Massachusetts Cannabis Control Commission

Public Record Request

Marijuana Retailer

General Information:

License Number: MR282742

Original Issued Date: N/A

Issued Date: N/A

Expiration Date: N/A

Payment Received: $0 **Payment Required:** $10000

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Olde World Remedies, Inc. **Federal Tax Identification Number EIN/TIN:** [redacted]

Phone Number: 617-650-3331 **Email Address:** jcrawford@publicpolicylaw.com

Business Address 1: 50 Congress Street **Business Address 2:** Suite 420

Business City: Boston **Business State:** MA **Business Zip Code:** 02109

Mailing Address 1: 50 Congress Street **Mailing Address 2:** Suite 420

Mailing City: Boston **Mailing State:** MA **Mailing Zip Code:** 02109

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: RPA201932

RMD INFORMATION

Name of RMD: Olde World Remedies, Inc.

Department of Public Health RMD Registration Number:

Operational and Registration Status: Obtained Provisional Certificate of Registration only

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

If no, describe the circumstances below:

PERSONS WITH DIRECT OR INDIRECT AUTHORITY

Person with Direct or Indirect Authority 1

Percentage Of Ownership: 50 **Percentage Of Control:** 50

Role: Owner / Partner **Other Role:**

First Name: Alan **Middle Name:** **Last Name:** Rothenberg **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: 50 **Percentage Of Control:** 50

Role: Owner / Partner **Other Role:**

First Name: Suzanne **Middle Name:** **Last Name:** Rothenberg **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:

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: Olde World Remedies, Inc. **Entity DBA:**

Email: alanr3@comcast.net **Phone:** 617-650-3331

Address 1: 50 Congress Street **Address 2:** Suite 420

City: Boston **State:** MA **Zip Code:** 02109

Types of Capital: Monetary/Equity **Other Type of Capital:** **Total Value of Capital Provided:** $330000 **Percentage of Initial Capital:** 100

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: 953 Western Avenue

Establishment Address 2:

Establishment City: Lynn **Establishment Zip Code:** 01901

Approximate square footage of the establishment: 1938 **How many abutters does this property have?:** 31

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

HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan to Remain Compliant with Local Zoning	Plan to Remain Compliant with Local Zoning 5.16.19.pdf	pdf	5d095d7f624ce5135e927405	06/18/2019
Community Outreach Meeting Documentation	OWR Lynn Outreach Package.pdf	pdf	5d1a3b9264ca8317f4fce3cc	07/01/2019
Certification of Host Community Agreement	OWR HCA Certification 9.12.19.pdf	pdf	5d7a9d0638be9e227ac54819	09/12/2019

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

PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Plan for Positive Impact	OWR Plan for Positive Impact FINAL 8.20.19.pdf	pdf	5d5c600fd4b61e1ddc08a761	08/20/2019

ADDITIONAL INFORMATION NOTIFICATION

Notification: I understand

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Owner / Partner **Other Role:**

First Name: Alan **Middle Name:** **Last Name:** Rothenberg **Suffix:**

RMD Association: RMD Owner

Background Question: no

Individual Background Information 2

Role: Owner / Partner **Other Role:**

First Name: Suzanne **Middle Name:** **Last Name:** Rothenberg **Suffix:**

RMD Association: RMD Owner

Background Question: no

ENTITY BACKGROUND CHECK INFORMATION

No records found

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Articles of Organization	Articles of Entity Conversion Filed.pdf	pdf	5d0960d3722cea17c1261e12	06/18/2019
Bylaws	OWR For Profit Bylaws.pdf	pdf	5d0960edbbb965134133ccab	06/18/2019
Secretary of Commonwealth - Certificate of	OWR Certificate of Good Standing.pdf	pdf	5d0a5d31622b7c1357f7284b	06/19/2019

Good Standing				
Department of Revenue - Certificate of Good standing	OWR Updated Cert of Good Standing DOR 11.1.19.pdf	pdf	5dbc76b8e9a6f34232f3cb63	11/01/2019

No documents uploaded

Massachusetts Business Identification Number: 001326004

Doing-Business-As Name:

DBA Registration City:

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan for Liability Insurance	OWR Liability Plan Proposal.pdf	pdf	5d096212fe6a8617e208fb17	06/18/2019
Business Plan	OWR Business Plan FINAL.pdf	pdf	5d5d52e3d4b61e1ddc08a8b3	08/21/2019
Proposed Timeline	OWR Proposed Timeline Retail.pdf	pdf	5d7a9dbfd4b61e1ddc08e14c	09/12/2019

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan for obtaining marijuana or marijuana products	OWR Plan for Obtaining Marijuana or Marijuana Products.pdf	pdf	5d0a5c7a622b7c1357f7283f	06/19/2019
Restricting Access to age 21 and older	OWR Restricting Access to Age 21 or Older.pdf	pdf	5d0a5c8e41a4321320f29706	06/19/2019
Security plan	OWR Security Plan.pdf	pdf	5d0a5c98622b7c1357f72843	06/19/2019
Prevention of diversion	OWR Prevention of Diversion.pdf	pdf	5d0a5ca21dae681319ceb6c1	06/19/2019
Storage of marijuana	OWR Storage of Marijuana.pdf	pdf	5d0a5caf33099617d7946382	06/19/2019
Transportation of marijuana	OWR Transportation of Marijuana.pdf	pdf	5d0a5cb850e7af1803c20811	06/19/2019
Inventory procedures	OWR Inventory Procedures.pdf	pdf	5d0a5cc158ad7e1336c28bff	06/19/2019
Quality control and testing	OWR Procedures for Quality Control and Testing of Product.pdf	pdf	5d0a5ccefe6a8617e208fc8f	06/19/2019
Dispensing procedures	OWR Dispensing Procedures.pdf	pdf	5d0a5cd8622b7c1357f72847	06/19/2019
Personnel policies including background checks	OWR Personnel Policies.pdf	pdf	5d0a5ce31dae681319ceb6c7	06/19/2019
Record Keeping procedures	OWR Record Keeping Procedures.pdf	pdf	5d0a5cefc70e2b132b3165f5	06/19/2019
Maintaining of financial records	OWR Maintaining of Financial Records.pdf	pdf	5d0a5cf9722cea17c1261f61	06/19/2019
Qualifications and training	OWR Qualifications and Training.pdf	pdf	5d0a5d0958ad7e1336c28c03	06/19/2019
Diversity plan	OWR Diversity Plan FINAL 8.20.19.pdf	pdf	5d5c5ee632375f1de7f6bdb7	08/20/2019
Separating recreational from medical operations, if applicable	OWR Separating Recreational from Medical Operations UPDATED.pdf	pdf	5dbc76f6e9a6f34232f3cb67	11/01/2019

MARIJUANA RETAILER SPECIFIC REQUIREMENTS

No documents uploaded

No documents uploaded

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

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

ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

COMPLIANCE WITH POSITIVE IMPACT PLAN

No records found

COMPLIANCE WITH DIVERSITY PLAN

No records found

HOURS OF OPERATION

Monday From: 9:00 AM	Monday To: 8:00 PM
Tuesday From: 9:00 AM	Tuesday To: 8:00 PM
Wednesday From: 9:00 AM	Wednesday To: 8:00 PM
Thursday From: 9:00 AM	Thursday To: 8:00 PM
Friday From: 9:00 AM	Friday To: 8:00 PM
Saturday From: 9:00 AM	Saturday To: 8:00 PM
Sunday From: 9:00 AM	Sunday To: 8:00 PM

OLDE WORLD REMEDIES, INC.
Business Plan
Lynn Retail Marijuana Establishment

953 Western Ave, Lynn MA 01905

Executive Summary

Olde World Remedies Retail Marijuana Establishment will be located at 953 Western Ave, Lynn MA 01905. We have been able to lease a facility for 5 years with the option of acquiring the property once the property is put up for sale. The establishment is centrally located and it matches the ideal picture of a community Retail Marijuana Establishment. Before taking over the facility, it was used as a retail shop. The business will be launching with just one outlet in Lynn, but we have plans to open other outlets in key locations around Massachusetts.

We are in marijuana dispensary business to sell marijuana as permitted by the laws of Massachusetts to our customers at the lowest prices they can get anywhere in the state. Our employees are well trained and qualified to handle the wide range of customers that we are positioned to serve. We will engage in the sale of prescriptions at reduced prices both at the counter and online.

Olde World Remedies plans to operate as a 7 day a week Retail Marijuana Establishment. Our workforce will be well trained to operate within the framework of our company's corporate culture while meeting all of our customer's needs.

Olde World Remedies will ensure that all our customers are given first class treatment whenever they visit our store. We have a CRM software that will enable us to manage one on one relationships with our customers regardless of how large our customer base grows.

Mission Statement

Olde World Remedies will provide safe and convenient access to Recreational and Medical Marijuana while improving the community around us.

Background

Olde World Remedies was founded with the mission of giving back to the community. We started as a non-profit and even now as a for-profit will continue to give most of our profits back to the City of Lynn.

Business

Olde World Remedies intends to open the highest quality recreational and medicinal facility in the state of Massachusetts with our first location in the City of Lynn. Our intentions are to help improve the quality of life for the residents of Lynn. The Rothenberg family currently funds a children's foundation called the Kennek Foundation which helps children in need kids throughout the state. Olde World Remedies will also make substantial donations to the Foundation. We are unique in the aspect of which we are the only company giving 100% of its profits to charity. 20% to our foundation and the remaining 80% to be decided by the mayor of Lynn. We feel this unique relationship will be beneficial to the prosperity of Lynn and its residents.

Olde World Remedies is a business that will be built on a solid foundation. From the outset, we have decided to recruit only qualified people to man various job positions in our organization. We are quite aware of the rules and regulations regarding the industry of marijuana, which is why we have decided to recruit experienced and qualified employees to be the foundational staff of the organization. We hope to leverage on their expertise to build our business brand as a premiere marijuana dispensary within Massachusetts. When hiring, we will look for applicants that are not just qualified and experienced, but honest, customer centric and willing to put in the hours it takes to help us build a prosperous business that will benefit all stakeholders (the owners, workforce, and customers).

Team

Olde World Remedies which is privately held has assembled what we believe to be the finest team possible for this endeavor.

Alan Rothenberg: CEO.

Mr. Rothenberg was COO and CFO of Diffraction Ltd, working directly as a contractor for the DOD, SOCOM, and Special Forces developing highly classified materials. Built 3 level 1/1000 clean rooms. Led several highly detailed inspections and physical and financial audits with our customers, the DOD, SOCOM and the state of Vermont. As CEO formed two non-profit corps. to help children build largest safe online content provided from scratch which employed over 150 people while having exclusive deals with 60 major contractors. He built one of the leading technology companies in the industry as well as developing new technologies. Mr. Rothenberg implemented Sarbanes-Oxley approved accounting method. Mr. Rothenberg worked side by side while leading teams of world class scientist who worked with lasers in the light spectrum both common and highly classified. He also created a level 3 secure facility for military R&D production.

Market Analysis

Our research has found that regulated Marijuana sales in North America totaled $6.9 billion in 2016, with sales projected to increase to about $21.6 billion by 2021. Massachusetts joined the ever-growing market, as medical marijuana became legal in Massachusetts in 2012 and Adult-Use in 2018.

Olde World Remedies and its highly qualified leadership team is proud to join this industry as a Marijuana Retailer, and in the future as a vertically integrated medical marijuana cultivator, product manufacturer and retailer. Being vertically integrated will be allow us to streamline our process, maintaining quality control at each step and increasing revenue through its retail ventures. Olde World Remedies will provide a wide range of products to medical and recreational cannabis patients/customers based on their needs and requests. Our range of products will encompass those from whole-plant based products to more highly purified forms of the cannabinoids.

