



Massachusetts Cannabis Control Commission

Marijuana Retailer

General Information:

License Number: MR284326
Original Issued Date: 11/19/2021
Issued Date: 11/19/2021
Expiration Date: 11/19/2022

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Flower & Soul, Inc.

Phone Number: 781-254-3406
Email Address: bwall@pivotpointhr.com

Business Address 1: 894 Plymouth Street
Business City: Halifax
Business State: MA
Business Zip Code: 02338
Business Address 2:
Mailing Address 1: 800 Hingham Street
Mailing City: Rockland
Mailing State: MA
Mailing Zip Code: 02370
Mailing Address 2:

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: 56
Role: Owner / Partner
Percentage Of Control: 56
Other Role:

| | | |
|---|----------------------|---------|
| First Name: Brian | Last Name: Wall | 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: 11.36 | Percentage Of Control: 14.67 | |
| Role: Owner / Partner | Other Role: | |
| First Name: Michael | Last Name: Quirk | 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 3

| | | |
|---|------------------------------|---------|
| Percentage Of Ownership: 11.36 | Percentage Of Control: 14.67 | |
| Role: Owner / Partner | Other Role: | |
| First Name: Colin | Last Name: McKee | 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: 11.36 | Percentage Of Control: 14.67 | |
| Role: Owner / Partner | Other Role: | |
| First Name: Gaelen | Last Name: McKee | 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

Entity with Direct or Indirect Authority 1

| | |
|--|--------------------------------------|
| Percentage of Control: 100 | Percentage of Ownership: 100 |
| Entity Legal Name: Flower & Soul Holdings, LLC | Entity DBA: DBA City: |
| Entity Description: To make investments in other legal companies, and any other business in which a Massachusetts Limited Liability Company is authorized to engage. | |
| Foreign Subsidiary Narrative: | |
| Entity Phone: 781-254-3406 | Entity Email: bwall@pivotpointhr.com |
| Entity Address 1: 800 Hingham Street | Entity Address 2: |
| Entity City: Rockland | Entity State: MA |
| Entity Mailing Address 1: 800 Hingham Street | Entity Mailing Address 2: |
| Entity Mailing City: Rockland | Entity Mailing State: MA |
| | Entity Mailing Zip Code: 02370 |
| Relationship Description: Flower & Soul Holdings, LLC is a holding company that owns 100% of the Applicant, Flower & Soul, Inc. | |

CLOSE ASSOCIATES AND MEMBERS

No records found

CAPITAL RESOURCES - INDIVIDUALS

Individual Contributing Capital 1

First Name: Brian Last Name: Wall Suffix:
Types of Capital: Monetary/Equity Other Type of Capital: Total Value of the Capital Provided: \$140000 Percentage of Initial Capital: 56
Capital Attestation: Yes

Individual Contributing Capital 2

First Name: Michael Last Name: Quirk Suffix:
Types of Capital: Monetary/Equity Other Type of Capital: Total Value of the Capital Provided: \$36665 Percentage of Initial Capital: 14.67
Capital Attestation: Yes

Individual Contributing Capital 3

First Name: Colin Last Name: McKee Suffix:
Types of Capital: Monetary/Equity Other Type of Capital: Total Value of the Capital Provided: \$36665 Percentage of Initial Capital: 14.67
Capital Attestation: Yes

Individual Contributing Capital 4

First Name: Gaelen Last Name: McKee Suffix:
Types of Capital: Monetary/Equity Other Type of Capital: Total Value of the Capital Provided: \$36665 Percentage of Initial Capital: 14.67
Capital Attestation: Yes

CAPITAL RESOURCES - ENTITIES

No records found

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

No records found

DISCLOSURE OF INDIVIDUAL INTERESTS

Individual 1

First Name: Brian Last Name: Wall Suffix:
Marijuana Establishment Name: GreenLeaf Valet, Inc. Business Type: Third Party Marijuana Transporter
Marijuana Establishment City: Rockland Marijuana Establishment State: MA

Individual 2

First Name: Gaelen Last Name: McKee Suffix:
Marijuana Establishment Name: Silver Therapeutics, Inc Business Type: Marijuana Retailer
Marijuana Establishment City: Williamstown Marijuana Establishment State: MA

Individual 3

First Name: Gaelen Last Name: McKee Suffix:
Marijuana Establishment Name: Silver Therapeutics, Inc. Business Type: Marijuana Retailer
Marijuana Establishment City: Orange Marijuana Establishment State: MA

Individual 4

First Name: Gaelen Last Name: McKee Suffix:

| | |
|--|--|
| Marijuana Establishment Name: Silver Therapeutics, Inc. | Business Type: Marijuana Retailer |
| Marijuana Establishment City: Boston | Marijuana Establishment State: MA |

Individual 5

| | | |
|--|--|----------------|
| First Name: Gaelen | Last Name: McKee | Suffix: |
| Marijuana Establishment Name: Silver Therapeutics, Inc. | Business Type: Marijuana Cultivator | |
| Marijuana Establishment City: Orange | Marijuana Establishment State: MA | |

Individual 6

| | | |
|--|--|----------------|
| First Name: Gaelen | Last Name: McKee | Suffix: |
| Marijuana Establishment Name: Silver Therapeutics, Inc. | Business Type: Marijuana Cultivator | |
| Marijuana Establishment City: Boston | Marijuana Establishment State: MA | |

Individual 7

| | | |
|--|---|----------------|
| First Name: Gaelen | Last Name: McKee | Suffix: |
| Marijuana Establishment Name: Silver Therapeutics, Inc. | Business Type: Marijuana Product Manufacture | |
| Marijuana Establishment City: Orange | Marijuana Establishment State: MA | |

Individual 8

| | | |
|--|---|----------------|
| First Name: Gaelen | Last Name: McKee | Suffix: |
| Marijuana Establishment Name: Silver Therapeutics, Inc. | Business Type: Marijuana Product Manufacture | |
| Marijuana Establishment City: Boston | Marijuana Establishment State: MA | |

Individual 9

| | | |
|--|--|----------------|
| First Name: Michael | Last Name: Quirk | Suffix: |
| Marijuana Establishment Name: Silver Therapeutics, Inc. | Business Type: Marijuana Retailer | |
| Marijuana Establishment City: Williamstown | Marijuana Establishment State: MA | |

Individual 10

| | | |
|--|--|----------------|
| First Name: Michael | Last Name: Quirk | Suffix: |
| Marijuana Establishment Name: Silver Therapeutics, Inc. | Business Type: Marijuana Retailer | |
| Marijuana Establishment City: Orange | Marijuana Establishment State: MA | |

Individual 11

| | | |
|--|--|----------------|
| First Name: Michael | Last Name: Quirk | Suffix: |
| Marijuana Establishment Name: Silver Therapeutics, Inc. | Business Type: Marijuana Retailer | |
| Marijuana Establishment City: Boston | Marijuana Establishment State: MA | |

Individual 12

| | | |
|--|--|----------------|
| First Name: Michael | Last Name: Quirk | Suffix: |
| Marijuana Establishment Name: Silver Therapeutics, Inc. | Business Type: Marijuana Cultivator | |
| Marijuana Establishment City: Orange | Marijuana Establishment State: MA | |

Individual 13

| | | |
|--|--|----------------|
| First Name: Michael | Last Name: Quirk | Suffix: |
| Marijuana Establishment Name: Silver Therapeutics, Inc. | Business Type: Marijuana Cultivator | |
| Marijuana Establishment City: Boston | Marijuana Establishment State: MA | |

Individual 14

| | | |
|----------------------------|-------------------------|----------------|
| First Name: Michael | Last Name: Quirk | Suffix: |
|----------------------------|-------------------------|----------------|

Marijuana Establishment Name: Silver Therapeutics, Inc. **Business Type:** Marijuana Product Manufacture

Marijuana Establishment City: Orange

Marijuana Establishment State: MA

Individual 15

First Name: Michael

Last Name: Quirk

Suffix:

Marijuana Establishment Name: Silver Therapeutics, Inc.

Business Type: Marijuana Product Manufacture

Marijuana Establishment City: Boston

Marijuana Establishment State: MA

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 894 Plymouth Street

Establishment Address 2:

Establishment City: Halifax

Establishment Zip Code: 02338

Approximate square footage of the establishment: 1700

How many abutters does this property have?: 12

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

HOST COMMUNITY INFORMATION

Host Community Documentation:

| Document Category | Document Name | Type | ID | Upload Date |
|--|--|------|--------------------------|-------------|
| Certification of Host Community Agreement | F&S-Halifax HCA - Certification Form.pdf | pdf | 60ef0d27fb983a0274aae5f5 | 07/14/2021 |
| Plan to Remain Compliant with Local Zoning | F&S Plan To Remain Compliant with Local Zoning.pdf | pdf | 60ef0e94629ad9037af20f75 | 07/14/2021 |
| Community Outreach Meeting Documentation | F&S Community outreach attestation form.pdf | pdf | 60ef65488d6c3f02b7d1cec9 | 07/14/2021 |

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 | F&S Plan for Positive Impact REV1 8-12-21.pdf | pdf | 6115146167158339c0ec5c48 | 08/12/2021 |

ADDITIONAL INFORMATION NOTIFICATION

Notification:

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Owner / Partner

Other Role:

First Name: Brian

Last Name: Wall **Suffix:**

RMD Association: Not associated with an RMD

Background Question: no

Individual Background Information 2

Role: Owner / Partner

Other Role:

First Name: Michael Last Name: Quirk Suffix:

RMD Association: Not associated with an RMD

Background Question: no

Individual Background Information 3

Role: Owner / Partner Other Role:

First Name: Gaelen Last Name: McKee Suffix:

RMD Association: Not associated with an RMD

Background Question: no

Individual Background Information 4

Role: Owner / Partner Other Role:

First Name: Colin Last Name: McKee Suffix:

RMD Association: Not associated with an RMD

Background Question: no

ENTITY BACKGROUND CHECK INFORMATION

Entity Background Check Information 1

Role: Parent Company Other Role:

Entity Legal Name: Flower & Soul Holdings, LLC Entity DBA:

Entity Description: To make investments in other legal companies, and any other business in which a Massachusetts Limited Liability Company is authorized to engage.

Phone: 781-254-3406 Email: bwall@pivotpointhr.com

Primary Business Address 1: 800 Hingham Street Primary Business Address 2:

Primary Business City: Rockland Primary Business State: MA Principal Business Zip Code: 02370

Additional Information: Flower & Soul Holdings, LLC is a holding company and owns 100% of the Applicant, Flower & Soul, Inc.

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

| Document Category | Document Name | Type | ID | Upload Date |
|--|---------------------------------------|------|--------------------------|-------------|
| Department of Revenue - Certificate of Good standing | F&S Certification of No Employees.pdf | pdf | 60ef43351159b60338d4f5ed | 07/14/2021 |
| Articles of Organization | F&S Inc Articles of Organization.pdf | pdf | 60f0a2c1629ad9037af21766 | 07/15/2021 |
| Bylaws | Flower Soul Inc. ByLaws.pdf | pdf | 60f0a6b084f3fe0296c4363a | 07/15/2021 |
| Secretary of Commonwealth - Certificate of Good Standing | F&S COGS SEC of Comm.pdf | pdf | 60f19429da52e3026d46381d | 07/16/2021 |
| Department of Revenue - Certificate of Good standing | F&S COGS DOR.pdf | pdf | 60f19436ddf0e402a871030e | 07/16/2021 |

No documents uploaded

Massachusetts Business Identification Number: 001520137

Doing-Business-As Name:

DBA Registration City:

BUSINESS PLAN

Business Plan Documentation:

| Document Category | Document Name | Type | ID | Upload Date |
|------------------------------|---|------|--------------------------|-------------|
| Proposed Timeline | F&S Proposed Timeline.pdf | pdf | 60ef44523678b8028bd45593 | 07/14/2021 |
| Plan for Liability Insurance | F&S Obtain Liability Ins.pdf | pdf | 60ef449b629ad9037af211a0 | 07/14/2021 |
| Business Plan | Flower Soul Business Plan 7-14-21 Final 8-11-21.pdf | pdf | 6114071c029a6837bd713e93 | 08/11/2021 |

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

| Document Category | Document Name | Type | ID | Upload Date |
|--|--|------|--------------------------|-------------|
| Plan for obtaining marijuana or marijuana products | F&S Plan for Obtaining Marijuana Product.pdf | pdf | 60ef6737aa87100331f659eb | 07/14/2021 |
| Separating recreational from medical operations, if applicable | F&S Plan to Seperate Rec from Med operations.pdf | pdf | 60f03485504b25036f757fff | 07/15/2021 |
| Restricting Access to age 21 and older | F&S Restricting access to age 21.pdf | pdf | 60f034c3aa87100331f65b09 | 07/15/2021 |
| Security plan | F&S Security Plan.pdf | pdf | 60f0350c84f3fe0296c43262 | 07/15/2021 |
| Prevention of diversion | F&S Prevention of Diversion.pdf | pdf | 60f03544ddf0e402a870fd7a | 07/15/2021 |
| Storage of marijuana | F&S Storage of Marijuana.pdf | pdf | 60f03578aa87100331f65b11 | 07/15/2021 |
| Transportation of marijuana | F&S Transportation of Product.pdf | pdf | 60f035af74b6080359f71f53 | 07/15/2021 |
| Inventory procedures | F&S Inventory Procedures.pdf | pdf | 60f03621308c7a02a100038e | 07/15/2021 |
| Quality control and testing | F&S Quality Control and Testing.pdf | pdf | 60f036780bb484027d8bfa2c | 07/15/2021 |
| Personnel policies including background checks | F&S Personnel Policies and Background Checks.pdf | pdf | 60f037182ea73e036476d11b | 07/15/2021 |
| Record Keeping procedures | F&S Record Keeping Procedures.pdf | pdf | 60f037201159b60338d4f813 | 07/15/2021 |
| Maintaining of financial records | F&S Maintaining of Financial Records.pdf | pdf | 60f037250bb484027d8bfa34 | 07/15/2021 |
| Qualifications and training | F&S Qualifications and Training.pdf | pdf | 60f0379423f3f9033f377676 | 07/15/2021 |
| Energy Compliance Plan | F&S Energy Compliance Plan.pdf | pdf | 60f0379bda52e3026d463275 | 07/15/2021 |
| Dispensing procedures | F&S Retail Dispensing Policies Rev1 8-11-21.pdf | pdf | 6114084cb6c7ee37de4658ac | 08/11/2021 |
| Diversity plan | F&S Diversity Plan Rev2 8-12-21.pdf | pdf | 6115826c72db7037f432dd39 | 08/12/2021 |

MARIJUANA RETAILER SPECIFIC REQUIREMENTS

No documents uploaded

No documents uploaded

ATTESTATIONS

I certify that no additional entities or individuals meeting the requirement set forth in 935 CMR 500.101(1)(b)(1) or 935 CMR 500.101(2)(c)(1)

have been omitted by the applicant from any marijuana establishment application(s) for licensure submitted to the Cannabis Control Commission.: I Agree

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

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

Notification:

I 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:

COMPLIANCE WITH POSITIVE IMPACT PLAN

No records found

COMPLIANCE WITH DIVERSITY PLAN

No records found

HOURS OF OPERATION

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

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, Brian Wall, (*insert name*) certify as an authorized representative of FLOWER & SOUL, INC. (*insert name of applicant*) that the applicant has executed a host community agreement with TOWN OF HALIFAX (*insert name of host community*) pursuant to G.L.c. 94G § 3(d) on JUNE 22, 2021 (*insert date*).

Brian Wall

Signature of Authorized Representative of Applicant

Host Community

I, Charles Lee, (*insert name*) certify that I am the contracting authority or have been duly authorized by the contracting authority for Town of Halifax (*insert name of host community*) to certify that the applicant and Town of Halifax (*insert name of host community*) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on JUNE 22 2021 (*insert date*).

Charles Lee

Signature of Contracting Authority or
Authorized Representative of Host Community

Flower & Soul, Inc.

Plan to Remain Compliant with Local Zoning

The Town of Halifax amended its zoning code in September 2020 to allow the dispensing of marijuana for adult-use in the Commercial Business Zoning District (CB).

Flower & Soul, Inc. (the “**Company**”), is proposing to develop and operate a Marijuana Establishment at 894 Plymouth Street, Halifax MA 02338. This site is located in the CB zoning district, which permits the operation of a Marijuana Establishment, specifically a Marijuana Retailer, by Special Permit and Site Plan Review from the Town of Halifax Planning Board pursuant to Section 167-7.D.15 of the Town of Halifax zoning bylaws.

The Company has discussed the Marijuana Establishment with Town officials, including the building department, police department and fire department. The Company has appeared before the Town Planning Board and Selectboard, and entered into a host community agreement with the Town. The Company received a Site Plan Approval and a Special Permit from the Town of Halifax Planning Board (the “**Board**”) on June 3, 2021 (the “**SP Decision**”).

