



Massachusetts Cannabis Control Commission

Independent Testing Laboratory

General Information:

License Number: IL281279
Original Issued Date: 11/05/2020
Issued Date: 11/05/2020
Expiration Date: 11/05/2021

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: ProVerde Laboratories, Inc.

Phone Number: 617-221-3356
Email Address: Chris.Hudalla@ProVerdeLabs.com

Business Address 1: 420 Fortune Blvd.	Business Address 2:
Business City: Milford	Business State: MA
	Business Zip Code: 01757
Mailing Address 1: 420 Fortune Blvd.	Mailing Address 2:
Mailing City: Milford	Mailing State: MA
	Mailing Zip Code: 01757

CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Not a DBE

PRIORITY APPLICANT

Priority Applicant: no
Priority Applicant Type: Not a Priority Applicant
Economic Empowerment Applicant Certification Number:
RMD Priority Certification Number:

RMD INFORMATION

Name of RMD:
Department of Public Health RMD Registration Number:
Operational and Registration Status:
To your knowledge, is the existing RMD certificate of registration in good standing?:
If no, describe the circumstances below:

PERSONS WITH DIRECT OR INDIRECT AUTHORITY

Person with Direct or Indirect Authority 1

Percentage Of Ownership: 37	Percentage Of Control: 30
Role: Owner / Partner	Other Role:

First Name: Christopher Last Name: Hudalla 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: Percentage Of Control: 10
Role: Executive / Officer Other Role:
First Name: James Last Name: Roush Suffix:
Gender: Male User Defined Gender:
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French), Some Other Race or Ethnicity
Specify Race or Ethnicity:

Person with Direct or Indirect Authority 3

Percentage Of Ownership: Percentage Of Control: 10
Role: Manager Other Role:
First Name: Corey Last Name: Aldoupolis Suffix:
Gender: Male User Defined Gender:
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)
Specify Race or Ethnicity:

Person with Direct or Indirect Authority 4

Percentage Of Ownership: 2 Percentage Of Control: 10
Role: Manager Other Role:
First Name: I-Jen Last Name: Chen Suffix:
Gender: Male User Defined Gender:
What is this person's race or ethnicity?: Asian (Chinese, Filipino, Asian Indian, Vietnamese, Korean, Japanese)
Specify Race or Ethnicity:

Person with Direct or Indirect Authority 5

Percentage Of Ownership: 37 Percentage Of Control: 10
Role: Owner / Partner Other Role:
First Name: Dorian Last Name: Des Lauriers 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 6

Percentage Of Ownership: 3 Percentage Of Control: 10
Role: Manager Other Role:
First Name: Mark Last Name: Durfee Suffix:
Gender: Male User Defined Gender:
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)
Specify Race or Ethnicity:

Person with Direct or Indirect Authority 7

Percentage Of Ownership: 7 Percentage Of Control: 10

Date generated: 12/03/2020

Role: Board Member Other Role:

First Name: Peter Last Name: Ianuzzi 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 8

Percentage Of Ownership: 1 Percentage Of Control: 5

Role: Board Member Other Role:

First Name: Timonthy Last Name: Sheehan 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 9

Percentage Of Ownership: 1 Percentage Of Control: 5

Role: Board Member Other Role:

First Name: Jay Last Name: Zimmerman Suffix:

Gender: Male User Defined Gender:

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

Specify Race or Ethnicity:

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

No records found

CLOSE ASSOCIATES AND MEMBERS

No records found

CAPITAL RESOURCES - INDIVIDUALS

No records found

CAPITAL RESOURCES - ENTITIES

No records found

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

Business Interest in Other State 1

Business Interest of an Owner or the Marijuana Establishment: Business Interest of the Marijuana Establishment

Owner First Name: Owner Last Name: Owner Suffix:

Entity Legal Name: ProVerde Laboratories, Inc. Entity DBA: ProVerde Laboratory

Entity Description: Marijuana testing facility

Entity Phone: 617-221-3356 Entity Email: info@proverdelabs.com Entity Website:

Entity Address 1: 220 Industrial Way Entity Address 2:

Entity City: Portland Entity State: ME Entity Zip Code: 04103 Entity Country: USA

Entity Mailing Address 1: 220 Industrial Way Entity Mailing Address 2:

Entity Mailing City: Portland Entity Mailing State: ME Entity Mailing Zip Code: 04103 Entity Mailing Country: USA

DISCLOSURE OF INDIVIDUAL INTERESTS

No records found

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 420 Fortune Blvd.

Establishment Address 2:

Establishment City: Milford

Establishment Zip Code: 01757

Approximate square footage of the Establishment: 16000

How many abutters does this property have?: 3

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

HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Certification of Host Community Agreement	Host Community Agreement Certification.pdf	pdf	5eb042a45c6c422d41afa42e	05/04/2020
Community Outreach Meeting Documentation	Community Outreach Meeting Attestation Form2.pdf	pdf	5eb043955c6c422d41afa438	05/04/2020
Plan to Remain Compliant with Local Zoning	Plan to Remain Zone Compliant.pdf	pdf	5eefa14611b1427aed09851f	06/21/2020

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	ProVerde Disproportionate Impact Plan_200703.pdf	pdf	5f0217998a595d6c102592bd	07/05/2020

ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Owner / Partner

Other Role:

First Name: Dorian

Last Name: Des Lauriers Suffix:

RMD Association: Not associated with an RMD

Background Question: no

Individual Background Information 2

Role: Owner / Partner

Other Role:

First Name: Christopher

Last Name: Hudalla Suffix:

RMD Association: Not associated with an RMD

Background Question: no

Individual Background Information 3

Role: Manager

Other Role:

First Name: I-Jen Last Name: Chen Suffix:

RMD Association: Not associated with an RMD

Background Question: no

Individual Background Information 4

Role: Manager Other Role:

First Name: Mark Last Name: Durfee Suffix:

RMD Association: Not associated with an RMD

Background Question: no

Individual Background Information 5

Role: Executive / Officer Other Role:

First Name: James Last Name: Roush Suffix:

RMD Association: Not associated with an RMD

Background Question: no

Individual Background Information 6

Role: Manager Other Role:

First Name: Corey Last Name: Aldoupolis Suffix:

RMD Association: Not associated with an RMD

Background Question: no

Individual Background Information 7

Role: Board Member Other Role:

First Name: Peter Last Name: Ianuzzi Suffix:

RMD Association: Not associated with an RMD

Background Question: no

Individual Background Information 8

Role: Board Member Other Role:

First Name: Timothy Last Name: Sheehan Suffix:

RMD Association: Not associated with an RMD

Background Question: no

Individual Background Information 9

Role: Board Member Other Role:

First Name: Jay Last Name: Zimmerman Suffix:

RMD Association: Not associated with an RMD

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 Incorporation-ProVerde	pdf	5b64545f4e62492d8f343599	08/03/2018

	Labs.pdf			
Bylaws	By-laws - Pro Verde Laboratories.pdf	pdf	5bd7301bd84f77046ceec67d	10/29/2018
Secretary of Commonwealth - Certificate of Good Standing	200310_Commonwealth of MA_Certificate of Good Standing.pdf	pdf	5e68cbe2f63398441bbc0a64	03/11/2020
Department of Revenue - Certificate of Good standing	200310_Mass Dept of Revenue Certificate of Good Standing.pdf	pdf	5e68ed17f63398441bbc0a97	03/11/2020

No documents uploaded

Massachusetts Business Identification Number: 461857722

Doing-Business-As Name: ProVerde Laboratories, Inc.

DBA Registration City: Milford

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan for Liability Insurance	200311_COI ProVerde Laboratories Inc MA.pdf	pdf	5e6a85d04a895743f3a6c660	03/12/2020
Business Plan	Business Plan 200413.pdf	pdf	5e94af84b014bf38e46cfa13	04/13/2020
Proposed Timeline	Timeline - 200621.pdf	pdf	5eefa3b6bda1197ad793b2e6	06/21/2020

LABORATORY CERTIFICATION

Certifying Body: Perry Johnson Laboratory Accreditation **ISO 17025 Accreditation Certificate Number:** 80585

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Prevention of diversion	Prevention of Diversion - 200330.pdf	pdf	5e861bd2172cbc3545975833	04/02/2020
Dispensing procedures	Dispensing Procedures - 200331.pdf	pdf	5e861c04f0445c357cb0710e	04/02/2020
Separating recreational from medical operations, if applicable	Separating recreational from medical operations - 200403.pdf	pdf	5e87a7301cdd2e3910a52e37	04/03/2020
Personnel policies including background checks	Personnel Policies Including Background Check_200621.pdf	pdf	5eefab3857a0a16c3195d4fc	06/21/2020
Maintaining of financial records	Maintaining of Financial Records_200620.pdf	pdf	5eefae13a075ed6c1b9097df	06/21/2020
Restricting Access to age 21 and older	Restricting Access to Age 21 and Older - 200621.pdf	pdf	5eefb1755a7aee7aa4897851	06/21/2020
Qualifications and training	Qualifications and Training 200621.pdf	pdf	5eefc28ed1a4246bfac266d2	06/21/2020
Storage of marijuana	Storage of Marijuana - 200628.pdf	pdf	5ef8c6421807fa7aabfdc4d4	06/28/2020
Inventory procedures	Inventory Procedures - 200628.pdf	pdf	5ef8ccf46dc9337ae20f4569	06/28/2020
Record Keeping procedures	Record Keeping Procedures 200628.pdf	pdf	5ef8d377b0062b7ac1b0ca7a	06/28/2020
Quality control and testing	Quality Control and Testing 200629.pdf	pdf	5efaac7e1807fa7aabfdc91f	06/29/2020
Transportation of marijuana	Transportation of Marijuana - 200628.pdf	pdf	5efb35e68a595d6c1025866f	06/30/2020

Security plan	Security Plan - 200628.pdf	pdf	5efb35f2d1a4246bfac27df4	06/30/2020
Diversity plan	Diversity Plan 200706.pdf	pdf	5f03787f72a76f6c05999598	07/06/2020

ATTESTATIONS

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

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

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

Notification: I Understand

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

I 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

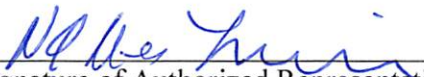
Monday From: 7:00 AM	Monday To: 11:30 PM
Tuesday From: 7:00 AM	Tuesday To: 11:30 PM
Wednesday From: 7:00 AM	Wednesday To: 11:30 PM
Thursday From: 7:00 AM	Thursday To: 11:30 PM
Friday From: 7:00 AM	Friday To: 11:30 PM
Saturday From: Closed	Saturday To: Closed
Sunday From: Closed	Sunday To: Closed

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).