Products

Our core product as a marijuana dispensary will be marijuana which will come in a variety of different strains. Aside from the dispensing of marijuana, Olde World Remedies will retail a wide range of Marijuana related product brands to customers who are based in Lynn and every other municipality where our outlets will be opened.

At Olde World Remedies, we will ensure that we have a wide range of products, it will be difficult for customers to visit our store and not find the product that they are looking for. One of our business goals is to make our marijuana Retail Marijuana Establishment a one stop shop.

Marketing

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

The marketing and sales strategy of Olde World Remedies will be based on generating long-term personalized relationships with customers. In order to achieve that, we will ensure that we offer products at lower prices. We will also ensure that we have a wide range of products in stock for both for our customers.

All of our employees will be well trained and equipped to provide excellent and knowledgeable customer service. We know that if we are consistent with offering high quality marijuana, products and excellent customer service, we will increase the number of our customers by more than 25% for the first year and then more than 30% subsequently.

Before choosing a location for our marijuana Retail Marijuana Establishment, we conducted a thorough market survey and feasibility studies in order for us to be able to penetrate the available market and become the preferred choice for residence of Lynn. We have detailed information and data that we were able to utilize to structure our business to attract the numbers of customers we want to attract at a given time.

We have hired experts who have a solid understanding of the retail industry to help us develop marketing strategies that will allow us to achieve our business goal of winning a larger percentage of the available market in Lynn. We do not view hiring the best hands in marketing as a waste of money; rather we see it as a wise investment that will guarantee a large return within a short period of time.

Olde World Remedies will adopt the following sales and marketing approach that are compliant with the Commissions Regulations to win customers over;

Website: The Company will create a website to generate interest in its legal cannabis flower, extracts, edibles, and more. This website will be search engine optimized and mobile compatible, and will include product menu, strain information, regularly updated blog, client testimony, photo gallery, company profile, location, and contact information.

Social networking: Olde World Remedies will develop a distinctive and authentic presence on social networking sites including Facebook, Instagram, and Twitter, and may also place advertisements on these sites. Customers can "like' the Company's dispensary on Facebook or "follow" the Company's Twitter or Instagram feed to gain access to special discounts or promotions, and the Company will regularly monitor and interact with consumers through social networking sites. About 72% of all internet users are active on social networks, while 89% of all millennial consumers are active social network users. Almost half of all Americans report that Facebook is their primary influencer of purchase, while 63% of Millennials report using social media to stay updated on the activity of their favorite brands.4

Special events/sponsorships: Olde World Remedies will sponsor local events and organizations aligned with its mission in an effort to give back to surrounding neighborhoods and the overall community. This will simultaneously build awareness of the Company's products and services while fostering loyalty from current customers who see the Company participating in local events, functions, and community-building activities.

Financials

Financial Analysis- Lynn Retail Marijuana Establishment

Capital and Operating Expenses Overview					
Start-up Funding		**Capital Expenses**		**Operational Expenses**	
Total Requirements		**Capital Expenses**		**6 Months Operational Expenses**	
Total capex	$590,500	Construction/FF&E	$373,000	Inventory	$282,000
6 Month opex	$805,673	Security System	$48,500	Rent	$63,000
Total Funding Required	**$1,396,173**	Legal/Consulting	$80,000	Insurance	$10,020
		Regulatory Costs	$35,000	Utilities	$6,653
		Other	$54,000	Salaries	$444,000
		Total capex	**$590,500**	**Total opex**	**$805,673**

Retail Capital Flow Overview

Projected Pro Forma Cash Flow

		Year 1	Year 2	Year3
Cash from Operations				
Cash Sales		**$19,452,000**	**$20,035,000**	**$20,636,626**
Combined Taxes		**$4,473,960**	**$4,608,050**	**4,746,424**
Sales Less Taxes		**$14,978,040**	**$15,426,950**	**$15,890,202**
Expenditures		**Year 1**	**Year 2**	**Year 3**
Payroll		**$880,000**	**$932,400**	**$969,696**
Sales and Marketing		**$216,000**	**$222,480**	**$229,154**
Rent		**$126,000**	**$126,000**	**$126,000**
Utilities		**$13,000**	**$13,650**	**$14,332**
Insurance		**$20,040**	**$20,541**	**$21,054**
Payroll Taxes	15%	**$132,000**	**$139,860**	**$145,454**
Licensure Fee		**$5,000**	**$10,000**	**$10,000**
Background Checks and Agent Fee		**$10,000**	**$10,000**	**$10,000**
Legal and Consulting		**$120,000**	**$120,000**	**$120,000**
Misc. Expenses		**$60,000**	**$60,000**	**$60,000**
Marijuana Inventory		**$6,500,000**	**$5,250,000**	**$4,000,000**
Other Inventory		**$94,000**	**$97,760**	**$101,670**
Subtotal Cash Spent		**$8,176,040**	**$7,002,691**	**$5,807,360**
Net Cash Flow		**$6,802,000**	**$8,824,259**	**$10,082,842**

Plan for Obtaining Liability Insurance

(This document is a summary of Olde World Remedies, Inc.'s Plan to Obtain Liability Insurance.)

I. Purpose

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

II. Research

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

III. Plan

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

Cannabis Control Commission
COMMONWEALTH OF MASSACHUSETTS

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, Alan Rothenberg, (*insert name*) certify as an authorized representative of Olde Wind Remedies (*insert name of applicant*) that the applicant has executed a host community agreement with City of Lynn (*insert name of host community*) pursuant to G.L.c. 94G § 3(d) on August 30, 2019 (*insert date*).

Signature of Authorized Representative of Applicant

Host Community

I, Thomas M. McGee, (*insert name*) certify that I am the contracting authority or have been duly authorized by the contracting authority for City of Lynn (*insert name of host community*) to certify that the applicant and City of Lynn (*insert name of host community*) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on August 30, 2019 (*insert date*).

Signature of Contracting Authority or
Authorized Representative of Host Community

Cannabis Control Commission
COMMONWEALTH OF MASSACHUSETTS

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, Alan Rothenberg, (*insert name*) attest as an authorized representative of Oak Wood Remediation (*insert name of applicant*) that the applicant has complied with the requirements of 935 CMR 500 and the guidance for licensed applicants on community outreach, as detailed below.

1. The Community Outreach Meeting was held on June 10, 2019 (*insert date*).

2. A copy of a notice of the time, place, and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was published in a newspaper of general circulation in the city or town on June 3, 2019 (*insert date*), which was at least seven calendar days prior to the meeting. A copy of the newspaper notice is attached as Attachment A (*please clearly label the newspaper notice in the upper right hand corner as Attachment A and upload it as part of this document).*

3. A copy of the meeting notice was also filed on May 30, 2019 (*insert date*) with the city or town clerk, the planning board, the contracting authority for the municipality, and local licensing authority for the adult use of marijuana, if applicable. A copy of the municipal notice is attached as Attachment B (*please clearly label the municipal notice in the upper right-hand corner as Attachment B and upload it as part of this document*).

4. Notice of the time, place and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was mailed on May 28, 2019 (*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*).

Initials of Attester: AK

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.

Initials of Attester: AR

Attachment A

CLASSIFIED

LEGALS

COMMONWEALTH OF MASSACHUSETTS
THE TRIAL COURT
PROBATE AND FAMILY COURT
CITATION ON PETITION FOR FORMAL ADJUDICATION
Docket No. E519P1438EA
Essex Probate and Family Court
36 Federal Street
Salem, MA 01970
(978)744-1020

Estate of:
Keith Andrew Bransfield
Also known as: Keith A. Bransfield
Date of Death: 02/25/2019
To all interested persons:
A Petition for **Adjudication of Intestacy and Appointment of Personal Representative** has been filed by:
Mayann Bransfield of Lynn MA
requesting that the Court enter a formal Decree and Order and for such other relief as requested in the Petition.
The Petitioner requests that:
Mayann Bransfield of Lynn MA
be appointed as Personal Representative(s) of said estate to serve **Without Surety** on the bond in an unsupervised administration.

IMPORTANT NOTICE

You have the right to obtain a copy of the Petition from the Petitioner or at the Court. You have a right to object to this proceeding. To do so, you or your attorney must file a written appearance and objection at this Court before: **10:00 a.m. on the return day of 06/17/2019.**
This is NOT a hearing date, but a deadline by which you must file a written appearance and objection if you object to this proceeding. If you fail to file a timely written appearance and objection followed by an Affidavit of Objections within thirty (30) days of the return day, action may be taken without further notice to you.

UNSUPERVISED ADMINISTRATION UNDER THE MASSACHUSETTS UNIFORM PROBATE CODE (MUPC)

A Personal Representative appointed under the MUPC in an unsupervised administration is not required to file an inventory or annual accounts with the Court. Persons interested in the estate are entitled to notice regarding the administration directly from the Personal Representative and may petition the Court in any matter relating to the estate, including the distribution of assets and expenses of administration.
WITNESS, Hon. Jennifer M R Ulwick, First Justice of this Court.
Date: May 15, 2019

Pamela Casey O'Brien
Register of Probate

Item: June 3, 2019

AVISO DE AUDIENCIA PÚBLICA
DE ACUERDO CON EL ALOJAMIENTO Y DESARROLLO DE LA COMUNIDAD DE 1992

El Consejo Municipal de Lynn llevará a cabo una Audiencia Pública como parte del Proceso de Participación de los Ciudadanos bajo la Ley de Desarrollo de la Comunidad y la Vivienda de 1992 y las regulaciones a continuación. El propósito de la audiencia es permitir la opinión pública con respecto al plan de acción anual propuesto por la ciudad, incluido el uso de las asignaciones del año fiscal 2019 del Departamento de Vivienda y Desarrollo Urbano (HUD) para el Programa de Subsidios Globales para el Desarrollo Comunitario ($ 2,478,890), programa HOME ($ 810,804), y el Programa de Subvenciones para Soluciones de Emergencia ($ 211,680). En conjunto, estos créditos se utilizarán para financiar actividades de desarrollo de la comunidad local en el año fiscal 2020 de la ciudad, que comenzará el 1 de julio de 2019. Las actividades elegibles pueden incluir: adquisición, disposición, instalaciones y mejoras públicas, remoción y demolición, servicios públicos, reubicación, vivienda Servicios, asistencia para la vivienda propia, construcción de viviendas, rehabilitación de viviendas, asistencia a microempresas, asistencia técnica, rehabilitación y preservación, actividades de desarrollo económico, planificación y diseño, etc.

La audiencia se llevará a cabo el martes 18 de junio de 2019 a las 6:00 p.m. en el ayuntamiento de Lynn, la Cámara del Consejo. Los residentes están invitados a asistir a esta audiencia. La Cámara del Consejo es accesible para discapacitados y cualquier persona que necesite un alojamiento especial para su discapacidad debe comunicarse con la Oficina de Desarrollo Económico y Comunitario al (781) 586-6770 al menos dos semanas antes de la audiencia pública. Las copias del borrador del Plan de Acción Anual del Año Fiscal 2020 estarán disponibles para su revisión el martes 11 de junio de 2019 en la Oficina de Desarrollo Económico y Comunitario, Ayuntamiento de Lynn, Sala 311, Lynn, MA 01901; en el sitio web en www.cityoflynnma.net; o enviando un correo electrónico a jmills@lynnma.gov. Las personas interesadas en comentar sobre la información propuesta que figura en el Plan de acción anual deben enviar sus comentarios por escrito a la dirección mencionada anteriormente a más tardar el jueves 11 de julio de 2019. Todos los comentarios se considerarán antes de la presentación del Plan de acción anual a HUD. . Es la política de la ciudad de Lynn que todos los residentes tengan una oportunidad sustancial de participar en el proceso de planificación del desarrollo comunitario.

