



Massachusetts Cannabis Control Commission

Marijuana Cultivator

General Information:

License Number: MC282121
Original Issued Date: 09/25/2019
Issued Date: 09/10/2020
Expiration Date: 09/25/2021

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: HVV Massachusetts, Inc

Phone Number: 843-819-0866
Email Address: michael@happyvalley.org

Business Address 1: 38 Great Republic Drive
Business City: Gloucester
Business State: MA
Business Zip Code: 01930
Business Address 2:
Mailing Address 1: 39 Country Club Way
Mailing City: Ipswich
Mailing State: MA
Mailing Zip Code: 01938
Mailing Address 2:

CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Not a DBE

PRIORITY APPLICANT

Priority Applicant: yes
Priority Applicant Type: RMD Priority
Economic Empowerment Applicant Certification Number:
RMD Priority Certification Number: RP201813

RMD INFORMATION

Name of RMD: HVV Massachusetts, Inc.
Department of Public Health RMD Registration Number:
Operational and Registration Status: Obtained Provisional Certificate of Registration only
To your knowledge, is the existing RMD certificate of registration in good standing?: yes
If no, describe the circumstances below:

PERSONS WITH DIRECT OR INDIRECT AUTHORITY

Person with Direct or Indirect Authority 1

Percentage Of Ownership: Percentage Of Control: 50
Role: Director Other Role:
First Name: Michael Last Name: Reardon Suffix:

Marijuana Establishment City: Gloucester	Marijuana Establishment State: MA
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Individual 2

First Name: Michael	Last Name: Reardon	Suffix:
Marijuana Establishment Name: HVV Massachusetts, Inc.	Business Type: Marijuana Product Manufacture	
Marijuana Establishment City: Gloucester	Marijuana Establishment State: MA	

Individual 3

First Name: Edward	Last Name: Lauth	Suffix:
Marijuana Establishment Name: HVV Massachusetts, Inc.	Business Type: Marijuana Retailer	
Marijuana Establishment City: Gloucester	Marijuana Establishment State: MA	

Individual 4

First Name: Edward	Last Name: Lauth	Suffix:
Marijuana Establishment Name: HVV Massachusetts, Inc.	Business Type: Marijuana Product Manufacture	
Marijuana Establishment City: Gloucester	Marijuana Establishment State: MA	

Individual 5

First Name: Michael	Last Name: Reardon	Suffix:
Marijuana Establishment Name: HVV Massachusetts, Inc.	Business Type: Marijuana Cultivator	
Marijuana Establishment City: Newburyport	Marijuana Establishment State: MA	

Individual 6

First Name: Michael	Last Name: Reardon	Suffix:
Marijuana Establishment Name: HVV Massachusetts, Inc.	Business Type: Marijuana Product Manufacture	
Marijuana Establishment City: Newburyport	Marijuana Establishment State: MA	

Individual 7

First Name: Edward	Last Name: Lauth	Suffix:
Marijuana Establishment Name: HVV Massachusetts, Inc.	Business Type: Marijuana Cultivator	
Marijuana Establishment City: Newburyport	Marijuana Establishment State: MA	

Individual 8

First Name: Edward	Last Name: Lauth	Suffix:
Marijuana Establishment Name: HVV Massachusetts, Inc.	Business Type: Marijuana Product Manufacture	
Marijuana Establishment City: Newburyport	Marijuana Establishment State: MA	

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 39 Great Republic Drive	
Establishment Address 2:	
Establishment City: Gloucester	Establishment Zip Code: 01930
Approximate square footage of the Establishment: 47322	How many abutters does this property have?: 8
Have all property abutters have been notified of the intent to open a Marijuana Establishment at this address?: Yes	
Cultivation Tier: Tier 03: 10,001 to 20,000 sq. ft	Cultivation Environment: Indoor

FEE QUESTIONS

Cultivation Tier: Tier 03: 10,001 to 20,000 sq. ft	Cultivation Environment: Indoor
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HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Certification of Host Community Agreement	Host-Community-Agreement-Certification-Form - Mayor Theken Signed.pdf	pdf	5cc8c0f50a957444d5909edc	04/30/2019
Plan to Remain Compliant with Local Zoning	Plan to Remain Compliant with Local Zoning 4.5.19.pdf	pdf	5cc8c101bf7c9d44e9107b84	04/30/2019
Community Outreach Meeting Documentation	HVV Gloucester Community Outreach Documentation.pdf	pdf	5ccad5985c356a44cb769f59	05/02/2019

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

PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Plan for Positive Impact	HVV Plan for Positive Impact UPDATE.pdf	pdf	5ce858ee1dae681319ce80aa	05/24/2019

ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Other Role:
First Name: Michael Last Name: Reardon Suffix:
RMD Association: RMD Manager
Background Question: no

Individual Background Information 2

Role: Other Role:
First Name: Edward Last Name: Lauth Suffix:
RMD Association: RMD Manager
Background Question: no

ENTITY BACKGROUND CHECK INFORMATION

Entity Background Check Information 1

Role: Parent Company Other Role:
Entity Legal Name: HV Ventures MA, LLC Entity DBA:
Entity Description: Owner and initial capital contributor of HVV Massachusetts, Inc.
Phone: 843-819-0866 Email: michael@happyvalley.org
Primary Business Address 1: 39 Country Club Way Primary Business Address 2:
Primary Business City: Ipswich Primary Business State: MA Principal Business Zip Code:
01938

Additional Information:

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Department of Revenue - Certificate of Good standing	HVV Massachusetts Inc - Certificate of Good Standing.pdf	pdf	5cc8c1d4f25dae4c6c3f301f	04/30/2019
Secretary of Commonwealth - Certificate of Good Standing	HVV SOS CGS.pdf	pdf	5cc8c1e40a957444d5909eea	04/30/2019
Articles of Organization	HVV Articles of Conversion.pdf	pdf	5cc8c20a9b1a9b44dfe4eb13	04/30/2019
Bylaws	HVV Massachusetts Inc. - Corporate Bylaws.pdf	pdf	5cc8c25a73349d44fd62b75c	04/30/2019

Certificates of Good Standing:

Document Category	Document Name	Type	ID	Upload Date
Department of Unemployment Assistance - Certificate of Good standing	MA Dept of Unemployment Assistance - 7.20.2020.pdf	pdf	5f18721173630b702d45d360	07/22/2020
Department of Revenue - Certificate of Good standing	HVV MA Inc. Certificate of Good Standing DOR 7.23.20.pdf	pdf	5f19f13244827474644ea453	07/23/2020
Secretary of Commonwealth - Certificate of Good Standing	HVV SOS Cert of Good Standing 7.20.pdf	pdf	5f19f13e1f0df7704a5e0cf3	07/23/2020

Massachusetts Business Identification Number: 001320060

Doing-Business-As Name:

DBA Registration City:

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Business Plan	HVV Massachusetts, Inc. Complete Business Plan with Financials.pdf	pdf	5cc8c2725c356a44cb769c86	04/30/2019
Plan for Liability Insurance	HVV Liability Plan Proposal.pdf	pdf	5cc8c287bf7c9d44e9107b8e	04/30/2019
Proposed Timeline	HVV Renewal Timeline_Cultivation Gloucester FINAL.pdf	pdf	5f19f15444827474644ea457	07/23/2020

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Restricting Access to age 21 and older	HVV Policy for Limiting Access to Age 21 and Older.pdf	pdf	5cc8c2aa51be434c62d2b91d	04/30/2019
Prevention of diversion	HVV Prevention of Diversion.pdf	pdf	5cc8c2ba0a957444d5909ef0	04/30/2019
Storage of marijuana	HVV Storage of Marijuana.pdf	pdf	5cc8c2ccb10c2044c5598ab8	04/30/2019
Inventory procedures	HVV Inventory procedures summary.pdf	pdf	5cc8c2e951be434c62d2b922	04/30/2019

Quality control and testing	HVV Procedures for Quality Control and Testing.pdf	pdf	5cc8c2fff25dae4c6c3f3027	04/30/2019
Dispensing procedures	HVV Dispensing Procedures.pdf	pdf	5cc8c30dbf7c9d44e9107b92	04/30/2019
Personnel policies including background checks	HVV Personnel Policies.pdf	pdf	5cc8c3fadf25934c58f869f1	04/30/2019
Record Keeping procedures	HVV Record Keeping Procedure.pdf	pdf	5cc8c406b10c2044c5598ac5	04/30/2019
Qualifications and training	HVV Qualifications and Training.pdf	pdf	5cc8c4270a957444d5909efe	04/30/2019
Diversity plan	HVV Diversity Plan UPDATE.pdf	pdf	5ce85a10722cea17c125e991	05/24/2019
Transportation of marijuana	HVV Transportation of Marijuana UPDATED 7.20.pdf	pdf	5f18731c5272ec7447e7a723	07/22/2020
Separating recreational from medical operations, if applicable	HVV Separating Medical from Recreational Operations UPDATED 7.20.pdf	pdf	5f1873261c4abd74527f432f	07/22/2020
Security plan	HVV Security Plan UPDATE 7.20.pdf	pdf	5f18732f9adff6745ddd58df	07/22/2020
Policies and Procedures for cultivating.	HVV Policies and Procedures for Cultivating UPDATED 7.20.pdf	pdf	5f18733b44827474644e9f5c	07/22/2020
Maintaining of financial records	HVV Maintaining of Financial Records Update 7.20.pdf	pdf	5f18734662a1117473fb7acf	07/22/2020

ATTESTATIONS

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

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

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

Notification: I Understand

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

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

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

ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

COMPLIANCE WITH POSITIVE IMPACT PLAN

Progress or Success Goal 1

Description of Progress or Success: See attached report.

COMPLIANCE WITH DIVERSITY PLAN

Diversity Progress or Success 1

Description of Progress or Success: See attached report

HOURS OF OPERATION

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

Host Community Agreement Certification Form

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

Applicant

I, Michael Reardon, certify as an authorized representative of HVV Massachusetts, Inc. that the applicant has executed a host community agreement with the City of Gloucester pursuant to G.L.c. 94G § 3(d) on March 28, 2019.



Signature of Authorized Representative of Applicant

Host Community

I, Sefatio Romeo Theken, certify that I am the contracting authority for the City of Gloucester to certify that the applicant and the City of Gloucester has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on March 28, 2019.



Signature of Contracting Authority or
Authorized Representative of Host Community

Plan to Remain Compliant with Local Zoning

The purpose of this plan is to outline how HVV of Massachusetts, Inc. (“HVV”) is and will remain in compliance with local codes, ordinances and bylaws for the physical address of the cultivation, product manufacturing and retail marijuana establishment at 38 Great Republic Drive, Gloucester, MA 01930 which shall include, but not be limited to, the identification of any local licensing requirements for the adult use of marijuana.

38 Great Republic is located in Business Park (BP) district and properly zoned pursuant to the City of Gloucester Zoning Ordinance Section 5.27 Recreational Marijuana Establishments. In accordance with Section 5.27 the marijuana establishment is not located within 500 feet of any pre-existing public or private school providing education in kindergarten or any grades 1 through 12. There are no other codes, ordinances, or bylaws relative to the marijuana establishment.

In addition to HVV remaining compliant with existing Zoning Ordinances; HVV will continuously engage with City of Gloucester officials to remain up to date with local zoning ordinances to remain fully compliant.

Community Outreach Meeting Attestation Form

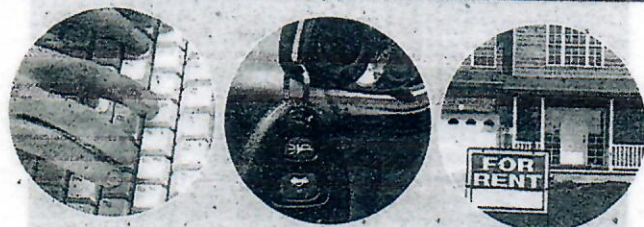
The applicant must complete each section of this form and initial each page before uploading it to the application. Failure to complete a section will result in the application being deemed incomplete. Instructions to the applicant appear in italics. Please note that submission of information that is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

I, Michael Reardon, attest as an authorized representative of HVV Massachusetts, Inc. that the applicant has complied with the requirements of 935 CMR 500 and the guidance for licensed applicants on community outreach, as detailed below.

1. The Community Outreach Meeting was held on Tuesday, April 30, 2019.
2. A copy of a notice of the time, place, and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was published in a newspaper of general circulation in the city or town on Friday, April 19, 2019, which was at least seven calendar days prior to the meeting. A copy of the newspaper notice is attached as Attachment A.
3. A copy of the meeting notice was also filed on Thursday, April 18, 2019 with the city or town clerk, the planning board, the contracting authority for the municipality, and local licensing authority for the adult use of marijuana, if applicable. A copy of the municipal notice is attached as Attachment B.
4. Notice of the time, place and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was mailed on Thursday, April 18, 2019, which was at least seven calendar days prior to the community outreach meeting to abutters of the proposed address of the Marijuana Establishment, and residents within 300 feet of the property line of the petitioner as they appear on the most recent applicable tax list, notwithstanding that the land of any such owner is located in another city or town. A copy of one of the notices sent to abutters and parties of interest as described in this section is attached as Attachment C.