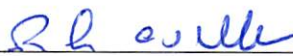
Applicant

I, DORIAN DES LAURIERS, (*insert name*) certify as an authorized representative of PROVERDE LABORATORIES, INC. (*insert name of applicant*) that the applicant has executed a host community agreement with TOWN OF MILFORD (*insert name of host community*) pursuant to G.L.c. 94G § 3(d) on October 17, 2018 (*insert date*).


Signature of Authorized Representative of Applicant

Host Community

I, Richard A. Villani, Town Admin, (*insert name*) certify that I am the contracting authority or have been duly authorized by the contracting authority for TOWN OF MILFORD (*insert name of host community*) to certify that the applicant and TOWN OF MILFORD (*insert name of host community*) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on September 20, 2018 (*insert date*).


Signature of Contracting Authority or
Authorized Representative of Host Community

Community Outreach Meeting Attestation Form

Instructions

Community Outreach Meeting(s) are a requirement of the application to become a Marijuana Establishment (ME) and Medical Marijuana Treatment Center (MTC). 935 CMR 500.101(1), 500.101(2), 501.101(1), and 501.101(2). The applicant must complete each section of this form and attach all required documents as a single PDF document before uploading it into the application. If your application is for a license that will be located at more than one (1) location, and in different municipalities, applicants must complete two (2) attestation forms – one for each municipality. Failure to complete a section will result in the application not being deemed complete. Please note that submission of information that is “misleading, incorrect, false, or fraudulent” is grounds for denial of an application for a license pursuant to 935 CMR 500.400(2) and 501.400(2).

Attestation

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

1. The Community Outreach Meeting was held on the following date(s):
2. At least one (1) meeting was held within the municipality where the ME is proposed to be located.
3. At least one (1) meeting was held after normal business hours (this requirement can be satisfied along with requirement #2 if the meeting was held within the municipality and after normal business hours).



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

a. Date of publication:

b. Name of publication:

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

a. Date notice filed:

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

a. Date notice(s) mailed:

7. The applicant presented information at the Community Outreach Meeting, which at a minimum included the following:
- The type(s) of ME or MTC to be located at the proposed address;
 - Information adequate to demonstrate that the location will be maintained securely;
 - Steps to be taken by the ME or MTC to prevent diversion to minors;
 - A plan by the ME or MTC to positively impact the community; and
 - Information adequate to demonstrate that the location will not constitute a nuisance as defined by law.
8. Community members were permitted to ask questions and receive answers from representatives of the ME or MTC.



Name of applicant:

Name of applicant's authorized representative:

Signature of applicant's authorized representative:



ATTACK

From Page A1

timetable for the removal of the approximately 2,000 U.S. troops.

The attack, which also wounded three U.S. troops, was the deadliest assault on U.S. troops in Syria since American forces went into the country in 2015.

The dead included a number of fighters with the Syrian Democratic Forces, who have fought alongside the Americans against the Islamic State, according to officials and the U.K.-based Syrian Observatory for Human Rights.

U.S. Central Command said one of the civilians killed was a Defense Department employee and the other was a contractor.

The attack prompted new complaints about the withdrawal and underscored Pentagon assertions that IS is still a threat and capable of deadly attacks.

In a Dec. 19 tweet announcing the withdrawal, Trump said, “We have defeated ISIS in Syria, my only reason for being there during the Trump Presidency.” He said the troops would begin coming home “now.” That plan triggered immediate pushback from military leaders, including the resignation of the defense secretary.

Over the past month, however, Trump and others



Acting Secretary of Defense Patrick Shanahan speaks at the beginning of Wednesday’s meeting at the Pentagon about U.S. troops killed in an explosion while conducting a routine patrol in Syria. [CAROLYN KASTER/THE ASSOCIATED PRESS]

have appeared to adjust the timeline, and U.S. officials have suggested it will likely take several months to safely withdraw American forces from Syria.

Not long after the attack on Wednesday, Vice President Mike Pence repeated claims of the Islamic State’s defeat. Speaking at the State Department, Pence said the “caliphate has crumbled” and the militant network “has been defeated.” Later in the day he released a statement condemning the attack but affirming the withdrawal plan.

“As we begin to bring our troops home, the American

people can be assured, for the sake of our soldiers, their families, and our nation, we will never allow the remnants of ISIS to re-establish their evil and murderous caliphate - not now, not ever.”

Others, however, immediately pointed to the attack as a reason to reverse or adjust the withdrawal plan.

Sen. Lindsey Graham, a Trump backer and prominent voice on foreign affairs on Capitol Hill, said during a committee hearing Wednesday he is concerned that Trump’s withdrawal announcement had emboldened the Islamic State and

creating dangerous uncertainty for American allies.

“I know people are frustrated, but we’re never going to be safe here unless we are willing to help people over there who will stand up against this radical ideology,” he said.

Rep. Elissa Slotkin, D-Mich., said the attack demonstrates the lethal capability of IS and “the fact that it happened in Manbij, probably the single most complicated area of Syria, demonstrates that the president clearly doesn’t understand the complexity of the problem.”

Manbij is the main town

on the westernmost edge of Syrian territory held by the U.S.-backed Syrian Kurds, running along the border with

Turkey. Mixed Kurdish-Arab Syrian forces liberated Manbij from IS in 2016 with help from the U.S.-led coalition.

SOLAR

From Page A1

Russell said they’re working with Industria Engineering in Hopkinton to finalize a potential design.

“It’s fairly substantial,” he said. “You’re going to know it’s there.”

The latest project is located at 1061 Upper Union Street, and will consist of 3,600 panels The lot is about 142.5 acres, but 111 acres are already

occupied by trees and other wooded areas.

The solar panels, Russell said, will take up about 35 acres of that land, having roughly 100 panels per acre. The energy from the panels, he said, will go directly into the power supply at National Grid.

A big concern, Russell said, is in determining where the buffer zone is between conservation land and the proposed solar array.

“One of the things that has to be ascertained as part of this permit is (determining) exactly

where the buffer zone is,” Russell said.

Wetlands around the area where the paneling is proposed to be placed is protected by a buffer zone of 100 feet. The project, he said, will disturb about 29,000 square feet of that buffer.

The buffer, he said, is not only to make sure preservation needs are met, but to ensure that there is proper stormwater drainage off the panels. Russell said that the buffer won’t change, staying at 100 feet, but the permit they’re

seeking will allow workers to work within it, without disturbing wetlands.

The project is going to bleed into that 100-foot buffer that touches protected land. Russell said that if the project is approved, the town will be putting in fencing to cordon off the area, as well as place foundations for the solar panels.

Scott Calzolaio can be reached at scalzolaio@wickedlocal.com or 508-734-0389. Follow him on Twitter @ScottCaz

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for January 25th, 2019 at 6:00pm at 420 Fortune Blvd, Milford, MA, 01757. The proposed Marijuana Testing Laboratory is anticipated to be located at 420 Fortune Blvd, Milford, MA, 01757. The meeting is open to the public and there will be an opportunity for the public to ask questions.

Please note: Medical and/or Recreational Marijuana is available in Massachusetts, however, it is still illegal under Federal Law. Medical and/or Recreational marijuana is not available to individuals under the age of 21. ProVerde Laboratories, Inc. currently operates at the aforementioned address under the Medical Marijuana Program and has a Massachusetts Department of Health State License #Lab1001.

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Balcony from \$1099pp
13-14 Nt. Caribbean Cruises from Boston from \$1149pp

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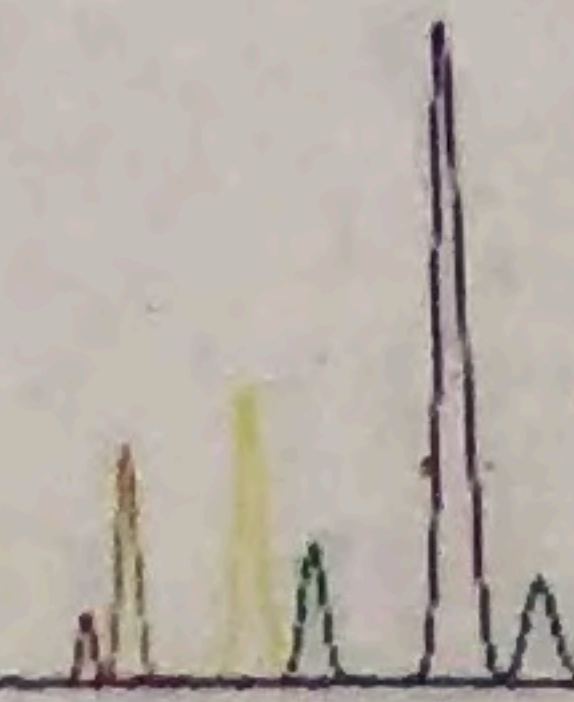


2018 NCL Northeast Partner of the Year!

1-800-498-7245
BostonBermuda.com



Advertised rates are per person, based on double occupancy and applicable to specific sailings. Offer is capacity controlled and subject to change at any time. Kids Sail Free on Select dates and is capacity controlled and may be withdrawn at any time. ©2017 NCL CORPORATION LTD. Ships' Registry: Bahamas and United States of America.



