.

Section 2. Indemnification of Directors and Officers.

(a) Except as otherwise provided in this Section, the Corporation shall indemnify to the fullest extent permitted by law an individual who is a party to a proceeding because he or she is a Director or officer against liability incurred in the proceeding if: (1) (i) he or she conducted himself or herself in good faith; and (ii) he or she reasonably believed that his or her conduct was in the best interests of the Corporation or that his or her conduct was at least not opposed to the best interests of the Corporation; and (iii) in the case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful, provided that any such criminal proceeding related to or arising from any activity or involvement with cannabis (marijuana) or the cannabis (marijuana) industry or otherwise resulting therefrom that may be a violation of U.S. Federal Cannabis Laws shall not disqualify such Director or officer from indemnification by the Corporation under this Section 2 hereof; or (2) he or she engaged in conduct for which he or she shall not be liable under a provision of the Articles of Organization authorized by Section 2.02(b)(4) of the MBCA or any successor provision to such Section. For the purposes of this Section 2, "U.S. Federal Cannabis Laws" shall mean all laws of the United States federal government regarding cannabis, marijuana, marijuana products, or the cannabis or marijuana industries, including (but not limited to) Schedule I of Section 202(c) of the United States Controlled Substances Act (21 U.S.C. 812(c), et seq.), the prohibition on drug trafficking under 21 U.S.C. § 841(a), et seq., the conspiracy statute under 18 U.S.C. § 846, the bar against aiding and abetting the conduct of an offense under 18 U.S.C. § 2, the bar against misprision of a felony (concealing another's felonious conduct) under 18 U.S.C. § 4, the bar against being an accessory after the fact to criminal conduct under 18 U.S.C. § 3, and federal money laundering statutes under 18 U.S.C. §§ 1956, 1957, and 1960.

(b) A Director's or officer's conduct with respect to an employee benefit plan for a purpose he or she reasonably believed to be in the interests of the participants in, and the beneficiaries of, the plan is conduct that satisfies the requirement that his or her conduct was at least not opposed to the best interests of the Corporation.

(c) The termination of a proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent, is not, of itself, determinative that the Director or officer did not meet the relevant standard of conduct described in this Section.

(d) Unless ordered by a court, the Corporation may not indemnify a Director or officer under this Section if his or her conduct did not satisfy the standards set forth in subsection (a) or subsection (b).

Section 3. Advance for Expenses. The Corporation shall, before final disposition of a proceeding, advance funds to pay for or reimburse the reasonable expenses incurred by a Director or officer who is a party to a proceeding because he or she is a Director or officer if he or she delivers to the Corporation:

(a) a written affirmation of his or her good faith belief that he or she has met the relevant standard of conduct described in Section 2 of this Article or that the proceeding involves conduct for which liability has been eliminated under a provision of the Articles of Organization as authorized by Section 2.02(b)(4) of the MBCA or any successor provision to such Section; and

(b) his or her written undertaking to repay any funds advanced if he or she is not wholly successful, on the merits or otherwise, in the defense of such proceeding and it is ultimately determined pursuant to Section 4 of this Article or by a court of competent jurisdiction that he or she has not met the relevant standard of conduct described in Section 2 of this Article. Such undertaking must be an unlimited general obligation of the Director or officer but need not be secured and shall be accepted without reference to the financial ability of the Director or officer to make repayment.

Section 4. Determination of Indemnification. The determination of whether a Director officer has met the relevant standard of conduct set forth in Section 2 shall be made:

(a) if there are two or more disinterested Directors, by the Board of Directors by a majority vote of all the disinterested Directors, a majority of whom shall for such purpose constitute a quorum, or by a majority of the members of a committee of two or more disinterested Directors appointed by vote;

(b) by special legal counsel (1) selected in the manner prescribed in clause (a); or (2) if there are fewer than two disinterested Directors, selected by the Board of Directors, in which selection Directors who do not qualify as disinterested Directors may participate; or

(c) by the shareholders, but shares owned by or voted under the control of a Director who at the time does not qualify as a disinterested Director may not be voted on the determination.

Section 5. Notification and Defense of Claim; Settlements.

(a) In addition to and without limiting the foregoing provisions of this Article and except to the extent otherwise required by law, it shall be a condition of the Corporation's obligation to indemnify under Section 2 of this Article (in addition to any other condition provide in these By-laws or by law) that the person asserting, or proposing to assert, the right to be indemnified, must notify the Corporation in writing as soon as practicable of any action, suit,

proceeding or investigation involving such person for which indemnity will or could be sought, but the failure to so notify shall not affect the Corporation's objection to indemnify except to the extent the Corporation is adversely affected thereby. With respect to any proceeding of which the Corporation is so notified, the Corporation will be entitled to participate therein at its own expense and/or to assume the defense thereof at its own expense, with legal counsel reasonably acceptable to such person. After notice from the Corporation to such person of its election so to assume such defense, the Corporation shall not be liable to such person for any legal or other expenses subsequently incurred by such person in connection with such action, suit, proceeding or investigation other than as provided below in this subsection (a). Such person shall have the right to employ his or her own counsel in connection with such action, suit, proceeding or investigation, but the fees and expenses of such counsel incurred after notice from the Corporation of its assumption of the defense thereof shall be at the expense of such person unless (1) the employment of counsel by such person has been authorized by the Corporation, (2) counsel to such person shall have reasonably concluded that there may be a conflict of interest or position on any significant issue between the Corporation and such person in the conduct of the defense of such action, suit, proceeding or investigation or (3) the Corporation shall not in fact have employed counsel to assume the defense of such action, suit, proceeding or investigation, in each of which cases the fees and expenses of counsel for such person shall be at the expense of the Corporation, except as otherwise expressly provided by this Article. The Corporation shall not be entitled, without the consent of such person, to assume the defense of any claim brought by or in the right of the Corporation or as to which counsel for such person shall have reasonably made the conclusion provided for in clause (2) above.

(b) The Corporation shall not be required to indemnify such person under this Article for any amounts paid in settlement of any proceeding unless authorized in the same manner as the determination that indemnification is permissible under Section 4 of this Article, except that if there are fewer than two disinterested Directors, authorization of indemnification shall be made by the Board of Directors, in which authorization Directors who do not qualify as disinterested Directors may participate. The Corporation shall not settle any action, suit, proceeding or investigation in any manner which would impose any penalty or limitation on such person without such person's written consent. Neither the Corporation nor such person will unreasonably withhold their consent to any proposed settlement.

Section 6. Insurance. The Corporation may purchase and maintain insurance on behalf of an individual who is a Director or officer of the Corporation, or who, while a Director or officer of the Corporation, serves at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another domestic or foreign corporation, partnership, joint venture, trust, employee benefit plan, or other entity, against liability asserted against or incurred by him or her in that capacity or arising from his or her status as a Director or officer, whether or not the Corporation would have power to indemnify or advance expenses to him or her against the same liability under this Article.

Section 7. Application of this Article.

(a) The Corporation shall not be obligated to indemnify or advance expenses to a Director or officer of a predecessor of the Corporation, pertaining to conduct with respect to the predecessor, unless otherwise specifically provided.

(b) This Article shall not limit the Corporation's power to (1) pay or reimburse expenses incurred by a Director or an officer in connection with his or her appearance as a witness in a proceeding at a time when he or she is not a party or (2) indemnify, advance expenses to or provide or maintain insurance on behalf of an employee or agent.

(c) The indemnification and advancement of expenses provided by, or granted pursuant to, this Article shall not be considered exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled.

(d) Each person who is or becomes a Director or officer shall be deemed to have served or to have continued to serve in such capacity in reliance upon the indemnity provided for in this Article. All rights to indemnification under this Article shall be deemed to be provided by a contract between the Corporation and the person who serves as a Director or officer of the Corporation at any time while these By-laws and the relevant provisions of the MBCA are in effect. Any repeal or modification thereof shall not affect any rights or obligations then existing.

(e) If the laws of the Commonwealth of Massachusetts are hereafter amended from time to time to increase the scope of permitted indemnification, indemnification hereunder shall be provided to the fullest extent permitted or required by any such amendment.

ARTICLE VIII

FISCAL YEAR

The fiscal year of the Corporation shall end on December 31 in each year.

ARTICLE IX

AMENDMENTS

(a) The Board of Directors may make, amend or repeal these By-laws in whole or in part, except with respect to any provision thereof which by virtue of an express provision in the MBCA, the Articles of Organization, or these By-laws, requires action by the shareholders.

(b) Not later than the time of giving notice of the meeting of shareholders next following the making, amending or repealing by the Board of Directors of any By-Law, notice stating the substance of the action taken by the Board of Directors shall be given to all shareholders entitled to vote on amending the By-laws. Any action taken by the Board of Directors with respect to the By-laws may be amended or repealed by the shareholders.

(c) Approval of an amendment to the By-laws that changes or deletes a quorum or voting requirement for action by shareholders must satisfy both the applicable quorum and voting requirements for action by shareholders with respect to amendment of these By-laws and also the particular quorum and voting requirements sought to be changed or deleted.

(d) A By-Law dealing with quorum or voting requirements for shareholders, including additional voting groups, may not be adopted, amended or repealed by the Board of Directors.

(e) A By-Law that fixes a greater or lesser quorum requirement for action by the Board of Directors, or a greater voting requirement, than provided for by the MBCA may be amended or repealed by the shareholders, or by the Board of Directors if authorized pursuant to subsection (a).

(f) If the Board of Directors is authorized to amend the By-laws, approval by the Board of Directors of an amendment to the By-laws that changes or deletes a quorum or voting requirement for action by the Board of Directors must satisfy both the applicable quorum and voting requirements for action by the Board of Directors with respect to amendment of the By-laws, and also the particular quorum and voting requirements sought to be changed or deleted.

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The Commonwealth of Massachusetts

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

Articles of Organization

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

ARTICLE I

The exact name of the corporation is:

Apotho Therapeutics Dartmouth Retail Inc.

ARTICLE II

Unless the articles of organization otherwise provide, all corporations formed pursuant to G.L. Chapter 156D have the purpose of engaging in any lawful business. Please specify if you want a more limited purpose:

To apply for licensure from the Cannabis Control Commission.

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.

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
		Common	100,000	$0.001

**G.L. Chapter 156D eliminates the concept of par value, however a corporation may specify par value in Article III. See G.L. Chapter 156D, Section 6.21, and the comments relative thereto*

P.C.

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ARTICLE IV

Prior to the issuance of shares of any class or series, the articles of organization must set forth the preferences, limitations and relative rights of that class or series. The articles may also limit the type or specify the minimum amount of consideration for which shares of any class or series may be issued. Please set forth the preferences, limitations and relative rights of each class or series and, if desired, the required type and minimum amount of consideration to be received.

None.

ARTICLE V

The restrictions, if any, imposed by the articles of organization upon the transfer of shares of any class or series of stock are:

None.

ARTICLE VI

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

See attached Addendum.

Note: The preceding six (6) articles are considered to be permanent and may be changed only by filing appropriate articles of amendment.

ADDENDUM TO

ARTICLES OF ORGANIZATION

OF

APOTHO THERAPEUTICS DARTMOUTH RETAIL INC.

ARTICLE VI

1. Authority of directors to create new classes and series of shares. The board of directors, acting without the shareholders, may (a) reclassify any unissued shares of any authorized class or series into one or more existing or new classes or series, and (b) create one or more new classes or series of shares, specifying the number of shares to be included therein, the distinguishing designation thereof and the preferences, limitations and relative rights applicable thereto, provided that the board of directors may not approve an aggregate number of authorized shares of all classes and series which exceeds the total number of authorized shares specified in the Articles of Organization.

2. Minimum number of directors. The board of directors may consist of one or more individuals, notwithstanding the number of shareholders.

3. 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 Massachusetts General Laws, or (d) for any transaction from which the director derived an improper personal benefit.

4. 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 Massachusetts General Laws.

5. Shareholder action without a meeting by less than unanimous consent. Action required or permitted by Chapter 156D of the Massachusetts General Laws 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.

6. 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 Massachusetts General Laws, the Articles of Organization or the bylaws requires action by the shareholders.

7. Indemnification.

a. Definitions. For purposes of this provision

i. A "Director" or "Officer" means any person serving as a director of the Corporation or in any other office filled by appointment or election by the directors or the stockholders and also includes (A) a Director or Officer of the Corporation serving at the request of the Corporation as a director, officer, employee, trustee, partner or other agent of another organization, and (B) any person who formerly served as such a Director or Officer;

ii. "Expenses" means (A) all expenses (including attorney's fees and disbursements) actually and reasonably incurred in defense of a Proceeding, in being a witness in a Proceeding, or in successfully seeking indemnification under this provision, (B) such expenses incurred in connection with a Proceeding initiated by a Director or Officer as may be approved by the board of directors, and (C) any judgments, awards, fines or penalties paid by a Director or Officer in connection with a Proceeding or reasonable amounts paid in settlement of a Proceeding; and

iii. A "Proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and any claim which could be the subject of a Proceeding.

b. Right to Indemnification. Except as limited by law, the Corporation shall indemnify its Directors and Officers against all Expenses incurred by them in connection with any Proceedings in which they are involved as a result of their service as a Director or Officer, except that (i) no indemnification shall be provided for any Director or Officer regarding any matter as to which it shall be adjudicated or determined pursuant to paragraph (e) of this provision that he or she did not act in good faith and in the reasonable belief that his or her actions was in the best interest of the Corporation, or, with respect to a criminal matter, that he or she had reasonable cause to believe that his or her conduct was unlawful, and (ii) no indemnification shall be provided for any Director or Officer with respect to any Proceeding by or in the right of the Corporation or alleging that a Director or Officer received an improper personal benefit if he or she is adjudged liable to the Corporation in such Proceeding or, in the absence of such an adjudication, if he or she is determined to be ineligible for indemnification under the circumstances pursuant to paragraph (e) of this provision; provided however, that indemnification of Expenses incurred by a Director or Officer in connection with a Proceeding alleging that he or she received an improper personal benefit as a result of his status as such may be paid if and to the extent authorized by the board of directors, if the Director or Officer is successful on the merits in the defense of such Proceeding.

c. Settled Proceedings. If a Proceeding is compromised or settled in a manner which imposes any liability or obligation upon a Director of Officer, no indemnification shall be provided to him with respect to any Proceeding unless a court having jurisdiction determines that indemnification is reasonable and proper under the

circumstances, or if no such judicial determination has been made, a determination is made pursuant to paragraph (e) of this provision on the basis of circumstances known at the time of such determination (without further investigation) that said Director or Officer is ineligible for indemnification.

d. Advanced Payments. Except as limited by law, Expenses incurred by a Director or Officer in defending any Proceeding, including a Proceeding by or in the right of the Corporation, shall be paid by the Corporation to said Director or Officer in advance of final disposition of the Proceeding upon receipt of his written undertaking to repay such amount if he or she is determined pursuant to paragraph (e) of this provision or adjudicated to be ineligible for indemnification, which undertaking shall be an unlimited general obligation but need not be secured and may be accepted without regard to the financial ability of such person to make repayment; provided, however, that no such advance payment of Expense shall be made if it is determined pursuant to paragraph (e) of this provision on the basis of the circumstances known at the time of such advance (and without further investigation) that said Director or Officer is ineligible for indemnification.

e. Determination; Payments. The determination of whether a Director or Officer is eligible or ineligible for indemnification under the provision shall be made in each instance by (i) a majority of the Directors or a committee thereof composed of Directors who are not parties to the Proceedings in question, (ii) independent legal counsel appointed by a majority of such Directors, or if there are none, by a majority of the Directors in office, or (iii) a majority vote of the stockholders who are not parties to the Proceeding in question. Notwithstanding the foregoing, a court having jurisdiction (which need not be the court in which the Proceeding in question was brought) may grant or deny indemnification in each instance under the provisions of law and this provision. The Corporation shall be obliged to pay indemnification applied for by a Director or Officer unless there is an adverse determination (as provided above) within 45 days after the application. If indemnification is denied, the applicant may seek an independent determination of his or her right to indemnification by a court, and in such event the Corporation shall have the burden of proving that the applicant was ineligible for indemnification under these provisions.

f. Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any agent, employee, Director or Officer against any liability or cost incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have power to indemnify him or her against such liability or cost.

g. Responsibility With Respect to Employee Benefit Plan. If the Corporation or any of Directors or Officers sponsors or undertakes any responsibility as a fiduciary with respect to an employee benefit plan, then for purposes of indemnification of such persons under this provision (i) a "Director" or "Officer" shall be deemed to include any Director or Officer of the Corporation who serves at its request in any capacity with respect to said plan, (ii) such Director or Officer shall not be

deemed to have failed to act in good faith in the reasonable belief that his or her action was in the best interests of the Corporation if he or she acted in good faith in the reasonable belief that his or her action was in the best interest of the participants or beneficiaries of said plan, and (iii) "Expenses" shall be deemed to include any taxes of penalties imposed on such director or Officer with respect to said Plan under applicable law.

h. Heirs and Personal Representatives. The indemnification provided by this provision shall inure to the benefit of the heirs and personal representatives of a Director or Officer.

i. Non-Exclusivity. This provision shall not be construed to limit the power of the Corporation to indemnify its Directors or Officers to the full extent permitted by law or to enter into specific agreements, commitments or arrangements for indemnification permitted by law. In addition, the Corporation shall have the power to indemnify any of its agents or employees who are not Directors or Officers on any terms not prohibited by law which it deems to be appropriate. The absence of any express provisions for indemnification herein shall not limit any right of indemnification existing independently of this provision.

j. Amendment. This provision may be amended or repealed by the stockholders; however, no amendment or repeal of this provision or any part hereof which adversely affects the rights of a Director or Officer under this provision with respect to his or her acts or omissions at any time prior to such amendment or repeal shall apply to him or her without his consent.

