



Massachusetts Cannabis Control Commission

Public Record Request

Marijuana Cultivator

General Information:

License Number: MC281273

Original Issued Date: 02/22/2019

Issued Date: 01/16/2020

Expiration Date: 02/22/2021

Payment Received: \$7500 Payment Required: \$20000

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: In Good Health, Inc.

Federal Tax Identification Number EIN/TIN: [REDACTED]

Phone Number: 617-869-1855 Email Address: DNoble@ingoodhealthma.com

Business Address 1: 1200 West Chestnut Street

Business Address 2:

Business City: Brockton Business State: MA

Business Zip Code: 02301

Mailing Address 1: 1200 West Chestnut Street

Mailing Address 2:

Mailing City: Brockton Mailing State: MA

Mailing Zip Code: 02301

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: RPA201826

RMD INFORMATION

Name of RMD: In Good Health, Inc.

Department of Public Health RMD Registration Number: 003

Operational and Registration Status: Obtained Final Certificate of Registration and is open for business in Massachusetts

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:

Role: Executive / Officer Other Role:

First Name: David Middle Name: Last Name: Noble Suffix:

Gender: Male User Defined Gender:

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

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 2

Percentage Of Ownership: 75 Percentage Of Control:

Role: Other (specify) Other Role: Owner and Board Member

First Name: Andrea Middle Name: Last Name: Noble Suffix:

Gender: Female User Defined Gender:

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

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 3

Percentage Of Ownership: Percentage Of Control:

Role: Executive / Officer Other Role:

First Name: Barry Middle Name: Last Name: Kirshner Suffix:

Gender: Male User Defined Gender:

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

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 4

Percentage Of Ownership: Percentage Of Control:

Role: Manager Other Role:

First Name: Rodereck Middle Name: Last Name: Tayag Suffix:

Gender: Male User Defined Gender:

What is this person's race or ethnicity?: Asian (Chinese, Filipino, Asian Indian, Vietnamese, Korean, Japanese)

Specify Race or Ethnicity: Filipino

Person with Direct or Indirect Authority 5

Percentage Of Ownership: Percentage Of Control:

Role: Manager Other Role:

First Name: Long Middle Name: Last Name: Nguyen Suffix:

Gender: Male User Defined Gender:

What is this person's race or ethnicity?: Asian (Chinese, Filipino, Asian Indian, Vietnamese, Korean, Japanese)

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 6

Percentage Of Ownership: Percentage Of Control:

Role: Manager Other Role:

First Name: Jordan Middle Name: Last Name: Mello Suffix:

| | |
|---|----------------------|
| Gender: Male | User Defined Gender: |
| What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French) | |
| Specify Race or Ethnicity: | |

Person with Direct or Indirect Authority 7

| | | | |
|---|------------------------|------------------|---------|
| Percentage Of Ownership: 25 | Percentage Of Control: | | |
| Role: Owner / Partner | Other Role: | | |
| First Name: Gerald | Middle Name: | Last Name: Freid | Suffix: |
| Gender: Male | User Defined Gender: | | |
| What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French) | | | |
| Specify Race or Ethnicity: | | | |

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

No records found

CLOSE ASSOCIATES AND MEMBERS

No records found

CAPITAL RESOURCES - INDIVIDUALS

No records found

CAPITAL RESOURCES - ENTITIES

Entity Contributing Capital 1

| | | | |
|---|------------------------|---|----------------------------------|
| Entity Legal Name: In Good Health, Inc. | Entity DBA: | | |
| Email: DNoble@ingoodhealthma.com | Phone: 617-869-1855 | | |
| Address 1: 1200 West Chestnut Street | Address 2: | | |
| City: Brockton | State: MA | Zip Code: 02301 | |
| Types of Capital: Monetary/Equity | Other Type of Capital: | Total Value of Capital Provided: \$100000 | Percentage of Initial Capital: 2 |
| Capital Attestation: Yes | | | |

Entity Contributing Capital 2

| | | | |
|--|------------------------|--|-----------------------------------|
| Entity Legal Name: CLS Holdings USA, Inc. | Entity DBA: | | |
| Email: jeff@clsholdingsinc.com | Phone: 888-438-9132 | | |
| Address 1: 11767 S. Dixie Highway, Suite 115 | Address 2: | | |
| City: Miami | State: FL | Zip Code: 33156 | |
| Types of Capital: Debt | Other Type of Capital: | Total Value of Capital Provided: \$5000000 | Percentage of Initial Capital: 98 |
| Capital Attestation: Yes | | | |

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

No records found

DISCLOSURE OF INDIVIDUAL INTERESTS

No records found

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

| |
|--|
| Establishment Address 1: 1200 West Chestnut St |
| Establishment Address 2: |

Establishment City: Brockton

Establishment Zip Code: 02301

Approximate square footage of the Establishment: 55000

How many abutters does this property have?: 10

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

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

Cultivation Environment: Indoor

FEE QUESTIONS

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

HOST COMMUNITY INFORMATION

Host Community Documentation:

| Document Category | Document Name | Type | ID | Upload Date |
|--|--|------|--------------------------|-------------|
| Certification of Host Community Agreement | IGH - HCS Cert Form.pdf | pdf | 5b461dcc0153b3eaf4b39f2 | 07/11/2018 |
| Community Outreach Meeting Documentation | IGH - Community Mtg Attestation Form.pdf | pdf | 5b461e175af6a93eb9cd8421 | 07/11/2018 |
| Plan to Remain Compliant with Local Zoning | IGH - Local Compliance Plan.pdf | pdf | 5b461e915ed31d3ecdee901e | 07/11/2018 |

Total amount of financial benefits accruing to the municipality as a result of the host community agreement. If the total amount is zero, please enter zero and provide documentation explaining this number.: \$110873.73

PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

| Document Category | Document Name | Type | ID | Upload Date |
|--------------------------|--------------------------------|------|--------------------------|-------------|
| Plan for Positive Impact | IGH - Positive Impact Plan.pdf | pdf | 5b461edf85e0cc3ea5b90143 | 07/11/2018 |

ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Other Role:
First Name: David Middle Name: Last Name: Noble Suffix:

RMD Association: RMD Manager

Background Question: yes

Individual Background Information 2

Role: Other Role:
First Name: Andrea Middle Name: Last Name: Noble Suffix:

RMD Association: RMD Owner

Background Question: yes

Individual Background Information 3

Role: Other Role:
First Name: Barry Middle Name: Last Name: Kirshner Suffix:

RMD Association: RMD Manager

Background Question: no

Individual Background Information 4

Role: Other Role:
First Name: Rodereck Middle Name: Last Name: Tayag Suffix:
RMD Association: RMD Manager
Background Question: no

Individual Background Information 5

Role: Other Role:
First Name: Long Middle Name: Last Name: Nguyen Suffix:
RMD Association: RMD Staff
Background Question: no

Individual Background Information 6

Role: Other Role:
First Name: Jordan Middle Name: Last Name: Mello Suffix:
RMD Association: RMD Staff
Background Question: no

Individual Background Information 7

Role: Other Role:
First Name: Gerald Middle Name: Last Name: Freid Suffix:
RMD Association: RMD Owner
Background Question: no

ENTITY BACKGROUND CHECK INFORMATION

Entity Background Check Information 1

Role: Investor/Contributor Other Role:
Entity Legal Name: CLS Holdings USA, Inc. Entity DBA: Federal Tax Identification Number EIN/TIN:
[REDACTED]

Entity Description: diversified cannabis company

Phone: 888-438-9132 Email: jeff@clsholdingsinc.com

Primary Business Address 1: 11767 S. Dixie Highway, Suite 115 Primary Business Address 2:

Primary Business City: Miami Primary Business State: Principal Business Zip Code:
FL 33156

Additional Information:

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

| Document Category | Document Name | Type | ID | Upload Date |
|--|---------------------------------------|------|--------------------------|-------------|
| Department of Revenue - Certificate of Good standing | IGH-MA DOR Cert. of Good Standing.pdf | pdf | 5ad8de3ffe11f335e6a96bf6 | 04/19/2018 |
| Articles of Organization | IGH Articles of Organization.pdf | pdf | 5ad8de48660eb50d8b6fecf9 | 04/19/2018 |

| | | | | |
|--|--|-----|--------------------------|------------|
| Articles of Organization | IGH - Change of Directors.pdf | pdf | 5b64acb93774233941392e9b | 08/03/2018 |
| Secretary of Commonwealth - Certificate of Good Standing | IGH Cert of Good Standing (as 156D).pdf | pdf | 5c01c442b8b51317657195a6 | 11/30/2018 |
| Bylaws | IGH Amended Restated Bylaws (as 156D).pdf | pdf | 5c01c495831c7b177943da5f | 11/30/2018 |
| Articles of Organization | IGH Articles of Entity Conversion (filed).aspx.pdf | pdf | 5c01c4e84b318f178325b940 | 11/30/2018 |

Certificates of Good Standing:

| Document Category | Document Name | Type | ID | Upload Date |
|--|---|------|--------------------------|-------------|
| Secretary of Commonwealth - Certificate of Good Standing | IGH_SoC.pdf | pdf | 5dfa3f64bb37d053183ddbca | 12/18/2019 |
| Department of Unemployment Assistance - Certificate of Good standing | 12.17.19 DUA Cert. Letter.pdf | pdf | 5dfa3fb1b7ff09534b9ffdfb | 12/18/2019 |
| Department of Revenue - Certificate of Good standing | IGH Department of Revenue Letter of Good Standing.pdf | pdf | 5dfb9c79541f65570b94672d | 12/19/2019 |

Massachusetts Business Identification Number: 462680110

Doing-Business-As Name:

DBA Registration City:

BUSINESS PLAN

Business Plan Documentation:

| Document Category | Document Name | Type | ID | Upload Date |
|------------------------------|---|------|--------------------------|-------------|
| Business Plan | IGH - Summary of Business Plan.pdf | pdf | 5b462d22228a4c3e9f187d42 | 07/11/2018 |
| Proposed Timeline | IGH - Proposed Operational Timeline.pdf | pdf | 5b462d3e85e0cc3ea5b90179 | 07/11/2018 |
| Plan for Liability Insurance | IGH Insurance Cert..pdf | pdf | 5b462d6185e0cc3ea5b9017d | 07/11/2018 |
| Business Plan | IGH - Business Hours.pdf | pdf | 5dfd4b01541f65570b946c78 | 12/20/2019 |

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

| Document Category | Document Name | Type | ID | Upload Date |
|--|---|------|--------------------------|-------------|
| Policies and Procedures for cultivating. | IGH - Cultivation Procedures.pdf | pdf | 5b462f4f4b1b3a3ec37eb348 | 07/11/2018 |
| Separating recreational from medical operations, if applicable | IGH - Separating Recreational from Medical Operations.pdf | pdf | 5b462f605ed31d3ecdee9058 | 07/11/2018 |
| Restricting Access to age 21 and older | IGH - Restricting Access to Age 21 and Older.pdf | pdf | 5b462f69ce21983ed7e3fd00 | 07/11/2018 |
| Security plan | IGH - Security Plan.pdf | pdf | 5b462f75c0ef253ee143b47e | 07/11/2018 |
| Prevention of diversion | IGH - Prevention of Diversion.pdf | pdf | 5b462f7e228a4c3e9f187d48 | 07/11/2018 |
| Storage of marijuana | IGH - Storage of Marijuana.pdf | pdf | 5b462f8985e0cc3ea5b90181 | 07/11/2018 |

| | | | | |
|--|---|-----|--------------------------|------------|
| Transportation of marijuana | IGH - Transportation of Marijuana.pdf | pdf | 5b462f95b0153b3eaf4b3a2e | 07/11/2018 |
| Inventory procedures | IGH - Inventory Procedures.pdf | pdf | 5b462f9f5af6a93eb9cd845d | 07/11/2018 |
| Quality control and testing | IGH - Quality Control and Testing.pdf | pdf | 5b462fa94b1b3a3ec37eb34c | 07/11/2018 |
| Dispensing procedures | IGH - Dispensing Procedures.pdf | pdf | 5b462fb35ed31d3ecdee905c | 07/11/2018 |
| Personnel policies including background checks | IGH - Personnel Policies.pdf | pdf | 5b462fbdce21983ed7e3fd04 | 07/11/2018 |
| Record Keeping procedures | IGH - Record Keeping Procedures.pdf | pdf | 5b462fc6c0ef253ee143b482 | 07/11/2018 |
| Maintaining of financial records | IGH - Maintaining Financial Records.pdf | pdf | 5b462fce228a4c3e9f187d4c | 07/11/2018 |
| Qualifications and training | IGH - Staffing and Training Plan.pdf | pdf | 5b462fdb0153b3eaf4b3a32 | 07/11/2018 |
| Diversity plan | Policy - Diversity Plan - 7.2.19 Update.pdf | pdf | 5dfa81f938abaf57497a9e2a | 12/18/2019 |

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: Goal 1: Reducing barriers to entry in the commercial adult-use cannabis industry.

Since commencing operations on November 5, 2019, IGH has not engaged in any employment efforts; though IGH plans to ramp up hiring in the new year. In accordance with its Plan to Positively Impact Areas of Disproportionate Impact, IGH plans to participate in at least one adult-use cannabis industry job fair in its first full year of operation and give preference to qualified job applicants residing in Brockton. IGH will participate in a job fair this February. IGH will track the number of applications submitted following the job fair and the number of job offers extended as a result.

Having previously participated in the Massasoit Community College Annual Job Fair on April 3, 2019, IGH has developed contacts at Massasoit Community College and the MassHire Greater Brockton Workforce Board for more opportunities to employ local residents pursuant to its Plan to Positively Impact Areas of Disproportionate Impact. As of December 2019, 22.22% of employees were Brockton residents – of the 99 total employees, 22 reside in Brockton. All IGH agents hired and registered as Medical Marijuana Treatment Center agents have since been registered as Marijuana Establishment Agents. IGH intends to continue growing these numbers. Please see the attached IGH Employment Graph for more details.