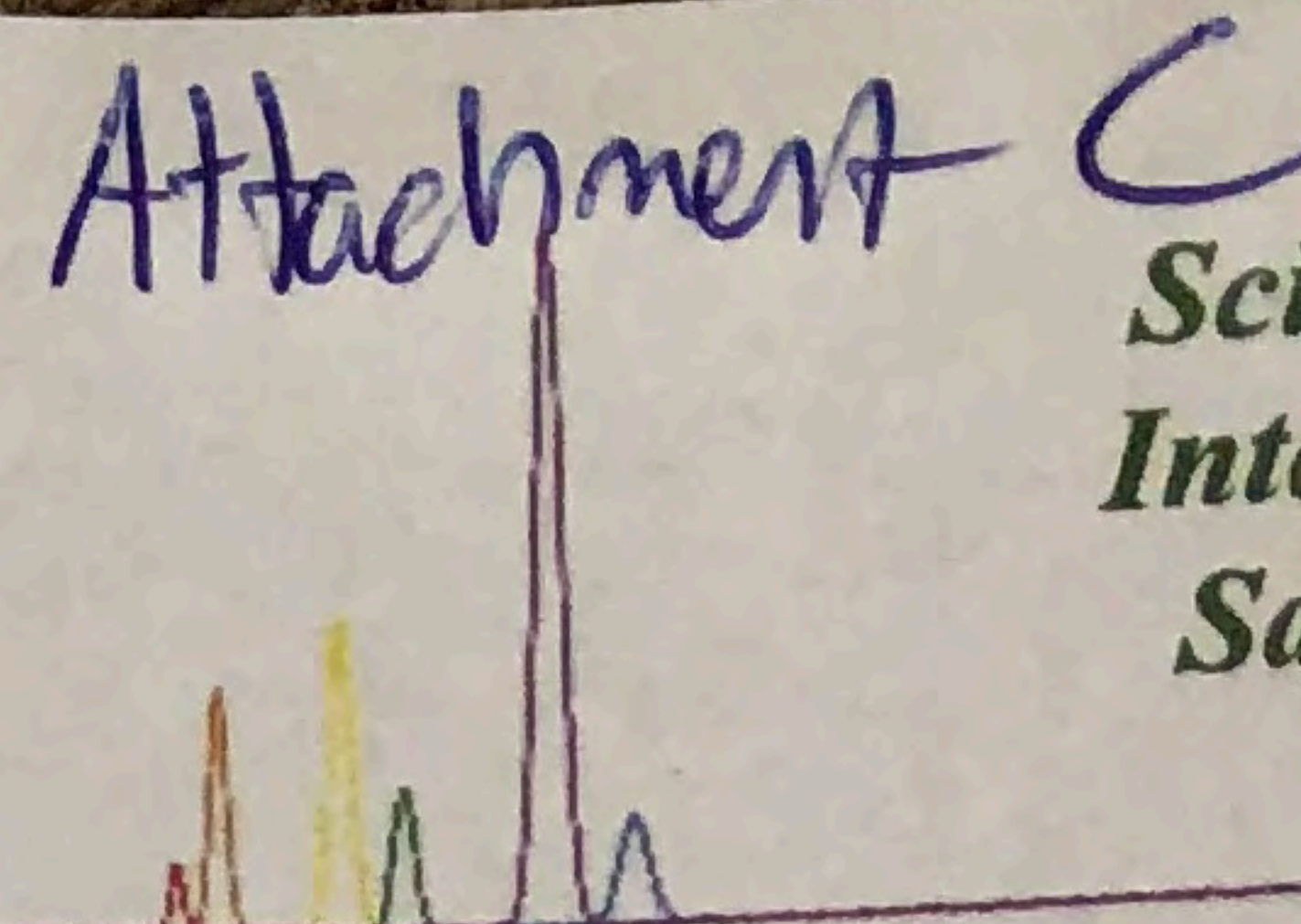
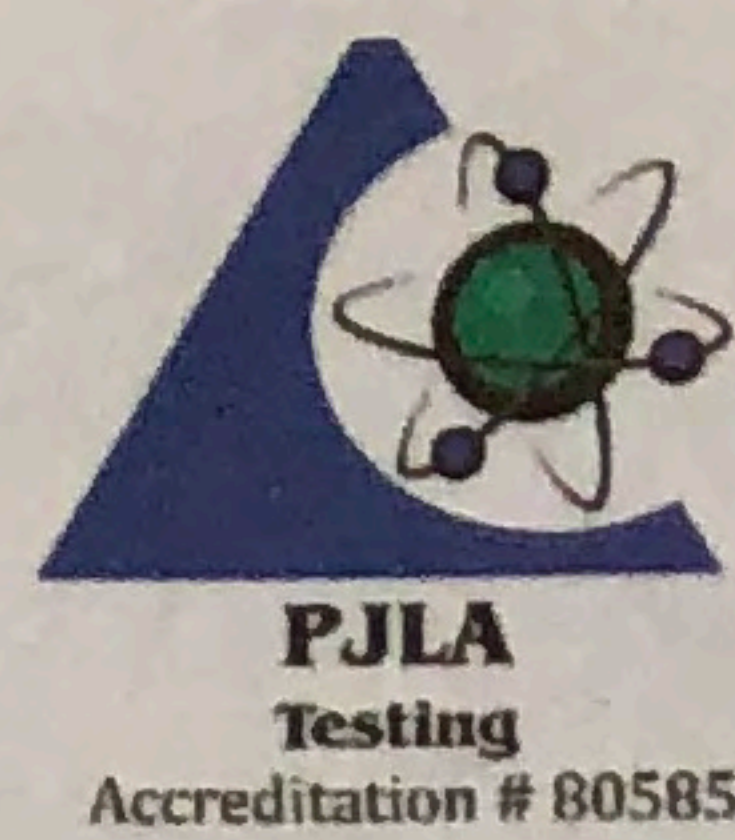
*Science
Integrity
Safety*

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RECEIVED
TOWN CLERK'S OFFICE
2019 JAN 17 PM 2:32
MILFORD, MASS



PROVERDE
LABORATORIES
analytical testing services



*Science
Integrity
Safety*

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for January 25th, 2019 at 6:00pm at 420 Fortune Blvd, Milford, MA, 01757. The proposed Marijuana Testing Laboratory is anticipated to be located at 420 Fortune Blvd, Milford, MA, 01757. The meeting is open to the public and there will be an opportunity for the public to ask questions. Please note: Medical and/or Recreational Marijuana is available in Massachusetts, however, it is still illegal under Federal Law. Medical and/or Recreational marijuana is not available to individuals under the age of 21. ProVerde Laboratories, Inc. currently operates at the aforementioned address under the Medical Marijuana Program and has a Massachusetts Department of Health State License #Lab1001.

	MASSACHUSETTS ADULT USE TESTING APPLICATION	Issued by: Chris Hudalla Effective: 12/1/2019 Page 1 of 1
	PLAN TO REMAIN ZONE COMPLIANT	

Purpose

The purpose of this plan is to ensure the laboratory operation maintains compliance with local zoning ordinances.

Plan and Reference Documents

The plan is as follows:

ProVerde management has reviewed the regulations detailed in 935 CMR 500.101 (1) and (2), and understand the requirements for remaining compliant with local licensing for Adult Use marijuana. The current related information is presented below:

The Town of Milford zoning by-laws include provisions for a Marijuana Establishment for testing non-medical marijuana and the products derived therefrom to be permitted in the Highway Industrial zone (IB) if it was licensed or registered by the Commonwealth of Massachusetts and approved to operate in the Town of Milford prior to July 1, 2017 as a Marijuana Testing Facility as defined under Massachusetts law. ProVerde Laboratories has been registered as a Marijuana Testing Facility in Milford with the State of Massachusetts prior to this date, and the laboratory location is currently zoned as Highway Industrial (IB). ProVerde's established operation in this zone is "by right", with no special permit required.

The premises leased by ProVerde Laboratories is licensed in accordance with Massachusetts General Laws, Chapter 148, Section 13, granted for the lawful use of the building. ProVerde has also been issued a permit from the Milford Fire Department, in accordance with the MFD inspection and approval 527 CMR 9.00, NFPA 30, 780 CMR.

ProVerde Laboratories is also registered with the Department of Public Health as an Independent Testing Laboratory, in accordance with the provisions of Chapter 369 of the Acts of 2012, and 105 CMR 725.000, to operate in the current facility.

ProVerde management will continue to work with local planning and zoning authorities to be aware of changes that may impact ProVerde's testing operation; however, there are no current action items and no changes anticipated in 2020.

	MASSACHUSETTS ADULT USE TESTING APPLICATION	Issued by: Chris Hudalla Effective: 6/28/2020 Page 1 of 3
	PLAN TO POSITIVELY IMPACT AREAS OF DISPROPORTIONATE IMPACT	

Overview

ProVerde Laboratories, Inc. is dedicated to serving and supporting the areas around it, including Walpole, Massachusetts. This town was classified as an area of disproportionate impact in the Commission's *Guidance for Identifying Areas of Disproportionate Impact*. Marijuana-related organizations have an obligation to promote the well-being of the communities they serve, particularly those that have had historically high rates of arrest, conviction, and incarceration related to marijuana crimes. It is ProVerde's intention to be a contributing, positive force in areas of disproportionate impact and to assist in changing the perception of these areas.

Communities for Planned Positive Impact and Plan Goals

In compliance with the Commission's interpretation of 935 CMR 500.101(1)(a), ProVerde's plan will positively impact residents of the community of Walpole, which has been designated among the "areas disproportionate impact," as designated by the Commission. Specifically, ProVerde's goals will be to

- Provide time and assistance to our communities of disproportionate impact by having at least 25% of our employees who work at least 30 hours per week provide eight (8) hours of service time per year at a specified organization. The selected organization addresses the collateral consequences of disproportionate enforcement, such as access to educational programs in Walpole, MA.
- Donate a minimum of \$250 on an annual basis to an organization that address the collateral consequences of disproportionate enforcement, such as access to educational programs in Walpole.

Positive Impact Plan Programs

The Chief Scientific Officer (CSO) will administer the Plan to Positively Impact Areas of Disproportionate Impact (the "Plan"). The CSO will be responsible for ensuring that ProVerde continues to meet its commitment to provide support to the endeavors that make positive contributions to areas of disproportionate impact. The CSO will foster philanthropic partnerships in the community to implement and enhance the Plan.

ProVerde will look to build relationships in areas of disproportionate impact by working with nonprofit organizations that are located in these communities. The closest area of disproportionate impact to ProVerde's Milford location is Walpole, Massachusetts (15.1 miles).

ProVerde will foster positive relationships with communities of disproportionate impact through providing employees to participate in service hours or days.

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	PLAN TO POSITIVELY IMPACT AREAS OF DISPROPORTIONATE IMPACT	

At least once per quarter, the CSO will make available a list of potential service days to eligible employees. In addition to volunteer service activity, a minimum of \$250 will be donated on an annual basis. ProVerde's CSO has identified and established a relationship to meet its goals with the following organization in Walpole, MA that works to address collateral consequences of disproportionate impact, such as access to educational programs:

- Walpole Recreation Center – Smiling Eyes Scholarship Program
 - The Recreation Center mission is to improve the quality of life in the community for residents of every age group and interest level.
 - ProVerde donation funds will be directed to the *Smiling Eyes Scholarship* program, which assists eligible Walpole families in enrolling their child(ren) in town-sponsored educational and recreational programs.

The identified organization has sent written correspondence to ProVerde certifying the acceptance of our donation.

Measurement and Accountability

In order to confirm that ProVerde is accomplishing the intended positive impact goals, the company will track the following measurement and accountability metrics:

- Management will meet at least once annually (first meeting no later than one-year after provisional licensing) to assess community impact goals of donations and service days and document in an annual report
- In assessing the goals and their impact, the following data will be collected
 - The number of additional organizations ProVerde contacted for donations and service days
 - The written responses from each organization
 - Service days:
 - A list of all potential service days from each organization collected by the CSO that were made available to employees
 - The number of employees who participated in each specific day of service at the organizations
 - The percentage of eligible employees who took part in a day of service with the goal of 80% employee participation
 - Donations:
 - Currently a goal of \$250 annual minimum to the Walpole Recreation Center – Smiling Eyes Scholarship Program

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Upon review of the annual data, management may make recommendations to modify the Plan in order to improve ProVerde's ability to assist areas of disproportionate impact.