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ARTICLE VII

The effective date of organization of the corporation is the date 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:

ARTICLE VIII

The information contained in this article is not a permanent part of the articles of organization.

a. The street address of the initial registered office of the corporation in the commonwealth:
71 Raymond Drive, Seekonk, MA 02771

b. The name of its initial registered agent at its registered office:
Andrew J. Medeiros

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):

President: Mathew Medeiros 71 Raymond Drive, Seekonk, MA 02771

Treasurer: Steven Lima 71 Raymond Drive, Seekonk, MA 02771

Secretary: Elisa Medeiros 71 Raymond Drive, Seekonk, MA 02771

Director(s): Andrew J. Medeiros, Mathew Medeiros, Elisa Medeiros 71 Raymond Drive, Seekonk, MA 02771

d. The fiscal year end of the corporation:
December 31

e. A brief description of the type of business in which the corporation intends to engage:
To apply for licensure from the Cannabis Control Commission.

f. The street address of the principal office of the corporation:
71 Raymond Drive, Seekonk, MA 02771

g. The street address where the records of the corporation required to be kept in the commonwealth are located is:

71 Raymond Drive, Seekonk, MA 02771, which is
(number, street, city or town, state, zip code)

- [x] its principal office;
- [ ] an office of its transfer agent;
- [ ] an office of its secretary/assistant secretary;
- [ ] its registered office.

Signed this 5th day of August, 2022 by the incorporator(s):

Signature: DocuSigned by: Andrew Medeiros 1E93E80061E2451...

Name: Andrew J. Medeiros, Chief Executive Officer

Address: 71 Raymond Drive, Seekonk, MA 02771

DocuSign Envelope ID: 4A39A1D3-7C70-46AD-8298-8D4C929DC26A

APOTHO THERAPEUTICS PLAINVILLE LLC
C/O BURNS & LEVINSON LLP
125 HIGH STREET
BOSTON, MA 02110

APOTHO THERAPEUTICS DARTMOUTH, INC.
757 STATE ROAD
DARTMOUTH, MA 02747

August 5, 2022

Secretary of State
Corporations Division
Commonwealth of Massachusetts
One Ashburton Place – 17th Floor
Boston, MA 02108

Re: Consent to Use of Names
Apotho Therapeutics Athol Inc. & Apotho Therapeutics Dartmouth Retail Inc.

Dear Sir/Madam:

Pursuant to the provisions of the Massachusetts General Laws, Chapter 156D, Section 4:01, we hereby consent to the use of the names "Apotho Therapeutics Athol Inc. and Apotho Therapeutics Dartmouth Retail Inc. " as the names to be used by Massachusetts corporations to be incorporated in the Commonwealth of Massachusetts.

Very truly yours,

APOTHO THERAPEUTICS PLAINVILLE LLC

DocuSigned by:
By: Andrew Medeiros
1E93E80061E2451
Name: Andrew J. Medeiros
Its: Manager

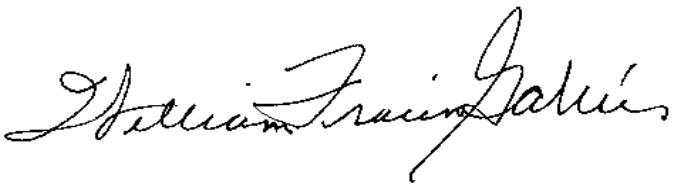
APOTHO THERAPEUTICS DARTMOUTH, INC.

DocuSigned by:
By: Andrew Medeiros
1E93E80061E2451
Name: Andrew J. Medeiros
Its: Chief Executive Officer

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:

August 08, 2022 04:49 PM



WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

Commonwealth of Massachusetts
Department of Revenue
Geoffrey E. Snyder, Commissioner

mass.gov/dor

Letter ID: L0497268128
Notice Date: December 23, 2024
Case ID: 0-002-716-015

CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE

890000

APOTHO THERAPEUTICS DARTMOUTH MAN
71 RAYMOND DR
SEEKONK MA 02771-5917

Why did I receive this notice?

The Commissioner of Revenue certifies that, as of the date of this certificate, APOTHO THERAPEUTICS DARTMOUTH MANUFACTURING 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) 887-6400, Monday through Friday, 9:00 a.m. to 4:00 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

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

William Francis Galvin
Secretary of the
Commonwealth

December 26, 2024

TO WHOM IT MAY CONCERN:

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

APOTHO THERAPEUTICS DARTMOUTH MANUFACTURING, INC.

is a domestic corporation organized on **August 8, 2022**, 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.

Secretary of the Commonwealth

Processed By: SN

Commonwealth of Massachusetts
Department of Revenue
Geoffrey E. Snyder, Commissioner

mass.gov/dor

Letter ID: L0497268128
Notice Date: December 23, 2024
Case ID: 0-002-716-015

CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE

000068

APOTHO THERAPEUTICS DARTMOUTH MAN
71 RAYMOND DR
SEEKONK MA 02771-5917

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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

D
PC

The Commonwealth of Massachusetts

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

FORM MUST BE TYPED **Articles of Amendment** FORM MUST BE TYPED

(General Laws Chapter 156D, Section 10.06; 950 CMR 113.34)

(1) Exact name of corporation: Apotho Therapeutics Dartmouth Retail Inc.

(2) Registered office address: 71 Raymond Dr., Seekonk, MA 02771
(number, street, city or town, state, zip code)

(3) These articles of amendment affect article(s): Article I
(specify the number(s) of article(s) being amended (I-VI))

(4) Date adopted: May 31, 2024
(month, day, year)

(5) Approved by:

(check appropriate box)

- ☐ the incorporators.
- ☐ the board of directors without shareholder approval and shareholder approval was not required.
- ☑ the board of directors and the shareholders in the manner required by law and the articles of organization.

(6) State the article number and the text of the amendment. Unless contained in the text of the amendment, state the provisions for implementing the exchange, reclassification or cancellation of issued shares.

"Article I. The exact name of the Corporation is Apotho Therapeutics Dartmouth Manufacturing, Inc."

To change the number of shares and the par value, * if any, of any type, or to designate a class or series, of stock, or change a designation of class or series of stock, which the corporation is authorized to issue, complete the following:

Total authorized prior to amendment:

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE

Total authorized after amendment:

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE

(7) The amendment shall be effective at the time and on the date approved by the Division, unless a later effective date not more than 90 days from the date and time of filing is specified: _____

**G.L. Chapter 156D eliminates the concept of par value, however a corporation may specify par value in Article III. See G.L. Chapter 156D, Section 6.21, and the comments relative thereto.*

DocuSigned by:

Signed by: Mathew Medeiros 496070C8C1F7443... ,

(signature of authorized individual)

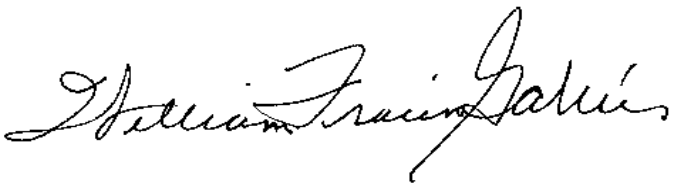
- ☐ Chairman of the board of directors,
- ☐ President,
- ☑ Other officer,
- ☐ Court-appointed fiduciary.

on this 31 day of May , 2024 .

THE COMMONWEALTH OF MASSACHUSETTS

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

June 10, 2024 10:35 AM



WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

Apotho Therapeutics Dartmouth INC

Business Plan July 2020

This document is for educational/illustrative purposes only. This is not a solicitation for capital. Figures presented in this document are not to be treated as validated assertions or promise/ forecast of financial returns.

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II. Introduction

Apotho is a Massachusetts-based company dedicated to becoming a leader in the legal Massachusetts Cannabis market, providing customers with the products being produced at the highest levels of quality.

A. Mission/Goal

Apotho's mission is to provide top quality products to consumers with employees exhibiting the highest levels of customer service. Apotho is committed to providing high quality service in a safe and welcoming environment.

B. Overview

The Massachusetts market is the ideal starting point for Apotho, with an accepting populous and high potential for growth. Massachusetts decriminalized possession of nominal quantities of marijuana in 2008 and voted to legalize for medical use in 2012. In 2016, Massachusetts voters legalized recreational cannabis with support from 53.6% of the electorate. With this vote, public opinion regarding the sale of cannabis to adults is at an all-time high. Apotho has analyzed several elements including socio-economic, political, and population/demographic factors and there are many similarities between the burgeoning market in Massachusetts and that of other states with rapid growth of legal adult-use cannabis sales. Apotho is convinced that Massachusetts is quickly becoming the next large, well-regulated legal cannabis market in the United States. The evolution of the cannabis industry is part of an inevitable national trend that represents a huge potential for business and social growth. Apotho is well positioned above potential competition; With industry experts' partnerships, self-funded financials, and its extensive retail experience, Apotho is poised to become a long term, locally owned legalized cannabis retailer in Massachusetts.

Cannabis Industry/Retail Experience

Apotho and its principals, consultants, & managers have experience in marijuana cultivation, marijuana retail operation, marijuana dispensary security, marijuana manufacturing, seed to sale software, marijuana packaging in compliance with state regulations, marijuana testing in compliance with state regulations, training of dispensary sales staff, product inspection, marijuana third party procurement, marijuana financing, marijuana tax issues, state and federal law enforcement, internal investigations specifically detection and prevention of theft, and asset protection management.

In addition to existing experience, Apotho has partnered with cannabis industry experts, Nucleus One. Nucleus One is a company which provides professional operational consulting services to businesses in the cannabis industry. Since 2010, Nucleus One has partnered with and advised numerous successful retail cannabis businesses in multiple states including Maine, Hawaii, Rhode Island, Ohio, Massachusetts and Connecticut. These projects have had a multitude of desired outcomes largely due to Nucleus One's development and implementation of industry best practices paired with efficient management and specific expertise. Having started multiple cannabis businesses in the past, Nucleus One will be able to guide Apotho through the highly regulated Massachusetts cannabis regulatory framework.

Nucleus One has a long history of success in advising business owners, creating cannabis operations and developing strong business models. Nucleus One has demonstrated the ability to guide clients from initial business development throughout the company lifecycle with both direct management as well as advisor level management (to ensure ongoing growth and development). The team at Nucleus One and its partners have successfully demonstrated that it is a trusted and reliable partner to numerous businesses and have extensive experience in collaborating with

business operators and government in completing efficiently complex projects such as we are proposing in this response.

Customer Focused Strategy

Apotho seeks to pursue a premium retail strategy that competes on customer experience, quality and differentiation. As such, Apotho will implement a clear customer experience concept to reinforce the company vision. The customer experience is an integral part of the product itself; Apotho is selling a purchasing experience, rather than simply selling a product. The basic mission of Apotho's hospitality concept is to provide the best customer engagement experience that draws on elements of various human resources and customer care.

Providing superior customer experience and products will differentiate Apotho from competition and allow for a reach to the target market. Apotho has worked with marketing advisors and industry consultants through focus groups and determined its target market and the best way to reach it. Customers will likely hold high standards for quality products and a desire for information. This will be countered by Apotho offering as high-quality products as are possible to deliver a premium experience and educate customers with unmatched customer service.

Committed to Community

Apotho recognizes that in becoming a part of the surrounding community, it must gain and sustain local support. Supporting the community is of utmost importance, and Apotho will continue to search for ways to positively impact the cities and towns in which we do business. Apotho intends to be part of the community long term and will follow initiatives to demonstrate collaboration with local vendors, employees and nonprofits.

Apotho will look to hire employees from the surrounding area and will contract with local vendors whenever possible, which will in turn support the local economy. Additionally, donations will be made to support non-profits and groups with aligned values whenever possible. More than just economic support, Apotho will work with communities through educational programs, encouraging employee volunteering, and showing representation at local town council meetings. We aim to be a leading voice in the industry, providing a valuable resource to non-profits and city officials.

Location

Apotho will be leasing approximately 5,000 sf of converted retail space at 479 Faunce Corner Road, Dartmouth, MA.

III. Key Personnel

Apotho has created a business structure that will draw from the resources our team has developed through years of business excellence. Apotho believes that by creating a strong foundation of leaders in the company our organization will achieve the goals we set. We will rely on the proven business track records of our founding partners and executive team to ensure expectations are met from both internal and external pressures. Additionally, we aim to maintain a close partnership with Burns Levinson and Nucleus One Consulting, to build onto their combined, multi-year track record of successfully advising industry trailblazers and transforming the Northeast Cannabis market.

A. Key Management & Partners

Nancy Sheldon

Ms. Sheldon has been the Manager of Asset Protection for Macy's at their Warwick, RI, Dartmouth, MA, and Swansea, MA locations since 2006. As asset protection manager, she was responsible for detecting and conducting internal investigations, detection and prevention of crimes, training, scheduling, and around the clock response to any security issues. A 1985 Certified Massachusetts Criminal Justice Training Academy graduate, Ms. Sheldon has also served as a Special Police Officer for the Seekonk Police Department. From 2001-2005 she worked security for Tiffany Company's Cumberland, RI location and Armed Security for Fort Greely. Nancy excels at identifying and preventing internal diversion and has spent the past year following all security related information as it pertains to recreational and medical dispensaries.

Andrew Medeiros

Andrew Medeiros currently works as a College Professor at Mitchell College and additionally serves as Trustee of the Medeiros Investment Irrevocable Trust. As Trustee, Andrew was part of the decision to invest the funds in Apotho Therapeutics Dartmouth, in response to the growth in Massachusetts medical and adult-use recreational marijuana industry. As a Professor, Mitchell College: Responsible for planning, delivering, academic lectures, and mentoring students. Involved in campus community and volunteer groups as well as community theater and acting coaching programs. Andrew Medeiros is an experienced leader within the Apotho Therapeutics team. With experience in education and as a professor, Andrew ensures excellence across the areas of customer education, dispensing best practices, and inclusivity and unity across teams and within the greater community. Andrew is excited to bring Apotho Therapeutics to the community of Dartmouth and looks forward to reaching new community members and providing superior products and education.

Ron Case

Ronald (Ron) is an established community leader with extensive experiencing assisting at-risk and incarcerated adults and youth members with suicide prevention, mentor-ship, and support programs. Ron worked for many years in correctional institutions, in roles spanning from inmate and staff crisis support services, to community Score mentor for at-risk children, to working with the special investigation and K-9 units in narcotic tracking within correctional institutions. Upon retiring, Ron took on the general manager role at Complete Fitness in Seekonk, where he oversaw facility operations, scheduling, and managed 25 employees. As General Manager, Ron maintained a commitment to providing jobs, internships, or vocational training to employees with special needs as well as several National Guard employees. For his ongoing commitment to this effort, Ron received national awards from the Southeast Center for Independent Living and from the Secretary of Defense for 'Patriotic Employer of the Year.' Ron has many ties to his community, from his work with law enforcement and correctional institutions, to community mentor programs, and in facilitating numerous charity and fundraising events with ACI Boxing. Ron has also coached community youth sports for many years, and remains a prominent community leader and advocating force for at-risk and undeserved groups.

Mathew Medeiros

Mathew Medeiros received his B.S in Biology from Framingham State University and is currently pursuing his Master's in Biotechnology also at Framingham State University. Using his knowledge of the Biotech industry through class and his work at Sanofi Genzyme as an aseptic technician, he has extensive experience ensuring that all Good Manufacturing Processes can be executed in a pharmaceutical development setting. Furthermore, at M.I.T as project assistant Matt learned firsthand the importance of safety and quality of biological and chemical products. He has managed three labs at MIT along with research in which he oversee's orders, operations, and research functionaltt:y. Through these experiences, Matt has came to understand how a patient or customer's body is impacted with minimal to no adverse effects. Mathews' goal is to ensure that operations are documented and implemented in a safe and effective manner so that every cannabis product is selected and distributed properly in the guidelines of all safety and quality regulations for the protection of all patients. Furthermore, his extensive knowledge gained in his years in the laboratory will be invaluable in consulting with all potential patients medical needs.