Additionally, IGH will place all future notices for employment opportunities in The Enterprise and track job applications received in response to such employment advertisements, and job offers extended as a result.

Progress or Success Goal 2

Description of Progress or Success: Goal 2: Providing financial support to local endeavors and businesses in Brockton which have a positive impact on the residents of Brockton and the Brockton community as a whole

To achieve this goal, IGH has partnered with Family and Community Resources, Inc. This year, IGH held its fourth holiday drive to benefit Family and Community Resources, collecting donations such as winter clothes, toys, toiletries, diapers, gift cards, and more. In addition, IGH is participating in Family and Community Resources' Adopt-A-Family Program for the second year. This year, IGH fulfilled the holiday wish list of an entire family of five. Please see a more detailed description of IGH's partnership with Family and Community Resources, attached.

COMPLIANCE WITH DIVERSITY PLAN

Diversity Progress or Success 1

Description of Progress or Success: Goal 1: Increasing the number of individuals falling into the Commission-designated demographics working at IGH's co-located medical and adult-use marijuana establishment and providing tools to ensure their success

Please see attached for an explanation of IGH's plan to achieve Goal 1 in its first full year of operation.

Diversity Progress or Success 2

Description of Progress or Success: Goal 2: Increasing the number of individuals falling into the Commission-designated demographics in management or other key staff roles at IGH's co-located medical and adult-use marijuana establishment and providing tools to ensure their success

Please see attached for an explanation of IGH's plan to achieve Goal 1 in its first full year of operation.

HOURS OF OPERATION

| | |
|-------------------------|-----------------------|
| Monday From: 8:00 AM | Monday To: 8:00 PM |
| Tuesday From: 8:00 AM | Tuesday To: 8:00 PM |
| Wednesday From: 8:00 AM | Wednesday To: 8:00 PM |
| Thursday From: 8:00 AM | Thursday To: 8:00 PM |
| Friday From: 8:00 AM | Friday To: 8:00 PM |
| Saturday From: 8:00 AM | Saturday To: 8:00 PM |
| Sunday From: 8:00 AM | Sunday To: 8:00 PM |

In Good Health, Inc.
RMD Priority Applicant: RPA201826

Business Hours and After-hours Contact

In Good Health, Inc. will continue to be open for business during the following hours:

8:00am – 8:00pm seven days per week

The after-hours point of contact for IGH is:

David Noble
President/CEO
dnoble@ingoodhealthma.com
617-869-1855

Summary of Business Plan

In Good Health's (IGH) three-year business plan is based on a number of operational and budgetary assumptions as detailed in the following discussion. These strategic planning assumptions inform IGH's projections for utilization, revenue and expenses which are attached to this summary.

IGH's proposed co-located RMD and adult-use marijuana establishment will be sited in the City of Brockton, which is the seventh largest city in Massachusetts with approximately 100,000 residents according to the latest census bureau information. IGH's primary service area of eighteen cities and towns (including Brockton) has a population in excess of 400,000 individuals.

As of May 31, 2018, the Department of Public Health (Department) issued final certificates of registration to 42 RMDs (31 currently approved to sell, and 11 pending approval to sell); and it processed more than 55,000 registration applications for qualifying patients. As of July 2, 2018, the Cannabis Control Commission (Commission) received completed application submissions from 22 marijuana cultivator applicants; 15 marijuana product manufacturer applicants; and 19 marijuana retailer applicants.

In its first full year of RMD operations in 2016, IGH sold a total of 625 pounds of marijuana, based on approximately 50,500 total patient visits to the RMD (6,000 unique patient visits), with the average purchase of \$125.00 per visit. In its second full year of RMD operations in 2017, IGH sold a total of 1044 pounds of marijuana, based on approximately 82,800 total patient visits (8,000 unique patient visits), with the average purchase remaining at \$125.00 per visit.

IGH projects that its established RMD operation visits and sales will remain strong over the next three years as there is still a limited number of RMD's serving the registered patient population. RMD medical sales will also remain strong due to IGH's establish home delivery program, which accounted for approximately 6% of IGH's total medical sales throughout 2016 and 2017. IGH will be in an advantageous position to commence its co-located medical and adult-use operations by leveraging its existing marijuana cultivation, processing and dispensing infrastructure, with a projected lead time of only four months from the receipt of provisional licensure from the Commission to full operation of co-located medical and adult use marijuana program services.

With combined medical and adult-use marijuana programs operational, IGH projects **first year** gross revenues of \$17,500,000, expenses of \$12,425,000, with excess revenues of \$5,075,000, approximately 112,000 total visits, and 78 full-time employees; **second year** gross revenues of \$35,000,000, expenses of \$24,850,000, with excess revenues of \$10,150,000, approximately 168,000 total visits, and 85 full-time employees; and **third year** gross revenues of \$50,000,000, expenses of \$35,500,000, with excess revenues of \$14,500,000, approximately 280,000 total visits, and 100 full-time employees.

IGH conservatively projects that in the first year of co-located operations the ratio of medical patient to adult consumer visits to the Brockton marijuana establishment will be 2:1; in the second year medical patient to adult consumer visits will be 3:1; and in the third year medical

In Good Health, Inc.
RMD Priority Applicant: RPA201826

patient to adult consumer visits will be 4:1. IGH also projects that the average purchase amount per visit will remain at \$125.00 per individual.

Retail pricing for IGH's medical and adult-use marijuana products will be \$350.00 per ounce. Vaporizer cartridges and other accessories will be available for purchase for \$40.00 to \$80.00. Wholesale transactions to other RMD's and/or marijuana establishments will be priced at \$250.00 per ounce (\$4,000/lb).

IGH currently employs 48 full-time employees to run its medical marijuana operations and projects that it will need to employ an additional 30-32 full-time employees in the first year of co-located medical and adult-use marijuana operations (16 FTEs for adult-use retail and dispensing operations; 4 FTEs for marijuana processing/kitchen staff; 6 FTEs for trim room; 3 FTEs for packaging; and 3 additional FTEs projected for other administrative functions). IGH projects that in each of the second and third years of co-located medical and adult-use operations it will need to employ an additional 15 full-time employees to meet increased workload and demand.

Payroll expenses are projected to be \$4,899,960 in year one, \$5,193,968 in year two, and \$5,824,000 in year three. Projected payroll expenses include all payroll taxes, workers compensation insurance, and per employee per month healthcare benefit costs. Payroll expenses are projected to increase proportionately with added hiring and fair salary increases to IGH's existing employees.

Operating expenses (excepting payroll) are projected to be \$7,525,040 in year one, \$19,656,032 in year two, and \$29,676,000 in year three. Operating expenses (excepting payroll) include ongoing expenses related to legal services and other expert consultant services, annual licensing/application fees, rent for the leased premises in Brockton, standard office expenses (e.g., computer, telephone and utilities and other general equipment), security, maintenance of delivery vehicles and associated registration and auto insurance premiums, general and product liability insurance premiums, and associated federal and state taxes. Depreciation and amortization on outstanding notes are calculated in accordance with all applicable federal and state guidelines and with generally accepted accounting principles.

IGH recently entered into an amended and restated lease agreement for its facility in Brockton. The amended and restated lease is for an initial term of 10 years, with associated expenses for rent and taxes stated therein. In connection therewith, IGH will lease an additional 29,000 square feet at the leased premises to accommodate increased medical and adult-use marijuana business operations and production. IGH's lease of the additional square footage is contingent on obtaining necessary governmental approvals for the build-out or intended use. Rental rates for the additional leased space will go into effect on December 1, 2018 and will be deferred for a period of six months.

Federal tax liabilities are projected at a rate of 21% based on the projected revenues for the next three years. Massachusetts state tax liabilities specific to adult use marijuana sales are projected to be \$500,000 in year one, \$4,000,000 in year two, and \$5,000,000 in year three.

In Good Health, Inc.
RMD Priority Applicant: RPA201826

Three-Year Business Plan Budget Projections (selected)

In Good Health, Inc.

| | First Year Projections <u>2018</u> | Second Year Projections <u>2019</u> | Third Year Projections <u>2020</u> |
|---|---|--|---|
| Projected Revenue | 17,500,000 | 35,000,000 | 50,000,000 |
| Projected Expenses Including Taxes | 12,425,000 | 24,850,000 | 35,500,000 |
| VARIANCE: | 5,075,000 | 10,150,000 | 14,500,000 |
| | | | |
| Number of unique visits for the year (medical and adult) | 8520 | 12,780 | 21,300 |
| Number of visits for the year (medical and adult) | 112,180 | 168,269 | 280,449 |
| Projected % growth rate annually | --- | 34% | 40% |
| Estimated purchased per visit | \$125.00 | \$125.00 | \$125.00 |
| Estimated cost per ounce | \$350.00 | \$350.00 | \$350.00 |
| Total FTE in staffing | 78 FTE | 85 FTE | 100 FTE |
| Total Marijuana Inventory for the year (lbs.) | 3483 | 5840 | 8198 |
| Total Marijuana sold for the year (lbs.) | 2850 | 4672 | 6558 |
| Total Marijuana left for roll over (lbs.) | 633 | 1168 | 1640 |



INGOODH-01

ASEYMOUR

CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY)

04/11/2018

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must have ADDITIONAL INSURED provisions or be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

| | | |
|---|--|-------------------------------|
| PRODUCER Rogers & Gray Insurance Agency, Inc. 434 Rte 134 South Dennis, MA 02660 | CONTACT NAME: | |
| | PHONE (A/C, No, Ext): | FAX (A/C, No): (877) 816-2156 |
| | E-MAIL ADDRESS: | mail@rogersgray.com |
| | INSURER(S) AFFORDING COVERAGE | NAIC # |
| | INSURER A : Philadelphia Indemnity Insurance Company | 18058 |
| INSURED In Good Health, Inc 1200 West Chestnut Street Brockton, MA 02301 | INSURER B : | |
| | INSURER C : | |
| | INSURER D : | |
| | INSURER E : | |
| | INSURER F : | |

COVERAGES

CERTIFICATE NUMBER:

REVISION NUMBER:


THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

| INSR LTR | TYPE OF INSURANCE | ADDL INSD | SUBR WVD | POLICY NUMBER | POLICY EFF (MM/DD/YYYY) | POLICY EXP (MM/DD/YYYY) | LIMITS |
|----------|--|-----------|----------|---------------|-------------------------|-------------------------|---|
| A | <input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS-MADE <input checked="" type="checkbox"/> OCCUR GEN'L AGGREGATE LIMIT APPLIES PER: <input checked="" type="checkbox"/> POLICY <input type="checkbox"/> PROJECT <input type="checkbox"/> LOC OTHER: | | | PHPK1753533 | 01/01/2018 | 01/01/2019 | EACH OCCURRENCE \$ 1,000,000 DAMAGE TO RENTED PREMISES (Ea occurrence) \$ 100,000 MED EXP (Any one person) \$ 5,000 PERSONAL & ADV INJURY \$ 1,000,000 GENERAL AGGREGATE \$ 2,000,000 PRODUCTS - COMP/OP AGG \$ 2,000,000 EMPLOYEE BENEFIT \$ 2,000,000 |
| A | <input checked="" type="checkbox"/> AUTOMOBILE LIABILITY <input type="checkbox"/> ANY AUTO OWNED AUTOS ONLY <input checked="" type="checkbox"/> SCHEDULED AUTOS <input checked="" type="checkbox"/> HIRED AUTOS ONLY <input checked="" type="checkbox"/> NON-OWNED AUTOS ONLY | | | PHPK1754576 | 01/01/2018 | 01/01/2019 | COMBINED SINGLE LIMIT (Ea accident) \$ 1,000,000 BODILY INJURY (Per person) \$ BODILY INJURY (Per accident) \$ PROPERTY DAMAGE (Per accident) \$ \$ |
| A | <input checked="" type="checkbox"/> UMBRELLA LIAB <input checked="" type="checkbox"/> OCCUR <input type="checkbox"/> EXCESS LIAB <input type="checkbox"/> CLAIMS-MADE DED <input checked="" type="checkbox"/> RETENTION \$ 10,000 | | | PHUB611498 | 01/01/2018 | 01/01/2019 | EACH OCCURRENCE \$ 1,000,000 AGGREGATE \$ 1,000,000 \$ PER STATUTE <input type="checkbox"/> OTH-ER <input type="checkbox"/> |
| | WORKERS COMPENSATION AND EMPLOYERS' LIABILITY ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH) <input type="checkbox"/> Y / N If yes, describe under DESCRIPTION OF OPERATIONS below | | N / A | | | | E.L. EACH ACCIDENT \$ E.L. DISEASE - EA EMPLOYEE \$ E.L. DISEASE - POLICY LIMIT \$ |

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (ACORD 101, Additional Remarks Schedule, may be attached if more space is required)
Worker's Compensation certificates issued directly by MA Assigned Risk pool.

CERTIFICATE HOLDER

CANCELLATION

| | |
|--|--|
| Commonwealth of Massachusetts Cannabis Control Commission 101 Federal Street, 13th Floor Boston, MA 02110 | SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS. |
| | AUTHORIZED REPRESENTATIVE  |

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

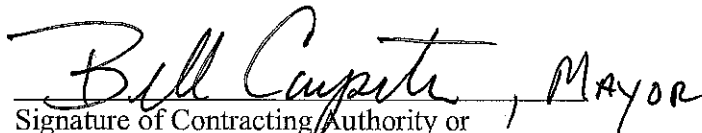
I, David Noble, Pres., (*insert name*) certify as an authorized representative of In Good Health, Inc. (*insert name of applicant*) that the applicant has executed a host community agreement with the City of Brockton (*insert name of host community*) pursuant to G.L.c. 94G § 3(d) on June 18, 2018 (*insert date*).