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

RS.

line of publication deadlines
dailiesThe Eagle-Tribune, Gloucester Daily Times,
The Salem News; Daily News of Newburyport**Monday 2pm Saturday****Tuesday-Saturday 6pm day prior****Sunday paper 6pm Friday (auto only)****Sunday paper 12pm Saturday**

weeklies

Carriage Towne News: 12pm Friday**Andover Townsman, Derry News &
Haverhill Gazette: 6pm Tuesday**Cancellation/change deadlines:
same as publication deadlines

e.

ily News

orth.com

incorrect insertion and
is are subject to credit**Merchandise****CEMETERY LOTS**PURITAN LAWN - 1 lot, 2 burials with vault.
Section B lot 223. Asking \$5950.
Call 978-535-4504PURITAN LAWN Section V, 4 plots available.
2 burials per plot. Asking \$2700 ea.; or \$5000
for 2 plots. Call (781) 775-1905**FIREWOOD FOR SALE**ADS in this category
he ad shows a price it must show it by cu. ft.
if a cord is 64 cu. ft. and a cord is 128 cu. ft.**FREE ITEMS**FREE LIGHTED CURIO DISPLAY CASE
19" x 10" x 76"
Like new condition**MISC ITEMS WANTED****NHL GIFT CARD**\$300 value. Selling for \$275
Call 603-845-6125WANTED: SPORTS CARD COLLECTIONS
AND ALL SPORTS MEMORABILIA, all years.
Call (978) 857-3005**MISC MERCHANDISE****AS GOOD AS**a Larry Legend head fake
Pro proven products for title winning realities.
Call Neil, 781-598-0602.BEACH BOYS - EXCELLENT SEAT! HAMPTON
BEACH CASINO. Aug 14th. Sec 1, row B, seat
16. 1 ticket, \$40. Call 978-968-4876GAS ROOM HEATER New, in box \$450 cash.
2 Large Wall Mirrors, \$20 each.
(978) 771-7413GOLF CLUB travel bag 52" L, \$25. best offer.
best offer. Toro Vac Blower \$20. Ladies ultra
extreme roller blades Size 9 mint \$30.
Call (603) 888-4000**PUBLIC
NOTICES****PUBLIC NOTICES**

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for April 30, 2019, at 6:00PM, in the Compass Room at Cape Ann Marina, 75 Essex Avenue, Gloucester, Massachusetts. The proposed Marijuana Cultivator / Marijuana Product Manufacturer / Marijuana Retailer / Marijuana Research Facility is anticipated to be located at 38 Great Republic Drive, Gloucester, Massachusetts. There will be an opportunity for the public to ask questions. Please contact Seaside Legal Solutions, P.C., for additional information: 978-627-4500 or contact@seasidelegal.com
GT - 4/19/19



P.O. BOX 1172, GLOUCESTER, MA 01931
P. 978-627-4500 / F. 978-290-5800
CONTACT@SEASIDELEGAL.COM
WWW.SEASIDELEGAL.COM

April 17, 2019

Councilor Paul Lundberg
c/o City Clerk
City of Gloucester
Nine Dale Avenue
Gloucester, MA 01930

Dear Council President Lundberg:

This office continues to represent Happy Valley Ventures MA, Inc. ("HVV").

Pursuant to 935 CMR 500, you are being provided a copy of the notice for the community outreach meeting to be held April 30, 2019. It has been more than six months since our last community outreach meeting and the meeting must be held within the six-month period before the facilities open. There are no changes to the plans. We invite you to attend this meeting if you are available and interested.

Please feel free to contact our office with any questions or concerns you may have.

Sincerely,

A handwritten signature in blue ink that reads "Kaitlyn C. Saputo".
Kaitlyn C. Saputo

Pursuant to 935 CMR 500 notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for April 30, 2019, at 6:00PM, in the Compass Room at Cape Ann Marina, 75 Essex Avenue, Gloucester, Massachusetts. The proposed Marijuana Cultivator / Marijuana Product Manufacturer / Marijuana Retailer / Marijuana Research Facility is anticipated to be located at 38 Great Republic Drive, Gloucester, Massachusetts. There will be an opportunity for the public to ask questions. Please contact Seaside Legal Solutions, P.C., for additional information: 978-627-4500 or contact@seasidelegal.com



P.O. BOX 1172, GLOUCESTER, MA 01931
P. 978-627-4500 / F. 978-290-5800
CONTACT@SEASIDELEGAL.COM
WWW.SEASIDELEGAL.COM

April 17, 2019

Hon. Sefatia Romeo-Theken
c/o James Destino, CAO
City of Gloucester
Nine Dale Avenue
Gloucester, MA 01930

Dear Mayor Romeo-Theken:

This office continues to represent Happy Valley Ventures MA, Inc. ("HVV").

Pursuant to 935 CMR 500, you are being provided a copy of the notice for the community outreach meeting to be held April 30, 2019. It has been more than six months since our last community outreach meeting and the meeting must be held within the six-month period before the facilities open. There are no changes to the plans. We invite you to attend this meeting if you are available and interested.

Please feel free to contact our office with any questions or concerns you may have.

Sincerely,

A handwritten signature in blue ink that reads "Kaitlyn C. Saputo".

Kaitlyn C. Saputo

Pursuant to 935 CMR 500 notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for April 30, 2019, at 6:00PM, in the Compass Room at Cape Ann Marina, 75 Essex Avenue, Gloucester, Massachusetts. The proposed Marijuana Cultivator / Marijuana Product Manufacturer / Marijuana Retailer / Marijuana Research Facility is anticipated to be located at 38 Great Republic Drive, Gloucester, Massachusetts. There will be an opportunity for the public to ask questions. Please contact Seaside Legal Solutions, P.C., for additional information: 978-627-4500 or contact@seasidelegal.com

April 17, 2019

Chairman Richard Noonan
c/o Gregg Cademartori
City of Gloucester Annex
Three Pond Road
Gloucester, MA 01930

Dear Chairman Noonan:

This office continues to represent Happy Valley Ventures MA, Inc. ("HVV").

Pursuant to 935 CMR 500, you are being provided a copy of the notice for the community outreach meeting to be held April 30, 2019. It has been more than six months since our last community outreach meeting and the meeting must be held within the six-month period before the facilities open. There are no changes to the plans. We invite you to attend this meeting if you are available and interested.

Please feel free to contact our office with any questions or concerns you may have.

Sincerely,



Kaitlyn C. Saputo

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SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

Chairman Richard Noonan
c/o Gregg Cademartori
City of Gloucester Annex
Three Pond Road
Gloucester, MA 01930



9590 9402 3874 8060 6144 61

2. Article Number (Transfer from service label)

7016 0910 0001 3747 1566

PS Form 3811, July 2015 PSN 7530-02-000-9053

COMPLETE THIS SECTION ON DELIVERY

A. Signature

X

☐ Agent☐ Addressee

B. Received by (Printed Name)

C. Date of Delivery

4-22

D. Is delivery address different from item 1? ☐ YesIf YES, enter delivery address below: ☐ No

3. Service Type

☐ Adult Signature☐ Adult Signature Restricted Delivery☐ Certified Mail®☐ Certified Mail Restricted Delivery☐ Collect on Delivery☐ Collect on Delivery Restricted Delivery

all Restricted Delivery

☐ Priority Mail Express®☐ Registered Mail™☐ Registered Mail Restricted Delivery☐ Return Receipt for Merchandise☐ Signature Confirmation™☐ Signature Confirmation Restricted Delivery

Domestic Return Receipt

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

Hon. Sefatia Romeo-Theken
c/o James Destino, CAO
City of Gloucester
Nine Dale Avenue
Gloucester, MA 01930



9590 9402 3874 8060 6144 85

2. Article Number (Transfer from service label)

7016 0910 0001 3747 1580

PS Form 3811, July 2015 PSN 7530-02-000-9053

COMPLETE THIS SECTION ON DELIVERY

A. Signature

X

☐ Agent☐ Addressee

B. Received by (Printed Name)

C. Date of Delivery

4/19/19

D. Is delivery address different from item 1? ☐ YesIf YES, enter delivery address below: ☐ No

3. Service Type

☐ Adult Signature☐ Adult Signature Restricted Delivery☐ Certified Mail®☐ Certified Mail Restricted Delivery☐ Collect on Delivery☐ Collect on Delivery Restricted Delivery

all Restricted Delivery

☐ Priority Mail Express®☐ Registered Mail™☐ Registered Mail Restricted Delivery☐ Return Receipt for Merchandise☐ Signature Confirmation™☐ Signature Confirmation Restricted Delivery

Domestic Return Receipt

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

Councilor Paul Lundberg
c/o City Clerk
Nine Dale Avenue
Gloucester, MA 01930



9590 9402 3874 8060 6144 78

2. Article Number (Transfer from service label)

7016 0910 0001 3747 1573

PS Form 3811, July 2015 PSN 7530-02-000-9053

COMPLETE THIS SECTION ON DELIVERY

A. Signature

X

☐ Agent☐ Addressee

B. Received by (Printed Name)

C. Date of Delivery

4/19

D. Is delivery address different from item 1? ☐ YesIf YES, enter delivery address below: ☐ No

3. Service Type

☐ Adult Signature☐ Adult Signature Restricted Delivery☐ Certified Mail®☐ Certified Mail Restricted Delivery☐ Collect on Delivery☐ Collect on Delivery Restricted Delivery

all Restricted Delivery

☐ Priority Mail Express®☐ Registered Mail™☐ Registered Mail Restricted Delivery☐ Return Receipt for Merchandise☐ Signature Confirmation™☐ Signature Confirmation Restricted Delivery

Domestic Return Receipt



P.O. BOX 1172, GLOUCESTER, MA 01931
P. 978-627-4500 / F. 978-290-5800
CONTACT@SEASIDELEGAL.COM
WWW.SEASIDELEGAL.COM

April 18, 2019

[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

Via Certified Mail Return Receipt Requested
7016 0910 0001 3747 1481

To Whom It May Concern:

This office continues to represent Happy Valley Ventures MA, Inc. ("HVV").

Pursuant to 935 CMR 500, you are being provided a copy of the notice for the community outreach meeting to be held April 30, 2019. We invite you to attend this meeting if you are available and interested.

Please feel free to contact our office with any questions or concerns you may have.

Sincerely,

A handwritten signature in blue ink that reads "Kaitlyn C. Saputo".

Kaitlyn C. Saputo

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Plan for Positive Impact

INTENT

Cannabis prohibition has disproportionately impacted certain communities in Massachusetts. As the Commonwealth begins to embrace the adult-use cannabis industry in earnest, HVV Massachusetts, Inc. (“HVV”) recognizes that it has a responsibility to contribute to the communities in which it does business and the surrounding areas in need. HVV currently holds medical licenses in Gloucester and Boston and is seeking or will seek adult-use licenses in these communities, as well. To that end, HVV will focus its time and resources on those particular areas in Boston that have been identified as disproportionately impacted. HVV is fully committed to ensuring that it is making positive and lasting contributions to the communities where HVV resides.

PURPOSE

The purpose of this document is to summarize HVV’s plan to ensure our business creates positive and lasting impacts on the communities in which it will be involved.

HVV is committed to fostering positive relationships within the community and endeavoring to identify ways in which to give back. HVV seeks to utilize our resources, including time, talent and monies, to provide assistance to those who may be underserved and/or in need. We plan to achieve these goals through charitable giving, volunteer time and community engagement.

INITIATIVES AND METRICS

HVV aims to implement the following initiatives to assist those communities that have been disproportionately impacted, specifically areas of disproportionate impact in the City of Boston such as Dorchester, Roxbury and Mattapan.

Proposed Initiative: HVV will create a Community Outreach Advisory Committee (“the Committee”) within the HVV organization to engage with the community and identify charitable organizations that would benefit from volunteer and financial resources provided by HVV. The Advisory Committee will form relationships with the community so that HVV will be well equipped to determine where their contributions will be most effective. It is important to HVV that any resources, whether time, financial or otherwise, are provided to groups and people who have been negatively affected by prohibitive policies. The Committee will review the Identified Areas of Disproportionate Impact per the CCC guidelines when making recommendations to HVV management as to which organizations could be supported with charitable donations and volunteer hours. HVV will make best efforts to support organizations from impacted areas that are closest in geography to HVV locations.

At all times, HVV will adhere to the requirements set forth in 935 CMR 500.105(4) relative to the permitted and prohibited advertising, branding, marketing, and sponsorship practices of our marijuana establishment. Furthermore, any actions taken or programs instituted by the applicant

will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.

Goal: To engage with the community to ensure that any programs directed towards aiding disproportionately impacted populations are provided with appropriate resources. As HVV currently holds a medical license in East Boston, but not directly within an area identified as disproportionately impacted, the Advisory Committee has an important role in educating the company on where the resources in those areas that are identified as impacted should be directed. The Advisory Committee will work to find innovating and creative ways to give back to communities of impact.

Metrics: HVV will measure the positive relationships it has formed with the community by tracking the number of partnerships it has created prior to its annual license renewal with the Cannabis Control Commission.