B. Industry Expertise Key Personnel - Nucleus One

Nucleus One is specialized in providing professional consulting services to emerging businesses, including those in the cannabis industry. Starting around 2010, Nucleus One began to develop a core competency in the emerging legal cannabis industry as a leading operational consulting firm. Nucleus One has led and/or guided several successful launches and turnarounds of legal cannabis operations in multiple states including: Hawaii, Rhode Island, Ohio, Maine, Massachusetts and Connecticut. These projects have had a multitude of desired outcomes largely because of Nucleus One's development and implementation of industry best practices paired with efficient project management and specific expertise. Having started multiple cannabis businesses in the past, Nucleus One is able to help clients avoid common pitfalls detrimental to many start-up operations.

Jacques Santucci, Principal

Jacques Santucci is the Principal of Opus Consulting Group, a business performance management firm in Portland, Maine specializing in Business Strategy and Management with a cross-functional approach to performance: innovating with companies at the intersection of finance, operations and strategy. In addition to his work with clients at Opus and Nucleus One, Jacques Santucci is a co-founder of Wellness Connection of Maine, the state's largest group of medical marijuana dispensaries.

Wellness Connection of Maine is the state's largest medical marijuana operation, controlling 4 of the 8 state licensed dispensaries. In addition to the dispensaries, Wellness Connection also operates one cultivation facility where marijuana is packaged and processed into oils and infused edible products. Wellness Connection is currently serving over 12,000 qualified patients a year, with a staff of over 75 employees. This successful business template and expertise will be carried to Apotho operations.

Santucci is also the founder of Strimo, a software company that offers manufacturing tracking, accounting, and sales management tools for the legal cannabis industry, offering solutions to help cannabis operators improve data collection, streamline efficiencies, manage growth and performance.

Connor Yost, Director

Connor is the Director of Nucleus One and has been at the forefront of the emerging legal cannabis industry since 2014. With a focus on business operations, Connor has been instrumental in the license acquisition, launch and ongoing advisory for several successful operations nationwide. Connor has, and continues to, collaborate with the brightest and most successful business leaders in all aspects of the industry, allowing him to amass an impressive skillset and network of resources. Connor's clients have found success through his commitment to industry best practices and hands on project management approach. Prior to joining Nucleus One, he spent time in both the consumer lending and mortgage industries.

C. Legal Key Personnel - Burns & Levinson, LLP

Burns & Levinson advises clients seeking to navigate the complex legal and business framework surrounding the exploding cannabis industry. Our firm was among the first in the country to develop and utilize our decades of corporate and finance expertise in creating a business advisory group specifically targeted to the cannabis industry. We have years of experience working with and cultivating relationships with our clients looking to take advantage of and expand their opportunities in this emerging area. We get in the weeds with our clients and have advised multiple cannabis businesses on a nationwide scale.

Our core areas of practice are Business Law, Business Litigation and Dispute Resolution, Intellectual Property, Real Estate and Private Client legal services, which include all related services from general corporate, intellectual property (including patents), employment, finance, securities, private equity, venture capital, real estate to tax, mediation, litigation, divorce, family law, trusts and estate planning and administration.

Scott H. Moskol, Partner

Moskol is a partner, and co-chair of the firm's Financial Restructuring & Distressed Transactions and Cannabis Business Advisory practices, and a member of the Corporate, Finance, and Infrastructure & Public-Private Partnerships practices. He has developed a national platform representing and counseling clients with respect to all legal issues that may arise in restructurings, workouts, bankruptcies, receiverships and other insolvency-related matters. In October 2018, Moskol was named "Cannabis Trailblazer" by the National Law Journal (NLJ).

IV. Prospective Employees

When hiring, Apotho will seek out applicants that are not just qualified and experienced, but those that share Apotho values and are ready to help build a prosperous business that will benefit all its stake holders including its community, peer workforce members, and owners.

Apotho employees will benefit from Apotho's dedication to community outreach and charitable engagement. Apotho is committed to ensuring our employees are not only allowed but are encouraged to give back to the community in various ways that will be outlined in our community outreach initiative. Employee benefit arrangements will be made available to all Apotho management and staff.

A. Employee Education and Training

Apotho will utilize the operational experience and knowledge to provide extensive training and education for all registered employees. All employees will receive rigorous training prior to commencing work in any of the state-registered dispensary(s). Registered employees will be required to read the relevant state and county laws pertaining to recreational marijuana to have a general understanding of the laws and regulations with which they must comply. Additional training will also be provided from a pre-selected third-party security vendor, inventory control systems and POS vendors, and other subject matter experts. Training will include an extensive hands-on approach and the use of Standard Operating Procedures (SOPs) and various other materials and methods as deemed appropriate.

Apotho will utilize targeted training materials and programs for different operations occurring at the Commonwealth licensed facilities. There will be specific training for registered employees involved within wholesale distribution operations while ongoing and cross-functional training will be continued as operations commence. All registered employees will also be required to receive training on general sanitary requirements which are documented with relevant SOPs. Registered employees will be required to read and agree to comply with the company Employee Handbook, SOPs, and other materials deemed necessary prior to commencing work in any of the company facilities.

Employee training and education will be all-encompassing, covering regulatory compliance, seed-to-sale tracking, customer service and advocacy, point-of-sale training, dispensing, security and diversion prevention, health and safety protocols, sanitation, and transportation.

B. Retail Dispensary Roles

General Manager

- Responsible for
  - Managing the daily activities in the dispensary
  - Dispensary inventory management and pricing
  - Training and managing dispensary staff
  - Processing staff requests to management
  - Product acquisitions
  - Keeping statistical and financial records of dispensary revenue
- Responds to customer inquiries and complaints
- Interfaces and maintains relationships with vendors
- Maintains sales floor stock and merchandising
- Supervises the sales staff
- Ensures staff has a daily cleaning schedule and duties are assigned
- Handles any other duty as assigned by the CEO

Marketing Manager

- Responsible for business development including preparing promotional materials, displays and community outreach
- Handles marketing services
- Prepares and maintains the company marketing budget
- Responsible for
  - Coordinating with Store Manager to provide appropriate inventory
  - Generating and implementing marketing campaigns
  - Creating and implementing discount/coupon programs
  - Maintaining company website

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Product Manager

- Manage vendor relations, market visits and the ongoing education and development of the organizations' buying teams
- Helps to ensure consistent quality of products
- Responsible for the purchase of goods and products for the organization
- Responsible for planning sales, monitoring inventory, selecting the merchandise and writing and pricing orders to vendors
- Ensures that the organization operates within stipulated budget
- Responsible for ordering and managing "dry goods" in the store, including layout and back stock

Assistant Manager

- Responsible for opening and closing procedures including assisting with the dispensary alarm and maintaining surveillance equipment and records
- Responsible for ensuring equipment such as computers, scales, printers and fax machines are in working order
- Ensures that products and displays are properly arranged
- Responsible for processing vendor orders
- Responsible for overseeing daily cleaning and maintenance tasks
- Coordinates with Store Manager and Inventory manager to ensure inventory control, stocking shelves and data entry is being completed effectively
- Ensures all supplies are stocked and maintained including but not limited to labels, child proof packaging, paper supplies, display related items, sanitary supplies, office supplies and any post office related equipment
- Performs monthly inventory counts, store inventory reports and sales reports
- Handles any other duty as assigned by the store manager

Administrative Assistance/Front Desk

- Greets customers, checks identification, ensures credentials
- Responsible for updating online (i.e. Weedmaps) and in-store menu as the inventory changes throughout the day
- Responsible for creating and maintaining an administrative record for the business
- Responsible for answering phones, providing information or directing calls to the appropriate staff member

Sales Agents

- Customer interaction specialist
- Responsible for
    - Starting up and shutting down point of sales equipment daily
    - Product knowledge and sales
    - Promoting the company's image
    - Working within a regulatory framework. Will be held accountable for training received and to the rules provided in the employee handbook
    - Recording and reporting marijuana waste ensuring inventory is available for the customer (i.e. pre-weighing, packaging products)
    - Daily maintenance and sanitary condition of the dispensary, including removing all waste and other discarded materials.
- Prepares inventory and sales reports at the end of every working week
- Handles financial transactions on behalf of the company
- Maintains a clean workspace

Human Resources Manager

- Overall responsibility for all HR functions within the company

- Recruitment and aspects of orientation
- Implementation and administration of human resources programs
- Create Employment policies
- Responsible for all employee records and organization

Security Supervisor

- Responsible for keeping the dispensary, customers, and employees safe and secure
- Security personnel duties
- Manage Security personnel and set schedules
- Ensuring accountability and compliance
- Review and maintain security procedures
- Oversee security systems and equipment
- Act as a liaison with local law enforcement

Security Officer

- Responsible for the safety and security of daily operations.
- Restricting access to only those 21 and older
- Monitor security cameras for suspicious activity
- Conducting regular security checks throughout and around the facilities
- Maintain daily security records
- Enforce the standard of conduct within the dispensary

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V. Products and Services

Apotho will locally source quality marijuana products with an abundant amount of cannabinoid and terpene profiles to have as many options as possible for its customers. Apotho will purchase MIPs with stringent quality standards and select cultivars/genetics with targeted cannabinoid/ terpene profiles to create unique experiences and effects, all with customer safety in mind. The selected wholesaler utilized will have marijuana that is high in cannabidiol (CBD) or have Tetrahydrocannabinol/Cannabidiol (THC:CBD) ratios that have demonstrated efficacy. Through selecting producers that have above standard production and product strategies coupled with rigorous testing, Apotho will overcome one of the most significant hurdles for the marijuana industry, which is consistency of dosage and cannabinoid profile.

The selection of sourced marijuana will include a wide variety of marijuana; all selections will be unique and have different traits, values and benefits. Marijuana varieties will include different batches from Indica, sativa, hybrid and CBD dominant genetics. Customers will have the opportunity to experience different desired effects from different marijuana variety cultivars and genetics. All sourced products will come from Massachusetts state-licensed producers.

Intended Sourced Products include (but not limited to):

Flower (pre-rolls, packaged dried flower) usually smokable, trichome-covered part of a female cannabis plant that offers numerous consumption methods, such as being smoked using a pipe or bong, or by rolling it in a joint.

Edibles are marijuana-infused products that are consumed orally, versus smoking flower or concentrate. Some of the more common forms of edibles include baked goods, lozenges, chocolates and beverages.

Tinctures are alcohol-based cannabis extracts, essentially, infused alcohol. Cannabis tinctures are easy to self-dose and can be placed directly under the tongue or incorporated after cooking into meals and drinks such as juices, ice cream, salad dressing and soup.

Oil versions of cannabis-derived products can be placed in the mouth and either swallowed or absorbed to some degree in the mouth itself. Cannabis oil can take up to 2-3 hours to take full effect. Like tinctures, cannabis oil can also be incorporated into food for consumption.

Oral capsules give customers a convenient and familiar consumption method, free of unwanted calories and unnecessary ingredients. Capsules come in a variety of potencies and cannabinoid profiles.

Oral spray is designed to be administered sublingually, meaning absorbed under the tongue. This method has several benefits such as fast absorption, portability, discreteness, and precise dosing. There are few reported side effects compared to inhalation or ingesting.

Topicals include lotions, balms, oils, and other products that are absorbed through the skin. Topicals can be non-psychoactive and provide localized relief of pain, soreness, and inflammation. Early evidence shows potential benefits for a range of ailments such as psoriasis, dermatitis, itching, headaches, cramping, and others.

Vaporizer technology allows cannabis extract to be heated into a vapor form and inhaled, which is popular among customers avoiding combustion and offers the benefit of precise dosage control.

Intended Sourced Products' Descriptions:

Marijuana Flower

- *Product Description* – Apotho intends to source approximately 10-15 cultivars of marijuana ranging from those with a high level of THC and low-level CBD to those with a high level of

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CBD and low level of THC. These cultivars will include Indica varieties, Sativa varieties, and hybrid cultivars that will be a blended variety with effects similar from both sativa and Indica varieties.

  - Besides appearance, Indica and Sativa plants are commonly believed to have different effects on their user. Through Apotho's research efforts, they will obtain a deeper understanding of plant composition and efficacy.

- *Product Benefits* – The evidence is overwhelming that marijuana can relieve certain types of pain, nausea, vomiting and other symptoms caused by various illnesses.

- *Product Strengths* – Marijuana can provide favorable benefits and considered less toxic than many pharmaceuticals. Marijuana can provide a wide variety of benefits to help treat various ailments. Marijuana also offers a low toxicity as marked by no known cases of overdose due to marijuana. This is largely because marijuana does not affect the brain stem which is responsible for controlling one's respiration.

- *Product Weaknesses* – Because marijuana is federally illegal, there has not been enough scientific research done to determine the true effectiveness of the medicine.

Manufactured Marijuana Products (MIPs) and Concentrates

Apotho intends to purchase desirable products that are convenient for administration of recreational marijuana. One goal is to purchase various dosage forms that will make administration of marijuana convenient, easy, and palatable for legal adult customers.

- *Product Description* – Manufactured marijuana products are made with marijuana as an ingredient. They can come in the form of oils and oil extracts, capsules, pills, lozenges, sublingual tinctures, and topical(s) such as skin lotions or ointments.
- *Product Benefits* – The benefit of manufactured marijuana products is that they offer customers an alternate delivery means to experience the effects of cannabinoids without smoking or vaporizing marijuana. Alternative ingestion methods that offer customers cannabinoid delivery formats other than smoking are one of the fastest growing segments of the marijuana industry.

- *Product Strengths* – An easily administered option for taking marijuana products. It improves dosing calibration and benefits from the convenience of portability. It is often considered to have stronger effects than inhalation of marijuana products.

- *Product Weaknesses* – It can take longer to feel the effects of the marijuana infused products.

A. Quality of Products and Testing

All marijuana and marijuana products will be purchased wholesale from Massachusetts Marijuana Establishments appropriately licensed by the Cannabis Control Commission. In purchasing and accepting marijuana and marijuana products into the facility, Apotho will require proof of valid state license and valid documentation that the product passed quality standards through testing at a Massachusetts state licensed testing lab. A quality management program will be implemented to ensure there are no deviations in the dispensing standard operating processes.

B. Product Pricing

Apotho aims to dispense marijuana and manufactured marijuana-infused products that are affordable and accessible to adults in Massachusetts. To this end, Apotho has created a financial

pro-forma model that details estimated pricing for marijuana and manufactured marijuana products for distribution purposes to legal adults in Massachusetts. This financial model is a separate, additional document that can be seen in full for a more detailed breakdown of the pricing strategies.

Pricing for all marijuana and manufactured marijuana-infused products will be based on the current fair market value of said items. Pricing will also be computed to ensure that continued operations and growth strategies can be pursued. Different pricing structures and strategies will be utilized for determining pricing on purchased marijuana and manufactured marijuana-infused products. Pricing structures will be identified upon deployment of operations to ensure all cost associated with the acquisition of the marijuana product or the manufactured marijuana products are captured to, at a minimum, be able to recoup the cost of investment.

Cultivated Marijuana (Flower) – Pricing will be based on cost of acquisition, cost of dispensing, and the fair market value of marijuana. The pricing model used to forecast the recreational marijuana pricing will be based on regulated marijuana market metrics.

Marijuana Infused Products (MIPs) – Pricing will be based on cost of acquisition, cost of dispensing, and the fair market value for manufactured marijuana products. The pricing model used to forecast processed manufactured marijuana products pricing is based upon publicly available data from regulated marijuana market metrics.