Acknowledgments

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

Elizabeth Nye

From: Brendan Croak <bcroak@walpole-ma.gov>
Sent: Wednesday, February 26, 2020 11:32 AM
To: Elizabeth Nye
Subject: Re: Request to Donate to the Walpole Recreation Center

Elizabeth

Please let this email serve as confirmation of acceptance of ProVerde Laboratories, Inc. annual donation of \$250 to the Smiling Eyes Scholarship program. **Please make sure that *Smiling Eyes Scholarship Donation* is listed in the "memo" field of the check.**

Check can be made payable to:

Town of Walpole

135 School Street
Walpole, MA 02081
Attn: Recreation Department

Brendan Croak, *Recreation Director*
Town of Walpole

135 School Street | Walpole, MA 02081 | 508.660.6353
www.WalpoleRec.com

From: Elizabeth Nye <enye@proverdelabs.com>
Subject: Request to Donate to the Walpole Recreation Center
Date: February 14, 2020 at 1:36:17 PM EST
To: "recreation@walpole-MA.gov" <recreation@walpole-MA.gov>

Hello,

Thank you for speaking with me over the phone yesterday. As discussed, I represent ProVerde Laboratories, Inc. We are an analytical testing laboratory that conducts research and generates safety/informational data for the cannabis and hemp industry.

We are participating in a positive impact program to donate funds to a geographic area that has been identified as having a historically high rate of arrest, conviction, and incarceration related to marijuana crimes. Walpole, Massachusetts has been identified as one of these areas by the Cannabis Control Commission, and so ProVerde Laboratories, Inc. has selected your community to donate to.

The work of the Walpole Recreation center has stood out to us and we are particularly impressed with the positive impact that the Smiling Eyes Scholarship program has made on Walpole families. We would like to donate \$250 annually to your program.

Please advise the best route to send our donation. If you have any questions, please do not hesitate to ask.

Thank you,

Elizabeth R. Nye, Ph.D.

Director of Laboratory Operations

617-221-3356 ext. 204

enye@proverdelabs.com

ProVerde Laboratories, Inc.

420 Fortune Boulevard

Milford, MA 01757-1722

www.ProVerdeLabs.com

NOTICE: This message and any attachments are intended only for the use of their addressee and may contain confidential information belonging to ProVerde Laboratories, Inc. If you are not the intended recipient, you are hereby notified that any reading, dissemination, distribution, or copying of this message, or any attachment, is strictly prohibited. If you have received this message in error, please notify the original sender immediately and delete this message, along with any attachments

When writing or responding, please remember that the Secretary of State's Office has determined that email is a public record.



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$250.00

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

Articles of Organization

(General Laws, Chapter 156D, Section 2.02; 950 CMR 113.15)

Federal Employer Identification Number: 461857722 (must be 9 digits)

ARTICLE I

The exact name of the corporation is:

ProVerde Laboratories, Inc.

ARTICLE II

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

Laboratory testing, analysis, processing, research, development and consulting

ARTICLE III

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

Class of Stock	Par Value Per Share Enter 0 if no Par	Total Authorized by Articles of Organization or Amendments		Total Issued and Outstanding
		Num of Shares	Total Par Value	
CNP	\$0.00000	10,000	\$0.00	10,000

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

ARTICLE IV

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

ARTICLE V

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

ARTICLE VI

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

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

ARTICLE VII

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

Later Effective Date: Time:

ARTICLE VIII

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

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

Name: DORIAN DES LAURIERS
No. and Street: 101 Constitution Blvd Ste D
City or Town: Franklin State: MA Zip: 02038 Country: USA

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

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
President	Dorian Des Lauriers	101 Constitution Blvd Ste D Franklin, MA 02038 USA
Director	Dorian Des Lauriers	101 Constitution Blvd Ste D Franklin, MA 02038 USA
Treasurer	Dorian Des Lauriers	101 Constitution Blvd Ste D Franklin, MA 02038 USA
Secretary	Dorian Des Lauriers	101 Constitution Blvd Ste D Franklin, MA 02038 USA

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

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

Laboratory operations

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

No. and Street: 101 Constitution Blvd Ste D
City or Town: Franklin State: MA Zip: 02038 Country: USA

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

No. and Street: 101 Constitution Blvd Ste D
City or Town: Franklin State: MA Zip: 02038 Country: USA
which is

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

Filer's Contact Information

(Enter a contact name, mailing address, and email and/or phone number.)

Contact Name: KIMBERLY SULLIVAN

Business Name: LYNCH ASSOCIATES

No. and Street: 10 Liberty Square 5th Floor

City or Town: Boston

State: MA

Zip: 02109

Country: USA

Contact Phone: (617) 574-3399 ext:

Contact Email: ksullivan@lynchassociates.net

Please provide an email address to receive an expedited response from the Corporations Division.

If the filing is rejected for any reason, you will be contacted. If no email address is provided, correspondence from the Division will be sent by mail.

Signed this 25 Day of January, 2013 at 4:12:26 PM by the incorporator(s). *(If an existing corporation is acting as incorporator, type in the exact name of the business entity, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said business entity and the title he/she holds or other authority by which such action is taken.)*

Dorian Des Lauriers



Name reservation request form

Required fields are marked with an asterisk (*)

* Business name requested:	ProVerde labs, inc.		
* Name of requestor:	dorian des lauriers		
Requestor phone number:	(888) 443-6867		
Firm name:			
Firm address:	101 constitution blvd. suite D		
Firm City, State, Zip code:	franklin	Massachusetts	02038
* Date of initial request:	01-09-2013		
* Check/Voucher number:	5247	* Amount:	\$ 30.00
* User ID:	BB	* Office code:	Boston

[Clear data entry fields](#)[Reserve business name](#)[Back to Work Queue](#)

2013 JAN -9 AM 11:06

BY-LAWS
OF
PRO VERDE LABORATORIES, INC.

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ARTICLE I

SHAREHOLDERS

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

Section 2. Special Meetings. Special meetings of the shareholders may be called by the President or by the Directors, and shall be called by the Secretary, or in case of the death, absence, incapacity or refusal of the Secretary, by another officer, if the holders of at least 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.

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

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

Section 5. Waiver of Notice. A shareholder may waive any notice required by law, the Articles of Organization, or these Bylaws before or after the date and time stated in the notice. The waiver shall be in writing, be signed by the shareholder entitled to the notice, and be delivered to the Corporation for inclusion with the records of the meeting. A shareholder's attendance at a meeting: (a) waives objection to lack of notice or defective notice of the meeting, unless the shareholder at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and (b) waives objection to consideration of a particular

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

Section 6. Quorum.

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

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

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

Section 8. Action at Meeting. If a quorum of a voting group exists, favorable action on a matter, other than the election of Directors, is taken by a voting group if the votes cast within the group favoring the action exceed the votes cast opposing the action, unless a greater number of

affirmative votes is required by law, or the Articles of Organization, these Bylaws or a resolution of the Board of Directors requiring receipt of a greater affirmative vote of the shareholders, including more separate voting groups. Directors are elected by a plurality of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present. No ballot shall be required for such election unless requested by a shareholder present or represented at the meeting and entitled to vote in the election.

Section 9. Action without Meeting by Written Consent.

(a) Action taken at a shareholders' meeting may be taken without a meeting if the action is taken either: (1) by all shareholders entitled to vote on the action; or (2) to the extent permitted by the Articles of Organization, by shareholders having not less than the minimum number of votes necessary to take the action at a meeting at which all shareholders entitled to vote on the action are present and voting. The action shall be evidenced by one or more written consents that describe the action taken, are signed by shareholders having the requisite votes, bear the date of the signatures of such shareholders, and are delivered to the Corporation for inclusion with the records of meetings within 60 days of the earliest dated consent delivered to the Corporation as required by this Section. A consent signed under this Section has the effect of a vote at a meeting.

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

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

Section 11. Meetings by Remote Communications. Unless otherwise provided in the Articles of Organization, if authorized by the Directors: any annual or special meeting of shareholders need not be held at any place but may instead be held solely by means of remote

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

Section 12. Form of Shareholder Action.

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

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

Section 13. Shareholders List for Meeting.

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

(b) The shareholders list shall be available for inspection by any shareholder, beginning two business days after notice is given of the meeting for which the list was prepared and continuing through the meeting: (1) at the Corporation's principal office or at a place

identified in the meeting notice in the city where the meeting will be held; or (2) on a reasonably accessible electronic network, provided that the information required to gain access to such list is provided with the notice of the meeting. If the meeting is to be held solely by means of remote communication, the list shall be made available on an electronic network.

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

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

ARTICLE II

DIRECTORS

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

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

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

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

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

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

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

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

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

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

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

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

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

Section 13. Action at Meeting. If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present is the act of the Board of Directors. A Director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is considered to have assented to the action taken unless: (a) he or she objects at the beginning of the meeting, or promptly upon his or her arrival, to holding it or transacting business at the meeting; (b) his or her dissent or abstention from the action taken is entered in the minutes of the meeting; or (c) he or she delivers written notice of his or her dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation

immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

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

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

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

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

Section 18. Standard of Conduct for Directors.

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

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

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

Section 19. Conflict of Interest.

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

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

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

(3) the transaction was fair to the Corporation.

(b) For purposes of this Section, and without limiting the interests that may create conflict of interest transactions, a Director of the Corporation has an indirect interest in a transaction if: (1) another entity in which he or she has a material financial interest or in which he or she is a general partner is a party to the transaction; or (2) another entity of which he or she

is a director, officer, or trustee or in which he or she holds another position is a party to the transaction and the transaction is or should be considered by the Board of Directors of the Corporation.

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

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

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

ARTICLE III

MANNER OF NOTICE

All notices hereunder shall conform to the following requirements:

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

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

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

(d) Written notice by electronic transmission, if in comprehensible form, is effective: (1) if by facsimile telecommunication, when directed to a number furnished by the shareholder for the purpose; (2) if by electronic mail, when directed to an electronic mail address furnished by the shareholder for the purpose; (3) if by a posting on an electronic network together with separate notice to the shareholder of such specific posting, directed to an electronic mail address furnished by the shareholder for the purpose, upon the later of (i) such posting and (ii) the giving of such separate notice; and (4) if by any other form of electronic transmission, when directed to the shareholder in such manner as the shareholder shall have specified to the Corporation. An affidavit of the Secretary or an Assistant Secretary of the Corporation, the transfer agent or other agent of the Corporation that the notice has been given by a form of electronic transmission shall, in the absence of fraud, be prima facie evidence of the facts stated therein.

