



Massachusetts Cannabis Control Commission

Marijuana Delivery Operator

General Information:

License Number: MD1260
Original Issued Date: 06/09/2022
Issued Date: 06/09/2022
Expiration Date: 06/09/2023

MARIJUANA DELIVERY OPERATOR PRE-CERTIFICATION NUMBER

Marijuana Delivery Operator Pre-Certification
Number:

ABOUT THE MARIJUANA DELIVERY OPERATOR LICENSEE

Business Legal Name: Zip Run, Inc.

Phone Number: 617-960-6393
Email Address: gabe@ziprun.com

Business Address 1: 160 Orlando street
Business City: Mattapan
Business State: MA
Business Zip Code: 02126
Business Address 2:
Mailing Address 1: 160 Orlando street
Mailing City: Mattapan
Mailing State: MA
Mailing Zip Code: 02126
Mailing Address 2:

CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

No documents uploaded

Certified Disadvantaged Business Enterprises (DBEs): Not a
DBE

SOCIAL EQUITY OR ECONOMIC EMPOWERMENT LICENSE

Social Equity or Economic Empowerment License Number: SE303983

ADDITIONAL SOCIAL EQUITY OR ECONOMIC EMPOWERMENT LICENSE NUMBERS

No records found

PERSONS HAVING DIRECT OR INDIRECT CONTROL

Person with Direct or Indirect Authority 1

Percentage Of Ownership: 53.68
Role: Director
First Name: Gabriel
Gender: Male
Percentage Of Control: 75
Other Role:
Middle Name:
Last Name: Vieira
Suffix:
User Defined Gender:

What is this person's race or ethnicity?: Black or African American (of African Descent, African American, Nigerian, Jamaican, Ethiopian, Haitian,

Somali)

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 2

Percentage Of Ownership: 6.35

Percentage Of
Control:

Role: Director

Other Role:

First Name: Elis

Middle Name:

Last Name:

Suffix:

Omoroghomwan

Gender: Male

User Defined Gender:

What is this person's race or ethnicity?: Black or African American (of African Descent, African American, Nigerian, Jamaican, Ethiopian, Haitian, Somali)

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 3

Percentage Of Ownership: 7.61

Percentage Of Control:

Role: Director

Other Role:

First Name: Christian

Middle Name:

Last Name: Nicholson

Suffix:

Gender: Male

User Defined Gender:

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

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 4

Percentage Of Ownership: 4.47

Percentage Of Control:

Role: Director

Other Role:

First Name: Ross

Middle Name:

Last Name: Bevevino

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 HAVING DIRECT OR INDIRECT CONTROL

Entity with Direct or Indirect Authority 1

Percentage of Control: 25

Percentage of Ownership:
8.95

Entity Legal Name: MC Zip Run Investors, LP

Entity DBA:

DBA
City:

Entity Description: MC Zip Run Investors, LP is a Delaware limited partnership formed for the purposes of investing in licensed cannabis establishments.

Entity Website: <https://mollitiamcapital.com/>

Foreign Subsidiary Narrative:

Relationship Description: MC Zip Run Investors, LP holds one (1) board seat and 8.95% equity in Zip Run, Inc. on a fully diluted basis.

Entity with Direct or Indirect Authority 2

Percentage of Control:

Percentage of Ownership: 7.4

Entity Legal Name: Satori Investment Partners LLC

Entity DBA:

DBA
City:

Entity Description: Satori Investment Partners Zip, LLC is a Delaware limited liability company formed for the purposes of investing in licensed cannabis establishments.

Entity Website:

Foreign Subsidiary Narrative:

Relationship Description: Satori Investment Partners LLC holds 7.40% equity in Zip Run, Inc. on a fully diluted basis.

CAPITAL RESOURCES - INDIVIDUALS

No records found

CAPITAL RESOURCES - ENTITIES

Entity Contributing Capital 1

Entity Legal Name: MC Zip Run Investors, LP		Entity DBA:	
Email: ross@mollitiamcapital.com		Phone: 917-690-2265	
Address 1: 40 West 57th Street 29th Floor		Address 2:	
City: New York	State: NY	Zip Code: 10019	
Types of Capital: Monetary/Equity	Other Type of Capital:	Total Value of Capital Provided: \$850000	Percentage of Initial Capital: 42.5
Capital Attestation: Yes			

Entity Contributing Capital 2

Entity Legal Name: Satori Investment Partners, LLC		Entity DBA:	
Email: jc@satoriinvestors.com		Phone: 281-471-0395	
Address 1: PO Box 4944		Address 2:	
City: Ketchum	State: ID	Zip Code: 83340	
Types of Capital: Monetary/ Equity	Other Type of Capital:	Total Value of Capital Provided: \$1150000	Percentage of Initial Capital: 57.5
Capital Attestation: Yes			

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

No records found

DISCLOSURE OF INDIVIDUAL INTERESTS

No records found

MARIJUANA DELIVERY OPERATOR LICENSEE PROPERTY DETAILS

Establishment Address 1: 1170 Morrissey Blvd		Establishment Address 2:	
Establishment City: Boston	Establishment Zip Code: 02122		
Approximate square footage of the establishment: 4500		How many abutters does this property have?: 65	
Have all property abutters been notified of the intent to open a Marijuana Delivery Operator Licensee at this address?: Yes			

HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Community Outreach Meeting Documentation	ZipRun_HCA_Cert 12.24.2021.pdf	pdf	61d603ad0b55784640e09d20	01/05/2022
Plan to Remain Compliant with Local Zoning	Plan to Remain Compliant with Local Zoning (Amended) vf1.pdf	pdf	61d6046c073d79445b0d84b5	01/05/2022
Community Outreach Meeting	Attachment C part 1 .pdf	pdf	61e1fd0835cb3e08f7218530	01/14/2022

Documentation				
Plan to Remain Compliant with Local Zoning	Plan to Remain Compliant with Local Zoning (1).pdf	pdf	61e1ffab35cb3e08f7218534	01/14/2022
Community Outreach Meeting Documentation	Attachment A vf.pdf	pdf	625487cb3eefeb000a297851	04/11/2022
Community Outreach Meeting Documentation	Attachement B.pdf	pdf	625488435e562200081e6a41	04/11/2022
Community Outreach Meeting Documentation	Attachement C .png	png	625490615e562200081e8234	04/11/2022
Community Outreach Meeting Documentation	Attachement C part 2.pdf	pdf	625491735e562200081e8a8d	04/11/2022
Community Outreach Meeting Documentation	Attachement B cont. Community Outreach Meeting Attestation Form.pdf	pdf	6266f66b560e3c00087f97fa	04/25/2022

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.: \$

PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Donation Acceptance Letter	My Brother's Keeper 617 Donation Letter.pdf	pdf	61d6054e7baa3f462ea4b999	01/05/2022
Donation Acceptance Letter	InnerCity Weightlifting Donation Letter.png	png	61d606f47baa3f462ea4b9bb	01/05/2022
Plan for Positive Impact	Postive Impact Plan .docx.pdf	pdf	61e1ffebed3dbc608cfa0585	01/14/2022

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Director **Other Role:**
First Name: Gabriel **Last Name:** Vieira **Suffix:**
RMD Association: Not associated with an RMD
Background Question: no

Individual Background Information 2

Role: Director **Other Role:**
First Name: Christian **Last Name:** Nicholson **Suffix:**
RMD Association: Not associated with an RMD
Background Question: no

Individual Background Information 3

Role: Director **Other Role:**
First Name: Elis **Last Name:** Omoroghomwan **Suffix:**
RMD Association: Not associated with an RMD
Background Question: no

Individual Background Information 4

Role: Director **Other Role:**
First Name: Ross **Last Name:** Bevevino **Suffix:**

RMD Association: Not associated with an RMD

Background Question: no

ENTITY BACKGROUND CHECK INFORMATION

Entity Background Check Information 1

Role: Investor/Contributor

Other Role:

Entity Legal Name: Satori Investment Partners LLC

Entity DBA:

Federal Tax Identification

Number EIN/TIN: 86-2412964

Entity Description: Satori Investment Partners Zip, LLC is a Delaware limited liability company formed for the purposes of investing in licensed cannabis establishments.

Phone: 208-471-0395

Email: jc@satoriinvestors.com

Primary Business Address 1: PO Box 4944

Primary Business Address 2:

Primary Business City: Ketchum

Primary Business State: ID

Principal Business

Zip Code: 83340

Additional Information:

Entity Background Check Information 2

Role: Investor/Contributor

Other Role:

Entity Legal Name: MC Zip Run Investors LP

Entity DBA:

Federal Tax Identification

Number EIN/TIN: 86-1792759

Entity Description: MC Zip Run Investors, LP is a Delaware limited partnership formed for the purposes of investing in licensed cannabis establishments.

Phone: 917-690-2265

Email: ross@mollitiamcapital.com

Primary Business Address 1: 40 West 57th Street, 29th Floor

Primary Business Address 2:

Primary Business City: New York

Primary Business State: NY

Principal Business

Zip Code: 10019

Additional Information:

MASSACHUSETTS BUSINESS REGISTRATION

Certificates of Good Standing:

Document Category	Document Name	Type	ID	Upload Date
Department of Unemployment Assistance - Certificate of Good standing	Certificate of Good Standing from the Massachusetts Department of Unemployment Assistance.pdf	pdf	61d610eabccaf2464fd8382f	01/05/2022
Secretary of Commonwealth - Certificate of Good Standing	22010092710 (1).pdf	pdf	61d8a4cea828d708f0508961	01/07/2022
Department of Revenue - Certificate of Good standing	COGS.pdf	pdf	61d8a66d8dbcc309066346bd	01/07/2022

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Articles of Organization	Dope Run, Inc. Articles of Amendment Filed 4.6.2020 (1).PDF	pdf	61d6120ed2f0bb446ad29043	01/05/2022
Articles of Organization	Articles of Organization.pdf	pdf	61d6156c151a044618ec93b4	01/05/2022

Bylaws	Zip Run Run ByLaws.pdf	pdf	61e20059ea0b000858e846f7	01/14/2022
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Massachusetts Business Identification Number: 001383840

Doing-Business-As Name: Zyp Run

DBA Registration City: Boston

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Business Plan	Business Plan.pdf	pdf	60b14d6070eb6e3601abd72a	05/28/2021
Plan for Liability Insurance	Insurance Plan .pdf	pdf	60ca7349bffe2308efdd0bdb	06/16/2021
Proposed Timeline	Proposed Timeline.pdf	pdf	61e2008a5099080851f3135b	01/14/2022