VI. Market Overview

A. Market Trends

As of March 2019, 32 states have legalized medical cannabis and nine more states have legalized adult use of cannabis. The people of Massachusetts overwhelmingly showed their support for legalized marijuana. This burgeoning industry is gaining popularity across the country and internationally. The cannabis market is prime for entry, and it's still early enough in the timeline for locally owned, community-based companies such as Apotho to enter successfully and continue stability throughout the future years from the larger industry players by this early entry. The charts below show the results of the Question 4 vote by a sample of towns:

Vote by town	Yes	No
Boston	163,724	98,454
Worcester	35,056	28,892
Springfield	29,366	21,730
Cambridge	35,360	14,230
Newton	24,748	20,473
Quincy	21,083	20,230
Somerville	29,447	9,498
Lowell	19,621	15,565
Brockton	17,455	16,326
Lynn	17,279	15,239

Table 1. The

tally of votes for Question 4 in the 2016 election broken down for Plainville, MA:

ANSWER	VOTES	PCT.
Yes	2,648	53.6%
No	2,286	46.4%

100% reporting (2,173 of 2,173 precincts)

(http://www.nytimes.com/elections/results/massachusetts)

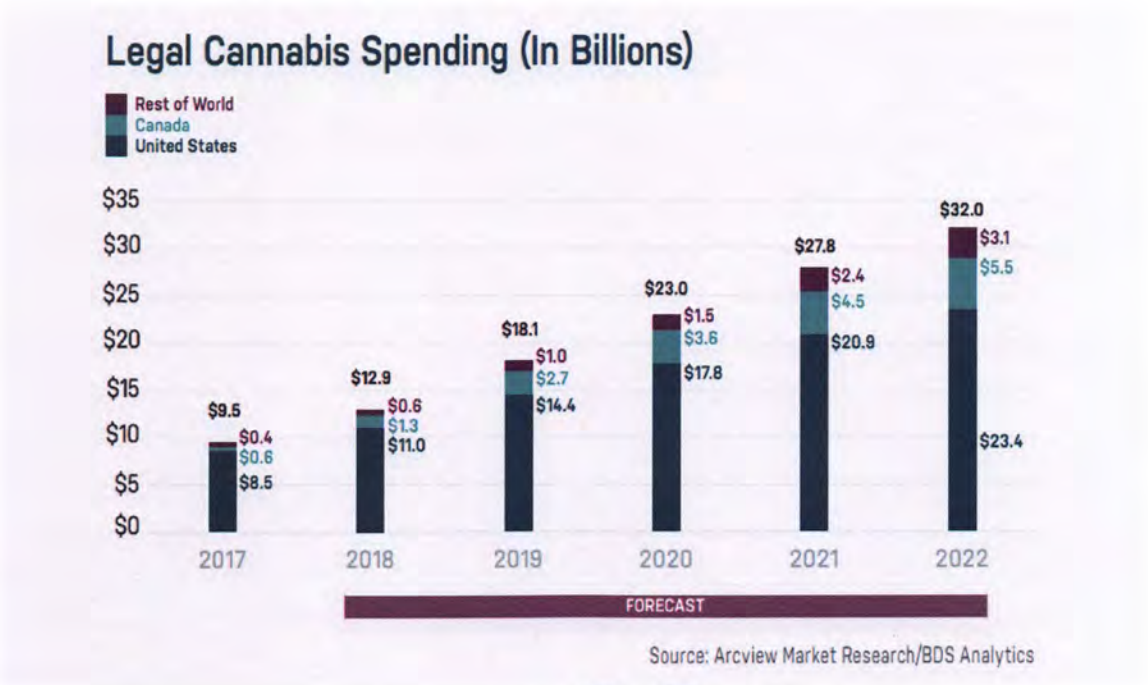
Table 2. The Massachusetts statewide tally of votes for Question 4 in the 2016 election:

ANSWER	VOTES	PCT.
Yes	1,769,328	53.7%
No	1,528,219	46.3%

100% reporting (2,173 of 2,173 precincts)

(http://www.nytimes.com/elections/results/massachusetts)

By the end of 2018, Forbes reports the legal marijuana grew to over $10.4 billion, which was up from $4.7 billion reported in 2016. Based on growth in 2016, the marijuana market is forecasted to reach $32.0 billion in 2022. The State of Legal Marijuana Markets Report estimates that there will be a compound annual growth rate (CAGR) of 27.5%. This makes the legal marijuana industry one of the fastest growing sectors in the U.S. economy. The public's support for legalizing recreational cannabis continues to grow. Recent research provides insight into the potential benefits, and casts doubt on many of the historically reported adverse effects of cannabis use. Several polls show strong support for general cannabis legalization. Lately this consensus has surpassed 67%. An October 2018 Gallup poll, for instance, found that 67% of Americans (up from 60% in 2016) favor legalizing cannabis on a national scale. A Pew Research Center study claims that young adults have driven the shift toward public support of cannabis legalization, though support is rising among other generations as well. Millennials (ages 18 to 35 in 2018) are more than twice as likely to support the legalization of marijuana now as they were in 2006 (74% today, up from 34% in 2006), and are significantly more likely to support legalization than other generations. Support for marijuana legalization has also increased among members of Generation X and Baby Boomers (ages 36-51 and 52-70 in 2018, respectively). More than half of Gen Xers (63%) support cannabis legalization, a considerable jump from just 21% in 1990. Most Boomers (54%) also support cannabis legalization, up from just 17% in 1990. (http://pewrsr.ch/2E9u3hd)



Demonstrated growth of legal adult-use, concentrate cannabis markets

(Note: includes markets with both medical & recreational use)

Changing perspectives towards cannabis and the marijuana industry are allowing larger, less locally owned companies enter and take a tremendous amount of market share. As a community-based, locally sustained company, Apotho, may be competing against larger-scale competitors from out-of-state; but Apotho is confident in our ability to create, service, and maintain a stable place within the market; appealing to local customers and adult-use customers by providing locally relevant, community-oriented business and outreach. Marijuana has remained widely available on the black market regardless of efforts to suppress illicit cultivation and sales. In the past, few people were willing to provide honest information regarding personal use habits. While this limits the depth of data analysis, there are some data points that can be used to compare populations from areas where regulated cannabis markets have been established. Apotho intends to capitalize on this unique opportunity to benefit all stakeholders of Apotho including the Town of Plainville and local communities.

B. Reaching the Target Market

Apotho plans to establish customer-focused adult use retail stores that spread throughout the state of Massachusetts - locations of those stores will be based on criteria that will provide us and the local community with the best chance of success in each location. We expect to take full advantage of the population density as well as the proximity of nearby universities and city centers.

SWOT Analysis

Apotho is looking forward to becoming a highly recognizable and well-run dispensary to those in its community and the surrounding communities. We will strive to provide the residents and tourists of our host community with the highest quality customer service. We will align ourselves with the best vendors and create a trusted, well-recognized brand. We know that if we are going to achieve the goals that we have set for our business, then we must ensure that we build our business on a solid foundation.

Strengths
• Professional and prepared management team:
  ○ Industry expertise
  ○ Corporate strategy expertise
• Access to capital
• Partnership from proven industry experts
• Support from the voters - city and state
• Community outreach plan
•
	Opportunities
	• Coordinate community charitable donations/engagements and create new perceptions
	• Coordinate opportunities for customer education and workshops
	• Leaders creating and defining industry procedures
	• Changing perceptions in communities

Weaknesses
• Brand new work force/untrained work force
  ○ Average training time key roles, onboarding
  ○ Capital intensive build out and application process
	Threats
	• Potential regulatory impact
	• Negative stigma, historic trends and attitudes
	• Federal and/or local government restrictions
	• Competition

C. Barriers to Entry

Barriers to entry are typical of any new business joining an industry, the same is true for Apotho's business. Critical barriers to entry that must be considered include:

- High capital costs
- Strict Regulatory framework
- Customer acceptance
- Training and skills
- Unique technology and methods
- Security and diversion risk
- Branding and marketing the brand- Apart from using the brands of our vendors, we plan to use
- Gaining and maintaining customer awareness and acceptance

Overcoming Barriers to Entry

Apotho has plans in place to address and adequately navigate each identified barrier. The Medeiros Investment Irrevocable Trust is a major investor in Apotho and has committed to fund the requisite needs of the Company. The parties believe these funds will be sufficient for licensing, purchasing wholesale products, and operating the property location to assist in overcoming the high capital costs.

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In the event Apotho is in need of additional capital, we will explore options of debt financing and further equity raise. We will navigate the strict regulatory framework & security and diversion risks by leaning on the industry experience of Mathew Medeiros, dispensary experience of Ron Case, and law enforcement background/ retail marijuana security experience of Nancy Sheldon, while maintaining close communications with out legal counsel at Burns & Levinson LLP, who has experience with compliance issues associated with this strict regulatory framework. Comprehensive training modules and SOPS will be deployed to ensure the entire staff is adequately trained in both dispensary procedures and compliance. Andrew Medeiros will train all back of house as well as front house staff with Mathew Medeiros to provide his unique experiences in studying plants medicinal application. Apart from the unique experiences of Mathew at MIT, Apotho will utilize cutting edge technology & methods and related best practices such as POS systems, Accounting Systems, & CRM Software.

VII. Customer Focus

As cannabis businesses become more widely accepted and available, competitive pressure will create a market shake-out that will yield winners and losers over the long term. Apotho seeks to pursue a premium retail strategy that competes on customer experience, quality and differentiation. As such, Apotho will implement a clearly defined and sharply honed customer experience concept to reinforce our company vision.

Fundamentally, we believe philosophically that the customer experience is an integral part of the product itself - we are selling a cannabis purchasing experience, rather than simply selling cannabis. The basic mission of Apotho's hospitality concept is to provide the best customer engagement experience that draws on elements of various human resources and customer care.

Customer Oriented:

- Community oriented - job creation for Dartmouth residents and local economic development.
- Compliant and transparent with local and state regulators.
- Window displays, if any, will be minimalist and simple to reinforce the company image holistically.
- Customer-facing staff will be sourced from customer-focused restaurants/bars/hotels/ other service-oriented establishments.
- Moreover, we will adhere to a policy of not allowing staff to be intoxicated while at work (cannabis included) and will set a baseline standard for appearance/grooming.
- We invest in the training of our staff and expect them to be knowledgeable and passionate about our product. They should be able to explain each offering in thoughtful detail.
- Engagement with our sales associates will feel more like a local, customer-focused restaurant experience than a typical dispensary (first name interaction with customers, etc.).
- Complimentary beverages available to customers in-store (e.g. terpene water).

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- Our mantra will be that Apotho will Nuture Innovation creating classic experiences for customers, in which we plan to capture.
- Word of mouth and tasteful, strategic social media & marketing campaigns will serve to continue the conversion cycle.

Customer Retention:

- Retention will be driven by positive and enjoyable in-store experiences and, which are foundational to maintaining a happy customer base.
    - Apotho will use a loyalty program granting patrons points per dollar spent. Points will be tracked on our sales software under the patron name and balances will be printed on the patron's receipts when purchases are made. Points will be redeemable for discounts on purchases and free merchandise (not marijuana). Patrons in the system will receive emails/texts for complimentary educational classes, company sponsored functions, & holiday gifts (dependent on level of spending).

By leveraging these tools, we believe that Apotho will be a significantly differentiated competitor in the market that will be able to defend a strong position without the eventual pricing pressures that much of the market will likely face in coming years.

VIII. Retail Branding & Marketing

Apotho seeks to be a premium offering to customers. We recognize that cannabis, though differentiable in quality of product, remains a commodity, and that the key to competitive success over time, especially in terms of price and margin stability, will depend heavily on customer experience. Apotho seeks to leverage a customer retail experience towards communicating superior quality of product and experience.

A. Publicity and Advertising Strategy

Apotho marketing strategy is compliant with marketing regulations defined in the MA state regulations.

- Introduce the community to Apotho by providing introductory information
- Utilize industry websites such as Weedmaps.com and Leafly.com to advertise and generate positive buzz through customer review opportunities.
- Leverage word of mouth marketing (referrals) by providing top-notch products and actively asking customers for positive feedback.
- Create business partnerships with other vendors including marijuana related businesses and ancillary support industries like local printing companies, security companies and other services.
- Attend various Marijuana Business and other cannabis industry related shows and expos held several times annually. Work up to a vendor or sponsorship level with at least one of the locally held industry expos.

IX. Community Outreach

Apotho is committed to presenting a positive impact to the community at large. We will seek to create a collaborative relationship with non-profits that have been instrumental in the legalization efforts in Massachusetts. Through educational programs, community involvement and

representation at local town council meetings, we will provide more than just cash donations. We aim to be the voice of the industry, providing a valuable resource to non-profits and city officials.

As part of our contribution to the community, Apotho will encourage and support the volunteer efforts of their employees. We believe volunteerism is a great endeavor, and non-profit and community groups and organization need capable, committed volunteers. To that end, we will promote volunteerism throughout our organization as we believe that helping people in our communities gives our employees a chance to shine, promotes teamwork and team spirit and allows our employees to interact with their fellow employees outside the workplace. It also encourages our employees to take the lead and learn new skills that may help them in their careers.

X. Economic Impact

Retail Sales - Apotho is primarily a product retailer, selling products sourced from local Cultivators and Manufacturers.

Host Community Fees -Apotho has secured a Host Community Agreement with the Town of Dartmouth. As a part of this agreement Apotho will pay the greater of $300,000/ annually, or 3% of its gross sales to the Town of Dartmouth. Also, Apotho will make a second payment to the Town of Dartmouth in the amount of 10% of its first payment.

Job Creation -Apotho intends to create numerous full-time jobs and opportunities and plans to make a best faith effort to employ a majority of its staff from the local Dartmouth community.

XI.Proposed Location

The proposed location under consideration for Apotho's dispensary is 479 Faunce Corner Road, Dartmouth, Massachusetts. Apotho has worked with the town to confirm that the location meets all zoning requirements for the area and intended use of the property. Apotho will also make improvements to the property as needed and in coordination with the town. There will be ample parking available for employees and customers at or near the dispensary. The location is of adequate size and space for a recreational marijuana dispensary and manufactured marijuana products.

Our dispensary retail shop is strategically located with emphasis on security and the ability to expand our
presence incrementally with market demand.

Zoning

Apotho will work with Dartmouth to ensure all local zoning and town requirements are met. Apotho has notified all abutters and held all appropriate community outreach meetings as required by both the town and the Cannabis Control Commission. The location is not located within 500 feet of a public or private, primary or secondary school, licensed daycare center, public library, public park or playground, nor are any Marijuana Storefront Retailer sited within a radius of five hundred feet of the proposed location. We will work with the town to ensure the site meets all zoning

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requirements continuously met and to ensure the site complies with all other state and local regulations.

Apotho will regularly update: Dimension and Height Requirements, Buffer, Hours of Operation, Odor, Waste Disposal, Light/Visual Impacts, Parking, Security, Emergency Response, etc. to ensure it is in compliance with the zoning regulations set by the Cannabis Control Commission.

Plan for Obtaining Liability Insurance

Apotho Therapeutics Dartmouth Inc is in constant contact with Lezaola Thompson Insurance (Insurance Broker) to obtain Limited Liability Insurance in meeting the requirements of 935CMR 500.105(10). Apotho Therapeutics Dartmouth Inc through this broker is in talks with Cannasure to obtain this insurance as well in meeting the requirements of 935CMR 500.105(10).

The policy to be obtained will include general liability and product liability insurance coverage of no less than $1 million per occurrence and $2 million in aggregate annually. The deductible for each policy can be no higher than $5,000 per occurrence. Vehicles used for delivery by a Delivery-only Licensee shall carry liability insurance in an amount not less than $1,000,000 combined single limit. 935 CMR 500.145(4); 935 CMR 500.101(2); 935 CMR 500.105(10)

Energy Compliance Plan

Apotho Therapeutics Inc will maintain compliance with the operational requirements of 935 CMR 500.105(15), as described below, through best management practices as related to energy usage and conservation.

1. Identification of potential energy use reduction opportunities (such as natural lighting and energy efficiency measures), and a plan for implementation of such opportunities.
2. Consideration of opportunities for renewable energy generation including, where applicable, submission of building plans showing where energy generators could be placed on the site, and an explanation of why the identified opportunities were not pursued, if applicable.
3. Strategies to reduce electric demand (such as lighting schedules, active load management, and energy storage).
4. Engagement with energy efficiency programs offered pursuant to M.G.L. c. 25, § 21, or through municipal lighting plants.

Potential Energy Use Reduction Opportunities

Apotho Therapeutics Inc aims to reduce energy usage and costs through energy efficient equipment and operations. The establishment will use best management practices to monitor energy consumption and adjust based on energy usage data. The company will utilize procedures for identifying energy savings opportunities as part of any facility upgrades, renovations, or expansions; and procedures for identifying energy savings opportunities when equipment fails and needs to be replaced.

Consideration of Opportunities for Renewable Energy Generation

Apotho Therapeutics Inc will utilize renewable energy such as solar panels, which can reduce and stabilize energy costs. The establishment will use best management practices to make energy supply decisions and regularly evaluate renewable options. The company will utilize procedures for identifying renewable or alternative energy opportunities as part of any facility upgrades, renovations, or expansions; and procedures for identifying renewable or alternative energy opportunities when equipment fails and needs to be replaced.

Strategies to Reduce Electric Demand

Apotho Therapeutics will use best management practices to monitor energy demand and adjust operations based on data. The company will utilize procedures for participation in load curtailment, energy storage, or other active demand management program, such as lighting schedules.

Engagement with Energy Efficiency Programs

Apotho Therapeutics will use best management practices to incorporate regular engagement with energy efficiency programs (account representative, vendors, etc.) to ensure awareness of new opportunities and incentives Apotho Therapeutics will use best management practices to reduce energy and water usage, engage in energy conservation, and mitigate other environmental impacts. Licensees are also required to meet all applicable environmental laws, regulations, permits, and other applicable approvals, including those related to water quality and solid and hazardous waste management, prior to obtaining a final license.