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

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

ARTICLE IV

OFFICERS

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

Section 2. Appointment. The officers shall be appointed by the Board of Directors. A duly appointed officer may appoint one or more officers or assistant officers if authorized by the Board of Directors. Each officer has the authority and shall perform the duties set forth in these

Bylaws or, to the extent consistent with these Bylaws, the duties prescribed by the Board of Directors or by direction of an officer authorized by the Board of Directors to prescribe the duties of other officers.

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

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

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

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

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

Section 8. Treasurer. The Treasurer shall, subject to the direction of the Directors, have general charge of the financial affairs of the Corporation and shall cause to be kept accurate books of accounts. He or she shall have custody of all funds, securities, and valuable documents of the Corporation, except as the Directors may otherwise provide. The Treasurer shall perform such duties and have such powers additional to the foregoing as the Directors may designate.

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

Section 10. Standards Of Conduct For Officers. An officer shall discharge his or her duties: (a) in good faith; (b) with the care that a person in a like position would reasonably exercise under similar circumstances; and (c) in a manner the officer reasonably believes to be in the best interests of the Corporation. In discharging his or her duties, an officer, who does not have knowledge that makes reliance unwarranted, is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or

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

ARTICLE V

PROVISIONS RELATING TO SHARES

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

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

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

without certificates, the Corporation shall send the shareholder a written statement of the information required by the MBCA to be on certificates.

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

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

ARTICLE VI

CORPORATE RECORDS

Section 1. Records to be Kept.

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

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

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

(ii) its Bylaws or restated Bylaws and all amendments to them currently in effect;

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

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

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

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

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

Section 2. Inspection of Records by Shareholders.

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

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

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

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

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

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

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

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

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

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

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

Section 3. Scope of Inspection Right.

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

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

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

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

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

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

ARTICLE VII

INDEMNIFICATION

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

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

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

"Disinterested Director", a Director who, at the time of a vote or selection referred to in Section 4 of this Article, is not (i) a party to the proceeding, or (ii) an individual having a familial, financial, professional, or employment relationship with the Director whose indemnification or advance for expenses is the subject of the decision being made, which relationship would, in the circumstances, reasonably be expected to exert an influence on the Director's judgment when voting on the decision being made.

"Expenses", includes counsel fees.

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

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

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

Section 2. Indemnification of Directors and Officers.

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

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

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

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

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

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

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

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

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

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

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

Section 5. Notification and Defense of Claim; Settlements.

(a) In addition to and without limiting the foregoing provisions of this Article and except to the extent otherwise required by law, it shall be a condition of the Corporation's obligation to indemnify under Section 2 of this Article (in addition to any other condition

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

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

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

Section 7. Application of this Article.

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

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

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

(d) Each person who is or becomes a Director or officer shall be deemed to have served or to have continued to serve in such capacity in reliance upon the indemnity provided for in this Article. All rights to indemnification under this Article shall be deemed to be provided by a contract between the Corporation and the person who serves as a Director or officer of the Corporation at any time while these 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.

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

ARTICLE VIII

FISCAL YEAR

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

ARTICLE IX

AMENDMENTS

(a) The power to make, amend or repeal these Bylaws shall be in the shareholders. If authorized by the Articles of Organization, the Board of Directors may also make, amend or repeal these Bylaws in whole or in part, except with respect to any provision thereof which by virtue of an express provision in the MBCA, the Articles of Organization, or these Bylaws, requires action by the shareholders.

(b) Not later than the time of giving notice of the meeting of shareholders next following the making, amending or repealing by the Board of Directors of any Bylaw, notice stating the substance of the action taken by the Board of Directors shall be given to all

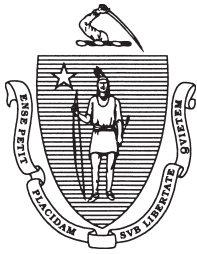
shareholders entitled to vote on amending the Bylaws. Any action taken by the Board of Directors with respect to the Bylaws may be amended or repealed by the shareholders.

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

(d) A 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.

(e) 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 authorized pursuant to subsection (a).

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



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

William Francis Galvin
Secretary of the
Commonwealth

Date: March 09, 2020

To Whom It May Concern :

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

PROVERDE LABORATORIES, INC.

is a domestic corporation organized on **January 25, 2013** , 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.

A handwritten signature in blue ink that reads "William Francis Galvin".

Secretary of the Commonwealth

Certificate Number: 20030194780

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

Processed by: tad



mass.gov/dor

CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



PROVERDE LABORATORIES INC
420 FORTUNE BLVD
MILFORD MA 01757-1722

Why did I receive this notice?

The Commissioner of Revenue certifies that, as of the date of this certificate, PROVERDE LABORATORIES 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



CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY)
03/11/2020

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

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

PRODUCER Prime Star Insurance Services 417 Arden Avenue, Suite #108 Glendale, California 91203 Office: 818.476.5000	CONTACT NAME: Andy Shahnazaryan PHONE (A/C, No, Ext): 818.476.5000 FAX (A/C, No): 818.241.4080 E-MAIL ADDRESS: andy@primestarin.com
INSURED ProVerde Laboratories, Inc. 420 Fortune Blvd. Milford MA 01757	INSURER(S) AFFORDING COVERAGE INSURER A: Falls Lake Fire & Casualty Insurance Company INSURER B: Falls Lake Fire & Casualty Insurance Company INSURER C: INSURER D: INSURER E: INSURER F:

COVERAGES **CERTIFICATE NUMBER:** **REVISION NUMBER:**

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

INSR LTR	TYPE OF INSURANCE	ADDL SUBR INSR WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS		
A	GENERAL LIABILITY ☒ COMMERCIAL GENERAL LIABILITY ☐ CLAIMS-MADE ☒ OCCUR GEN'L AGGREGATE LIMIT APPLIES PER: ☒ POLICY ☐ PRO-JECT ☐ LOC	N	N	FLF-MA-PK-00765-01	10/13/2019	10/13/2020	EACH OCCURRENCE	\$ 1,000,000
	DAMAGE TO RENTED PREMISES (Ea occurrence)						\$ 50,000	
	MED EXP (Any one person)						\$ 1,000	
	PERSONAL & ADV INJURY						\$ 1,000,000	
	GENERAL AGGREGATE						\$ 2,000,000	
	PRODUCTS - COMP/OP AGG						\$ Excluded	
	Liability Deductible						\$ 2,500	
	COMBINED SINGLE LIMIT (Ea accident)						\$	
	BODILY INJURY (Per person)						\$	
	BODILY INJURY (Per accident)						\$	
PROPERTY DAMAGE (Per accident)	\$							
	UMBRELLA LIAB ☐ OCCUR EXCESS LIAB ☐ CLAIMS-MADE DED ☐ RETENTION \$ ☐						EACH OCCURRENCE	\$
							AGGREGATE	\$
								\$
	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH) If yes, describe under DESCRIPTION OF OPERATIONS below Y/N ☐ N/A						WC STATU-TORY LIMITS	OTH-ER
							E.L. EACH ACCIDENT	\$
							E.L. DISEASE - EA EMPLOYEE	\$
							E.L. DISEASE - POLICY LIMIT	\$
B	Business Personal Property	N	N	FLF-MA-PK-00765-01	10/13/2019	10/13/2020	\$1,600,000 Property Limit \$2,500 Property Deductible	

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (Attach ACORD 101, Additional Remarks Schedule, if more space is required)

Testing of Cannabis Products - Laboratory --

Certificate of Liability Insurance.

CERTIFICATE HOLDER

CANCELLATION

Certificate of Liability Insurance

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.

AUTHORIZED REPRESENTATIVE
Andy Shahnazaryan

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	PROVERDE BUSINESS PLAN SUMMARY	

1. Executive Summary

ProVerde Laboratories (PVL) is a start-up company committed to providing the most accurate, precise and true analytical test results in support of producers and consumers of cannabis and cannabis-based products.

1.1 Objectives

ProVerde Laboratories is strongly committed to providing analytical testing services that meet or exceed customer expectations. To accomplish this, Quality has been incorporated into all aspects of our business assuring the highest value and confidence for our customers, employees and shareholders.

Our quality systems are designed to have a meaningful impact on our business while meeting statutory and regulatory requirements.

Quality is the responsibility of every employee within the ProVerde Laboratories organization. Our organization, management and staff demonstrates our commitment to quality by monitoring and maintaining the effectiveness of our quality systems, with a philosophy of continuous improvement throughout all levels

1.2 Market Segment

ProVerde Laboratories has identified multiple market segments which can benefit from analytical testing and research services. ProVerde is currently providing analytical services to the Massachusetts Medical Marijuana producers, and is in pursuit of licensure to provide testing for the Adult Use Marijuana cultivators, producers and dispensaries.

1.3 Services

ProVerde Laboratories offers comprehensive analytical and research services for the cannabis industry.

Analytical Testing services include:

- Cannabinoid Profiling
- Terpene Profiling
- Moisture Analysis
- Water Activity Measurements
- Human Health Risk Testing
 - Pesticides
 - Heavy Metal
 - Residual solvents
 - Vitamin E acetate
 - Mycotoxins (Afla- and Ochratoxin)
 - Microbial contaminants
 - Total yeast & mold
 - Total aerobic bacteria

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	PROVERDE BUSINESS PLAN SUMMARY	

- Total coliform bacteria
- Total enterobacteriaceae
- Pathogenic *E.coli* and *Salmonella*

Research services include:

- Unknown compound screening
- Particle characterization (particle size and zeta potential measurement)
- Stability Testing (shelf-life studies)
- Species specific microbial testing

2. Company Summary

ProVerde Laboratories has been formed as a C-Corp., registered in the State of Massachusetts, governed by a 5-member Board of Directors. ProVerde Laboratories has leased laboratory space at 420 Fortune Blvd, in Milford, Massachusetts. This building has approximately 16,000 sq. ft. of office and laboratory space. An additional satellite laboratory has been established at 220 Industrial Way, in Portland, Maine to serve the medical marijuana and hemp testing needs for the State of Maine.

2.1 Corporate Ownership

ProVerde Laboratories is a closely held company, founded by Dorian Des Lauriers and Christopher Hudalla. As founding partners, they currently maintain a combined 74% equity share of the company. Staff and family account for an additional 9% of corporate equity, with the remainder divided among a group of investors, with the largest single share of approximately 7% of total equity.