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
A detailed plan for White Labeling	A detailed plan for White Labeling (1).pdf	pdf	60b13654b0ce31363c8dff99	05/28/2021
Energy Compliance Plan	Energy Compliance Plan.pdf	pdf	60b1369f7f6a513605329f81	05/28/2021
Qualifications and training	A detailed description of qualifications and intended training(s) for Marijuana Establishment Agents who will be employees.pdf	pdf	60b138fa70eb6e3601abd67b	05/28/2021
Maintenance of financial records	Maintenance of financial records.pdf	pdf	60b1392570eb6e3601abd683	05/28/2021
Record-keeping procedures	Record-keeping procedures.pdf	pdf	60b1394b2f000f35f6560f61	05/28/2021
Personnel policies	Personnel policies.pdf	pdf	60b13a8170eb6e3601abd698	05/28/2021
Quality control and testing procedures	Quality control and Testing Procedures.pdf	pdf	60b13aea384f2636315c508a	05/28/2021
Storage of marijuana	Storage Plan.pdf	pdf	60b1428fb6e664362922f062	05/28/2021
Prevention of diversion	Prevention of Diversion Plan.pdf	pdf	60b1450a47412a35e7f002e7	05/28/2021
Dispensing procedures	Dispensing procedures.pdf	pdf	60b146deb6e664362922f094	05/28/2021
A plan to obtain marijuana and marijuana products	A plan to obtain marijuana and marijuana products .pdf	pdf	60b14986d96e5535e0394721	05/28/2021
Delivery procedures (pursuant to 935 CMR 500.145 and 935 CMR 500.146)	Delivery Plan .pdf	pdf	60d0b81b84f3fe0296c3cb06	06/21/2021
Security plan	Security Plan (1).pdf	pdf	60d0b8702ea73e03647669ef	06/21/2021
Transportation of marijuana	Transportation Plan.pdf	pdf	60d0b8983678b8028bd3f016	06/21/2021
Inventory procedures	Inventory Procedures.pdf	pdf	60d0b8bd2ea73e03647669f5	06/21/2021
Diversity plan	InnerCity Weightlighting.pdf	pdf	61e20124d04772090d59d869	01/14/2022
Diversity plan	My Brother's Keeper 617.pdf	pdf	61e2013bd3dbc608cffa0589	01/14/2022

COMPLIANCE WITH POSITIVE IMPACT PLAN

No records found

COMPLIANCE WITH DIVERSITY PLAN

No records found

HOURS OF OPERATION

Monday From: 10:00 AM	Monday To: 9:00 PM
Tuesday From: 10:00 AM	Tuesday To: 9:00 PM
Wednesday From: 10:00 AM	Wednesday To: 9:00 PM
Thursday From: 10:00 AM	Thursday To: 9:00 PM
Friday From: 10:00 AM	Friday To: 9:00 PM
Saturday From: 10:00 AM	Saturday To: 9:00 PM
Sunday From: 10:00 AM	Sunday To: 9:00 PM

ATTESTATIONS

I certify that no additional entities or individuals meeting the requirement set forth in 935 CMR 500.101 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 Persons and Entities Having Direct or Indirect Control over the Marijuana Delivery Operator Licensee and a list of all persons or entities contributing 10% or more of the initial capital to operate the Marijuana Delivery Operator Licensee 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.:

AGREEMENTS WITH THIRD-PARTY TECHNOLOGY PLATFORM PROVIDER

No records found

THIRD-PARTY TECHNOLOGY PLATFORM PROVIDER DOCUMENTATION

Supporting Document:

Document Category	Document Name	Type	ID	Upload Date
	TPP services (1) (1).pdf	pdf	61d8b31b7c2bdd089a1ec8af	01/07/2022

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:

Zip Run, Inc.

2. Name of applicant’s authorized representative:

Gabriel Vieira

3. Signature of applicant’s authorized representative:

Gabriel Vieira

4. Name of municipality:

City of Boston

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

Jasmin Winn



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

Jasmin Winn

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).*):

jasmin.winn@boston.gov

8. Host community agreement execution date:

December 24, 2021



The BCB views Zip Run, a delivery operator licensee, which is established at 1170 Morrissey Blvd, Dorchester, MA 02122, as an administrative location and place to store vehicles. That is why the BCB/ISD for Boston didn't have Zip Run complete a zoning approval process.

Zip Run will assign a team member as the key compliance officer. The compliance officer will be responsible for ensuring the company is abiding by the Cannabis Control Commission current and future regulations, regulations provided by the city of Boston and other cities, counties and the States of MA. While maintaining close relationships with regulatory officials and pro-actively reviewing related websites and announcements for each regulatory body.

- Zip Run's key compliance officer will conduct quarterly reviews of the physical address of the business to ensure we are compliant with local codes, ordinances and bylaws.
- Zip Run's physical location will only be labeled as office space for its employees. The sale of cannabis will never transpire at 1170 Morrissey Blvd, Dorchester, MA 02122. The home office of Zip Run will be used as an office space and place to store some of our vehicle fleet.
- Zip Run will identify the appropriate zoning district of the proposed address, as that would include adhering Buffer zones and School zones. Zip Run's proposed address complies with the Buffer zones and School zones.
- Zip Run will identify appropriate permits that are required to become and maintain operations.

Zip Run's compliance officer will be responsible for staying in contact with the Boston Zoning Commission and the City of Boston to ensure we are compliant and the inspections of our home office are done quarterly.

- Zip Run will identify the appropriate zoning district of the proposed address, as that would include adhering Buffer zones and School zones. Zip Run's proposed address complies with the Buffer zones and School zones.
 - Buffer Zone: Zip Run will be sited at least one half mile or 2,640 feet from another existing cannabis establishment
 - School Zone: Zip Run's proposed location isn't within five hundred (500) feet of a pre-existing public or private school providing education in kindergarten or any of grades one (1) through twelve (12).

Zip Run plans on abiding by this requirements below and others may be added:

- Zip Run's establishment will be kept in a clean and sanitary condition including the area immediately adjacent to the Licensed Premise.
- Zip Run will ensure a high degree of supervision is exercised over the conduct at the Licensed Premise at all times and will be held accountable for any violations occurring at the Licensed Premise.

- Zip Run will monitor the area adjacent to the License Premise and act reasonably and diligently to deter loitering, illegal activity, improper disposal of trash, and any other behavior having a negative impact on the surrounding community.
- Zip Run won't have any lines or queuing outside the License Premise because consumers aren't allowed at our home office and don't condone the sale of cannabis at our proposed location. Zip Run is a delivery-only company that will only operate the sale of delivery while delivering cannabis products to consumers. Our home office is strictly for employees and storage of vehicles and important documentation.
- Zip Run will notify the appropriate authorities immediately of any known or suspected violation of these Rules or Regulations or any other City, state, or federal rule, regulation, or law that has taken place on or near the Licensed Premise whether said violation is related or unrelated to the business of the Licensee.



Plan to Remain Compliant with Local Zoning

Please see the steps to be compliant with Boston's Local Zoning

1. Apply for a conditional use permit
 - a. Zip Run applied for this in August 2021
2. Go through the appeal process
 - a. Zip Run went through the appeals process and then began the community review process
 - i. Providing a list of abutters near our potential business with the meeting invite
 - ii. Scheduling a public meeting date
3. Create a host community agreement
 - a. Zip Run negotiated and receive a host community agreement
 - b. Zip Run scheduled a zoning board of appeal date
 - i. Zip Run is granted a use permit at 1170 Morrissey Blvd for "Delivery"
 - ii. Zip Run receives Certificate of Occupancy for Marijuana Delivery Operator License
4. Zip Run goes through the state process
 - a. I.e, CCC provisional & final license process

LEGAL NOTICE OF A COMMUNITY OUT-REACH MEETING REGARDING A MARIJUANA ESTABLISHMENT PROPOSED BY ZIP RUN, INC.

Notice is hereby given that a virtual community outreach meeting for **Zip Run, Inc.** is scheduled for **March 31, 2022, at 6 pm.** online at <https://princelobel.zoom.us/j/83595535610> or by telephone by calling (312) 626-6799, Webinar ID: 835 9553 5610. The proposed co-located Marijuana Courier and Delivery Operator facility is anticipated to be located at **1170 William T. Morrissey Boulevard, Dorchester, MA 02122** (the "**Property**"). Closed captioning will be provided. Community members and members of the public are encouraged to ask questions and receive answers from representatives of Zip Run, Inc.

Questions may be submitted in advance to [**gabe@ziprun.com**](mailto:gabe@ziprun.com). All materials for the meeting will be available more than 24 hours before the virtual community outreach meeting on Prince Lobel's website, <https://princelobel.com/>.

This Virtual Community Outreach Meeting will be held in accordance with the Massachusetts Cannabis Control Commission's Administrative Order Allowing Virtual Web-Based Community Outreach Meetings and the applicable requirements set forth in M.G.L. ch. 94G and 935 CMR 500.000 et seq.

A copy of this notice is on file with the City of Boston Clerk's Office. A copy of this notice was published in a newspaper of general circulation at least fourteen (14) calendar days prior to the virtual community outreach meeting and mailed at least seven (7) calendar days prior to the virtual community outreach meeting to abutters of the Property, owners of land directly opposite the Property on any public or private street or way, and abutters to the abutters within three-hundred (300) feet of the property line of the Property as they appear on the most recent applicable tax list, notwithstanding that the land of any such owner is in another city or town.