Maintaining of Financial Records

Apotho maintains financial information on the accrual basis in accordance with Generally Accepted Accounting Principles ("GAAP"). Apotho will also comply with 830 CMR 62C.25.1: Record Retention and DOR Directive 16-1 regarding recordkeeping requirements. *935 CMR 500.140(6)*

Apotho will ensure that both Apotho's and any individual's confidential financial information are secure and accurate. To ensure accuracy, security and data integrity, the company utilizes several procedures:

1. **Recordkeeping:** Apotho will maintain business records compliant with the regulations set forth in 935 CMR 500. These records along with any other records outlined in 935 CMR 500 will be immediately available to the Commission upon request. Business and financial records will be maintained in accordance with GAAP and in an audit friendly format. Financial records maintained by Apotho include but are not limited to:

   - Assets and liabilities;
   - Monetary transactions;
   - Books of accounts which include journals, ledgers, and supporting documents, agreements, checks, invoices and vouchers;
   - Sales records including the quantity, form and cost of marijuana products; and
   - Salary and wages paid to each employee, the stipend paid to each board member, and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with a Marijuana Establishment, including members of the nonprofit corporation, if any.

   Apotho maintains accounting records in QuickBooks. This system supports detailed transaction data for company purchases, inventory valuation, revenue and payroll. Data is stored on a secure server, as well as backed up to local computers daily. Supporting documentation for transactions is stored using Amazon S3 via a secure server. System access is limited to users with need and each user has security settings specific to their role. Every transaction the company makes will go the accounting software thus guaranteeing complete reporting. Bank accounts will be reconciled monthly and month- end financials are reviewed by management each month.

2. **Accounting Review:** Apotho will engage with Citron Cooperman to review annual financial reports for compliance with GAAP.

3. **Taxes:** Apotho will also use Citron Cooperman to prepare and file federal, state and other tax returns to ensure compliance. Per the closure of the Apotho facility, all records including business and financial records, will be maintained securely by Apotho at the cost of Apotho.

Financial Record Procedures:

Apotho shall adopt separate accounting practices at the point-of-sale for marijuana and non-marijuana sales with guidance from an accounting firm in accordance with 935 CMR 500.140(5). Apotho will prohibit any software or other methods from being utilized to manipulate or alter sales

data, pursuant to 935 CMR 500.140(6).

Apotho will conduct a monthly analysis of equipment and sales data to ensure that no software has been installed that could be utilized to manipulate or alter sales data. Apotho will also maintain all records performed during the monthly analysis period and produce such records to the Commission upon request. In the event that Apotho determines that software or other methods have been installed or utilized to manipulate or alter sales data, it will respond immediately by:

1. Disclosing the information to the Commission;
2. Cooperating in any investigation regarding manipulation or alteration of sales data; and
3. Take any action directed by the Commission to ensure full compliance in accordance with 935 CMR 500.140(5).

Personnel Policies Including Background Checks

Registration

Apotho will apply for registration of all its board members, directors, employees, executives, managers, and volunteers who are associated with Apotho as Marijuana Establishment Agents. Applications will comply with 935 CMR 500.030. All Apotho individuals applying for registration will have signed and notarized the CORI Acknowledgement Form, pursuant to 803 CMR 2.09. Applicants will also give authorization to obtain a full set of fingerprints in accordance with M.G.L. c. 94G, § 21. For extensive details on Apotho personnel initially registering to be Marijuana Establishment Agents, see the Background Check packet included in this application. Once a licensed Marijuana Retailer, personnel in Human Resources are held responsible for the proper registration of new agents.

Immediate Termination

Apotho has an immediate termination policy that applies to Apotho staff who have diverted marijuana, engaged in unsafe practices regarding the operation of the dispensary, or been convicted or entered a guilty plea, plea of nolo contendere, or admission to sufficient facts of a felony drug offense involving the distribution to a minor. For incidents related to diversion or unsafe practices, Apotho will investigate and report findings to the Commission and/or law enforcement official when appropriate.

Alcohol, Smoke, and Drug Free Workplace Policy

Apotho is an alcohol, smoke and drug-free workplace instilling policies that comply with 935 CMR 500.105(1). It is Apotho's desire and intent to provide a drug-free, healthful, and safe workplace for all agents. To promote this goal, agents are required to report to work in appropriate mental and physical condition to perform their jobs in an exemplary and professional manner. This policy is violated when agents engage in the use and/or possession of illegal drugs and when they abuse alcohol and illegal drugs.

Thus, while on the premises of Apotho and while conducting business-related activities off Apotho premises, agents may not use, possess, distribute, sell or be under the influence of alcohol or illegal drugs.

Working while engaged in the legal use of prescribed drugs is allowed only to the extent that the agent's ability to perform the essential functions of the job effectively and in a safe manner is not impaired and that other individuals in the workplace are not endangered. The agent should notify their manager whenever the use of legal drugs for medical purposes may impair the agent's performance, safety, and/or judgment so that the appropriate accommodations can be made.

Violations of this policy may lead to disciplinary actions, up to and including immediate termination of employment, and/or required participation in a substance abuse rehabilitation or treatment program. Such violations may also have legal consequences. If any employee is found to be in violation of these policies, they will undergo the structured corrective action process as identified below.

Disciplinary Policies and Procedures

Apotho's discipline policies and procedures are designed to provide a structured corrective action process to prevent and improve a recurrence of undesirable behavior and/or performance issues. The steps outlined below of Apotho's discipline policy and procedure have been designed consistent with Apotho's organizational values, best practices, and employment laws.

Apotho reserves the right to combine or skip steps depending upon facts of each situation and the nature of the offense. The level of disciplinary intervention may also vary. Some of the factors that will be

considered depend upon whether the offense is repeated despite coaching, counseling, and/or training; the employee's work record; and the impact the conduct and performance issues have on Apotho's organization.

Step 1: Counseling and Verbal Warning

Step 1 creates an opportunity for the immediate supervisor to schedule a meeting with an agent to bring attention to the existing performance, conduct, or attendance issue. The supervisor should discuss with the agent the nature of the problem or violation of company policies and procedures. The supervisor is expected to clearly outline expectations and steps the employee must take to improve performance or resolve the problem.

Within five business days, the supervisor will prepare written documentation of the Step 1 meeting. The agent will be asked to sign the written documentation. The agent's signature is needed to demonstrate the employee's understanding of the issues and the corrective action needed.

Step 2: Written Warning

While it is hoped that the performance, conduct, or attendance issues that were identified in Step 1 have been corrected, Apotho recognizes that this may not always be the case. A written warning involves a more formal documentation of the performance, conduct, or attendance issues and consequences.

During Step 2, the immediate supervisor and department manager will meet with the agent and review any additional incidents or information about the performance, conduct, or attendance issues as well as any prior relevant corrective action plans. Management will outline the consequences for the agent of his or her continued failure to meet performance and/or conduct expectations. A formal performance improvement plan requiring the agent's immediate and sustained corrective action will be issued within five business days of a Step 2 meeting. A warning outlining that the agent may be subject to additional discipline up to and including termination if immediate and sustained corrective action is not taken may also be included in the written warning.

Step 3: Suspension and Final Written Warning

There may be performance, conduct, or safety incidents so problematic and harmful that the most effective action may be the temporary removal of the agent from the workplace. When immediate action is necessary to ensure the safety of the agent or others, the immediate supervisor may suspend the agent pending the results of an investigation.

Suspensions that are recommended as part of the normal progression of this progressive discipline policy and procedure are subject to approval from a next-level manager and the Human Resources Director.

Depending upon the seriousness of the infraction, the agent may be suspended without pay in full-day increments consistent with federal, state and local wage-and-hour employment laws. Nonexempt/hourly agents may not substitute or use an accrued paid vacation or sick day in lieu of the unpaid suspension. Due to Fair Labor Standards Act (FLSA) compliance issues, unpaid suspension of salaried/exempt agents is reserved for serious workplace safety or conduct issues.

The Human Resources Director will provide guidance so that the discipline is administered without jeopardizing the FLSA exemption status.

Pay may be restored to the agents if an investigation of the incident or infraction absolves the employee.

Step 4: Recommendation for Termination of Employment

The last and most serious step in the progressive discipline procedure is a recommendation to terminate employment. Generally, Apotho will try to exercise the progressive nature of this policy by first providing warnings, a final written warning, and/or suspension from the workplace before proceeding to a recommendation to terminate employment. However, Apotho reserves the right to combine and skip steps depending upon the circumstances of each situation and the nature of the offense. Furthermore, agents may be terminated without prior notice or disciplinary action.

Management's recommendation to terminate employment must be approved by the Human Resources Director and department manager or designee. Final approval may be required from the CEO or designee.

Nothing in this policy provides any contractual rights regarding agent discipline or counseling nor should anything in this policy be read or construed as modifying or altering the employment-at- will relationship between Apotho and its agents.

Appeal Process

Agents will have the opportunity to present information that may challenge information management has used to issue disciplinary action. The purpose of this process is to provide insight into extenuating circumstances that may have contributed to the agent performance and/or conduct issues while allowing for an equitable solution.

If the agent does not present this information during any of the step meetings, he or she will have five business days after that meeting to present information.

Performance and Conduct Issues Not Subject to Progressive Discipline

Behavior that is illegal is not subject to progressive discipline and may be reported to local law enforcement. Theft, intoxication at work, fighting and other acts of violence are also not subject to progressive discipline and may be grounds for immediate termination.

Documentation

The agent will be provided copies of all progressive discipline documentation, including all performance improvement plans. The agent will be asked to sign copies of this documentation attesting to their receipt and understanding of the corrective action outlined in these documents. Copies of these documents will be placed in the agent's official personnel record.

Separation of Employment

Separation of employment can occur for several different reasons. Employment may end as a result of resignation, retirement, release (end of season or assignment), reduction in workforce, or termination. When an agent separates from Apotho, his or her supervisor must contact the Human Resources Director to schedule an exit interview, typically to take place on agent' s last workday.

Types of Separation

Resignation

Resignation is a voluntary act initiated by the agent to end employment with Apotho. The agent must

provide a minimum of two weeks' notice prior to resignation. If an agent does not provide advance notice or fails to work the remaining two weeks, the agent will be ineligible for rehire and will not receive accrued benefits. The resignation date must not fall on the day after a holiday.

Retirement

An agent who wishes to retire is required to notify his or her department director and the Human Resources Director in writing at least one month before planned retirement date. It is the practice of Apotho to give special recognition to agents at the time of their retirement.

Job Abandonment

An agent who fails to report to work or contact his or her supervisor for two (2) consecutive workdays will be considered to have abandoned the job without notice effective at the end of the agent's normal shift on the second day. The department manager will notify the Human Resources Director at the expiration of the second workday and initiate the paperwork to terminate the agent. Agents who are separated due to job abandonment are ineligible to receive accrued benefits and are ineligible for rehire.

Termination

Agents of Apotho are employed on an at-will basis, and the company retains the right to terminate an agent at any time.

Reduction in Workforce

An agent may be laid off due to changes in duties, organizational changes, lack of funds, or lack of work. Agents who are laid off may not appeal the layoff decision through the appeal process.

Release

Release is the end of temporary or seasonal employment. The Human Resources Director, in consultation with the department manager, will inform the temporary or seasonal worker of their release according to the terms of the individual's temporary employment.

Exit Interview

The separating agent will contact the HR department as soon as notice is given to schedule an exit interview. The interview will be on the agent's last day of work or another day that is mutually agreed upon.

Return of Property

The separating agent must return all company property at the time of separation, including but not limited to uniforms, cell phones, keys, computers, and identification cards. Failure to return some items may result in deductions from final paycheck. An agent will be required to sign an agreement to deduct the costs of such items from the final paycheck.

Termination of Benefits

An agent separating from Apotho is eligible to receive benefits if the appropriate procedures are followed as stated above. Two weeks' notice must be given, and the agent must work the full two work weeks. Accrued vacation leave will be paid in the last paycheck. Accrued sick leave will be paid in the last paycheck.

Health Insurance

Health insurance terminates on the last day of the month of employment, unless agent requests immediate termination of benefits. Information about the Consolidated Omnibus Budget

Reconciliation Act (COBRA) continued health coverage will be provided. Agents will be required to pay their share of the dependent health and dental premiums through the end of the month.

Rehire

Former agents who have left in good standing and were classified as eligible for rehire may be considered for reemployment. An application must be submitted to the Human Resources Director, and Apotho must meet all minimum qualifications and requirements of the position, including any qualifying exam, whenrequired.

Department managers must obtain approval from the Human Resources Director or designee prior to rehiring a former agent. Rehired agents begin benefits just as any other new agent.

Previous tenure will not be considered in calculating longevity, leave accruals, or any other benefits.

An agent who is terminated for violating policy or who resigned in lieu of termination from employment due to a policy violation will be ineligible for rehire.

Staffing Plan and Personnel Records

All records will be available for inspection by the Commission, upon request in accordance with 935 CMR 500.105(9). Apotho's financial records will be maintained in accordance with generally accepted accounting principles. Following the closure of Apotho, all records will be kept for at least two years at the expense of Apotho in a form and location acceptable to the Commission.

Apotho will maintain personnel records, which shall include:

1. Job descriptions for each employee and volunteer position, as well as organizational charts consistent with the job descriptions; and
2. A personnel record for each marijuana establishment agent. Such records shall be maintained for at least 12 months after termination of the individual's affiliation with Apotho and shall include, at a minimum, the following:
    a. All materials submitted to the Commission pursuant to 935 CMR 500.030(2);
    b. Documentation of verification of references;
    c. The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision;
    d. Documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the individual indicating the date, time, and place he or she received said training and the topics discussed, including the name and title of presenters;
    e. Documentation of periodic performance evaluations;
    f. A record of any disciplinary action taken; and
    g. Notice of completed responsible vendor and eight-hour related duty training.

Apotho will have at least 15 employees staffed at its Dartmouth facility. Apotho's Staffing Plan includes employing the following retail positions:

General Manager

- Responsible for:
    - Managing the daily activities in the dispensary

    - Dispensary inventory management and pricing
    - Training and managing dispensary staff
    - Processing staff requests to management
    - Product acquisitions
    - Keeping statistical and financial records of dispensary revenue
- Responds to customer inquiries and complaints
- Interfaces and maintains relationships with vendors
- Maintains sales floor stock and merchandising
- Supervises the sales staff
- Ensures staff has a daily cleaning schedule and duties are assigned
- Handles any other duty as assigned by the CEO

Marketing Manager

- Responsible for business development including preparing promotional materials, displays and community outreach
- Handles marketing services
- Prepares and maintains the company marketing budget
- Responsible for
    - Coordinating with Store Manager to provide appropriate inventory
    - Generating and implementing marketing campaigns
    - Creating and implementing discount/coupon programs
    - Maintaining company website

Product Manager

- Manage vendor relations, market visits and the ongoing education and development of the organizations' buying teams
- Helps to ensure consistent quality of products
- Responsible for the purchase of goods and products for the organization
- Responsible for planning sales, monitoring inventory, selecting the merchandise and writing and pricing orders to vendors
- Ensures that the organization operates within stipulated budget
- Responsible for ordering and managing "dry goods" in the store, including layout and back stock

Assistant Manager

- Responsible for opening and closing procedures including assisting with the dispensary alarm and maintaining surveillance equipment and records
- Responsible for ensuring equipment such as computers, scales, printers and fax machines are in working order
- Ensures that products and displays are properly arranged
- Responsible for processing vendor orders
- Responsible for overseeing daily cleaning and maintenance tasks
- Coordinates with Store Manager and Inventory manager to ensure inventory control, stocking shelves and data entry is being completed effectively
- Ensures all supplies are stocked and maintained including but not limited to labels, child proof packaging, paper supplies, display related items, sanitary supplies, office supplies and any post office related equipment
- Performs monthly inventory counts, store inventory reports and sales reports

- Handles any other duty as assigned by the store manager

Administrative Assistance/Front Desk

- Greets customers, checks identification, ensures credentials
- Responsible for updating online (i.e. Weedmaps) and in-store menu as the inventory changes throughout the day
- Responsible for creating and maintaining an administrative record for the business
- Responsible for answering phones, providing information or directing calls to the appropriate staff member

Sales Agents

- Customer interaction specialist
- Responsible for
    - Starting up and shutting down point of sales equipment daily
    - Product knowledge and sales
    - Promoting the company's image
    - Working within a regulatory framework. Will be held accountable for training received and to the rules provided in the employee handbook
    - Recording and reporting marijuana waste ensuring inventory is available for the customer (i.e. pre-weighing, packaging products)
    - Daily maintenance and sanitary condition of the dispensary, including removing all waste and other discarded materials.
- Prepares inventory and sales reports at the end of every working week
- Handles financial transactions on behalf of the company
- Maintains a clean workspace

Human Resources Manager

- Overall responsibility for all HR functions within the company
- Recruitment and aspects of orientation
- Implementation and administration of human resources programs
- Create Employment policies
- Responsible for all employee records and organization

Security Supervisor

- Responsible for keeping the dispensary, customers, and employees safe and secure
- Security personnel duties
- Manage Security personnel and set schedules
- Ensuring accountability and compliance
- Review and maintain security procedures
- Oversee security systems and equipment
- Act as a liaison with local law enforcement

Security Officer

- Responsible for the safety and security of daily operations.
- Restricting access to only those 21 and older
- Monitor security cameras for suspicious activity
- Conducting regular security checks throughout and around the facilities

- Maintain daily security records
- Enforce the standard of conduct within the dispensary

Training
Apotho will ensure that all its marijuana establishment agents complete training prior to performing any job functions. Training is tailored to roles and responsibilities of the job and will include a Responsible Vendor Program. Apotho agents will also receive at least 8 hours of ongoing training annually. For more information, see the Qualifications and Training document.