James M. Marsh
Director
Community Development

Charles J. Gaeta
Executive Director
Lynn Housing Authority
and Neighborhood Develoment

Item: June 3, 2019

Legal Notice

The Lynn Housing Authority & Neighborhood Development will be holding a Public Hearing to discuss a revision of the approved 2019 Public Housing Agency Plan as required by the U.S. Dept. of Housing & Urban Development (HUD) as well as the approved 2019 Capital Fund and Five-Year Action Plan. The Lynn Housing Authority & Neighborhood Development plans to revise the Public Housing Agency Plan to include language pertaining to HUD's Rental Assistance Demonstration (RAD). In accordance with HUD regulations, a PUBLIC HEARING will be held on Tuesday July 16th, 2019 at 5:30 p.m. in the Community Room located at 10 Church Street. Written and oral comment will be taken at this time. All requests for copies must be made in writing and attention to Charles Mihos.

Sincerely,
Charles J. Gaeta, Executive Director

Aviso Legal

La Lynn Housing Authority & Neighborhood Development llevará a cabo una audiencia pública para analizar una revisión del Plan de la Agencia de Vivienda Pública 2019 aprobado según lo requiere el Departamento de Vivienda y Desarrollo Urbano (HUD) de los EE. UU., Así como el Fondo de Capital 2019 aprobado y Cinco -Plan de Acción año. Lynn Housing Authority & Neighborhood Development planea revisar el Plan de la Agencia de Vivienda Pública para incluir el lenguaje correspondiente a la Demostración de Asistencia de Alquiler (RAD) de HUD. De acuerdo con las regulaciones de HUD, una AUDIENCIA PÚBLICA se llevará a cabo el Martes 16 de julio de 2019 a las 5:30 p.m. en el Salón de la Comunidad ubicado en 10 Church Street. Se tomarán comentarios escritos y orales en este momento. Todas las solicitudes de copias deben hacerse por escrito y con atención a Charles Mihos.

Sinceramente,
Charles J. Gaeta, Director Ejecutivo
Item: June 1, 3, 2019

LEGALS

(SEAL)
COMMONWEALTH OF MASSACHUSETTS
LAND COURT
DEPARTMENT OF THE TRIAL COURT
19 SM 002412
ORDER OF NOTICE

To:
Brett P. Budowicz

and to all persons entitled to the benefit of the Servicemembers Civil Relief Act, 50 U.S.C. §§ 3901 (et seq):

The Bank of New York Mellon, as Trustee for the Certificateholders CWABS, Inc., Asset-Backed Certificates, Series 2006-6

claiming to have an interest in a Mortgage covering real property in Saugus, numbered 42 Hawkes Street, given by Brett P. Budowicz to Mortgage Electronic Registration Systems, Inc. acting solely as a nominee for Countrywide Home Loans, Inc., dated February 23, 2006, and recorded or filed at Essex County (Southern District) Registry of Deeds in Book 35411, Page 188, and now held by the Plaintiff by assignment, has/have filed with this court a complaint for determination of Defendant's/Defendants' Servicemembers status.

If you now are, or recently have been, in the active military service of the United States of America, then you may be entitled to the benefits of the Servicemembers Civil Relief Act. If you object to a foreclosure of the above mentioned property on that basis, then you or your attorney must file a written appearance and answer in this court at Three Pemberton Square, Boston, MA 02108 on or before July 1, 2019 or you may lose the opportunity to challenge the foreclosure on the ground of noncompliance with the Act.
Witness, GORDON H. PIPER, Chief Justice of said Court on May 20, 2019.
Attest: Deborah J. Patterson
Recorder
18-033716
Item: June 3, 2019

COMMONWEALTH OF MASSACHUSETTS
THE TRIAL COURT
PROBATE AND FAMILY COURT
Docket No. E517P1816EA
INFORMAL PROBATE PUBLICATION NOTICE

Estate of:
Claire E. Welch
Also Known As: Clare E. Welch
Date of Death: February 20, 2019
Essex Division
To all persons interested in the above captioned estate, by Petition of Petitioner **Phyllis C. O'Brien of Burlington MA**
a Will has been admitted to informal probate.
Phyllis C. O'Brien of Burlington MA
has been informally appointed as the Personal Representative of the estate to serve without surety on the bond.
The estate is being administered under informal procedure by the Personal Representative under the Massachusetts Uniform Probate Code without supervision by the Court. Inventory and accounts are not required to be filed with the Court, but interested parties are entitled to notice regarding the administration from the Personal Representative and can petition the Court in any matter relating to the estate, including distribution of assets and expenses of administration. Interested parties are entitled to petition the Court to institute formal proceedings and to obtain orders terminating or restricting the powers of Personal Representatives appointed under informal procedure. A copy of the Petition and Will, if any, can be obtained from the Petitioner.
Item: June 3, 2019

CITY OF LYNN

Notice is hereby given that the Planning Board will hold a public hearing on Tuesday, June 18, 2019 at 6:30 pm in Rm 302 and the Lynn City Council will hold a public hearing on Tuesday, June 18, 2019 at 8pm in Council Chambers for the following Zone Ordinance Amendment: Be it ordained by the City Council of the City of Lynn and by the authority of the same, the Zone Ordinance of the City of Lynn is amended as follows, to wit:
Section 8.1 Dimensional Regulations
Table of Dimensional Regulations is amended by changing the Dimensional Regulations in the Washington Street District as follows: Minimum Lot Area changed from "15,000" square feet to "12,500" square feet Rear Yard changed from "15" feet to "15' or 0' (23)"
Side Yard changed from" 0 (14) or 7.5 (5) "to "0 (14) (23) or 15' total with a minimum of 3' on each side yard"
Max Height changed from 60' to 70'
Section 8.1 Dimensions -Table of Dimensional Regulations
Footnote (23) is added to the Table of Dimensional Regulations as follows:
(23) In the WS District zero (0) rear yard and side yard setbacks shall be allowable when a building is located on all or a portion of the rear yard and or side yard is on a public way or a private way open to the public.
Per Order:
Janet L. Rowe, City Clerk
Item: June 3, 6, 2019

CITY OF LYNN

Notice: Lynn City Council Public Hearing on Tuesday, June 18, 2019 at 6:15 pm, Room 402 on the Petition of Crown Castle NG East LLC for Administrative Review of Eligible Facilities Requests to Modify Transmission Equipment at Existing Base Stations within the Public Rights of Way at the following locations in Lynn, MA:
227 Lynnfield St
32 Ene St
15-19 Garland St
16 Pierce Rd
Chancery Lane
35 Grosvenor Park
18 Hanover St
201 Linwood St
Tapley St
34-38 Bonavesta St
147 Fairmount St
Per: Janet Rowe, City Clerk
Item: June 3, 2019

NOTICE OF CABLE TELEVISION PUBLIC HEARING

Please take notice that the Mayor of the City of Lynn, Massachusetts, as issuing Authority for a cable television license under M.G.L. c.166A, will hold a public hearing on June, 18, 2019 at 6:00 p.m. The public hearing will be held in the City of Lynn City Council Chambers. The purpose of the public hearing will be to determine whether to issue a cable television license to Verizon New England, Inc.

All applications, reports, statements and license drafts to be considered at the hearing that constitute public records under state law are available for public inspection during regular business hours and for reproduction at a reasonable fee. Members of the public are invited to attend and be heard on the topics (a) whether the current cable operator is in full compliance with its currently-existing cable license; and (b) what are the City's future community cable-related needs.
Item: June 3, 10, 2019

LEGALS

TOWN OF SWAMPSCOTT
BOARD OF SELECTMEN

Notice is hereby given that a Public Hearing will be held on Wednesday, June 19, 2019, at 7:15P.M. at the Swampscot High School, 200 Essex Street, Swampscott, Mass 01907 in room B-129, during the Board of Selectmen's meeting for all parties interested in an application for an Section 15, Package Store on-premises wines and malt beverages license, not to be consumed on premises, request from Salty the Florist, 470 Humphrey Street, Swampscott, Mass. Mr. Salvatore Migliaccio to be approved as Manager for a Common Victualler License under the provisions of Chapter 138, Section 15 of the General Laws to sell wines and malt beverages on premises not to be consumed on premises, described as two (2) floors, with two (2) entrances, two (2) retail spaces, with a total of 3,383 square feet, located at 470 Humphrey Street, Swampscott, Mass.

BOARD OF SELECTMEN

Peter Spellios
Chairman

Item: June 3, 2019

NOTICE OF PUBLIC HEARING
PURSUANT TO THE HOUSING AND COMMUNITY DEVELOPMENT OF 1992

The Lynn City Council will conduct a Public Hearing as part of the Citizens Participation Process under the Housing and Community Development Act of 1992 and regulations hereunder. The purpose of the Hearing is to allow public input with regard to the City's proposed Annual Action Plan including the use of the Department of Housing and Urban Developments (HUD) Fiscal Year 2019 appropriations for the Community Development Block Grant Program ($2,478,890), HOME Program ($810,804), and the Emergency Solutions Grant Program ($211,680). Collectively, these appropriations will be used to fund local community development activities in the City's Fiscal Year 2020, which commences July 1, 2019. Eligible activities may include acquisition, disposition, public facilities and improvements, clearance and demolition, public services, relocation, housing services, homeownership assistance, construction of housing, housing rehabilitation, microenterprise assistance, technical assistance, rehabilitation and preservation, economic development activities, planning and design, etc.

The Hearing will be held on Tuesday, June 18, 2019 at 6:00 p.m. at the Lynn City Hall, Council Chamber. Residents are invited to attend this hearing. The Council Chamber is handicapped accessible and any individual needing a special accommodation for their handicap must contact the Office of Economic and Community Development at (781) 586-6770 at least two weeks prior to the Public Hearing. Copies of the draft Fiscal Year 2020 Annual Action Plan will be made available for review on Tuesday, June 11, 2019 at the Office of Economic & Community Development, Lynn City Hall, Room 311, Lynn, MA 01901; on the website at www.cityoflynnma.net; or by emailing jmills@lynnma.gov. Persons interested in commenting on the proposed information listed in the Annual Action Plan must submit written comments to the above-mentioned address no later than Thursday, July 11, 2019. All comments will be considered prior to the submission of the Annual Action Plan to HUD. It is the policy of the City of Lynn for all residents to have substantial opportunity to participate in the planning process of Community Development.

James M. Marsh
Director
Community Development

Charles J. Gaeta
Executive Director
Lynn Housing Authority
and Neighborhood Development

Item: June 3, 2019

Nahant Conservation Commission
NOTICE OF PUBLIC MEETING

A Public Meeting will be held at the Nahant Town Hall, 334 Nahant Road (lower level), Nahant, MA at 7:30 PM on June 11, 2019 to consider a Notice of Intent filed by Donald & Barbara Hodges for the property located at 33 Forty Steps Lane (Map 3B, Lot 78) to construct an addition.