March 16, 2022

#NY0044047

RECEIVED

By City Clerk at 12:48 pm, Mar 14, 2022

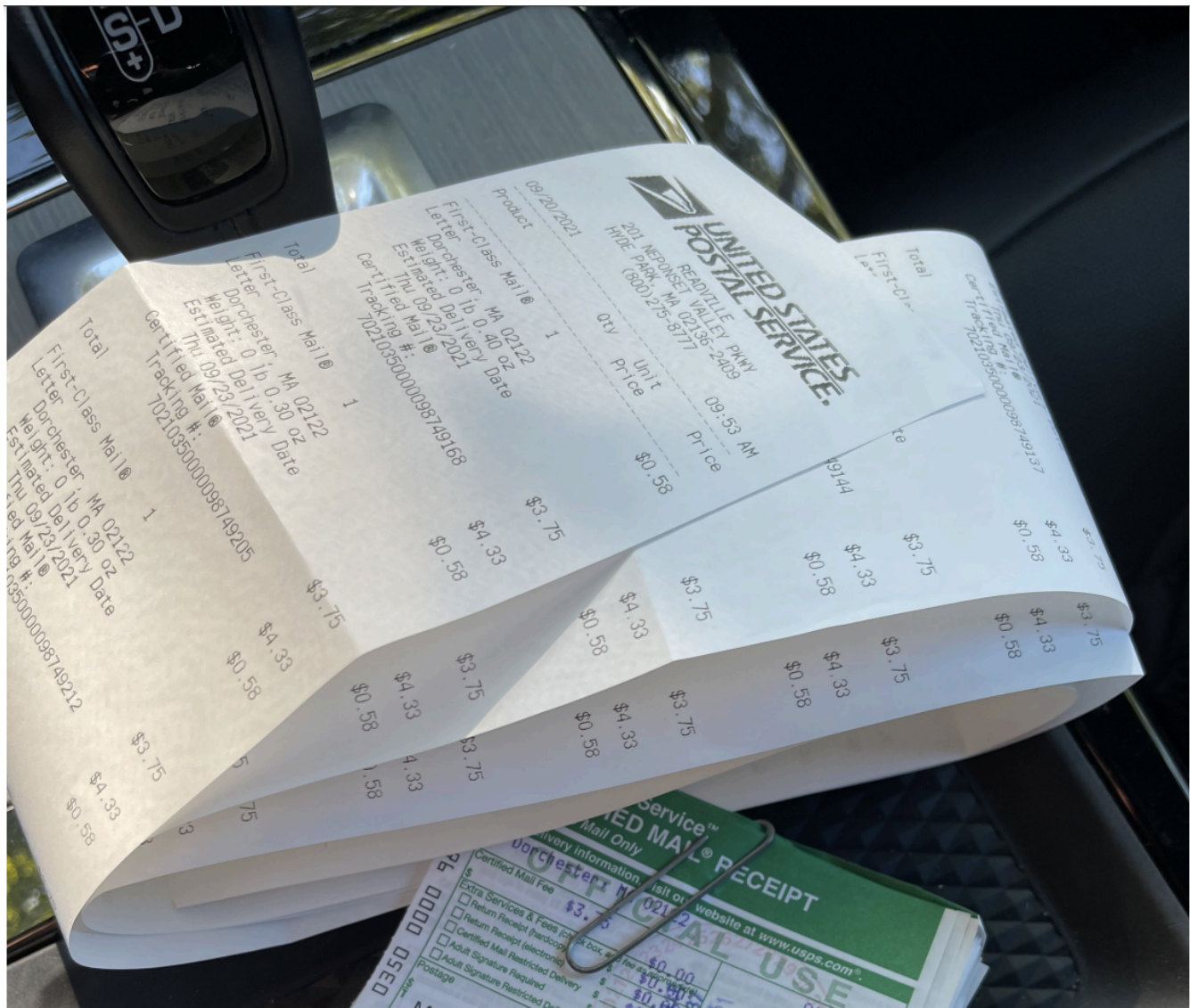
**LEGAL NOTICE OF A COMMUNITY OUTREACH MEETING REGARDING A MARIJUANA ESTABLISHMENT
PROPOSED BY ZIP RUN, INC.**

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Questions may be submitted in advance to **gabe@ziprun.com**. All materials for the meeting will be available more than 24 hours before the virtual community outreach meeting on Prince Lobel’s website, <https://princelobel.com/>.

This Virtual Community Outreach Meeting will be held in accordance with the Massachusetts Cannabis Control Commission’s Administrative Order Allowing Virtual Web-Based Community Outreach Meetings and the applicable requirements set forth in M.G.L. ch. 94G and 935 CMR 500.000 et seq.

A copy of this notice is on file with the City of Boston Clerk’s Office. A copy of this notice was published in a newspaper of general circulation at least fourteen (14) calendar days prior to the virtual community outreach meeting and mailed at least seven (7) calendar days prior to the virtual community outreach meeting to abutters of the Property, owners of land directly opposite the Property on any public or private street or way, and abutters to the abutters within three-hundred (300) feet of the property line of the Property as they appear on the most recent applicable tax list, notwithstanding that the land of any such owner is in another city or town.







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): 3/31/2022
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:

3/16/22

b. Name of publication:

Boston Herald

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:

3/14/20

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:

3/16/22

7. The applicant presented information at the Community Outreach Meeting, which at a minimum included the following:
- The type(s) of ME or MTC to be located at the proposed address;
 - Information adequate to demonstrate that the location will be maintained securely;
 - Steps to be taken by the ME or MTC to prevent diversion to minors;
 - A plan by the ME or MTC to positively impact the community; and
 - 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:

Zip Run

Name of applicant's authorized representative:

Gabriel Vieira

Signature of applicant's authorized representative:

DocuSigned by:

Gabriel Vieira

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Hello,

This letter is to acknowledge that the nonprofit My Brother's Keeper 617 will accept donations from Zip Run. This agreement is for future contributions as they start up their operations. They are a legal cannabis delivery service based in Massachusetts and want to help us support inner-city youth we mentor.

We understand some people might have a strong negative feeling about the cannabis industry. MBK617 has seen too many young people impacted by previous laws on marijuana, and this is a great way to start the process of cannabis industry giving back to a community that has been negatively affected by cannabis laws in the past.

We want to thank Zip Run for believing in our nonprofit mission, and We will also take the time to educate our youth on the world of cannabis as we have done with alcohol.

Best,

Tony Galvao

MBK617 President.



June 8, 2020

Dear Elis Omoroghomwan,

Thank you and Zip Run for offering your support, especially during these times. This letter is to state that InnerCity Weightlifting will gratefully accept a donation from Zip Run.

As Zip Run builds out their company, we also hope to set up an employee pipeline program. Details to be discussed further.

Thank you for your support!

Best,
Emily Belanus, Development Manager

Summary

Zip Run Inc. is dedicated to positively impacting various communities in the state of Massachusetts. Our host community agreement is based in Boston, Massachusetts, which is an area the Cannabis Control Commission has designated as an area that has been disproportionately affected by cannabis prohibition. Such an area shall be referred to herein as a “ADI community”. Zip Run has an obligation, both legal and moral, to support ADI communities in the city of Boston within the neighborhoods of Dorchester, Roxbury, and Mattapan. Also, we are committed to employing and empowering individuals that have endured high rates of arrest, conviction, and incarceration related to marijuana use. Zip Run will prioritize hiring people that live within our targeted ADI communities. We will provide education, outreach and capital as part of our efforts to serve these communities.

- Census tracts for ADI communities we will target:

Census Tract 805, Suffolk County, Massachusetts 80500 , Census Tract 806.01, Suffolk County, Massachusetts 80601 , Census Tract 808.01, Suffolk County, Massachusetts 80801 , Census Tract 815, Suffolk County, Massachusetts 81500 , Census Tract 817, Suffolk County, Massachusetts 81700 , Census Tract 818, Suffolk County, Massachusetts 81800 , Census Tract 819, Suffolk County, Massachusetts 81900 , Census Tract 820, Suffolk County, Massachusetts 82000 , Census Tract 821, Suffolk County, Massachusetts 82100 , Census Tract 901, Suffolk County, Massachusetts 90100 , Census Tract 902, Suffolk County, Massachusetts 90200 , Census Tract 903, Suffolk County, Massachusetts 90300 , Census Tract 904, Suffolk County, Massachusetts 90400 , Census Tract 906, Suffolk County, Massachusetts 90600 , Census Tract 912, Suffolk County, Massachusetts 91200 , Census Tract 914, Suffolk County, Massachusetts 91400 , Census Tract 917, Suffolk County, Massachusetts 91700 , Census Tract 918, Suffolk County, Massachusetts 91800 , Census Tract 919, Suffolk County, Massachusetts 91900 , Census Tract 920, Suffolk County, Massachusetts 92000 , Census Tract 923, Suffolk County, Massachusetts 92300 , Census Tract 924, Suffolk County, Massachusetts 92400 , Census Tract 1001, Suffolk County, Massachusetts 100100 , Census Tract 1002, Suffolk County, Massachusetts 100200 , Census Tract 1006.01, Suffolk County, Massachusetts 100601 , Census Tract 1010.01, Suffolk County, Massachusetts 101001 , Census Tract 1011.01, Suffolk County, Massachusetts 101101 , Census Tract 1011.02, Suffolk County, Massachusetts 101102

- Education: The executive members & upper management of Zip Run will host training sessions to help better prepare members of the Boston city for the cannabis industry by providing tips on how to navigate the industry. Seeing that the CEO of Zip Run has gone through the CCC licensing process, he himself will walk through the process with EE, SE and other interested parties.
- Outreach: As a core component of the Zip Run brand, we want to make sure that we stay connected with the community. We are able to do this through sponsored events and social media campaigns..
- Capital: Zip Run has committed to giving back to the very community that supported them. We have decided we would partner with like minded organizations to create scholarship opportunities.

Positive Impact Plan Goals

Zip Run has adopted the Positive Impact Plan (“Plan”) described herein for the purpose of positively impacting the state of Massachusetts. Zip Run is a mobile e-commerce platform and an on-demand delivery service for recreational cannabis products that has a host community agreement in Boston, Massachusetts. The current CEO of Zip Run, Gabriel Vieira, resides in this area as well. Therefore, Zip Run intends to positively impact residents of Boston that live in nearby ADI communities. Furthermore, in accordance with the Guidance on Required Positive Impact Plans and Diversity Plans, the Plan seeks to serve those Massachusetts residents that have past drug convictions, or those with parents or spouses with past drug convictions. Under the Plan, Zip Run will establish the following goals:

1. Reducing Barriers:

Prioritize the hiring of individuals from ADI communities to **50%** of the entire staff in order to reduce barriers to entry into the adult use cannabis sector. We will also strive for **5%** of our employees be MA residents with prior drug convictions, as well as **5%** be Social Equity/Economic Empowerment participants.

2. Providing Mentoring, Professional and Technical Services.

Provide cannabis education, industry-specific technical training and mentoring services for 5 SE, EE or non-equity individuals facing systemic barriers per year.

3. Non-Profit Support

Support 2 non-profit organizations per year that align with Zip Run's goals of community support and inclusiveness. We will do this by providing donations and community service hours.

Plan To Positively Impact Disproportionate Areas

Zip Run will adopt six programs designed to meet the goals articulated above. The company will evaluate the programs from time to time, and not less frequently than semiannually, to measure the degree to which the programs achieve Zip Run's stated goals.

1. Workforce

- We are prioritizing driver applications from individuals who currently have a non-violent drug offense related to cannabis. As the world has changed over the last few years, so has its perspective on cannabis. Employing people who have been negatively impacted by marijuana prohibition and enforcement will work to prevent the continuation of an inequitable status quo in Massachusetts. We currently have our driver's application on ziprun.com and have been advertising this opportunity on our social media sites (Instagram, Facebook, LinkedIn, and Twitter). We will track all of our efforts through software technology to make sure we are hitting all of our goals that relate to having a diverse workforce.
- Candidates who have a non-violent drug offense related to cannabis or live in communities that fall under the Cannabis Control Commission's definition of disproportionately impacted areas will have their applications expedited to increase their likelihood of being hire

2. Donations

- Bi-annually, Zip Run will donate \$2,500 each to organizations that empower ADI communities in Boston. Meaning we will give two donations to each organization per year.
- Our C-Suite members (Four members, who are the founders of Zip Run) plan to donate their time, specifically we are all expected to complete 16 hours of community service per year. We would facilitate workshops for kids that teach financial literacy and entrepreneurship. These sessions would be worked out with each organization to ensure they all provide substantial information for the kids that decide to participate.
 - My Brother's Keeper 617
 - My Brother's Keeper 617 is a non-profit organization that provides a mentorship program to young minority men and boys in the Boston community. Their goal is to show the youth that they can make choices that will lead them to increased academic growth and professional opportunities (<https://www.mbk617.org>). The goals of this organization align with our mission here at Zip Run. We both have the objective of educating and empowering inner-city youth to assist them in becoming positive leaders within society. Zip Run will be donating to this organization in our first fiscal year of business in order to support its initiatives in helping youth that come from ADI communities in Boston. The donation will positively impact the communities by supporting an already established organization that was built to uplift underprivileged young men in the Boston area. By donating capital to this organization, we are able to help fast track their progress and provide them tools that they wouldn't have otherwise. The tools are classroom materials, life/career guidance and more.