Proposed Initiative: HVV will has identified a charitable organization serving the Greater Boston community including Dorchester, Roxbury and Mattapan which are designated as areas of disproportionate impact to assist those people and causes that require and will benefit from the resources the most. This Organization, Girls' LEAP (Lifetime Empowerment and Awareness Program) <https://www.girlsleap.org/> aims to empower girls and young women to value and champion their own safety and well-being.

Girls' LEAP interrupts the cycle of violence by teaching girls that they have a right to be safe and how to defend themselves if necessary. We believe all girls deserve to grow up safe and free from violence – and that empowerment is violence prevention.

Girls' LEAP provides girls with the tools and skills to keep themselves safe, both emotionally and physically. We partner with local schools and community centers to deliver empowerment and self-defense services to girls aged 8-18 in Greater Boston.

HVV has entered into an agreement (attached) with Girls' LEAP to make financial contributions in the amount of \$25,000 annually.

Goal: HVV will endeavor to provide financial assistance to Girls' LEAP and other organizations and groups that have been identified in disproportionately impacted areas as fitting in with HVV's goals and need the most help.

Metrics: HVV will maintain a record of the organizations and charities to which it has donated funds. By regular interaction between the Community Outreach Advisory Committee and the organizations in question, we will keep records of feedback that we receive relative to the impact of our contributions. This will in turn help us make decisions about adjustments that need to be made in the future, either amounts given or whether alternative charities should be considered.

Proposed Initiative: HVV will commit to provide employees with paid time to volunteer for programs or organizations that have been identified by the Community Outreach Advisory

Committee and that serve identified areas of disproportionate impact. Part of our agreement with Girls' LEAP it to give volunteer hours to their programs. This volunteer initiative will begin in the 3rd quarter of 2019.

Goal: HVV is committed to serving communities that have been disproportionately impacted by serving individuals and organization through the contribution of employee volunteer time courtesy of the company.

Metrics: HVV will maintain records of each employee and the volunteer experiences, including where each employee contributed their volunteer hours. The Community Outreach Advisory Committee will then solicit feedback from each employee at the conclusion of the annual volunteer time to learn about their experiences and determine whether adjustments should be made in the future with regards to this program. Additionally, the Community Outreach Advisory Committee will regularly engage with those organization where HVV employees dedicate their time to ensure that the partnership continues to be mutually beneficial.

CONCLUSION

HVV will conduct continuous and regular evaluations of the implementation of its goals and at any point will retool its policies and procedures in order to better accomplish the goals set out in this Plan for Positive Impact.

A comprehensive written evaluation of this plan, its goals and the metrics used to evaluate it will be completed 45 days prior to our License renewal date and provided to the Commission upon request.

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



May 9, 2019

HVV Massachusetts, Inc.
Attn: Michael Reardon, President
39 Country Club Way
Ipswich, MA 01938
michael@happyvalley.org

Dear Mr. Reardon:

This letter hereby serves as written confirmation of HVV Massachusetts, Inc. ("HVV") commitment to LEAP Self-Defense, Inc as a corporate sponsor/anonymous funder with an annual donation of twenty-five thousand dollars (\$25,000) for each of the next 5 years.

We are truly grateful for HVV's support and the opportunity it provides us to give girls the socio-emotional development and physical defense skills to keep them safe and to allow them to lead lives with strength and courage.

Furthermore, we appreciate your company's willingness to provide volunteers to participate in our curriculum of empowerment and self-defense courses at LEAP Self Defense, Inc. The details of the volunteer program will be worked out through HVV's appointed contact, Melissa Rutherford, and will start in the 3rd quarter of 2019.

We understand and acknowledge that your annual donation will be forthcoming upon the Cannabis Control Commission ("CCC") confirming that our partnership meets their Positive Impact Plan requirements.

We forward to our organizations having a long-term relationship that helps implement the mission and vision of the LEAP program.

Sincerely,


Cynthia Maltbie
Co-Executive Director


Lynn Carberry Masterman
Co-Executive Director



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

mass.gov/dor

Letter ID: L1983218560
Notice Date: April 17, 2019
Case ID: 0-000-636-186



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



MICHAEL REARDON
HVV MASSACHUSETTS, INC.
39 COUNTRY CLUB WAY
IPSWICH MA 01938-3000

Why did I receive this notice?

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

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

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

What if I have questions?

If you have questions, call us at (617) 887-6400 or toll-free in Massachusetts at (800) 392-6089, Monday through Friday, 8:30 a.m. to 4:30 p.m..

Visit us online!

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

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

Edward W. Coyle, Jr., Chief
Collections Bureau



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

William Francis Galvin
Secretary of the
Commonwealth

Date: April 22, 2019

To Whom It May Concern :

I hereby certify that according to the records of this office,
HVV MASSACHUSETTS, INC.

is a domestic corporation organized on **March 28, 2018** , under the General Laws of the Commonwealth of Massachusetts. I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

Certificate Number: 19040437110

Verify this Certificate at: <http://corp.sec.state.ma.us/CorpWeb/Certificates/Verify.aspx>

Processed by:

D

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

FORM MUST BE TYPED

Articles of Entity Conversion of a Domestic Non-Profit with a Pending Provisional or Final Certification to Dispense Medical Use Marijuana to a Domestic Business Corporation (General Laws Chapter 156D, Section 9.53; 950 CMR 113.30)

FORM MUST BE TYPED

- (1) Exact name of the non-profit: Happy Valley Ventures MA, Inc.
- (2) A corporate name that satisfies the requirements of G.L. Chapter 156D, Section 4.01:
HVV Massachusetts, Inc.
- (3) The plan of entity conversion was duly approved in accordance with the law.
- (4) The following information is required to be included in the articles of organization pursuant to G.L. Chapter 156D, Section 2.02(a) or permitted to be included in the articles pursuant to G.L. Chapter 156D, Section 2.02(b):

ARTICLE I

The exact name of the corporation upon conversion is:

HVV Massachusetts, Inc.

ARTICLE II

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

To engage in the cultivation, production, dispensing and sale of marijuana and marijuana products in Massachusetts, as permitted by Massachusetts law, and to engage in all activities that are related or incidental thereto and all other activities that are permitted to Domestic Business Corporations in Massachusetts.

ARTICLE III

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

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common	275,000			

ARTICLE IV

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

N/A

ARTICLE V

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

N/A

ARTICLE VI

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

See Attachment Pages 6A

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

ARTICLE VIII

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

- a. The street address of the initial registered office of the corporation in the commonwealth:
c/o Smith, Costello & Crawford, 50 Congress Street, Suite 420, Boston, MA 02109
- b. The name of its initial registered agent at its registered office:
Jennifer K. Crawford, Esq.
- c. The names and addresses of the individuals who will serve as the initial directors, president, treasurer and secretary of the corporation (an address need not be specified if the business address of the officer or director is the same as the principal office location):

President: Michael D. Reardon, 39 Country Club Way, Ipswich, MA 01938

Treasurer: Michael D. Reardon, 39 Country Club Way, Ipswich, MA 01938

Secretary: Michael D. Reardon, 39 Country Club Way, Ipswich, MA 01938

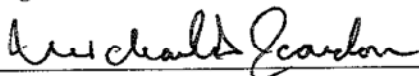
Director(s): Michael D. Reardon, 39 Country Club Way, Ipswich, MA 01938

- d. The fiscal year end of the corporation:
December 31
- e. A brief description of the type of business in which the corporation intends to engage:
Marijuana establishments pursuant to Massachusetts law
- f. The street address of the principal office of the corporation:
39 Country Club Way, Ipswich, MA 01938
- g. The street address where the records of the corporation required to be kept in the commonwealth are located is:

39 Country Club Way, Ipswich, MA 01938, which is
(number, street, city or town, state, zip code)

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

Signed by:



(signature of authorized individual)

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

on this 22 day of March, 2018

COMMONWEALTH OF MASSACHUSETTS

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

**Articles of Entity Conversion of a
Domestic Non-Profit with a Pending Provisional or
Final Certification to Dispense Medical Use Marijuana
to a Domestic Business Corporation**
(General Laws Chapter 156D, Section 9.53; 950 CMR 113.30)

I hereby certify that upon examination of these articles of conversion, duly submitted to me, it appears that the provisions of the General Laws relative thereto have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$_____ having been paid, said articles are deemed to have been filed with me this _____ day of _____, 20_____, at _____ a.m./p.m.
time

Effective date: _____
(must be within 90 days of date submitted)

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

Examiner

Filing fee: Minimum \$250

Name approval

TO BE FILLED IN BY CORPORATION
Contact Information:

C

M

Jennifer K. Crawford, Esq.

Smith, Costello & Crawford, 50 Congress Street, Ste 420

Boston, MA 02109

Telephone: (617) 523-0600

Email: jcrawford@publicpolicylaw.com

Upon filing, a copy of this filing will be available at www.sec.state.ma.us/cor. If the document is rejected, a copy of the rejection sheet and rejected document will be available in the rejected queue.

ATTACHMENT PAGES 6A TO THE ARTICLES OF ENTITY CONVERSION OF HAPPY
VALLEY VENTURES MA, INC.,
FROM A DOMESTIC NON-PROFIT TO A DOMESTIC BUSINESS CORPORATION

1. Minimum Number of Directors. The Board of Directors may consist of one or more individuals, notwithstanding the number of shareholders.
2. Personal Liability of Directors to Corporation. No Director shall have personal liability to the Corporation for monetary damages for breach of his or her fiduciary duty as a Director notwithstanding any provision of law imposing such a liability, provided that this provision shall not eliminate or limit the liability of the Director (a) for any breach of the Director's duty of loyalty to the Corporation or its shareholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) for improper distributions under Section 6.40 of Chapter 156D of the General Laws of Massachusetts, or (d) for any transaction from which the Director derived an improper personal benefit.
3. Shareholder Vote Required to Approve Matters Acted on by Shareholders. With respect to any matter as to which the affirmative vote of more than a majority of the shares in any voting group shall be required by the provisions of Chapter 156D of the General Laws of Massachusetts for the approval of the matter, the affirmative vote of a majority of all the shares in any such voting group eligible to vote on the matter shall be sufficient for the approval of the matter, notwithstanding that such greater vote on the matter would be otherwise required.
4. 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 shareholders' meeting may be taken without a meeting by shareholders having not less than the minimum number of votes otherwise necessary to take the action at a meeting at which all shareholders entitled to vote on the action would be present and voting.
5. Authorization of Directors to Make, Amend or Repeal Bylaws. The Board of Directors may make, amend, and repeal the bylaws of the Corporation, in whole or in part, except with respect to any provision thereof which, by virtue of an express provision in Chapter 156D of the General Laws of Massachusetts, these Articles of Organization or the bylaws, requires action directly and exclusively by the shareholders.
6. Authority of Directors to Create New Classes and Series of Shares. The Board of Directors, acting without the shareholders, may (a) reclassify any unissued shares of any authorized class or series into one or more existing or new classes or series, and (b) create

one or more new classes or series of shares, specifying the number of shares to be included therein, the distinguishing designation thereof, and the preferences, limitations and relative rights applicable thereto, provided that the Board of Directors may not approve an aggregate number of authorized shares of all classes and series which exceeds the total number of authorized shares specified in these Articles of Organization.

7. Meetings of Shareholders. All meetings of shareholders may be held within the Commonwealth of Massachusetts or elsewhere within the United States. Such meetings may be held by telephone, webinar or other electronic means.
8. Partnership Authority. The Corporation may be a partner, general or limited, in any business enterprise which it would have the authority to conduct by itself.
9. Shareholder Examination of Corporation Records. Except as otherwise provided by law, no shareholder shall have any right to examine any property or any books, accounts or other writings of the Corporation if there is reasonable ground for belief that such examination will, for any reason, be adverse to the interests of the Corporation. A vote of the Board of Directors refusing permission to make such examination shall be prima facie evidence that such examination would be adverse to the interests of the Corporation. Every such examination shall be subject to reasonable regulations as Board of Directors may establish in regard thereto.

BYLAWS
OF
HVV MASSACHUSETTS, INC.

BYLAWS

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ARTICLE I

SHAREHOLDERS

1.1. Annual Meeting. The Corporation shall hold an annual meeting of shareholders at a time to be fixed by the Board of Directors, the Chief Executive Officer or the President and stated in the notice of the meeting. 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, the Corporation may designate a special meeting as a special meeting in lieu of the annual meeting, and such meeting shall have all of the effect of an annual meeting.

1.2. Special Meetings. Special meetings of the shareholders may be called by the Board of Directors, the Chief Executive Officer or the President, 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 10 per cent, 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.

1.3. Place of Meetings. All meetings of shareholders shall be held at the principal office of the Corporation unless a different place is fixed by the Board of Directors, the Chief Executive Officer or the President and specified in the notice of the meeting, or the meeting is held solely by means of remote communication in accordance with Section 1.12 of these Bylaws.

1.4. 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 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 1.4 to persons who are shareholders as of the new record date. All notices to shareholders shall conform to the requirements of Article III of these Bylaws.

1.5. 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.