Mandatory Meetings and Community Service Days
There will be a mandatory reoccurring, company-wide meeting on a monthly basis. All required personnel will be notified of their required attendance. Certain personnel, such as house- keeping staff, may not be required to attend. Each department will have a mandatory weekly meeting scheduled by the department manager. The department managers will provide agendas for all meetings and will report to their executive manager.

Breaks
Daily breaks, including lunch breaks, will comply with the laws of the Commonwealth.

Apotho is an alcohol, smoke and drug-free workplace and all employees, officers, directors and agents are forbidden from consuming alcohol, smoking and consuming drugs on the premises.

Performance Reviews
Performance reviews will be conducted by executive or department managers. Reviews will be conducted at three-month intervals for new employees during the first year and at 6- month intervals thereafter. A written synopsis must be provided to, and signed by, the agent under review. Reviews are retained in each agent's employment file. Performance reviews must consider positive performance factors and areas requiring improvement. Scoring systems may be utilized to help reflect the agent's overall performance.

Confidentiality Plan
Apotho requires that any and all confidential information that each and every employee, independent contractor or agent of Apotho receives from Apotho, whether such information is received during the interview process or during the scope of employment with Apotho, is obligated to retain such information as confidential and refrain from disclosing such information to any third party as outlined hereunder.

Confidential information shall mean, including but not limited to products, specifications, customer lists, customer information, pricing policies, employment records and policies, operational methods, marketing plans and strategies, product development techniques or plans, business acquisition plans, new personnel acquisition plans, technical processes, designs and design projects, inventions and research programs, trade “know-how”, trade secrets, computer processing systems, object and source codes, user manuals, systems documentation, and other business affairs of Apotho and its affiliated companies.

Apotho will maintain all confidential records within private digital folders. Access to any confidential information will be granted only to those individuals within the organization that require it to complete their job duties. See Record Retention Policy for more information. Apotho agents will be prohibited from sharing their individualized access with others. Additionally, Apotho will maintain a strict policy against leaving confidential records unaccompanied on counters or open on computer screens. Apotho agents will be trained to securely store any confidential information when not in use.

Without limitation of the foregoing, each employee, independent contractor, or agent of Apotho shall maintain the confidentiality of Apotho's customer base, operating procedures, security measures, staffing procedures and any other confidential information of Apotho. Each employee, independent contractor, or agent of Apotho shall sign a confidentiality agreement, agreeing to maintain confidentiality in accordance with the terms and obligations described hereunder.

Each employee, independent contractor, or agent of Apotho shall agree to maintain all confidential information and shall not use, sell, market or disclose any confidential information to any third person, firm, corporation or association for any purpose, without the written consent of an executive officer of Apotho. There shall be no copies made of any confidential information of Apotho without the express written consent of an executive officer of Apotho and no confidential information, or any copy, sample or reproduction thereof, shall not be removed from the premises of Apotho without such authorization by an executive officer of Apotho.

Confidentiality of Customer Information

Any disclosure by an employee, agent or independent contractor of personal information or personal identifying information of a customer of Apotho that was obtained by Apotho in relation to its business operations as a marijuana establishment will result in immediate termination and violation of any compensation agreement between Apotho and its employee, agent or independent contractor.

Confidentiality of Advertising and Marketing Sources

Any and all advertising, marketing materials, and sources are the sole property of Apotho. Any use, misuse or unauthorized disclosure of these resources or materials by an employee, agent or independent contractor for any business other than Apotho will result in termination and violation of compensation agreement and may result in legal action by Apotho to seek monetary damages.

Confidentiality of Operations and Properties

Each employee, independent contractor, or agent of Apotho shall maintain the confidentiality of the operations and procedures of Apotho, including but not limited to, compensation programs, policies and procedures of security measures, record maintenance, product information and facility and/or premises information maintenance and procedures. Any unauthorized disclosure of such confidential information will result in immediate termination, violation of compensation agreement and may result in legal action by Apotho.

Security and Proprietary Information

The user interface for information contained on Internet/Intranet/Extranet-related systems should be classified as either confidential or not confidential. Examples of confidential information include but are not limited to personal identifying and credit card information of customers, company private, corporate strategies, trade secrets, product specifications, customer lists, and research data. Employees should take all necessary steps to prevent unauthorized access to this information. Keep passwords secure and do not share accounts. Authorized users are responsible for the security of their passwords and accounts. System and user level passwords should be changed every 90 days. All PCs, laptops, tablets and workstations should be secured with a password-protected screensaver with the automatic activation feature set at 15 minutes or less. Employees should secure their workstations by logging off or locking when the host will be unattended. Use encryption of information in compliance with Information Technologies' Security Policies. Because information contained on portable computers or tablets is especially vulnerable, special care should be exercised. Protect laptops and tablets in accordance with the corporate security standards,

including personal firewalls. Postings by employees from an Apotho email address to third parties should contain a disclaimer stating that the opinions expressed are strictly their own and not necessarily those of Apotho unless posting is in the course of business duties. All hosts used by the employee that are connected to the Apotho Internet/Intranet/Extranet, whether owned by the employee or Apotho, shall be continually executing approved virus-scanning software with a current virus database.

Prohibited Activities

- Violations of the rights of any person or company protected by copyright, trade secret, patent or other intellectual property, or similar laws or regulations, including, but not limited to, the installation or distribution of "pirated" or other software products that are not appropriately licensed for use by Apotho.

- Unauthorized copying of copyrighted material including, but not limited to, digitization and distribution of photographs from magazines, books or other copyrighted sources, copyrighted music, and the installation of any copyrighted software for which Apotho or the end user does not have an active license is strictly prohibited. The use of any recording device such as, but not limited to, digital cameras, video cameras, and cell phone cameras, within the premises of all Apotho properties is prohibited.

- Exporting software, technical information, encryption software or technology, in violation of international or regional export control laws, is illegal. The appropriate management should be consulted prior to export of any material that is in question.

- Introduction of malicious programs into the network or server (e.g., viruses, worms, Trojan horses, e-mail bombs, etc.). Revealing your account password to others or allowing use of your account by others. This includes family and other household members when work is being done at home.

- Using an Apotho computing equipment to actively engage in procuring or transmitting material that is in violation of sexual harassment or hostile workplace laws in the user's local jurisdiction.

- Making fraudulent offers of products, items, or services originating from any Apotho account. Making statements about warranty, expressly or implied, unless it is a part of normal job duties. Effecting security breaches or disruptions of network communication. Security breaches include, but are not limited to, accessing data of which the employee is not an intended recipient or logging into a server or account that the employee is not expressly authorized to access, unless these duties are within the scope of regular duties. For purposes of this section, "disruption" includes, but is not limited to, network sniffing, pinged floods, packet spoofing, denial of service, and forged routing information for malicious purposes. Port scanning or security scanning is expressly prohibited unless prior notification to IT is made.

- Executing any form of network monitoring which will intercept data not intended for the employee's host, unless this activity is a part of the employee's normal job/duty. Circumventing user authentication or security of any host, network or account. Interfering with or denying service to any user other than the employee's host (for example, denial of service attack). Using any program/script/command, or sending messages of any kind, with the intent to interfere with, or disable, a user's terminal session, via any means, locally or via the Internet/Intranet/Extranet. Providing information about, or lists of, Apotho employees to third parties outside Apotho.

- **Email and Communications Activities.** Sending unsolicited email messages, including the sending of "junk mail" or other advertising material to individuals who did not specifically request such material (email spam). Any form of harassment via email, telephone or paging, whether through language, frequency, or size of messages. Unauthorized use, or forging, of email header information. Solicitation of email for any other email address, other than that of the poster's account, with the intent to harass or to collect replies. Creating or forwarding "chain letters", "Ponzi" or other "pyramid" schemes of any type. Use of unsolicited email originating from within Apotho's networks of other Internet/Intranet/Extranet service providers on behalf of, or to advertise, any service hosted by Apotho or connected via Apotho's network. Unauthorized posting the same or similar non-business-related messages to large numbers of Usenet newsgroups (newsgroup spam).

- **Social Networks**. Employees are not to publish, post or release any information that is considered confidential or not public. If there are questions about what is considered confidential, employees should check with the Human Resources Department and/or supervisor.

Social Network Policy

This policy provides guidance for employee use of social media, which should be broadly understood for purposes of this policy to include blogs, wikis, microblogs, message boards, chat rooms, electronic newsletters, online forums, social networking sites, and other sites and services that permit users to share information with others in a contemporaneous manner. In participating in social networks all employees shall adhere to the marketing and advertising guidelines required for marijuana establishments under 935 CMR 500.105(4).

The following principles apply to professional use of social media on behalf of Apotho as well as personal use of social media when referencing Apotho.

- Employees need to know and adhere to the Apotho code of conduct, Personnel Policy, and other company policies when using social media in reference to Apotho.

- Employees should be aware of the affect their actions may have on their images, as well as Apotho's image. The information that employees post or publish may be public information for a long time.

- Employees should be aware that Apotho may observe content and information made available by employees through social media. Employees should use their best judgment in posting material that is neither inappropriate nor harmful to Apotho its employees, or customers and not in violation of the rules and regulations promulgated by the Cannabis Control Commission.

- Although not an exclusive list, some specific examples of prohibited social media conduct include posting commentary, content, or images that are (1) appealing to persons younger than 21 years old, (2) colloquial references to Cannabis and Marijuana in Apotho's business name and logo, (3) defamatory, (4) pornographic, (3) proprietary, (4) harassing, (5) libelous, or (6) that can create a hostile work environment.

- Employees are not to publish, post or release any information that is considered confidential or not public. If there are questions about what is considered confidential, employees should check with the Human Resources Department and/or supervisor.

- Social media networks, blogs and other types of online content sometimes generate press and media attention or legal questions. Employees should refer these inquiries to an authorized Apotho spokespersons.

- If employees encounter a situation while using social media that threatens to become antagonistic, employees should disengage from the dialogue in a polite manner and seek the advice of a supervisor.

- Employees must get appropriate permission before they refer to or post images of current or former employees, members, vendors or suppliers. Additionally, employees must get appropriate permission to use a third party's copyrights, copyrighted material, trademarks, service marks or other intellectual property.

- Social media use shouldn't interfere with employee's responsibilities at Apotho. Apotho's computer systems, laptops and/or tablets are to be used for business purposes only. When using Apotho's computer systems laptops and/or tablets, use of social media for business purposes is allowed (ex: Facebook, Twitter, Apotho blogs and LinkedIn), but personal use of social media networks or personal blogging of online content is not authorized and will result in disciplinary action.

- If employees publish content after-hours that involves work or subjects associated with Apotho, a disclaimer should be used, such as this: "The postings on this site are my own and may not represent Apotho's positions, strategies or opinions."

- It is highly recommended that employees keep Apotho related social media accounts separate from personal accounts, whenever practical.

Any employee found to have violated this policy may be subject to disciplinary action, up to and including termination of employment.

Structural Failure or Power Loss

If the Apotho cultivation or retail facility experiences a structural failure or power loss, an authorized Apotho manager will decide if evacuation is necessary. If evacuation is deemed necessary, the designated Apotho manager will verbally transmit the evacuation message or sound the evacuation alarm, depending on the severity of the evacuation. Scenarios exist where only a section of the facility may lose power. To ensure the type of power failure, employees are trained to check separate sections to confirm how much of the facility has lost power. If the entire facility has lost power, staff will move to the facility common area and using emergency lighting, maneuver through the facility towards exits. Once everyone is outside, the facility is locked and secured.

Fire Emergencies

The Apotho cultivation and retail facility will be equipped with fire alarm systems that include smoke detectors and pull-down alarms that notify the local fire department when triggered. The emergency response system is also equipped with sirens and flashing strobe lights that activate in times of emergencies. At the signal of a fire emergency, employees are to evacuate immediately. Employees are trained for fires and are educated on some of the dangers when fleeing a fire, for example the varied toxicity of smoke and the importance of avoiding it. When fires are noticed by employees and not severe,

employees are to immediately notify management. For more serious fires, the fire alarm is triggered before notification of management. Employees are trained to use fire extinguishers and are made familiar of their locations during training.

Chemical Emergencies

Apotho staff is trained to be aware of, help identify chemical emergencies. If employees notice individuals becoming ill for unexplained reasons, they are instructed to steer clear of the affected area. If the emergency is determined to be originating from inside the facility, management will evacuate the building. Once outside, all will move away from the facility, uphill and upwind from the affected area if possible. If management identifies the emergency to be coming from outside, staff will be led to a room that can be sealed. In both scenarios, authorities are contacted immediately.

Bomb or Terrorist Threat (Call)

In the event of a bomb threat, Apotho trains employees to handle them in an inconspicuous manner until the threat can be identified to be serious. When a call comes into the facility that identifies itself as a bomb threat, Apotho employees are instructed to keep the caller on the line for as long as possible. If the caller doesn't give specific details to a bomb, employees are to inquire. Apotho trains employees to pay attention to the phone call, specifically for anything that could help in identifying the caller (male or female, other sounds giving locational clues). Immediately after the caller hangs up, the employee receiving the call must report the information to law enforcement authorities. Management will be notified after.

Hazardous Spill

Spills and leaks are immediately reported to the manager who determines an appropriate response. Any staff member designated to clean up a spill must wear appropriate personal protective equipment. For spills or leaks deemed to be particularly hazardous and require expertise, a professional waste cleanup contractor will be hired. Spills and leaks are all cleaned up to meet all standards set by the Commission and all applicable environmental laws.

Qualifications and Training

Training

Apotho will hire all employees, at first, on a probationary basis. During this probationary period, candidates will complete a comprehensive training program and will be evaluated for suitability in a restricted-access environment. Training will be customized based on the role of the employee and will include, at minimum, a Responsible Vendor Program. Prior to performing any job functions employees will learn the responsibilities of their position and how the position operates on a daily basis. A component of this part of training is done in a shadowing context. New hires will spend time following around their supervisor and current agents working the same role. New hires will be able to physically experience a regular day in this position and will be able to ask questions. Apotho ensures that all hired staff will complete training prior to performing job functions by having the Human Resources Manager sign off on their records. Training will be held on-site and will cover the following:

1. Health and Sanitation;
2. Legal Compliance;
3. Safety and Security;
4. Inventory Monitoring and Reporting/Recordkeeping;
5. Marijuana Product Education; and
6. Job Specific Roles.

Annual Training

Pursuant 935 CMR 500.105(2)(a), Apotho maintains that all of its agents receive at least eight hours of on-going training annually. This training could cover a variety of topics ranging from updated laws and regulations to cannabis education. The General Manager is ultimately responsible for the topics covered in annual, on-going training and is assisted by the Human Resources Manager who is ultimately responsible for ensuring all Apotho agents complete annual training. Apotho will utilize both internal and external experts and professionals in fostering on-going training. On-going training will be recorded and stored along with an individual's personnel records.

Responsible Vendor Training

By December 1, 2020, all current owners, managers, and employees with Apotho will have attended and successfully completed a Responsible Vendor Program. Once all agents have successfully attended and completed the program, Apotho will be designated as "responsible vendor", a status Apotho will maintain so long as operations continue. All new employees of Apotho will

also participate in a Responsible Vendor Training program within their first 90 days of service to maintain Apotho's status as a responsible vendor. Once an agent has completed a responsible vendor training program, they must complete the program annually to ensure Apotho maintains status as a responsible vendor. Apotho will maintain records of responsible vendor training compliance for at least 4 years. Administrative employees who do not handle or sell marijuana may take the Responsible Vendor Program voluntarily.

Health and Sanitation

Apotho will provide thorough training to all facility employees to mitigate potential sanitation or safety risks. An emphasis will be placed on the regular cleaning and sanitation of all areas where products and customers may be present.