2.2 Summary of Instrumentation and Equipment

ProVerde Laboratories was incorporated in 2013, and has acquired the following instrumentation for the provision of services:

- UltraPerformance Liquid Chromatography (UPLC) systems for cannabinoid analysis (6x)
- TripleQuad Mass Spectrometers with UPLC inlet for pesticide analysis (3x)
- Liquid GC/MS/MS for the analysis of pesticides
- Liquid-GC/MS for the analysis of terpenes and terpenoids
- Liquid GC/FID for the compliance testing
- Head-space GC/MS for the analysis of volatiles (residual solvents)
- Head-space GC/FID for the analysis of volatiles (solvents and terpenes)
- Inductively Coupled Plasma Mass Spectrometer (ICPMS) for analysis of elemental constituents
- UltraPerformance Convergence Chromatographic (UPC²) system for analysis of cannabinoids
- Automated Most Probable Number system (TEMPO) for the analysis of bacteria, yeast & mold
- Automated Enzyme Linked Fluorescence Assay (ELFA) for analysis of pathogenic bacteria
- PathogenDx MicroArray qPCR for the analysis of microbial species
- Vicam Fluorometer for the analysis of mycotoxins
- Dynamic Light Scattering (DLS) system for the analysis of suspended particle size
- Electrophoretic Mobility (EM) system for the analysis of suspended particle surface charge

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	PROVERDE BUSINESS PLAN SUMMARY	

- Water Activity meter for the analysis of moisture and water activity
- Agilent automated sample prep bench (2x)
- CEM microwave digester for sample preparation prior to ICPMS
- Spex Geno Grinder for sample grinding and preparation
- Analytical balances (14x) for sample weighing
- Centrifuge (2x) and micro-centrifuge (3x)
- Vacuum oven and drying ovens (2x)
- Incubators (5x) for microbiological evaluations
- Environmental chambers (3x) for stability studies

3. Management Summary

Mr. Dorian Des Lauriers (CEO) received a Bachelor's degree in Economics and Business Management from Ripon College in Ripon, Wisconsin. He is an Entrepreneur with 30 years of business experience, including the founding of Des Lauriers Municipal Solutions and Des Lauriers & Associates, one of the largest land surveying companies in Massachusetts. As part of Municipal Solutions, the GeoTMS software platform was created as a solution to automate permitting for municipalities for Building Planning, Conservation, Zoning, Fire, Licensing, DPW and Health Departments. The success of Des Lauriers & Associates was, in large part, due to the automation of business processes, including the development of a web-based customer portal for providing comprehensive Geographic Information System (GIS) consulting.

Mr. Des Lauriers has been active in local community and business organizations, including Chairman of the Board of a regional Chamber of Commerce, and was the Founding Director of the 495 Corridor Commission. He was also a founding member of Citizens for Responsible Patient Care, a Massachusetts-based patient advocacy group for access to medical cannabis.

Dr. Christopher Hudalla (CSO) is a Ph.D. analytical chemist with more than 30 years of research experience in analytical chemistry, spectroscopy and chromatographic method development. He is recognized worldwide as an expert in the field of traditional Reverse Phase Liquid, Supercritical Fluid and Convergence Chromatography and an active leader in the development and implementation of the UltraPerformance Convergence Chromatography instrumentation. Dr. Hudalla received his M.S. and Ph.D. from the University of California at Santa Barbara and was a Postdoctoral Fellow at the Eppley Institute for Cancer Research within the University of Nebraska Medical Center.

He relocated to Milford Massachusetts where he spent 14 years with Waters Corporation, as a senior chemist within their chemistry Research and Development division and later in the customer applications support group. In 2013, he partnered with Dorian Des Lauriers to found ProVerde Laboratories, where he currently serves as Chief Scientific Officer. ProVerde is among the first laboratories in the U.S. to receive an ISO 17025 accreditation that specifically governs medical cannabis testing. Dr. Hudalla plays an integral part in providing clients operating in the Medical Marijuana and hemp industries the ability to deliver new products and product formulations that meet the highest standards for quality, consistency, safety and labeling. Dr. Hudalla has delivered presentations all over the world in his areas of expertise, including analytical testing and research specific to medical cannabis and serves on the Cannabis Expert Panel with the United States Pharmacopeia (USP).

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	PROVERDE BUSINESS PLAN SUMMARY	

Mr. James Roush (CTO) is a cannabis scientist, environmental scientist, analytical chemist, and small business owner with 23 years of experience in commercial and research laboratories. He is the CTO of ProVerde Laboratories, owner of Cakebread Consulting LLC and has worked for ProVerde Laboratories, Inc., 908 Devices, Inc., SGS Accutest, META Environmental, Inc., Battelle, and ESS Laboratories over the course of his career. His experience includes business management; laboratory and project management; application development; hardware design, service, and repair; analytical research; expert interpretation of chemical data used in forensic investigations; chemistry based litigation support; and sample analysis for a wide range of organic contaminants including pesticides, cannabinoids, terpenes & terpenoids, residual solvents, petroleum hydrocarbons, PCBs, and herbicides in plant material, tinctures, edibles, water, sediment, soil, NAPL, and tissue samples. Mr. Roush is also experienced with cannabis, soil, groundwater, sediment, NAPL, and soil vapor sampling techniques.

Mr. Corey Aldoupolis (Laboratory Manager) is a cannabis scientist, environmental scientist, and analytical chemist with 19 years of experience in commercial laboratories. He is the Supervisor of ProVerde Laboratories and has worked for ProVerde Laboratories, Inc., Nitto Denko Avecia, Entegris Inc., Accutest of New England, and Alpha Analytical Labs over the course of his career. His experience includes laboratory management; analytical research and method development; and sample analysis for a wide range of organic contaminants including, cannabinoids, terpenes & terpenoids, residual solvents, petroleum hydrocarbons, and PCBs in plant material, tinctures, edibles, water, air, sediment, soil, and tissue samples. Mr. Aldoupolis is also experienced with cannabis, soil, groundwater, sediment, soil and air sampling techniques.

4. Market Analysis

The primary focus of ProVerde Laboratories is to ensure consumer safety as it pertains to the consumption and use of cannabis and derivative products. Founded in 2013, ProVerde was one of the first laboratories in Massachusetts to provide analytical testing services to the State registered Medical Marijuana dispensaries as well as to State registered Medical Marijuana patients and caregivers. ProVerde is currently in pursuit of licensure to provide these same analytical services to the Adult Use Marijuana program within the State of Massachusetts.

ProVerde has also provided analytical services to farmers, producers and consumers of hemp and hemp-derived consumer products. As part of these services, ProVerde has been awarded a contract from the State of Maine to provide regulatory compliance testing for hemp cultivation. To facilitate this testing, ProVerde has established a satellite testing facility in Portland, Maine, operating under the same Quality Management System as the parent laboratory in Milford, Massachusetts.

4.1 Competition and Testing Patterns

In Massachusetts, there are currently three other laboratories that offer testing services for the marijuana market. Only two of those laboratories are currently licensed for testing of Adult Use products. With the growing number of cultivation, production and dispensing operations coming on-line, analytical testing has become a bottleneck for products reaching consumers, with increased testing turn-around times that have led to frustration in the market place. ProVerde's entry into the

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	PROVERDE BUSINESS PLAN SUMMARY	

Adult Use cannabis testing market will provide additional testing capacity available for cultivators, producers, and retailers leading to an overall reduction in testing turn-around times, and a corresponding reduction in time to market for consumer products.

4.2 Competitive Edge

ProVerde Laboratories' competitive edge is based on the application of cutting edge instrumentation and science, as applied to cannabis analytics and provision of basic research services. ProVerde's technical staff have over 100 years of combined, cumulative laboratory experience, encompassing multiple analytical disciplines as applied to a variety of traditional analytical testing market segments, including the environmental, pharmaceutical and clinical arenas.

ProVerde has also taken a strong position in consumer education, with the presentation of webinars and seminars focused on cannabis safety and analytics, both at industry specific venues as well as at technical chemistry symposia and conferences. Through this exposure, ProVerde has garnered a global reputation for quality analytics as they pertain to cannabis.

Customer service has been a strong focus for ProVerde activities, as we strive to provide not only analytical data for the industry, but knowledge as our final product. The knowledge provided to ProVerde clients is crucial in optimizing production activities, and minimizing production losses due to contamination and manufacturing inefficiencies.

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	SEPARATING RECREATIONAL FROM MEDICAL OPERATIONS	

ProVerde Laboratories, Inc. is currently licensed for testing of Medical Marijuana. Pursuit and addition of adult use testing to our current operation would have no impact on testing procedures, analytical methods, or reporting requirements. No separation of workflows are required.

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	PERSONNEL POLICIES INCLUDING BACKGROUND CHECKS	

Purpose

The purpose of this plan is to ensure that ProVerde takes proper measures to verify that all employees are 21 years of age or older, have never been convicted in the Commonwealth of distribution of controlled substances to minors or a like offense in another jurisdiction, and be suitable for registration in accordance with 935 CMR 500.800 and 500.802. ProVerde management has reviewed the regulations detailed in 935 CMR 500.105, and understand the requirements for personnel policies. The current related information is presented below:

Plan and Reference Documents

This plan is defined in the following document(s). The documents in their entirety may be requested if required.

ProVerde management has reviewed the regulations detailed in 935 CMR 500.105, and understand the requirements for personnel policies. The current related information is presented below:

1. [ProVerde Laboratories Employee Handbook](#)
2. [SP-03 Personnel and Training](#)
3. [WI-03-01 Employee Background Check Procedures](#)
4. [Employment agreement](#)

The plan specific excerpt(s) are as follows:

1. During pre-employment interviewing process, candidate is informed the purpose of ProVerde Laboratories and the requirement for the candidate to be 21 and over. Also, a background check may be performed upon commencement of employment.
2. Candidate is encouraged to disclose any criminal offenses that may disqualify the candidate from working at ProVerde Laboratories, such as never having been convicted in the Commonwealth of Massachusetts of distribution of controlled substances to minors or a like offense in another jurisdiction.
3. Upon commencement of employment, the employee is required to provide documentation to indicate the employee's eligibility to work legally in the United States, including the requirement to be 21 years or older. See Employee Handbook 3.13 Employment Eligibility.

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	PERSONNEL POLICIES INCLUDING BACKGROUND CHECKS	

4. If required by CCC regulations for the specific position, the employee is asked to complete a background check which consists of a Criminal Offender Record Information (CORI) check as well as a Background Investigation, both of which are performed by Creative Solutions, Inc. of Mansfield, MA.
5. Upon successful completion of the background check, the employee is eligible to continue with the employment. An unsuccessful background check will cause the employee to be terminated.
6. Prior to commencement of employment, employees are required to sign an employment agreement in which they acknowledge:
 - a. That ProVerde is an alcohol, smoke and drug-free workplace
 - b. That employee agrees to ProVerde's confidentiality policy, including the secure protection of client personal/corporate information, financial information and analytical test results.
 - c. The policy for dismissal of any employee or agent who has diverted marijuana, engaged in unsafe practices, or has been convicted or entered a guilty plea for a felony charge of distribution of a drug to a minor.