Plans are available in the Inspectional Services and Town Clerk's Office at Nahant Town Hall, 334 Nahant Road, Nahant, MA. For information, call 781-581-5233.
Item: June 3, 2019

CITY OF LYNN

Notice: Lynn City Council Public Hearing on Tuesday, June 18, 2019 at 6:15 pm, Room 402 on the Petition of National Grid for a grant of location at 108 Nahant St to provide requested electrical service upgrade.
Per: Janet Rowe, City Clerk
Item: June 3, 2019

Meeting Notice

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for Monday, June 10, 2019 at 6:00 pm at the Lynn Police Department, 300 Washington Street, Lynn, MA 01902. The proposed Marijuana Retail Establishment is anticipated to be located at 953 Western Avenue, Lynn, MA 01905. There will be an opportunity for the public to ask questions.
Item: June 3, 2019

Have a story to share?
Need a question answered?
contactus@essexmedia.group

Itemlive.com
Local, On demand
Anytime, Anywhere

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Minimum Lot Area
t Rear Yard changed

) or 15' total with a

is as follows:
ks shall be allowable
d and or side yard is

8, 2019 at 6:15 pm,
Administrative Review
nent at Existing Base
ons in Lynn, MA:

HEARING

Massachusetts

Item: June 3, 2019

CITY OF LYNN

Notice: Lynn City Council Public Hearing on Tuesday, June 1
Room 402 on the Petition of National Grid for a grant of locat
to provide requested electrical service upgrade.
Per: Janet Rowe, City Clerk
Item: June 3, 2019

Meeting Notice

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for Monday, June 10, 2019 at 6:00 pm at the Lynn Police Department, 300 Washington Street, Lynn, MA 01902. The proposed Marijuana Retail Establishment is anticipated to be located at 953 Western Avenue, Lynn, MA 01905. There will be an opportunity for the public to ask questions.
Item: June 3, 2019

Sell you

The D
clas

Have a story to sh
Need a question ans
contactus@essexmedia

Attachment B

Smith, Costello & Crawford
Public Policy Law Group.

May 28, 2019

Dear Sir or Madam,

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for Monday, June 10, 2019 at 6:00 pm at the Lynn Police Department, 300 Washington Street, Lynn, MA 01902. The proposed Marijuana Retail Establishment is anticipated to be located at 953 Western Avenue, Lynn, MA 01905. There will be an opportunity for the public to ask questions.

2019 MAY 30 P 3:44

50 Congress Street, Suite 420
Boston, MA 02109

www.publicpolicylaw.com

Attachment C

Smith, Costello & Crawford
Public Policy Law Group.

May 28, 2019

Dear Sir or Madam,

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for Monday, June 10, 2019 at 6:00 pm at the Lynn Police Department, 300 Washington Street, Lynn, MA 01902. The proposed Marijuana Retail Establishment is anticipated to be located at 953 Western Avenue, Lynn, MA 01905. There will be an opportunity for the public to ask questions.

50 Congress Street, Suite 420
Boston, MA 02109

www.publicpolicylaw.com

[redacted]
75 WILLIAMS ST
CHELSEA, MA 02150

[redacted]
13 RIVER ST
LYNN, MA 01905

[redacted]
927-929 WESTERN AVE
LYNN, MA 01905

[redacted]
931 WESTERN AVE
LYNN, MA 01905

[redacted]
2 BURNS ST
LYNN, MA 01905

[redacted]
10 PARK PLZ
BOSTON, MA 02116

[redacted]
18 LARK AVE
SAUGUS, MA 01906

[redacted]
2 BURNS ST
LYNN, MA 01905

[redacted]
902 WESTERN AVE
LYNN, MA 01905-2635

[redacted]
3 CANAL ST
LYNN, MA 01905

[redacted]
P O BOX 4900
SCOTTSDALE, AZ 85261

[redacted]
17 DELTA TER
MALDEN, MA 02148

[redacted]
3 CANAL ST
LYNN, MA 01905-2609

[redacted]
P O BOX 4900
SCOTTSDALE, AZ 85261

[redacted]
10 CHURCH ST
LYNN, MA 01902

[redacted]
10 CAMDEN ST
LYNN, MA 01905-2608

[redacted]
943 WESTERN AVE
LYNN, MA 01905

[redacted]
45 RIVER ST
LYNN, MA 01905

[redacted]
10 CAMDEN ST
LYNN, MA 01905-2608

[redacted]
947 WESTERN AVE
LYNN, MA 01905-2640

[redacted]
90 ALDEN ST
LYNN, MA 01902

[redacted]
CITY HALL
LYNN, MA 01901

[redacted]
638 SUMMER ST
LYNN, MA 01905-2092

[redacted]
330 DEN QUARRY RD
LYNN, MA 01904

[redacted]
937 WESTERN AVE
LYNN, MA 01905

[redacted]
638 SUMMER STREET
LYNN, MA 01905-2092

[redacted]
43 BOSTON ST
LYNN, MA 01904

[redacted]
13 RIVER ST
LYNN, MA 01905-2243

[redacted]
55 HAMPSHIRE RD
METHUEN, MA 01844

[redacted]
13 CANAL ST
LYNN, MA 01905-2609

[redacted]
75 WILLIAMS ST
CHELSEA, MA 02150

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13 RIVER ST
LYNN, MA 01905

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927-929 WESTERN AVE
LYNN, MA 01905

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LYNN, MA 01905-2243

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METHUEN, MA 01844

[redacted]
13 CANAL ST
LYNN, MA 01905-2609

[redacted]
612 SUMMER ST
LYNN, MA 01905

Plan to Remain Compliant with Local Zoning

The purpose of this plan is to outline how Olde World Remedies, Inc. ("OWR") is and will remain in compliance with local codes, ordinances and bylaws for the physical address of the retail marijuana establishment at 953 Western Avenue, Lynn, MA 01905 which shall include, but not be limited to, the identification of any local licensing requirements for the adult use of marijuana.

953 Western Avenue is located in Business (BD) Zoning District and properly zoned pursuant to the City of Lynn Zoning Ordinance Section 22 Recreational Cannabis. In accordance with Section 22(a) the marijuana retail establishment is not located within 200 feet of any pre-existing public or private school providing education in kindergarten or any grades 1 through 12 licensed by the Department of Education. Also, pursuant to Section 22(b) the marijuana retail establishment is not located within 500 feet of another licensed cannabis establishment. There are no other codes, ordinances, or bylaws relative to the retail marijuana establishment.

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

D

The Commonwealth of Massachusetts

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

FORM MUST BE TYPED

FORM

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)

Olde World Remedies, Inc. is a registrant with the Department of Public Health in accordance with 105 CMR 725.100(C) as of May 2, 2018.
Bryan Harter
Director
Medical Use of Marijuana Program
Bureau of Healthcare Safety and Quality
Massachusetts Department of Public Health

(1) Exact name of the non-profit: Olde World Remedies, Inc. 001179457

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

Olde World Remedies, 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:

Olde World Remedies, Inc.

ARTICLE II

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

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

6

P.C.

ARTICLE III

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

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

ARTICLE IV

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

N/A

ARTICLE V

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

N/A

ARTICLE VI

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

See Attachment Pages 6A

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

ATTACHMENT PAGES 6A TO THE ARTICLES OF ENTITY CONVERSION OF OLDE WORLD REMEDIES, INC.,
FROM A DOMESTIC NON-PROFIT TO A DOMESTIC BUSINESS CORPORATION

1. Minimum Number of Directors. The Board of Directors may consist of one or more individuals, notwithstanding the number of shareholders.

2. Personal Liability of Directors to Corporation. No Director shall have personal liability to the Corporation for monetary damages for breach of his or her fiduciary duty as a Director notwithstanding any provision of law imposing such a liability, provided that this provision shall not eliminate or limit the liability of the Director (a) for any breach of the Director's duty of loyalty to the Corporation or its shareholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) for improper distributions under Section 6.40 of Chapter 156D of the General Laws of Massachusetts, or (d) for any transaction from which the Director derived an improper personal benefit.

3. Shareholder Vote Required to Approve Matters Acted on by Shareholders. With respect to any matter as to which the affirmative vote of more than a majority of the shares in any voting group shall be required by the provisions of Chapter 156D of the General Laws of Massachusetts for the approval of the matter, the affirmative vote of a majority of all the shares in any such voting group eligible to vote on the matter shall be sufficient for the approval of the matter, notwithstanding that such greater vote on the matter would be otherwise required.

4. Shareholder Action Without a Meeting by Less Than Unanimous Consent. Action required or permitted by Chapter 156D of the General Laws of Massachusetts to be taken at a shareholders' meeting may be taken without a meeting by shareholders having not less than the minimum number of votes otherwise necessary to take the action at a meeting at which all shareholders entitled to vote on the action would be present and voting.

5. Authorization of Directors to Make, Amend or Repeal Bylaws. The Board of Directors may make, amend, and repeal the bylaws of the Corporation, in whole or in part, except with respect to any provision thereof which, by virtue of an express provision in Chapter 156D of the General Laws of Massachusetts, these Articles of Organization or the bylaws, requires action directly and exclusively by the shareholders.

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

7. Meetings of Shareholders. All meetings of shareholders may be held within the Commonwealth of Massachusetts or elsewhere within the United States. Such meetings may be held by telephone, webinar or other electronic means.

8. Partnership Authority. The Corporation may be a partner, general or limited, in any business enterprise which it would have the authority to conduct by itself.

9. Shareholder Examination of Corporation Records. Except as otherwise provided by law, no shareholder shall have any right to examine any property or any books, accounts or other writings of the Corporation if there is reasonable ground for belief that such examination will, for any reason, be adverse to the interests of the Corporation. A vote of the Board of Directors refusing permission to make such examination shall be prima facie evidence that such examination would be adverse to the interests of the Corporation. Every such examination shall be subject to reasonable regulations as Board of Directors may establish in regard thereto.

ARTICLE VII

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

ARTICLE VIII

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

a. The street address of the initial registered office of the corporation in the commonwealth:
c/o Smith, Costello & Crawford, 50 Congress Street, Suite 420, Boston, MA 02109

b. The name of its initial registered agent at its registered office:
Jennifer K. Crawford, Esq.

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

President: Alan Rothenberg, One Longfellow Place, Suite 3811, Boston, MA 02114

Treasurer: Suzanne Rothenberg, One Longfellow Place, Suite 3811, Boston, MA 02114

Secretary: Suzanne Rothenberg, One Longfellow Place, Suite 3811, Boston, MA 02114

Director(s): Alan Rothenberg, One Longfellow Place, Suite 3811, Boston, MA 02114; Suzanne Rothenberg, One Longfellow Place, Suite 3811, Boston, MA 02114

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

e. A brief description of the type of business in which the corporation intends to engage:
Marijuana establisments pursuant to Massachusetts law

f. The street address of the principal office of the corporation:
One Longfellow Place, Suite 3811, Boston, MA 02114

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

50 Congress Street, Suite 420, Boston, MA 02109, 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 4 day of April, 2018

COMMONWEALTH OF MASSACHUSETTS

COMMONWEALTH
2018 MAY -3 AM 11:57
CORPORATIONS DIVISION

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 $ 45 having been paid, said articles are deemed to have been filed with me this 3 day of May, 20 18, at 11:57 a.m./p.m.
time

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

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

1388

Filing fee: Minimum $250

Examiner DB

Name approval

C

M

1310253

TO BE FILLED IN BY CORPORATION
Contact Information:

Jennifer K. Crawford, Esq.

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

Boston, MA 02109

Telephone: (617) 523-0600

Email: jcrawford@publicpolicylaw.com

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

BYLAWS

OF

OLDE WORLD REMEDIES, INC.

BYLAWS

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ARTICLE I

SHAREHOLDERS

1.1. Annual Meeting. The Corporation shall hold an annual meeting of shareholders at a time to be fixed by the Board of Directors, the Chief Executive Officer or the President and stated in the notice of the meeting. The purposes for which the annual meeting is to be held, in addition to those prescribed by the Articles of Organization, shall be for electing Directors and for such other purposes as shall be specified in the notice for the meeting, and only business within such purposes may be conducted at the meeting. In the event an annual meeting is not held at the time fixed in accordance with these Bylaws or the time for an annual meeting is not fixed in accordance with these Bylaws to be held within 13 months after the last annual meeting, the Corporation may designate a special meeting as a special meeting in lieu of the annual meeting, and such meeting shall have all of the effect of an annual meeting.