- Inner City Weightlifting

- Inner City Weightlifting is a non-profit organization that reduces juvenile violence by connecting at-risk youth from ADI communities in Boston to networking opportunities and meaningful career tracks(<https://www.innercityweightlifting.org/>).

Zip Run will provide a donation to Inner City Weightlifting in our first fiscal year of business to support our common initiative in helping youth that are from ADI communities in Boston.

Currently, we are in discussion with Inner City Weightlifting to create a job pipeline that will provide people enrolled in their organization an opportunity to secure a job at Zip Run. The donation will positively impact the committees by supporting an already established organization that was built to uplift underprivileged young men. By donating capital to this organization, we are setting up a mentorship program with leaders in the community to present to these at-risk youth and show them there are plenty of opportunities available. The capital will go towards getting guest speakers, laptops and other necessary materials.

3. Internships

- Zip Run plans to establish a two month summer internship program to recruit college students over the age of 21, that live in ADI communities in Boston. This opportunity will be given to two students per year. The internship program will be displayed on ziprun.com and advertised on our social media platforms (Instagram, Facebook, LinkedIn, and Twitter). This program will help shed light on the opportunity we are providing and give us a shot at recruiting individuals that are interested in this field. The objective of this internship program is to teach students from ADI communities how to properly market a company in the cannabis industry. Also, our aspirations are to inspire these students to seek future employment opportunities here at Zip Run or to create their own business in any industry they desire. This will help bring more diversity within the cannabis industry which is our biggest goal here at Zip Run.
 - We will have our intern applicants submit a driver license or photo ID to ensure they are not under the age of 21. The driver license or photo ID will be verified via Berbix (Instant ID checker used on our website) and in-person. This is to ensure we don't offer internships to individuals under the age of 21.
 - Students looking to apply for our scholarships and want to find out if they live in an underprivileged community within Boston should access the link below that references the Cannabis Control Commissions identified areas of disproportionate impact for students looking to apply to our internship program.
 - https://mass-cannabis-control.com/wp-content/uploads/2018/04/05.13.20_Guidance_Identifying_Areas_of_Disproportionate_Impact.pdf
- Internship Overview
 - Students will assist Zip Run's marketing efforts while providing exposure

on how to build a startup tech company through a marketing viewpoint.

- Students will have the opportunity to:
 - Perform market analysis and research on the latest trends
 - Assist with daily administrative duties
 - Design and present new social media campaign ideas

- Help monitor Zip Run's social media platforms for trending news, ideas, and feedback
 - Prepare detailed promotional presentations
 - Assist in planning and hosting marketing events
 - Research and evaluate competitor marketing and digital content
 - Contribute to the creation of mock-ups, email campaigns, and social media content
- Metrics to determine success: Target Demographics for students within our internship program that come from our targeted ADI communities (Dorchester, Mattapan, Roxbury). In addition, we will count the number of individuals that have been given an internship. This number will be assessed to ensure we are holding our business/values accountable.

Positive Impact Plan Measurements and Accountability

At least annually, Zip Run will evaluate the progression of their Plan with a written report that will gauge the Plan and the degree to which it has achieved its goals. The report will detail the following: (i) number of employees hired, retained or promoted that come from ADI communities; (ii) The impact Zip Run has on non-profit organizations with their donations in regards of accomplishing our mutual goals.; (iii) The impact Zip Run has on collegiate students from ADI communities with their scholarship program. (iv) number and nature of mentorship relationships; (v) demographic data reflecting specific positive impacts of the Plan in Boston and nearby ADI communities.

Zip Run shall assess the hiring program by determining whether it has established a workforce where at least 50% of its employees come from or live in an ADI community, 5% MA residents with prior drug convictions, and 5% Social Equity/Economic Empowerment participants . Zip Run will strive to achieve at least that level of participation over time. Zip Run will assess the internship program by the degree to which it attracts participants, causes participants to later seek employment in the cannabis sector, or leads participants to launch CCC applicant companies or vendors.

- We plan to post advertisement employment opportunities on a monthly basis as we are

constantly looking for new drivers and managers. We will advertise in local newspapers (Boston Globe & Boston Herald), social media, job platforms and internally. The advertisement will state we are looking for MA residents.

Zip Run's Positive Impact Plan Accountability Statement

We will uphold that the progress or success of our plan will be documented one year from provisional licensure and each year thereafter.

Affirmative Statement

In accordance with the Guidance on Required Positive Impact Plans, Zip Run affirmatively states as follows: (1) The applicant acknowledges and is aware, and will

adhere to, the requirements set forth in 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of every Marijuana Establishment; and (2) Any actions taken, or programs instituted, will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$100.00

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

Articles of Amendment

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

Identification Number: 001383840

1. Exact name of corporation: **DOPE RUN, INC.**

2. Registered office address: **160 ORLANDO STREET MATTAPAN , MA 02126 USA**

These Articles of Amendment affecting article(s):

☒ Article 1 ☐ Article 2 ☐ Article 3 ☐ Article 4 ☐ Article 5 ☐ Article 6

(Specify the number(s) of articles being amended(I-VI))

4. Date adopted: 4/6/2020

5. Approved by:

☐ the incorporators.

or

☐ the board of directors without shareholder approval and shareholder approval was not required.

or

☒ the board of directors and the shareholders in the manner required by law and the articles of organization.

6. State article number and text of the amendment.

ARTICLE I

The exact name of the corporation, ***as amended***, is:
(Do not state Article I if it has not been amended.)

ZIP RUN, INC.

ARTICLE II

The purpose of the corporation, ***as amended***, is to engage in the following business activities:
(Do not state Article II if it has not been amended.)

ARTICLE III

Amendments to Article III cannot be filed on-line at this time

ARTICLE IV

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

(Do not state Article IV if it has not been amended.)

ARTICLE V

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

(Do not state Article V if it has not been amended.)

ARTICLE VI

As amended, other lawful provisions for the conduct and regulation of the business and affairs of the business entity, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the business entity, or of its directors or stockholders, or of any class of stockholders:

(Do not state Article VI if it has not been amended.)

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

Later Effective Date: Time:

Signed by GABRIEL VIEIRA, its PRESIDENT
on this 6 Day of April, 2020

THE COMMONWEALTH OF MASSACHUSETTS

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

April 06, 2020 11:58 AM

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

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



The Commonwealth of Massachusetts William Francis Galvin

Minimum Fee: \$250.00

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

Articles of Organization

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

Identification Number: 001383840

ARTICLE I

The exact name of the corporation is:

DOPE RUN, INC.

ARTICLE II

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

THE PURPOSE OF THE CORPORATION SHALL BE (I) THE INITIAL PURPOSE OF SUBMITTING APPLICATIONS WITH ALL APPLICABLE MASSACHUSETTS REGULATORY AGENCIES TO OBTAIN AUTHORIZATION TO ENGAGE IN THE TRANSPORTATION AND DISTRIBUTION OF CANNABIS AND RELATED PRODUCTS, TO THE EXTENT PERMITTED UNDER, AND IN ACCORDANCE WITH, MASSACHUSETTS LAW; AND (II) ENGAGE IN ANY OTHER BUSINESS IN WHICH A MASSACHUSETTS CORPORATION IS AUTHORIZED TO ENGAGE. THE CORPORATION WILL NOT ENGAGE IN ANY ACTIVITY REQUIRING THE APPROVAL OR ENDORSEMENT OF THE DEPARTMENT OF PUBLIC HEALTH OR THE CANNABIS CONTROL COMMISSION UNTIL SUCH AUTHORIZATIONS HAVE BEEN RECEIVED.

ARTICLE III

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

Class of Stock	Par Value Per Share Enter 0 if no Par	Total Authorized by Articles of Organization or Amendments		Total Issued and Outstanding Num of Shares
		Num of Shares	Total Par Value	
CNP	\$0.00000	100,000	\$0.00	0