1.6. Quorum.

(a) Unless otherwise provided by law, or in the Articles of Organization, these Bylaws or, to the extent authorized by law, a resolution of the Board of 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, provided always that less than such a quorum shall have the power to adjourn a meeting of shareholders from time to time. 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.

1.7. Voting and Proxies.

(a) Except as provided in this Section 1.7(a) or 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. Only shares are entitled to vote, and each fractional share, if any, is entitled to a proportional vote. Absent special circumstances, the shares of the Corporation are not entitled to vote if they are owned, directly or indirectly, by another entity of which the Corporation owns, directly or indirectly, a majority of the voting interests; provided, however, that nothing in these Bylaws shall limit the power of the Corporation to vote any shares held by it, directly or indirectly, in a fiduciary capacity. Unless the Articles of Organization provide otherwise, redeemable shares are not entitled to vote after notice of redemption is given to the holders and a sum sufficient to redeem the shares has been deposited with a bank, trust company or other financial institution under an irrevocable obligation to pay the holders the redemption price upon surrender of the shares.

(b) 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, or any successor Section thereto, 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.

1.8. 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, the Articles of Organization, these Bylaws or, to the extent authorized by law, 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.

1.9. Conduct of Meetings. The Board of Directors may adopt by resolution such rules, regulations and procedures for the conduct of any meeting of shareholders as it shall deem appropriate, including without limitation such guidelines and procedures as it may deem appropriate regarding the participation by means of remote communication of shareholders and proxyholders not physically present at a meeting. Except to the extent inconsistent with such rules, regulations and procedures as adopted by the Board of Directors, the chairman of any meeting of shareholders shall have the right and authority to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such chairman, are appropriate for the proper conduct of the meeting. Such rules, regulations or procedures, whether adopted by the Board of Directors or prescribed by the chairman of the meeting, may include, without limitation, the following: (a) the establishment of an agenda or order of business for the meeting; (b) rules and procedures for maintaining order at the meeting and the safety of those present; (c) limitations on attendance at or participation in the meeting to shareholders, their duly authorized and constituted proxies or attorneys or such other persons as shall be determined; (d) restrictions on entry to the meeting after the time fixed for the commencement thereof; and (e) limitations on the time allotted to questions or comments by participants. Unless and to the extent determined by the Board of Directors or the chairman of the meeting, meetings of shareholders shall not be required to be held in accordance with the rules of parliamentary procedure.

1.10. Action Without Meeting by Written Consent.

(a) Action taken at a shareholders' meeting may be taken without a meeting if the action is taken either: (1) by all shareholders entitled to vote on the action; or (2) to the extent permitted by the Articles of Organization, by shareholders having not less than the minimum number of votes necessary to take the action at a meeting at which all shareholders entitled to vote on the action are present and voting. The action shall be evidenced by one or

more written consents that describe the action taken, are signed by shareholders having the requisite votes, bear the date of the signatures of such shareholders, and are delivered to the Corporation for inclusion with the records of meetings within 60 days of the earliest dated consent delivered to the Corporation as required by this Section 1.10. A consent signed under this Section 1.10 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 these Bylaws, 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.

1.11. Record Date. The Board of 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 (a) 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 (b) in the case of action without a meeting by written consent, the date the first shareholder signs the consent or (c) for purposes of determining shareholders entitled to demand a special meeting of shareholders, the date the first shareholder signs the demand or (d) for purposes of determining shareholders entitled to a distribution, other than one involving a purchase, redemption or other acquisition of the Corporation's shares, the date the Board of Directors authorizes the distribution. A record date fixed under this Section 1.11 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.

1.12. Meetings by Remote Communication. Unless otherwise provided in the Articles of Organization, if authorized by the Board of 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 communication: (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.

1.13. 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 (1) 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 (2) 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.

1.14. Shareholder 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 list of shareholders 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 or his or her agent or attorney is entitled on written demand to inspect and, subject to the requirements of Section 6.2(c) 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 list of shareholders 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

2.1. 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.

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

2.3. Vacancies. If a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of Directors: (a) the shareholders may fill the vacancy; (b) the Board of Directors may fill the vacancy; or (c) if the Directors remaining in office constitute fewer than a quorum of the Board of Directors, they may fill the vacancy by the affirmative vote of a majority of all the Directors remaining in office. Notwithstanding the foregoing, if the vacant office was held by a Director elected by a voting group of shareholders, only the holders of shares of that voting group or the Directors elected by that voting group are entitled to vote to fill the vacancy. A vacancy that will occur at a specific later date may be filled before the vacancy occurs but the new Director may not take office until the vacancy occurs.

2.4. 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.

2.5. 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.

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

2.7. Removal. The shareholders may remove one or more Directors with or without cause, but if a Director is elected by a voting group of shareholders, only the shareholders of that voting group may participate in the vote to remove him or her. A Director may be removed for

cause by the Directors by vote of a majority of the Directors then in office, but, if a Director is elected by a voting group of shareholders, only the Directors elected by that voting group may participate in the vote to remove him or her. A Director may be removed by the shareholders or the Directors only at a meeting called for the purpose of removing him or her, and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the Director.

2.8. 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.

2.9. Special Meetings. Special meetings of the Board of Directors may be called by the Chairman of the Board, the Chief Executive Officer, the President, the Secretary, any two Directors or one Director in the event that there is only one Director.

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

2.11. 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.

2.12. Quorum. Unless otherwise provided by law, the Articles of Organization or these Bylaws, 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 an adjournment thereof.

2.13. 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 unless the Articles of Organization or these Bylaws require the vote of a greater number 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.

2.14. 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 2.14 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 2.14 has the effect of a meeting vote and may be described as such in any document.

2.15. 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.

2.16. 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 2.10 through 2.15 of these Bylaws 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 to the extent permitted by law. 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 2.18 of these Bylaws.

2.17. Compensation. The Board of Directors may fix the compensation of Directors.

2.18. Standard of Conduct for Directors.

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

(b) In discharging his or her duties, a Director who does not have knowledge that makes reliance unwarranted is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by:

(1) one or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent with respect to the information, opinions, reports or statements presented; (2) legal counsel, public accountants or other persons retained by the Corporation, as to matters involving skills or expertise the Director reasonably believes are matters (i) within the particular person's professional or expert competence or (ii) as to which the particular person merits confidence; or (3) a committee of the Board of Directors of which the Director is not a member if the Director reasonably believes the committee merits confidence.

(c) A Director is not liable for any action taken as a Director, or any failure to take any action, if he or she performed the duties of his or her office in compliance with this Section 2.18.

2.19. Conflict of Interest.

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

(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 2.19, 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.

(c) For purposes of clause (1) of subsection (a) of this Section 2.19, 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 2.19 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 2.19. 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) of this Section 2.19 if the transaction is otherwise authorized, approved or ratified as provided in that subsection.

(d) For purposes of clause (2) of subsection (a) of this Section 2.19, 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 (d). 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) of this Section 2.19, 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) of this Section 2.19. The vote of those shares, however, is counted in determining whether the transaction is approved under other provisions 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 2.19.

2.20. Loans to Directors. The Corporation may not lend money to, or guarantee the obligation of a Director of, the Corporation unless: (a) the specific loan or guarantee is approved by a majority of the votes represented by the outstanding voting shares of all classes, voting as a single voting group, except the votes of shares owned by or voted under the control of the benefited Director; or (b) the Board of Directors determines that the loan or guarantee benefits the Corporation and either approves the specific loan or guarantee or a general plan authorizing loans and guarantees. The fact that a loan or guarantee is made in violation of this Section 2.20 shall not affect the borrower's liability on the loan.

ARTICLE III

MANNER OF NOTICE

Except as otherwise provided by law, all notices provided for under these Bylaws shall conform to the following requirements:

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

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

(c) Written notice, other than notice by electronic transmission, by the Corporation to any of its shareholders, 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 by the Corporation to any of its shareholders, 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) of this Article III, 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

4.1. 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, including, but not limited to, a Chairman of the Board, a Vice Chairman of the Board, a Chief Executive Officer and one or more Vice Presidents, Assistant Treasurers and Assistant Secretaries.

4.2. 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. The appointment of an officer shall not itself create contract rights.

4.3. Qualification. The same individual may simultaneously hold more than one office in the Corporation. No officer need be a shareholder.

4.4. Tenure. Except as otherwise provided by law, the Articles of Organization or these Bylaws, each officer shall hold office until his or her successor is duly appointed, unless a different term is specified in the vote appointing him or her, or until his or her earlier death, resignation or removal.

4.5. 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.

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

4.7. Vacancies. The Board of Directors may fill any vacancy occurring in any office for any reason and may, in its discretion, leave unfilled for such period as it may determine any offices other than those of President, Treasurer and Secretary. Each such successor shall hold office for the unexpired term of his or her predecessor and until his or her successor is duly appointed, or until he or she sooner dies, resigns or is removed.

4.8. Chairman of the Board and Vice Chairman of the Board. The Board of Directors may appoint from its members a Chairman of the Board, who need not be an employee or officer of the Corporation. If the Board of Directors appoints a Chairman of the Board, he or she shall perform such duties and possess such powers as are assigned to him or her by the Board of Directors and, if the Chairman of the Board is also designated as the Corporation's Chief Executive Officer, shall have the powers and duties of the Chief Executive Officer prescribed in Section 4.9 of these Bylaws. Unless otherwise provided by the Board of Directors, the Chairman of the Board shall preside at all meetings of the Board of Directors and shareholders.

If the Board of Directors appoints a Vice Chairman of the Board, he or she shall, in the event of the absence, inability or refusal to act of the Chairman of the Board, perform the duties and exercise the powers of the Chairman of the Board and shall perform such other duties and possess such other powers as may from time to time be vested in him or her by the Board of Directors.

4.9. President; Chief Executive Officer. Unless the Board of Directors has designated the Chairman of the Board or another person as Chief Executive Officer, the President shall be the Chief Executive Officer. The Chief Executive Officer shall have general charge and supervision of the business of the Corporation, subject to the direction of the Board of Directors. The President shall perform such other duties and shall have such other powers as the Board of Directors or the Chief Executive Officer (if the President is not the Chief Executive Officer) may from time to time prescribe. In the event of the absence, inability or refusal to act of the Chief Executive Officer or the President (if the President is not the Chief Executive Officer), the Vice President (or, if there shall be more than one, the Vice Presidents in the order determined by the Board of Directors) shall perform the duties of the Chief Executive Officer and, when so performing such duties, shall have all the powers of and be subject to all the restrictions upon, the Chief Executive Officer.

4.10. Vice Presidents. Any Vice President shall perform such duties and shall possess such powers as the Board of Directors, the Chief Executive Officer or the President may from time to time prescribe. The Board of Directors may assign to any Vice President the title Executive Vice President, Senior Vice President or any other title selected by the Board of Directors.

4.11. Treasurer and Assistant Treasurers. The Treasurer shall perform such duties and shall have such powers as may from time to time be assigned to him or her by the Board of Directors, the Chief Executive Officer or the President. In addition, the Treasurer shall perform such duties and have such powers as are incident to the office of treasurer, including without limitation the duty and power to keep and be responsible for all funds and securities of the Corporation, to deposit funds of the Corporation in depositories, to disburse such funds as ordered by the Board of Directors, the Chief Executive Officer or the President, to make proper accounts of such funds, and to render as required by the Board of Directors, the Chief Executive Officer or the President statements of all such transactions and of the financial condition of the Corporation.

Any Assistant Treasurer shall perform such duties and possess such powers as the Board of Directors, the Chief Executive Officer, the President or the Treasurer may from time to time prescribe. In the event of the absence, inability or refusal to act of the Treasurer, the Assistant Treasurer (or if there shall be more than one, the Assistant Treasurers in the order determined by the Board of Directors) shall perform the duties and exercise the powers of the Treasurer.

4.12. Secretary and Assistant Secretaries. The Secretary shall perform such duties and shall possess such powers as the Board of Directors, the Chief Executive Officer or the President may from time to time prescribe. In addition, the Secretary shall perform such duties and shall have such powers as are incident to the office of the secretary, including without limitation the duty and power to give notices of all meetings of shareholders and Directors, to attend all meetings of shareholders and Directors, to prepare minutes of the meetings of shareholders and Directors, to authenticate the records of the Corporation, to maintain a stock ledger and prepare lists of shareholders and their addresses as required, to be custodian of corporate records and the corporate seal and to affix and attest to the same on documents.

Any Assistant Secretary shall perform such duties and possess such powers as the Board of Directors, the Chief Executive Officer, the President or the Secretary may from time to time prescribe. In the event of the absence, inability or refusal to act of the Secretary, the Assistant Secretary (or if there shall be more than one, the Assistant Secretaries in the order determined by the Board of Directors) shall perform the duties and exercise the powers of the Secretary.

In the absence of the Secretary or any Assistant Secretary at any meeting of shareholders or Directors, the person presiding at the meeting shall designate a temporary secretary to prepare the minutes of the meeting.

4.13. Salaries. Officers of the Corporation shall be entitled to such salaries, compensation or reimbursement as shall be fixed or allowed from time to time by the Board of Directors.