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

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

1.4. Requirement of Notice. A written notice of the date, time and place of each annual and special shareholders' meeting describing the purposes of the meeting shall be given to shareholders entitled to vote at the meeting (and, to the extent required by law or the Articles of Organization, to shareholders not entitled to vote at the meeting) no fewer than seven nor more than 60 days before the meeting date. If an annual or special meeting of shareholders is adjourned to a different date, time or place, notice need not be given of the new date, time or place if the new date, time or place is announced at the meeting before adjournment. If a new record date for the adjourned meeting is fixed, however, notice of the adjourned meeting shall be given under this Section 1.4 to persons who are shareholders as of the new record date. All notices to shareholders shall conform to the requirements of Article III of these Bylaws.

1.5. Waiver of Notice. A shareholder may waive any notice required by law, the Articles of Organization or these Bylaws before or after the date and time stated in the notice. The waiver shall be in writing, be signed by the shareholder entitled to the notice, and be delivered to the Corporation for inclusion with the records of the meeting. A shareholder's attendance at a meeting: (a) waives objection to lack of notice or defective notice of the meeting, unless the shareholder at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and (b) waives objection to consideration of a particular

matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the shareholder objects to considering the matter when it is presented.

1.6. Quorum.

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

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

1.7. Voting and Proxies.

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

(b) A shareholder may vote his or her shares in person or may appoint a proxy to vote or otherwise act for him or her by signing an appointment form, either personally or by his or her attorney-in-fact. An appointment of a proxy is effective when received by the Secretary or other officer or agent authorized to tabulate votes. Unless otherwise provided in the appointment form, an appointment is valid for a period of 11 months from the date the shareholder signed the form or, if it is undated, from the date of its receipt by the officer or agent. An appointment of a proxy is revocable by the shareholder unless the appointment form conspicuously states that it is irrevocable and the appointment is coupled with an interest, as defined in the MBCA. An appointment made irrevocable is revoked when the interest with which it is coupled is extinguished. The death or incapacity of the shareholder appointing a

proxy shall not affect the right of the Corporation to accept the proxy's authority unless notice of the death or incapacity is received by the Secretary or other officer or agent authorized to tabulate votes before the proxy exercises his or her authority under the appointment. A transferee for value of shares subject to an irrevocable appointment may revoke the appointment if he or she did not know of its existence when he or she acquired the shares and the existence of the irrevocable appointment was not noted conspicuously on the certificate representing the shares or on the information statement for shares without certificates. Subject to the provisions of Section 7.24 of the MBCA, or any successor Section thereto, and to any express limitation on the proxy's authority appearing on the face of the appointment form, the Corporation is entitled to accept the proxy's vote or other action as that of the shareholder making the appointment.

1.8. Action at Meeting. If a quorum of a voting group exists, favorable action on a matter, other than the election of Directors, is taken by a voting group if the votes cast within the group favoring the action exceed the votes cast opposing the action, unless a greater number of affirmative votes is required by law, the Articles of Organization, these Bylaws or, to the extent authorized by law, a resolution of the Board of Directors requiring receipt of a greater affirmative vote of the shareholders, including more separate voting groups. Directors are elected by a plurality of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present. No ballot shall be required for such election unless requested by a shareholder present or represented at the meeting and entitled to vote in the election.

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

1.10. Action Without Meeting by Written Consent.

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

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

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

1.11. Record Date. The Board of Directors may fix the record date in order to determine the shareholders entitled to notice of a shareholders' meeting, to demand a special meeting, to vote or to take any other action. If a record date for a specific action is not fixed by the Board of Directors, and is not supplied by law, the record date shall be (a) the close of business either on the day before the first notice is sent to shareholders, or, if no notice is sent, on the day before the meeting or (b) in the case of action without a meeting by written consent, the date the first shareholder signs the consent or (c) for purposes of determining shareholders entitled to demand a special meeting of shareholders, the date the first shareholder signs the demand or (d) for purposes of determining shareholders entitled to a distribution, other than one involving a purchase, redemption or other acquisition of the Corporation's shares, the date the Board of Directors authorizes the distribution. A record date fixed under this Section 1.11 may not be more than 70 days before the meeting or action requiring a determination of shareholders. A determination of shareholders entitled to notice of or to vote at a shareholders' meeting is effective for any adjournment of the meeting unless the Board of Directors fixes a new record date, which it shall do if the meeting is adjourned to a date more than 120 days after the date fixed for the original meeting.

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

proceedings of the meeting substantially concurrently with such proceedings; and (3) if any shareholder or proxyholder votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by the Corporation.

1.13. Form of Shareholder Action.

(a) Any vote, consent, waiver, proxy appointment or other action by a shareholder or by the proxy or other agent of any shareholder shall be considered given in writing, dated and signed, if, in lieu of any other means permitted by law, it consists of an electronic transmission that sets forth or is delivered with information from which the Corporation can determine (1) that the electronic transmission was transmitted by the shareholder, proxy or agent or by a person authorized to act for the shareholder, proxy or agent; and (2) the date on which such shareholder, proxy, agent or authorized person transmitted the electronic transmission. The date on which the electronic transmission is transmitted shall be considered to be the date on which it was signed. The electronic transmission shall be considered received by the Corporation if it has been sent to any address specified by the Corporation for the purpose or, if no address has been specified, to the principal office of the Corporation, addressed to the Secretary or other officer or agent having custody of the records of proceedings of shareholders.

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

1.14. Shareholder List for Meeting.

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

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

(c) A shareholder or his or her agent or attorney is entitled on written demand to inspect and, subject to the requirements of Section 6.2(c) of these Bylaws, to copy the list, during regular business hours and at his or her expense, during the period it is available for inspection.

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

ARTICLE II

DIRECTORS

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

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

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

2.4. Change in Size of the Board of Directors. The number of Directors may be fixed or changed from time to time by the shareholders or the Board of Directors.

2.5. Tenure. The terms of all Directors shall expire at the next annual shareholders' meeting following their election. A decrease in the number of Directors does not shorten an incumbent Director's term. The term of a Director elected to fill a vacancy shall expire at the next shareholders' meeting at which Directors are elected. Despite the expiration of a Director's term, he or she shall continue to serve until his or her successor is elected and qualified or until there is a decrease in the number of Directors.

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

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

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

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

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

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

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

2.12. Quorum. Unless otherwise provided by law, the Articles of Organization or these Bylaws, a quorum of the Board of Directors consists of a majority of the Directors then in office, provided always that any number of Directors (whether one or more and whether or not constituting a quorum) constituting a majority of Directors present at any meeting or at any adjourned meeting may make an adjournment thereof.

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

2.14. Action Without Meeting. Any action required or permitted to be taken by the Directors may be taken without a meeting if the action is taken by the unanimous consent of the members of the Board of Directors. The action must be evidenced by one or more consents describing the action taken, in writing, signed by each Director, or delivered to the Corporation by electronic transmission, to the address specified by the Corporation for the purpose or, if no address has been specified, to the principal office of the Corporation, addressed to the Secretary or other officer or agent having custody of the records of proceedings of Directors, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section 2.14 is effective when the last Director signs or delivers the consent, unless the consent specifies a different effective date. A consent signed or delivered under this Section 2.14 has the effect of a meeting vote and may be described as such in any document.

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

2.16. Committees. The Board of Directors may create one or more committees and appoint members of the Board of Directors to serve on them. Each committee may have one or more members, who serve at the pleasure of the Board of Directors. The creation of a committee and appointment of members to it must be approved by a majority of all the Directors in office when the action is taken. Article III and Sections 2.10 through 2.15 of these Bylaws shall apply to committees and their members. To the extent specified by the Board of Directors, each committee may exercise the authority of the Board of Directors to the extent permitted by law. The creation of, delegation of authority to, or action by a committee does not alone constitute compliance by a Director with the standards of conduct described in Section 2.18 of these Bylaws.

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

2.18. Standard of Conduct for Directors.

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

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

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

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

2.19. Conflict of Interest.

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

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

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

(3) the transaction was fair to the Corporation.

(b) For purposes of this Section 2.19, and without limiting the interests that may create conflict of interest transactions, a Director of the Corporation has an indirect interest in a transaction if: (1) another entity in which he or she has a material financial interest or in which he or she is a general partner is a party to the transaction; or (2) another entity of which he or she is a director, officer or trustee or in which he or she holds another position is a party to the transaction and the transaction is or should be considered by the Board of Directors.

(c) For purposes of clause (1) of subsection (a) of this Section 2.19, a conflict of interest transaction is authorized, approved or ratified if it receives the affirmative vote of a majority of the Directors on the Board of Directors (or on the committee) who have no direct or indirect interest in the transaction, but a transaction may not be authorized, approved or ratified under this Section 2.19 by a single Director. If a majority of the Directors who have no direct or indirect interest in the transaction vote to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking action under this Section 2.19. The presence of, or a vote cast by, a Director with a direct or indirect interest in the transaction does not affect the validity of any action taken under clause (1) of subsection (a) of this Section 2.19 if the transaction is otherwise authorized, approved or ratified as provided in that subsection.

(d) For purposes of clause (2) of subsection (a) of this Section 2.19, a conflict of interest transaction is authorized, approved or ratified if it receives the vote of a majority of the shares entitled to be counted under this subsection (d). Shares owned by or voted under the control of a Director who has a direct or indirect interest in the transaction, and shares owned by or voted under the control of an entity described in clause (1) of subsection (b) of this Section 2.19, may not be counted in a vote of shareholders to determine whether to authorize, approve or ratify a conflict of interest transaction under clause (2) of subsection (a) of this Section 2.19. The vote of those shares, however, is counted in determining whether the transaction is approved under other provisions of these Bylaws. A majority of the shares, whether or not present, that are entitled to be counted in a vote on the transaction under this subsection constitutes a quorum for the purpose of taking action under this Section 2.19.

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

ARTICLE III

MANNER OF NOTICE

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

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

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

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

(d) Written notice by electronic transmission by the Corporation to any of its shareholders, if in comprehensible form, is effective: (1) if by facsimile telecommunication, when directed to a number furnished by the shareholder for the purpose; (2) if by electronic mail, when directed to an electronic mail address furnished by the shareholder for the purpose; (3) if by a posting on an electronic network together with separate notice to the shareholder of such

specific posting, directed to an electronic mail address furnished by the shareholder for the purpose, upon the later of (i) such posting and (ii) the giving of such separate notice; and (4) if by any other form of electronic transmission, when directed to the shareholder in such manner as the shareholder shall have specified to the Corporation. An affidavit of the Secretary or an Assistant Secretary of the Corporation, the transfer agent or other agent of the Corporation that the notice has been given by a form of electronic transmission shall, in the absence of fraud, be prima facie evidence of the facts stated therein.

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

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

ARTICLE IV

OFFICERS

4.1. Enumeration. The Corporation shall have a President, a Treasurer, a Secretary and such other officers as may be appointed by the Board of Directors from time to time in accordance with these Bylaws, including, but not limited to, a Chairman of the Board, a Vice Chairman of the Board, a Chief Executive Officer and one or more Vice Presidents, Assistant Treasurers and Assistant Secretaries.

4.2. Appointment. The officers shall be appointed by the Board of Directors. A duly appointed officer may appoint one or more officers or assistant officers if authorized by the Board of Directors. Each officer has the authority and shall perform the duties set forth in these Bylaws or, to the extent consistent with these Bylaws, the duties prescribed by the Board of Directors or by direction of an officer authorized by the Board of Directors to prescribe the duties of other officers. The appointment of an officer shall not itself create contract rights.

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

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

4.5. Resignation. An officer may resign at any time by delivering notice of the resignation to the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Corporation accepts the future effective date, the Board of Directors may fill the pending

vacancy before the effective date if the Board of Directors provides that the successor shall not take office until the effective date. An officer's resignation shall not affect the Corporation's contract rights, if any, with the officer.