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	MAINTAINING OF FINANCIAL RECORDS	

Purpose

This document describes the management and security of financial records, including all ProVerde and external client specific documents and transactions. ProVerde management has reviewed the regulations detailed in 935 CMR 500.101, and understand the requirements for maintenance of financial records. The current related information is presented below:

Plan and Reference Documents

This plan is defined in the following document(s). The documents in their entirety may be requested if required.

1. [Client Confidentiality Policy \(SP-17 Ethics and Data Integrity\)](#)
2. [ProVerde's Order Tracking System](#)
3. [Sage Accounting and Business Management Software](#)
4. [3rd Party Backup and Security of Financial Data Server](#)
5. [Payment Card Industry \(PCI\) Compliance plan](#)

The plan specific excerpt(s) or summary plan information are as follows:

Client Confidentiality

ProVerde maintains a strict policy regarding client confidentiality that is defined in ProVerde Quality Systems document SP-17 Ethics and Data Integrity, Section 4 and works to protect all client's information including names, addresses, and financial information. All ProVerde employees that have access to client information are trained and signed off on an agreement to protect all confidential information.

Order Tracking Software

All ProVerde testing activities are tracked through the custom designed and maintained software suite identified as the ProVerde Order Tracking System. Fees for testing are tabulated and transferred to a 3rd party accounting software platform (Sage), for invoicing and payment collection.

Maintenance of Financial Data

ProVerde employs the Sage Accounting software suite to accept input from the ProVerde Order Tracking System and generate ledger entries. The received data is used to generate invoices for clients

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	MAINTAINING OF FINANCIAL RECORDS	

as well as to perform budgeting activities and reporting functionality. Only approved ProVerde financial staff and management have access to the Sage software. All systems are password controlled.

Financial Record Maintenance

ProVerde maintenance of financial records is to include all records pertaining to:

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

Server Backup and Security

ProVerde has contracted with RetroFit Technologies (Retrofit) in Milford, MA, a firm that specializes in information technology security, to provide a cloud-based Backup and Disaster Recovery (BDR) Plan. ProVerde's financial data storage server is included in the BDR system and is required to be backed up by the PCI Compliance plan. The Financial server, where all financial records are stored, is backed up in its entirety and is completely recoverable within minutes of a hardware, software, or natural disaster. In addition, Retrofit provides a remote managed Security Information and Event Management (SIEM)

Service that actively monitors ProVerde's network for malicious activity, unauthorized intrusions, file theft, and any other targeted disruption of financial data.

	MASSACHUSETTS ADULT USE TESTING APPLICATION	Issued by: Chris Hudalla Effective: 12/1/2019 Page 1 of 1
	RESTRICTING ACCESS TO AGE 21 AND OLDER	

Purpose

The purpose of this document is to describe ProVerde's procedures for verifying that a person entering ProVerde's laboratory is at least 21 years of age. ProVerde management has reviewed the regulations detailed in 935 CMR 500.101, and understand the requirements for restricting facility access for individuals under the age of 21 years old (935 CMR 500.029 and 500.030).

Plan and Reference Documents

This plan is defined in the following document(s). The documents in their entirety may be requested if required.

[SP-03 Personnel and Training](#)

[SP-18 Laboratory Security](#)

The plan specific excerpt(s) are as follows:

- ProVerde's personnel and Training procedure ensures that all employees and registered agents are at least 21 years of age, or older.
- Entry to the laboratory by visitors, maintenance workers, service workers, and others needing one-time or occasional entry are required to sign-in at the receptionist desk or at the security desk before entering the laboratory. Information logged by the visitor will include at the minimum; the date visited, name, signature, organization, purpose and time signed in and out (See Appendix A). These logs will be maintained as a record and stored on the ProVerde Network on a weekly basis.
- ProVerde Lab's host will advise their visitor(s) that he/she is their contact person and as such is responsible for the conduct and activities. The ProVerde Lab host must be supplied with proof of age showing all visitors are at least 21 years old using a valid state issued ID, U.S. passport, or international passport prior to entry. The host must brief the visitor on compliance with all requirements for access approval and conduct. The host will also brief the visitor with escort requirements and prohibited items. These items include cameras and firearms; explosives, or other dangerous devices that pose a threat to people or property.

	MASSACHUSETTS ADULT USE TESTING APPLICATION	Issued by: Chris Hudalla Effective: 12/1/2019 Page 1 of 1
	QUALIFICATIONS AND TRAINING PLAN	

Purpose

This document defines the procedure for documentation of job descriptions for managerial, technical and key support personnel. It defines the procedure for identifying training needs and the provision of training to personnel. It ensures competence of all personnel who operate specific equipment, perform calibrations, evaluate results, and sign calibration certificates. It ensures that the system's documentation is communicated to, understood by, available to, and implemented by the appropriate personnel. ProVerde management has reviewed the regulations detailed in 935 CMR 500.105, and understand the requirements for employee qualifications and training. The current related information is presented below:

Plan and Reference Documents

This plan is defined in the following document(s), maintained within the Qualtrax document management system. The documents in their entirety may be requested if required. The documents in their entirety may be requested if required.

1. [SP-03 Personnel and Training](#)
2. [ProVerde Positions with Qualifications](#)
3. [FM-03-02 Training Matrix](#)

The plan specific excerpt(s) are as follows:

Qualifications and Training Programs are required to be completed to ensure an individual is qualified for the job. Management System documentation is communicated, understood, available, and implemented by all appropriate personnel.

SP-03 Personnel and Training

2.1.2 Maintain current job descriptions for managerial, technical and key support personnel involved in tests and/or calibrations.

2.2.1 Review and interview any potential candidates against any position specific requirements and the job description. Other selection criteria might include:

- Times are suitable
- Proximity to the workplace
- Prior employment performance

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	QUALIFICATIONS AND TRAINING PLAN	

Laboratory Positions with Qualifications	
Laboratory Assistant	High School diploma, GED or equivalent.
Lab Tech I	An associate's degree OR 2 or more years of experience in a research, industrial or academic laboratory setting.
Lab Tech II	Associates degree AND a minimum of 1 year of experience in a research, industrial or academic laboratory setting.
Chemist I	Completed 2 years of college or university education that includes coursework in biological, chemical, agricultural, environmental, or related science from an accredited college or university AND 3 years of full-time practical experience in a laboratory setting.
Chemist II	B.S. in Chemistry or related discipline with 3 or more years' experience in a laboratory setting.
Chemist III	B.S in Chemistry or scientific discipline with 5 plus years' experience with analytical chemistry techniques demonstrated through a combination of industry and academic performance OR a M.S. in Chemistry or scientific discipline.
Microbiologist I	B.S. degree in Microbiology or Biology, or related science field with 1+ years of experience in a research or industrial laboratory setting.
Microbiologist II	M.S. degree in Microbiology or Biology, or related science field with 1+ years of experience, OR a B.S. degree in Microbiology or Biology, or related science field with 3+ years of experience in a research or industrial laboratory.
Sample Manger	B.S. in the life or physical sciences with a 2+ years of experience in a laboratory environment.
Laboratory Manager	A minimum of a Ph.D. degree in Chemistry or Life Sciences, a Master's degree in Chemistry or Life Sciences with two or more years of experience in a research or industrial laboratory setting, or a Bachelor's degree in Chemistry or Life Sciences with five or more years of experience in a research or industrial laboratory setting.
Quality Manager	Minimum of a Bachelor's degree in Quality or related field with 2 or more years of experience in Quality Management Systems or Bachelor's degree in Chemistry or Life Sciences with 4 or more years of experience in Quality Management Systems or similar regulated environments.
Chief Technology Officer	BS degree in Chemistry or Life Sciences with 10 or more years of experience in a research or industrial laboratory setting.
Director of Operations	Bachelor's degree OR 5 year experience in related field.
General/Administrative Positions with Qualifications	
Business Development Manager	Bachelor's degree in Business Management. 2 years sales and marketing experience. 1 year of trade show experience. Affiliated with industry relevant organizations, groups or cooperatives.
Controller	Minimum BA or BS in finance or accounting,
Chief Scientific Officer	Ph.D. degree in Chemistry or Life Sciences with 10 or more years of experience in a research or industrial laboratory setting.
Chief Executive Officer	BA with 10+ years of business leadership experience OR MBA with 5 years business leadership experience.

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	QUALIFICATIONS AND TRAINING PLAN	

2.3.1 Review and compare the Candidates' current resume to the current job description using EX-03-01 Job Descriptions to ensure the personnel performing work affected conforms to service requirements.

2.3.2 Ensure all personnel performing specific tasks are qualified on the basis of appropriate education, training, experience and/or demonstrated skills, as required. This includes personnel who are employed by or under contract to the Company.

2.6.5 Complete and document all training, including, but not limited to:

- Annual periodic training – Minimum of 8 hours
- Changes that occur due to:
 - Employee role change
 - Changes in company policies and procedures

FM-03-02 Training Matrix

This document defines and tracks all training activities for employees based on their individual roles and responsibilities. This is a living document updated in real time to chronicle employee training history.

All Employees are to receive a minimum of eight hours of ongoing training annually.

Responsible Vendor Program

All current owners, managers, and employees shall complete the Responsible Vendor Program when available.

All new employees shall complete the Responsible Vendor Program within 90 days of being hired.

All Responsible Vendor Program documentation will be retained for 4 years.

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	RECORD KEEPING PROCEDURES	

Purpose

This document establishes elements of the quality system used to determine data integrity, customer confidentiality, ethics, and overall record keeping procedures for the company. ProVerde management has reviewed the regulations detailed in 935 CMR 500.101(1), and understand the requirements for maintenance of all records. This applies to all corporate records, including:

Quality System Documents

- Standard Procedures (SP-##)
- Work Instructions (WI-##-##)
- Training records

Financial data

Client Information

Analytical Testing

- Raw and processed analytical data
- QC records
- Reference standard

Plan and Reference Documents

This plan is defined in the following document(s). The documents in their entirety may be requested if required.

1. [SP-02 Document Management](#)
2. [WI-02-01 Server Back-up](#)
3. [SP-17 Ethics and Data Integrity](#)

The plan specific excerpt(s) are as follows:

SP-02 Document Management

Section 1 ensures that all authorized instructions, standards, manuals and reference data relevant to the work of the Company are kept up to date and made readily available to personnel.

All records, including analytical data are backed up daily on external media, and secure cloud sourced storage, where applicable.