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

ARTICLE IV

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

N/A

ARTICLE V

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

N/A

ARTICLE VI

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

A. LIMITATION OF DIRECTOR LIABILITY. EXCEPT TO THE EXTENT THAT CHAPTER 156D OF THE MASSACHUSETTS GENERAL LAWS PROHIBITS THE ELIMINATION OR LIMITATION OF LIABILITY OF DIRECTORS FOR BREACHES OF FIDUCIARY DUTY, NO DIRECTOR OF THE CORPORATION SHALL BE PERSONALLY LIABLE TO THE CORPORATION OR ITS STOCKHOLDERS FOR MONETARY DAMAGES FOR ANY BREACH OF FIDUCIARY DUTY AS A DIRECTOR, NOTWITHSTANDING ANY PROVISION OF LAW IMPOSING SUCH LIABILITY. NO AMENDMENT TO OR REPEAL OF THIS PROVISION SHALL APPLY TO OR HAVE ANY EFFECT ON THE LIABILITY OR ALLEGED LIABILITY OF ANY DIRECTOR OF THE CORPORATION FOR OR WITH RESPECT TO ANY ACTS OR OMISSIONS OF SUCH DIRECTOR OCCURRING PRIOR TO SUCH AMENDMENT. B. VOTE REQUIRED TO APPROVE MATTERS ACTED ON BY SHAREHOLDERS. THE AFFIRMATIVE VOTE OF A MAJORITY OF ALL THE SHARES IN A GROUP ELIGIBLE TO VOTE ON A MATTER SHALL BE SUFFICIENT FOR THE APPROVAL OF THE MATTER, NOTWITHSTANDING ANY GREATER VOTE ON THE MATTER OTHERWISE REQUIRED BY ANY PROVISION OF CHAPTER 156D OF THE GENERAL LAWS OF MASSACHUSETTS. C. SHAREHOLDER ACTION WITHOUT A MEETING BY LESS THAN UNANIMOUS CONSENT. ACTION REQUIRED OR PERMITTED BY CHAPTER 156D OF THE GENERAL LAWS OF MASSACHUSETTS TO BE TAKEN AT A STOCKHOLDERS' 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. D. INDEMNIFICATION. THE FOLLOWING INDEMNIFICATION PROVISIONS SHALL APPLY TO THE PERSONS ENUMERATED BELOW. 1. RIGHT TO INDEMNIFICATION OF DIRECTORS AND OFFICERS. THE CORPORATION SHALL INDEMNIFY AND HOLD HARMLESS, TO THE FULLEST EXTENT PERMITTED BY APPLICABLE LAW AS IT PRESENTLY EXISTS OR MAY HEREAFTER BE AMENDED, ANY PERSON (AN "INDEMNIFIED PERSON") WHO WAS OR IS MADE OR IS THREATENED TO BE MADE A PARTY OR IS OTHERWISE INVOLVED IN ANY ACTION, SUIT OR PROCEEDING, WHETHER CIVIL, CRIMINAL, ADMINISTRATIVE OR INVESTIGATIVE (A "PROCEEDING"), BY REASON OF THE FACT THAT SUCH PERSON, OR A PERSON FOR WHOM SUCH PERSON IS THE LEGAL REPRESENTATIVE, IS OR WAS A DIRECTOR OR OFFICER OF THE CORPORATION OR, WHILE A DIRECTOR OR OFFICER OF THE CORPORATION, IS OR WAS SERVING AT THE REQUEST OF THE CORPORATION AS A DIRECTOR, OFFICER, EMPLOYEE OR AGENT OF ANOTHER CORPORATION OR OF A PARTNERSHIP, JOINT VENTURE, LIMITED LIABILITY COMPANY, TRUST, ENTERPRISE OR NONPROFIT ENTITY, INCLUDING SERVICE WITH RESPECT TO EMPLOYEE BENEFIT PLANS, AGAINST ALL LIABILITY AND LOSSES SUFFERED AND EXPENSES (INCLUDING ATTORNEYS' FEES) REASONABLY INCURRED BY SUCH INDEMNIFIED PERSON IN SUCH PROCEEDING. NOTWITHSTANDING THE PRECEDING SENTENCE, EXCEPT AS OTHERWISE PROVIDED IN SECTION 3 OF THIS PART D, THE CORPORATION SHALL BE REQUIRED TO INDEMNIFY AN INDEMNIFIED PERSON IN CONNECTION WITH A PROCEEDING (OR PART THEREOF) COMMENCED BY SUCH INDEMNIFIED PERSON ONLY IF THE COMMENCEMENT OF SUCH PROCEEDING (OR PART THEREOF) BY THE INDEMNIFIED PERSON WAS AUTHORIZED IN ADVANCE BY THE BOARD OF DIRECTORS, OR AN AUTHORIZED COMMITTEE OF THE BOARD OF DIRECTORS. 2. PREPAYMENT OF EXPENSES OF DIRECTORS AND OFFICERS. TO THE EXTENT PERMITTED BY LAW, THE CORPORATION SHALL PAY THE EXPENSES (INCLUDING ATTORNEYS' FEES) INCURRED BY AN INDEMNIFIED PERSON IN DEFENDING ANY PROCEEDING IN ADVANCE OF ITS FINAL DISPOSITION, PROVIDED,

HOWEVER, THAT, TO THE EXTENT REQUIRED BY LAW, SUCH PAYMENT OF EXPENSES IN ADVANCE OF THE FINAL DISPOSITION OF THE PROCEEDING SHALL BE MADE ONLY UPON RECEIPT OF AN UNDERTAKING BY THE INDEMNIFIED PERSON TO REPAY ALL AMOUNTS ADVANCED IF IT SHOULD BE ULTIMATELY DETERMINED THAT THE INDEMNIFIED PERSON IS NOT ENTITLED TO BE INDEMNIFIED UNDER THIS PART D OR OTHERWISE. 3. CLAIMS BY DIRECTORS AND OFFICERS. IF A CLAIM FOR INDEMNIFICATION OR ADVANCEMENT OF EXPENSES UNDER THIS PART D IS NOT PAID IN FULL WITHIN 30 DAYS AFTER A WRITTEN CLAIM THEREFOR BY THE INDEMNIFIED PERSON HAS BEEN RECEIVED BY THE CORPORATION, THE INDEMNIFIED PERSON MAY FILE SUIT TO RECOVER THE UNPAID AMOUNT OF SUCH CLAIM AND, IF SUCCESSFUL IN WHOLE OR IN PART, SHALL BE ENTITLED TO BE PAID THE EXPENSE OF PROSECUTING SUCH CLAIM. IN ANY SUCH ACTION THE CORPORATION SHALL HAVE THE BURDEN OF PROVING THAT THE INDEMNIFIED PERSON IS NOT ENTITLED TO THE REQUESTED INDEMNIFICATION OR ADVANCEMENT OF EXPENSES UNDER APPLICABLE LAW. 4. INDEMNIFICATION OF EMPLOYEES AND AGENTS. THE CORPORATION MAY INDEMNIFY AND ADVANCE EXPENSES TO ANY PERSON WHO WAS OR IS MADE OR IS THREATENED TO BE MADE OR IS OTHERWISE INVOLVED IN ANY PROCEEDING BY REASON OF THE FACT THAT SUCH PERSON, OR A PERSON FOR WHOM SUCH PERSON IS THE LEGAL REPRESENTATIVE, IS OR WAS AN EMPLOYEE OR AGENT OF THE CORPORATION OR, WHILE AN EMPLOYEE OR AGENT OF THE CORPORATION, IS OR WAS SERVING AT THE REQUEST OF THE CORPORATION AS A DIRECTOR, OFFICER, EMPLOYEE OR AGENT OF ANOTHER CORPORATION OR OF A PARTNERSHIP, JOINT VENTURE, LIMITED LIABILITY COMPANY, TRUST, ENTERPRISE OR NONPROFIT ENTITY, INCLUDING SERVICE WITH RESPECT TO EMPLOYEE BENEFIT PLANS, AGAINST ALL LIABILITY AND LOSS SUFFERED AND EXPENSES (INCLUDING ATTORNEY'S FEES) REASONABLY INCURRED BY SUCH PERSON IN CONNECTION WITH SUCH PROCEEDING. THE ULTIMATE DETERMINATION OF ENTITLEMENT TO INDEMNIFICATION OF PERSONS WHO ARE NON-DIRECTOR OR OFFICER EMPLOYEES OR AGENTS SHALL BE MADE IN SUCH MANNER AS IS DETERMINED BY THE BOARD OF DIRECTORS, OR AN AUTHORIZED COMMITTEE OF THE BOARD OF DIRECTORS, IN ITS SOLE DISCRETION. NOTWITHSTANDING THE FOREGOING SENTENCE, THE CORPORATION SHALL NOT BE REQUIRED TO INDEMNIFY A PERSON IN CONNECTION WITH A PROCEEDING INITIATED BY SUCH PERSON IF THE PROCEEDING WAS NOT AUTHORIZED IN ADVANCE BY THE BOARD OF DIRECTORS, OR AN AUTHORIZED COMMITTEE OF THE BOARD OF DIRECTORS. 5. ADVANCEMENT OF EXPENSES OF EMPLOYEES AND AGENTS. THE CORPORATION MAY PAY THE EXPENSES (INCLUDING ATTORNEY'S FEES) INCURRED BY AN EMPLOYEE OR AGENT IN DEFENDING ANY PROCEEDING IN ADVANCE OF ITS FINAL DISPOSITION ON SUCH TERMS AND CONDITIONS AS MAY BE DETERMINED BY THE BOARD OF DIRECTORS, OR AN AUTHORIZED COMMITTEE OF THE BOARD OF DIRECTORS. 6. NON-EXCLUSIVITY OF RIGHTS. THE RIGHTS CONFERRED ON ANY PERSON BY THIS PART D SHALL NOT BE EXCLUSIVE OF ANY OTHER RIGHTS WHICH SUCH PERSON MAY HAVE OR HEREAFTER ACQUIRE UNDER ANY COMMON LAW, STATUTE, PROVISION OF THESE ARTICLES OF ORGANIZATION, BY-LAWS, AGREEMENT, VOTE OF STOCKHOLDERS OR DISINTERESTED DIRECTORS OR OTHERWISE. 7. OTHER INDEMNIFICATION. THE CORPORATION'S OBLIGATION, IF ANY, TO INDEMNIFY ANY PERSON WHO WAS OR IS SERVING AT ITS REQUEST AS A DIRECTOR, OFFICER OR EMPLOYEE OF ANOTHER CORPORATION, PARTNERSHIP, LIMITED LIABILITY COMPANY, JOINT VENTURE, TRUST, ORGANIZATION OR OTHER ENTERPRISE SHALL BE REDUCED BY ANY AMOUNT SUCH PERSON MAY COLLECT AS INDEMNIFICATION FROM SUCH OTHER CORPORATION, PARTNERSHIP, LIMITED LIABILITY COMPANY, JOINT VENTURE, TRUST, ORGANIZATION OR OTHER ENTERPRISE. 8. INSURANCE. THE BOARD OF DIRECTORS MAY, TO THE FULL EXTENT PERMITTED BY APPLICABLE LAW AS IT PRESENTLY EXISTS, OR MAY HEREAFTER BE AMENDED FROM TIME TO TIME, AUTHORIZE THE CORPORATION TO PURCHASE AND MAINTAIN AT THE CORPORATION'S EXPENSE INSURANCE: (A) TO INDEMNIFY THE CORPORATION FOR ANY OBLIGATION WHICH IT INCURS AS A RESULT OF THE INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES UNDER THE PROVISIONS OF THIS PART D; AND (B) TO INDEMNIFY OR INSURE DIRECTORS, OFFICERS AND EMPLOYEES AGAINST LIABILITY IN INSTANCES IN WHICH THEY MAY N

NOT OTHERWISE BE INDEMNIFIED BY THE CORPORATION UNDER THE PROVISIONS OF THIS PART D.

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

ARTICLE VII

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

Later Effective Date: Time:

ARTICLE VIII

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

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

Name: GABRIEL VIEIRA
No. and Street: 160 ORLANDO STREET
City or Town: MATTAPAN State: MA Zip: 02126 Country: USA

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

Title	Individual Name <small>First, Middle, Last, Suffix</small>	Address (no PO Box) <small>Address, City or Town, State, Zip Code</small>
PRESIDENT	GABRIEL VIEIRA	160 ORLANDO STREET MATTAPAN, MA 02126 USA
TREASURER	GABRIEL VIEIRA	160 ORLANDO STREET MATTAPAN, MA 02126 USA
SECRETARY	GABRIEL VIEIRA	160 ORLANDO STREET MATTAPAN, MA 02126 USA
DIRECTOR	GABRIEL VIEIRA	160 ORLANDO STREET MATTAPAN, MA 02126 USA

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

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

APPLYING FOR LICENSE TO TRANSPORT & DISTRIBUTE

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

No. and Street: 160 ORLANDO STREET
City or Town: MATTAPAN State: MA Zip: 02126 Country: USA

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

No. and Street: 160 ORLANDO STREET
City or Town: MATTAPAN State: MA Zip: 02126 Country: USA

which is

☒ its principal office ☐ an office of its transfer agent
☐ an office of its secretary/assistant secretary ☐ its registered office

Signed this 15 Day of May, 2019 at 5:06:18 PM by the incorporator(s). *(If an existing corporation is acting as incorporator, type in the exact name of the business entity, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said business entity and the title he/she holds or other authority by which such action is taken.)*

GABRIEL VIEIRA

THE COMMONWEALTH OF MASSACHUSETTS

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

May 15, 2019 05:06 PM

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

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

BY-LAWS
OF
ZIP RUN, INC.