Signature of Authorized Representative of Applicant
David Noble, President

Host Community

I, Bill Carpenter, Mayor, (*insert name*) certify that I am the contracting authority or have been duly authorized by the contracting authority for the City of Brockton (*insert name of host community*) to certify that the applicant and the City of Brockton (*insert name of host community*) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on June 18, 2018 (*insert date*).



Signature of Contracting Authority or
Authorized Representative of Host Community

Mayor Bill Carpenter

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, David Noble, *(insert name)* attest as an authorized representative of In Good Health, Inc. *(insert name of applicant)* that the applicant has complied with the requirements of 935 CMR 500 and the guidance for licensed applicants on community outreach, as detailed below.

1. The Community Outreach Meeting was held on April 23, 2018 *(insert date)*.
2. A copy of a notice of the time, place, and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was published in a newspaper of general circulation in the city or town on April 11, 2018 *(insert date)*, which was at least seven calendar days prior to the meeting. A copy of the newspaper notice is attached as Attachment A *(please clearly label the newspaper notice in the upper right hand corner as Attachment A and upload it as part of this document)*.
3. A copy of the meeting notice was also filed on April 9, 2018 *(insert date)* with the city or town clerk, the planning board, the contracting authority for the municipality, and local licensing authority for the adult use of marijuana, if applicable. A copy of the municipal notice is attached as Attachment B *(please clearly label the municipal notice in the upper right-hand corner as Attachment B and upload it as part of this document)*.
4. Notice of the time, place and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was mailed on April 9, 2018 *(insert date)*, which was at least seven calendar days prior to the community outreach meeting to abutters of the proposed address of the Marijuana Establishment, and residents within 300 feet of the property line of the petitioner as they appear on the most recent applicable tax list, notwithstanding that the land of any such owner is located in another city or town. A copy of one of the notices sent to abutters and parties of interest as described in this section is attached as Attachment C *(please clearly label the municipal notice in the upper right hand corner as Attachment C and upload it as part of this document; please only include a copy of one notice and please black out the name and the address of the addressee)*.

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

Attachment/Exhibit

A

13675515
4/11, 18, 2018

Community Outreach

**NOTICE OF
COMMUNITY OUTREACH MEETING**

IN GOOD HEALTH, INC.

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for Monday, April 23, 2018 at 4:00pm at Tutto Bene, 1050 Pearl Street, Brockton, Massachusetts 02301.

In Good Health, Inc. intends to apply for a Marijuana Cultivator, a Marijuana Product Manufacturer, and a Marijuana Retailer license to operate an Adult-use Marijuana Establishment at 1200 West Chest Street, Brockton, Massachusetts 02301.

Information presented at the Community Outreach Meeting will include:

- The type(s) of Marijuana Establishment to be located at the proposed address;
- Information adequate to demonstrate that the location will be maintained securely;
- Steps to be taken by the Adult-use Marijuana Establishment to prevent diversion to minors;
- A plan by the Marijuana Establishment to positively impact the community; and
- Information adequate to demonstrate that the location will not constitute a nuisance.

There will be an opportunity for the public to ask questions.

CN13677924
Brockton Enterprise 4/11/2018

Each General Bid and each Filed Sub-Bid shall be accompanied by Bid Security equal to five (5) percent of the total possible Bid amount, including all alternates in the form of a Bid Bond, Certified Treasurer's or Cashier's Check issued by a responsible U.S. bank or Trust Company, payable to the Town of Avon. Each Bidder shall attach the required Bid Bond or Check to their Bid Form.

The Bid Securities of all General Bidders, except those of the three lowest responsible and eligible General Bidders, will be returned within five (5) days, Saturdays, Sundays, and legal holidays excluded, after the opening of General Bids.

The Bid Securities of all Filed Sub-Bidders, except those of the Sub-Bidders named in the General Bids of the three lowest responsible and eligible General Bidders, and those of the three lowest responsible and eligible Sub-Bidders for each sub-trade, will be returned within five (5) days, Saturdays, Sundays, and legal holidays excluded, after the opening of General Bids.

The Awarding Authority reserves the right to waive any informalities and to reject any or all General Bids not deemed to be in the best interest of the Town. The Awarding Authority reserves the right to reject any Filed Sub-Bid if it determines that such Sub-Bid does not represent the Sub-Bid of a person competent to perform the Work as specified or that less than three (3) such bids were received. (C:149, Sec.44E)

The successful General Bidder will be required to furnish a Performance Bond in the amount of one hundred percent (100%) of the total bid, and a Labor and Materials Payment Bond in the amount of one hundred percent (100%) of the total bid.

Attention is directed to the fact that no less than the minimum wages as set forth in Document 00 32 00 PREVAILING WAGE RATES of the Contract Documents must be paid on this Project and that no sales tax shall be included in their bids. Bids shall be made on the basis of the Minimum Wage Rates as determined by the Commissioner of Labor and Industries, Pursuant to the Provisions of Chapter 149, Sections 26 to 27D inclusive of Massachusetts General Laws.

All bids shall remain in effect for sixty (60) days, Saturdays, Sundays and legal holidays excluded, after the opening of General Bids.

The Awarding Authority reserves the right to reject any or all general bids, if it be in the public interest to do so, and to reject any sub-bid on any sub-trade if it determines that such sub-bid does not represent the sub-bid of a person competent to perform the work as specified or that less than three such sub-bids were received and that the prices are not reasonable for acceptance without further competition.

Town of Avon
Awarding Authority
65 Main Street
Avon, MA 02322

13677332 4/11/18

by the purchaser at the time

TERMS OF SALE:

Go to www.ProjectDoc.com and login with an existing account or click Sign Up to create a new account.

Attachment/Exhibit

B

Municipality
not in

NOTICE OF COMMUNITY OUTREACH MEETING

IN GOOD HEALTH, INC.

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for **Monday, April 23, 2018 at 4:00pm at Tutto Bene, 1050 Pearl Street, Brockton, Massachusetts 02301.**

In Good Health, Inc. intends to apply for a Marijuana Cultivator, a Marijuana Product Manufacturer, and a Marijuana Retailer license to operate an Adult-use Marijuana Establishment at 1200 West Chest Street, Brockton, Massachusetts 02301.

Information presented at the Community Outreach Meeting will include:

- 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 Adult-use 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.

There will be an opportunity for the public to ask questions.

In Good Health, Inc.

David Noble
President & CEO

Attachment/Exhibit

C

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for Monday, April 23, 2018 at 4:00pm at Tutto Bene, 1050 Pearl Street, Brockton, Massachusetts 02301.

In Good Health, Inc. intends to apply for a Marijuana Cultivator, a Marijuana Product Manufacturer, and a Marijuana Retailer license to operate an Adult-use Marijuana Establishment at 1200 West Chest Street, Brockton, Massachusetts 02301.

Information presented at the Community Outreach Meeting will include:

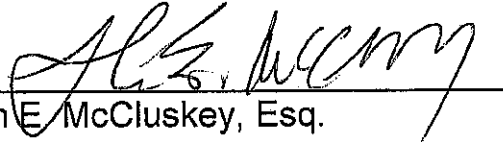
- a. The type(s) of Marijuana Establishment to be located at the proposed address;
- b. Information adequate to demonstrate that the location will be maintained securely;
- c. Steps to be taken by the Adult-use Marijuana Establishment to prevent diversion to minors;
- d. A plan by the Marijuana Establishment to positively impact the community; and
- e. Information adequate to demonstrate that the location will not constitute a nuisance.

There will be an opportunity for the public to ask questions.

AFFIDAVIT OF NOTICE

I, John E. McCluskey, Esq. as counsel for In Good Health, Inc., which is located at 1200 West Chestnut Street, Brockton, MA (the Locus) hereby certify that on April 9, 2018 I did mail, postage prepaid, the attached notification to abutters within 300 feet of Locus and also hand delivered a separate notice as attached to the offices of the Brockton Planner, Brockton License Commission, Brockton City Clerk and the Brockton Solicitors Office.

Signed under the pains and penalties of perjury on April 24, 2018.


John E. McCluskey, Esq.

Plan to Remain Compliant with Local Zoning

In Good Health's ("IGH") proposed co-located medical and adult use marijuana establishment will be sited at the current registered marijuana dispensary ("RMD") facility at 1200 West Chestnut Street in Brockton, MA. The West Chestnut Street property is located in a designated medical marijuana overlay zone established by the Brockton City Council. IGH obtained a special permit from Brockton's Zoning Appeals Board in 2014 to operate the RMD at this location. In addition, the Zoning Appeals Board granted a variance which modified plot lines to the premises so that IGH remained compliant with the buffer zone requirements set forth by the City of Brockton relative to RMD siting near residential zones, schools, conservation land, public parks and children-oriented activity establishments.

The City of Brockton Planning Board is currently in the process of amending local zoning ordinances to address siting and permitting requirements for adult use marijuana establishments. IGH, in coordination with local counsel in Brockton, is continuing to monitor these local zoning developments regarding adult use marijuana establishments and will ensure the co-located facility at West Chestnut Street continues to comply with all requirements established by the Planning Board and/or City Council.



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$35.00

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

Articles of Organization

(General Laws, Chapter 180)

Federal Employer Identification Number: 462680110 (must be 9 digits)

ARTICLE I

The exact name of the corporation is:

IN GOOD HEALTH, INC.

ARTICLE II

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

THE PURPOSE OF THE CORPORATION IS TO PROMOTE ACCESS TO HEALTH CARE AND ENGAGE IN ANY ACTIVITY IN WHICH A CORPORATION ORGANIZED UNDER CHAPTER 180 OF THE LAWS OF THE COMMONWEALTH OF MASSACHUSETTS MAY LAWFULLY ENGAGE.

ARTICLE III

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

THE CORPORATION SHALL HAVE NO MEMBERS.

ARTICLE IV

Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:

(If there are no provisions state "NONE")

IN GOOD HEALTH ARTICLES OF ORGANIZATION ATTACHMENT 4A - 4G 4. OTHER LAWFUL PROVISIONS: 1. THE CORPORATION SHALL HAVE, AND MAY EXERCISE IN FURTHERANCE OF ITS CORPORATE PURPOSES, THE FOLLOWING POWERS: (A) THE CORPORATION SHALL HAVE PERPETUAL SUCCESSION IN ITS CORPORATE NAME. (B) THE CORPORATION MAY SUE AND BE SUED. (C) THE CORPORATION MAY HAVE A CORPORATE SEAL WHICH IT MAY ALTER AT ITS PLEASURE. (D) THE CORPORATION MAY ELECT OR APPOINT DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS, FIX THEIR COMPENSATION AND DEFINE THEIR DUTIES AND OBLIGATIONS. (E) THE CORPORATION MAY PURCHASE, RECEIVE OR TAKE BY GRANT, GIFT, DEVISE, BEQUEST OR OTHERWISE, LEASE, OR OTHERWISE ACQUIRE, OWN, HOLD, IMPROVE, EMPLOY, USE AND OTHERWISE DEAL IN AND WITH, REAL OR PERSONAL PROPERTY, OR ANY INTEREST THEREIN, WHEREVER SITUATED, IN AN UNLIMITED AMOUNT. (F) THE CORPORATION MAY MAKE DONATIONS IN SUCH AMOUNTS AS THE DIRECTORS SHALL DETERMINE, IRRESPECTIVE OF CORPORATE BENEFIT, FOR THE PUBLIC WELFARE, OR

FOR COMMUNITY FUND, CHARITABLE, EDUCATIONAL OR CIVIC PURPOSES. (G) THE CORPORATION MAY BE A PARTNER IN ANY BUSINESS ENTERPRISE OR ACTIVITY WHICH IT WOULD HAVE POWER TO CONDUCT BY ITSELF. (H) THE CORPORATION MAY BE AN INCORPORATOR OF OTHER CORPORATIONS OF ANY TYPE OR KIND. (I) THE CORPORATION MAY SELL, CONVEY, LEASE, EXCHANGE, TRANSFER OR OTHERWISE DISPOSE OF, OR MORTGAGE, PLEDGE, ENCUMBER OR CREATE A SECURITY INTEREST IN, ALL OR ANY OF ITS PROPERTY, OR ANY INTEREST THEREIN, WHEREVER SITUATED. (J) THE CORPORATION MAY PURCHASE, TAKE, RECEIVE, SUBSCRIBE FOR, OR OTHERWISE ACQUIRE, OWN, HOLD, VOTE, EMPLOY, SELL, LEND, LEASE, EXCHANGE, TRANSFER, OR OTHERWISE DISPOSE OF, MORTGAGE, PLEDGE, USE AND OTHERWISE DEAL IN AND WITH, BONDS AND OTHER OBLIGATIONS, SHARES, OR OTHER SECURITIES OR INTERESTS ISSUED BY OTHERS, WHETHER ENGAGED IN SIMILAR OR DIFFERENT BUSINESS, GOVERNMENTAL, OR OTHER ACTIVITIES. (K) THE CORPORATION MAY LEND MONEY, INVEST AND REINVEST ITS FUNDS, AND TAKE AND HOLD REAL AND PERSONAL PROPERTY AS SECURITY FOR THE PAYMENT OF FUNDS SO LOANED OR INVESTED. (L) THE CORPORATION MAY PAY PENSIONS, ESTABLISH AND CARRY OUT PENSION, SAVINGS, THRIFT AND OTHER RETIREMENT AND BENEFIT PLANS, TRUSTS AND PROVISIONS FOR ANY OR ALL OF ITS DIRECTORS, OFFICERS AND EMPLOYEES. (M) THE CORPORATION MAY MAKE CONTRACTS, GIVE GUARANTEES, INCUR LIABILITIES, BORROW MONEY AT SUCH RATES OF INTEREST AS THE CORPORATION MAY DETERMINE, ISSUE ITS NOTES, BONDS AND OTHER OBLIGATIONS AND SECURE ANY OF ITS OBLIGATIONS BY MORTGAGE, PLEDGE, OR ENCUMBRANCE OF, OR SECURITY INTEREST IN, ALL OR ANY OF ITS PROPERTY OR ANY INTEREST THEREIN, WHEREVER SITUATED. (N) THE CORPORATION MAY DO BUSINESS, CARRY ON ITS OPERATIONS, AND HAVE OFFICES AND EXERCISE ALL THE POWERS GRANTED BY MASSACHUSETTS GENERAL LAWS, CHAPTER 180, AS NOW IN FORCE OR AS HEREAFTER AMENDED, IN ANY JURISDICTION WITHIN OR WITHOUT THE UNITED STATES. (O) THE CORPORATION MAY PURCHASE AND MAINTAIN INSURANCE ON BEHALF OF ANY PERSON WHO IS OR WAS A DIRECTOR, OFFICER, EMPLOYEE OR OTHER AGENT OF THE CORPORATION, OR IS OR WAS SERVING AT THE REQUEST OF THE CORPORATION AS A DIRECTOR, OFFICER, EMPLOYEE OR OTHER AGENT OF ANOTHER ORGANIZATION IN WHICH IT HAS AN INTEREST, AGAINST ANY LIABILITY INCURRED BY HIM IN ANY SUCH CAPACITY, OR ARISING OUT OF HIS STATUS AS SUCH, WHETHER OR NOT THE CORPORATION WOULD HAVE THE POWER TO INDEMNIFY.