Health and sanitation training will focus primarily on contamination prevention and employees will learn best practices for preventing contamination of marijuana products from biological contaminants (e.g. parasites, mold, bacteria), physical contaminants (e.g. dirt, dust, glass) and chemical contaminants (e.g. cleaning compounds, sanitizing agents, solvents). Training will focus on:

1. Inventory inspections – Procedure for inspecting marijuana products for signs of damage (e.g. water damage), pests and expiration dates.
2. Cleaning and sanitizing – Procedures for:
    a) regular cleaning of equipment, utensils and surfaces to protect against contamination; and
    b) cleaning and sanitization of display cabinets, countertops and other service areas at the beginning and end of each shift, and throughout the day as needed.
3. Handling of marijuana products – Protocol for proper sanitation and personal hygiene prior to handling any marijuana product.

Health and sanitation training will also include the protocol for handling, storing and disposing of marijuana waste. Additional details related to health and sanitation may be found in the Quality Control and Testing document.

Legal Compliance

Legal compliance training will educate employees on Applicable Law and include the following:

1. Inventory tracking compliance;
2. Required labeling and packaging of marijuana products;
3. Daily purchasing limits;
4. Recordkeeping and confidentiality;
5. Prevention of illegal diversion of marijuana; and
6. Disposal of marijuana waste.

Employees will complete initial legal compliance training at new employee orientation and will receive additional training from time-to-time as necessary to track any relevant changes to Applicable Law.

Security

Each successful employee applicant shall undergo basic safety and security training before beginning work. As a part of the employee orientation process, all employees will be provided with a copy of the final security plan, as well as security and safety training. Security and safety training shall consist of examination and discussion of the security plan, premises orientation, emergency training, and situational training.

Initial employee safety and security training shall include:

1. Building orientation and access authority which shall include:
    a) The proper use of employee's access badge for entry into the premises and main building entrance;
    b) The proper use of employee's access badge for entry into employee's authorized access areas;
    c) Facility standard business hours and protocol for entry and exit outside standard business hours;
    d) The proper use of employee's agent card;
    e) Employee's authorized entry and exit points;
    f) Employee's locker; and
    g) Restroom and sink facilities.

2. Measures and controls for the prevention of diversion, theft or loss of marijuana which shall include:
    a) Necessity of keeping all limited access areas always locked and secured;
    b) Prohibited activities such as entrance into unauthorized access areas;
    c) Awareness of video monitoring; and
    d) Requirement to report any unusual activity, security concern, or loitering.

3. Procedures and instructions for responding to an emergency that will include:
    a) Accident prevention training;
    b) How to respond to an emergency;
    c) Emergency service provider location;
    d) Emergency service contact information;
    e) Emergency first aid kit locations; and
    f) Emergency exits and panic button locations.

Inventory Monitoring and Reporting

Inventory Monitoring and Reporting/Recordkeeping training will focus on making all employees proficient in Apotho's inventory tracking and point of sale systems and protocols for recordkeeping. Apotho will utilize the point of sale ("POS") system training program and resources to provide hands-on, situational training to employees on the protocols and procedures required by the Commission.

Product Education

The Company will provide comprehensive training of employees regarding various aspects of marijuana use. Such training will aim to provide all employees with a thorough understanding of the following:

1. The various marijuana strains, and the benefits and drawbacks of each;
2. The various marijuana products and consumption methods, and the benefits and drawbacks of each;
3. The various cannabinoids (including THC and CBD) found in marijuana products and the benefits and drawbacks of each; and
4. Dosage information, cannabinoid content and serving size for different marijuana products.

Warnings for different marijuana products. Marijuana product education training sessions will be held periodically to keep employees informed on new marijuana products and information on marijuana strains.

Record-Keeping Procedures

Apotho maintains various records associated with business activities. Records maintained by Apotho will be made available to the Commission, upon request. Apotho shall maintain all its records in accordance with generally accepted accounting principles (GAAP) and 935 CMR 500.105(9). All physical records are saved and digitalized. Digital copies are backed up to avoid a total loss. Following the potential closure of the prospective Apotho cultivation facility, all records will be kept for at least 2 years at the expense of Apotho in a form and location acceptable to the Commission. Types of records include all records required in any section of 935 CMR 500.000 in addition to the records outlined in 935 CMR 500.105(9):

1. **Financial Records:** Maintained in accordance with generally accepted accounting principles ("GAAP") and kept electronically. Financial business records will include, but not be limited to assets and liabilities, monetary transactions, books of accounts, sales records, salaries and wages, and additional records outlined in 935 CMR 500.105 (9)(e). For additional details, including policies and procedures related to financial records, see the Maintenance of Financial Records document.

2. **Personnel Records:** Maintained electronically and for at least twelve (12) months after an employee is terminated. Personnel records will contain all the information outlined in 935 CMR 500.105(9)(d). Apotho will also maintain records of responsible vendor training program compliance for four (4) years and make them available to inspection by the Commission or any other applicable licensing authority upon request during normal business hours. After an employee is hired by Apotho, a personnel file will be created containing information such as their resume, application, copy of the government-issued license, emergency contacts, and other details as specified by the Commission. Employee records get updated by administrative employees as necessary with information like the completion of required training and disciplinary measures. At a minimum, Apotho will maintain personnel records 935 CMR 500.105(9) including:

    - Job descriptions for each agent,
    - A personnel record for each agent,
    - A staffing plan that will demonstrate accessible business hours and safe cultivation conditions
    - Personnel policies and procedures
    - All background check reports obtained in accordance with 935 CMR 500.030.

3. **Business Records:** Apotho will maintain business records in accordance with 935 CMR 500.105(9) such as:

    - Assets and liabilities
    - Monetary transactions
    - Books of accounts
    - Sales records
    - Salary and wages paid to each employee

4. **Training:** Kept electronically, Apotho will maintain records of responsible vendor training program compliance for four years. Training records will include but not be limited to the scope of training, and the printed names, signatures and titles of agents participating and instructing. Apotho agents will complete other trainings that may not be outlined by the Commission in 935 CMR 500. These other trainings Apotho may complete will be recorded but will not be held for four years like the responsible vendor training s. Training records will be held along with an employee's personnel records.

5. **Contracts:** Maintained electronically and in hard-copy format. Contracts are retained indefinitely or until deemed unnecessary. From inception, Apotho will create a file, physical or virtual, that will contain all contracts Apotho has with other companies. Contracts get added once signed and will remain in the database indefinitely.

6. **Written Operating Procedures:** As required by 935 CMR 500.105(8)(e) and maintained electronically. The Company expects these documents to evolve with the business; therefore, they are retained and updated into perpetuity. Written Operating Procedures are housed in a database that employees have limited access to, determined by position and department.

7. **Inventory Records:** Maintained electronically via the state-appointed cannabis tracking system. Detailed inventory records are maintained as required by 935 CMR 500.105(8)(e). Every inventory record will include, at minimum, the date of inventory, a summary of inventory findings, and the names, signatures, and titles of those who conducted the inventory. Summarized inventory detail is maintained in accordance with financial record standards. If inventory records were taken by the use of an oral recording device, they are promptly transcribed. For additional inventory policies and procedures, see the Inventory Procedures document.

8. **Security Records:** Apotho will maintain and keep all 24-hour recordings from all video cameras for at least 90 calendar days that will be made immediately available to the Commission upon request. Other security-related records Apotho maintains are security maintenance check reports, visitor logs, and daily security walk-through reports Recordings will not be destroyed or altered and will be retained for as long as necessary if Apotho is aware of a pending criminal, civil or administrative investigation or legal proceeding for which the recording may contain relevant information. All recordings will be maintained in a secure location to prevent theft, loss, destruction, and alterations. For more information on the security system, security cameras, and other details specific to security, see the Security Plan document.

9. **Transportation Records:** Maintained electronically or in hard-copy format, transportation records are any and all records not defined elsewhere in this document that includes, but not limited to manifest records, vehicle registration and inspection documentation, and drivers' licenses. For extra policies and procedures related to transportation, please refer to the Transportation of Marijuana document.

10. **Waste Disposal Records:** Maintained either in hard-copy format or electronically as required under 935 CMR 500.105(12), waste disposal records will include, at minimum, the date, type, and quantity disposed or handled, the manner of the disposal or other handling, the location and the printed names of the Apotho agents present with their signatures. Logs associated with waste are readily available per request from the Commission or law enforcement. Archived waste disposal data is maintained for 3 years. Waste disposal procedures can be found in the Quality Control and Testing document.

11. **Maintenance Records:** Maintained in electronic and hard-copy format. Work orders associated with building or equipment maintenance are retained for 3 years.

12. **Visitor Logs:** Maintained in electronic and hard-copy format. Visitor logs are done by day and will include, at minimum, the visitor's name, date and time of visit, and reason of visit. Visitor logs are retained for at least 3 years after the day of the visit.

13. **Seed-to-Sale Tracking Records:** Tracking records for all marijuana products as required by 935 CMR 500.105(8)(e).

14. **Incident Reporting:** Apotho will notify the appropriate law enforcement authorities and the Commission of any breach of security immediately and no later than 24 hours following discovery of the breach. Notification shall occur, but not be limited to, the occasions listed in 935 CMR 500.110(7)(a).

Related Policies and Procedures:

Confidentiality

Apotho will maintain a high level of confidentiality in all aspects of business operations, only allowing access to those who are authorized. This policy is maintained throughout the entire company and not only applicable to records and recordkeeping. All records will be kept confidential through an electronic safeguard system, including a network firewall. All equipment will be monitored for accuracy and efficiency monthly. Credentials will be verified by the Human Resources Director. Network health reports will be communicated monthly to a designated executive for review.

Visitor Record Keeping

Any individual seeking access to the Apotho Marijuana Retailer must have a reasonable need for access. Before being admitted into the facility, the visitors must receive a visitor identification badge. Visitors receive a badge after being positively identified by security as being at least 21 years old. Security personnel will check visitors from their station at the security desk immediately behind the main entrance to the facility, noting the visitor's name, arrival time, and purpose of visit in the Visitor Log. Visitors must also leave behind their proof of identification with security for the entirety of their stay. Identification will be returned to the visitor at the end of their visit. Visitors are

required to have their visitor badge visibly displayed at all times throughout their visit. Upon the departure of the visitor, the Visitor Log will be updated with the time they left and any relevant notes. Additional details on visitor/non-consumer access can be found within the Security Plan document.

Inventory Counts

Apotho's will have a designated employee who monitors inventory and assumes the most responsibility regarding inventory records. One of these responsibilities is to conduct a monthly audit of the facility's inventory and a daily inventory count is conducted at the end of each business day. All inventory counts include, at minimum, the date, a summary of inventory findings, and the names, signatures, and titles of the individuals who conducted the count. If there are any discrepancies, the Dispensary Manager is notified, and a discrepancy count is carried out. If, after the discrepancy count, the cause discrepancy isn't identified or is identified to be from diversion, Apotho staff will take the appropriate steps and will notify the Commission and appropriate law enforcement authorities.

SOP Housing

Written standard operating procedures (SOPs), training modules, and other related documents such as the human resources manual, live in a centralized, electronic database, available to all Company employees. These materials are reviewed at least annually by the General Manager and Human Resources Manager. Through the database, employees can review operating procedures and improve their skills. The database is secure and allows for the confidentiality of in- house policies and procedures.

Recording Diversion, Theft, and Loss

Upon a breach of security as outlined by 935 CMR 500.110(7)(a) the Commission and law enforcement authorities will be notified immediately. Apotho staff will fill out an incident report for a breach of security along with any other events deemed appropriate by management. Agents who witnessed, discovered, encountered, or were otherwise involved in the incident, will be required to fill out an incident report. For every incident, the Security Manager also fills out the Security Manager incident report and both are filed and stored in a secure manner.

Restricting Access to Individuals 21 and Older

Overview

Apotho's General Manager ("GM") is the designated representative responsible for oversight of all individuals who enter the establishment and that they meet the required age of 21 and older. The GM is responsible for overseeing, delegating, and ensuring compliance with this policy for all aspects of the restriction of access to age 21 and older in compliance with 935 CMR 500.000. The GM along with the department supervisors will also develop and train each designated Apotho agent in all SOPs relating to the prevention of sales to minors and will retain all records documenting the attendance of such Apotho employees at each training, in accordance with 935 CMR 500.000.

Acceptable Forms of Identification

- Massachusetts Driver's License
- Massachusetts Liquor Identification Card
- Massachusetts Identification Card
- Valid, out of state, state-issued Identification Card
- Valid passport – issued by the United States or a government that is officially recognized by the United States
- Native American ID - all federally recognized tribal cards
- U.S. military ID
- Medical Marijuana Card (Patient Registration Card) with a valid state-issued ID

Paper or Temporary IDs are not permitted.

Check In

Upon entry of Apotho, an agent will immediately inspect the individual's proof of identification and determine the individual's age, in accordance with 935 CMR 500.140(2). At least one security agent is always present at the check-in desk. There is a man trap immediately following the main entrance where individuals check-in. The security room is located adjacent to the man trap and has a window to allow for communication. From this security room, agents can monitor cameras as well as confirm government IDs ensuring all are 21 years or older. Individuals who cannot provide a valid, government-issued photo ID will be denied access past the security check-in desk and asked to leave the premises.

Access to Agents

All employees and registered agents must be 21 years of age or older in compliance with 935 CMR 500.029 or 500.030. Apotho agents check-in by providing their government issued ID and Apotho credentials. Once confirmed by security, Apotho agents may proceed through the facility and commence their daily duties.

Access to Visitors

All visitors must be 21 years of age or older in compliance with 935 CMR 500.002. If the individual requesting access is a contractor or visitor with a reasonable need to visit the limited access areas (deliveries, interviews, repairs, etc.), they must forfeit their ID at check in and follow the Apotho procedure for Contractor/Visitor access. For more about this policy, see the Security Plan.

Access to Consumers

All consumers entering a Marijuana Retailer must be 21 years of age or older unless the establishment is co-located with a Medical Marijuana Treatment Center in compliance with 935 CMR

500.050(5). Whereas Registered Marijuana Dispensaries handle and sell medical marijuana and may encounter patients younger than 21 years old, Apotho will only handle and sell adult-use marijuana and requires anyone seeking entrance the facility to be age 21 and older. At the retail facilities, customers must provide their ID to be inspected at check in before being admitted into the sales area. Customers will also be required to provide their ID a second time once inside the sales facility at the time of purchase.

General Accessibility

To further assist in preventing minors access, all emergency exits and access points are secure and locked during both operating and non operating hours with the exception of the main entrance and loading dock which have a heightened level of security. Apotho security specifics, such as the facility's alarm and surveillance systems, can be found within the Security Plan document.

Separating Recreational from Medical Operations

Apotho plans on only offering adult-use or recreational marijuana and marijuana products to its consumers. As such, Apotho doesn't have extensive policies and procedures outlining the separation of medical marijuana from adult-use.

The only scenario where Apotho could encounter medical marijuana would be instances where Apotho purchases marijuana or marijuana products from a separate licensed Marijuana Establishment. In these cases, as part of intake procedures, Apotho agents are trained to ensure any marijuana or marijuana product entering the dispensary are labeled and intended for adult-use only. For intake policies and procedures, see the Plan for Obtaining Marijuana or Marijuana Products document.

Quality Control and Testing

Overview

Apotho endeavors to produce Marijuana products that are unmatched in quality and will do so through strict Testing and Quality Control measurements. Apotho's General Manager ("GM") is the designated representative responsible for oversight of the quality control and testing of marijuana and marijuana products produced at Apotho, as well as the control of those products in the custody of the marijuana establishment. The GM is responsible for overseeing, delegating, and ensuring compliance with this policy for all aspects of the cultivation, production, packaging, inspection, and storage of items containing marijuana or marijuana products, in accordance with 935 CMR 500.000 in efforts of assuring quality control. The GM along with the department supervisors will also develop and train each designated Apotho agent in all SOPs relating to the quality control and testing of marijuana and marijuana products and will retain all records documenting the attendance of such Apotho employees at each training, in accordance with 935 CMR 500.000.

Testing

Apotho will only sell marijuana and marijuana product pursuant to 935 CMR 500.140(9). *No marijuana may be sold or otherwise marketed for adult use that is not capable of being tested by Independent Testing Laboratory.* Apotho will only purchase its marijuana supply from licensed Marijuana Establishments. The burden is on suppliers to properly test and record product before sale. Suppliers must provide documentation of its compliance, or lack thereof, with the testing requirements of 935 CMR 500.140, which Apotho inspects during intake procedures. For full intake procedures, see the Plan for Obtaining Marijuana.