ZIP RUN, INC.

By-Laws

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**BY-LAWS
OF
ZIP RUN, INC.**

**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 Bylaws or the time for an annual meeting is not fixed in accordance with these Bylaws 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 twenty-five (25%) percentage 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 Bylaws 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 Bylaws 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 Bylaws, 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 Bylaws 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 by the lesser of: (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. 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 Bylaws, 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. Provided however that except the Board of Directors is expressly not authorized to issue from time to time any portion or portions of the capital stock of the corporation which may have been authorized but not issued or otherwise reserved for issue.

Section 2. Number and Election. The Board shall consist of one or more individuals. Initially the authorized number of Directors who shall comprise the whole Board shall be one. Thereafter, the stockholders at the annual meeting shall determine the number of Directors, and the number of directors may be increased or decreased at any time or from time to time by the stockholders or by the Directors by vote of a majority of Directors then in office, except that any such decrease by vote of the Directors shall only be made to eliminate vacancies existing by reason of the death, resignation or removal of one or more Directors. The Directors shall be elected at the annual meeting of the stockholders, except as provided in these by-laws. Directors need not be stockholders.

Section 3. Vacancies. In the event of a vacancy on the Board, the remaining Directors, except as otherwise provided by law, may exercise the powers of the full Board until the vacancy is filled.

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. Unless otherwise restricted by the Articles of Organization, any director or the entire board of directors may be removed, with or without cause, by the holders of a majority of the stock issued and outstanding and entitled to vote at an election of directors. No director resigning and no director removed shall have any right to receive compensation as such director for any period following his resignation or removal, except where a right to receive compensation shall be expressly provided in a duly authorized written agreement with the corporation, or any right to damages on account of such removal, whether his compensation be by the month or by the year or otherwise; unless in the case of a resignation, the directors, or in the case of removal, the body acting on the removal, shall in their or its discretion provide for compensation.

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 held via remote communication must be preceded by at least two days' notice of the date, time and place of the meeting; all other special meetings of the Board must be preceded by at least ten 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. Notice of a meeting need not be given to any director if a written waiver of notice, executed by him before or after the meeting, is filed with the records of the meeting, or to any director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him. Neither notice of a meeting nor a waiver of a notice need specify the purposes of the meeting.

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. A quorum shall not in any case be less than a majority of the total number of Directors constituting the whole board.

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 Bylaws; 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 17 of this Article.

Section 17. 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 18. 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:

- (1) 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;
- (2) 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
- (3) 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 Bylaws. 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 19. Loans to Directors. The Corporation may not lend money to, or guarantee the obligation of a Director of the Corporation or any Affiliate thereof, unless: (a) the specific loan or guarantee is approved by a majority of the votes represented by the outstanding voting shares of each class, voting separately, except the votes of shares owned by or voted under the control of the benefited Director. 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, electronic transmission or other electronic means; by mail; 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 Bylaws. 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 Bylaws.

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 Bylaws or, to the extent consistent with these Bylaws, 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.

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:

- (1) its Articles or Restated Articles of Organization and all amendments to them currently in effect;
- (2) its Bylaws or restated Bylaws and all amendments to them currently in effect;
- (3) 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;
- (4) the minutes of all shareholders' meetings, and records of all action taken by shareholders without a meeting, for the past three years;
- (5) 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;
- (6) a list of the names and business addresses of its current Directors and officers; and
- (7) 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:

- (1) 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;
- (2) 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

(3) 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:

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

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

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

(4) 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 FISCAL YEAR

The fiscal year of the Corporation shall be the year ending with December 31 in each year.

ARTICLE VIII ARTICLES OF ORGANIZATION AND BYLAWS

These By-laws are subject to the Articles of Organization of the Corporation. In the event of a conflict between these By-laws and the Articles of Organization, the terms of the Articles of Organization will

control. In these By-laws, references to the Articles of Organization and By-laws mean the provisions of the Articles of Organization and the By-laws as are from time to time in effect.

ARTICLE IX AMENDMENTS

(a) The power to make, amend or repeal these Bylaws shall be in the shareholders. If authorized by the Articles of Organization, the Board of Directors may also make, amend or repeal these Bylaws 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 Bylaws, 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 Bylaws. Any action taken by the Board of Directors with respect to the Bylaws may be amended or repealed by the shareholders.

(c) Approval of an amendment to the Bylaws 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 Bylaws 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 Bylaws, approval by the Board of Directors of an amendment to the Bylaws 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 Bylaws, and also the particular quorum and voting requirements sought to be changed or deleted.

* * * * *

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ADOPTED BY VOTE OF THE SHAREHOLDERS, on April 6, 2020:

ATTEST:

NAME: Gabriel Vieira
TITLE: President



Executive Summary

Mission Statement:

At Zip Run, our mission is to employ, empower, and enlighten our local communities. We believe in making cannabis consumption more accessible and simple for everyone, while shaping the delivery market together.

Vision Statement:

We aim to become a viable technology company that can compete with delivery services with substantial market share. Our vision is to employ and empower people from our community to prevent the continuation of an inequitable status quo. We plan to inspire people within those communities to obtain ownership within the legal cannabis industry while providing jobs, especially to those who have been disproportionately affected by marijuana.

Products and Services:

Zip Run offers a complete solution for its Warehousing delivery model for recreational consumers.

1. Pre-verification + Order-Management
 - a. Customers can get verified remotely via Zip Run.
Zip Run's warehouse associates can manage incoming delivery orders on one platform that connects right to their existing inventory management system.
2. Consumer Web Portal + Delivery
 - a. We will market our product offering by creating awareness and driving local consumers to order from them.
 - i. We offer a consumer web portal, inventory management integration, discount and loyalty programs, and an integrated POS solution.
 - b. We securely pick up from our warehouse and drop off orders right to our customer's doorstep.
 - i. We offer automated driver logs, GPS remote tracking, video surveillance, automated manifests, cash safes, product safes, and optimized driver route management.
 - c. We will always have two Zip Run drivers in each vehicle.

Organization and Management:

We are an S corporation as of now and we are working with our law firm, Prince Lobel, to convert to a C corporation.

1. Gabriel Vieira, Chief Executive Officer of Zip Run: Gabriel graduated from the Isenberg School of Management at the University of Massachusetts Amherst in 2018 with honors and a B.B.A in Finance. He went on to gain experience in management consulting with Ernst and Young and has recently become a social equity member via the Cannabis Control Commission. His passion for the cannabis industry is driven by creating an equitable industry for individuals like himself while noticing the many benefits cannabis has created for Massachusetts.
2. Michael Gordon, Chief Technology Officer of Zip Run: Michael graduated from Boston College in 2015 where he later gained experience as a senior lead iOS mobile application engineer at Maven Clinic, a company that has successfully raised a series C raise of 40 million.
3. Christian Nicholson, Chief Operations Officer of Zip Run: Christian graduated in 2015 from the Carroll School of Management at Boston College where he studied Management Information Systems. He is a veteran application designer that has completed over 250K worth of app development from 2018-2019.
4. Elis Omoroghomwan, Chief Growth Officer of Zip Run: Elis graduated in 2018 from the Isenberg School of Management at the University of Massachusetts Amherst with a B.B.A in Finance. He is an entrepreneur with a successful clothing brand in Massachusetts through his strong social media platform and has gained experience as a financial analyst at State Street, showcasing his diverse skill set.

Company Description

We are a leading-edge mobile e-commerce platform and an on-demand delivery service for cannabis products. We aim to provide cannabis safely, legally, and smoothly to our customers.

Problem:

1. COVID-19 has caused consumers to stray away from dispensary storefronts, due to social distancing procedures, and has financially affected recreational dispensaries.
2. Dispensaries opened up on May 25th, but they can only use curbside pick-up/reserve ahead of time.

Our Solution:

1. We offer an on-demand delivery service that will allow consumers to receive their cannabis products through home delivery.
2. We offer limited contact/contactless delivery service.
3. Offerings:
 - a. Per-verification + Order Management Solution
 - b. Consumer Web Portal + Delivery

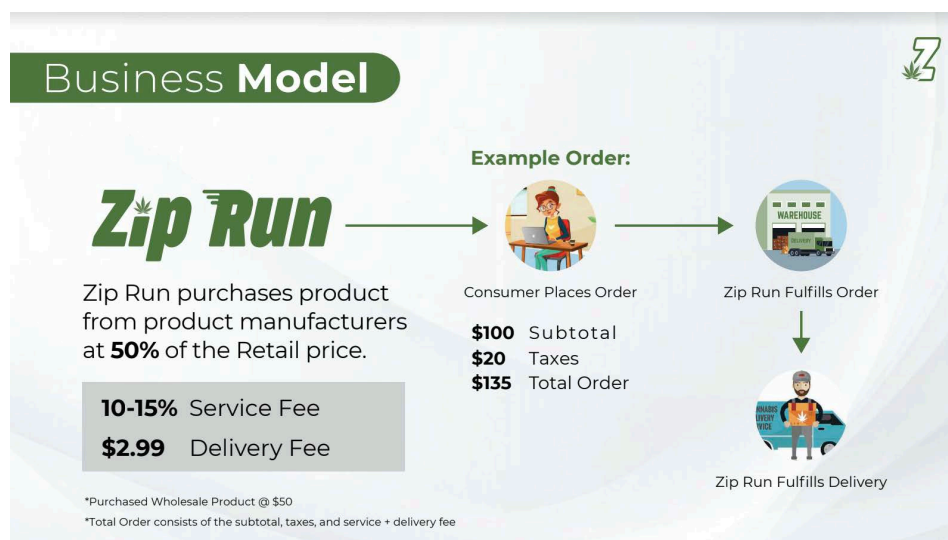
Traction:

1. We established a partnership with Boch Toyota to help purchase our vehicles and customize our fleet of vehicles to comply with the regulations (Hybrid/EV's)
2. We have established a 2k+ consumer sign up list in less than two weeks through our website and social media platforms.
3. We have established a 1500 + sign up list of potential Zip Run drivers in less than two weeks through our website and social media platforms.

Warehouse Staff On-Boarding:

1. Set up the pick-up/reserve ahead platform.
2. Set the warehouse staff up with pre-verification (Allows consumers early access to get verified so they can receive products as soon as we launch. Pre-verification allows Zip Run to determine our traction before we launch.)
3. Demo our order management and consumer web portal for warehouse staff.
4. Start our pilot program with one or two vehicles and expand the dispensaries car inventory as demand increases. (The consumer web portal will automatically put a stop on orders we cannot deliver to due to demand during the pilot program.)
5. We will allow oversubscribed users the ability to plan next day or weekly deliveries, similar to Amazon or Instacart.