2. MEETINGS OF THE DIRECTORS MAY BE HELD ANYWHERE IN THE UNITED STATES. 3. THE DIRECTORS MAY MAKE, AMEND OR REPEAL THE BYLAWS OF THE CORPORATION IN WHOLE OR IN PART. 4. THE CORPORATION MAY HAVE AND EXERCISE ALL POWERS NECESSARY OR CONVENIENT TO EFFECT ANY OR ALL OF THE PURPOSES FOR WHICH THE CORPORATION IS FORMED, PROVIDED THAT NO SUCH POWER SHALL BE EXERCISED IN A MANNER INCONSISTENT WITH MASSACHUSETTS GENERAL LAWS, CHAPTER 180, AS NOW IN FORCE OR HEREAFTER AMENDED, OR WHICH IS UNLAWFUL UNDER ANY OTHER CHAPTER OF THE GENERAL LAWS OF THE COMMONWEALTH. 5. NO DIRECTOR OR OFFICER SHALL BE PERSONALLY LIABLE TO THE CORPORATION OR ITS DIRECTORS FOR MONETARY DAMAGES FOR BREACH OF FIDUCIARY DUTY AS AN DIRECTOR OR OFFICER NOTWITHSTANDING ANY PROVISION OF LAW IMPOSING SUCH LIABILITY, EXCEPT THAT, TO THE EXTENT EXISTING OR FUTURE APPLICABLE LAW PROVIDES THAT THE FOLLOWING LIABILITY MAY NOT BE ELIMINATED OR LIMITED, THIS PROVISION SHALL NOT ELIMINATE OR LIMIT THE LIABILITY OF AN DIRECTOR OR OFFICER FOR ANY OF THE FOLLOWING ACTS: (I) BREACH OF THE DIRECTOR'S OR OFFICER'S DUTY OF LOYALTY TO THE CORPORATION, (II) ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW OR (III) A TRANSACTION FROM WHICH THE OFFICER OR DIRECTOR DERIVED AN IMPROPER PERSONAL BENEFIT. NO AMENDMENT TO OR REPEAL OF THIS PROVISION SHALL APPLY TO OR HAVE ANY EFFECT ON THE LIABILITY OR ALLEGED LIABILITY OF AN DIRECTOR OR OFFICER FOR OR WITH RESPECT TO ANY ACTS OR OMISSIONS OF SUCH DIRECTOR OR OFFICER OCCURRING PRIOR TO SUCH AMENDMENT OR REPEAL. 6. NO PERSON SHALL BE DISQUALIFIED FROM HOLDING ANY

OFFICE BY REASON OF ANY INTEREST. IN THE ABSENCE OF FRAUD, ANY DIRECTOR OR OFFICER OF THIS CORPORATION, OR ANY CONCERN IN WHICH ANY SUCH DIRECTOR OR OFFICER HAS ANY INTEREST, OR ANY INDIVIDUAL HAVING ANY INTEREST IN ANY SUCH CONCERN, MAY BE A PARTY TO, OR MAY BE PECUNIARILY OR OTHERWISE INTERESTED IN, ANY CONTRACT, TRANSACTION OR OTHER ACT (COLLECTIVELY CALLED A "TRANSACTION") OF THIS CORPORATION, AND (I) SUCH TRANSACTION SHALL NOT BE IN ANY WAY INVALIDATED OR OTHERWISE AFFECTED BY THAT FACT; AND (II) NO SUCH DIRECTOR, OFFICER, MEMBER, CONCERN OR INDIVIDUAL SHALL BE LIABLE TO ACCOUNT TO THIS CORPORATION FOR ANY PROFIT OR BENEFIT REALIZED THROUGH ANY SUCH TRANSACTION; PROVIDED HOWEVER, THAT SUCH TRANSACTION EITHER WAS FAIR AT THE TIME IT WAS ENTERED INTO OR IS AUTHORIZED OR RATIFIED BY A MAJORITY OF THE DIRECTORS WHO ARE NOT SO INTERESTED AND TO WHOM THE NATURE OF SUCH INTEREST HAS BEEN DISCLOSED AND WHO HAVE MADE ANY FINDINGS REQUIRED BY LAW. EXCEPT TO THE EXTENT OTHERWISE PROVIDED BY LAW, ANY INTERESTED DIRECTOR OR MEMBER OF THIS CORPORATION MAY BE COUNTED IN DETERMINING THE EXISTENCE OF A QUORUM AT ANY MEETING AT WHICH SUCH TRANSACTION SHALL BE AUTHORIZED AND MAY VOTE TO AUTHORIZE SUCH TRANSACTION. FOR THE PURPOSES OF THIS SECTION, THE TERM "INTEREST" SHALL INCLUDE PERSONAL INTEREST AND ALSO INTEREST AS A DIRECTOR, OFFICER, STOCKHOLDER, SHAREHOLDER, TRUSTEE, MEMBER OR BENEFICIARY OF ANY CONCERN AND THE TERM "CONCERN" SHALL MEAN ANY CORPORATION, ASSOCIATION, TRUST, PARTNERSHIP, FIRM, PERSON OR OTHER ENTITY OTHER THAN THIS CORPORATION. 7. THE DIRECTORS AND OFFICERS OF THE CORPORATION SHALL NOT BE PERSONALLY LIABLE FOR ANY DEBT, LIABILITY OR OBLIGATION OF THE CORPORATION. ALL PERSONS, CORPORATIONS OR OTHER ENTITIES EXTENDING CREDIT TO, CONTRACTING WITH, OR HAVING ANY CLAIM AGAINST, THE CORPORATION, MAY LOOK ONLY TO THE FUNDS AND PROPERTY OF THE CORPORATION FOR THE PAYMENT OF ANY SUCH CONTRACT OR CLAIM, OR FOR THE PAYMENT OF ANY DEBT, DAMAGES, JUDGMENT OR DECREE, OR OF ANY MONEY THAT MAY OTHERWISE BECOME DUE OR PAYABLE TO THEM FROM THE CORPORATION. 8. NEITHER ANY AMENDMENT NOR REPEAL OF THIS ARTICLE IV, NOR THE ADOPTION OF ANY PROVISION OF THE CORPORATION'S ARTICLES OF ORGANIZATION INCONSISTENT WITH THIS ARTICLE IV, SHALL ELIMINATE OR REDUCE THE EFFECT OF THIS ARTICLE IV IN RESPECT OF ANY MATTER OCCURRING, OR ANY ACTION OR PROCEEDING ACCRUING OR ARISING OR THAT, BUT FOR THIS ARTICLE IV, WOULD ACCRUE OR ARISE, PRIOR TO SUCH AMENDMENT, REPEAL OR ADOPTION OF AN INCONSISTENT PROVISION. 9. NO PERSON SHALL BE DISQUALIFIED FROM HOLDING ANY OFFICE BY REASON OF ANY INTEREST IN THE CORPORATION. IN THE ABSENCE OF FRAUD, ANY DIRECTOR OR OFFICER OF THE CORPORATION INDIVIDUALLY, OR ANY INDIVIDUAL HAVING ANY INTEREST IN ANY CONCERN IN WHICH ANY DIRECTORS, OFFICERS OR INDIVIDUALS HAVE ANY INTEREST, MAY, UNLESS OTHERWISE DETERMINED BY DIRECTORS, BE A PARTY TO, OR MAY BE PECUNIARILY OR OTHERWISE INTERESTED IN, ANY CONTRACT TRANSACTION OR OTHER ACTION OF THE CORPORATION, AND (A) SUCH CONTRACT, TRANSACTION OR ACT SHALL NOT BE IN ANY WAY INVALIDATED OR OTHERWISE AFFECTED BY THAT FACT; (B) NO SUCH DIRECTOR, OFFICER OR OTHER INDIVIDUAL SHALL BE LIABLE TO ACCOUNT TO THIS CORPORATION FOR ANY PROFIT OR BENEFIT REALIZED THROUGH ANY SUCH CONTRACT, TRANSACTION OR ACT; (C) UNLESS OTHERWISE DETERMINED BY THE DIRECTORS, ANY SUCH DIRECTOR OF THE CORPORATION MAY BE COUNTED IN DETERMINING THE EXISTENCE OF A QUORUM AT ANY MEETING OF THE DIRECTORS OR ANY COMMITTEE THEREOF WHICH SHALL AUTHORIZE ANY SUCH CONTRACT, TRANSACTION OR ACT, AND VOTE TO AUTHORIZE THE SAME; AND (D) ANY DIRECTOR MAY ASK FOR A VOTE TO BE TAKEN BY THE NON-INTERESTED DIRECTORS AND EXCLUDE ANY DIRECTOR WHO HAS A POTENTIAL CONFLICT FROM PARTICIPATING IN SUCH DISCUSSION OR VOTE, AND FROM BEING COUNTED TO DETERMINE THE EXISTENCE OF A QUORUM IN CONNECTION WITH SUCH VOTE. AS USED HEREIN, THE TERM "INTEREST" INCLUDES PERSONAL INTEREST AND INTEREST AS A DIRECTOR, OFFICER, STOCKHOLDER,

SHAREHOLDER, TRUSTEE, MEMBER OR BENEFICIARY OF ANY CONCERN; AND THE TERM "CONCERN" MEANS CORPORATION, ASSOCIATION, TRUST, PARTNERSHIP, FIRM, PERSON OR OTHER ENTITY OTHER THAN THIS CORPORATION. 10. THE CORPORATION SHALL, TO THE EXTENT LEGALLY PERMISSIBLE, INDEMNIFY EACH PERSON WHO MAY SERVE OR WHO HAS SERVED AT ANY TIME AS A TRUSTEE, DIRECTOR OR OFFICER OF THE CORPORATION OR OF ANY OF ITS SUBSIDIARIES, OR WHO AT THE REQUEST OF THE CORPORATION MAY SERVE OR AT ANY TIME HAS SERVED AS A TRUSTEE, DIRECTOR OR OFFICER OF, OR IN A SIMILAR CAPACITY WITH, ANOTHER ORGANIZATION OR AN EMPLOYEE BENEFIT PLAN, AGAINST ALL EXPENSES AND LIABILITIES (INCLUDING COUNSEL FEES, JUDGMENTS, FINES, EXCISE TAXES, PENALTIES AND AMOUNTS PAYABLE IN SETTLEMENTS) REASONABLY INCURRED BY OR IMPOSED UPON SUCH PERSON IN CONNECTION WITH ANY THREATENED, PENDING OR COMPLETED ACTION, SUIT OR OTHER PROCEEDING, WHETHER CIVIL, CRIMINAL, ADMINISTRATIVE OR INVESTIGATIVE, IN WHICH SUCH PERSON MAY BECOME INVOLVED BY REASON OF SERVING OR HAVING SERVED IN SUCH CAPACITY (OTHER THAN A PROCEEDING VOLUNTARILY INITIATED BY SUCH PERSON UNLESS HE OR SHE IS SUCCESSFUL ON THE MERITS, THE PROCEEDING WAS AUTHORIZED BY THE CORPORATION OR THE PROCEEDING SEEKS A DECLARATORY JUDGMENT REGARDING HIS OR HER OWN CONDUCT); PROVIDED THAT NO INDEMNIFICATION SHALL BE PROVIDED FOR ANY SUCH PERSON WITH RESPECT TO ANY MATTER AS TO WHICH HE OR SHE SHALL HAVE BEEN FINALLY ADJUDICATED IN ANY PROCEEDING NOT TO HAVE ACTED IN GOOD FAITH IN THE REASONABLE BELIEF THAT HIS OR HER ACTION WAS IN THE BEST INTERESTS OF THE CORPORATION OR, TO THE EXTENT SUCH MATTER RELATES TO SERVICE WITH RESPECT TO ANY EMPLOYEE BENEFIT PLAN, IN THE BEST INTEREST OF THE PARTICIPANTS OR BENEFICIARIES OF SUCH EMPLOYEE BENEFIT PLAN; AND PROVIDED, FURTHER, THAT AS TO ANY MATTER DISPOSED OF BY A COMPROMISE PAYMENT BY SUCH PERSON, PURSUANT TO A CONSENT DECREE OR OTHERWISE, THE PAYMENT AND INDEMNIFICATION THEREOF HAVE BEEN APPROVED BY THE CORPORATION, WHICH APPROVAL SHALL NOT UNREASONABLY BE WITHHELD, OR BY A COURT OF COMPETENT JURISDICTION. SUCH INDEMNIFICATION SHALL INCLUDE PAYMENT BY THE CORPORATION OF EXPENSES INCURRED IN DEFENDING A CIVIL OR CRIMINAL ACTION OR PROCEEDING, UPON RECEIPT OF AN UNDERTAKING BY THE PERSON INDEMNIFIED TO REPAY SUCH PAYMENT IF HE OR SHE SHALL BE ADJUDICATED TO BE NOT ENTITLED TO INDEMNIFICATION UNDER THIS SECTION, WHICH UNDERTAKING MAY BE ACCEPTED WITHOUT REGARD TO THE FINANCIAL ABILITY OF SUCH PERSON TO MAKE REPAYMENT. A PERSON ENTITLED TO INDEMNIFICATION HEREUNDER WHOSE DUTIES INCLUDE SERVICE OR RESPONSIBILITIES AS A FIDUCIARY WITH RESPECT TO A SUBSIDIARY OR OTHER ORGANIZATION SHALL BE DEEMED TO HAVE ACTED IN GOOD FAITH IN THE REASONABLE BELIEF THAT HIS ACTION WAS IN THE BEST INTERESTS OF THE CORPORATION IF HE ACTED IN GOOD FAITH IN THE REASONABLE BELIEF THAT HIS ACTION WAS IN THE BEST INTERESTS OF SUCH SUBSIDIARY OR ORGANIZATION OR OF THE PARTICIPANTS OR BENEFICIARIES OF, OR OTHER PERSONS WITH INTERESTS IN, SUCH SUBSIDIARY OR ORGANIZATION TO WHOM HE HAD A FIDUCIARY DUTY. WHERE INDEMNIFICATION HEREUNDER REQUIRES AUTHORIZATION OR APPROVAL BY THE CORPORATION, SUCH AUTHORIZATION OR APPROVAL SHALL BE CONCLUSIVELY DEEMED TO HAVE BEEN OBTAINED, AND IN ANY CASE WHERE A TRUSTEE OF THE CORPORATION APPROVES THE PAYMENT OF INDEMNIFICATION, SUCH TRUSTEE SHALL BE WHOLLY PROTECTED, IF: (I) THE PAYMENT HAS BEEN APPROVED OR RATIFIED (1) BY MAJORITY VOTE OF A QUORUM OF THE TRUSTEES CONSISTING OF PERSONS WHO ARE NOT AT THAT TIME PARTIES TO THE PROCEEDING, OR (2) BY A MAJORITY VOTE OF A COMMITTEE OF ONE OR MORE TRUSTEES WHO ARE NOT AT THAT TIME PARTIES TO THE PROCEEDING AND ARE SELECTED FOR THIS PURPOSE BY THE FULL BOARD (IN WHICH SELECTION TRUSTEES WHO ARE PARTIES MAY PARTICIPATE); OR (II) THE ACTION IS TAKEN IN RELIANCE UPON THE OPINION OF INDEPENDENT LEGAL COUNSEL (WHO MAY BE COUNSEL TO THE CORPORATION) APPOINTED FOR THE PURPOSE BY VOTE OF THE