4.14. Standard 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 4.14.

ARTICLE V

PROVISIONS RELATING TO SHARES

5.1. 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.

5.2. 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. Every certificate for shares of stock that are subject to any restriction on the transfer or registration of transfer of such shares pursuant to the Articles of Organization, these Bylaws, an agreement among shareholders or an agreement among shareholders and the Corporation, shall have conspicuously noted on the front or back of such certificate the existence of such restrictions. 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 Chief Executive Officer, the President or a Vice President and by the Treasurer or an Assistant Treasurer or the Secretary or an Assistant Secretary, or any two officers designated by the Board of Directors, and may 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.

5.3. 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.

5.4. Transfers; Record and Beneficial Owners. Subject to the restrictions, if any, stated or noted on the stock certificates, shares of stock may be transferred on the books of the Corporation by the surrender to the Corporation or its transfer agent of the certificate representing such shares properly endorsed or accompanied by a written assignment or power of attorney properly executed, and with such proof of authority or the authenticity of signature as the Corporation or its transfer agent may reasonably require. The Corporation shall be entitled to treat the record holder of shares as shown on its books as the owner of such shares for all purposes, including the payment of dividends and other distributions and the right to vote with respect thereto, regardless of any transfer, pledge or other disposition of such shares until the shares have been transferred on the books of the Corporation in accordance with the requirements of these Bylaws. Notwithstanding anything to the contrary herein, to the extent 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 Corporation shall be entitled to treat the beneficial owner of shares as the shareholder to the extent of the rights granted by a nominee certificate on file with the Corporation.

5.5. Replacement of Certificates. The Board of Directors may, subject to applicable law, 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

6.1. 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, or any successor Section thereto, 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.

6.2. 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 6.1(b) of these Bylaws, copies of any of the records of the Corporation described in said Section 6.1(b) 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) of this Section 6.2 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 6.2;
- (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 6.1(a) of these Bylaws.

(c) A shareholder may inspect and copy the records described in subsection (b) of this Section 6.2 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 6.2, “shareholder” includes a beneficial owner whose shares are held in a voting trust or by a nominee on his or her behalf.

6.3. 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 6.2 of these Bylaws 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 clause (3) of subsection (b) of Section 6.2 of these Bylaws 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.

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

ARTICLE VII

INDEMNIFICATION

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

“Corporation” includes any domestic or foreign predecessor entity of the Corporation in a merger.

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

“Disinterested Director” is a Director who, at the time of a vote or selection referred to in Section 7.4 of these Bylaws, is not (a) a party to the proceeding, or (b) an individual having a familial, financial, professional or employment relationship with the Director or officer whose standard of conduct is the subject of the decision being made, which relationship would, in the circumstances, reasonably be expected to exert an influence on the Director’s judgment when voting on the decision being made.

“Expenses” includes, without limitation, attorneys’ fees, retainers, court costs, transcript costs, fees and expenses of experts, travel expenses, duplicating costs, printing and binding costs, telephone and telecopy charges, postage, delivery service fees and other disbursements or expenses of the type customarily incurred in connection with a proceeding, but shall not include the amount of judgments, fines or penalties against a Director or officer or amounts paid in settlement in connection with such matters.

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

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

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

7.2. Indemnification of Directors and Officers.

(a) Subject to Sections 7.4 and 7.5 of these Bylaws and except as otherwise provided in this Section 7.2, the Corporation shall, to the fullest extent permitted by law (as such

may be amended from time to time), indemnify an individual in connection with any proceeding as to which such individual is, was or is threatened to be made a party by reason of such individual's status as a Director or officer. In furtherance of the foregoing and without limiting the generality thereof:

(i) the Corporation shall indemnify an individual who is a party to a proceeding because he or she is a Director against liability incurred in the proceeding if: (A) (1) he or she conducted himself or herself in good faith; and (2) he or she reasonably believed that his or her conduct was in the best interests of the Corporation or that his or her conduct was at least not opposed to the best interests of the Corporation; and (3) in the case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful; or (B) he or she engaged in conduct for which he or she shall not be liable under a provision of the Articles of Organization authorized by Section 2.02(b)(4) of the MBCA or any successor provision to such Section;

(ii) the Corporation shall indemnify an individual who is a party to a proceeding because he or she is an officer (but not a Director) against liability incurred in the proceeding, except for liability arising out of acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; provided, however, that the standard of conduct set forth in this clause (ii) shall apply to a Director who is also an officer if the basis on which he or she is made a party to the proceeding is an act or omission solely as an officer; and

(iii) notwithstanding any other provision of this Article VII, the Corporation shall indemnify a Director or officer who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she was a Director or officer against reasonable expenses incurred by him or her in connection with the proceeding.

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

(c) The termination of a proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, is not, of itself, determinative that the Director or officer did not meet the relevant standard of conduct described in this Section 7.2.

(d) Unless ordered by a court of competent jurisdiction, the Corporation may not indemnify a Director or officer under this Section 7.2 if his or her conduct did not satisfy the relevant standards set forth in this Section 7.2.

(e) Notwithstanding anything to the contrary in this Article VII, except as required by law:

(i) the Corporation shall not indemnify a Director or officer in connection with a proceeding (or part thereof) initiated by such Director or officer unless the initiation thereof was approved by the Board of Directors; and

(ii) the Corporation shall not be required to make an indemnification payment to a Director or officer to the extent such Director or officer has otherwise actually received such payment under any insurance policy, agreement or otherwise, and in the event the Corporation makes any indemnification payments to such Director or officer and such Director or officer is subsequently reimbursed from the proceeds of insurance, such Director or officer shall promptly refund such indemnification payments to the Corporation to the extent of such insurance reimbursement.

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

(a) a written affirmation of his or her good faith belief that he or she has met the relevant standard of conduct described in Section 7.2 of these Bylaws or, if he or she is a Director and is a party to a proceeding because he or she is a Director, that the proceeding involves conduct for which liability has been eliminated under a provision of the Articles of Organization as authorized by Section 2.02(b)(4) of the MBCA or any successor provision to such Section; and

(b) his or her written undertaking to repay any funds advanced if he or she is not wholly successful, on the merits or otherwise, in the defense of such proceeding and it is ultimately determined pursuant to Section 7.4 of these Bylaws or by a court of competent jurisdiction that he or she has not met the relevant standard of conduct described in Section 7.2 of these Bylaws.

Such undertaking must be an unlimited general obligation of the Director or officer but need not be secured and shall be accepted without reference to the financial ability of the Director or officer to make repayment.

7.4. Procedures for Indemnification; Determination of Indemnification.

(a) In order to obtain indemnification or advancement of expenses pursuant to this Article VII, a Director or officer shall submit to the Corporation a written request, including in such request such documentation and information as is reasonably available to such Director or officer and is reasonably necessary to determine whether and to what extent such Director or officer is entitled to indemnification or advancement of expenses. After receipt of such written request, the Corporation shall consider in good faith whether such Director or officer is entitled to indemnification or advancement of expenses hereunder, subject to the provisions of Section 7.4(b) below.

(b) With respect to requests under Section 7.2 of these Bylaws, no indemnification shall be made unless the Corporation determines that the Director or officer has met the relevant standard of conduct set forth in such Section 7.2. The determination of whether such Director or officer has met the relevant standard of conduct set forth in such Section 7.2, and any determination that expenses that have been advanced pursuant to Section 7.3 of these Bylaws must be subsequently repaid to the Corporation, shall be made in each instance:

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

(ii) by special legal counsel (A) selected in the manner prescribed in clause (i) of this subsection (b); or (B) if there are fewer than two Disinterested Directors, selected by the Board of Directors, in which selection Directors who do not qualify as Disinterested Directors may participate; or

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

7.5. Notification and Defense of Claim; Settlements.

(a) In addition to and without limiting the foregoing provisions of this Article VII and except to the extent otherwise required by law, it shall be a condition of the Corporation's obligation to indemnify under this Article VII (in addition to any other condition provided in the Articles of Organization, these Bylaws or by law) that the person asserting, or proposing to assert, the right to be indemnified (the "Indemnatee"), must notify the Corporation in writing as soon as practicable of any proceeding involving the Indemnatee for which indemnity will or could be sought, but the failure to so notify shall not affect the Corporation's objection to indemnify except to the extent the Corporation is adversely affected thereby. With respect to any proceeding of which the Corporation is so notified, the Corporation will be entitled (i) to participate therein at its own expense and/or (ii) to assume the defense thereof at its own expense, with legal counsel reasonably acceptable to the Indemnatee. After notice from the Corporation to the Indemnatee of its election so to assume such defense, the Corporation shall not be liable to the Indemnatee for any legal or other expenses subsequently incurred by the Indemnatee in connection with such proceeding, other than as provided below in this subsection (a). The Indemnatee shall have the right to employ his or her own counsel in connection with such proceeding, but the fees and expenses of such counsel incurred after notice from the Corporation of its assumption of the defense thereof shall be at the expense of the Indemnatee unless (A) the employment of counsel by the Indemnatee has been authorized by the Corporation, (B) counsel to the Indemnatee shall have reasonably concluded that there may be a conflict of interest or position on any significant issue between the Corporation and the Indemnatee in the conduct of the defense of such proceeding or (C) the Corporation shall not in fact have employed counsel to assume the defense of such proceeding, in each of which cases the reasonable fees and expenses of counsel for the Indemnatee shall be at the expense of the Corporation, except as otherwise expressly provided by this Article VII. The Corporation shall not be entitled, without the consent of the Indemnatee, to assume the defense of any claim brought by or in the right of the Corporation or as to which counsel for the Indemnatee shall have reasonably made the conclusion provided for in clause (B) above.

(b) The Corporation shall not be required to indemnify the Indemnatee under this Article VII for any amounts paid in settlement of any proceeding effected without its written consent. The Corporation shall not settle any proceeding in any manner that would impose any

penalty or limitation on the Indemnatee without the Indemnatee's written consent. Neither the Corporation nor the Indemnatee will unreasonably withhold his, her or its consent to any proposed settlement.

7.6. Partial Indemnification. If a Director or officer is entitled under any provision of this Article VII to indemnification by the Corporation for a portion of the liabilities incurred by him or her or on his or her behalf in connection with any proceeding, but not for the total amount thereof, the Corporation shall nevertheless indemnify such Director or officer for the portion of such liabilities to which such Director or officer is entitled.

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

7.8. Merger or Consolidation. If the Corporation is merged into or consolidated with another corporation and the Corporation is not the surviving corporation, the surviving corporation shall assume the obligations of the Corporation under this Article VII with respect to any proceeding arising out of or relating to any actions, transactions or facts occurring prior to the date of such merger or consolidation.

7.9. Application of this Article.

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

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

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

(d) If this Article VII or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each Director or officer as to any liabilities in connection with a proceeding to the fullest extent

permitted by any applicable portion of this Article VII that shall not have been invalidated and to the fullest extent permitted by applicable law.

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

ARTICLE VIII

MISCELLANEOUS

8.1. Fiscal Year. Except as otherwise determined from time to time by the Board of Directors, the fiscal year of the Corporation shall in each year end on December 31.

8.2. Seal. The seal of the Corporation shall, subject to alteration by the Board of Directors, bear the Corporation's name, the word "Massachusetts" and the year of its incorporation.

8.3. Voting of Securities. Except as the Board of Directors may otherwise designate, the Chief Executive Officer, President or Treasurer may waive notice of, and act as, or appoint any person or persons to act as, proxy or attorney-in-fact for the Corporation (with or without power of substitution) at, any meeting of shareholders of any other corporation or organization, the securities of which may be held by the Corporation.

8.4. Evidence of Authority. A certificate by the Secretary, an Assistant Secretary or a temporary Secretary as to any action taken by the shareholders, Directors, any committee or any officer or representative of the Corporation shall as to all persons who rely on the certificate in good faith be conclusive evidence of such action.

8.5. Articles of Organization. All references in these Bylaws to the Articles of Organization shall be deemed to refer to the Articles of Organization of the Corporation, as amended and in effect from time to time.

8.6. Severability. Any determination that any provision of these Bylaws is for any reason inapplicable, illegal or ineffective shall not affect or invalidate any other provision of these Bylaws.

8.7. Pronouns. All pronouns used in these Bylaws shall be deemed to refer to the masculine, feminine or neuter, singular or plural, as the identity of the person or persons may require.

ARTICLE IX

AMENDMENTS

9.1. General. 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.

9.2. Notice. 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 Bylaw, notice stating the substance of the action taken by the Board of Directors shall be given to all shareholders entitled to vote on amending these Bylaws. Any action taken by the Board of Directors with respect to these Bylaws may be amended or repealed by the shareholders.

9.3. Quorum and Required Vote.

(a) If authorized by the Articles of Organization, a Bylaw amendment adopted by shareholders may provide for a greater or lesser quorum requirement for action by any voting group of shareholders, or for a greater affirmative voting requirement, including additional separate voting groups, than is provided for in the MBCA.

(b) Approval of an amendment to these 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.

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

(d) A Bylaw 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 the Board of Directors is authorized to amend these Bylaws.