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

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

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

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

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

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

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

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

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

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

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

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

4.14. Standard of Conduct for Officers. An officer shall discharge his or her duties: (a) in good faith; (b) with the care that a person in a like position would reasonably exercise under similar circumstances; and (c) in a manner the officer reasonably believes to be in the best interests of the Corporation. In discharging his or her duties, an officer who does not have knowledge that makes reliance unwarranted is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented

by: (1) one or more officers or employees of the Corporation whom the officer reasonably believes to be reliable and competent with respect to the information, opinions, reports or statements presented; or (2) legal counsel, public accountants or other persons retained by the Corporation as to matters involving skills or expertise the officer reasonably believes are matters (i) within the particular person's professional or expert competence or (ii) as to which the particular person merits confidence. An officer shall not be liable to the Corporation or its shareholders for any decision to take or not to take any action taken, or any failure to take any action, as an officer, if the duties of the officer are performed in compliance with this Section 4.14.

ARTICLE V

PROVISIONS RELATING TO SHARES

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

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

5.3. Uncertificated Shares. The Board of Directors may authorize the issue of some or all of the shares of any or all of the Corporation's classes or series without certificates. The

authorization shall not affect shares already represented by certificates until they are surrendered to the Corporation. Within a reasonable time after the issue or transfer of shares without certificates, the Corporation shall send the shareholder a written statement of the information required by the MBCA to be on certificates.

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

5.5. Replacement of Certificates. The Board of Directors may, subject to applicable law, determine the conditions upon which a new share certificate may be issued in place of any certificate alleged to have been lost, destroyed or wrongfully taken. The Board of Directors may, in its discretion, require the owner of such share certificate, or his or her legal representative, to give a bond, sufficient in its opinion, with or without surety, to indemnify the Corporation against any loss or claim which may arise by reason of the issue of the new certificate.

ARTICLE VI

CORPORATE RECORDS

6.1. Records to be Kept.

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

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

(1) its Articles or Restated Articles of Organization and all amendments to them currently in effect;

(2) its Bylaws or Restated Bylaws and all amendments to them currently in effect;

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

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

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

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

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

6.2. Inspection of Records by Shareholders.

(a) A shareholder is entitled to inspect and copy, during regular business hours at the office where they are maintained pursuant to Section 6.1(b) of these Bylaws, copies of any of the records of the Corporation described in said Section 6.1(b) if he or she gives the Corporation written notice of his or her demand at least five business days before the date on which he or she wishes to inspect and copy.

(b) A shareholder is entitled to inspect and copy, during regular business hours at a reasonable location specified by the Corporation, any of the following records of the Corporation if the shareholder meets the requirements of subsection (c) of this Section 6.2 and gives the Corporation written notice of his or her demand at least five business days before the date on which he or she wishes to inspect and copy:

(1) excerpts from minutes reflecting action taken at any meeting of the Board of Directors, records of any action of a committee of the Board of Directors while acting in place of the Board of Directors on behalf of the Corporation, minutes of any meeting of the shareholders, and records of action taken by the shareholders or Board of Directors without a meeting, to the extent not subject to inspection under subsection (a) of this Section 6.2;

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

(3) the record of shareholders described in Section 6.1(a) of these Bylaws.

(c) A shareholder may inspect and copy the records described in subsection (b) of this Section 6.2 only if:

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

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

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

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

(d) For purposes of this Section 6.2, "shareholder" includes a beneficial owner whose shares are held in a voting trust or by a nominee on his or her behalf.

6.3. Scope of Inspection Right.

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

(b) The Corporation may, if reasonable, satisfy the right of a shareholder to copy records under Section 6.2 of these Bylaws by furnishing to the shareholder copies by photocopy or other means chosen by the Corporation, including copies furnished through an electronic transmission.

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

(d) The Corporation may comply at its expense with a shareholder's demand to inspect the record of shareholders under clause (3) of subsection (b) of Section 6.2 of these Bylaws by providing the shareholder with a list of shareholders that was compiled no earlier than the date of the shareholder's demand.

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

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

ARTICLE VII

INDEMNIFICATION

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

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

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

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

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

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

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

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

7.2. Indemnification of Directors and Officers.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

7.4. Procedures for Indemnification; Determination of Indemnification.

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

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

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

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

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

7.5. Notification and Defense of Claim; Settlements.

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

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

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

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

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

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

7.9. Application of this Article.

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

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

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

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

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

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

ARTICLE VIII

MISCELLANEOUS

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

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

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

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

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

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

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

ARTICLE IX

AMENDMENTS

9.1. General. The power to make, amend or repeal these Bylaws shall be in the shareholders. If authorized by the Articles of Organization, the Board of Directors may also make, amend or repeal these Bylaws in whole or in part, except with respect to any provision

thereof which by virtue of an express provision in the MBCA, the Articles of Organization or these Bylaws, requires action by the shareholders.

9.2. Notice. Not later than the time of giving notice of the meeting of shareholders next following the making, amending or repealing by the Board of Directors of any Bylaw, notice stating the substance of the action taken by the Board of Directors shall be given to all shareholders entitled to vote on amending these Bylaws. Any action taken by the Board of Directors with respect to these Bylaws may be amended or repealed by the shareholders.

9.3. Quorum and Required Vote.

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

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

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

(d) A Bylaw that fixes a greater or lesser quorum requirement for action by the Board of Directors, or a greater voting requirement, than provided for by the MBCA may be amended or repealed by the shareholders, or by the Board of Directors if the Board of Directors is authorized to amend these Bylaws.

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

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

mass.gov/dor

Letter ID: L1733644160
Notice Date: October 31, 2019
Case ID: 0-000-885-156

CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE

000042

ALAN ROTHENBERG
OLDE WORLD REMEDIES, INC
1 LONGFELLOW PL APT 3811
BOSTON MA 02114-2436

Why did I receive this notice?

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

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

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

What if I have questions?

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

Visit us online!

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

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

Edward W. Coyle, Jr., Chief
Collections Bureau

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

William Francis Galvin
Secretary of the
Commonwealth

Date: June 18, 2019

To Whom It May Concern :

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

OLDE WORLD REMEDIES, INC.

is a domestic corporation organized on **May 03, 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.

Secretary of the Commonwealth

Certificate Number: 19060339180

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

Processed by:

Dispensing Procedures

As a collocated adult use and medical use location, and pursuant to 935 CMR 500.140(3), upon entry into the premise of Olde World Remedies, Inc. ("OWR") by an individual, an OWR agent shall immediately inspect the individual's proof of identification. An individual shall not be admitted to the premise unless the retailer has verified that the individual is 21 years of age or older by offering proof of identification. If the individual is younger than 21 but at least 18 years of age, he or she shall not be admitted unless they produce an active medical registration card issued by the DPH. If the person holds an active medical card but is younger than 18, they must be accompanied by a personal caregiver with an active medical registration card. Proof of identification is also required. Because OWR will not be selling medical marijuana or medical marijuana products, no individuals under the age of 21 will be permitted inside the marijuana establishment. Acceptable proof of identification is limited to:

a. Massachusetts Issued driver's license
b. Massachusetts Issued ID card
c. Out-of-state driver's license or ID card (with photo)
d. Passport
e. U.S. Military I.D.

A patient registration card is not sufficient proof of age.

If the patient, caregiver or customer does not have a valid ID or for any reason the identity of the patient, caregiver or consumer, or the validity of the ID is in question, they will not be allowed to enter the facility.

OWR reserves the right to refuse to sell marijuana products to a consumer if, in the opinion of the OWR agent based on the information available to said agent at that time, the consumer or the public would be placed at risk, in accordance with 935 CMR 500.140(5)(b). In accordance with M.G.L. c. 94G, §7, and 935 CMR 500.140(5)(c), OWR will not sell more than one ounce of marijuana or five grams of marijuana concentrate to a consumer per transaction. Additionally, OWR understands the prohibition on selling marijuana products containing nicotine and the prohibition on selling marijuana products containing alcohol, if sales of such alcohol would require licensure pursuant to M.G.L. c. 138.

All products sold to customers will meet the requirements of 935 CMR 500.105(5)(a)-(d) addressing labeling of marijuana, marijuana products, edible marijuana infused products, marijuana concentrates and extracts and marijuana infused tinctures and topicals. Each label will include, but not be limited to: name and registration of marijuana cultivator and/or product manufacturer; the name of the product; quantity of usable marijuana; type of marijuana used in the product; directions for use of the marijuana if relevant; and a symbol or easily recognizable mark issued by the Commission that indicates the package contains marijuana product.

A separate point of sale system will be in place for patients (non-taxed) and adult use patrons (taxed). OWR will only use a point-of-sale system that has been approved by the Commission, in consultation with the DOR. Pursuant to 935 CMR 500.140(7) OWR shall provide for physical separation between medical and adult use sales areas. Separation will be provided by a temporary or semi- permanent physical barrier, such as a stanchion, that, in the opinion of the Commission, adequately separates sales areas of marijuana products for medical use from sales areas of marijuana products for adult use. OWR shall provide for separate lines for sales of marijuana

products for medical use from marijuana products for adult use within the sales area, provided, however, that the holder of a medical registration card may use either line and shall not be limited only to the medical use line. OWR will provide an area that is separate from the sales floor to allow for confidential consultation. Pursuant to 935 CMR 500.140(10), OWR will maintain a 35% patient supply reserve of the RMD's marijuana products, exclusively for patients registered under 105 CMR 725.000 if the retail location is licensed prior to OWR receiving its adult-use cultivation and processing and manufacturing license from the Commission.

At the point of sales, consumers will again present their proof of identification to the Sales Agent to verify the consumers age before the transaction is processed. Additionally, patients and caregivers must present their patient/caregiver Commission issued ID card and 2nd form of identification. The sales Agent will process the transaction through the POS system and also the Commissions interoperable database (Virtual Gateway or "VG").

OWR will not utilize software or other methods to manipulate or alter sales data in compliance with 935 CMR 500.140(5)(c). OWR will conduct a monthly analysis or its equipment and sales data to determine that no software has been installed that could be utilized to manipulate or alter sales data and that no other methodology has been employed to manipulate or alter sales data. OWR will maintain records that it has performed the monthly analysis and produce it upon request to the Commission. If OWR determines that software had been installed for the purpose of manipulation or alteration of sales data or other methods have been utilized to manipulate or alter sales data we will: disclose the information to the Commission; cooperate with the Commission in an investigation relative to data manipulation; and take other action as directed by the Commission to comply with the applicable regulations

OWR will employ separate accounting practices at the point-of-sale for marijuana and marijuana products sales, and non-marijuana sales, in accordance with 935 CMR 500.140(6)(f). OWR understands that the Commission and the Department of Revenue may audit and examine the point-of-sale system used by OWR in order to ensure compliance with Massachusetts tax laws and 935 CMR 500.000. Pursuant to 935 CMR 500.140(5)(b), OWR may utilize a sales recording module that has been approved by the Department of Revenue. As a collocated retailer OWR will maintain and provide to the Commission on a biannual basis accurate sales data collected by the licensee during the 6 months immediately preceding this application for the purpose of ensuring an adequate supply of marijuana and marijuana products under 935 CMR 50.140(10).