TRUSTEES OR IN THE MANNER SPECIFIED IN CLAUSES (1) OR (2) OF SUBPARAGRAPH (I); OR (III) THE PAYMENT IS APPROVED BY A COURT OF COMPETENT JURISDICTION; OR (IV) THE TRUSTEES HAVE OTHERWISE ACTED IN ACCORDANCE WITH THE APPLICABLE LEGAL STANDARD OF CONDUCT. ANY INDEMNIFICATION OR ADVANCE OF EXPENSES UNDER THIS SECTION SHALL BE PAID PROMPTLY, AND IN ANY EVENT WITHIN 30 DAYS, AFTER THE RECEIPT BY THE CORPORATION OF A WRITTEN REQUEST THEREFORE FROM THE PERSON TO BE INDEMNIFIED, UNLESS WITH RESPECT TO A CLAIM FOR INDEMNIFICATION THE CORPORATION SHALL HAVE DETERMINED THAT THE PERSON IS NOT ENTITLED TO INDEMNIFICATION. IF THE CORPORATION DENIES THE REQUEST OR IF PAYMENT IS NOT MADE WITHIN SUCH 30-DAY PERIOD, THE PERSON SEEKING TO BE INDEMNIFIED MAY AT ANY TIME THEREAFTER SEEK TO ENFORCE HIS OR HER RIGHTS HEREUNDER IN A COURT OF COMPETENT JURISDICTION AND, IF SUCCESSFUL IN WHOLE OR IN PART, HE OR SHE SHALL BE ENTITLED ALSO TO INDEMNIFICATION FOR THE EXPENSES OF PROSECUTING SUCH ACTION. UNLESS OTHERWISE PROVIDED BY LAW, THE BURDEN OF PROVING THAT THE PERSON IS NOT ENTITLED TO INDEMNIFICATION SHALL BE ON THE CORPORATION. THE RIGHT OF INDEMNIFICATION UNDER THIS SECTION SHALL BE A CONTRACT RIGHT INURING TO THE BENEFIT OF THE TRUSTEES, DIRECTORS, OFFICERS AND OTHER PERSONS ENTITLED TO BE INDEMNIFIED HEREUNDER AND NO AMENDMENT OR REPEAL OF THIS SECTION SHALL ADVERSELY AFFECT ANY RIGHT OF SUCH TRUSTEE, DIRECTOR, OFFICER OR OTHER PERSON EXISTING AT THE TIME OF SUCH AMENDMENT OR REPEAL. THE INDEMNIFICATION PROVIDED HEREUNDER SHALL INURE TO THE BENEFIT OF THE HEIRS, EXECUTORS AND ADMINISTRATORS OF A TRUSTEE, DIRECTOR, OFFICER OR OTHER PERSON ENTITLED TO INDEMNIFICATION HEREUNDER. THE INDEMNIFICATION PROVIDED HEREUNDER MAY, TO THE EXTENT AUTHORIZED BY THE CORPORATION APPLY TO THE TRUSTEES, DIRECTORS, OFFICERS AND OTHER PERSONS ASSOCIATED WITH CONSTITUENT CORPORATIONS THAT HAVE BEEN MERGED INTO OR CONSOLIDATED WITH THE CORPORATION WHO WOULD HAVE BEEN ENTITLED TO INDEMNIFICATION HEREUNDER HAD THEY SERVED IN SUCH CAPACITY WITH OR AT THE REQUEST OF THE CORPORATION. THE RIGHT OF INDEMNIFICATION UNDER THIS SECTION SHALL BE IN ADDITION TO, AND NOT EXCLUSIVE OF, ALL OTHER RIGHTS TO WHICH SUCH TRUSTEE, DIRECTOR, OFFICER OR OTHER PERSONS MAY BE ENTITLED. NOTHING CONTAINED IN THIS SECTION SHALL AFFECT ANY RIGHTS TO INDEMNIFICATION TO WHICH CORPORATION EMPLOYEES OR AGENTS, OTHER THAN TRUSTEES, DIRECTORS, OFFICERS AND OTHER PERSONS ENTITLED TO INDEMNIFICATION HEREUNDER, MAY BE ENTITLED BY CONTRACT OR OTHERWISE BY LAW.

Notes: The preceding four (4) articles are considered to be permanent and may only be changed by filing appropriate Articles of Amendment.

ARTICLE V

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

ARTICLE VI

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

05/02/2013

ARTICLE VII

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

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

No. and Street: ONE HUNTINGTON AVE
#604
City or Town: BOSTON State: MA Zip: 02116 Country: USA

b. The name, residential street address and post office address of each director and officer of the corporation is as follows:

| Title | Individual Name First, Middle, Last, Suffix | Address (no PO Box) Address, City or Town, State, Zip Code | Expiration of Term |
|-----------|--|--|-----------------------|
| PRESIDENT | DOUGLAS B. NOBLE | 60 NEW DRIFTWAY, #12 SCITUATE, MA 02066 USA 60 NEW DRIFTWAY, #12 SCITUATE, MA 02066 USA | May 2015 |
| TREASURER | ANDREA L. NOBLE | ONE HUNTINGTON AVE, #604 BOSTON, MA 02116 USA ONE HUNTINGTON AVE, #604 BOSTON, MA 02116 USA | May 2015 |
| CLERK | ANDREA L. NOBLE | ONE HUNTINGTON AVE, #604 BOSTON, MA 02116 USA ONE HUNTINGTON AVE, #604 BOSTON, MA 02116 USA | May 2015 |
| DIRECTOR | DOUGLAS B. NOBLE | 60 NEW DRIFTWAY, #12 SCITUATE, MA 02066 USA 60 NEW DRIFTWAY, #12 SCITUATE, MA 02066 USA | May 2015 |
| DIRECTOR | ANDREA L. NOBLE | ONE HUNTINGTON AVE, #604 BOSTON, MA 02116 USA ONE HUNTINGTON AVE, #604 BOSTON, MA 02116 USA | May 2015 |
| DIRECTOR | DAVID B. NOBLE | 22 RIVERVIEW PLACE SCITUATE, MA 02066 USA 22 RIVERVIEW PLACE SCITUATE, MA 02066 USA | May 2015 |

c. The fiscal year (i.e., tax year) of the business entity shall end on the last day of the month of:
December

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

Name:
No. and Street:
City or Town: State: Zip: Country:

I/We, the below signed incorporator(s), do hereby certify under the pains and penalties of perjury that I/we have not been convicted of any crimes relating to alcohol or gaming within the past ten years. I/We do hereby further certify that to the best of my/our knowledge the above-named officers have not been similarly convicted. If so convicted, explain:

DOUGLAS B. NOBLE, 60 NEW DRIFTWAY, #12, SCITUATE, MA 02066 ANDREA L. NOBLE, ONE HUNTINGTON AVE, #604, BOSTON, MA 02116 DAVID B. NOBLE, 22 RIVERVIEW PLACE, SCITUATE, MA 02066

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address (es) beneath each signature do hereby associate with the intention of forming this business entity under the provisions of General Law, Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this 2 Day of May, 2013. (If an existing corporation is acting as incorporator, type in the

exact name of the business entity, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said business entity and the title he/she holds or other authority by which such action is taken.)

DOUGLAS B. NOBLE, 60 NEW DRIFTWAY, #12, SCITUATE, MA 02066 ANDREA L. NOBLE, ONE HUNTINGTON AVE,

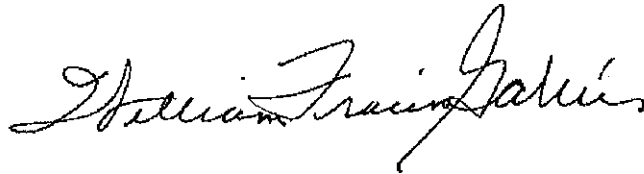
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THE COMMONWEALTH OF MASSACHUSETTS

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

deemed to have been filed with me on:

May 02, 2013 12:19 PM

A handwritten signature in cursive script, reading "William Francis Galvin". The signature is written in dark ink and is centered on the page.

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

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 101C

In Good Health, Inc. is a Medical
Marijuana Treatment Center with the
Department of Public Health in accordance
with 105 CMR 725.004 as of December 18, 2017.

Bryan Harter 12/16/17

Bryan Harter

Director

Medical Use of Marijuana Program
Bureau of Healthcare Safety and Quality
Massachusetts Department of Public Health

4 62680110

(1) Exact name of the non-profit: In Good Health, Inc.

(2) A corporate name that satisfies the requirements of G.L. Chapter 156D, Section 4.01:

In Good Health, 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:

In Good Health, 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:*

The purpose of the Corporation shall be to engage in any activity in which a corporation organized under Chapter 156D of the laws of the Commonwealth of Massachusetts may lawfully engage, including operation as a registered marijuana dispensary and licensed marijuana establishment.

medical

medical

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 |
| | 1,000 | | | |
| | | | | |
| | | | | |

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.

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:

Set forth in

~~Please see~~ corporation's Stock Agreement

ARTICLE VI

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

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:
1200 West Chestnut Street, Brockton, MA 02301
- b. The name of its initial registered agent at its registered office:
David Noble, 1200 West Chestnut Street, Brockton, MA 02301
- 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: David Noble

Treasurer: Andrea Noble

Secretary: Andrea Noble

Director(s): David Noble; Andrea Noble

- d. The fiscal year end of the corporation:
12/31
- e. A brief description of the type of business in which the corporation intends to engage:
Operation as a registered medical marijuana dispensary and licensed medical marijuana establishment
- f. The street address of the principal office of the corporation:
1200 West Chestnut Street, Brockton, MA 02301
- g. The street address where the records of the corporation required to be kept in the commonwealth are located is:

1200 West Chestnut Street, Brockton, MA 02301, 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 6th day of December, 2017 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 \$ 475 having been paid, said articles are deemed to have been filed with me this 6 day of November, 20 18, at _____ a.m./p.m.
time

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


WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

check 39269
cash 501473

Filing fee: Minimum \$250

TO BE FILLED IN BY CORPORATION
Contact Information:

Andrew S. Levine, Esq. _____

Donoghue, Barrett & Singal, P.C. _____


1 Beacon St., Ste. 1320, Boston, MA 02108 _____

Telephone: 617-598-6700 _____

Email: alevine@dbslawfirm.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.

18319987
SECRETARY OF THE
COMMONWEALTH
2018 NOV -6 PM 4:00
CORPORATIONS DIVISION


Examiner

Name approval

C

M

Change of Directors

During a special meeting of the Board of Directors for In Good Health, Inc. (“IGH”) held on January 5, 2018, a majority of the Board voted to approve the removal of Gerald Freid as a Director and as the Chief Operating Officer of IGH without cause effective immediately. This Board vote was duly taken and recorded in accordance with the bylaws of the corporation.

IGH filed a Certificate of Change of Directors or Officers of a Non-Profit Corporation with the Secretary of State’s office on August 2, 2018 to reflect the removal of Mr. Freid as a Director and as the CEO as voted and approved during the special meeting referenced above, and as evidence by Exhibit A attached hereto.