(e) If the Board of Directors is authorized to amend these Bylaws, approval by the Board of Directors of an amendment to these 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 these Bylaws, and also the particular quorum and voting requirements sought to be changed or deleted.



Business Plan Executive Summary – Gloucester HCA Application

Summary

First and foremost, HVV Massachusetts, Inc. (“HVV”) has secured ownership of an expansive list of cannabis genetics (marijuana strains/cultivars), proprietary techniques and formulations. As the cannabis industry continues to expand and becomes more competitive in the coming years, it is paramount that we control our destiny, as we like to say when it comes to genetics, “the power is in the flower”.

The caliber of these genetics will enable us to create a comprehensive menu of high-quality and unique products. Our dispensary locations will provide a modern “chic” retail experience enhanced by well-trained staff and complimented by in-store digital experiences and tech savvy educational tools.

We have thoroughly vetted all existing industry software and chosen best in class for seed-to-sale, POS, compliance, inventory management, customer rewards/loyalty program, delivery, education and payment processing. We will integrate this technology along with the Happy Valley website (www.happyvalley.org) and app to operate as efficiently as possible to optimize the consumer experience. This superior customer service, when combined with high-quality products, will help us achieve our goal of brand recognition and loyalty.

The barriers to enter and compete in the Massachusetts cannabis industry are many, varied and real. It is extremely expensive and incredibly time consuming to navigate the regulatory landscape found at the state and local levels. We will continue to make decisions that we believe are in the long-term interest of our investors, employees and customers to allow HVV to compete at the highest levels within the cannabis industry.

Brand Origin/Passion

Our team has accumulated an extensive knowledge base across the spectrum of the cannabis industry, including constructing state-of-the-art cultivation/manufacturing facilities, security, regulatory compliance, genetics, cultivation SOPs, good manufacturing practices (GMP), proprietary extraction methods, retail operations (SOP), marketing and wholesale distribution.

HVV will study genetics, genetic markers and chemotype traits to research and certify the DNA of each cannabis cultivar for further refinement of cannabis genetics in crop production, cannabinoid content, terpene production and more with our strategic partner at Phyllos Bioscience. Phyllos Bioscience is comprised of some of the world’s top talent in plant science, will work alongside our local cultivation team, to develop advanced genetics. The direct impact of which will directly improve products HVV creates to help regulate the endogenous endocannabinoid system, perhaps the most important physiological system in maintaining human health. Endocannabinoids and their receptors are found throughout the body and are responsible for homeostasis, the maintenance of a stable internal environment.

Refining genetics through lab research creates a higher standard of verification and safer product. Deeper study of plant chemo phenotypes allows us to create better medicine and educational tools for the marketplace that in turn allows customers to make more informed decisions to treat their respective illnesses or ailments. We have identified the critical milestones and devised a detailed road map on achieving these objectives in a timely and cost-effective manner both before and after licensure.

HVV Products

Our products (capsule, topical, sublingual, transdermal, etc.) are all natural and use a proprietary, solvent-less infusion process utilizing select oils, fatty acids, lipids, and essential oils to increase cannabinoid bioavailability. Bioavailability of CBDa, CBD, THCa, THC, or CBN varies greatly by delivery method. Due to our formulations, HVV products have been found to have a much higher rate of bioavailability, which means patients can use less for the desired results. Each product we make has a consumer-first focus, whether it is for the medicinal market or recreational market. HVV is dedicated to lab tested, accurately dosed, ethically-made products, extracts and flower.

Extracts:

We at HVV pride ourselves on being leaders in solvent-less extraction and (Zero ppm, mold mildew & pesticides free) single source CO2 oil extraction. We take water extraction and mechanical rosin extraction paired with single source cannabis derived terpenes very seriously. We believe, better ingredients make better products.

- Rosin:
 - Mechanical Separation (Solvent-less)
- Water Extraction (Bubble Hash):
 - Solvent-less
- CO2 Extraction:
 - Very safe non-flammable solvent.

Uses:

We have developed unique medications designed to deliver cannabinoids at specific ratios and timing tailored for patients managing many symptoms such as epilepsy, autism, chronic pain, inflammation, fibromyalgia, seizures, tumors, HIV/AIDS, Parkinson's and more. One particular form of childhood epilepsy called Dravet syndrome is almost impossible to control but responds dramatically to treatment using CBD-dominant medicine.

Relief of chronic pain is the most common use of medical marijuana in the United States and a much safer alternative to the use of opioid painkillers as it is far less addictive and impossible to overdose (especially relevant given the current opiate epidemic).

1. Vape Oil and Distillates
2. Edibles, including:
 - a. Gummies
 - b. Lozenges/Salves
 - c. Chocolates
3. Concentrates, including:
 - a. Rosin (live, sauce)
 - b. Solvent-less batter
 - c. Shatter
 - d. Budder
 - e. Crumble
 - f. Wax
 - g. Kief/Dry Sift
 - h. Bubble hash (fullmelt and non-fullmelt)
4. Combustibles, including:
 - a. Canna cigars
 - b. Moonrocks (blended and dipped rosin)
 - c. Hash joints
5. Infused products, including:
 - a. Beverages
 - b. All terpene infused products

- c. Capsules/Pills
- 6. Bath and beauty, lotions and massage and essential oils;
- 7. Roll-ons and transdermal patches;
- 8. Topicals
- 9. Tinctures and Sublingual drops
- 10. Sports Therapy and Children Specific Products

Brand Strategy, Positioning, Business Objectives

- High Quality Products
 - Pesticide free (natural only), lab tested, Phylos Certified, Hardware/Accessories
 - Products are Hypoallergenic
- Modern Retail Stores / In Store Digital Experience
- Education
 - Well Trained Staff
 - Educational Tools like SEED
 - Seminars, Speakers,
- Rewards Program / Excellent Customer Service
- Tech Savvy (App, Website, etc.)

High Quality Products = Trust

- It all starts with the quality of our genetics which is the foundation of our products. Therefore, we must express to our customers what makes HVV's genetics/products separate and distinct from our competitors.
- We want our customers to know that what it means to have a Phylos Certification and that they can trust that this certification means that HVV is selling them exactly what we say we are selling them.
- HVV remains dedicated to advancing the use of cannabinoids in medicine with a focus on the refinement of genetics for medical grade strains of CBD-rich cannabis plants for the MA patient base.

Product Differentiation = Phylos Bio Science – Breeding Innovation Network

- HVV is pleased to announce that we have been selected to be a founding member of Phylos Bioscience's Breeding Innovation Network. Phylos Bioscience, based in Portland, Oregon, is an agricultural genomics company comprised of some of the world's top talent in plant science who uses modern molecular genetics and computational biology to better understand the most important and least-studied plant in the world: Cannabis.
- The Breeding Innovation Network participants will share aggregated data analyses. Phylos will work alongside our cultivation team to develop individual genetic markers to be incorporated into our breeding decisions to advance our plants' physical characteristics and underlying chemotypes. Breeding for agronomic traits can enhance our yields and dramatically reduce the impact of disease and pests, thereby resulting in a favorable impact to our bottom line. The ultimate goal is to create novel plants with genetic traits and chemical profiles that give us product differentiation that will enable HVV to demand premium prices in a highly competitive market.
- HVV products will also be verified as Phylos Certified.



Why Phylos Certified?

Marijuana flower is currently sold under strain names whereby not every “Blue Dream” is the same plant variety, meaning inconsistent experiences for everyone — from growers to consumers. Phylos Certified provides a public verified genetic ID based on a lab certified DNA sequence analysis of HVV’s individual plant varieties (marijuana strains/cultivars). The significance of this certification enables consumers to trust the origin of the strains we are selling them.

- Phylos Certified is
 - A verified genetic location in the Phylos Galaxy
 - A unique seal and public ID
 - A genotype report showing closest genetic relatives, line stability, population profile, identical clones, and more

Well Trained Staff / Educational Tools

- Well Trained Staff
 - We will provide our retail sales associates with the necessary training and tools, so they sell our customers the correct Happy Valley product with the correct consumption method based on their preferences.
- We want our customers to have an ENJOYABLE CANNABIS EXPERIENCE.
 - Happy Customers = Repeat Customers = Brand Loyalty
 - Smarter Customers = Brand Loyalty
- KISS. Keep It Simple Stupid.
 - We will quickly ascertain what our customers desire in their Cannabis Experience from the Physical to the Mental to the Flavor Profile AND then educate them on the Happy Valley products that are best suited for them.

What are our Educational Tools going to be?

- **External**
 - Website
 - App
- **Internal**
 - Employee Training Manuals
 - In Store Displays
 - In Store Handouts/Pamphlets
 - In Store Kiosk
 - In Store iPad
 - In Store Touch Screen
 - In Store Phylos Galaxy
 - In Store Videos
 - In Store Imagery

38 Great Republic Drive, Gloucester,
MA
Pro Forma Profit and Loss
December 2019 - December 2022

[illegible]

Plan for Obtaining Liability Insurance

(This document is a summary of HVV Massachusetts, Inc.'s Plan to Obtain Liability Insurance.)

I. Purpose

The purpose of this plan is to outline how HVV MASSACHUSETTS, INC. ("HVV") will obtain and maintain the required General Liability and Product Liability insurance coverage as required pursuant to 935 CMR 500.105(10), or otherwise comply with this requirement.

II. Research

HVV has engaged with multiple insurance providers offering General and Product Liability Insurance coverage in the amounts required in 935 CMR 500.105(10). These providers are established in the legal marijuana industry. We are continuing these discussions with the insurance providers and will engage with the provider who best suits the needs of the HVV once we receive a Provisional License.

III. Plan

1. Once HVV receives its Provisional Marijuana Establishment License we will engage with an insurance provider who is experienced in the legal marijuana industry.
 - a. HVV will obtain and maintain general liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually, and product liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually.
 - b. The deductible for each policy will be no higher than \$5,000 per occurrence.
2. In the event that HVV cannot obtain the required insurance coverage, HVV will place a minimum of \$250,000 in an escrow account. These funds will be used solely for the coverage of liabilities.
 - a. HVV will replenish this account within ten business days of any expenditure.
3. HVV will maintain reports documenting compliance with 935 CMR 500.105(10) in a manner and form determined by the Commission and make these reports available to the Commission up request.

Policy for Restricting Access to Age 21 and Older

- I. **Intent** HVV Massachusetts, Inc.'s ("HVV") Marijuana Establishment operations will be compliant with all regulations outlined in 935 CMR 500.000 and 935 CMR 502.000et. seq. ("the Regulations") and any other requirements or sub-regulatory guidance issued by the Massachusetts Cannabis Control Commission ("CNB") or any other regulatory agency.
- II. **Purpose** The purpose of this policy is to outline the responsibilities of the Company, the Company's management team and Agents to ensure specific, methodical, and consistent compliance of the Regulations and to ensure that access to our facility is restricted to only persons who are 21 years of age or older and Medical use of Marijuana patients and caregivers registered with the Commission.
- III. **Definitions**

Adult-use Cannabis or Marijuana means Marijuana that is cultivated, processed, transferred, tested or sold to adults 21 years of age or older in compliance with 935 CMR 500.000

Adult-use Cannabis or Marijuana Products means Marijuana Products that are processed, manufactured, transferred, tested or sold to adults 21 years of age or older in compliance with 935 CMR 500.000

Consumer means a person who is 21 years of age or older.

Law Enforcement Authorities means local law enforcement unless otherwise indicated.

Marijuana Establishment Agent means a board member, director, employee, executive, manager, or volunteer of a Marijuana Establishment, who is 21 years of age or older. Employee includes a consultant or contractor who provides on-site services to a Marijuana Establishment related to the cultivation, harvesting, preparation, packaging, storage, testing, or dispensing of marijuana.

Patient Registration Card means an identification card formerly and validly issued by the Department or currently and validly issued by the Commission, to a registered Qualifying Patient, personal caregiver, institutional caregiver, RMD agent or laboratory agent. The medical registration card allows access into Commission-supported databases. The medical registration card facilitates verification of an individual registrant's status including, but not limited to, identification by the Commission and law enforcement authorities of those individuals who are exempt from Massachusetts criminal and civil penalties under M.G.L. c. 94I, and 935 CMR 501.000:

Proof of Identification means a government issued photograph that contains the name, date of birth, physical description and signature of the individual and is currently valid (in

other words, not expired). HVV will only accept the following forms of proof of identification that include all of the above criteria;

1. Massachusetts driver's license
2. Massachusetts Issued ID card
3. Out-of-state driver's license or ID card
4. Government issued Passport
5. U.S. Military ID

Personal Caregiver means a person, registered by the Commission, who is 21 years of age or older, who has agreed to assist with a registered qualifying patient's medical use of marijuana, and is not the registered qualifying patient's certifying healthcare provider. A visiting nurse, personal care attendant, or home health aide providing care to a registered qualifying patient may serve as a personal caregiver, including to patients younger than 18 years old as a second caregiver.

Qualifying Patient means a Massachusetts resident 18 years of age or older who has been diagnosed by a Massachusetts licensed healthcare provider as having a debilitating medical condition, or a Massachusetts resident younger than 18 years old who has been diagnosed by two Massachusetts licensed certifying physicians, at least one of whom is a board-certified pediatrician or board-certified pediatric subspecialist, as having a debilitating medical condition that is also a life-limiting illness, subject to 935 CMR 501.010(10).