The Company hereby submits that it will continue to comply with all local and state requirements and its CEO, Brian Wall will be responsible for ongoing compliance with local and state rules and regulations.

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:

Plympton-Halifax-Kingston
Express

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:

Flower and Soul, Inc.

Name of applicant's authorized representative:

Brian Wall

Signature of applicant's authorized representative:

Brian Wall



Attachment A

Newspaper Publication

LEGAL NOTICE

LEGAL NOTICE

Plympton Police Blotter

PUBLIC NOTICE OF ENVIRONMENTAL REVIEW

PROJECT: Land swap, Aldana Rd, Halifax, MA
LOCATION: south side of Aldana Rd, Halifax
PROPOSER: Mass. Dept. of Fish and Game

The undersigned is submitting an Environmental Notification Form ("ENF") to the Secretary of Energy & Environmental Affairs on or before March 25, 2021

This will initiate review of the above project pursuant to the Massachusetts Environmental Policy Act ("MEPA", M.G.L. c. 30, s.s. 61-62D). Copies of the ENF may be obtained from:

Joan Pierce, Mass. Dept. of Fish and Game, Land Agent/SE District e-mail address: Joan.Pierce-FWE@mass.gov
 landline: 617 770-2571

During the interim Covid-19 response period, electronic copies of the ENF are also being sent to the Conservation Commission and Planning Board of Town of Halifax Municipality

LEGAL NOTICE OF A COMMUNITY OUTREACH MEETING REGARDING A MARIJUANA ESTABLISHMENT PROPOSED BY Flower & Soul, LLC

Flower & Soul, LLC

Notice is hereby given that a virtual community outreach meeting for Flower & Soul, LLC's proposed Marijuana Establishment is scheduled for April 22, 2021, at 7:00 p.m., online at <https://princeton.zoom.us/j/97933972344> or by telephone by calling +13017158592. Webinar ID: 979 3397 2344. The proposed Marijuana Retailer is anticipated to be located at 894 Plympton Street, Halifax, Massachusetts, 02338 (the "Property"). Closed captioning will be provided. Community members and members of the public are encouraged to ask questions and receive answers from representatives of Flower & Soul, LLC.

Questions may be submitted in advance to myflowersoulma@gmail.com. All materials for the meeting will be available more than 24 hours before the virtual community outreach meeting at princeton.com.

True Virtual Community Out-

SUNDAY, MARCH 21

6:51 a.m. Report taken of motor vehicle crash on Mayflower Road.

8:48 a.m. Hospital transport of medical emergency on Mayflower Road.

2:31 p.m. Hospital transport of medical emergency on County Road.

3:44 p.m. Services rendered at outside fire on Mayflower Road.

9:48 p.m. Erratic motor vehicle investigated on County Road.

MONDAY, MARCH 22

8:42 a.m. Hospital transport of medical emergency on Annasnapitt Drive.

10:22 a.m. Hospital transport of medical emergency on Ring Road.

6:47 p.m. Outside utilities investigated on Parsonage Road.

TUESDAY, MARCH 23

5:53 a.m. Services rendered to assist other agency on West Street.

11:10 a.m. Outside utilities investigated at Dennett Elementary School on Crescent Street.

12:43 p.m. Hospital transport of medical emergency on Dukes Brook Road.

1:23 p.m. Hospital transport of medical emergency on Main Street.

8:37 p.m. Services rendered at suspicious activity on County Road.

WEDNESDAY, MARCH 24

7:17 a.m. Suspicious activity investigated on Plymouth Street.

9:30 a.m. Hospital transport of medical emergency on Beechwood Road.

9:33 a.m. 911 call investigated on Brandeis Circle.

10:55 a.m. Motor vehicle stop investigated on Walnut Street.

11:02 a.m. Hospital transport of medical emergency on Plymouth Street.

11:34 a.m. Hospital transport of medical emergency on Oak Street.

12:52 p.m. Hospital transport of medical emergency on Beechwood Road.

1:01 p.m. Hospital transport of medical emergency on Forestdale Drive.

2:11 p.m. Hospital transport of medical emergency on Dwight Street.

2:31 p.m. Outside smoke investigated at RR crossing on Holmes Street.

4:33 p.m. Services rendered at suspicious activity on Monponset Street.

7:59 p.m. Arrest at erratic motor vehicle on Monponset Street.

10:08 p.m. 911 call confirmed on Colby Drive.

8:57 p.m. 911 call confirmed on Plymouth Street.

TUESDAY, MARCH 23

11:14 a.m. Outside fire investigated on Elm Street.

12:51 p.m. Hospital transport of medical emergency on Parsons Lane.

3:43 p.m. Services rendered at outside gas leak on Spenser Drive.

5:17 p.m. Report of larceny

medical emergency on Lydon Lane.
 10:15 a.m. Larceny investigated on Plymouth Street.

8:19 p.m. Fire alarm investigated at HES on Plymouth Street.

SATURDAY, MARCH 27

12:49 a.m. Burglar alarm investigated at HES on Plymouth Street.

5:26 a.m. Sudden death on Sycamore Drive.

7:53 a.m. Hospital transport of medical emergency on Palmer Mill Road.

7:54 a.m. Services rendered at medical emergency on Beechwood Road.

10:24 a.m. Citation issued at motor vehicle stop on Monponset Street.

11:11 a.m. Services rendered at suspicious activity on Paradise Lane.

11:44 a.m. 911 call confirmed at Council of Aging on Plymouth Street.

12:09 p.m. Hospital transport of medical emergency on Redwood Drive.

1:11 p.m. Outside fire extinguished on Plymouth Street.

6:36 p.m. Services rendered at 911 call on Thirteenth Avenue.

8:09 p.m. Hospital transport of medical emergency on Chestnut Road.

SUNDAY, MARCH 28

3:10 a.m. Vehicle towed at noise complaint on Monponset Street.

8:28 a.m. Hospital transport of medical emergency on McClelland Road.

10:06 a.m. Motor vehicle crash, other investigated on Plym-

Attachment B

Notice Filed with Municipality



TOWN OF HALIFAX
COMMONWEALTH OF MASSACHUSETTS

**Attachment B: Notice
filed with municipality**

Barbara J. Gaynor, Town Clerk
499 Plymouth Street
Halifax, MA 02338

Telephone: 781-293-7970
Fax: 781-294-7684
Email: barbara.gaynor@halifax-ma.org

March 31, 2021

To Whom It May Concern,

I, Barbara J. Gaynor, received copies of notices for:

Town Clerk
Board of Selectmen's Office
Town Administrator
Planning Board
Building Department

They were dated/time stamped and delivered by me to the appropriate offices.


Barbara J. Gaynor
Town Clerk

RECEIVED
2021 MAR 31 PM 3 43
HALIFAX TOWN CLERK

**LEGAL NOTICE OF A COMMUNITY OUTREACH MEETING
REGARDING A MARIJUANA ESTABLISHMENT PROPOSED BY**

Flower & Soul, LLC

Notice is hereby given that a virtual community outreach meeting for **Flower & Soul, LLC's proposed Marijuana Establishment** is scheduled for **April 22, 2021, at 7:00 p.m.**, online at <https://princelobel.zoom.us/j/97933972344> or by telephone by calling +13017158592, Webinar ID: 979 3397 2344. The proposed Marijuana Retailer is anticipated to be located at **894 Plymouth Street, Halifax, Massachusetts, 02338** (the "**Property**"). Closed captioning will be provided. Community members and members of the public are encouraged to ask questions and receive answers from representatives of Flower & Soul, LLC.

Questions may be submitted in advance to myflowersoulma@gmail.com. All materials for the meeting will be available more than 24 hours before the virtual community outreach meeting at princelobel.com.

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

A copy of this notice is on file with the Town Clerk, Select Board, Planning Board, and Building Department at Town Hall, 499 Plymouth Street, Halifax, Massachusetts. A copy of this notice was published in a newspaper of general circulation at least fourteen (14) calendar days prior to the virtual community outreach meeting and mailed at least seven (7) calendar days prior to the virtual community outreach meeting to abutters of the Property, owners of land directly opposite the Property on any public or private street or way, and abutters to the abutters within three hundred (300) feet of the property line of the Property as they appear on the most recent applicable tax list, notwithstanding that the land of any such owner is located in another city or town.

Attachment C

Examples of Abutter Notices

7019 0700 0000 0342 3585

U.S. Postal ServiceTM
CERTIFIED MAIL[®] RECEIPT
Domestic Mail Only

For delivery information, visit our website at www.usps.com.

Halifax, MA 02338

OFFICIAL USE

| | | |
|--|--------|------|
| Certified Mail Fee | \$3.60 | 0820 |
| \$ | \$2.85 | 05 |
| Extra Services & Fees (check box, add fee as appropriate) | | |
| <input type="checkbox"/> Return Receipt (hardcopy) | \$0.00 | |
| <input type="checkbox"/> Return Receipt (electronic) | \$0.00 | |
| <input type="checkbox"/> Certified Mail Restricted Delivery | \$0.00 | |
| <input type="checkbox"/> Adult Signature Required | \$0.00 | |
| <input type="checkbox"/> Adult Signature Restricted Delivery | \$0.00 | |
| Postage | \$0.55 | |
| Total Postage and Fees | \$7.00 | |

Sent To
[Redacted]

Street and Apt. No., or PO Box No.
475 Laurel Street

City, State, ZIP+4[®]
Halifax, MA 02338

PS Form 3800, April 2015 PSN 7530-02-000-9047 See Reverse for Instructions

7019 0700 0000 0342 3592

U.S. Postal ServiceTM
CERTIFIED MAIL[®] RECEIPT
Domestic Mail Only

For delivery information, visit our website at www.usps.com.

Halifax, MA 02338

OFFICIAL USE

| | | |
|--|--------|------|
| Certified Mail Fee | \$3.60 | 0820 |
| \$ | \$2.85 | 05 |
| Extra Services & Fees (check box, add fee as appropriate) | | |
| <input type="checkbox"/> Return Receipt (hardcopy) | \$0.00 | |
| <input type="checkbox"/> Return Receipt (electronic) | \$0.00 | |
| <input type="checkbox"/> Certified Mail Restricted Delivery | \$0.00 | |
| <input type="checkbox"/> Adult Signature Required | \$0.00 | |
| <input type="checkbox"/> Adult Signature Restricted Delivery | \$0.00 | |
| Postage | \$0.55 | |
| Total Postage and Fees | \$7.00 | |

Sent To
[Redacted]

Street and Apt. No., or PO Box No.
457 Laurel Street

City, State, ZIP+4[®]
Halifax, MA 02338

PS Form 3800, April 2015 PSN 7530-02-000-9047 See Reverse for Instructions

7019 0700 0000 0342 3608

U.S. Postal ServiceTM
CERTIFIED MAIL[®] RECEIPT
Domestic Mail Only

For delivery information, visit our website at www.usps.com.

Halifax, MA 02338

OFFICIAL USE

| | | |
|--|--------|------|
| Certified Mail Fee | \$3.60 | 0820 |
| \$ | \$2.85 | 05 |
| Extra Services & Fees (check box, add fee as appropriate) | | |
| <input type="checkbox"/> Return Receipt (hardcopy) | \$0.00 | |
| <input type="checkbox"/> Return Receipt (electronic) | \$0.00 | |
| <input type="checkbox"/> Certified Mail Restricted Delivery | \$0.00 | |
| <input type="checkbox"/> Adult Signature Required | \$0.00 | |
| <input type="checkbox"/> Adult Signature Restricted Delivery | \$0.00 | |
| Postage | \$0.55 | |
| Total Postage and Fees | \$7.00 | |

Sent To
[Redacted]

Street and Apt. No., or PO Box No.
447 Laurel Street

City, State, ZIP+4[®]
Halifax, MA 02338

PS Form 3800, April 2015 PSN 7530-02-000-9047 See Reverse for Instructions

7019 0700 0000 0342 3578

U.S. Postal ServiceTM
CERTIFIED MAIL[®] RECEIPT
Domestic Mail Only

For delivery information, visit our website at www.usps.com.

Halifax, MA 02338

OFFICIAL USE

| | | |
|--|--------|------|
| Certified Mail Fee | \$3.60 | 0820 |
| \$ | \$2.85 | 05 |
| Extra Services & Fees (check box, add fee as appropriate) | | |
| <input type="checkbox"/> Return Receipt (hardcopy) | \$0.00 | |
| <input type="checkbox"/> Return Receipt (electronic) | \$0.00 | |
| <input type="checkbox"/> Certified Mail Restricted Delivery | \$0.00 | |
| <input type="checkbox"/> Adult Signature Required | \$0.00 | |
| <input type="checkbox"/> Adult Signature Restricted Delivery | \$0.00 | |
| Postage | \$0.55 | |
| Total Postage and Fees | \$7.00 | |

Sent To
[Redacted]

Street and Apt. No., or PO Box No.
129 Circuit Street

City, State, ZIP+4[®]
Halifax, MA 02338-1623

PS Form 3800, April 2015 PSN 7530-02-000-9047 See Reverse for Instructions

**LEGAL NOTICE OF A COMMUNITY OUTREACH MEETING
REGARDING A MARIJUANA ESTABLISHMENT PROPOSED BY**

Flower & Soul, LLC

Notice is hereby given that a virtual community outreach meeting for **Flower & Soul, LLC's proposed Marijuana Establishment** is scheduled for **April 22, 2021, at 7:00 p.m.**, online at <https://princelobel.zoom.us/j/97933972344> or by telephone by calling +13017158592, Webinar ID: 979 3397 2344. The proposed Marijuana Retailer is anticipated to be located at **894 Plymouth Street, Halifax, Massachusetts, 02338** (the "**Property**"). Closed captioning will be provided. Community members and members of the public are encouraged to ask questions and receive answers from representatives of Flower & Soul, LLC.

Questions may be submitted in advance to myflowersoulma@gmail.com. All materials for the meeting will be available more than 24 hours before the virtual community outreach meeting at princelobel.com.

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

A copy of this notice is on file with the Town Clerk, Select Board, Planning Board, and Building Department at Town Hall, 499 Plymouth Street, Halifax, Massachusetts. A copy of this notice was published in a newspaper of general circulation at least fourteen (14) calendar days prior to the virtual community outreach meeting and mailed at least seven (7) calendar days prior to the virtual community outreach meeting to abutters of the Property, owners of land directly opposite the Property on any public or private street or way, and abutters to the abutters within three hundred (300) feet of the property line of the Property as they appear on the most recent applicable tax list, notwithstanding that the land of any such owner is located in another city or town.

Attachment D

Link to Recorded Virtual Meeting

Attachment D

Link to recording of virtual community outreach meeting:

Topic: Flower and Soul Virtual Community Outreach Meeting

Start Time : April 22, 2021 07:00 PM

Meeting Recording:

https://princelobel.zoom.us/rec/share/G7r2LfTKo-lPaHj-rF2BywzUCZ2C5PICY4G9Q3o7fcjsM0q7Qi-IHGxbL5VOrlc.OBnC8TJgGK0k_4qN?startTime=1619131841000

Access Passcode: FlowerSoul2021!

Attachment E

Virtual Meeting Presentation Handouts

Virtual Community Outreach Meeting
April 22, 2021

Flower & Soul

Relief beyond the possible

Topics We will Cover

- The Flower & Soul Team
- The type of Marijuana Establishment
- How the location will be secured
- Steps taken to prevent diversion to minors
- How we will be a good neighbor and not a nuisance
- Positive impact plan for the community
- Questions

Flower & Soul Team



Brian Wall / Founder & CEO

Brian is a Whitman, MA native and proven entrepreneur with hands-on professional experiences in the world of service, technology, and finance.

Brian's experience includes founding AdaptiveHR, senior finance positions at Clough Capital Partners, Eze Castle Integration, BL Trading, and worked for Cape Cod Express in their MA and CT locations.

Brian has Bachelor of Science degrees in accounting and computer science from Quinnipiac University, as well as a Master in Business Administration from Boston University.



Brendan McKee / Partner / Consultant

Brendan is a Hull, MA native and a proven entrepreneur being the co-founder of two companies in fitness and cannabis industries.

Brendan's experience includes co-founding Silver Therapeutics, a MA cannabis company, and Pedestal Footwear, as well as marketing leadership positions at Park Ave. BMW, InnerCity Weightlifting, fundraise.com, and playing professional football for Danube Dragons.

Brendan has Bachelor of Science degrees in political science and fine arts from Amherst College. Brendan believes in wellness through cannabis.