Pursuant to 935 CMR 500.140(8) OWR will make available education materials about marijuana products to consumers. OWR will ensure an adequate supply is available and offered in commonly utilized languages, including appropriate materials for the visually and hearing impaired. OWR will have these materials available to the Commission for inspection upon request. The educational material, at a minimum, will include: a warning that marijuana has not been analyzed or approved by the FDA, that there is limited information on side effects, that there may be health risks associated with using marijuana, and that it should be kept away from children; A warning that when under the influence of marijuana, driving is prohibited by M.G.L. c. 90, § 24, and machinery should not be operated; Information to assist in the selection of marijuana, describing the potential differing effects of various strains of marijuana, as well as various forms and routes of administration; Materials offered to consumers to enable them to track the strains used and their associated effects; Information describing proper dosage and titration for different routes of administration, emphasizing the use of the smallest amount and explaining potency of the

products; A discussion of tolerance, dependence, and withdrawal; Facts regarding substance abuse signs and symptoms, as well as referral information for substance abuse treatment programs; A statement that consumers may not sell marijuana to any other individual; Information regarding penalties for possession or distribution of marijuana in violation of Massachusetts law; and any other information required by the Commission.

Diversity Plan

Olde World Remedies, Inc. ("OWR") has a company-wide policy to create a diverse workforce that ensures equitable opportunity for all employees including minorities, woman, veterans and individuals that are disabled, LBGTQ or identify as non-normative sexual identities.

OWR's Diversity Plan has been created to ensure that our hiring practices create a diverse and inclusive organization. We believe this plan will promote a discrimination-free work environment allowing individuals to apply their life experiences and talents to support the goals of the company.

OWR's Diversity Plan is meant to be an evolving document designed to guide decisions and practices that ensure equitable opportunity. The Diversity Plan represents an initial approach to establish a comprehensive management plan with goals and measures for inclusion and diversity. The Diversity Plan will be evaluated and modified, when necessary, as our company grows and expands. We will conduct continuous and regular evaluations of the implementation of its goals and at any point will retool its policies and procedures in order to better accomplish the goals set out in this Diversity Plan.

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

Proposed Initiatives, Goals and Metrics

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

Proposed Initiative: As part of its hiring plan, OWR will set a goal of 50% for the hiring of women and 35% for the hiring of minorities, veterans, people with disabilities and people who are LBGTQ or identify as non-normative sexual identity with a goal to increase the number of individuals falling into these demographics working in the establishment. To achieve this goal, OWR will;

- Create gender-neutral job descriptions
- Recruit from state and local employment and staffing groups such as MassHire North Shore Career Center – Salem, MassHire Metro North Career Center – Chelsea, MassHire Downtown Boston Career Center and the Lynn Area Chamber of Commerce.
- Post hiring needs in diverse publications such as a variety of web-based recruitment platforms such as indeed.com and the Massachusetts LGBT Chamber of Commerce
- Participate in local hiring events and job fairs, including events held by the Massachusetts Cannabis Business Association (CBA).

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

To ensure that our workplace is an inclusive environment and to promote equity among our team, all hiring managers will undergo training to address bias and cultural sensitivity. This training will be completed by the hiring managers once provisionally licensed by the Commission and at least once annually thereafter.

Metrics and Evaluation: OWR will assess the demographics of its employees to see if it is meeting its goal of increasing diversity in these positions with a goal of having a workforce that is at least 50% women and 35% minorities, LGBTQ, persons with non-normative sexual identities, veterans, and persons with disabilities. OWR will annually analyze the staffing makeup and based upon the outcome of those analytics, determine what steps are necessary to further increase the diversity of OWR. OWR will assess and review its progress within a year of receiving its Final License from the Cannabis Control Commission for an adult-use marijuana establishment and then annually, thereafter. Based upon this annual review and in conjunction with the renewal of its license, OWR will be able to demonstrate to the Commission the success of this initiative

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

Proposed Initiative: To accomplish this goal, OWR will require annual cultural sensitivity training for all employees including specific training for employees in management positions. OWR will create a position of Diversity and Inclusion Manager who will be responsible for the implementation of this initiative. Employees will be asked to fill out annual engagement surveys which will elicit feedback on OWR's work environment. Employees will be able to provide feedback to OWR at any time through the use of an anonymous suggestion box outside management offices for any employee who wishes to leave a suggestion but remain anonymous when doing so. This box will remain locked, so any suggestions left inside cannot be tampered with.

Metrics and Evaluation: OWR will collect and consider the feedback from the surveys and exit interviews with a goal of having at least 90% of our employees describe OWR as a safe, accepting and respectful work environment. All comments and feedback will be documented and reviewed by senior management staff. The senior management staff, will identify the top 3-5 areas for improvement and, in collaboration with the OWR employees, develop goals (short and long term) on how to address those areas of development. This review of feedback and engagement surveys will enable OWR to demonstrate to the Commission the success of its progress upon the renewal of its license each year.

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

Proposed Initiative: To accomplish this goal, OWR will prioritize working with businesses in our supply chain and required ancillary services that are owned and/or managed by minority

groups; women, veterans, people with disabilities, LBGTQ and persons with non-normative sexual identities.

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

Annual Reporting

60 days prior to License Renewal Olde World Remedies will draft a comprehensive report that will be presented to the Commission for review during the License Renewal Process. This report will include the metrics outlined in the Programs outlined in this Plan along with an analysis of each Program and the success, or progress of each Programs goals.

Maintaining of Financial Records

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

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

OWR will conduct monthly sales equipment and data software checks and initiate reporting requirements for discovery of software manipulation as required by 935 CMR 500.140(6)(d). OWR will not utilize software or other methods to manipulate or alter sales data in compliance with 935 CMR 500.140(5)(c). OWR will conduct a monthly analysis or its equipment and sales data to determine that no software has been installed that could be utilized to manipulate or alter sales data and that no other methodology has been employed to manipulate or alter sales data. OWR will maintain records that it has performed the monthly analysis and produce it upon request to the Commission. If OWR determines that software had been installed for the purpose of manipulation or alteration of sales data or other methods have been utilized to manipulate or alter sales data we will: disclose the information to the Commission; cooperate with the Commission in an investigation relative to data manipulation; and take other action as directed by the Commission to comply with the applicable regulations. Pursuant to 935 CMR 500.140(6)(e), OWR will comply with 830 CMR 62C.25.1: *Record Retention* and DOR Directive 16-1 regarding recordkeeping requirements.

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

Personnel Policies

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

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

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

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

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

Qualifications and Training

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

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

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

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

Procedures for Quality Control and Testing of Product

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

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

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

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

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

All OWR agents whose job includes contact with marijuana or nonedible marijuana products is subject to the requirements for food handlers specified in 105 CMR 300.000: *Reportable Diseases, Surveillance, and Isolation and Quarantine Requirements.* All OWR agents working in direct contact with preparation of marijuana or nonedible marijuana products shall conform to sanitary practices while on duty, including personal cleanliness and thorough hand-washing.

The hand-washing facilities will be adequate and convenient with running water at a suitable temperature and conform with all requirements of 935 CMR 500.105(3)(b)(3).

OWR will provide sufficient space for placement of equipment and storage of materials as is necessary for the maintenance of sanitary operations, in accordance with 935 CMR 500.105(3)(b)(4). Litter and waste will be properly removed and disposed of and the operating systems for waste disposal shall be maintained in an adequate manner pursuant to 935 CMR 500.105(12). The floors, ceilings and walls will be constructed in a way that allows them to be adequately cleaned and in good repair. All contact surfaces, including utensils and equipment, shall be maintained in a clean and sanitary condition in compliance with 935 CMR 500.105(3)(b)(9). All toxic items shall be identified, held, and stored in a manner that protects against contamination of marijuana products.

Pursuant to 935 CMR 500.105(3)(b)(11), OWR's water supply will be sufficient for necessary operations able to meet our needs. The plumbing requirements of 935 CMR 500.105(3)(b)(12) will be met through adequate size and design and adequately installed and maintained to carry sufficient quantities of water to required locations throughout the OWR facility. OWR will also provide our employees with adequate, readily accessible toilet facilities that are maintained in sanitary condition and in good repair. All products that can support the rapid growth of undesirable microorganisms will be held in a manner that prevents the growth of these microorganisms.

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

Environmental media will be tested in compliance with the *Protocol for Sampling and Analysis of Environmental Media for Massachusetts Registered Medical Marijuana Dispensaries* published by the Department of Public Health pursuant to 935 CMR 500.160(1).
All testing results will be maintained by OWR for no less than one year in accordance with 935 CMR 500.160(3).

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

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

Record Keeping Procedures

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

OWR will also keep all waste disposal records as required by 500.105(12), including record keeping procedures. OWR will ensure that at least 2 Marijuana Establishment Agents witness and document how the marijuana waste is disposed or otherwise handled in accordance with 935 CMR 500.105(12). When the marijuana products or waste is disposed or handled, OWR will create and maintain a written or electronic record of the date, the type, and quantity disposed or handled, the manner of disposal or other handling, the location of the disposal or other handling, and the names of the Agents present during the disposal or handling, with their signatures. OWR will keep these records for at least 3 years.

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

Following the closure of the Marijuana Establishment, all records will be kept for at least two years at the expense of OWR and in a form and location acceptable to the Commission, pursuant to 935 CMR 500.105(9)(g). In accordance with 935 CMR 500.105(9), records of OWR will be available for inspection by the Commission upon request. OWR's records will be maintained in accordance with generally accepted accounting principles. OWR will have all required written records and available for inspection, including all written operating procedures as required by 935 CMR 500.105(1) and business records as outlined by 935 CMR 500.105(9)(e).

Restricting Access to Age 21 or Older

As a co-located adult use and medical use location, and pursuant to 935 CMR 500.140(3), upon entry into the premise of Olde World Remedies, Inc. ("OWR") by an individual, a OWR agent shall immediately inspect the individual's proof of identification. An individual shall not be admitted to the premise unless the retailer has verified that the individual is 21 years of age or older by offering proof of identification. If the individual is younger than 21 but at least 18 years of age, he or she shall not be admitted unless they produce an active medical registration card issued by the DPH. If the person holds an active medical card but is younger than 18, they must be accompanied by a personal caregiver with an active medical registration card. Proof of identification will also be required of personal caregivers.

OWR's management team is responsible for ensuring that all persons who enter the facility or are otherwise associated with the operations of OWR are 21 years of age or older. (except in the case of a Registered Qualifying Patient with the Massachusetts Medical Use of Marijuana Program in possible of a valid Program Identification from the Department of Public Health or the Cannabis Control Commission.)

To verify an individual's age, an OWR Agent must receive and examine from the individual one of the following authorized government issued ID cards: Massachusetts issued driver's license; Massachusetts issued ID card; Out-of-state driver's license or ID card (with photo); Passport; or U.S. Military ID. To verify the age of the individual the Agent will use an Age Verification Smart ID Scanner that will be supplied by OWR. If for any reason the identity of the customer or the validity of the ID is in question, the individual will not be granted access to the facility.

OWR will train all Retail and Security Agents on the verification and identification of individuals. All Agents will enroll in and compete the Responsible Vendor Training Program when it is available. This curriculum will include: Diversion prevention and prevention of sales to minors; and Acceptable forms of identification, including how to check identification, spotting false identification, provisions for confiscating fraudulent identifications, and common mistakes made in verification.

OWR will have limited access areas identified with clear signage designating the access point for authorized personnel only, pursuant to 935 CMR 500.110(4). Identification badges will be required to be worn at all times by OWR employees while at the facility or engaged in transportation. OWR will positively identify all individuals seeking access to the facility to limit access solely to individuals 21 years or age or older, (or Registered Qualifying Patients or personal caregivers.)

While at the facility or transporting marijuana for the facility all OWR Agents must carry their valid Agent Registration Card issued by the Commission. All OWR Agents are verified to be 21 years of age or older prior to being issued a Marijuana Establishment Agent card. All outside vendors, contractors and visitors shall be required to wear visitor badges prior to entering limited access areas and shall be displayed at all times. Visitors shall be logged in and out and be escorted while at the OWR facility. The visitor log will be available for inspection by the Commission at all times. All visitor badges will be returned to OWR upon exit.