Registered Qualifying Patient means a Qualifying Patient who was formerly and validly issued a registration card by the Department or is currently and validly issued a registration card by the Commission.

Visitor means an individual, other than a Marijuana Establishment Agent authorized by the Marijuana Establishment, on the premises of an establishment for a purpose related to its operations and consistent with the objectives of St. 2016, c. 334, as amended by St. 2017, c. 55 and 935 CMR 500.000, provided, however, that **no such individual shall be younger than 21 years old.**

IV. Responsibilities

HVV's Management team is responsible for ensuring that all persons who enter the facility or are otherwise associated with the operations of HVV are 21 years of age or older, except in the case of a Registered Qualifying Patient with the Massachusetts Medical Use of Marijuana Program in possession of a valid Program ID from the Department of Public Health or the Commission.

HVV will positively identify all individuals seeking access to the facility to limit access solely to individuals 21 years of age or older, or registered Qualifying Patients or personal caregivers;

V. Access to the Facility

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HVV only allows the following individuals into our Retail Marijuana Facility. For the purposes of this Policy the term Establishment also refers to any vehicle owned, leased, rented or otherwise used by HVV for the transportation of Marijuana.

Upon entry into the facility by an individual, an HVV agent will immediately inspect the individual's proof of identification and determine that the individual is 21 years of age or older. A patient registration card is not sufficient proof of age.

1. If the individual is between 18 and 21 years of age, he or she shall not be admitted unless they produce an active patient registration card issued by the DPH or the Commission.
2. If the individual is younger than 18 years old, he or she shall not be admitted without an active patient registration card and a personal caregiver with an active patient registration card.
3. In addition to the patient registration card, registered Qualifying Patients 18 years of age and older and personal caregivers must also produce proof of identification.

Other individuals who can access the facility include:

1. HVV Agents (including board members, directors, employees, executives, managers, or volunteers)
 - a. While at the facility or transporting marijuana for the facility all HVV Agents must carry their valid Agent Registration Card issued by the Commission
 - b. All HVV Agents are verified to be 21 years of age or older prior to being issued a Marijuana Establishment Agent card.
2. Visitors (including outside vendors and contractors)
 - a. Prior to being allowed access to the facility or any Limited Access Area, the visitor must produce a Government issued Identification Card to a member of the management team and have their age verified to be 21 years of age or older.
 - i. If there is any question as to the visitors age, or if the visitor cannot produce a Government Issued Identification Card, they will not be granted access.
 - b. After the age of the visitor is verified they will be given a Visitor Identification Badge
 - c. Visitors will be escorted at all times by a marijuana establishment agent authorized to enter the limited access area.
 - d. Visitors will be logged in and out of the facility and must return the Visitor Identification Badge upon exit.
 - i. The visitor log will be available for inspection by the Commission at all times
3. Representatives of the Commission, Emergency Responders and Law Enforcement.
 - a. The following individuals shall have access to a Marijuana Establishment or Marijuana Establishment transportation vehicle:
 - i. Representatives of the Commission in the course of responsibilities authorized by St. 2016, c. 334, as amended by St. 2017, c. 55 or 935 CMR 500.000;

- ii. Representatives of other state agencies of the Commonwealth; and
 - iii. Emergency responders in the course of responding to an emergency.
 - iv. Law enforcement personnel or local public health, inspectional services, or other permit-granting agents acting within their lawful jurisdiction.
- b. Individuals described above in this policy will be granted immediate access to the facility.

VI. Age Verification

To verify an individual is 21 or older an HVV Agent must receive and examine from the individual one of the following authorized government issued ID Cards;

- i. Massachusetts Issued driver's license
 - ii. Massachusetts Issued ID card
 - iii. Out-of-state driver's license or ID card (with photo)
 - iv. Passport
 - v. U.S. Military I.D.
- a. To verify the age of the individual the Agent will use an Age Verification Smart ID Scanner that will be supplied by HVV.
- b. In the event that the ID is not a scannable ID, or if for any reason the scanner is not operational or available or if the ID is questionable the Agent must use the **FLAG** methodology of ID verification

F. Feel

- Have the customer remove the ID from their wallet or plastic holder (never accept a laminated document)
- Feel for information cut-out or pasted on (especially near photo and birth date areas)
- Feel the texture – most driver's license should feel smooth, or (depending on your State) they will have an identifying texture

L. Look

- Look for the State seals or water marks; these seals are highly visible without any special light.
- Look at the photograph. Hairstyles, eye makeup and eye color can be altered, so focus your attention on the person's nose and chin as these features don't change. When encountering people with beards or facial hair, cover the facial hair portion of the photo and concentrate on the nose or ears.
- Look at the height and weight. They should reasonably match the person.
- Look at the date of birth and do the math!

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- Compare the age on the ID with the person's apparent age.
- Look at the expiration date. If the ID has expired, it is not acceptable.
- If needed, compare the ID to the book of Government Issued ID's

A. Ask

- Ask questions of the person, such as their middle name, zodiac sign, or year of high school graduation. Ask them the month they were born. If they respond with a number, they may be lying. If the person is with a companion, ask the companion to quickly tell you the person's name.
- If you have questions as to their identity, ask the person to sign their name, and then compare signatures.

G. Give Back

- If the ID looks genuine, give the ID back to the customer and allow entry.
- c. If for any reason the identity of the customer or the validity of the ID is in question, the individual will not be granted access to the facility.

VII. Training

HVV will train all Retail and Security Agents on the verification and identification of individuals. This training will be done prior to Agents performing age verification duties. Management will supply Age Verification Smart ID Scanners and hardcover books to assist Agents in age verification.

All HVV agents will enroll and complete the Responsible Vendor Training Program when it is available. This curriculum will include:

- a. Diversion prevention and prevention of sales to minors;
- b. Acceptable forms of identification, including:
 - vi. How to check identification;
 - vii. Spotting false identification;
 - viii. Medical registration cards issued by the DPH;
 - ix. Provisions for confiscating fraudulent identifications; and
 - x. Common mistakes made in verification.

Procedures for Quality Control and Testing of Product

Pursuant to 935 CMR 500.160, HVV Massachusetts, Inc. (“HVV”) will not sell or market any marijuana product that is not capable of being tested by Independent Testing Laboratories, including testing of marijuana products and environmental media. HVV will implement a written policy for responding to laboratory results that indicate contaminant levels that are above acceptable levels established in DPH protocols identified in 935 CMR 500.160(1) and subsequent notification to the Commission of such results. Results of any tests will be maintained by HVV for at least one year. All transportation of marijuana to or from testing facilities shall comply with 935 CMR 500.105(13) and any marijuana product returned to HVV by the testing facility will be disposed of in accordance with 935 CMR 500.105(12). HVV will never sell or market adult use marijuana products that have not first been tested by an Independent Testing Laboratory and deemed to comply with the standards required under 935 CMR 500.160.

In accordance with 935 CMR 500.130(2), HVV will prepare, handle and store all edible marijuana products in compliance with the sanitation requirements in 105 CMR 500.000: *Good Manufacturing Practices for Food*, and with the requirements for food handlers specified in 105 CMR 300.000: *Reportable Diseases, Surveillance, and Isolation and Quarantine Requirements*. In addition, HVV’S policies include requirements for handling of marijuana, pursuant to 935 CMR 500.105(3), including sanitary measures that include, but are not limited to: hand washing stations; sufficient space for storage of materials; removal of waste; clean floors, walls and ceilings; sanitary building fixtures; sufficient water supply and plumbing; and storage facilities that prevent contamination.

Pursuant to 935 CMR 500.105(11)(a)-(e), HVV will provide adequate lighting, ventilation, temperature, humidity, space and equipment, in accordance with applicable provisions of 935 CMR 500.105 and 500.110. HVV will have a separate area for storage of marijuana that is outdated, damaged, deteriorated, mislabeled, or contaminated, or whose containers or packaging have been opened or breached, unless such products are destroyed. HVV storage areas will be kept in a clean and orderly condition, free from infestations by insects, rodents, birds and any other type of pest. The HVV storage areas will be maintained in accordance with the security requirements of 935 CMR 500.110.

HVV will have a Quality Manager who will oversee the manufacturing at the HVV facility to maintain strict compliance with DPH regulations and protocols for quality control and analytical testing. In accordance with 935 CMR 500.160 HVV grow areas are monitored for temperature, humidity, and CO2 levels this monitoring helps reduce the risk of crop failure. Ethical pest management procedures are utilized to naturally maintain a pest free environment alongside our True Living Organics (“TLO”) growing method.

All Marijuana Infused Products (“MIPs”) are produced using good manufacturing practices and safe practices for food handling to ensure quality and prevention of contamination.

Our quality assurance manager will ensure all batches of Marijuana and MIPs will be tested, by an independent testing laboratory pursuant to 935 CMR 500.160. All products shall be tested for the cannabinoid profile and for contaminants as specified by the Department, including but not limited to mold, mildew, heavy metals, plant-growth regulators, and the presence of pesticides.

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Environmental media will be tested in compliance with the *Protocol for Sampling and Analysis of Environmental Media for Massachusetts Registered Medical Marijuana Dispensaries* published by the Department of Public Health pursuant to 935 CMR 500.160(1).

All testing results will be maintained by HVV for no less than one year in accordance with 935 CMR 500.160(3).

Samples that pass testing will be packaged for use or utilized in MIPs.

Samples that fail testing will be reported and destroyed. Pursuant to 935 CMR 500.160(9), no marijuana product shall be sold or marketed for sale that has not first been tested and deemed to comply with the Independent Testing Laboratory standards.

Personnel Policies

It is HVV Massachusetts, Inc.'s ("HVV") policy to provide equal opportunity in all areas of employment, including recruitment, hiring, training and development, promotions, transfers, termination, layoff, compensation, benefits, social and recreational programs, and all other conditions and privileges of employment, in accordance with applicable federal, state, and local laws. HVV will make reasonable accommodations for qualified individuals with known disabilities, in accordance with applicable law.

Management is primarily responsible for seeing that equal employment opportunity policies are implemented, but all members of the staff share the responsibility for ensuring that, by their personal actions, the policies are effective and apply uniformly to everyone. Any employee, including managers, determined by HVV to be involved in discriminatory practices are subject to disciplinary action and may be terminated. HVV strives to maintain a work environment that is free from discrimination, intimidation, hostility, or other offenses that might interfere with work performance. In keeping with this desire, we will not tolerate any unlawful harassment of employees by anyone, including any manager, co-worker, vendor or clients.

In accordance with 935 CMR 500.105(2), all current owners, managers and employees of HVV that are involved in the handling and sale of marijuana will successfully complete Responsible Vendor Training Program, and once designated a "responsible vendor" require all new employees involved in handling and sale of marijuana to complete this program within 90 days of hire. This program shall then be completed annually and those not selling or handling marijuana may participate voluntarily. HVV will maintain records of responsible vendor training compliance, pursuant to 935 CMR 500.105(2)(b). Responsible vendor training shall include: discussion concerning marijuana effect on the human body; diversion prevention; compliance with tracking requirements; identifying acceptable forms of ID, including medical patient cards; and key state and local laws.

All HVV policies will include a staffing plan and corresponding records in compliance with 935 CMR 500.105(1)(h) and ensure that all employees are aware of the alcohol, smoke, and drug-free workplace policies in accordance with 935 CMR 500.105(1)(j). HVV will also implement policies to ensure the maintenance of confidential information pursuant to 935 CMR 500.105(1)(k). HVV will enforce a policy for the dismissal of agents for prohibited offenses according to 935 CMR 105(1)(l).

All HVV employees will be duly registered as marijuana establishment agents and have to complete a background check in accordance with 935 CMR 500.030(1). All marijuana establishment agents will complete a training course administered by HVV and complete a Responsible Vendor Program in compliance with 935 CMR 500.105(2)(b). Employees will be required to receive a minimum of eight hours of on-going training annually pursuant to 935 CMR 500.105(2)(a).

Record Keeping Procedures

HVV Massachusetts, Inc.'s ("HVV") records will be available to the Cannabis Control Commission ("CCC") upon request pursuant to 935 CMR 500.105(9). The records will be maintained in accordance with generally accepted accounting principles. All written records required in any section of 935 CMR 500.000 are subject to inspection, in addition to written operating procedures as required by 935 CMR 500.105(1), inventory records as required by 935 CMR 500.105(8) and seed-to-sale tracking records for all marijuana products are required by 935 CMR 500.105(8)(e).

Personnel records will also be maintained, in accordance with 935 CMR 500.105(9)(d), including but not limited to, job descriptions for each employee, organizational charts, staffing plans, personnel policies and procedures and background checks obtained in accordance with 935 CMR 500.030. Personnel records will be maintained for at least 12 months after termination of the individual's affiliation with HVV, in accordance with 935 CMR 500.105(9)(d)(2). Additionally, business will be maintained in accordance with 935 CMR 500.104(9)(e) as well as waste disposal records pursuant to 935 CMR 500.104(9)(f), as required under 935 CMR 500.105(12).