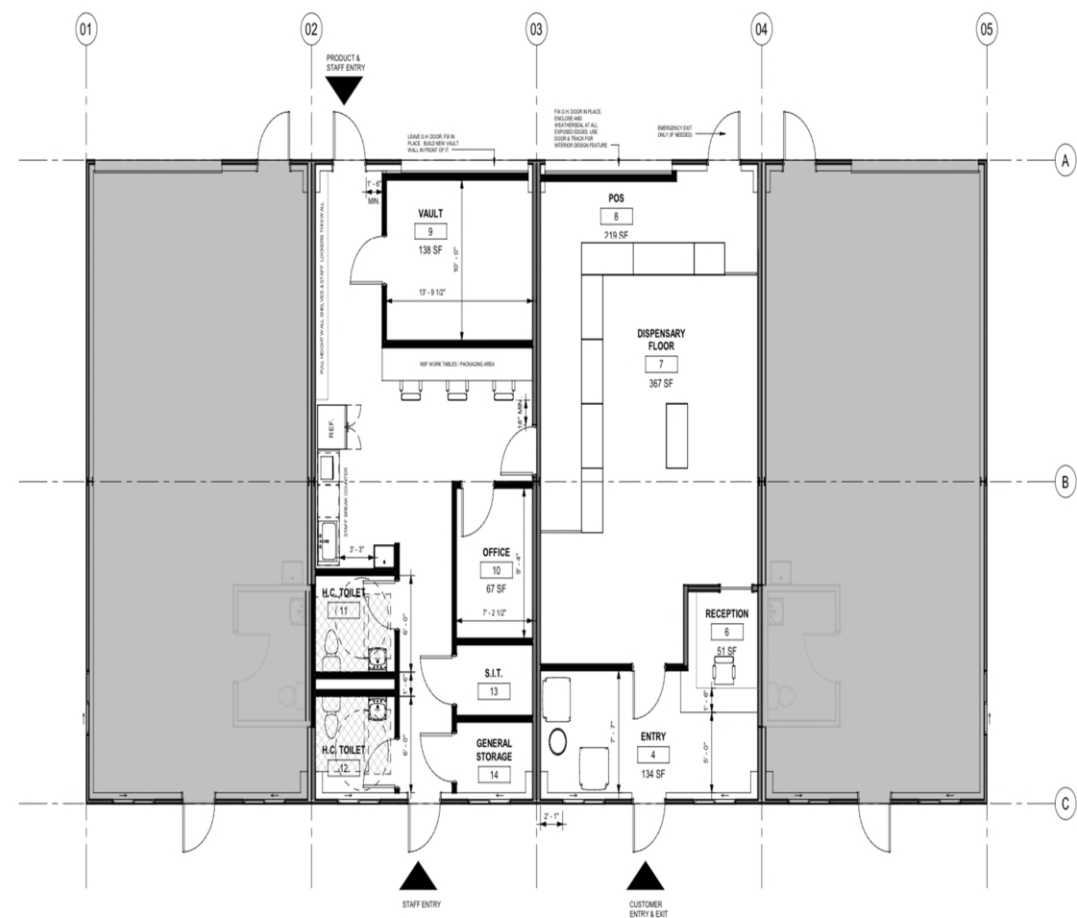
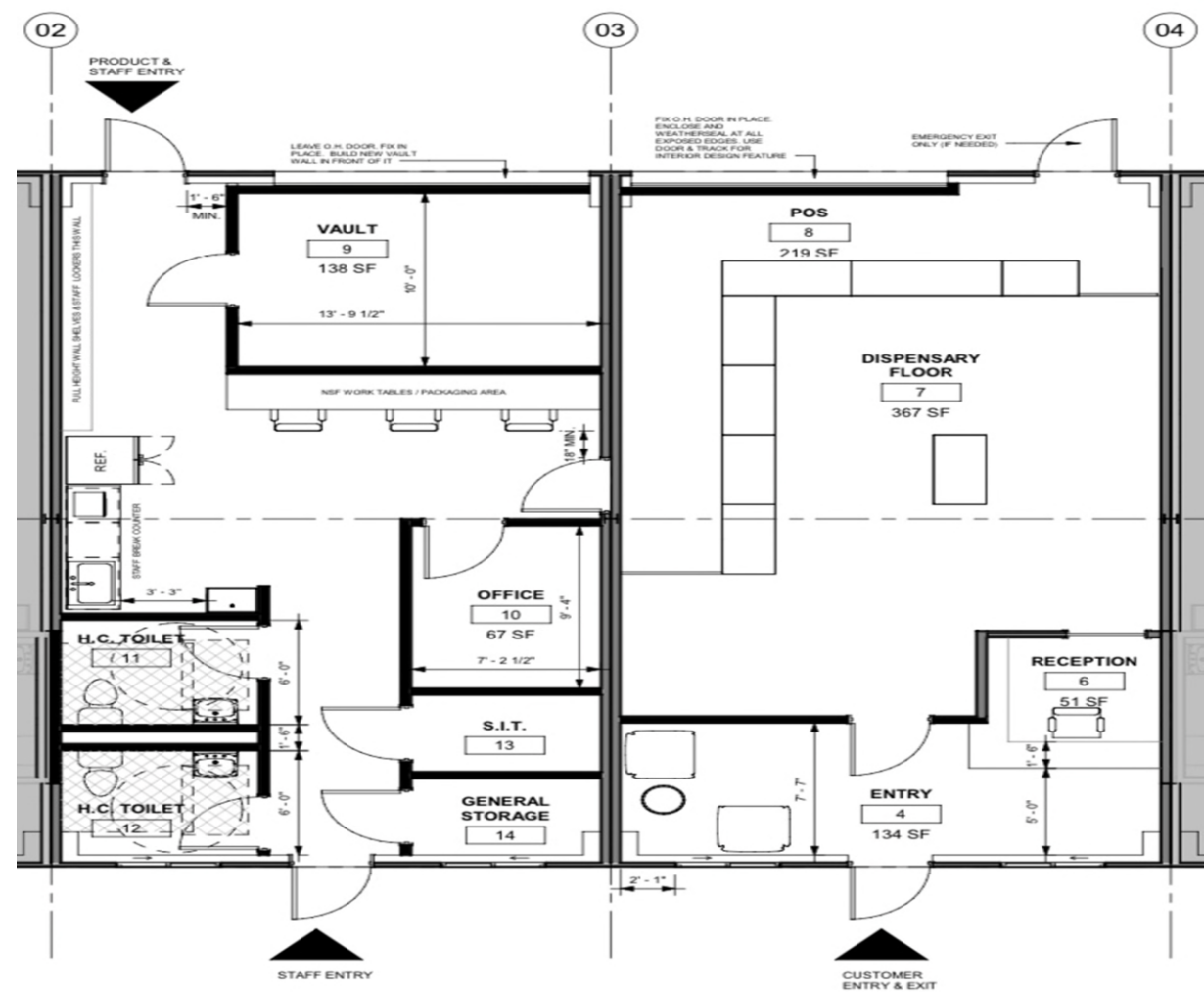
- Highly experienced in the cannabis industry and operates a portfolio of retail stores
- Private company - no out-of-state money
- Company founder has South Shore roots – Whitman/Marshfield
- Track record of working closely with the communities we operate in
- We operate high-quality, compliant, and safe cannabis businesses
- We use local contractors when possible

Introduction

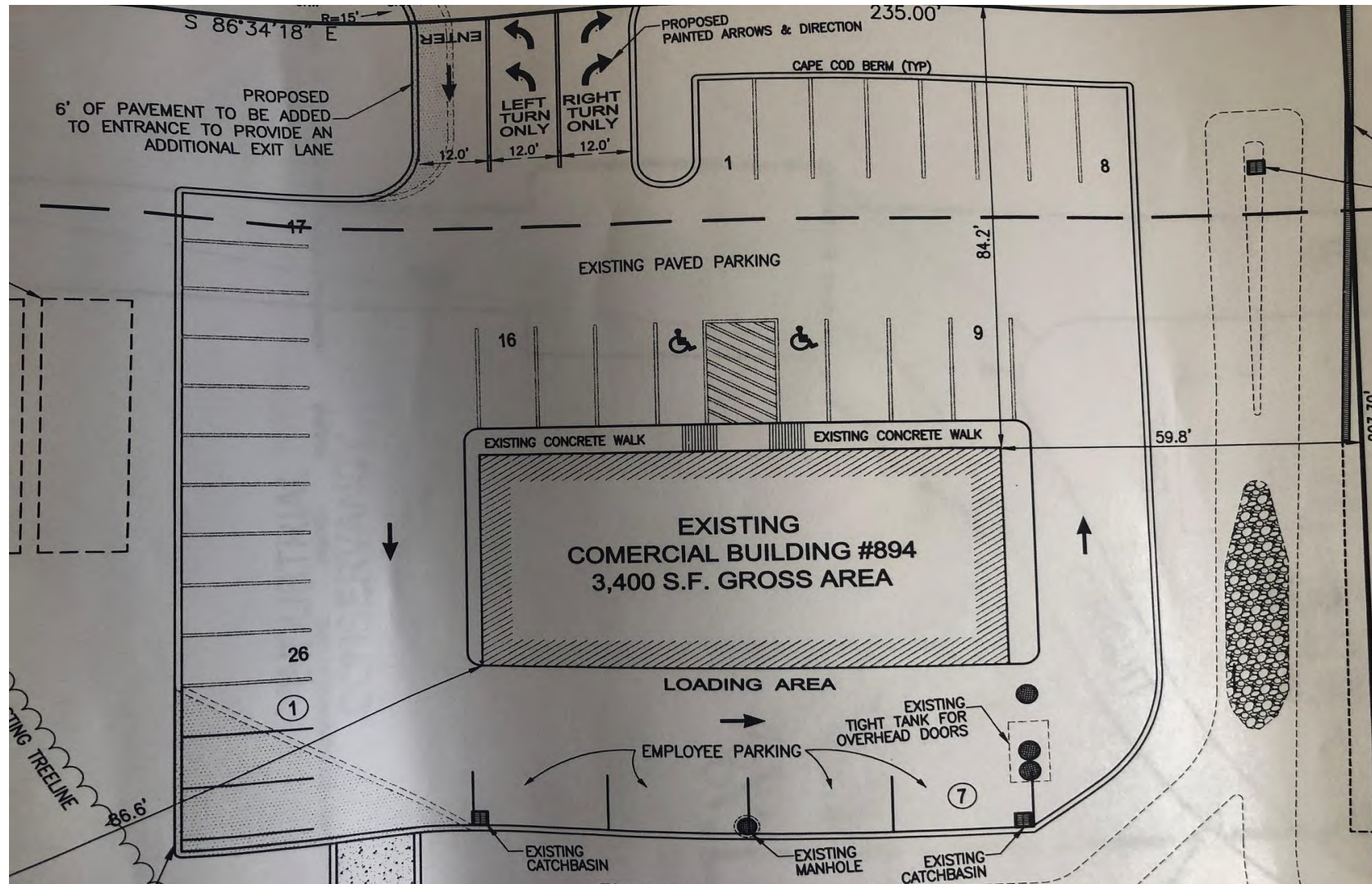
- Flower & Soul is proposing to open an adult-use Marijuana Retailer Establishment at 894 Plymouth Street in the town of Halifax
- The property on which the Establishment is located meets all current zoning requirements with the town of Halifax as amended, as well as the 500-buffer zone pursuant to 935CMR500
- Flower & Soul is negotiating a Host Community Agreement with the Town of Halifax
- Flower & Soul will go through the Halifax special permit process conducted by the Planning Board
- Flower & Soul will go through the state licensing process conducted by the Cannabis Control Commission (CCC)



Proposed floor plan



Site Plan



- Adding right turn lane out of 894 Plymouth St.
- Adding 7 parking spots for total of 31
- Adding landscaping to front and circuit street side of the building

How the location will be secured

- Employees stationed at entrance to monitor and ensure no parking / double-parking violations, loitering, or other undesirable activity
- 24/7 video surveillance of exterior and interior areas
- We spoke with Halifax Police and Fire about the location to get their feedback
- All marijuana products will be secured in a vault during and outside of operational hours
- Panic buttons are installed at reception and all POS stations

How the location will be secured

- Alarm system monitored by third-party security firm as well as local law enforcement and fire department
- Flower & Soul will implement a number of security measures to ensure the safety of its employees, visitors, and community members and that will prevent unauthorized access
- Positive identification through ID verification scanners
- Comprehensive ID verification process which requires ID checks twice during the process

Prevention of Diversion to Minors

- The company will only provide access to the facility to individuals 21 years of age or older
- All employees will have age verified upon hiring and only individuals 21 years of age or older will be eligible for employment
- All visitors must go through an identification process at check-in and provide identification to access the facility
- The company uses an ID scanner to verify age and all IDs are checked at least twice before a transaction occurs



Prevention of Diversion to Minors

- All employees will complete responsible vendor training and eight hours of annual training per year
- As part of onboarding, each employee will be trained on
 - Acceptable forms of customer identification
 - Identifying counterfeit identification and identification alterations
- All marijuana products are tracked through METRC

Positive Impact on the Community

- The team has built positive relationships with each community they operate in and intend to do the same in Halifax
- The company's team members are respected and active members in their communities with a history of community service and good corporate citizenship
- Flower & Soul will be an active and contributing member of the Halifax business community
- Flower & Soul will contribute in both financial and other ways to the community
- Enter into a Host Community Agreement that provides for a 3% fee on gross revenues to be paid to the town of Halifax and a 3% cannabis state sales tax on all sales

Positive Impact on the Community

- Real estate improvements and landscape design
- The company will seek to employ a majority of its workforce from the local community (specifically, candidates that reside within the town of Halifax)
- The company will encourage applications from and the recruitment of women, veterans, and minority candidates

Questions

Thank you!

Contact us:

Flower & Soul

myflowersoulma@gmail.com



Thank
you!

Flower & Soul, Inc.

Plan for Positive Impact

Flower & Soul, Inc. (the “**Company**”) is proposing to site a Retail Marijuana Establishment in Halifax, MA, located in Plymouth County. Accordingly, the Company plans to focus its primary efforts within the Towns of Abington, Wareham, Randolph, and the Cities of Taunton and Brockton, which are identified by the Commission as areas of disproportionate impact, as well as efforts to positively impact surrounding communities in Plymouth County, as well as impact Massachusetts Residents who have, or have parents or spouses who have, past drug convictions (the “**Target Areas**”).

During its first year of operations, the Company will implement the following goals, programs and measurements pursuant to this Plan for Positive Impact (the “**Positive Impact Plan**”).

Goals:

The Company’s goals for this Positive Impact Plan are as follows:

1. Hire, in a legal and non-discriminatory manner, at least 50% of its employees from Target Areas; and/or Massachusetts residents who have, or have parents or spouses who have, past drug convictions; and/or certified Economic Empowerment Recipients or Social Equity Program Participants; as follows:
 - a. 5% from Abington
 - b. 5% from Wareham
 - c. 5% from Randolph
 - d. 10% from Brockton
 - e. 5% from Taunton
 - f. 20% Massachusetts residents who have, or have parents or spouses who have, past drug convictions, and/or certified Economic Empowerment Recipients or Social Equity Program Participants.
2. Provide educational programs and informational sessions located on site and geared towards individuals from the Target Area and/or Massachusetts Residents who have, or have parents or spouses who have, past drug convictions, and/or certified Economic Empowerment Recipients or Social Equity Program Participants, that are interested in the cannabis industry, with specific focuses on marijuana retailers and entrepreneurship, at least two (2) times per year. This specifics of the programs are as follows:
 - a. The context of the educational events will specifically include, but not be limited to, information on licensing workshops (i.e. guidance on filing applications with the Commission), preparation of standard operating policies and procedures, Massachusetts cannabis market overview, and METRC best practices.
 - b. Participation and attendance in and at the education events is expected to be at least 10-20 individuals.

Flower & Soul, Inc.

- c. Location: The Company plans to hold the educational programs on-site, provided the space allows for the responses to the notices of the programs. Alternatively, rent a local hall in the area for the educational programs.

Programs:

In an effort to reach the abovementioned goals, the Company shall implement the following practices and programs:

1. In an effort to ensure that the Company has the opportunity to interview, and hire, individuals from the Target Areas or Massachusetts residents who have past drug convictions it shall post monthly notices for at least three (3) months during the hiring process at the municipal offices of the Target Areas and in newspapers of general circulation in the Target Areas, including but not limited to, *the Abington Mariner, Wareham Week, Brockton Enterprise, and Taunton Daily Gazette*, and these notices will state, among other things, that the Company is specifically looking for employees who are Massachusetts residents who are 21 years or older and either (i) live in a Target Area or another area of disproportionate impact as defined by the Commission; (ii) have past drug convictions or have parents or spouses with past drug convictions; or (iii) are certified Economic Empowerment Recipients or Social Equity Program Participants.

Such residency, or prior drug conviction status, will be a positive factor in hiring decisions, but this does not prevent the Company from hiring the most qualified candidates and complying with all employment laws and other legal requirements.