The Commonwealth of Massachusetts
William Francis Galvin

No Fee

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

Certificate of Change of Directors or Officers of Non-Profit Corporations

(General Laws, Chapter 180, Section 6D)

Identification Number: 462680110

I, ANDREA L. NOBLE ☒ **Clerk** ☐ **Assistant Clerk**,

of IN GOOD HEALTH, INC.

having a principal office at: 1200 WEST CHESTNUT ST BROCKTON, MA 02301 USA

certify that pursuant to General Laws, Chapter 180, Section 6D, a change in the directors and/or the president, treasurer and/or clerk of said corporation has been made and that the name, residential street address, and expiration of term of the president, treasurer, clerk and each director are as follows: *(Please provide the name and residential street address of the assistant clerk if he/she is executing this certificate of change. Also, include the names of any additional officers of the corporation.)*

| Title | Individual Name First, Middle, Last, Suffix | Address (no PO Box) Address, City or Town, State, Zip Code | Expiration of Term |
|--------------|---|--|---------------------------------|
| PRESIDENT | DAVID B. NOBLE | 22 RIVERVIEW PLACE SCITUATE, MA 02066 USA | Until Successors are elected |
| TREASURER | ANDREA L. NOBLE | ONE HUNTINGTON AVE, #604 BOSTON, MA 02116 USA | Until successors are elected |
| CLERK | ANDREA L. NOBLE | ONE HUNTINGTON AVE, #604 BOSTON, MA 02116 USA | Until successors are elected |
| DIRECTOR | WILLIAM FLEMING | 36 BLOSSOM ST NORWOOD, MA 02062 USA | Until successors are elected |
| DIRECTOR | ANDREA L. NOBLE | ONE HUNTINGTON AVE, #604 BOSTON, MA 02116 USA | until successors are elected |
| DIRECTOR | BRUCE BARON | 361 ALBEMARLE RD NEWTON, MA 02460 USA | Until successors are elected |
| DIRECTOR | DAVID B. NOBLE | 22 RIVERVIEW PLACE SCITUATE, MA 02066 USA | Until successors are elected |

SIGNED UNDER THE PENALTIES OF PERJURY, this 2 Day of August, 2018,
ANDREA L. NOBLE, Signature of Applicant.

AMENDED AND RESTATED

BYLAWS

OF

IN GOOD HEALTH, INC.

ADOPTED: November 6, 2018

Secretary: Andrea Noble

| | |
|--|----|
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BYLAWS
OF
IN GOOD HEALTH, INC.

ARTICLE I
NAME, OFFICES AND SEAL

Section 1. NAME. The name of the corporation shall be In Good Health, Inc. (“Corporation”).

Section 2. PRINCIPAL OFFICE. The principal office of the Corporation in the Commonwealth of Massachusetts shall be located at 1200 West Chestnut Street, Brockton, MA 02301. The Directors may at any time and from time to time change the location of the principal office of the Corporation in the Commonwealth.

Section 3. OTHER OFFICES. The Corporation may also have an office or offices at such other location or locations, within or without the Commonwealth of Massachusetts, as the Directors may from time to time designate.

Section 4. SEAL. The seal of the Corporation shall bear its name, the year of its incorporation, and the word "Massachusetts", and shall otherwise be in such form as the Directors may from time to time determine.

ARTICLE II
STOCKHOLDERS

Section 1. ANNUAL MEETING. The annual meeting of stockholders shall be held at such hour as the Directors may determine on the third Tuesday in March of each year. If that day

is a legal holiday in the place where the annual meeting is to be held, then it shall be held on the next succeeding day not a legal holiday, unless a different hour is fixed by the Board of Directors or President and stated in the notice of the meeting. The purposes of the annual meeting shall be those from time to time required by law, the Articles of Organization, or these Bylaws and may also include such further purposes as the Directors or the President may determine. If for any reason the annual meeting shall not be held on the date fixed herein, a special meeting in lieu of the annual meeting may be held with all the force and effect of an annual meeting.

Section 2. SPECIAL MEETING. Special meetings of stockholders may be called by the President or a majority of the Board of Directors. Upon written application of one or more stockholders who hold at least ten percent of the capital stock entitled to vote at the meeting, special meetings shall be called by the Secretary or in case of his death, absence, incapacity or refusal to call, by any other officer. The call for the meeting shall state the date, hour and place, and the purposes of the meeting.

Section 3. PLACE AND TIME; REMOTE PARTICIPATION. All meetings of stockholders shall be held at the principal office of the Corporation in the Commonwealth of Massachusetts or at such other place within the Commonwealth or elsewhere in the United States as is fixed by the Directors or President and stated in the notice of the meeting. Unless otherwise stated in the notice of the meeting, all meetings of stockholders shall be held at 5:30 p.m. If authorized by the Directors, stockholder meetings may be held solely by remote communication. Stockholders attending the meeting via remote communication may participate in the meeting, be deemed present in person, and vote by means of remote device, subject to the guidelines the Board of Directors has adopted for such meeting. These guidelines require (a) reasonable measures to

verify each person deemed present and voting is a stockholder and (b) provide stockholders reasonable opportunity to participate in the meeting and vote on matters submitted to the stockholders, including the opportunity to read or hear the meeting's proceedings concurrently with the proceedings. All action or voting taken by a stockholder at the meeting via remote communication shall be recorded.

Section 4. NOTICE OF MEETING. Except as otherwise permitted by law, written notice of the place, date and hour of all meetings of stockholders stating the purposes of the meeting shall be given by the Secretary or Assistant Secretary or other authorized person to each stockholder entitled to vote thereat by leaving such notice with him or at his residence or usual place of business, or by posting it, postage prepaid addressed to him at his address as it appears in the records of the Corporation, in either case at least seven (7) and no more than 60 days before the meeting. No notice of any meeting or of the purposes thereof need be given to a stockholder if a written waiver of notice, executed before or after the meeting by such stockholder or his attorney, is filed with records of the meeting.

Section 5. QUORUM. A majority interest of all stock issued, outstanding and entitled to vote at the particular meeting shall constitute a quorum. If there is less than a quorum at a meeting, a majority of the shares represented may vote to adjourn indefinitely, or may vote to adjourn from time to time and without giving further notice of the adjournment than the announcement at the meeting at which the vote for adjournment is taken. Any business may be transacted at such adjourned meeting which might have been transacted at the meeting originally called. A share once represented is deemed present unless the stockholder attends solely to object to lack of notice or, in the case of an adjournment, a new record date is set for that adjourned

meeting. If a quorum exists, favorable action on a matter, other than the election of Directors, is taken if the votes favoring action exceed the votes opposing action. Additionally, if a quorum exists, Directors shall be elected by a plurality. Abstentions are ordinarily not counted as negative votes.

Section 6. VOTING: PROXIES: Each stockholder who is entitled to vote shall have one vote for each share of stock, and a proportionate vote for a fractional share, standing in his name according to the stock records of the Corporation. Stockholders may vote in person or by proxy, but no proxy dated more than eleven (11) months before the meeting named therein shall be valid. Proxies shall be filed with the Secretary of the meeting before being voted and, unless otherwise noted thereon, shall entitle the person named to vote at any adjournment of such meeting but shall not be valid after final adjournment of the meeting. Proxies with respect to stock held in the name of two or more persons shall be valid if executed by any one of them, unless at or prior to exercise of the proxy, the Secretary receives a specific written notice to the contrary from any one of them. A proxy purporting to be executed by or on behalf of a stockholder shall be deemed valid unless challenged at or prior to its exercise. The burden of proving the invalidity of any particular proxy shall rest upon the person challenging the validity. The vote of a majority of the shares represented and entitled to vote at a particular meeting shall be required for action at such meeting, unless otherwise required by law, the Articles of Organization or these Bylaws.

Section 7. ACTION WITHOUT A MEETING; ELECTRONIC TRANSMISSION. Any action required or permitted to be taken at any meeting of the stockholders may be taken without a meeting if all stockholders entitled to vote on the matter consent to the action in writing and the written consents are filed with the records of the meetings of stockholders. Such consents shall be

treated for all purposes as a vote at a meeting. Any action by a stockholder shall be considered if given in writing, dated, and signed if it consists of an electronic transmission that sets forth or is delivered with information that can determine (1) that the electronic transmission was sent by the stockholder or proxy and (2) the date on which the stockholder or proxy transmitted the electronic transmission, which shall be considered the date it was signed. The electronic transmission is considered received if sent to an address specified by the Corporation for that purpose or to the principal office of the Corporation addressed to the Secretary if no address has been specified.

ARTICLE III

STOCK CERTIFICATES

Section 1. FORM OF CERTIFICATE. Certificates for stock shall be in such form as may be from time to time determined by the Directors and shall contain such references, notations and other material in any particular instance as may be required by the statutes of the Commonwealth of Massachusetts including, without limitation, designation of the class of such stock.

Section 2. ISSUE OF CERTIFICATES. Each stockholder will receive a certificate for the number of shares of capital stock to which he is entitled, duly numbered and signed by the President or a Vice President and by the Treasurer or an Assistant Treasurer. If such certificate is countersigned by a transfer agent or registrar who is not a Director, officer or employee of the Corporation, the signatures of such officers may be facsimiles. If any officer who has signed or whose facsimile signature has been placed upon such certificate shall cease to be such officer before the certificate is issued, it may be issued by the Corporation with the same effect as if he were such officer at the time of its issue. If capital stock is authorized to be issued for cash,

whether or not to be paid in full before issue, the Directors may require payment in such proportions and at such times and places as they may determine and they may make demand for such payment by notice mailed to the particular subscriber or stockholder at any time before or after a subscription or any portion thereof; or any installment due upon stock already issued, is payable.

Section 3. TRANSFERS. Subject to any restrictions on transfer imposed upon any shares of stock by the Articles of Organization or by these Bylaws or by any agreement to which the Corporation is a party, shares of stock of the Corporation shall be transferable only on the books of the Corporation by surrender of the certificate therefore to the Corporation or its transfer agent duly endorsed or accompanied by a properly executed assignment and power of attorney with necessary transfer stamps affixed and with such proof as to authenticity of signature as may be required by the Corporation or its transfer agent.

3.1 In the event shares, the certificate for which notes a restriction on transfer established in the manner set out above, or in any other manner, are presented as aforesaid for transfer, the Corporation or its transfer agent may issue a new certificate or certificates in accordance with such transfer, but such new certificate or certificates shall bear the same notations as to restrictions on transfer as appear on the certificate presented for transfer unless the Corporation or its transfer agent receives such proof as is in its sole discretion satisfactory to it that such restrictions no longer apply.

3.2 In the event shares of stock are issued by the Corporation or are presented to it for transfer, the issuance or transfer of which might involve directly or indirectly the applicability of federal or state laws regulating the issuance and sale of securities, the

Corporation in the case of issuance and the Corporation or its transfer agent in the case of transfer may require that the certificate or certificates originally issued and those issued on transfer be endorsed with such language as in their sole discretion may be necessary in respect of the Corporation's duties and liabilities under such laws.

3.3 No course of action undertaken in good faith by the Corporation or its transfer agent under this Article III, nor any delay resulting therefrom, shall entitle a stockholder or his transferee or proposed transferee to reimbursement by the Corporation or its transfer agent or any Director or officer or agent thereof for any loss occasioned by such course of action or delay. Nothing contained in these Bylaws shall be construed to deprive the Corporation or its transfer agent of any rights which it may have to refuse to transfer any shares of stock.

3.4 Except as otherwise required by law, the Articles of Organization or these Bylaws, the Corporation shall be entitled to treat the record holder of stock as shown on its books as the owner of such stock for all purposes, regardless of any transfer, pledge or other disposition of such stock, until the shares have been transferred on the books of the Corporation pursuant to these Bylaws.

3.5 It shall be the duty of each stockholder to notify the Corporation of the post office address to which he wishes all communications by the Corporation to him as stockholder addressed and delivered.

3.6 The Directors may determine the conditions upon which a new certificate may be issued in place of any certificate of stock alleged to have been lost, mutilated or destroyed. They may, in their discretion, require the owner of a lost, mutilated or

destroyed certificate, or his legal representative, to give a bond, sufficient in their opinion, with or without surety, to indemnify the Corporation against any loss or claim which may arise by reason of the issue of such new certificate.

3.7 The Directors may, for a period not in excess of sixty (60) days before the date of any meeting of stockholders, or the date for the payment of any dividend, or the making of any distribution to stockholders, or the last day on which the consent or dissent of stockholders may be effectively expressed for any purpose, fix in advance a time as the record date for determining the stockholders having the right to notice of and to vote at such meeting and any adjournment thereof or the right to receive such dividend or distribution or the right to give such consent or dissent, and in such case only stockholders of record on such record date shall have such right, notwithstanding any transfer of stock on the books of the Corporation after the record date; or without fixing such record date the Directors may for any of such purposes close the transfer books for all or any part of such period. If no record date is fixed and the transfer books are not closed:

- (1) The record date for determining stockholders having the right to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next proceeding the day on which notice is given.
- (2) The record date for determining stockholders for any other purpose shall be at the close of business on the day on which the Board of Directors acts with respect thereto.

Section 4. PRE-EMPTIVE RIGHTS. Other provisions of these Bylaws to the contrary notwithstanding the Corporation shall have no right to sell any of its capital stock to any

prospective buyer without first offering said stock to existing shareholders on a pro-rata basis.

This provision is specifically intended to allow shareholders to maintain their proportionate interest in the corporation. This provision may be amended only by unanimous vote of each class of stock outstanding and entitled to vote thereon.

ARTICLE IV

DIRECTORS

Section 1. NUMBER, TERM, and QUALIFICATION. The Board of Directors shall consist of not more than five persons, except that when there is only one stockholder, there may be one or two Directors, and when there are two stockholders, there must be at least two Directors. Except as hereinafter provided, Directors shall be elected at the annual meeting of the stockholders, and each Director shall hold office until the next annual meeting of the stockholders and until his successor is chosen and qualified. Directors need not be stockholders. Any director may resign by delivering his written resignation to the Corporation at its principal office or to the President or Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event. Vacancies in the Board of Directors shall be filled by a majority of the stockholders.