Following the closure of the Marijuana Establishment, all records will be kept for at least two years at the expense of HVV and in a form and location acceptable to the Commission, pursuant to 935 CMR 500.105(9)(g).

Qualifications and Training

Pursuant to 935 CMR 500.105(2)(a) HVV Massachusetts, Inc. (“HVV”) will ensure all dispensary agents complete training prior to performing job functions. Training will be tailored to the role and responsibilities of the job function. Dispensary agents will be trained for one week before acting as a dispensary agent. At a minimum, staff shall receive eight hours of on-going training annually. New dispensary agents will receive employee orientation prior to beginning work with HVV. Each department managed will provide orientation for dispensary agents assigned to their department. Orientation will include a summary overview of all the training modules.

In accordance with 935 CMR 500.105(2), all current owners, managers and employees of HVV that are involved in the handling and sale of marijuana will successfully complete Responsible Vendor Training Program, and once designated a “responsible vendor” require all new employees involved in handling and sale of marijuana to complete this program within 90 days of hire. This program shall then be completed annually and those not selling or handling marijuana may participate voluntarily. HVV will maintain records of responsible vendor training compliance, pursuant to 935 CMR 500.105(2)(b). Responsible vendor training shall include: discussion concerning marijuana effect on the human body; diversion prevention; compliance with tracking requirements; identifying acceptable forms of ID, including medical patient cards; and key state and local laws.

All employees will be registered as agents, in accordance with 935 CMR 500.030. All HVV employees will be duly registered as marijuana establishment agents and have to complete a background check in accordance with 935 CMR 500.030(1). All registered agents of HVV shall meet suitability standards of 935 CMR 500.800.

Training will be recorded and retained in dispensary agents file. Training records will be retrained by HVV for at least one year after agents’ termination. Dispensary agents will have continuous quality training and a minimum of 8 hours annual on-going training.

Diversity Plan

I. Intent

HVV Massachusetts, Inc. (“HVV”) has a company-wide policy to ensure equal opportunity for all employees that promotes racial and gender equity. HVV is committed to creating a diverse workforce that does not discriminate based on race, color, religion, gender, national origin, age, disability (or perceived disability), pregnancy, genetic information, gender identity, sexual orientation, military or veteran status, ancestry, marital or familial status, or citizenship. It is important to us to ensure that all individuals have the opportunity to be a part of our team. Furthermore, it is our belief that the more diverse and inclusive our team is the more successful HVV will be in Massachusetts as we seek to utilize ideas and innovations from a variety of backgrounds, experiences and cultures.

II. Purpose

HVV’s Diversity Plan has been created to ensure that our hiring practices create a diverse and inclusive organization. We believe this plan will promote a discrimination-free work environment, that provides opportunities to all employees. In doing so, individuals will be able to apply their life experiences and talents to support the goals of the company.

HVV’s Diversity Plan is meant to be an evolving document designed to guide decisions and practices that ensure equal opportunity. The Diversity Plan represents an initial approach to establish a comprehensive management plan with goals and measures for inclusion and diversity. The Diversity Plan will be evaluated and modified, when necessary, as our company grows and expands.

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

III. Proposed Initiatives, Goals and Metrics

Goal 1: Recruit and hire a diverse group of employees that values and promotes inclusiveness among the workforce

Proposed Initiative: To achieve this goal, HVV will;

- Create gender-neutral job descriptions.
- Recruit from state and local groups
- Post hiring needs on a variety of web-based recruitment platforms
- Participate in local hiring events

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- Attend community group meetings, at least two annually, to introduce HVV and address the existing hiring needs to attract a diverse array of individuals, with an emphasis on those affiliated with the cannabis industry.

HVV will adhere to the requirements set forth in 935 CMR 500.105(4) relative to the permitted and prohibited advertising, brand, marketing, and sponsorship practices of marijuana establishments. As HVV has a Provisional Certificate of Registration to operate an RMD in Boston, with hopes of hosting a Marijuana Establishment there as well, we will aim to hire locally to attract employees that may come from areas of disproportionate impact. Additionally, we will engage with community groups and leaders to further identify ways in which to attract candidates that may not otherwise be aware of employment opportunities with HVV. To ensure that our workplace is an inclusive environment and to promote equity among our team, all hiring managers will undergo training to address bias and cultural sensitivity.

Metrics and Evaluation: HVV will assess the demographics of its employees to see if it is meeting its goal of increasing diversity in these positions. HVV will annually analyze the staffing makeup and based upon the outcome of those analytics, determine what steps are necessary to further increase the diversity of HVV. HVV will also track the number of employees hired as a result of recruitment efforts from state and local groups. To track this number, prospective employees will be able to designate on the initial job application whether or not they heard about the positions from a state and/or local group. HVV will assess and review its progress within a year of receiving its Final License from the Cannabis Control Commission for an adult-use marijuana establishment and then annually, thereafter. Based upon this annual review and in conjunction with the renewal of its license, HVV will be able to demonstrate to the Commission the success of this initiative.

Goal 2: Create a safe, accepting and respectful work environment

Proposed Initiative: To accomplish this goal, HVV will require inclusive training for all employees including specific training for employees in management positions. Employees will be asked to fill out annual engagement surveys which will elicit feedback on HVV's work environment. All departing employees will be asked to participate in an exit interview to provide the company with valuable feedback relative to the work environment and culture of HVV.

Metrics and Evaluation: HVV will collect and consider the feedback from the surveys and exit interviews. All comments and feedback will be documented and reviewed by senior management staff. HVV will conduct engagement surveys annually and review the results of these surveys within a month of administering them. The senior management staff, will identify the top 3-5 areas for improvement and, in collaboration with the HVV employees, develop goals (short, mid and long term) on how to address those areas of development.

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Exit interviews and feedback from departing employees will be assessed as they take place; which will enable HVV to demonstrate to the Commission the success of its progress upon the renewal of its license each year.

Goal 3: Ensure that all participants in our supply chain and ancillary services are committed to the same goals of promoting equity and diversity in the adult-use marijuana industry.

Proposed Initiative: To accomplish this goal, HVV will prioritize working with businesses in our supply chain and required ancillary services that are owned and/or managed by minority groups; women, veterans, people with disabilities, and/or people of all gender identities and sexual orientations.

Metrics and Evaluation: HVV will measure how many of its ancillary services and participants in its supply chain are owned and/or managed by minorities, women, veterans, people with disabilities and/or people of all gender identities and sexual orientations and will calculate the percentage of services and members of its supply chain who meet this requirement. HVV will ask suppliers and ancillary services if they would identify themselves as a business that is owned or managed by one of the targeted groups and give priority to these businesses. HVV's goal will be to work with at least 25% of businesses who identify as one of the target groups throughout its supply chain and services. HVV will assess these percentages annually and will be able to demonstrate to the Commission the success of its progress upon the renewal of its license each year.

IV. Conclusion

HVV will conduct continuous and regular evaluations of the implementation of its goals and at any point will retool its policies and procedures in order to better accomplish the goals set out in this Diversity Plan. Any actions taken, or programs instituted by HVV will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.

Separating Recreational from Medical Operations

HVV Massachusetts intends to operate as a Co-located Marijuana Operations (CMO) pursuant to 935 CMR 502.000.

HVV will cultivate, manufacture products, and dispense Adult Use and Medical Use through vertically integrated model. All Cultivation, Product Manufacturing and Retail sales will take place at our facility in Gloucester. HVV will sell marijuana products in its possession when it receives approval from the Commission to commence sales, pursuant to 935 CMR 500.105(8) and subject to the patient supply reserve in 935 CMR 500.140(10). As HVV will be cultivating, processing and selling marijuana products for both medical use and for adult use, HVV will create virtual separation of the products, pursuant to 935 CMR 500.105(8)(g). At the point of sale, HVV will designate whether the marijuana products are intended for sale for adult use or medical use through tracking methodology approved by the Commission under 935 CMR 500.000.

As a co-located adult use and medical use location, and pursuant to 935 CMR 500.140(3), upon entry of HVV premises by an individual, a HVV agent shall immediately inspect the individual's proof of identification. An individual shall not be admitted to the premise unless the retailer has verified that the individual is 21 years of age or older by offering proof of identification. If the individual is younger than 21 but at least 18 years of age, he or she shall not be admitted unless they produce an active medical registration card demonstrating registration with the Department of Public Health or the Commission. If the person holds an active medical card but is younger than 18, they must be accompanied by a personal caregiver with an active medical registration card. Proof of identification is also required. While we do not expect a large number of patients who are under the age of 21 we are committed to ensuring them access to our products while also making sure that these patients cannot access products that are intended for adult use. In any case where a patient that is under the age of 21, the HVV agent that determines the patient is under 21 years of age will notify the sales manager of this fact. At the point of sale station the sales manager will notify the sales agent that the patient is under 21 to ensure that only medical sales occur.

HVV will use best efforts to prioritize patient and caregiving identification verification and physical entry into its retail space. A separate point of sale system will be in place for patients (non-taxed) and adult use patrons (taxed). Pursuant to 935 CMR 500.140(7) HVV shall provide for physical separation between medical and adult use sales areas. Separation will be provided by a temporary or semi- permanent physical barrier, such as a stanchion, that, in the opinion of the Commission, adequately separates sales areas of marijuana products for medical use from sales areas of marijuana products for adult use. HVV shall provide for separate lines for sales of marijuana products for medical use from marijuana products for adult use within the sales area, provided, however, that the holder of a medical registration card may use either line and shall not be limited only to the medical use line. HVV will provide an area that is separate from the sales floor to allow for confidential consultation. Virtual separation of medical and adult use sales will happen at the point of sale station. The HVV point of sale system will be equipped to track medical and adult use sales internally.

Pursuant to 935 CMR 500.105(8)(g), as a Marijuana Establishment that is cultivating, processing and selling marijuana products for medical use as well as marijuana products for adult use, HVV will create virtual separation of the products. Using seed to sale software, HVV will designate and

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track all marijuana and marijuana products as medical and adult use through the use of package tags in METRC.

HVV will ensure access to a sufficient quantity and variety of marijuana products, including marijuana, for patients registered under 935 CMR 501.000, and pursuant to 935 CMR 500.140(10). Marijuana products reserved by HVV for patient supply will be maintained on site. For the first 6 months of operation, HVV will reserve 35% of our inventory for medical use of marijuana patients. This will include 35% of each type and strain of marijuana and each type of marijuana products including oils, tinctures and edibles. On a weekly basis, HVV will conduct an audit of patient supply to assess if a larger percentage of inventory should be held for patients. This audit will be retained for no less than 6 months. After HVV adult use operations have been open and dispensing for a period of 6 months an analysis of sales data will be conducted of all products sold to patients over a preceding 6 months.

HVV will maintain and provide to the Commission on a biannual basis accurate sales data collected during the 6 months immediately preceding this application for the purpose of ensuring an adequate supply of marijuana and marijuana products under 935 CMR 500.140(10).

Maintaining of Financial Records

HVV Massachusetts, Inc.'s ("HVV") policy is to maintain financial records in accordance with 935 CMR 500.105(9)(e). The records will include manual or computerized records of assets and liabilities, monetary transactions; books of accounts, which shall include journals, ledgers, and supporting documents, agreements, checks, invoices and vouchers; sales records including the quantity, form, and cost of marijuana products; and salary and wages paid to each employee, stipends paid to each board member, and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with a Marijuana Establishment, including members of the non-profit corporation.

As a future co-located Marijuana Establishment and Registered Marijuana Dispensary, HVV will provide bi-annual sales data report for purposes of ensuring adequate marijuana supply in accordance with 935 CMR 500.140(6)(h). Additionally, HVV will implement separate accounting practices for marijuana and non-marijuana sales pursuant to 935 CMR 500.140(6)(f).

HVV will conduct monthly sales equipment and data software checks and initiate reporting requirements for discovery of software manipulation as required by 935 CMR 500.140(6)(d). Pursuant to 935 CMR 500.140(6)(c) HVV will strictly prohibit the utilization of a software and methods that allow for the manipulation of sales data. HVV will conduct a monthly analysis of its equipment and sales data to determine that no software has been installed that could be utilized to manipulate or alter sales data and that no other methodology has been employed to manipulate or alter sales data. HVV will maintain records that it has performed the monthly analysis and produce it upon request to the Commission. If HVV determines that software had been installed for the purpose of manipulation or alteration of sales data or other methods have been utilized to manipulate or alter sales data we will: disclose the information to the Commission; cooperate with the Commission in an investigation relative to data manipulation; and take other action as directed by the Commission to comply with the applicable regulations. Pursuant to 935 CMR 500.140(6)(e), HVV will comply with 830 CMR 62C.25.1: *Record Retention* and DOR Directive 16-1 regarding recordkeeping requirements.

Following the closure of HVV, all records will be kept for at least two years at the expense of HVV and in a form and location acceptable to the Commission, in accordance with 935 CMR 500.105(9)(g). Financial records shall be kept for a minimum of three years from the date of the filed tax return, in accordance with 830 CMR 62C.25.1(7) and 935 CMR 500.140(6)(e).