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	RECORD KEEPING PROCEDURES	

Section 2 includes identification of documents, establishes change control, defines responsibilities, review and approval processes, and document backup and retention policy.

All documents and records will be maintained in accordance with generally accepted accounting principals

- Written operating procedures will be maintained as required by 935 CMR 500.105(1) and 935 CMR 500.105(9)
- Inventory record maintenance will be compliance with 935 CMR 500.105(8) and (9)
- Waste records shall be maintained for at least 3 years, in accordance with 935 CMR 500.105(12)
- Seed-to-sale tracking records are required for all marijuana, in accordance with 935 CMR 500.105(8)(e) and 935 CMR 500.105(9)
- All personnel records shall be maintained, including:
 - Job descriptions for each agent
 - Personnel record for each agent
 - A staffing plan that demonstrates accessible business hours and safe laboratory conditions
 - Personnel policies and procedures, and
 - All background check reports obtained in accordance with 935 CMR 500.030 and 935 CMR 500.105(9)
- All business records shall be maintained, including:
 - Assets and liabilities
 - Monetary transactions
 - Books of accounts
 - Sales records, and
 - Salary and wage paid to each employee, in accordance with 935 CMR 500.105(9)

WI-02-01 Server Back-up

This document applies to all electronic data and files within the analytical testing service operations of ProVerde Laboratories, which are kept on the corporate server. The procedure is intended to be used in conjunction with the SP-02 Document Management to comply with ISO 17025 guidelines. Retention of records is detailed in FM-02-02 Retention Log.

This procedure defines the hardware and frequency for on-site and off-site storage of records. Provides additional requirement for logging of backup activity.

SP-17 Ethics and Data Integrity

All laboratory personnel are required to participate in ethics and data integrity training upon employment and annually thereafter. All documents and analytical data go through a multi-level data review process, prior to management sign-off.

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This procedure also defines the policy for customer confidentiality (refer to QM-01 Quality Manual) of our laboratory to protect the private information and proprietary rights of our clients, including the electronic storage and transmission of results.

All employees are required to utilize a username and password to access the Laboratory Information Management System (LIMS) which contains the proprietary and confidential information for all laboratory clients.

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	QUALITY CONTROL AND TESTING	

Purpose

This document describes the quality control procedures used to monitor and ensure the validity of tests and calibrations undertaken. It ensures the accuracy, precision, and trueness of all analytical data reported by ProVerde Laboratories. ProVerde management has reviewed the regulations detailed in 935 CMR 500.101, and understand the requirements for Quality Control and Testing Procedures. The current related information is presented below:

Plan and Reference Documents

This plan is defined in the following document(s). The documents in their entirety may be requested if required.

1. [SP-10 Testing](#)
2. [SP-11 Quality Control](#)

The plan specific excerpt(s) are as follows:

SP-10 Testing

A test method review is conducted to monitor the validity of analytical results. The data are recorded to track performance trends where applicable.

Data from the review shall be analyzed to potentially improve the laboratory's activities. If the analytical quality control metrics are found to be outside pre-defined criteria, appropriate action shall be taken to prevent incorrect results from being reported. Reviews will be conducted and documented on an ongoing basis for each testing procedure.

- All agents whose job includes contact with marijuana will be subject to the requirements for food handlers specified in 105 CMR 300.000
- Any agent working in direct contact with marijuana shall conform to sanitary practices while on duty, including:
 - Maintaining adequate personal cleanliness; and
 - Washing hands appropriately.
- Hand-washing facilities will be located in production and testing areas and where good sanitary practices require employees to wash and sanitize their hands.

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	QUALITY CONTROL AND TESTING	

- Sufficient space has been provided for placement of equipment and storage of materials as is necessary for the maintenance of sanitary operations.
- All trash, litter and waste shall be properly removed so as to minimize the development of odor and the potential for the waste attracting and harboring pests.
- Floors, walls, and ceilings have been constructed in such a manner that they may be adequately kept clean and in good repair.
- All contact surfaces are maintained, cleaned, and sanitized as frequently as necessary to protect against contamination.
- All toxic items and hazardous waste shall be identified, held, and stored in a manner that protects against contamination of marijuana or laboratory personnel.
- Laboratory water supply shall be sufficient for necessary operations.
- Laboratory plumbing shall be of adequate size and design and maintained to carry sufficient quantities of water to required locations throughout the establishment.
- The laboratory has provided its employees with adequate, readily accessible toilet facilities.
- Storage and transportation of finished products shall be under conditions that will protect them against physical, chemical, and microbial contamination.

SP-11 Quality Control

This procedure defines the quality control that will be implemented for metals, cannabinoid profile, terpenes, pesticides, residual solvents, mycotoxins, and microbiological methods.

Each Working Instruction (WI) that represents a test method will include method-specific QC samples and instrument checks along with the frequency, acceptable ranges, and corrective actions to monitor method performance. Documentation of the Data Quality Objectives (DQOs) include the monitoring of precision, accuracy, representativeness, comparativeness, and sensitivity through the evaluation of matrix spikes, laboratory duplicates, blanks, laboratory control samples, and continuing calibration verifications (CCV).

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	DIVERSITY PLAN	

Purpose

The purpose of this document is to establish a plan to promote equity among minorities, women, veterans, people with disabilities, and LGBTQ+. ProVerde management has reviewed the regulations detailed in 935 CMR 500.101 and 935 CMR 500.105, and understand the requirements for establishment of a Diversity Plan. The current related information is presented below:

Diversity Plan

ProVerde Laboratories, Inc. (“ProVerde”) is dedicated to the development and implementation of a robust policy of inclusivity and diversity. ProVerde works to foster a strong relationship with its community and create a diverse culture with a commitment to equal employment opportunity for all individuals. ProVerde understands that long-term success is only achievable when the experiences and perspectives of a diverse workforce are given a voice. Therefore, ProVerde seeks to employ and empower a qualified and diverse staff at all levels within the company.

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

Goals and Program

ProVerde aims to create an equitable environment where all employees of any race, religion, military service, sexual orientation, and heritage are utilized and valued. ProVerde’s diversity initiatives are designed to attract, hire, develop, promote, and retain the best performing individuals regardless of their race, sexual orientation, religion, age, gender, disability status, or any other dimension of diversity. ProVerde’s goals are to:

- Hire and maintain a number of minorities, women, veterans, people with disabilities, and LGBTQ+ persons working in the establishment at a rate of at least 50% of our workforce. ProVerde would seek a distribution of personnel which includes, at a minimum:
 - 20% Women
 - 10% LGBTQ+
 - 15% Minority
 - 5% Veteran
- Ensure the success of minorities, women, veterans, people with disabilities, and LGBTQ+ by providing the necessary tools in order for such individuals to be promoted within the

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organization.

- The number of promotions for people falling into the above-listed demographics will be at least 10% of all promotions made

ProVerde's diversity program includes the Diversity Recruitment and Sourcing and Employee Retention, Training, and Development sections described below.

Diversity Recruitment and Sourcing

ProVerde has established and will maintain an inclusive and diverse workforce to serve its customers through innovative corporate recruitment of underrepresented and minority communities. ProVerde will develop strategic corporate initiatives to ensure a diverse and qualified staff stands ready to serve ProVerde customers' needs. These strategic corporate initiatives may include, but are not limited to:

- Providing training on diversity and cultural sensitivity and recognizing unconscious bias at least on an annual basis
- Distributing internal communications that encourage current employees to recommend individuals falling into minority demographics
- Using suppliers who are also committed to diversity and inclusion

ProVerde's recruitment efforts are designed to attract qualified and diverse applicants, and may include taking the following steps:

- Encouraging employees from diverse groups to refer applicants for employment
- Work with established recruitment services concerning current and future job openings
- Continuing current and developing new relationships with groups serving minorities, women, LGBTQ+, veterans, and persons with disabilities for employment referrals
- Establishing recruitment efforts at higher learning institutions, and institutions with special programs that reach diverse people
- Ensuring that job openings are sent to community partners

Employee Retention, Training, and Development

ProVerde will offer opportunities for promotions, career counseling, and training to all employees in order to promote growth and minimize turnover. ProVerde will ensure that all employees are given equal opportunities for professional development by communicating promotion opportunities and training programs via company-wide postings, and by creating clearly-defined job descriptions. ProVerde will ensure that all employees receive career counseling, including counseling related to advancement opportunities and training programs that can assist them in career development. ProVerde will instruct managers and supervisors to refer employees seeking career counseling to the

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Human Resources (HR) Manager or HR designee.

- Employees will be required to participate in safety training on a quarterly basis

ProVerde's diversity awareness training emphasizes its commitment to its zero-tolerance harassment and discrimination policy. ProVerde will strictly adhere to and enforce the policy by taking corrective action should any issues, concerns, or complaints arise. All ProVerde employees will be required to complete the diversity awareness training program during employee orientation.

- All new employees will be required to participate in an orientation program upon hiring that will introduce and emphasize the importance of the Diversity Plan.
- Ongoing diversity training will be required annually.

Measuring Progress

ProVerde will establish a Diversity Committee (the "Committee") with a minimum of three members to assist the executive management team with the implementation and growth of the Diversity Plan. The initial members of the Committee will be selected based on their diverse status and their personal commitments to diversity. Additional members of the Committee may be added at the discretion of ProVerde's executive management team. The Committee will meet at least twice per year and will be responsible for:

- Review of recruitment efforts towards meeting the goals of the diversity plan and consider the following:
 - Number of employees from the underrepresented demographic groups who were hired and retained to be at least 20% of workforce
 - Number of promotions for people falling into the above-listed demographics to be at least 10% of all promotions made
- Assessing whether cultural sensitivity trainings have been effective
- Assisting management in arriving at effective solutions to problems regarding issues of diversity and inclusion
- Auditing ProVerde's internal and external job postings to ensure the information is in compliance with ProVerde's diversity policies and procedures
- Progress will be documented one year from provisional licensure, and each year thereafter.

The HR Manager or HR designee at ProVerde will be responsible for auditing the Diversity Plan annually to evaluate the Company's performance in fulfilling the goals of the Diversity Plan. The assessment will include a review of the following information:

- Diversity Plan goal measurements and if they were met
- Employment data, including information on minorities, women, veterans, people with

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disabilities, and LGBTQ+ for all job classifications; average salary ranges; recruitment and training information for all job categories; and retention and outreach efforts

- A description of efforts made by ProVerde to monitor and enforce the Diversity Plan and goals
- When available, a workforce utilization report including the following information for each job category at ProVerde:
 - The total number of persons employed
 - The total number of men employed
 - The total number of women employed
 - The total number of veterans employed
 - The total number of service-disabled veterans employed
 - The total number of members of each racial minority employed
 - The total number of LGBTQ+ individuals