2. In an effort to ensure that the Company provides opportunities for individuals from the Target Areas and/or Massachusetts residents who have past drug convictions to attend its educational events the Company shall post weekly notices at least two (2) weeks prior to hosting said educational programs or informational sessions in newspapers of general circulation in the Target Areas including but not limited to, *the Abington Mariner, Wareham Week, Brockton Enterprise, and Taunton Daily Gazette*, and these notices will state, among other things, that the Company is specifically looking for the following individuals to attend these events; Massachusetts residents who are 21 years or older and either (i) live in a Target Area or another area of disproportionate impact as defined by the Commission; (ii) have past drug convictions or have parents or spouses with past drug convictions; or (iii) are certified Economic Empowerment Recipients or Social Equity Program Participants.

The Company respectfully submits that it will comply with the advertising, branding, marketing and sponsorship practices as outlined in 935 CMR 500.105(4). The abovementioned notices will not include any Company advertisements, marketing materials or branding. To the extent the Commission deems necessary, notices and event programming materials will be made available to the Commission for review and inspection prior to publishing.

Flower & Soul, Inc.

Company Internal Review goals:

To ensure that the Company's aforementioned hiring goals are being met, at least every six (6) months, the Company will:

1. Identify the number of individuals hired who (i) came from Target Area or another area of disproportionate impact as defined by the Commission; (ii) have past drug convictions or have parents or spouses with past drug convictions; or (iii) are certified Economic Empowerment Recipients or Social Equity Program Participants; and
2. Identify the number of educational events or informational sessions it holds and attendance at the same.

The Company affirmatively states that it: (1) acknowledges and is aware, and will adhere to, the requirements set forth in 935 CMR 500.105(4), which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of every Marijuana Establishment; (2) any actions taken, or programs instituted, will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws; and (3) the Company will be required to document progress or success of this plan, in its entirety, annually upon renewal of its provisional license.

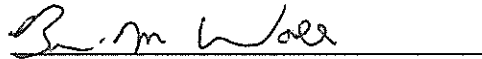
Certification of No Employees

In accordance with Section 935 CMR 500.101(1)(c)(4) of the Massachusetts Code of Regulations, and in support of the application of Flower & Soul, Inc. (the “**Applicant**”), the undersigned, Brian Wall, hereby confirms and certifies to the Cannabis Control Commission (the “**CCC**”) that:

1. At the present time, the Applicant has no employees in connection with its proposed Marijuana Establishment (the “**Marijuana Establishment**”);

Under penalties of perjury, I declare that I have examined this certification and to the best of my knowledge believe it is true, correct and complete, and I further declare that I have authority to sign this document.

Dated as of July 13, 2021

A handwritten signature in black ink, appearing to read "Brian Wall", is written over a horizontal line.

Name: Brian Wall



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$250.00

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

Articles of Organization

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

Identification Number: 001520137

ARTICLE I

The exact name of the corporation is:

FLOWER & SOUL, 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:

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 |
|----------------|--|---|------------------------|---------------------------------|
| | | <i>Num of Shares</i> | <i>Total Par Value</i> | |
| CWP | \$0.00100 | 275,000 | \$275.00 | 100 |

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: BRIAN WALL
No. and Street: 800 HINGHAM ST
City or Town: ROCKLAND State: MA Zip: 02370 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 | BRIAN WALL | 800 HINGHAM ST ROCKLAND, MA 02370 USA |
| TREASURER | BRIAN WALL | 800 HINGHAM ST ROCKLAND, MA 02370 USA |
| SECRETARY | BRIAN WALL | 800 HINGHAM ST ROCKLAND, MA 02370 USA |
| DIRECTOR | BRIAN WALL | 800 HINGHAM ST ROCKLAND, MA 02370 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:

APPLING TO THE CCC FOR AN ADULT DISPENSARY LICENSE

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

No. and Street: 800 HINGHAM ST
City or Town: ROCKLAND State: MA Zip: 02370 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: 800 HINGHAM ST

City or Town: 800 HINGHAM ST
ROCKLAND State: MA Zip: 02370 Country: USA

which is

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

Signed this 15 Day of July, 2021 at 3:34:49 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.)*

BRIAN M. WALL

THE COMMONWEALTH OF MASSACHUSETTS

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

July 15, 2021 03:33 PM

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

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

BYLAWS

OF

FLOWER & SOUL, INC.

Bylaws

TABLE OF CONTENTS

| | |
|--|---|
| ARTICLE I SHAREHOLDERS..... | 1 |
| Section 1. Annual Meeting | 1 |
| Section 2. Special Meetings..... | 1 |
| Section 3. Place of Meetings..... | 1 |
| Section 4. Requirement of Notice..... | 1 |
| Section 5. Waiver of Notice..... | 1 |
| Section 6. Quorum..... | 2 |
| Section 7. Voting and Proxies | 2 |
| Section 8. Action of Meeting..... | 2 |
| Section 9. Action without Meeting by Written Consent | 2 |
| Section 10. Record Date | 3 |
| Section 11. Meetings by Remote Communications | 3 |
| Section 12. Form of Shareholder Action..... | 3 |
| Section 13. Shareholders List for Meeting..... | 4 |
| ARTICLE II DIRECTORS | 4 |
| Section 1. Powers..... | 4 |
| Section 2. Number and Election..... | 4 |
| Section 3. Vacancies..... | 4 |
| Section 4. Change in Size of the Board of Directors..... | 4 |
| Section 5. Tenure..... | 4 |
| Section 6. Resignation | 4 |
| Section 7. Removal..... | 4 |
| Section 8. Regular Meetings | 5 |
| Section 9. Special Meetings..... | 5 |
| Section 10. Notice..... | 5 |
| Section 11. Waiver of Notice..... | 5 |
| Section 12. Quorum..... | 5 |
| Section 13. Action at Meeting..... | 5 |
| Section 14. Action Without Meeting..... | 5 |
| Section 15. Telephone Conference Meetings..... | 5 |
| Section 16. Committees..... | 5 |
| Section 17. Standard of Conduct for Directors | 6 |
| Section 18. Conflict of Interest | 6 |
| Section 19. Loans to Directors | 7 |
| ARTICLE III MANNER OF NOTICE | 7 |
| ARTICLE IV OFFICERS..... | 8 |

| | | |
|---|--|----|
| Section 1. | Enumeration..... | 8 |
| Section 2. | Appointment..... | 8 |
| Section 3. | Qualification | 8 |
| Section 4. | Tenure..... | 8 |
| Section 5. | Resignation | 8 |
| Section 6. | Removal..... | 8 |
| Section 7. | President..... | 8 |
| Section 8. | Treasurer..... | 8 |
| Section 9. | Secretary..... | 8 |
| Section 10. | Standards Of Conduct For Officers | 8 |
| ARTICLE V PROVISIONS RELATING TO SHARES..... | | 9 |
| Section 1. | Issuance and Consideration | 9 |
| Section 2. | Share Certificates..... | 9 |
| Section 3. | Uncertified Shares..... | 9 |
| Section 4. | Record and Beneficial Owners | 9 |
| Section 5. | Lost or Destroyed Certificates | 9 |
| ARTICLE VI CORPORATE RECORDS..... | | 9 |
| Section 1. | Records to be Kept..... | 9 |
| Section 2. | Inspection of Records by Shareholders..... | 10 |
| Section 3. | Scope of Inspection Right..... | 11 |
| Section 4. | Inspection of Records by Directors..... | 11 |
| ARTICLE VII FISCAL YEAR..... | | 11 |
| ARTICLE VIII ARTICLES OF ORGANIZATION AND BYLAWS..... | | 11 |
| ARTICLE IX AMENDMENTS | | 11 |

BYLAWS
OF
FLOWER & SOUL, INC.

ARTICLE I
SHAREHOLDERS

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

Section 2. Special Meetings. Special meetings of the shareholders may be called by the President or by the Directors, and shall be called by the Secretary, or in case of the death, absence, incapacity, or refusal of the Secretary, by another officer, if the holders of at least twenty-five percent (25%), 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 (7) nor more than sixty (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 such shareholder's shares in person or may appoint a proxy to vote or otherwise act for such shareholder by signing an appointment form, either personally or by such shareholder's 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 eleven (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 such proxy's authority under the appointment. A transferee for value of shares subject to an irrevocable appointment may revoke the appointment if such transferee did not know of its existence when such transferee acquired the shares and the existence of the irrevocable appointment was not noted conspicuously on the certificate representing the shares or on the information statement for shares without certificates. Subject to the provisions of Section 7.24 of the MBCA and to any express limitation on the proxy's authority appearing on the face of the appointment form, the Corporation is entitled to accept the proxy's vote or other action as that of the shareholder making the appointment.

Section 8. Action at Meeting. If a quorum of a voting group exists, favorable action on a matter, other than the election of Directors, is taken by a voting group if the votes cast within the group favoring the action exceed the votes cast opposing the action, unless a greater number of affirmative votes is required by law, or the Articles of Organization, these Bylaws, or a resolution of the Board of Directors requiring receipt of a greater affirmative vote of the shareholders, including more separate voting groups. Directors are elected by a plurality of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present. No ballot shall be required for such election unless requested by a shareholder present or represented at the meeting and entitled to vote in the election.

Section 9. Action without Meeting by Written Consent.

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

meetings within sixty (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 (7) days before taking the action authorized by such consent, 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 seventy (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 one hundred twenty (120) days after the date fixed for the original meeting.

Section 11. Meetings by Remote Communications. If authorized by the Directors: any annual or special meeting of shareholders need not be held at any place but may instead be held solely by means of remote communication; and subject to such guidelines and procedures as the Board of Directors may adopt, shareholders and proxyholders not physically present at a meeting of shareholders may, by means of remote communications: (a) participate in a meeting of shareholders; and (b) be deemed present in person and vote at a meeting of shareholders whether such meeting is to be held at a designated place or solely by means of remote communication, provided that: (1) the Corporation shall implement reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a shareholder or proxyholder; (2) the Corporation shall implement reasonable measures to provide such shareholders and proxyholders a reasonable opportunity to participate in the meeting and to vote on matters submitted to the shareholders, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings; and (3) if any shareholder or proxyholder votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by the Corporation.

Section 12. Form of Shareholder Action.

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

(b) Any copy, facsimile, or other reliable reproduction of a vote, consent, waiver, proxy appointment, or other action by a shareholder or by the proxy or other agent of any shareholder may

be substituted or used in lieu of the original writing for any purpose for which the original writing could be used, but the copy, facsimile, or other reproduction shall be a complete reproduction of the entire original writing.

Section 13. Shareholders List for Meeting.

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

(b) The shareholders list shall be available for inspection by any shareholder, beginning two (2) business days after notice is given of the meeting for which the list was prepared and continuing through the meeting: (i) 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 (ii) on a reasonably accessible electronic network, provided that the information required to gain access to such list is provided with the notice of the meeting. If the meeting is to be held solely by means of remote communication, the list shall be made available on an electronic network.

(c) A shareholder, or such shareholder's 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 such shareholder's or shareholder's agent's or attorney's 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 such shareholder's 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, except that the Board of Directors is expressly not authorized to issue from time to time any portion or portions of the capital stock of the Corporation which may have been authorized but not issued or otherwise reserved for issue.

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

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

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

Section 5. Tenure. The terms of all Directors shall expire at the next annual shareholders' meeting following their election. A decrease in the number of Directors does not shorten an incumbent Director's term.

The term of a Director elected to fill a vacancy shall expire at the next shareholders' meeting at which Directors are elected. Despite the expiration of a Director's term, such Director shall continue to serve until such Director's successor is elected and qualified or until there is a decrease in the number of Directors.

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

Section 7. Removal. Unless otherwise restricted by the Articles of Organization, any director or the entire Board of Directors may be removed, with or without cause, by the holders of a majority of the stock issued and outstanding and entitled to vote at an election of Directors. No Director resigning and no Director removed shall have any right to receive compensation as such Director for any period following such Director's resignation or removal, except where a right to receive compensation shall be expressly provided in a duly authorized written agreement with the Corporation, or any right to damages on account of such removal, whether such Director's compensation be by the month or by the year or otherwise; unless in the case of a resignation, the Directors, or in the case of removal, the body acting on the removal, shall in their or its discretion provide for compensation.

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

Section 9. Special Meetings. Special meetings of the Board of Directors may be called by the President, by the Secretary, by any two (2) Directors, or by one (1) Director in the event that there is only one (1) Director.

Section 10. Notice. Special meetings of the Board of Directors held via remote communication must be preceded by at least two (2) days' notice of the date, time, and place of the meeting; all other special meetings of the Board of Directors must be preceded by at least ten (10) days' notice of the date, time, and place of the meeting. The notice need not describe the purpose of the special meeting. All notices to Directors shall conform to the requirements of Article III. Notice of a meeting need not be given to any Director if a written waiver of notice, executed by such Director before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to such Director. Neither notice of a meeting nor a waiver of a notice need specify the purposes of the meeting.

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

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

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) such Director objects at the beginning of the meeting, or promptly upon such Director's arrival, to holding it or transacting business at the meeting; (b) such Director's dissent or abstention from the action taken is entered in the minutes of the meeting; or (c) such Director delivers written notice of such Director's 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 Board of 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 the Board of Directors, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section is effective when the last Director signs or delivers the consent, unless the consent specifies a different effective date. A consent signed or delivered under this Section has the effect of a meeting vote and may be described as such in any document.

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

Section 16. Committees. The Board of Directors may create one or more committees and appoint members of the Board of Directors to serve on them. Each committee may have one or more members, who serve at the pleasure of the Board of Directors. The creation of a committee and appointment of members to it must be approved by a majority of all the Directors in office when the action is taken. Article III and Sections 10 through 15 of this Article shall apply to committees and their members. To the extent specified by the Board of Directors, each committee may exercise the authority of the Board of Directors. A committee may not, however: (a) authorize distributions; (b) approve or propose to shareholders action that the MBCA requires be approved by shareholders; (c) change the number of the Board of Directors, remove Directors from office, or fill vacancies on the Board of Directors; (d) amend the Articles of Organization; (e) adopt, amend, or repeal Bylaws; or (f) authorize or approve reacquisition of shares, except according to a formula or method prescribed by the Board of Directors. The creation of, delegation of authority to, or action by a committee does not alone constitute compliance by a Director with the standards of conduct described in Section 17 of this Article.

Section 17. Standard of Conduct for Directors.

(a) A Director shall discharge such Director's duties as a Director, including such Director's 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 such Director's 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 such Director performed the duties of such Director's office in compliance with this Section.

Section 18. Conflict of Interest.

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

- (1) the material facts of the transaction and the Director's interest were disclosed or known to the Board of Directors or a committee of the Board of Directors and the Board of Directors or committee thereof 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 such Director has a material financial interest or in which such Director is a general partner is a party to the transaction; or (2) another entity of which such Director is a director, officer, or trustee, or in which such Director holds another position is a party to the transaction and the transaction is or should be considered by the Board of Directors.

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

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

Section 19. Loans to Directors. The Corporation may not lend money to, or guarantee the obligation of, a Director of the Corporation or any affiliate thereof, unless: (a) the specific loan or guarantee is approved by a majority of the votes represented by the outstanding voting shares of each class, voting separately, except the votes of shares owned by or voted under the control of the benefited Director. The fact that a loan or guarantee is made in violation of this Section shall not affect the borrower's liability on the loan.

ARTICLE III
MANNER OF NOTICE

All notices hereunder shall conform to the following requirements:

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

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

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

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

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

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

ARTICLE IV OFFICERS

Section 1. Enumeration. The Corporation shall have a President, a Treasurer, a Secretary, and such other officers as may be appointed by the Board of Directors from time to time in accordance with these Bylaws. The Board of Directors may appoint one of its members to the office of Chairman of the Board of Directors 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. The President 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. The Treasurer 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 such officer's 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 such officer's duties, an officer, who does not have knowledge that makes reliance unwarranted, is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by: (1) one or more officers or employees of the Corporation whom the officer reasonably believes to be reliable and competent with respect to the information, opinions, reports, or statements presented; or (2) legal counsel, public accountants, or other persons retained by the Corporation as to matters involving skills or expertise the officer reasonably believes are matters (i) within the particular person's professional or expert competence, or (ii) as to which the particular person merits confidence. An officer shall not be liable to the Corporation or its shareholders for any decision to take or not to take any action taken, or any failure to take any action, as an officer, if the duties of the officer are performed in compliance with this Section.

ARTICLE V

PROVISIONS RELATING TO SHARES

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

Section 2. Share Certificates. If shares are represented by certificates, at a minimum each share certificate shall state on its face: (a) the name of the Corporation and that it is organized under the laws of The Commonwealth of Massachusetts; (b) the name of the person to whom issued; and (c) the number and class of shares and the designation of the series, if any, the certificate represents. If different classes of shares or

different series within a class are authorized, then the variations in rights, preferences, and limitations applicable to each class and series, and the authority of the Board of Directors to determine variations for any future class or series, must be summarized on the front or back of each certificate. Alternatively, each certificate may state conspicuously on its front or back that the Corporation will furnish the shareholder this information on request in writing and without charge. Each share certificate shall be signed, either manually or in facsimile, by the President or a Vice President and by the Treasurer or an Assistant Treasurer, or any two (2) officers designated by the Board of Directors, and shall bear the corporate seal or its facsimile, if applicable. 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 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 such owner's legal representative, to give a bond, sufficient in its opinion, with or without surety, to indemnify the Corporation against any loss or claim which may arise by reason of the issue of the new certificate.