Business Model:



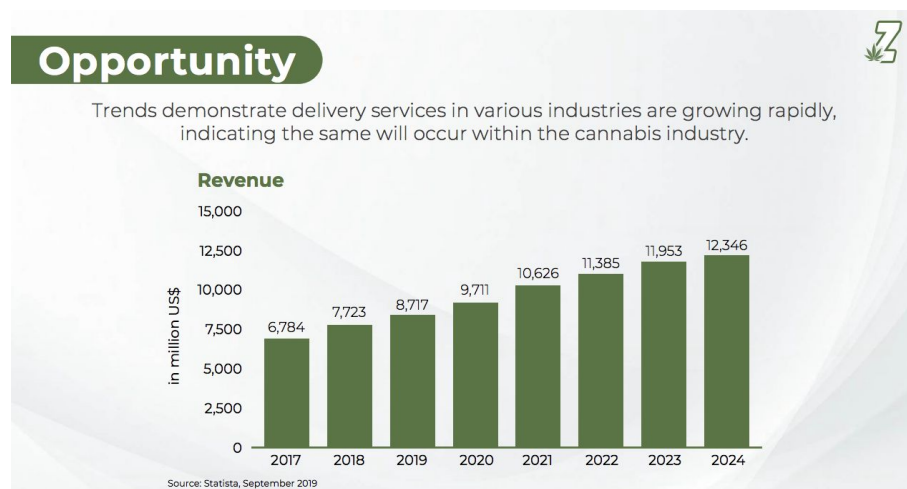
2. We offer an on-demand delivery service and driver tracking system
3. We have currently completed 100 percent of our Pre-verification + Order Management Platform.
4. We offer a pick-up/reserve ahead technology platform that seamlessly integrates with our consumer web portal.
5. Zip Run's CEO is a social equity member.
6. We have Zip Run executives who are veteran application developers and millennial marketers all based in Boston, Massachusetts.
7. We have established one dispensary partnership with an agreed-upon LOI.

Market Analysis

As stated by the Control Cannabis Commission, the Massachusetts recreational marijuana industry has generated nearly \$400 million in its first full year of sales. This is a strong initial start with only 36 operating recreational dispensaries at the time. In comparison, when Colorado's recreational market launched, sales barely hit \$300 million in sales with 306 licensed recreational retailers. With that being said, adult-use sales in Massachusetts should surpass \$1 billion by 2021.

Even with this impressive start, Massachusetts lacks recreational retail stores. This often leads to long lines and wait times. Zip Run is the change that Massachusetts has been waiting for. We offer an on-demand delivery service that is looking to shape the delivery market. In addition, we plan to become the first-movers in the Massachusetts market which will allow us a unique opportunity to positively shape the industry.

We see the importance of delivery in Massachusetts, especially during these unprecedented times. COVID-19 has impeded the Massachusetts adult-use recreational cannabis market and we believe delivery will be the only way to comply with our state's social distancing policies. Right now, we have a unique opportunity to shape the cannabis market by adding a delivery component.



Target Market:

We first plan on servicing dispensaries within the Greater Boston area before later expanding to Central and Western Massachusetts.

1. Reasoning:
 - a. We are based in Boston.
 - b. Boston has a limited curbside capability, so delivery is more of a necessity in these areas as they lack the space to efficiently comply with the social distancing policies.

Marketing and Sales

“Let’s Shape The Delivery Market Together”

In Massachusetts, each dispensary in the Greater Boston area generally serves 5,000 people weekly. Our main objective is to convert 50% of the Greater Boston consumers by saving them time from not having to travel to dispensaries and wait in long lines.

Customer Acquisition: Zip Run will save people time. Our customers will not have to travel to dispensaries nor wait in long lines to receive their product(s). By promoting this message throughout the dispensary store fronts, social media platforms, and constant promotion from our marketing team, we will reach our goal of a 50% conversion rate. We will also bring in a new wave of customers into the marketplace who didn’t have the means to travel to dispensaries on a frequent basis to purchase products.

Customer Retention: Zip Run’s retention plan is to give our customers tangible benefits and rewards for their loyalty. To accomplish this we have created a Zip Run referral program and rewards system. These programs give our customers incentives to invite friends and family and make frequent purchases to save money.

Insurance Plan Zip Run is obtaining limited liability insurance from Shannon Insurance LLC based in Foxborough, Massachusetts. Below you will find the description of the insurance plan we are using that complies with the Cannabis Control Commission Regulations.

- Commercial Auto Coverage: This policy 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. We are garaging our vehicles within Boston and we are planning on using a Nissan Sentra for the vehicle of choice for delivery.
- Workers Compensation Coverage: This policy is based on our total annual payroll for our drivers. The rate in Massachusetts for drivers is \$5.32 per hundred dollars of payroll. For example, if our driver payroll is \$200,000 per year the premium would be \$10,640.
- General Liability Insurance: The premium is based on payroll. The policy would be roughly \$5,000 to start.

1. Operating Policies and Procedures (Maintenance of Financial Records Plan)

- a. Zip Run will maintain digital and hard copies of our financial records. We plan to save our financial records for up to seven years, although some documents may be saved for longer periods of time than others. All of these records will be stored online in a safe and accessible manner to all parties required. In addition, there will be a weekly maintenance report done by a dedicated professional.
 - i. Assets and Liabilities: Our Assets and Liabilities will be coded for identification and we will carry out physical verification on an annual basis. As well as maintain a log of signature verification to ensure everything is in working order.
 - ii. Monetary Transaction: These transactions are completed through the POS system that we integrate with our software. A weekly maintenance report will also be done by a dedicated professional. These transactions are protected in a secure cloud that can only be accessed by the need to know personnel.
 - iii. Books of Accounts: Zip Run is using a third-party service to maintain these records.
 - iv. Sales Records: There will be a weekly maintenance report done by a dedicated professional to ensure all transactions are completed.
 - v. Salaries and wages paid to each employee: We will use Century Bank to handle our employee's salaries and wages. Therefore, all employees' information will be secure.

1. Operating Policies and Procedures (Record Keeping Procedures)

- a. Zip Run will maintain digital and hard copies of our waste records for at least three years which will be stored in a secure real-time database. Before the waste of records, we will have two marijuana established agents witness and document this action.
- b. Zip Run will maintain their records in accordance with generally accepted accounting principles. We are committed to maintaining the integrity of our records by working with Century Bank and Quickbooks to ensure we are following accounting principles.
- c. All of Zip Run's operating procedures will be maintained as digital files and hard copy files. They will be available for review at any point of time to an individual that has access to such documents.
- d. All of Zip Run's Inventory records will be maintained through the manifest and driver logs which are handled by the passenger of the vehicle during shifts. Upon completion of a shift, the manifest and driver logs are turned into Zip Run's central location to be stored in a secure location.
- e. All seed-to-sale tracking records are kept through our electronic manifests that are completed by our drivers. Members of our team are responsible for tracking and entering products into the Seed-to-sale SOR.
- f. The following personnel record shall be maintained:
 - i. Job descriptions for agent (delivery driver):
 1. Apply to be a driver for Zip Run! As a driver, you will earn a guaranteed hourly rate delivering cannabis. All you need is a driver's license and an iPhone, as we provide the vehicles and pay for all travel expenses during your shift. Earn up to \$20 an hour plus tips! This is a great opportunity to gain experience in the emerging cannabis industry and improve people's lives by increasing access to high quality, safe, and legal cannabis products.
 - ii. Personnel record for each agent (delivery driver):
 1. We have our personnel record of agents stored under our payroll account at Century Bank and it is monitored on a bi-weekly basis. All drivers are expected to have Century Bank accounts.
- g. Staffing plan:
 - i. Shifting Scheduling will be used to determine the personnel records of all of our drivers. Zip Run will be in delivery operation every day from 9 AM - 7 PM
 1. These hours will be split into two shifts
 - a. Morning: 9 AM - 3 PM

b. Afternoon 3 PM - 7 PM

2. Our drivers will be kept safe due to the strict protocols that we put in place.

- a. Wipe down driver and passenger seats after shift
- b. Wipe down the storage compartments in the trunk
- c. Wear masks at all times during an employee's shift
- d. Wear gloves at all times during an employee's shift

h. Personnel policies and procedures: These records are computerized and stored for future reference.

i. Background Checks: Drivers must have a clean driving record and must be able to pass a national CORI background check. These background checks are computerized and stored for future reference.

j. The following business record shall be maintained:

- i. Assets and Liabilities: Our Assets and Liabilities will be tagged and coded for identification and we will carry out physical verification on an annual basis. As well as maintain a log of signature verification to ensure everything is in good working order.
- ii. Monetary Transaction: These transactions are completed through the POS system that we integrate with our software and there will be a weekly maintenance report done by a dedicated professional. Century Bank will be the dedicated bank we will use for the payroll of our employees, consumer transactions, and incoming investment money. These transactions will be stored in our Century Bank database for review at any time.
- iii. Books of Accounts: Zip Run is using a third-party service to maintain these records.
- iv. Sales Records: There will be a weekly maintenance report done by a dedicated professional to ensure all transactions are completed.
- v. Salary and wages paid to each employee: we will use Century Bank to handle our employee's salaries and wages.

1. Operating Policies and Procedures (Personnel Policies)

a. Staffing Plan and Records

i. Job Descriptions:

1. On-Demand Delivery Driver/Driver Lead

- a. Apply to be a driver for Zip Run! As a driver, you will earn a guaranteed hourly rate delivering cannabis. All you need is a driver's license and an iPhone, as we provide the vehicles and pay for all travel expenses during your shift. Earn up to \$20 an hour plus tips! This is a great opportunity to gain experience in the emerging cannabis industry and improve people's lives by increasing access to high quality, safe, and legal cannabis products.

2. Warehouse Staff

- a. Apply to be a warehouse staff for Zip Run! As a staff, you will earn a guaranteed hourly rate. Earn up to \$16. This is a great opportunity to gain experience in the emerging cannabis industry and improve people's lives by increasing access to high quality, safe, and legal cannabis products.

ii. A personnel record for each marijuana establishment agent. Zip Run will maintain records for at least 12 months after termination of the individual's affiliation with Zip Run.