Section 2. POWERS. The Directors shall have the general management of and control over all the properties and affairs of the Corporation and shall have and may exercise all the powers of the Corporation except such as are expressly conferred upon or reserved to the stockholders by law or by the Articles of Organization or by these Bylaws.

Section 3. MEETINGS. Meetings of the Board of Directors shall be held at such place

within or outside the Commonwealth of Massachusetts as may from time to time be fixed by vote of the Board of Directors, and no notice need be given of regular meetings held at times and places so fixed. Other regular meetings shall be held at least quarterly at such times and places as may from time to time be fixed by vote of the Board of Directors and as set forth in a notice duly served on or sent or mailed or verbally communicated to each Director by the Secretary not less than two days before such meeting. Special meetings of the Board of Directors may be held at any time upon the call of the President, Treasurer, or any two Directors by oral, telegraphic or written notice duly served on or sent or mailed to each Director not less than two days before such meeting and shall be held at the place designated in the call thereof. Notice of a special meeting need not be given to any Director if a written waiver of notice, executed by him before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him. A notice or waiver of notice of a Director's meeting need not specify the purposes of the meeting. The vote of a majority of the Directors in attendance at a particular meeting shall be required for action at such meeting, unless otherwise required by law, the Articles of Organization or these Bylaws.

Section 4. QUORUM. A majority of the Board of Directors then in office shall constitute a quorum for the transaction of business. In addition to those Directors who are actually present at a meeting, Directors shall for the purposes of these Bylaws be deemed present at such meeting if a telephone or similar communication device by means of which all Directors participating in the meeting can hear each other at the same time is used. Less than a quorum may, however, vote to adjourn either finally or from time to time to another day and place in which latter case notice of the adjourned time and place shall be given as aforesaid to all Directors.

Section 5. REMOVAL. At any special meeting of the stockholders, duly called as provided in these Bylaws, any Director or Directors may, by the affirmative vote of the holders of a majority of all the shares of stock outstanding and entitled to vote for the election of Directors, be removed from such office, either with or without cause. A director may be removed from office for cause by a vote of a majority of the Directors then in office. Without limiting the generality of the preceding sentence, at any meeting of the Board of Directors, any Director or Directors then in office shall be removed for cause from his office as a Director upon the occurrence of any of the following events: (i) resignation; (ii) retirement; (iii) death; or (iv) conviction by any court of any misdemeanor or felony. The successor or successors of a Director or Directors so removed may be elected at the meeting of the stockholders or Directors, as the case may be, taking such action; or the remaining Directors, to the extent vacancies are not filled by the stockholders at any meeting at which they remove a Director, or fill any vacancy or vacancies created by such removal.

Section 6. ACTION WITHOUT A MEETING. Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting by unanimous consent by the Directors and filed with the records of the Directors' meetings. 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 having custody of the records of proceedings of Directors. Such consents shall be treated for all purposes as a vote at a meeting.

Section 7. REMOTE PARTICIPATION. Board of Directors members or any committees

may participate in the meeting or conduct a meeting through the use of any means of communication by which all participating may simultaneously hear one another during the meeting and participation by such means shall constitute presence in person.

Section 8. ACTION AT A MEETING. At any meeting of the Directors at which a quorum is present, a majority of the Directors present may take any action, except when a larger vote is required by law, by the Articles of Organization, or by these Bylaws, shall be sufficient to decide such matter.

Section 9. COMMITTEES. The Directors may, by vote of a majority of the Directors then in office, elect from their number an executive or other committees and may by vote delegate thereto some or all of their powers except those which by law, the Articles of Organization or these Bylaws they are prohibited from delegating. Except as the Directors may otherwise determine, any such committee may make rules for the conduct of its business, but unless otherwise provided by the Directors or in such rules, its business shall be conducted as nearly as may be in the same manner as is provided by these Bylaws for the Directors.

ARTICLE V

OFFICERS

Section 1. NUMBER AND ELECTION. The officers of the Corporation shall be a President, a Treasurer and a Secretary all of whom shall be elected by the Board of Directors at their first meeting following the annual meeting of the stockholders. The Board of Directors may also at any time and from time to time appoint one or more vice presidents and such assistant treasurers, assistant secretaries, and such other officers, agents and employees as it may deem

proper. The President may but need not be a Director. No officer need be a stockholder. The same person may hold more than one office. The President may, but need not, be chosen from among the Directors. The Secretary shall be a resident of the Commonwealth of Massachusetts unless the Corporation shall have appointed a resident agent under the laws of the Commonwealth of Massachusetts.

Section 2. TERM AND REMOVAL. All officers shall hold office until the first meeting of the Board of Directors following the next annual meeting of the stockholders and until their respective successors are chosen and qualified, but any officer may be removed from office, either with or without cause, at any time by vote of the Board of Directors then in office. Any officer may resign by delivering his written resignation to the corporation at its principal office or to the President or Secretary, and such resignation shall be effective upon receipt unless it is specified to be effective at some earlier time or upon the happening of some other event. A vacancy in any office arising from any cause may be filled for the unexpired portion of the term by the Board of Directors.

Section 3. POWERS AND DUTIES. Unless otherwise determined by the Board of Directors, the officers of the Corporation shall each have such powers and duties as generally pertain to their respective offices, as well as such additional powers and duties as from time to time may be conferred by the Board of Directors. Any vice president, assistant treasurer and assistant secretary shall, in the absence or disability of the President, Treasurer or Secretary, respectively, perform the duties of such officer and shall generally assist the President, Treasurer or Secretary, respectively.

ARTICLE VI
INDEMNIFICATION OF DIRECTORS, OFFICERS,
EMPLOYEES AND OTHER AGENTS

Section 1. DIRECTORS AND OFFICERS. The Corporation shall indemnify its officers and Directors to the maximum extent permitted under applicable law against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise, or as fines and penalties, and counsel fees, reasonably incurred by an officer or Director in connection with the defense or disposition of any civil, criminal, administrative or investigative action, suit or other proceeding, whether civil or criminal, in which he may be involved or with which he may be threatened with respect to any action taken or not taken by such officer or Director of such action, had it been taken or not taken by an officer or Director of the Corporation in his capacity as such, would have been entitled to indemnification under Chapter 156D. Expenses (including attorneys' fees) incurred by an officer or Director in defending any such action, suit or other proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of the officer's, and/or director's written affirmation of his good faith belief that he has met the relevant standard of conduct described in Section 8.51 of Chapter 156D and his written undertaking to repay any funds advanced if it is ultimately determined that he is not entitled to indemnification. The right of indemnification provided herein shall not be exclusive of or affect any other rights to indemnification to which such officer or Director may be entitled.

Section 2. EMPLOYEES AND OTHER AGENTS. The Board of Directors may, by general vote or by vote pertaining to a specific employee or agent or class thereof, authorize indemnification of the Corporation's employees and agents, other than those officers, Directors

and persons referred to in Section 1 above, to whatever extent they may determine, which may be in the same manner and to the same extent provided in Section 1 above.

Section 3. LIMIT UPON INDEMNIFICATION. Indemnification under this Article VI, whether under Section 1 or Section 2, shall not be made, and no person shall be entitled to indemnification, in any case where such claim, action, suit or proceeding shall proceed to final adjudication and it shall be finally adjudged, nor shall any settlement be determined reasonable if it is found, that such Director, officer, person, employee or agent (a) is or was derelict in the performance of his duties in connection with the alleged acts or omissions giving rise to such claim, action, suit or proceeding, or (b) has not acted in good faith in the reasonable belief that his action was in the best interests of the Corporation. Neither a judgment of conviction nor the entry of any plea in a criminal case shall of itself be deemed an adjudication that such Director, officer, employee or agent was derelict in the performance of his duties if he acted in good faith, for a purpose which he reasonably believed to be in the best interests of the Corporation, and had no reasonable cause to believe that his conduct was unlawful.

Section 4. OTHER REMEDIES. The rights of indemnification herein provided for shall be severable, shall not be exclusive of other rights to which any Director, officer, employee or agent may now or hereafter be entitled, shall continue as to a person who has ceased to be such Director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE VII

AMENDMENTS

These Bylaws may be altered, amended or repealed, and new Bylaws not inconsistent with any provision of the Articles of Organization or statute may be made by the affirmative vote of a supermajority of the stockholders of the Corporation entitled to vote thereon at any regular or special meeting of the stockholders duly called after notice to the stockholders of that purpose.

ARTICLE VIII

MISCELLANEOUS PROVISIONS

Section 1. FISCAL YEAR. Except as from time to time otherwise determined by the Directors the fiscal year of the corporation shall be the twelve months, ending the last day of December in each year.

Section 2. SECURITIES OF OTHER CORPORATIONS. The President or Treasurer, and such other officer or officers as the Directors may designate, may exercise on behalf of this Corporation all rights possessed by it in respect of the securities or similar interests issued by any other corporation or organization held by this Corporation, and in connection therewith may waive notice of, file consents to actions taken, and appoint any person or persons to act as proxy or attorney in fact for this Corporation (with or without power of substitution) at any meeting of shareholders of such other corporation or organization.

Section 3. REFERENCES. All references in these Bylaws to the Articles of Organization and to these Bylaws shall mean the Articles of Organization and Bylaws as originally filed and adopted and as from time to time amended.



Commonwealth of Massachusetts
Department of Revenue
Christopher C. Harding, Commissioner
mass.gov/dor

Letter ID: L1116741760
Notice Date: April 2, 2018
Case ID: 0-000-453-110



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



IN GOOD HEALTH INC
1200 W CHESTNUT ST
BROCKTON MA 02301-5574

Why did I receive this notice?

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

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

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

What if I have questions?

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

Visit us online!

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

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

Edward W. Coyle, Jr., Chief
Collections Bureau



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

William Francis Galvin
Secretary of the
Commonwealth

November 28, 2018

TO WHOM IT MAY CONCERN:

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

IN GOOD HEALTH, INC

is a domestic corporation organized on **November 6, 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

Dispensing Procedures

IGH dispenses marijuana and marijuana products to medical and adult use consumers in a secure manner in order to prevent diversion, theft or loss, and in accordance with applicable laws and regulations including 105 CMR 725.105(F), (N) and 935 CMR 500.140.

Upon entry, all individuals are required to present valid proof of identification to security staff. Adult use consumers must be 21 years of age or older to gain access to the separate adult use dispensing area. Registered patients and personal caregivers must present their DPH-issued medical registration card and one additional form of acceptable identification (e.g., driver's license, government issued ID card, military ID card, or passport) to gain access to either the medical or adult use dispensing areas. If an individual is younger than 21 but 18 years of age or older, he or she shall not be admitted unless they produce an active medical registration card issued by DPH and one other acceptable form of identification. If an individual is younger than 18 years old, he or she shall not be admitted unless they are accompanied by a personal caregiver, and both the patient and caregiver produce an active medical registration card issued by DPH and one other acceptable form of identification.

IGH shall refuse to dispense marijuana to any medical or adult use consumer who is not able to provide valid proof of identification. IGH may refuse to dispense marijuana to any medical or adult use consumer if, in IGH's discretion, the consumer or the public may be placed at risk.

Using its inventory software tracking and point of sales systems, IGH will record each dispensing transaction and the separation of the adult use and medical marijuana inventory at the point of sale. Applicable excise, sales, and local taxes will also be applied at the point of sale to all adult use dispensing transactions. Sales data and records will be maintained consistent with Massachusetts Department of Revenue requirements and applicable sales data will be periodically reported to the Commission.

IGH will not sell more than one ounce of marijuana or five grams of marijuana concentrate to an adult use consumer per dispensing transaction. IGH will not sell more than a patient's 60-day supply in each 60-day period in accordance with 105 CMR 725.105(F). Educational materials are made available to medical and adult use consumers which provide, among other things, a warning that marijuana has not been analyzed by the FDA, warning to refrain from operating vehicles and heavy machinery when under the influence of marijuana, information to assist in selection of products and describing proper dosage and titration for different routes of administration, facts regarding tolerance, dependence and withdrawal and substance abuse signs and symptoms, and information regarding penalties for possession or distribution of marijuana in violation of Massachusetts law.

IN GOOD HEALTH, INC.

POLICY: DIVERSITY PLAN EFFECTIVE DATE:

POLICY

In Good Health (“IGH”) is an equal opportunity employer and does not discriminate against applicants for employment based on race, age, color, religion, gender or gender identity, sexual orientation, pregnancy, marital status, veteran status, national origin, physical and mental disability, or any other protected status recognized under applicable federal and state law. IGH believes its success is dependent on a qualified and diverse workforce.

This Diversity Plan specifically seeks to promote equity among minorities, women, veterans, individuals with disabilities, and individuals of all gender identities and sexual orientations by including them in IGH’s operation of a co-located medical and adult-use marijuana establishment in accordance with 935 CMR 500.101(2)(e)(8)(k). IGH’s Director of Compliance will be responsible for implementing and tracking the goals, programs, and metrics identified in this Plan.

PROCEDURE

1. IGH’s goals for this Diversity Plan include:
 - a. Increasing the number of individuals falling into the above-referenced demographics working at IGH’s co-located medical and adult-use marijuana establishment and providing tools to ensure their success; and
 - b. Increasing the number of individuals falling into the above-referenced demographics in management or other key staff roles at IGH’s co-located medical and adult-use marijuana establishment and providing tools to ensure their success.
2. IGH will implement the following program to meet these goals:
 - a. Advertising employment opportunities in diverse publications and with career centers that are tailored to individuals falling in the above-referenced demographics;
 - i. IGH will post all advertisements for employment opportunities at its marijuana establishment in the local newspaper, *The Enterprise*, to ensure such opportunities are widely disseminated in the Brockton community. In addition, IGH will post advertisements for employment opportunities with MassHire Greater Brockton Career Center in an effort to reach a diverse pool of job applicants.