ARTICLE VI CORPORATE RECORDS

Section 1. Records to be Kept.

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

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

- (1) its Articles of Organization or Restated Articles of Organization and all amendments to them currently in effect;
- (2) its Bylaws or restated Bylaws and all amendments to them currently in effect;
- (3) resolutions adopted by its Board of Directors creating one or more classes or series of shares, and fixing their relative rights, preferences, and limitations, if shares issued pursuant to those resolutions are outstanding;

- (4) the minutes of all shareholders' meetings, and records of all action taken by shareholders without a meeting, for the past three (3) years;
- (5) all written communications to shareholders generally within the past three (3) years, including the financial statements furnished under Section 16.20 of the MBCA for the past three years;
- (6) a list of the names and business addresses of its current Directors and officers; and
- (7) its most recent annual report delivered to the Massachusetts Secretary of State.

Section 2. Inspection of Records by Shareholders.

(a) A shareholder is entitled to inspect and copy, during regular business hours at the office where they are maintained pursuant to Section 1(b) of this Article, copies of any of the records of the Corporation described in said Section if such shareholder gives the Corporation written notice of such shareholder's demand at least five (5) business days before the date on which such shareholder 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 such shareholder's demand at least five (5) business days before the date on which such shareholder 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) such shareholder's demand is made in good faith and for a proper purpose;

(2) such shareholder describes with reasonable particularity such shareholder's purpose and the records such shareholder desires to inspect;

(3) the records are directly connected with such shareholder's 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 such shareholder's behalf.

Section 3. Scope of Inspection Right.

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

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

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

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

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

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

ARTICLE VII FISCAL YEAR

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

ARTICLE VIII ARTICLES OF ORGANIZATION AND BYLAWS

These Bylaws are subject to the Articles of Organization of the Corporation. In the event of a conflict between these Bylaws and the Articles of Organization, the terms of the Articles of Organization will control. In these Bylaws, references to the Articles of Organization and Bylaws mean the provisions of the Articles of Organization and the Bylaws as are from time to time in effect.

ARTICLE IX AMENDMENTS

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

(b) Not later than the time of giving notice of the meeting of shareholders next following the making, amending, or repealing by the Board of Directors of any 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.

ADOPTED on July 15, 2021:

ATTEST:

A handwritten signature in dark ink, appearing to read "Ben M. Wall", is written over a horizontal line.

Name:

Title: Secretary



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

William Francis Galvin
Secretary of the
Commonwealth

Date: July 15, 2021

To Whom It May Concern :

I hereby certify that according to the records of this office,
FLOWER & SOUL, INC.

is a domestic corporation organized on **July 15, 2021** , under the General Laws of the Commonwealth of Massachusetts. I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



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

William Francis Galvin

Secretary of the Commonwealth

Certificate Number: 21070317890

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

Processed by: ili



Commonwealth of Massachusetts
Department of Revenue
Geoffrey E. Snyder, Commissioner

mass.gov/dor

Letter ID: L1605388480
Notice Date: July 15, 2021
Case ID: 0-001-241-025



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



FLOWER & SOUL, INC.
800 HINGHAM ST
ROCKLAND MA 02370-1074

Why did I receive this notice?

The Commissioner of Revenue certifies that, as of the date of this certificate, FLOWER & SOUL, 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, 9:00 a.m. to 4:00 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

Flower & Soul, Inc.

Plan for Obtaining Liability Insurance

Flower & Soul, Inc. (the “**Company**”) will work with an insurance broker licensed in the Commonwealth of Massachusetts to obtain insurance that meets or exceeds the requirements set forth in 935 CMR 500.105 (10).

Pursuant to 935 CMR 500.105(10) the Company shall obtain and maintain general liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually, and product liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually, or such amount as otherwise approved by the Commission. The deductible for each policy shall be no higher than \$5,000 per occurrence.

Pursuant to 935 CMR 500.105(10)(b) if the Company is unable to obtain minimum liability insurance coverage as required by 935 CMR 500.105(10)(a) the Company will place in escrow (the “**Liability Insurance Escrow Account**”) a sum of no less than Two Hundred and Fifty Thousand and 00/100 (\$250,000.00) or such other amount approved by the Commission, to be expended for coverage of liabilities. If the Company is unable to obtain minimum liability insurance coverage as required by 935 CMR 500.105(10)(a) the Company will properly document such inability through written records that will be retained in accordance with the Company’s *Record Retention Policy* (incorporated herein by reference). If the Liability Insurance Escrow Account is used to cover such liabilities, it will be replenished within ten (10) business days of such expenditure.

The Company will submit reports documenting compliance with 935 CMR 500.105(10) in a manner and form determined by the Commission pursuant to 935 CMR 500.000: *Adult Use of Marijuana*.

This policy may also be referred to by the Company as the “**Liability Insurance Policy**”.

Flower & Soul Business Plan

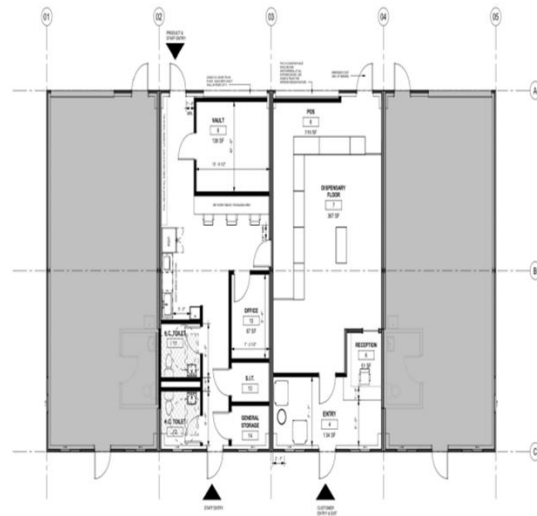


Outline

- 1) Executive Summary
- 2) Market Analysis
- 3) Organization & Management
- 4) Products and Transportation
- 5) Marketing
- 6) Growth
- 7) Financial Projections

Executive Summary

Flower & Soul (“FS” or “Flower & Soul”) was founded with the purpose of providing superior service and product from cultivators and manufacturers across the state. FS plans to open a Marijuana Retailer Facility located at 894 Plymouth Street in Halifax, MA, pursuant to the Commonwealth of Massachusetts’ Adult-Use of Marijuana laws. FS has leased from the property owner a portion of the building located at 894 Plymouth Street for up to 5 years with automatic renewals, pursuant to a lease agreement.



FS's dispensary will operate from 8am to 8pm, 7 days a week as a Marijuana Retailer. Our work force will be trained to operate within the framework of our company's corporate culture and to meet the needs of all our customers.

FS will ensure that all customers are provided with compassionate treatment whenever they visit the store. We have CRM software that will enable us to manage one on one relationships with our customers no matter how large our customer base grows. Regarding the products we offer, we will ensure that we educate our customers and suggest the best product and solution relative to their symptoms. We will additionally ask for customer input in products that they have purchased.

Our Products

FS will retail a wide range of marijuana flower and marijuana infused products, i.e., edibles, distillates, concentrates, oils, and topical creams. We have letters-of-intent in place with existing Massachusetts marijuana cultivators to wholesale purchase a wide range of marijuana products to be sold in the first few months of operation. We will only enter into agreements for the wholesale purchase of marijuana from licensed cultivators.

Our Vision Statement

Our vision is to provide the highest quality marijuana products for our adult-use customers that choose FS as their local marijuana retailer.

Our Mission Statement

Our mission is to establish a premier customer service Marijuana Retail Establishment that will sell the highest quality marijuana and marijuana infused products made available to the residents of Halifax and surrounding areas.

Business Structure

FS is a business that will be built on a solid foundation of compassion and ethics. From the outset, we have decided to recruit only qualified customer focused people to take on the various job positions in our organization. We are recruiting experienced and diverse employees to be the foundational staff of the organization. The employee's expertise and community focus will allow Flower & Soul to be the premier marijuana dispensary in the area.

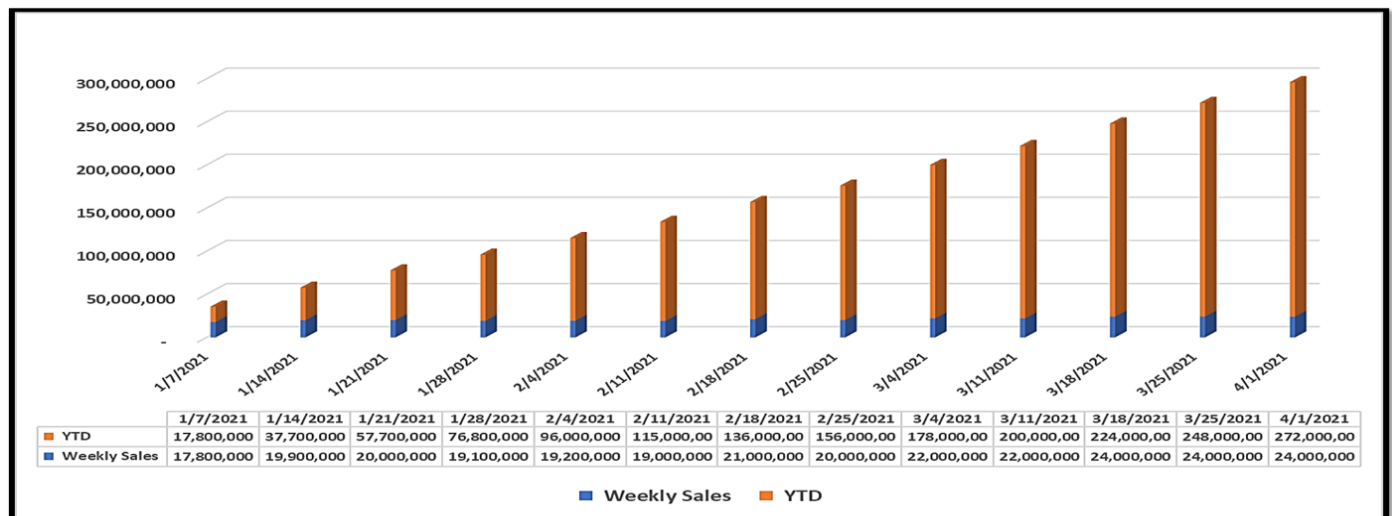
When hiring, we will look for applicants that are not just qualified and experienced, but honest, customer centric and willing to learn. Our team will help us build a community and customer focused brand.

Market Analysis

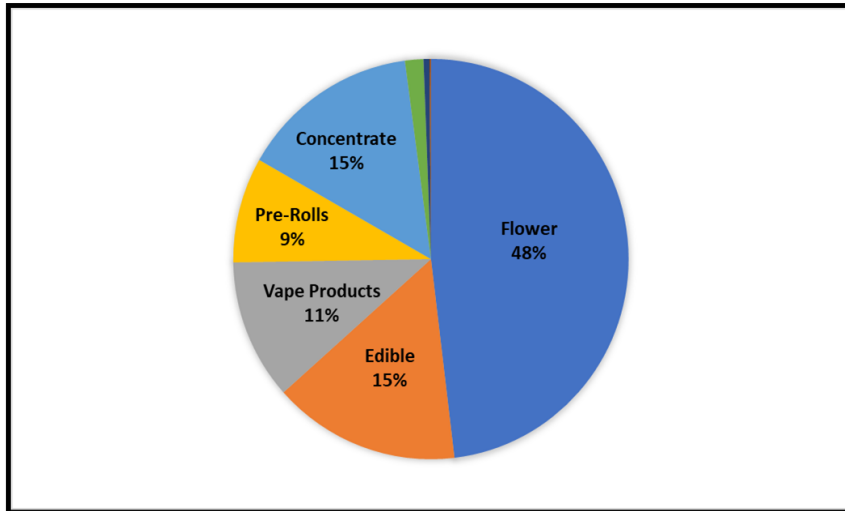
Market Trends

Adult-Use Marijuana sales, are projected to reach \$1.2 billion statewide by 2021, bringing in approximately \$240 million in state and local tax revenue. Retail sales hit an all-time high of \$87.1M with a daily sales average of \$2.8M and daily store sales of \$30K in Jan 2021. This is driven by 20.9% of Massachusetts residents using cannabis in the last year.

Current Sales as of April 1, 2021



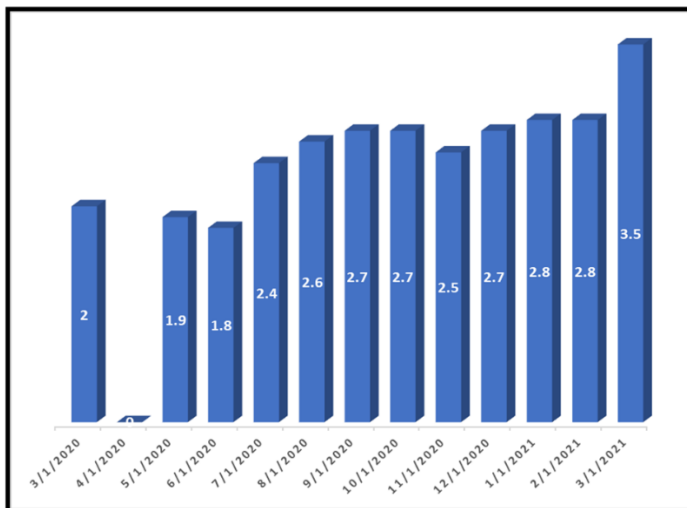
LTD 1.42B of Cannabis Product Adult-Use Sales



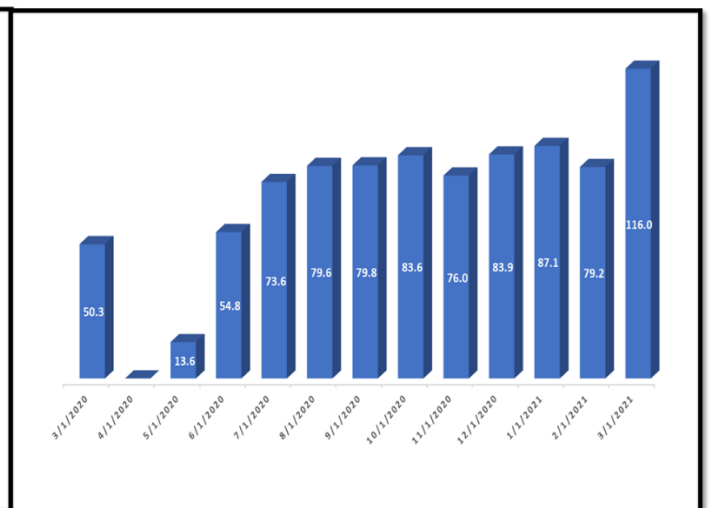
| Product Category | Sales | % Sales |
|--------------------|----------------------|---------------|
| Flower | 677,495,788 | 47.5% |
| Edible | 216,222,123 | 15.2% |
| Vape Products | 173,257,260 | 12.2% |
| Pre-Rolls | 127,374,485 | 8.9% |
| Concentrate | 197,112,255 | 13.8% |
| Infused | 19,562,698 | 1.4% |
| Shake/Trim | 7,149,796 | 0.5% |
| Other | 6,696,524 | 0.5% |
| Grand Total | 1,424,870,929 | 100.0% |

Retail Daily and Monthly Sales Growth (in Millions)

Daily Adult Retail sales by Month
75% increase YOY



Monthly Adult Use Retail Sales
126% increase YOY



The industry will continue to grow and become more profitable due to the aging baby-boomer generation in the United States which is projected to drive increasing demand for marijuana.

Our Competitive Advantage

In every business there is competition, however, we believe we possess several strengths that will allow us to be successful.

In this industry, the competitive dynamics center around the quality of cannabis dispensed, the services offered, the location, competitive pricing on all products, and the branding, as this plays a significant role in positive perception.

It is through our customer service that we can secure a fair share of the available market. We will ensure that all customers are educated, and that each order is properly dispensed under the State's guidelines with informational printouts. Flower & Soul will use the latest technology to provide education displays on flower, cannabinoids. Through this technology customers will be able to learn at their own pace. The company will also have employees on the dispensary floor to answer questions and help customers with product selection. Flower & Soul will also incorporate technology that allows customers to place their orders while in the store if they do not have a question allowing them to go straight to the check out counter.