- 1. Every driver/warehouse staff must register to become a marijuana establishment agent. Zip Run will fully comply with the application process for all of its drivers/warehouse staff. All warehouse staff and drivers will also provide full background information.
- 2. The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision;
 - a. List of anticipated positions:
 - i. Delivery driver
 - ii. Delivery driver leads
 - iii. Warehouse staff
 - b. Authority/supervision:
 - i. Delivery drivers will work under the direction of the delivery lead of each dispensary
 - ii. Delivery leads will work under the direction of the Operations lead
 - iii. Warehouse Managers
 - c. Duties/Responsibilities:
 - i. Arrival and Parking:

1. We've made the driver application as simple as possible for you and will continually update it based on your feedback. You can ping the dispensary when you have arrived. Enter the appropriate entrance and pick up at least 4 orders ready to be delivered. Once you have the orders and are back in the vehicle, simply use the application to ping the customer you have picked up the orders and are on the way.
 - iii. Dropping off to customers:
 1. Once you have arrived at a customer's location, ping the customer to alert them you have arrived. Go to their doorstep, check their 21+ ID, take their payment, then get their signature. You are now ready to go to the next location.
 - d. Number of drivers need to employ:
 - i. We plan on hiring 20 drivers for our initial launch with Berkshire Roots
 - e. Qualifications required for delivery driver:
 - i. You must be 21 years or older.
 - ii. Drivers license with at least one year of driving experience.
 - iii. Own an iPhone.
 - iv. Past experience as a driver (w/ Uber, Doordash, etc.) is preferred but not needed.
 - v. Pass a background check.
 - f. Qualifications required for delivery driver lead:
 - i. You must be 21 years or older.
 - ii. Drivers license with at least one year of driving experience.
 - iii. Own an iPhone.
 - iv. One year experience as an on-demand driver (w/ Uber, Doordash, etc.)
 - v. Pass a background check.
3. Zip Run will provide documentation of all required training and keep a private log of all the information.
 - a. All of our personnels information will be kept private and confidential.
 - b. Upon the completion of the personnel training, they sign and date that they completed the course and now they can start their job.

The trainer will document this information and the information will be stored.

4. Zip Run's employees will have bi-weekly performance evaluations
 - a. We track driver and warehouse staff performance through consumer reviews and manager reviews.
 - b. All of the reviews are documented and stored in a secure database that can be viewed at any time.
 5. Disciplinary actions are taken if a driver or warehouse staff has poor bi-weekly reviews.
 - a. The delivery lead or warehouse manager is notified and is expected to discuss the driver's recent reviews.
 6. Documentation of completed responsible vendor and eight-hour related duty training
 - a. Upon completion of each training, we will store the certificate from each training securely in cloud storage and google drive. We will have digital and physical copies available.
- b. Alcohol, smoke, and drug-free workplace policies.
- i. Zip Run is committed to providing a safe work environment and by doing so we value the health, safety, and well-being of all our employees. In order to maintain alcohol, smoke, and drug-free workplace, no employee shall engage in the unlawful use of any of these substances that cause intoxication or result in mind or mood alterations. Use or possession of drugs or alcohol as described in this policy is prohibited on any Zip Run property.
 1. Violations of this alcohol, smoke.
- c. A plan describing how confidential information will be maintained.
- i. In the Zip Run by-laws, we will enforce a confidentiality policy throughout our organization and we will have our employees sign non-disclosure agreements.
 - ii. Below is a list of steps that Zip Run will take to keep information confidential.
 1. All confidential documents will be stored in locked rooms in the Zip Run office. They will only be accessible to those who require access.
 2. All electronic confidential information should be protected via encryption and passwords.
 3. All confidential information will be described as "confidential."
 4. Employees should avoid using e-mail to transmit certain sensitive or controversial information.

- d. A policy for the immediate dismissal of any agent who has diverted marijuana, engaged in unsafe practices, or been convicted or entered a guilty plea for a felony charge of distribution of a drug to a minor.
 - i. Employees shall promptly notify management of any citation and/or conviction related to diverted marijuana, engaged in unsafe practices, or been convicted or entered a guilty plea for a felony charge of distribution of a drug to a minor no later than three days after such citation, arrest, and/or conviction.
 - ii. After the notification of this citation, Zip Run calls for the immediate dismissal of this agent.
 - 1. A case will be written by upper management and will be documented for future reference and that agent will not be able to work for Zip Run again.



January 13th, 2022

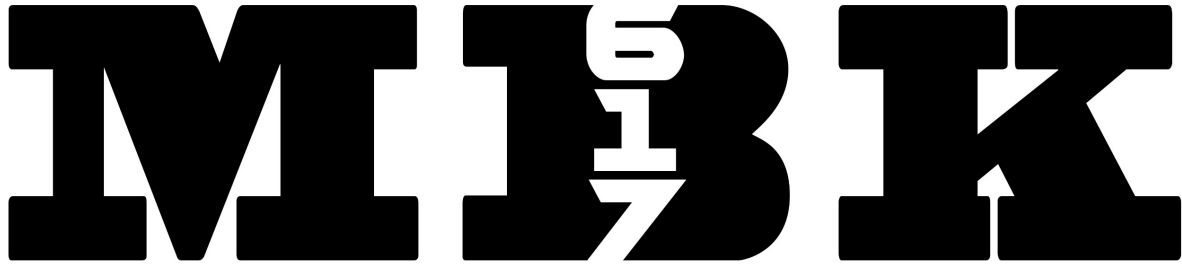
Dear Elis Omoroghomwan,

Thank you and Zip Run for offering your support! This letter is to state that InnerCity Weightlifting will gratefully accept a donation from Zip Run.

As Zip Run builds out their company, we also hope to set up an employee pipeline program. Details to be discussed further.

Thank you for your support!

Best,
Sarah Page
Development Manager



Hello,

This letter is to acknowledge that the nonprofit My Brother's Keeper 617 will accept donations from Zip Run. This agreement is for future contributions as they start up their operations. They are a legal cannabis delivery service based in Massachusetts and want to help us support inner-city youth we mentor.

We understand some people might have a strong negative feeling about the cannabis industry. MBK617 has seen too many young people impacted by previous laws on marijuana, and this is a great way to start the process of cannabis industry giving back to a community that has been negatively affected by cannabis laws in the past.

We want to thank Zip Run for believing in our nonprofit mission, and We will also take the time to educate our youth on the world of cannabis as we have done with alcohol.

Best,

Tony Galvao

MBK617 President.

Diversity Mission

Diversity and inclusiveness are the pillars of our corporation, but to only have a diverse representation of employees is not enough. Implementing ways to facilitate inclusive conversations will allow us to go beyond just our diverse team, and instead invite and allow everyone to contribute to Zip Run's prosperity. We are dedicated to creating spaces where all differences are respected, practices are equitable, and people encounter a sense of belonging within every level of the business. Any actions taken, or programs instituted, by Zip Run will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws. We also will only promote programs that target the CCC approved areas of diversity.

Vision

We believe in utilizing the power of diversity to harness different perspectives and backgrounds to propel us to our success. From top to bottom, we will hire people from diverse backgrounds to enable Zip Run's executive decision-making and daily operations. Our vision is to employ and empower individuals from all walks of life to ensure the ways Zip Run will positively impact Massachusetts.

Three Key Elements

1. Recruit, hire and retain a diverse fleet of drivers.
2. Promote and retain a diverse C-Suite at Zip Run Inc. We must be a diverse company from top to bottom.
3. Create an Employee Resource Group within Zip Run that will help increase our employee's awareness of the importance of inclusion and diversity.

Diversity Plan

1. Employment

- We are prioritizing driver applications of minority backgrounds and women. Our goal is to increase the number of minorities and women who are contributing to the legal cannabis industry in Massachusetts.
- Expedited Processing
 - During our hiring process, our Human Resources team will prioritize and expedite applications from candidates who are minorities or women, to increase their likelihood of being hired.
 - Zip Run will advertise driver applications on job portals to increase our findings and hiring of candidates from these demographics. Job portals such as; Employ Diversity (<https://employdiversity.com>) and the Professional Diversity Network (<https://www.pdnrecruits.com>).
- What is our goal ?
 - At least 50% of our drivers will come from a minority background.
 - At least 40% of our drivers will be women.
 - At least 10% of our drivers will be veterans.
 - At least 10% of our drivers will be members of the LGBTQ+ community.
 - At least 5% of our drivers will be people with disabilities.

2. Zip Run's Executive Positions

- As currently constructed, 50% of Zip Run's executive positions are operated by individuals who come from one of the following demographics: minorities, women, veterans, people with disabilities, and members of the LGBTQ + community.
- In alignment with our strong stand on diversity and inclusion, Zip Run will continue to promote these demographics at the executive level of our corporation.

- Zip Run will promote a policy that promotes diverse individuals within our top-level executive positions, particularly in the following demographics: minorities, women, veterans, people with disabilities, and members of the LGBTQ+ community.
- Having a diverse C-Suite will enable Zip Run to continue inclusive hiring practices with top-level talent. As we expand our business, Zip Run will prioritize recruiting candidates for top-level management positions from women's colleges, historically black colleges and universities, and schools with a majority-minority student body. By building a diverse talent pipeline, we will ensure that Zip Run will remain a diverse company that will bring visionary ideas and the overall company value.
- What is our goal?
 - At least 50% of all Zip Run executive positions will be operated by individuals from the following backgrounds: minorities, women, veterans, people with disabilities, and members of the LGBTQ+ community.
 - Further Breakdown:
 - Minorities - 50%
 - Women - 20%
 - LGBTQ+ - 5%
 - Veterans - 5%
 - People with Disabilities - 3%

3. Employee Resource Group

- Zip Run will sponsor an employee resource group (ERG), within our organization centered around diversity and inclusion to create an employee network united around a common goal: providing Zip Run with their unique perspectives on how

to advance awareness and inclusion for people who are underrepresented in the cannabis industry.

- Diversity and Inclusion Network Events
 - Biannually Zip Run's ERG will host a diversity and inclusion networking event for employees, their friends, and their families. This will be a great opportunity to attract more people who are women, minorities, members of the LGBTQ community, and other underrepresented demographics in our community who may be seeking employment or opportunities within the cannabis industry in Massachusetts.
 - Biannually Zip Run's ERG will host a college recruitment event for our internship program within various universities/colleges in Massachusetts. We will also coordinate with minority groups within colleges/universities to give them the opportunity to sign-up first.

How We Will Measure Our Goals

In order to measure outcomes against the diversity goals of the company, Zip Run will:

- At least annually evaluate the then-current process used for recruiting, hiring and retaining staff to determine whether the diversity plan is still effective. The timeline will begin one year from final licensure, and each year thereafter.
- Collect and analyze data, including demographic information related to the composition of the workforce, and whether the company's plan is achieving its diversity objectives.
- Measure the number of individuals from a diverse background who were hired and retained after we began our operations in Massachusetts.
- Measure the number of promotions for people who come from a diverse background within our first fiscal year of operations.

- Document the number and natures of individuals that attended our Employee Resource Group events throughout our first fiscal year, and retain copies of any materials distributed at such events.
- Publish such employment data, and at least annually, share that data with management, and staff to develop a written plan for continuous improvement
- Every year we will count the number of individuals hired who are women, minorities, and persons with disabilities. This number will be assessed from the total number of individuals hired to ensure that 50% of all individuals hired fall within this goal for both our drivers and executive positions in our company.
- Metric to assess the success of donations: Zip Run will count the number of donations being made and will evaluate after year end to make sure we are supporting the communities we set to give back to.

Affirmative Statement

In accordance with the Guidance on Required Positive Impact Plans and Diversity Plans, Zip Run affirmatively states as follows: (1) The applicant acknowledges and is aware, and will adhere to, the requirements set forth in 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of every Marijuana Establishment; and (2) Any actions taken, or programs instituted, will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.