- b. Hosting job fairs, either directly or in partnership with local organizations such as Massasoit Community College, with a focus on attracting individuals from the above referenced demographics; and
 - i. IGH will also aim to host/co-host at least one job fair each year in Brockton. Representatives of IGH will have a table at each job fair and discuss current employment opportunities at the marijuana establishment with interested attendees. IGH will encourage existing diverse employees to serve as representatives at these job fairs.
- c. Creation of a promotion process that employs equity principles for current employees.
 - i. In the initial year of this Diversity Plan, IGH plans to work with an independent consultant to review the demographics of its workforce and compare this data with the current labor market to identify potential areas for improvement in hiring and promotion practices.
 - ii. IGH plans to work with an independent consultant to develop tools to assist employees with career enhancement.
- 3. The following metrics will be tracked annually to assess IGH's progress with this plan and the achievement of the goals stated herein:
 - a. Program A:
 - i. Advertising employment opportunities in diverse publications and with career centers that are tailored to individuals falling in the above-referenced demographics.
 - ii. Metrics: 1) how many employment advertisements are placed in *The Enterprise* and with MassHire Greater Brockton Career Center; 2) how many employment applications are received as a result of such advertisements; and 3) how many individuals falling into the above-referenced demographics who applied through such advertisements are employed at IGH.
 - iii. Measurable Goal: IGH will place at least half of its employment advertisements in *The Enterprise* and with MassHire Greater Brockton Career Center.
 - b. Program B:
 - i. Hosting job fairs, either directly or in partnership with local organizations such as Massasoit Community College, with a focus on attracting individuals from the above-referenced demographics.

- ii. Metrics: 1) number of job fairs hosted by IGH directly and/or in collaboration with local organizations such as Massasoit Community College; 2) number of attendees at each job fair; 3) number of job applications submitted as a result of such job fair; and 4) number of individuals falling into the above-referenced demographics who applied as a result of such job fair and are employed at IGH.
- iii. Measurable Goal: In the first year of full operation, IGH will hold at least one job fair in collaboration with local organizations, such as Massasoit Community College.

c. Program C:

- i. Creation of a promotion process that employs equity principles for current employees.
- ii. Metrics: 1) in the initial year of this Diversity Plan, documentation evidencing engagement of the independent consultant and results of such consultant's review; 2) the number of individuals falling into the above-referenced demographics who are employed in management or other key staff roles at IGH's co-located medical and adult-use marijuana establishment upon receipt of final adult-use licensure from the Commission; and 3) the number of promotions to management or other key staff roles at IGH for individuals falling into the above-referenced demographics one year following receipt of final adult-use licensure from the Commission, and annually thereafter.
- iii. Measurable Goal: Within the first two years of full operation, IGH will set a goal of promoting at least two individuals from the above-referenced demographics who have benefitted from the tools developed with IGH's independent consultant.

4. Annual Assessment and Acknowledgments

- a. IGH will assess the performance of this Diversity Plan annually and will report on its efforts and the identified metrics above to the Commission in accordance with its annual marijuana establishment licensure renewal in accordance with 935 CMR 500.103(4)(a).
- b. IGH further acknowledges the following regarding the implementation of this Diversity Plan:
 - i. All specifically named organizations in this plan have agreed to partner with IGH to implement the identified goals and programs stated herein, as applicable.

- ii. In carrying out this plan, IGH will adhere to the requirements concerning prohibited advertising, branding, marketing, and sponsorship practices of every marijuana establishment in accordance with 935 CMR 500.105(4).
- iii. Any actions taken, or programs instituted by IGH in connection with this plan will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.

APPROVED BY:

[Insert Name]

Date

Maintaining Financial Records

IGH will operate a co-located medical and adult use marijuana establishment in accordance with applicable law and regulation and shall maintain general business and financial records in accordance with generally accepted accounting principles.

Business and financial records maintained by IGH include manual or computerized records of: assets and liabilities; monetary transactions; books of accounts, including 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, and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with IGH in accordance with 935 CMR 500.105(9)(e).

IGH will use a point of sale system which has a sales recording module that is approved by the Massachusetts Department of Revenue (DOR). IGH will conduct a monthly analysis of its equipment and sales data to ensure no software has been installed which could manipulate or alter sales data, and this analysis and related records will be made available to the Commission upon request. All IGH marijuana sales records will be kept in compliance with DOR record retention requirements set forth in 830 CMR 62C.25.1 and Directive 16-1. IGH's point of sale system will be able to differentiate between dispensing sales to medical and adult use consumers.

Personnel Policies

IGH maintains all personnel policies and procedures in an employee handbook. Such policies address a wide variety of topics including information on employee benefits, vacation and sick time, work schedules, confidentiality, criminal background checks, security, employee identification and facility access, personal safety and crime prevention techniques, alcohol, drug and smoke-free workplace, and grounds for discipline and termination. Each employee is required to review the handbook and attest to their understanding of IGH's personnel policies and procedures. IGH reviews its employee handbook periodically and communicates any changes to its employees.

IGH also maintains a personnel record for each Marijuana Establishment and Dispensary Agent which is maintained for at least 12 months after termination of the individual's affiliation with IGH. The personnel record includes all of the information required under 935 CMR 500.105(9)(d) and 105 CMR 725.105(I)(4), including job descriptions, references, documentation of orientation and training, performance evaluations and record of any disciplinary action.

All Marijuana Establishment and Dispensary Agents affiliated with IGH (e.g., employees, consultants, directors, capital contributors, etc.) will be subject to initial, and ongoing, as applicable, criminal background checks in accordance with 933 CMR 500.030 and 105 CMR 725.030.

Staffing and Training Plan

In Good Health (“IGH”) currently employs 48 FTEs to run its medical marijuana business at the registered marijuana dispensary (“RMD”) facility located at 1200 West Chestnut Street in Brockton, MA. IGH anticipates that it will need to hire approximately 30-32 additional FTEs to run the co-located medical and adult use marijuana establishment at this facility in Brockton during the first year of co-located operations. In particular, new staff will be needed for the following job functions:

- Adult-use retail and dispensing operations (16) FTEs)
- Marijuana processing/kitchen staff (4)FTEs)
- Trim room staff (6) FTEs)
- Packaging staff (3) FTEs)
- Other (3)

IGH will ensure that all new staff complete a comprehensive training and orientation program prior to performing any related job functions in accordance with 935 CMR 500.105(2) and 105 CMR 725.105(H). Training will be tailored to the roles and responsibilities of the job functions of each dispensary/marijuana establishment agent. In addition to initial employee orientation, all staff shall receive at least sixteen (16) hours of on-going training annually, with equal training time allotted for addressing compliance with medical and adult-use program regulatory requirements. Staff training will focus on the following areas:

- Regulatory compliance
- Patient/caregiver registration and confidentiality
- Adult retail identification
- Safe marijuana handling practices
- Security and diversion
- Inventory and point-of-sale records
- Responsible vendor program

All existing and new IGH staff will be cross-trained on how to perform their respective job duties and responsibilities in compliance with both the medical and adult-use marijuana regulations. Such cross-training will include, but not be limited to, training dispensing staff on differences in point-of-sale transactions for medical patients and caregivers and adult-use retail sales; training packaging staff on the different labeling requirements for marijuana and marijuana products that will be dispensed in the medical and adult-use programs; and training all applicable staff on appropriate inventory and recordkeeping requirements for medical and adult-use program requirements. In addition, all existing and new IGH staff will seek dual registration status as an RMD dispensary agent and marijuana establishment agent from the Department and the Commission.

Quality Control and Testing

IGH contracts with one or more Independent Testing Laboratories for the testing of all marijuana and marijuana products (including finished marijuana flower, cannabis resins, cannabis concentrates, and infused/edible products) and ensures that such products meet applicable quality standards prior to any sales for adult use or dispensing to registered qualifying patients, as required by 935 CMR 500.160 and 105 CMR 725.105(C).

All environmental media used to cultivate marijuana (e.g., soils, water) shall be tested in compliance with the *Protocol for Sampling and Analysis of Environmental Media for Massachusetts Registered Marijuana Dispensaries*, as published by DPH. All marijuana and marijuana products shall be tested for cannabinoid profile and contaminants in compliance with the *Protocol for Sampling and Analysis of Finished Marijuana Products and Marijuana-Infused Products*, as amended in November 2016, and published by DPH. Testing for contaminants includes but is not limited to mold, mildew, heavy metals, plant-growth regulators, and presence of pesticides.

IGH's contracted Independent Testing Laboratories will be registered with the Commission and DPH and have appropriate accreditation or certification as applicable. No executive of IGH shall have a financial or other interest in an Independent Testing Laboratory and no employee of an Independent Testing Laboratory providing testing services to IGH shall receive any direct or indirect compensation from IGH. All transportation of marijuana to and from an Independent Testing Laboratory shall comply with the requirements under 935 CMR 500.105(13) and 105 CMR 725.110(E).

In the event laboratory testing results indicate unacceptable contaminant levels, all marijuana or marijuana products from the same batch number as the contaminated sample(s) will be promptly removed from the applicable cultivation or storage area and transferred to the disposal room. Testing results will be reported in IGH's inventory tracking software and inventory levels adjusted accordingly. IGH management and cultivation staff will review the results and other relevant records to the cultivation and processing of the affected batch(es) to assess the source of potential contaminants and implement appropriate remediation. IGH shall report unacceptable testing results that cannot be remedied to the Commission and DPH within 72 hours. IGH shall retain all testing results for a period of no less than one year.

Record-keeping Procedures

IGH retains applicable records for a period of time no less than required by law and in accordance with 935 CMR 500.105(9) and 105 CMR 725.105(I). Such records include but are not limited to written operating procedures and inventory and seed-to-sale tracking, personnel, general business and financial, sales and dispensing, and waste disposal records. IGH's management team is responsible for the proper retention, storage and disposal of records that IGH generates, maintains and/or receives in the course of doing business.

IGH protects the security, privacy and confidentiality of records as required by law, contract, or regulatory body, including those records containing confidential information. This includes registered qualifying patient, personal caregiver, adult consumer and employee records containing such information. All records subject to confidentiality restrictions are stored securely, whether electronically or in hard copy.

IGH records shall be made available for inspection by the Commission and/or DPH upon request. IGH shall maintain all records that are required by any section of 935 CMR 500.000 and 105 CMR 725.000.

Restricting Access to Age 21 and Older

IGH plans to operate a co-located medical and adult-use marijuana establishment at its current facility in Brockton, MA. As a result, individuals under the age of 21 may have a need to access the facility for dispensing of marijuana and marijuana products for medical use. However, IGH shall implement strict security measures to ensure that all individuals entering the co-located facility in Brockton are appropriately identified and that access to the adult use marijuana dispensing area is limited to individuals age 21 and older.

Upon immediate entry, all individuals are required to present valid proof of identification to security staff. Adult use consumers must be 21 years of age or older to gain access to the separate adult use dispensing area. Registered patients and personal caregivers must present their DPH-issued medical registration card and one additional form of acceptable identification (e.g., driver's license, government issued ID card, military ID card, or passport) to gain access to either the medical or adult use dispensing areas.

If an individual is younger than 21 but 18 years of age or older, he or she shall not be admitted unless they produce an active medical registration card issued by DPH and one other acceptable form of identification. If an individual is younger than 18 years old, he or she shall not be admitted unless they are accompanied by a personal caregiver, and both the patient and caregiver produce an active medical registration card issued by DPH and one other acceptable form of identification in accordance with 935 CMR 500.140(3).

IGH shall refuse to dispense/sell marijuana to any patient, caregiver or consumer who is unable to produce valid proof of identification and registration, as applicable.

Separating Recreational from Medical Operations

IGH will operate a co-located medical and adult use cultivation, product manufacturing and retail operation at its facility in Brockton, MA and ensure the physical separation of medical and adult use operations as required by 935 CMR 500.140(7).

IGH dispensing areas for medical and adult use marijuana will be physically separated by a semi-permanent glass and/or rope barrier and accessible through separate corridors following initial check in with security staff to confirm valid proof of identification. Medical use patients and caregivers with a DPH-issued registration card will be permitted to access any dispensing line and will not be limited to the medical use program dispensing line. IGH will also maintain its consultation area away from the dispensing/sales area to allow IGH staff and medical and adult consumers to speak privately.

Using its inventory software tracking and point of sales systems, IGH will record each dispensing/sales transaction and the separation of the adult use and medical marijuana inventory at the point of sale. Applicable excise, sales, and local taxes will be applied at the point of sale to all adult use dispensing transactions. All marijuana and marijuana products sold will be labeled and packaged according to the respective requirements of the medical and adult use program regulations.

Plan to Positively Impact Areas of Disproportionate Impact

In Good Health's ("IGH") proposed co-located medical and adult use marijuana establishment will be sited at the current registered marijuana dispensary ("RMD") facility at 1200 West Chestnut Street in Brockton, MA. Brockton has been identified by the Commission in its sub-regulatory guidance as one of the Commonwealth's 29 communities of disproportionate impact.

IGH has been operating its medical RMD in Brockton since September 2015, and during this time has established several community partnerships. IGH has donated to local programs such as the Brockton Champion Plan and other charitable organizations in the City, including the Boys and Girls Club of Brockton, the Mayor's Children's Fund, Family and Community Resources of Brockton which provides services to youth and adults trauma victims, and the Brockton Area Arc which provides services to individuals with disabilities and their families. IGH has provided more than \$644,000 to the City of Brockton and its local programs through its prior RMD host agreement and direct donations.

IGH entered into an updated community host agreement with the City of Brockton in June 2018 which commits a portion of the co-located marijuana establishment's revenues to the City to support additional local initiatives. The anticipated revenues returning to the City from the host agreement will have a substantial positive impact on the City and will boost local funding and budgets. IGH will also continue to provide direct donations to several local charities.

Moreover, IGH is committed to hiring locally. Approximately twenty percent (20%) of IGH's current workforce is from Brockton, MA. IGH will need additional staff to operate the co-located medical and adult use establishment. IGH will give preference to qualified applicants from Brockton and other areas of disproportionate impact with proximity to Brockton for these new positions.