Flower & Soul is entering into the market prepared to favorably compete in the industry. Our storefront is well positioned and visible. We will have ample parking. Our management staff is well groomed in retail/hospitality and all of our employees will go through Responsible Vendor Training to provide customized customer service to all of our clients.

Organization & Management

All staff and management positions will be filled by qualified applicants who have been approved by the CCC as qualified agents of FS. The following positions will be available at Flower & Soul;

Retail Dispensaries

- Store Manager (supervising all operations)
- Security Manager (supervising all security related matters)
- Parking Services
- Reception/Check-in Agent

- Registered Sales Agents
- Data & Marketing Manager
- Information Technologist

Roles and Responsibilities

The responsibilities of each position within the dispensary will be broken down as detailed below.

Store Manager:

- Ensures that the store facility is in tip top shape and conducive enough to welcome customers
- Ensures that goods and products are properly arranged
- Responsible for processing orders
- Responsible for sterilizing the counter tops, scales, and other measuring devices
- Handles administrative and bookkeeping tasks, inventory control, stocking shelves, and data entry
- Performs monthly inventory counts, file paperwork, and stock inventory
- Responsible for managing the daily activities in the dispensary store
- Responsible for recruiting, training and managing staff
- Responsible for preparing publicity materials and displays
- Controls the sales floor inventory
- Supervises the entire sales staff and workforce
- Handles any other duty as assigned by the CEO

Security Manager:

- Responsible for managing all security matters
- Responsible for compliance with State security protocols
- Responsible for continued education on security training and best practices of FS staff and management

- Will work with local police to ensure all parties are satisfied with security protocols.

Parking Services/Staff:

- In the event required, FS has contracted parking services.
- We will work with local police on every matter relating to security and safe parking practices
- Our team has visited the current adult use dispensaries to see first-hand how parking services are operating

Reception/Check-in Agent:

- Responsible for ensuring only customers 21 years of age or older are checked-in and allowed into the building

Registered Sales Agents:

- Greets with our customers with a smile and compassion
- Listen to the needs of each customer to best educate and recommend products
- Process customers orders
- Ensures that the store facility is in tip top shape and conducive enough to welcome customers
- Ensures that goods and products are properly arranged
- Responsible for sterilizing the counter tops, scales, and other measuring devices
- Handles any other duty as assigned by the floor manager

Data & Marketing Manager:

- Manages external research and coordinates all internal sources of information to retain and engage the companies' best customers and attract new customers
- Models demographic information and analyzes the volumes of transactional data generated by customer purchases

- Responsible for promoting the company's image
- Responsible for creating marketing and sales strategies, etc.
- Represents the organization in some strategic business meetings
- Handles any other duty as assigned by the CEO

Information Technologist:

- Manages website
- Handles ecommerce aspect of the business
- Responsible for installing and maintenance of computer software and hardware for the organization
- Manages supply chain software, Web servers, e-commerce software and POS (point of sale) systems
- Manages the organization's CCTV
- Handles any other technological and IT related duties

Products and Transportation

Our core products will be sourced from licensed cannabis cultivators and product manufacturers (licensed under the Massachusetts Adult-Use of Marijuana program), and who will offer a variety of different strains and MIP's (marijuana infused products). Flower & Soul will make best efforts to source and offer a wide range of flower, edibles, distillates, concentrates, beverages, oils, and topical creams. Moreover, FS will keep and maintain all records of purchases of marijuana products from any vendor by using its seed-to-sale software. All such records will be made and retained in accordance with 935 CMR 500.105(9).

FS shall implement sufficient safety and security measures during transportation to deter and prevent unauthorized access to the marijuana, unauthorized entrance into areas containing marijuana, and prevent the theft of marijuana. If not providing its own transportation services, FS will transport marijuana and marijuana products via licensed third-party transporters or other licensed Marijuana Establishments, both of which shall

be in good standing with the CCC. All marijuana in the process of transport shall be housed and stored in such a manner as to prevent diversion, theft, or loss and shall be accessible only to the minimum number of specifically authorized dispensary agents essential for efficient operation. FS shall only transport marijuana and marijuana products between licensed Marijuana Establishments by registered marijuana establishment agents.

Marketing

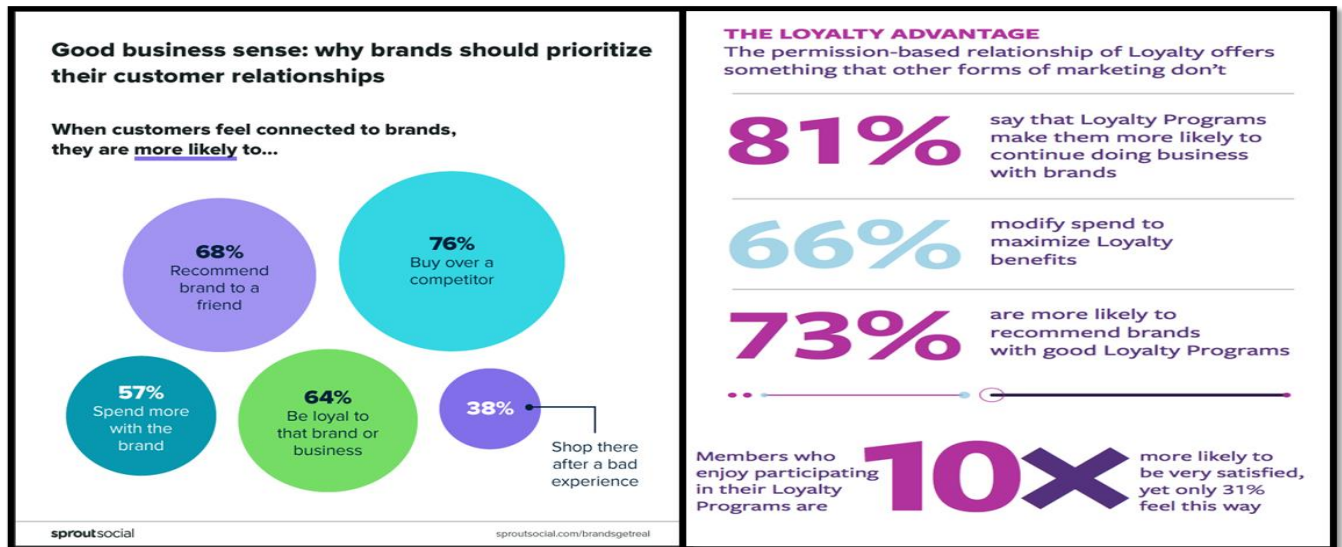
The marketing and sales strategy of FS will be based on generating long-term personalized relationships with customers. We will ensure that we offer the highest quality products at fair pricing.

All of our employees will be well trained and equipped to provide excellent and knowledgeable customer service. We know that if we are consistent with offering high quality marijuana products and excellent customer service, we will consistently increase our customer base.

Before choosing a location for our adult-use dispensary, we conducted a thorough market survey and feasibility studies confirming the ability for us to penetrate the available market and become the preferred market choice.

We have hired experts who have a solid understanding of the retail industry to help us develop marketing strategies that will allow us to achieve our business goal of winning a larger percentage of the available market in Halifax.

Successful companies harness the power of community to increase brand awareness, understand customers, and build brand loyalty.



In summary, FS will adopt the following informational and marketing approach to communicate with the communities we will serve;

- Introduce our business by offering informational sessions to residents, business owners and organizations
- Engage in email segmentation and marketing with our customers
- Encourage and leverage word of mouth marketing (referrals)
- Offer a Reserve Ahead option for convenience and efficiency
- Offer a curbside option for convenience and efficiency

Publicity and Advertising Strategy

Although 894 Plymouth Street is a highly visible storefront, we will constantly attempt to increase public awareness for our business within the guidelines for advertising set forth by the CCC. We are going to explore all available conventional and non – conventional means to promote our retail business.

Our publicity and advertising strategy is to communicate our brand responsibly and effectively to the general public through sponsoring relevant community programs and leveraging social media platforms like, Instagram, Facebook, Twitter, YouTube, and Google Business Listings.

Rewards programs produce quality customers who end up spending more and drives existing customers to return.

| Referral Programs & Loyalty Programs | | Every time a consumer visits Flower & Soul they will associate it with convenience and quality and their loyalty to Flower & soul will increase |
|--|---|--|
| What's the difference? | | |
| Referral | Loyalty | |
| ENGAGEMENT Your current customers advertise your company for you. Yielding new customers. | ENGAGEMENT Current customers continuously shop or use your service to earn rewards. | <ul style="list-style-type: none"> Bain & Company found that "increasing customer retention by 5% can lead to an increase in profits of 25% - 95%" It is easier to convert existing customers into repeat customers than it is to convert new leads Customers sharply increase spending when they have the chance to earn rewards right away Studies show loyalty programs increase purchases by 20% |
| STIPULATIONS A customer will only receive a reward after a new customer is brought in. | STIPULATIONS Customers will only receive a reward after making a specific amount of qualifying purchases. | |
| OUTCOME You gain a new customer, your customer earns a reward, and the referral may refer in the future. | OUTCOME Program members continue to buy your product, to eventually earn a reward. | |
| MEANING The purpose is to bring in new customers by rewarding customers for using word of mouth. | MEANING Customers are encouraged to make repeat purchases. Resulting in a strong brand connection. | |
| Result More Customers = More Sales Referral programs create loyal brand advocates. | Result Loyal Customers = More Sales Loyalty programs build customer relationships. | |

Growth

The success of a business lies in the number of loyal customers, the capacity and competence of the employees, their investment strategy, and the business structure.

One of our major goals in starting FS is to build a business that will survive off its own cash flow without the need for injecting finances from external sources once the business is officially up and running. We know that one of the ways of gaining approval and winning customers is to sell our product at a fair price with superior customer service that is currently not obtainable in the market.

Our company's corporate culture is designed to drive our business to greater heights and training and re – training of our workforce is our top priority. A profit-sharing arrangement will be made available to all our management staff and it will be based on their performance for a period of three years or more. We know that with this policy, we will be able to successfully hire and retain the best team we can get in the industry; they will be more committed to help us build a sustainable business.

Financial Projections

Sources of Income

Our source of income will be from friends and family investors. Future income will be generated through the cashflow generated by the Flower & Soul retail sales.

Sales Forecast

The Company has pulled census data on Halifax and the surrounding areas when preparing its detail financial plan. Flower & Soul also took into account and seasonality and the increased acceptance of marijuana with the 21 and older demographic within Massachusetts.

Revenue is driven by not only the number of customers per day but also the basket size of each purchase. Increasing a customer basket size by \$25 can increase net Income by 25%. The company has will also use loyalty programs were allowed by the CCC to retain and gain customers. Bain & Company found that “increasing customer retention by 5% can lead to an increase in profits of 25% – 95%”

The serviceable market within a 10-minute drive of 894 Plymouth Street is 23,172 growing to 28,038 in year three . The serviceable market will generate revenue ranging between 3M-6M in year one growing to 8M-10M in year 3 depending on the number of dispensaries permitted by the CCC and the town of Halifax. Projections for the first three years of operation have been prepared and are on file with FS’s CEO, Brian Wall. FS’s detail financial projections are the confidential information of the company and may fairly be considered to be a “trade secret”. As such, FS is prohibited from disclosing such information in any document which may become publicly available pursuant to a Freedom of Information Request. Requests by interested parties and future stakeholders of the FS to review the financial projections may be sent to Brian Wall at myflowersoulma@gmail.com.

Retail Start – Up Expenditure (Budget)

Below is a breakdown of buildout costs and fixed costs for 894 Plymouth St.

- Lease of Retail Storefront 18 months at \$2,600/mo. \$48,000

- The cost for the purchase of business equipment (Computers, Printers, Telephone, TVs, tables and chairs et al): \$12,000
- Installation of Security infrastructure \$50,000
- Tenant Improvements \$250,000
- Inventory \$150,000
- Employee onboarding and training \$100,000

Flower & Soul, Inc.

Separating Recreational from Medical Operations

This policy is not applicable. Flower & Soul, Inc. (the “**Company**”) is only applying for a Marijuana Retailer license at this location.

This policy may also be referred to by the Company as the “**Policy for Separating Recreational from Medical Operations**”.

Flower & Soul, Inc.

Restricting Access to Age 21 and Older

Flower & Soul, Inc. (the “**Company**”) shall require that all Marijuana Establishment Agents, Visitors and Consumers of marijuana for adult use (each as defined in 935 CMR 500.002) are 21 years of age or older. The Company will positively identify individuals seeking access to the premises of the Marijuana Establishment, or to whom marijuana or marijuana products are being transported pursuant to 935 CMR 500.105(14) (if applicable) to limit access solely to individuals 21 years of age or older.

Pursuant to 935 CMR 500.140, the Company shall immediately inspect an individual’s proof of identification and determine that the individual is 21 years of age or older upon entry to the Marijuana Establishment. The Company shall also inspect an individual’s proof of identification at the point of sale and determine that the individual is 21 years of age or older.

The identification shall contain a name, photograph, and date of birth, and shall be limited to one of the following:

1. A driver’s license;
2. A government issued-identification card;
3. A military identification card; or
4. A passport.

This policy may also be referred to by the Company as the “**Policy to Restrict Access to Persons Age 21 and Older**”.

Flower & Soul, Inc.

Quality Control and Testing for Contaminants

Testing of Marijuana

Flower & Soul, Inc. (the “**Company**”) shall not sell or otherwise market for adult use any marijuana product, including marijuana, that has not first been tested by an Independent Testing Laboratory, except as allowed under 935 CMR 500.000: *Adult Use of Marijuana*.

The Company is not proposing to cultivate or produce its own products at this time. The Company intends to obtain all of its products from other duly licensed Marijuana Establishments.

The Company shall ensure that all marijuana and marijuana products sold at its Marijuana Establishment have been tested by an Independent Testing Laboratory that tests the marijuana products in compliance with the protocol(s) established in accordance with M.G.L. 94G § 15 and in a form and manner determined by the Commission including, but not limited to, *Protocol for Sampling and Analysis of Finished Marijuana and Marijuana Products for Marijuana Establishments, Medical Marijuana Treatment Centers and Co-located Marijuana Operations*. Testing of the Company’s environmental media (e.g., soils, solid growing media, and water) shall be performed in compliance with the *Protocol for Sampling and Analysis of Environmental Media for Massachusetts Registered Medical Marijuana Dispensaries* published by the Commission, as applicable.

The Company shall ensure that all marijuana and marijuana products have been tested for the cannabinoid profile and for contaminants as specified and required by the Commission, including but not limited to mold, mildew, heavy metals, plant-growth regulators, and the presence of pesticides not approved for use on marijuana by the Massachusetts Department of Agricultural Resources. In addition to these contaminant tests, final ready-to-sell Marijuana Vaporizer Products shall be screened for heavy metals and Vitamin E Acetate (VEA) in accordance with the relevant provisions of the *Protocol for Sampling and Analysis of Finished Marijuana and Marijuana Products for Marijuana Establishments, Medical Marijuana Treatment Centers and Co-located Marijuana Operations*.

The Company shall notify the Commission within seventy-two (72) hours of receipt in writing, of any laboratory testing results indicating that the marijuana or marijuana products contaminant levels are above acceptable limits established in the protocols identified in 935 CMR 500.160(1) that contamination cannot be remediated, and must be disposed of. The notification from the Company shall describe a proposed plan of action for both the destruction of the contaminated production batch within seventy-two (72) hours, and the assessment of the source of contamination and shall contain any information regarding contamination as specified by the Commission, or immediately upon request by the Commission. The Company shall ensure that notification comes from both the Marijuana Establishment and the Independent Testing Laboratory, separately and directly.

The Company shall maintain the results of all testing for no less than one year. Any marijuana or marijuana products with testing dates in excess of one year shall be deemed expired and may not be dispensed, sold, transferred or otherwise conveyed until retested.

Flower & Soul, Inc.

All transportation of marijuana to and from Independent Testing Laboratories providing marijuana testing services shall comply with the Company's *Transportation Policy* and 935 CMR 500.105(13).

All excess marijuana shall be disposed of in compliance with the Company's *Waste Disposal Policy* and 935 CMR 500.105(12), either by the Independent Testing Laboratory returning excess marijuana to the source Marijuana Establishment for disposal or by the Independent Testing Laboratory disposing of it directly.

Single-servings of Marijuana Products tested for potency in accordance with 935 CMR 500.150(4)(a) shall be subject to a potency variance of no greater than plus/minus ten percent (+/- 10%).

If the Company receives notice that the marijuana or marijuana products it has submitted for testing has failed any test for contaminants, it shall either: (1) re-analyze without remediation; (2) take steps remediate the identified contaminants; or (3) dispose of the marijuana or marijuana product and in any event, all actions shall comply with 935 CMR 500.160(13).