Apotho will only cultivate Marijuana for adult use for sale to Marijuana Establishments. Apotho will only sell its cultivated, processed, and packaged marijuana and marijuana product pursuant to 935 CMR 500.140(9). *No marijuana may be sold or otherwise marketed for adult use that is not capable of being tested by Independent Testing Laboratory.* Apotho will contact an Independent Testing Laboratory to test sample batches of cultivated marijuana it intends to make available for distribution to licensed Marijuana Establishments. Apotho will provide documentation of all testing to the destination establishment prior to transfer of its marijuana or marijuana product. These documents will be provided upon request to the CCC and be kept for a minimum of 3 years. For full transfer procedures, see Plan for Transporting Marijuana.

Quality Control

Apotho endeavors to produce Marijuana products that are unmatched in quality. Apotho will do so by ensuring that only the leaves and flowers of the female marijuana plant are processed accordingly in a safe and sanitary manner as prescribed below:

- Well cured and generally free of seeds and stems;
- Free of dirt, sand, debris, and other foreign matter;
- Free of contamination by mold, rot, other fungus, and bacterial diseases;
- Prepared and handled on food-grade stainless steel tables; and
- Packaged in a secure area. 935 CMR 500.105(3) (required for cultivators, product manufacturers, microbusiness, and craft marijuana cooperatives)

Apotho has developed quality control measurements to help achieve this process, with thorough sanitation and cleaning procedures and compliant quarantine and waste methods. All marijuana or marijuana products cultivated, produced or packaged at Apotho will also undergo a strict quality testing by

an Apotho agent measuring for moisture, density, weight, contamination and overall appearance. This testing will be documented by the agent, and records will be transcribed digitally to Apotho's secured server.

Sanitation and Cleanliness

All Apotho buildings, fixtures, and other physical facilities will be maintained in a sanitary condition. Floors, walls, and ceilings shall be constructed in such a manner that they may be adequately kept clean and in good repair. Designated, applicable areas of the facility, including utensils, equipment used in the handling of marijuana or marijuana products, and infrastructure will be sanitized with Apotho cleaning agents approved by the Commission in accordance with labeled instructions in a scheduled manner, and as frequently as necessary to protect against contamination. All contact surfaces, shall be maintained, cleaned, and sanitized as frequently as necessary to protect against contamination. Litter and waste shall be properly removed so as to minimize the development of odor and the potential for the waste attracting and harboring pests pursuant to 935 CMR 500.105(12) and 935 CMR 500.105(3). Cleaning and sterilization are ongoing efforts by staff to virtually eliminate risk of internal and external contaminants.

At the end of each business day all Apotho facilities will be closed to the public and a thorough cleaning will take place by its agents. Staff will clean and sanitize all public and common areas, ensuring to clear debris, clean spills, mop, sweep and vacuum, sanitize all touchpoints and any other tasks supervisors may deem necessary. Staff will clean and sanitize all production rooms, ensuring to remove waste, thourghly clean surfaces and utensils used, mop, sweep and vacuum, sanitize all equipment and any other tasks supervisors may deem necessary. Additional to daily maintenance, at least monthly, storage and production areas of marijuana are cleaned and sanitized, wiping down walls, racks and thoroughly sanitizing the room.

There will be adequate safety lighting in all storage areas, as well as where equipment or utensils are cleaned pursuant to 935 CMR 500.105(3). There will be adequate lighting in all production and delivery areas. Storage and transportation of finished products shall be under conditions that will protect them against physical, chemical, and microbial contamination. There shall be sufficient space for placement of equipment and storage of materials as is necessary for the maintenance of sanitary operations. All toxic items shall be identified, held, and stored in a manner that protects against contamination of marijuana. Plumbing shall be of adequate size and design and maintained to carry sufficient quantities of water to required locations throughout the establishment. Water supply shall be sufficient for necessary operations.

Hand-washing facilities shall be located in production areas and where good sanitary practices require employees to wash and sanitize their hands. The establishment shall provide its employees with adequate, readily accessible toilet facilities. Any agent working in direct contact with marijuana shall conform to sanitary practices while on duty, including:

- Maintaining adequate personal cleanliness; and
- Washing hands appropriately.
- All agents whose job includes contact with marijuana is subject to the requirements for food handlers specified in 105 CMR 300.000.

Quarantine

Apotho ensures its purchased marijuana and marijuana product is tested and compliant with 935 CMR 500.140 (9), however instances may occur where Apotho is notified of product that since intake, has been labelled as unfit for sale. Additionally pursuant to its authority under M.G.L. c. 94G, § 4(a)(xix) and (a½)(xxxi), a Quarantine Order may be imposed by the Commission to immediately quarantine or otherwise restrict the sale or use of Marijuana or Marijuana Products to protect the public health, safety or welfare.

On receipt of the order, Apotho will immediately comply with the requirements of the order and, if requested by the Commission, post notice at public entrances to the establishment.

Any contaminated inventory associated with a failed compliance test or quarantine order is immediately segregated and labeled as Quarantined. The product is to be tracked in the states Seed-to-Sale SOR Metrc and placed in the designated quarantine space. The establishment shall notify the Commission within 72 hours of any laboratory testing results indicating contamination if contamination cannot be remediated and disposal of the production batch is necessary pursuant to 935 CMR 500.160(2). All quarantined items that can not be remediated will be disposed of, rendering any marijuana unrecognizable and unusable.

Waste

All recyclables and waste, including organic waste containing Marijuana, shall be stored, secured, and managed in accordance with applicable state and local laws. Liquid waste containing Marijuana or by-products of Marijuana Processing shall be disposed of in compliance with all applicable state and federal requirements. All exterior waste receptacles located on the Marijuana Establishment's Premises shall be locked and secured to prevent unauthorized access. Ensuring that all waste containing finished marijuana shall be stored and secured pursuant to 935 CMR 500.110(1) and 500.105(12). Locked wastebins will also be kept inside limited access storage areas for the purposes of storing contaminated marijuana. Upon proper removal of waste an agent will retrieve the key which is secured in a lock box with security.

No fewer than two (2) establishment agents must witness and document how waste is disposed pursuant to 935 CMR 500.110(1) and 500.105(12). Apotho will have designated agents trained to dispose of waste properly. All waste will be disposed of on camera in a secured area. When Marijuana Products or waste is disposed Apotho shall create and maintain an electronic record of the date, the type and quantity disposed, the manner of disposal, the location of disposal, and the names of the two Marijuana Establishment Agents present during the disposal, with their signatures. This log will be maintained physically and kept with all locked storage wastebins. Agents will also be expected to maintain the states seed-to-sale SOR Metrc, ensuring all disposed marijuana is processed and recorded appropriately in Metrc. Apotho shall keep these records for at least three years.

Apotho will respect any waste disposal bans, make every effort to recycle all recyclable materials, and if possible, shall grind up Marijuana containing organic material and mix with other organic material (vegetative material; food material; agricultural material; biodegradable products; biodegradable paper; clean wood; or yard waste) such that the resulting mixture renders any Marijuana unusable for its original purpose. Once such Marijuana has been rendered unusable, the organic material may be composted. Where not applicable to compost organic waste containing marijuana, Solid waste containing Marijuana shall be ground up and mixed with other solid waste at the Marijuana Establishment such that the resulting mixture renders any Marijuana unusable for its original purpose. Once such Marijuana has been rendered unusable, the resulting solid waste may be brought to a solid waste disposal facility.

Safety Plan for Cannabis Product Manufacturing

This safety plan outlines protocols to ensure a safe working environment for employees and compliance with regulations during the cannabis product manufacturing process. The plan covers general safety, equipment use, chemical handling, fire prevention, and emergency response.

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1. General Safety Procedures

- **Training**:
  - All employees must complete training on Standard Operating Procedures (SOPs), safety protocols, and proper equipment usage before starting work.
  - Regular safety refreshers and drills must be conducted.
- **Personal Protective Equipment (PPE)**:
  - Employees must wear the required PPE, including gloves, goggles, lab coats, and respirators (if applicable).
  - Ensure PPE is regularly inspected and replaced as needed.
- **Workplace Hygiene**:
  - Prohibit food, beverages, and smoking in manufacturing areas.
  - Employees must wash hands before and after handling materials.
- **Incident Reporting**:
  - Any accidents, spills, or equipment malfunctions must be reported immediately to the safety officer or supervisor.

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2. Facility and Equipment Safety

- **Ventilation**:
  - Maintain proper ventilation, especially in areas where solvents or volatile compounds are used.
- **Equipment Maintenance**:

    - Inspect and maintain all equipment according to the manufacturer's recommendations monthly.
    - Calibrate machinery regularly and document all maintenance activities monthly.
- **Safe Layout**:
    - Ensure clear walkways and organized workstations to minimize tripping hazards and improve workflow.
    - Clearly label emergency exits and keep them unobstructed.

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3. Chemical Handling

- **Material Safety Data Sheets (MSDS)**:
    - Keep MSDS for all chemicals onsite and accessible.
    - Train employees to read and understand SDS.
- **Storage**:
    - Store chemicals in designated, properly labeled containers.
    - Separate incompatible chemicals (e.g., acids and bases).
- **Handling**:
    - Use appropriate PPE when handling chemicals.
    - Follow correct procedures for measuring, transferring, and disposing of chemicals.
- **Spill Response**:
    - Maintain spill kits in designated areas.
    - Train employees in spill containment and cleanup procedures.

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4. Fire and Explosion Prevention

- **Hazardous Materials**:
    - Use only approved containers for flammable solvents.

    - Limit quantities of flammable materials in the manufacturing area.
- **Electrical Safety**:
    - Use explosion-proof electrical equipment in areas with flammable vapors.
    - Conduct regular inspections of electrical systems.
- **Fire Suppression**:
    - Maintain fire extinguishers, sprinklers, and alarms according to local regulations.
    - Ensure fire extinguishers are inspected monthly and employees are trained to use them.
- **Eliminate Ignition Sources**:
    - Prohibit open flames, sparks, and static discharge in areas with volatile substances.

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5. Emergency Response

- **Emergency Contacts**:
    - Post emergency contact numbers, including fire department, medical services, and local authorities, in visible locations.
- **Evacuation Plan**:
    - Develop and practice an evacuation plan.
    - Designate assembly points and ensure all employees know their roles during an evacuation.
- **First Aid**:
    - Maintain fully stocked first aid kits onsite.
    - Train employees in basic first aid and CPR.
- **Chemical Exposure**:
    - Provide eyewash stations and safety showers in areas where chemicals are used.
    - Develop a procedure for managing chemical exposure incidents.

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6. Compliance and Documentation

- **Regulatory Compliance**:
  - Stay updated on federal, state, and local cannabis manufacturing regulations.
  - Obtain all necessary licenses and permits.
- **Recordkeeping**:
  - Maintain records of safety training, equipment maintenance, inspections, and incident reports.
  - Document all manufacturing processes and procedures.
- **Audits**:
  - Conduct regular internal safety audits.
  - Address any identified deficiencies promptly.

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7. Additional Safety Measures for Specific Manufacturing Methods

Ethanol-Based Cannabis Distillation

- Perform all distillation in a well-ventilated area or under a fume hood to prevent ethanol vapor buildup.
- Store ethanol in flammable materials storage cabinets and use explosion-proof containers for transfer.
- Ensure all distillation equipment is sealed to prevent leaks and use explosion-proof pumps and motors.
- Maintain Class B fire extinguishers nearby and clean up spills with appropriate absorbent materials.

Rosin Extraction

- Inspect the rosin press for damage before use and operate it on a heat-resistant surface.

- Wear heat-resistant gloves and ensure temperature-controlled operation to avoid overheating.
- Keep flammable materials away from the workspace and handle cannabis materials with care.

Bubble Hash Extraction

- Use waterproof and properly grounded electrical equipment.
- Clean equipment and tools regularly to prevent contamination.
- Ensure non-slip mats are in place, and train employees to handle ice and water safely.

Edible Cannabis Production

- Store cannabis oils or distillates securely and ensure all ingredients meet food-grade standards.
- Use calibrated scales for accurate dosing and keep edible production areas separate from other operations.
- Follow HACCP protocols, maintain proper sanitation, and label all products with THC content and serving size.

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8. Continuous Improvement

- Regularly review and update the safety plan to incorporate new technologies, processes, or regulatory changes.
- Encourage employee feedback to identify potential hazards and improve safety practices.

Diversity Plan

This Diversity Plan will outline the Goals, Programs, and Measurements defined by the Cannabis Control Commission ("CCC" or "Commission") of the initiative(s) Apotho plans to engage, in order to promote equity within the company in favor of minorities, women, veterans, people with disabilities, LGBTQIA+.
In promoting its products, Apotho will strictly 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 Marijuana Establishments set forth by the Commission. Apotho will ensure that any actions taken, or programs instituted, by Apotho will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.

Goals:

Goal 1: Increasing the number of individuals, from the above stated demographics, working in the establishment and providing tools to ensure their success, by hiring at least 10% minorities, 20% women, 3% veterans, 2% people with disabilities, and 2% people of the LGBTQIA+ community, for a total of at least 37% of Apotho's new hires. Distributing quarterly internal workplace newsletters that encourage current employees to recommend individuals falling into the above-listed demographics for employment.

Goal 2: To promote equity in the company to the demographics stated above. All Apotho Employees will be invited to a semi-annual internal training workshop hosted by Apotho that focus on topics such as public speaking, professional development, resume writing, management, and leadership so that employees will gain equal opportunities to learn valuable tools, skills and knowledge necessary to progress and be promoted to higher level positions in the cannabis industry. This will develop skills that employees in the stated demographics may need improvement in. This will allow a more equal opportunity to rise within the company or qualify for higher positions in the future in the industry.

Programs

Program One: Increasing the number of individuals, from the above stated demographics, working in the establishment and providing tools to ensure their success. This program is for Goal 1.

Apotho will promote a diverse workforce by ensuring that at least 37% of annual hires fall into the above listed demographics. To promote the employment of diverse individuals at Apotho, recruiters will post job openings on directed outlets and will also promote job openings at local organizations specifically New Bedford's local newspaper, *South Coast Today,* and Fall River's local newspaper, *The Herald News,* which in turn will be dedicated to promoting the wellbeing of the demographics listed, as needed.

Program Two: Distributing internal workplace newsletters that encourage current employees to recommend individuals falling into the above-listed demographics for employment. This program is for Goal 1.

As part of efforts to increase the number of individuals falling into the above-listed demographics working in the establishment, Apotho will distribute internal workplace newsletters, at least once a quarter, to current employees encouraging them to recommend diverse individuals for employment.

Program Three: Holding internal professional development training courses, available to all employees of Apotho Therapeutics. This program is for Goal 2.

To promote equity among employees, management will organize semi-annual internal training workshops that focus on topics such as public speaking, professional development, resume writing, management, and leadership. All Apotho employees will be permitted to attend these training sessions. These semi-annual workshops will allow for 30 or more attendees and aims to benefit the demographics listed by teaching valuable business skills geared towards success in the cannabis industry.

Professional development courses will focus on leadership and management, technical skills (data analysis, project management, etc.), Diversity, Equity, and Inclusion (DEI), Public Speaking skills, and career development. Professional development courses will be held on a semi-annual basis and will be available to all employees of Apotho Therapeutics Dartmouth Manufacturing, Inc.

Measurements

Apotho has outlined methods in which the goals and programs will be tracked and measured for success. Measuring the success of programs is critical in being able to accurately report to the Commission when applying to renew the license. As a matter of policy, Apotho will demonstrate the progress and/or success of its Diversity Plan to the Commission at least annually upon the renewal of its licensure. One month before the submission to renew an Apotho license, designated Apotho agents, including members of management, will meet to review the Diversity Plan. In the internal review, Apotho will evaluate the plan and measurements, analyzing successes and failures, and addressing potential adjustments. The General Manager is responsible for guiding and ensuring the success of this plan and will update Human Resources on progress monthly.

Program One Metrics: To track Apotho's goal of hiring 37% of its workforce from individuals in the above-listed groups, Human Resources will keep a record of relevant information, so employee composition can be easily tracked. Human Resources will also keep a record of specific local outreach efforts for employment, including job postings and job fair participation. Apotho will also track the number and subject matter of internal trainings offered and performed, and to whom. Human Resources will report the progress of these metrics to the CEO monthly. This program is for Goal 1.

Program Two Metrics: The internal workplace newsletter will be circulated by Human Resources, and Human Resources will keep an electronic copy of each newsletter as record and will also keep records of the number of new employees hired through this program. Human Resources will report the progress of these metrics to the CEO on a quarterly basis. This program is for Goal 1.

Program Three Metrics: The Human Resources department will be responsible for circulating communications regarding the professional development training to ensure all employees of Dartmouth are aware of the training that is available to them. The responsibility of recording and tracking employee attendance, employee participation, employee satisfaction surveys and conducting the professional development training will fall to the Human Resources department. Additionally, employees, especially in the demographics stated above are struggling in these sessions based on the employee satisfaction surveys. Additional resources will be provided to them and followed up on at the next semi-annual workshop. This program is for Goal 2.