The following individuals shall be granted immediate access to the facility: Representatives of the Commission in the course of responsibilities authorized by Chapter 334 of the Acts of 2016, as amended by Chapter 55 of the Acts of 2017 or 935 CMR 500.000; representatives of other state agencies in the Commonwealth; emergency responders in the course of responding to an emergency; and law enforcement personnel or local public health, inspectional services, or other permit-granting agents acting within their lawful jurisdiction.

All Limited Access areas will be clearly described by the filing of a diagram of the registered premises, as determined by the Commission, reflecting, where applicable, entrances and exits, walls, partitions, vegetation, flowering, processing, production, storage, disposal and retail sales areas. Access to Limited Access areas will be restricted to employees, agents or volunteers specifically permitted by OWR, agents of the Commission, state and local law enforcement and emergency personnel. All OWR employees will visibly display an employee identification badge issued by OWR at all times while OWR's Marijuana Establishments or transporting marijuana.

Separating Recreational from Medical Operations

Prior to receiving an adult-use cultivation and processing and manufacturing license from the Commission, and pursuant to 935 CMR 500.105(8), Olde World Remedies, Inc. ("OWR") will obtain marijuana and marijuana products from its cultivation and processing facility in Lynn, Massachusetts, which has been provisionally licensed as an RMD by the Department of Public Health and is compliant with all applicable laws and regulations pursuant to 935 CMR 501.000. OWR will sell marijuana products in its possession when it receives approval from the Commission to commence sales, pursuant to 935 CMR 500.105(8) and subject to the patient supply reserve in 935 CMR 500.140(10). As OWR will be cultivating, processing and selling marijuana products for both medical use and for adult use, OWR will create virtual separation of the products, pursuant to 935 CMR 500.105(8)(g). At the point of sale, OWR will designate whether the marijuana products are intended for sale for adult use or medical use through tracking methodology approved by the Commission under 935 CMR 500.000.

As a co-located adult use and medical use location, and pursuant to 935 CMR 500.140(3), upon entry of OWR premises by an individual, a OWR agent shall immediately inspect the individual's proof of identification. An individual shall not be admitted to the premise unless the retailer has verified that the individual is 21 years of age or older by offering proof of identification. If the individual is younger than 21 but at least 18 years of age, he or she shall not be admitted unless they produce an active medical registration card issued by the Commission. If the person holds an active medical card but is younger than 18, they must be accompanied by a personal caregiver with an active medical registration card. Proof of identification is also required.

A separate point of sale system will be in place for patients (non-taxed) and adult use patrons (taxed). Pursuant to 935 CMR 500.140(7) OWR shall provide for physical separation between medical and adult use sales areas. Separation will be provided by a temporary or semi- permanent physical barrier, such as a stanchion, that, in the opinion of the Commission, adequately separates sales areas of marijuana products for medical use from sales areas of marijuana products for adult use. OWR shall provide for separate lines for sales of marijuana products for medical use from marijuana products for adult use within the sales area, provided, however, that the holder of a medical registration card may use either line and shall not be limited only to the medical use line. OWR will provide an area that is separate from the sales floor to allow for confidential consultation.

OWR will adhere to all regulations regarding adequate patient supply in accordance with 935 CMR 500.140(10). As a collocated Marijuana Retailer, OWR shall ensure access to a sufficient quantity and variety of marijuana products, including marijuana, for patients registered pursuant to Massachusetts regulation. OWR will maintain and provide on a biannual basis accurate sales data collected during those six months for the purpose of ensuring an adequate supply of marijuana. Prior to being open for 6 months, OWR will reserve 35% of the RMD's marijuana products for patient supply. After OWR has been open for more than 6 months, we will maintain a quantity and variety of marijuana products for patients registered pursuant to Massachusetts law that is sufficient to meet the demand indicated by an analysis of sales data collected by OWR during the preceding six months in accordance with 935 CMR 500.104(6).

Marijuana products reserved for patient supply shall, unless unreasonably impracticable, reflect the actual types and strains of marijuana products documented during the previous six months. In the event that a substitution must be made, the substitution shall reflect the type and strain no longer available at our Marijuana Retailer as closely as possible. On a quarterly basis, OWR shall submit to the Commission an inventory plan to reserve a sufficient quantity and variety of marijuana products for registered patients, based on reasonably anticipated patient needs as documented by sales records over the preceding six months. On each occasion that the supply of any product within the reserved patient supply is exhausted and a reasonable substitution cannot be made, OWR shall submit a report to the Commission in a form determined by the Commission.

Marijuana products reserved by OWR for patient supply shall be either maintained on site at the retailer or easily accessible at another location operated by the licensee and transferable to the retailer location within 48 hours of notification that the onsite supply has been exhausted. OWR shall perform audits of patient supply available at our Lynn facility on a weekly basis and retain those records for a period of six months.

OWR recognizes that the Commission shall, consistent with 935 CMR. 500.300, inspect and audit collocated Marijuana Retailers to ensure compliance with this section. The Commission may, in addition to the issuance of a deficiency statement under 935 CMR 500.310 and a plan of correction under 935 CMR 500.320, demand that the Marijuana Establishment take immediate steps to replenish its reserved patient supply to reflect the amounts required under 935 CMR 500.140(10)(a). Failure to adequately address a deficiency statement or follow a plan of correction shall result in administrative action by the Commission pursuant to 935 CMR 500.450 and 500.500.

OWR may transfer marijuana products reserved for medical use to adult use within a reasonable period of time prior to the date of expiration provided that the product does not pose a risk to health or safety.

Plan for Positive Impact

INTENT

Cannabis prohibition has disproportionately impacted certain communities in Massachusetts. As the Commonwealth begins to embrace the adult-use cannabis industry in earnest, Olde World Remedies ("OWR") recognizes that it has a responsibility to contribute to the communities in which it does business and the surrounding areas in need. OWR will focus its time and resources on Lynn, which has been identified by the Commission as an area of disproportionate impact. OWR is fully committed to ensuring that it is making positive and lasting contributions to areas of disproportionate impact.

PURPOSE

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

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

At all times, OWR will adhere to the requirements set forth in 935 CMR 500.105(4) relative to the permitted and prohibited advertising, branding, marketing, and sponsorship practices of our marijuana establishment. Furthermore, any actions taken or programs instituted by the applicant will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.

INITIATIVES AND METRICS

OWR aims to implement the following initiatives to assist those communities that have been disproportionately impacted.

Proposed Initiative 1: OWR will make an anonymous, one-time donation of $50,000 to the City of Lynn for the construction of a new playground located in Ward 6 of the City. The City and OWR understand that the contribution must be anonymous and will adhere to the requirements set forth in 935 CMR 500.105(4) relative to the permitted ad prohibited advertising, brand, marketing and sponsorship practices of marijuana establishment. A letter from the City of Lynn Ward 6 Councilor confirming and accepting the contribution is attached to this Plan.

<u>Goal</u>: OWR will assist the City in the construction of the playground to improve the City of Lynn which has been identified as an area of disproportionate impact.

<u>Metrics</u>: OWR will maintain a record of the donation in order to show its success in meeting its outlined out to the Commission upon its annual renewal.

Proposed Initiative 2: OWR believes that the recreational cannabis industry in Massachusetts will drive economic growth for the state by increasing overall job creation and taxable revenue. OWR will work diligently to attract and hire local qualified talent residing in areas of disproportionate impact, including Lynn, those individuals with drug convictions children and spouses or individuals with drug convictions and individuals participating in the Commission-designed Social Equity Program (known collectively as the "Plan Population"). These individuals will be given priority in the hiring process for open positions of employment. Management of OWR will host community job fairs, at least one annually, in Lynn with the intent of garnering employment interest and applications from residents in areas of disproportionate impact. If permissible under 935 CMR 500.105(4)(b), management will post employment opportunity advertisements in Lynn newspapers, including the Lynn Item, and bulletin boards in local stores, places of worship, and City municipal buildings where permitted to attract a variety of local job applicant interest. OWR will adhere to the requirements set forth in 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of every Marijuana Establishment.

Goal: OWR hopes to attract individuals from areas of disproportionate in order to ensure inclusion in the legal cannabis industry. OWR's goal will be to hire 20% of our employees from the Plan Population. OWR will use the following tools to identify, recruit and hire employees:

- Recruit from state and local employment staffing groups such as MassHire North Shore Career Center; MassHire Metro North Career Center; and MassHire Downtown Boston Career Center.
- Post hiring needs on a variety of web-based recruitment platforms such as indeed.com and Lynn MA Classifieds (https://lynn-ma.cityads.us/).
- Participate in local hiring events including events held by the Massachusetts Cannabis Business Association.
- Attend community group meetings in and around Lynn, at least two annually, to introduce OWR and address our existing hiring needs to attract a diverse array of individuals.

Metrics: OWR will track the number of community job fairs attended in Lynn and the number of employees hired that are from areas of disproportionate impact in Lynn or are considered populations disproportionately impact by marijuana prohibition with a goal of reaching 35%. These records will allow OWR to demonstrate progress toward its goals to the Commission upon the annual renewal of its license. These metrics will be outlined in a comprehensive report that will be completed 60 days prior to our annual license renewal with the Commission.

Proposed Initiative 3: OWR will commit to provide employees with paid time to participate in a neighborhood clean-up initiative that serves identified areas of disproportionate impact. OWR will participate in the annual Lynn Earth Day neighborhood clean-up. OWR will also host a neighborhood clean-up of its own, once annually.

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

Metrics: OWR will maintain records of each employee who participates in the neighborhood clean-up program and the number of hours contributed by each employee, with a goal of a total of 50 hours of volunteer time contributed by OWR employees. OWR will then solicit feedback from each employee to learn about their experiences and determine whether adjustments should be made in the future with regards to this program.

ANNUAL REPORTING

Sixty days prior to license renewal Olde World Remedies will draft a comprehensive report that will be presented to the Commission for review during the License Renewal Process. This report will include the metrics outlined in the Programs outlined in this Plan along with an analysis of each Program and the success, or progress of each Programs goals.

CONCLUSION

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

City of Lynn, Massachusetts

Lynn City Council

COMMITTEE ON:
Budget
Economic and Workforce Development
Housing and Elderly Affairs
Licensing
Ordinance and Rules
Veterans

Frederick W. Hogan
Councilor Ward Six

July 2, 2019

Olde World Remedies, Inc.
Attn: Alan Rothenberg
50 Congress Street, Suite 420
Boston, MA 02109

Dear Olde World Remedies, Inc.,

This letter hereby serves as written confirmation of Olde World Remedies, Inc.'s ("OWR") commitment of a one-time $50,000 contribution to the City of Lynn for the construction of a new playground in Ward 6. The City of Lynn recognizes that OWR is a medical and adult-use marijuana company seeking a license for a Retail Marijuana Establishment in the City of Lynn. To that end, LCHC is happy to accept the contribution by OWR.

The City of Lynn greatly appreciates your company's willingness to dedicate funds in support of continued efforts to provide additional resources to the people of Lynn. We understand and acknowledge that the contribution will be forthcoming upon the Cannabis Control Commissions' issuance of a Lynn Retail Marijuana Establishment license to OWR confirmation via license approval that our partnership meets OWR's Plan for Positive Impact requirements.

We look forward to the City of Lynn and OWR having a long-term relationship that helps continue to move Lynn in a positive direction.

Sincerely,

Frederick W. Hogan
Councilor Ward Six

FWH/

17 LaGrange Terrace, Lynn, MA 01902 (781) 581-1496
City Council Office, City Hall, Lynn, MA 01901 (781) 586-6740
Frederick.Hogan@lynnma.gov