Handling of Marijuana

The Company shall handle and process marijuana and marijuana products in a safe and sanitary manner. The Company shall implement the following policies (as applicable to its Marijuana Retail License):

- (a) To the extent applicable the Company shall process the leaves and flowers of the female marijuana plant only, which shall be:
 1. Well cured and generally free of seeds and stems;
 2. Free of dirt, sand, debris, and other foreign matter;
 3. Free of contamination by mold, rot, other fungus, pests and bacterial diseases and satisfying the sanitation requirements in 105 CMR 500.000: *Good Manufacturing Practices for Food*, and if applicable, 105 CMR 590.000: *State Sanitary Code Chapter X: Minimum Sanitation Standards for Food Establishments*;
 4. Prepared and handled on food-grade stainless steel tables with no contact with the Company's marijuana establishment agents' bare hands; and
 5. Packaged in a secure area.
- (b) The Company shall comply with the following sanitary requirements:
 1. Any marijuana establishment agent whose job includes contact with marijuana or non-edible marijuana products, including cultivation, production, or packaging shall

Flower & Soul, Inc.

comply with the requirements for food handlers specified in 105 CMR 300.000: *Reportable Diseases, Surveillance, and Isolation and Quarantine Requirements*;

2. Any marijuana establishment agent working in direct contact with preparation of marijuana or non-edible marijuana products shall conform to sanitary practices while on duty, including:
 - i. Maintaining adequate personal cleanliness; and
 - ii. Washing hands thoroughly in an adequate hand-washing area before starting work, and at any other time when hands may have become soiled or contaminated.
3. The Company shall supply adequate and convenient hand-washing facilities furnished with running water at a suitable temperature. Hand-washing facilities shall be located in the Marijuana Establishment in production areas and where good sanitary practices require employees to wash and sanitize their hands, and shall provide effective hand-cleaning and sanitizing preparations and sanitary towel service or suitable drying devices;
4. The Company shall supply sufficient space for placement of equipment and storage of materials as is necessary for the maintenance of sanitary operations;
5. Litter and waste shall be properly removed, disposed of so as to minimize the development of odor and minimize the potential for the waste attracting and harboring pests. The operating systems for waste disposal shall be maintained in an adequate manner pursuant to 935 CMR 500.105(12);
6. Floors, walls, and ceilings shall be constructed in such a manner that they may be adequately kept clean and in good repair;
7. The Company shall ensure that there will be adequate safety lighting in all processing and storage areas, as well as areas where equipment or utensils are cleaned;
8. Buildings, fixtures, and other physical facilities shall be maintained in a sanitary condition;
9. All contact surfaces, including utensils and equipment, shall be maintained in a clean and sanitary condition. Such surfaces shall be cleaned and sanitized as frequently as necessary to protect against contamination, using a sanitizing agent registered by the US Environmental Protection Agency (EPA), in accordance with labeled instructions. Equipment and utensils shall be so designed and of such material and workmanship as to be adequately cleanable;
10. All toxic items shall be identified, held, and stored in a manner that protects against contamination of marijuana products. Toxic items shall not be stored in an area

Flower & Soul, Inc.

containing products used in the cultivation of marijuana. The Commission may require a Marijuana Establishment to demonstrate the intended and actual use of any toxic items found on the premises;

11. The Company's water supply shall be sufficient for necessary operations. Any private water source shall be capable of providing a safe, potable, and adequate supply of water to meet the Marijuana Establishment's needs;
 12. Plumbing shall be of adequate size and design, and adequately installed and maintained to carry sufficient quantities of water to required locations throughout the Marijuana Establishment. Plumbing shall properly convey sewage and liquid disposable waste from the Marijuana Establishment. There shall be no cross-connections between the potable and waste water lines;
 13. The Company shall provide its employees with adequate, readily accessible toilet facilities that are maintained in a sanitary condition and in good repair;
 14. Products that can support the rapid growth of undesirable microorganisms shall be held in a manner that prevents the growth of these microorganisms; and
 15. Storage and transportation of finished products shall be under conditions that will protect them against physical, chemical, and microbial contamination as well as against deterioration of finished products or their containers.
 16. All vehicles and transportation equipment used in the transportation of marijuana products or edibles requiring temperature control for safety shall be designed, maintained, and equipped as necessary to provide adequate temperature control to prevent the marijuana products or edibles from becoming unsafe during transportation, consistent with applicable requirements pursuant to 21 CFR 1.908(c).
- (c) The Company shall comply with sanitary requirements. All edible products shall be prepared, handled, and stored in compliance with the sanitation requirements in 105 CMR 590.000: *State Sanitary Code Chapter X: Minimum Sanitation Standards for Food Establishments*.

This policy may also be referred to by the Company as the “**Quality Control and Testing Policy**”.

Flower & Soul, Inc.

Personnel Policies Including Background Checks

Flower & Soul, Inc. (the “**Company**”) shall implement the following Personnel Policies and Background Check policies:

- (1) The Company shall require that all personnel strictly adhere to, and comply with, all aspects of the *Security Policy*, which policy shall be incorporated herein by reference, specifically employee security policies, including personal safety and crime prevention techniques;
- (2) The Company shall develop a staffing plan and staffing records in compliance with 935 CMR 500.105(9)(d);
- (3) The Company shall develop emergency procedures, including a disaster plan with procedures to be followed in case of fire or other emergencies;
- (4) It shall be a policy of the Company that the workplace shall be alcohol, smoke and drug-free;
- (5) The Company shall require that all personnel strictly adhere to, and comply with, all aspects of the *Record Retention* and *Financial Record Maintenance and Retention* policies, which policies shall be incorporated herein by reference, specifically regarding the maintenance of confidential information and other records required to be maintained confidentially;
- (6) The Company shall immediately dismiss any Marijuana Establishment agent who has:
 - a. Diverted marijuana, which shall be reported to law enforcement authorities and to the Commission;
 - b. Engaged in unsafe practices with regard to operation of the Marijuana Establishment, which shall be reported to the Commission; or
 - c. Been convicted or entered a guilty plea, plea of nolo contendere, or admission to sufficient facts of a felony drug offense involving distribution to a minor in the Commonwealth, or a like violation of the laws of Other Jurisdictions (as that term is defined in 935 CMR 500.002).
- (7) The Company shall make a list of all board members and Executives (as that term is defined in 935 CMR 500.002) of the Marijuana Establishment, and members of the licensee (if any), available upon request by any individual. The Company may make this list available on its website.
- (8) The Company shall develop policies and procedures for the handling of cash on Marijuana Establishment premises including but not limited to storage, collection frequency, and transport to financial institution(s), as set forth in its *Security Policy*.

Flower & Soul, Inc.

- (9) The Company shall apply for registration for all of its board members, directors, employees, Executives (as that term is defined in 935 CMR 500.002), managers, and volunteers. All such individuals shall:
- a. be 21 years of age or older;
 - b. not have been convicted of an offense in the Commonwealth involving the distribution of controlled substances to minors, or a like violation of the laws of Other Jurisdictions (as that term is defined in 935 CMR 500.002); and
 - c. be determined suitable for registration consistent with the provisions of 935 CMR 500.800 and 935 CMR 500.801 or 935 CMR 500.802.
- (10) An application for registration of a marijuana establishment agent shall include:
- a. the full name, date of birth, and address of the individual;
 - b. all aliases used previously or currently in use by the individual, including maiden name, if any;
 - c. a copy of the applicant's driver's license, government-issued identification card, liquor purchase identification card issued pursuant to M.G.L. c. 138, § 34B, or other verifiable identity document acceptable to the Commission;
 - d. an attestation that the individual will not engage in the diversion of marijuana products;
 - e. written acknowledgment by the applicant of any limitations on his or her authorization to cultivate, harvest, prepare, package, possess, transport, and dispense marijuana in the Commonwealth;
 - f. background information, including, as applicable:
 - 1. a description and the relevant dates of any criminal action under the laws of the Commonwealth, or Other Jurisdiction (as that term is defined in 935 CMR 500.002), whether for a felony or misdemeanor and which resulted in conviction, or guilty plea, or plea of nolo contendere, or admission of sufficient facts;
 - 2. a description and the relevant dates of any civil or administrative action under the laws of the Commonwealth, or Other Jurisdiction (as that term is defined in 935 CMR 500.002) relating to any professional or occupational or fraudulent practices;

Flower & Soul, Inc.

3. a description and relevant dates of any past or pending denial, suspension, or revocation of a license or registration, or the denial of a renewal of a license or registration, for any type of business or profession, by any federal, state, or local government, or any foreign jurisdiction;
 4. a description and relevant dates of any past discipline by, or a pending disciplinary action or unresolved complaint by, the Commonwealth, or Other Jurisdiction (as that term is defined in 935 CMR 500.002) with regard to any professional license or registration held by the applicant;
- (b) a nonrefundable application fee paid by the Marijuana Establishment with which the marijuana establishment agent will be associated; and
- (c) any other information required by the Commission.
- (11) An Executives (as that term is defined in 935 CMR 500.002) of the Company registered with the Department of Criminal Justice Information Systems (“DCJIS”) pursuant to 803 CMR 2.04: *iCORI Registration*, shall submit to the Commission a Criminal Offender Record Information (“CORI”) report and any other background check information required by the Commission for each individual for whom the Company seeks a marijuana establishment agent registration, obtained within 30 calendar days prior to submission.
- a. The CORI report obtained by the Company shall provide information authorized under Required Access Level 2 pursuant to 803 CMR 2.05(3)(a)2.
 - b. The Company’s collection, storage, dissemination and usage of any CORI report or background check information obtained for marijuana establishment agent registrations shall comply with 803 CMR 2.00: *Criminal Offender Record Information (CORI)*.
- (12) The Company shall notify the Commission no more than one (1) business day after a marijuana establishment agent ceases to be associated with the Company. The subject agent’s registration shall be immediately void when the agent is no longer associated with the Company.
- (13) The Company shall require that all agents renew their registration cards annually from the date of issue, subject to a determination by the Commission that the agent continues to be suitable for registration.
- (14) After obtaining a registration card for a marijuana establishment agent, the Company shall notify the Commission, in a form and manner determined by the Commission, as soon as possible, but in any event, within five (5) business days of any changes to the information that the Marijuana Establishment was previously required to submit to the Commission or after discovery that a registration card has been lost or stolen.

Flower & Soul, Inc.

- (15) The Company's agents shall carry their registration card at all times while in possession of marijuana products, including at all times while at the Marijuana Establishment or while transporting marijuana products.
- (16) Should any of the Company's agents be affiliated with multiple Marijuana Establishments the Company shall ensure that such agents are registered as a marijuana establishment agent by each Marijuana Establishment and shall be issued a registration card for each establishment.
- (17) The Company shall maintain, and keep up to date, an employee handbook that employees will be given copies of at the start of their employment and will be required to attest that they have read and received the same, covering a wide range of topics, including but not limited to: (1) Employee benefits; (2) Vacation and sick time; (3) Work schedules; (4) Confidentiality standards; (5) Criminal background check standards (6) Security and limited access areas; (7) Employee identification and facility access; (8) Personal safety and crime prevention techniques; (9) Alcohol, drug, and smoke-free workplace; and (10) Grounds for discipline and termination. Each Employee shall be required to review the handbook and attest to their understanding and receipt of the same. The Company will review its employee handbook periodically and communicate any changes to its employees.

Personnel Record Keeping

The Company shall maintain the following Personnel Records:

1. Job descriptions for each employee and volunteer position, as well as organizational charts consistent with the job descriptions;
2. A personnel record for each marijuana establishment agent. Such records shall be maintained for at least 12 months after termination of the individual's affiliation with the Marijuana Establishment and shall include, at a minimum, the following:
 - a. All materials submitted to the Commission pursuant to 935 CMR 500.030(2);
 - b. Documentation of verification of references;
 - c. The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision
 - d. Documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the individual indicating the date, time, and place he or she received said training and the topics discussed, including the name and title of presenters;
 - e. Documentation of periodic performance evaluations;

Flower & Soul, Inc.

- f. A record of any disciplinary action taken; and
 - g. Notice of completed responsible vendor and eight (8) hour related duty training.
- 3. A staffing plan that will demonstrate accessible business hours and safe cultivation conditions (as applicable);
 - 4. Personnel policies and procedures; and
 - 5. All background check reports obtained in accordance with M.G.L. c. 6 § 172, 935 CMR 500.029, 935 CMR 500.030, and 803 CMR 2.00: *Criminal Offender Record Information (CORI)*.

The Company's aforementioned Personnel Records shall be available for inspection by the Commission, on request. All records shall be maintained in accordance with generally accepted accounting principles.

Following closure of the Company's Marijuana Establishment, all records shall be kept for at least two (2) years at the Company's expense, in a form and location acceptable to the Commission.

Staffing Plan

Executive Level:

- CEO;
- CFO; and
- COO/CTO.

Management Level:

- Sales Manager; and
- Security Manager.

Staff Level

- Up to ten (17) Staff Level Sales Representatives;

Consultant Level

- Attorney / Compliance Officer;
- Human Resources Provider; and
- Security Officers.

This policy may also be referred to by the Company as the “**Personnel and Background Check Policy**”.

Flower & Soul, Inc.

Record Keeping Procedures

Flower & Soul, Inc. (the “**Company**”) shall keep and maintain records of the Marijuana Establishment in accordance with generally accepted accounting principles. Such records shall be available for inspection by the Commission, upon request and shall include, but not be limited to, all records required in any section of 935 CMR 500.000: *Adult Use of Marijuana*, in addition to the following:

- (a) Written operating procedures as required by 935 CMR 500.105(1);
- (b) Inventory records as required by 935 CMR 500.105(8);
- (c) Seed-to-sale SOR electronic tracking system records for all marijuana products as required by 935 CMR 500.105(8)(e);
- (d) Personnel records as described in the Company’s *Personnel and Background Check Policy*, which policy shall be incorporated herein by reference, and as follows:
 - a. Job descriptions for each employee and volunteer position, as well as organizational charts consistent with the job descriptions;
 - b. A personnel record for each marijuana establishment agent. Such records shall be maintained for at least 12 months after termination of the individual’s affiliation with the Marijuana Establishment and shall include, at a minimum, the following:
 - i. All materials submitted to the Commission pursuant to 935 CMR 500.030(2);
 - ii. Documentation of verification of references;
 - iii. The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision
 - iv. Documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the individual indicating the date, time, and place he or she received said training and the topics discussed, including the name and title of presenters;
 - v. Documentation of periodic performance evaluations;
 - vi. A record of any disciplinary action taken; and
 - vii. Notice of completed responsible vendor training program and in-house training.

Flower & Soul, Inc.

- c. A staffing plan that will demonstrate accessible business hours and safe cultivation conditions (as applicable);
 - d. Personnel policies and procedures, including at a minimum, the following: (a) code of ethics; (b) whistleblower policy; and (c) a policy which notifies persons with disabilities of their rights under <https://www.mass.gov/service-details/about-employment-rights> or a comparable link, and includes provisions prohibiting discrimination and providing reasonable accommodations; and
 - e. All background check reports obtained in accordance with M.G.L. c. 6 § 172, 935 CMR 500.029, 935 CMR 500.030, and 803 CMR 2.00: *Criminal Offender Record Information (CORI)*;
- (e) Business records as described in the Company's *Financial Record Maintenance and Retention Policy*, which shall include manual or computerized records of the following: (1) assets and liabilities; (2) monetary transactions; (3) books of accounts, which shall include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers; (4) sales records including the quantity, form, and cost of marijuana products; and (5) salary and wages paid to each employee, or stipend, executive compensation, bonus, benefit, or item of value paid to any persons having direct or indirect control over the marijuana establishment, if any; and
- (f) Waste disposal records as required under 935 CMR 500.105(12), including but not limited to, a written or electronic record of the date, the type and quantity of marijuana, marijuana products or waste disposed or handled, the manner of disposal or other handling, the location of disposal or other handling, and the names of the two (2) Marijuana Establishment Agents present during the disposal or other handling, with their signatures. The Company shall keep these records for at least three (3) years. This period shall automatically be extended for the duration of any disciplinary action and may be extended by an order of the Commission.

All Confidential Information (as that term is defined in 935 CMR 500.002) shall be maintained confidentially including secured or protected storage (whether electronically or in hard copy), and accessible only to the minimum number of specifically authorized employees essential for efficient operation and retention of such records. In any event, the Company shall be authorized to disclose such confidential information as may be required by law.

Following closure of a Marijuana Establishment, the Company shall keep all records for at least two (2) years at the Company's expense and in a form and location acceptable to the Commission. It shall be a policy of the company that any and all records subject to any disciplinary action shall be retained for the duration of such action, or as otherwise extended by order of the Commission.

This policy may also be referred to by the Company as the “**Record Retention Policy**”.

Flower & Soul, Inc.

Maintaining of Financial Records

Flower & Soul, Inc. (the “**Company**”) shall keep and maintain records of the Marijuana Establishment in accordance with generally accepted accounting principles. Such records shall be available for inspection by the Commission, upon request and shall include, but not be limited to, all financial records required in any section of 935 CMR 500.000: *Adult Use of Marijuana*, and business records, in accordance with 935 CMR 500.105(e), which shall include manual or computerized records of:

1. Assets and liabilities;
2. Monetary transactions;
3. Books of accounts, which shall include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
4. Sales records including the quantity, form, and cost of marijuana products; and
5. Salary and wages paid to each employee, or stipend, executive compensation, bonus, benefit, or item of value paid to any persons having direct or indirect control over the marijuana establishment, if any.

Furthermore, consistent with the Company’s *Dispensing Policy*, the Company shall implement the following policies for Recording Sales

- (a) The Company shall utilize a point-of-sale (“**POS**”) system approved by the Commission, in consultation with the Massachusetts Department of Revenue (“**DOR**”).
- (b) The Company may also utilize a sales recording module approved by the DOR.
- (c) The Company shall not utilize any software or other methods to manipulate or alter sales data at any time or under any circumstances.
- (d) The Company shall conduct a monthly analysis of its equipment and sales data to determine that no software has been installed that could be utilized to manipulate or alter sales data and that no other methodology has been employed to manipulate or alter sales data. The Company shall maintain records that it has performed the monthly analysis and produce it upon request to the Commission. If the Company determines that software has been installed for the purpose of manipulation or alteration of sales data or other methods have been utilized to manipulate or alter sales data:
 - i. it shall immediately disclose the information to the Commission;
 - ii. it shall cooperate with the Commission in any investigation regarding manipulation or alteration of sales data; and

Flower & Soul, Inc.

- iii. take such other action directed by the Commission to comply with 935 CMR 500.105.
- (e) The Company shall comply with 830 CMR 62C.25.1: *Record Retention and DOR Directive 16-1* regarding recordkeeping requirements.
- (f) The Company shall adopt separate accounting practices at the POS for marijuana and marijuana product sales, and non-marijuana sales.
- (g) The Company shall allow the Commission and the DOR audit and examine the POS system used by a retailer in order to ensure compliance with Massachusetts tax laws and 935 CMR 500.000: *Adult Use of Marijuana*;

Following closure of a Marijuana Establishment, the Company shall keep all records for at least two years at the Company's expense and in a form and location acceptable to the Commission.

This policy may also be referred to by the Company as the “**Financial Record Maintenance and Retention Policy**”.

Flower & Soul, Inc.

Employee Qualifications and Training

Flower & Soul, Inc. (the “**Company**”) shall ensure that all marijuana establishment agents complete minimum training requirements prior to performing job functions.

Agents responsible for tracking and entering product into the Seed-to-sale SOR must receive training in a form and manner determined by the Commission.

Company Training Policies shall be as follows:

1. At a minimum, Company employees shall receive a total of eight (8) hours of training annually, which shall include a minimum of four (4) hours of Responsible Vendor Training (“**RVT**”) program courses established pursuant to 935 CMR 500.105(2)(b). Basic, on-the-job training, provided by the Company in the ordinary course of business, may be counted toward the eight (8) hour total training requirement.
2. Administrative employees that do not handle or sell marijuana are exempt from the four (4) hour RVT training requirement, but may take a RVT program as part of fulfilling the eight (8) hour training requirement.
3. Training shall be tailored to the roles and responsibilities of the job function of each employee.
4. RVT training may be conducted by the Company or by a third-party vendor
5. All agents that are involved in the handling and sale of marijuana for adult use at the time of licensure or renewal of licensure, as applicable, shall have attended and successfully completed a responsible vendor training program, which shall include the Basic Core Curriculum (as that term is defined in 935 CMR 500.000 *et. seq.*).
6. Once the Company is designated as a “responsible vendor” all new employees involved in the handling and sale of marijuana for adult use shall successfully complete the Basic Core Curriculum training program within ninety (90) days of hire.
7. It shall be a policy of the Company that after initial successful completion of a responsible vendor program, each owner, manager, and employee involved in the handling and sale of marijuana for adult use shall successfully complete the program once every year thereafter to maintain designation as a “responsible vendor.”
8. Administrative employees who do not handle or sell marijuana may take the responsible vendor training program on a voluntary basis.
9. The Company shall maintain records of compliance with all training requirements for four (4) years and make them available to inspection by the Commission and any other applicable licensing authority on request during normal business hours.

Policies and Procedures for Flower & Soul, Inc.

Flower & Soul, Inc.

The Company shall ensure that the Basic Core Curriculum program offered to its employees includes the following:

- (a) Marijuana's effect on the human body, including:
 - a. Scientifically based evidence on the physical and mental health effects based on the type of marijuana product;
 - b. The amount of time to feel impairment;
 - c. Visible signs of impairment; and
 - d. Recognizing the signs of impairment.
- (b) Diversion prevention and prevention of sales to minors, including best practices;
- (c) Compliance with all tracking requirements; and
- (d) Acceptable forms of identification. Training shall include:
 - a. How to check identification;
 - b. Spotting and confiscating fraudulent identification;
 - c. Patient registration cards currently and validly issued by the Commission;
 - d. Common mistakes made in verification; and
 - e. Prohibited purchases and practices, including purchases by persons under the age of 21 in violation of M.G.L. c. 94G.
- (e) Other key state laws and rules affecting owners, managers, and employees, which shall include:
 - a. Conduct of marijuana establishment agents;
 - b. Permitting inspections by state and local licensing and enforcement authorities;
 - c. Local and state licensing and enforcement;
 - d. Incident and notification requirements;
 - e. Administrative, civil, and criminal liability;
 - f. Health and safety standards, including waste disposal

Flower & Soul, Inc.

- g. Patrons prohibited from bringing marijuana and marijuana products onto licensed premises;
- h. Permitted hours of sale;
- i. Licensee responsibilities for activities occurring within licensed premises;
- j. Maintenance of records, including confidentiality and privacy; and
- k. Any other areas of training determined by the Commission to be included in a responsible vendor training program.

The Company shall also ensure that all of its board members, directors, employees, Executives (as that term is defined in 935 CMR 500.002), managers, and volunteers shall:

- (a) be 21 years of age or older;
- (b) not have been convicted of an offense in the Commonwealth involving the distribution of controlled substances to minors, or a like violation of the laws of another state, the United States or foreign jurisdiction, or a military, territorial, or Native American tribal authority; and
- (c) be determined suitable for registration consistent with the provisions of 935 CMR 500.800 and 500.802.

This policy may also be referred to by the Company as the “**Employee Qualification and Training Policy**”.

Flower & Soul, Inc.

Energy Compliance Plan

Flower & Soul, Inc. (the “**Company**”) shall meet all applicable environmental laws, regulations, permits and other applicable approvals, including, but not limited to, those related to water quality and quantity, wastewater, solid and hazardous waste management and air pollution control, including prevention of odor and noise pursuant to 310 CMR 7:00: *Air Pollution Control*. The Company will use additional best management practices as determined by the Commission in consultation with the working group established under St. 2017, c. 55 78(b) or applicable departments or divisions of the Executive Office of Energy and Environmental Affairs (the “EOEEA”) to reduce energy and water usage, engage in energy conservation and mitigate other environmental impacts, including but not limited to:

- Identification of potential energy use reduction opportunities (such as natural lighting and energy efficiency measures), and a plan for implementation of such opportunities;
- Consideration of opportunities for renewable energy generation including, where applicable, submission of building plans showing where energy generators could be placed on the site, and an explanation of why the identified opportunities were not pursued, if applicable;
- Strategies to reduce electric demand (such as lighting schedules, active load management, and energy storage); and
- Engagement with energy efficiency programs offered pursuant to M.G.L. c. 25, § 21, or through municipal lighting plants.

The Company shall provide energy and water usage reporting to the Commission in a form determined by the Commission, including but not limited to, guidance documents for Best Management Practices for Water Use approved by the Commission on April 4, 2019. The Company shall submit, in connection with its license renewal application, a report of its cultivation energy and water usage over the twelve (12) month period prior to renewing its licensure. If minimum standards or best management practices are not established by the time of an application for initial licensure, the Company will satisfy such standards or best management practices as a condition of license renewal, in addition to any terms and conditions of any environmental permit regulating the licensed activity.

Additionally, the Company shall, at a minimum, be subject to the following energy efficiency and equipment standards:

- (a) The building envelope for the Facility shall meet minimum Massachusetts Building Code requirements and all Massachusetts amendments (780 CMR: *State Building Code*), International Energy Conservation Code (IECC) Section C402 or The American Society of Heating, Refrigerating and Air-conditioning Engineers (ASHRAE) Chapters 5.4 and 5.5 as applied or incorporated by reference in 780 CMR: *State Building Code*, except that because this facility will be built using an existing building, the Company may demonstrate

Flower & Soul, Inc.

compliance by showing that the envelope insulation complies with code minimum standards for Type Factory Industrial F-1, as may be further defined by guidance issued by the Commission.

- (b) If the Company is unable to generate 80% of its total annual on-site energy use for all fuels (expressed on a MWh basis) from onsite or renewable generating sources, renewable thermal generation, as provided in M.G.L. c. 25A § 11F and 11F½, then it shall ensure that its Horticulture Lighting Power Density does not exceed 35 watts per square foot.
- (c) The Company shall provide third-party safety certification by an OSHA NRTL or SCC-recognized body, which shall certify that products meet a set of safety requirements and standards deemed applicable to horticultural lighting products by that safety organization as well as certification from a licensed Massachusetts Mechanical Engineer that the HVAC and dehumidification systems meet Massachusetts building code as specified in this 935 CMR 501.120(12)(c) and that such systems have been evaluated and sized for the anticipated loads of the facility (as applicable).
- (d) If the Company is unable to generate 80% of its the total annual on-site energy use for all fuels (expressed on a MWh basis) from an onsite clean or renewable generating source, renewable thermal generation, as provided in M.G.L. c. 25A § 11F and 11F½, the Heating Ventilation and Air Condition (HVAC) and dehumidification systems shall meet Massachusetts Building Code requirements and all Massachusetts amendments (780 CMR: State Building Code), IECC Section C.403 or ASHRAE Chapter 6 as applied or incorporated by reference in (780 CMR: *State Building Code*).
- (e) Employees and visitors shall be required to wear eye protection near operating horticultural lighting equipment.
- (f) Prior to final licensure, the Company shall demonstrate compliance with 935 CMR 500.120(11) and 935 CMR 500.105(15) by submitting an energy compliance letter prepared by a licensed Massachusetts Professional Engineer, Registered Architect or a Certified Energy Auditor or Manager (as certified by the Association of Energy Engineers) with supporting documentation, together with submission of building plans pursuant to 935 CMR 500.103.

This policy may also be referred to by the Company as the “**Energy Compliance Policy**”.

Flower & Soul, Inc.

Diversity Plan

Flower & Soul, Inc. (the “**Company**”) understands and appreciates the importance of diversity and as such is committed to actively working to ensure a diverse work place is created in the Company.

Statement of Purpose:

In the operations of its marijuana Establishment, it is a policy of the Company to promote equity among:

- People of color (Black, African American, Hispanic, Latinx, and Indigenous people);
- Women,
- Veterans,
- Persons with disabilities, and
- L.G.B.T.Q.+ individuals.

To the extent permissible by law, the Company will make jobs available to people of color, (particular Black, African American, Hispanic, Latinx, and Indigenous people), women, veterans, persons with disabilities, and L.G.B.T.Q.+ individuals, but this does not prevent the Company from hiring the most qualified candidates and complying with all employment laws and other legal requirements.

To this end, and to promote equality, the Company will deploy a plan for enhancing diversity and equity within the organization through a number of various outreach efforts. Specifically, as it relates to its own internal practices, the Company will implement the following goals and policies in connection with its diversity plan:

Goals:

- The Company endeavors to provide job opportunities to people of color (particular Black, African American, Hispanic, Latinx, and Indigenous people), women, veterans, people with disabilities, and L.G.B.T.Q. + individuals. The Company shall seek parity in its work force based on the American Community Survey (ACS) 2010 U.S. Census. **Workforce availability statistics for the Total Civilian Labor Force in Massachusetts is as follows: Women 49.2% and Minorities 25.2%¹.** Therefore, it’s the Company’s goal to hire the following:

- 48.8% Women.
- 20.7% People of color (Black, African American, Hispanic, Latinx, and Indigenous people).
- 20% L.G.B.T.Q.+ individuals.
- 12% Individuals with disabilities.
- 7% Veterans.

¹ <https://www.mass.gov/files/2017-08/census-2010-workforce-availability.pdf>

Flower & Soul, Inc.

- It shall be a goal of the Company to offer **100% of the Company's opportunities for advancement** to management and executive positions internally, thereby providing opportunities to its diverse workforce, to the extent its workforce has been filled by diverse individuals, for advancement.
- It shall be a goal of the Company to ensure that 100% of its employees receive **training on diversity and sensitivity**.
- It shall be a goal of the Company to endeavor to **engage diverse construction vendors** during its efforts to develop, renovate and construct its Establishment.

Programs:

To the extent reasonably practicable, and to ensure the Company's goals, the Company shall implement the following programs:

- In an effort to ensure it has the opportunity to interview, and hire a diverse staff, the Company will post **monthly notices** for **three (3) months** during the hiring process for any of its Marijuana Establishments in newspapers of general circulation in the areas of the Establishment, and other newspapers such as, **the Abington Mariner, Wareham Week, Brockton Enterprise, and the Taunton Daily Gazette**. The aforementioned notices will state that the Company is specifically looking for women, people of color (particular Black, African American, Hispanic, Latinx, and Indigenous people), L.G.B.T.Q.+ individuals, veterans, and persons with disabilities to work for the Company. The Company also intends to advertise its job openings through **MassHires**.
- In an effort to ensure the Company meets its goal of offering advancement to management and executive positions internally, the Company shall offer **100% of the Company's opportunities for** advancement internally, as follows:
 - By providing opportunities to its diverse workforce, to the extent its workforce has been filled by diverse individuals including minorities, women, veterans, people with disabilities, and L.G.B.T.Q. +, for advancement;
 - As noted above, the Company targets hiring and advancing individuals consistent with the Total Civilian Labor Force for Massachusetts are as follows:
 - 48.8% Women.
 - 20.7% People of color (Black, African American, Hispanic, Latinx, and Indigenous people)
 - 20% L.G.B.T.Q.+, individuals.
 - 7% Veterans.
 - 12% Individuals with disabilities.

Flower & Soul, Inc.

- Similar to the above, during the time of the Company's need for management and executive positions, the Company will first communicate this internally by sending out email notifications to its staff.
- If the position is not filled internally, as noted above the Company will post monthly notices for three (3) months during the hiring process in newspapers of general circulation in the area of the Establishment, and other newspapers such as the Abington Mariner, Wareham Week, Brockton Enterprise, and Taunton Daily Gazette.
- As described above, it is a goal of the Company to seek parity in its workforce. Accordingly, the Company shall form a diversity and equity committee to monitor the Company's progress towards meeting those goals. This committee will meet quarterly to review and assess the Company's hires and hiring practices. Meeting Minutes will be provided to the Commission on request and for the Company's annual license renewal application.
- The Company shall require that 100% of its employees receive education on diversity, implicit biases and sensitivity within the first ninety (90) days of employment and once annually thereafter.
- During the renovation and construct phases of the development of its Establishment, the Company shall look to engage diverse businesses by working with the Massachusetts Supplier Diversity Office (SDO), and other agencies and organizations to help the Company find qualified vendors.

Measurements:

To the extent reasonably practicable and as allowed by law, the Company shall implement the following measurements:

Pursuant to 935 CMR 500.103(4)(a) the Company's diversity and equality committee shall prepare an annual report identifying the Company's efforts to encourage diversity in the work place, in compliance with 935 CMR 500.101(1)(c)(8)(k) and this Diversity Policy. Specifically, this report shall identify the demographics of its employee population including but not limited to identifying the gender, race, sexual orientation and disabled status of its employees without identifying the employee specifically and to the extent each employee is willing to share such information.

Additionally, this report will include the following metrics:

- a. Number of individuals from the target demographic groups who were hired and retained after the issuance of a license, and this number will be assessed from the total number of individuals hired to ensure that 50% of all individuals hired fall within the target demographic groups;

Flower & Soul, Inc.

- b. Number of promotions for people falling into the target demographics since initial licensure and number of promotions offered;
- c. Number of jobs created since initial licensure;
- d. Number of job postings in publications with supporting documentation; and
- e. Number and subject matter of internal trainings held on diversity, implicit biases and equality and the number of employees in attendance.

The Company affirmatively states that: (1) it acknowledges and is aware, and will adhere to, the requirements set forth in 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of every Marijuana Establishment; (2) any actions taken, or programs instituted, will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws and (3) the Company will be required to document progress or success of this plan, in its entirety, annually upon renewal of its provisional license.

This policy may also be referred to by the Company as the “**Diversity Plan**”.