



Massachusetts Cannabis Control Commission

Marijuana Retailer

General Information:

License Number: MR284438
Original Issued Date: 03/27/2023
Issued Date: 03/27/2023
Expiration Date: 03/27/2024

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Northeastcann Inc.

Phone Number: 508-264-2530 Email Address: nick@colemanandgomes.com

Business Address 1: 610 GAR Highway Business Address 2:

Business City: Swansea Business State: MA Business Zip Code: 02777

Mailing Address 1: 15 Gould Road Mailing Address 2:

Mailing City: Bedford Mailing State: MA Mailing Zip Code: 01730

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: 15

Percentage Of Control: 15

Role: Owner / Partner

Other Role:

First Name: Ashim

Last Name: Joshi

Suffix:

Gender: Male	User Defined Gender:
What is this person's race or ethnicity?: Middle Eastern or North African (Lebanese, Iranian, Egyptian, Syrian, Moroccan, Algerian)	
Specify Race or Ethnicity:	

Person with Direct or Indirect Authority 2

Percentage Of Ownership: 15	Percentage Of Control:
	15
Role: Owner / Partner	Other Role:
First Name: Gabriel	Last Name: Ruz Suffix: Jr.
Gender: Male	User Defined Gender:
What is this person's race or ethnicity?: Hispanic, Latino, or Spanish (Mexican or Mexican American, Puerto Rican, Cuban, Salvadoran, Dominican, Colombian)	
Specify Race or Ethnicity:	

Person with Direct or Indirect Authority 3

Percentage Of Ownership: 15	Percentage Of Control: 15
Role: Owner / Partner	Other Role:
First Name: Adam	Last Name: Demaral 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: 15	Percentage Of Control: 15
Role: Owner / Partner	Other Role:
First Name: Jonathan	Last Name: Bernier Suffix:
Gender: Male	User Defined Gender:
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)	
Specify Race or Ethnicity:	

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

No records found

CLOSE ASSOCIATES AND MEMBERS

No records found

CAPITAL RESOURCES - INDIVIDUALS

Individual Contributing Capital 1

First Name: Gabriel	Last Name: Ruz	Suffix:	
Types of Capital: Monetary/ Equity	Other Type of Capital:	Total Value of the Capital Provided: \$1000000	Percentage of Initial Capital: 100
Capital Attestation: Yes			

CAPITAL RESOURCES - ENTITIES

No records found

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

No records found

DISCLOSURE OF INDIVIDUAL INTERESTS

No records found

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 610 GAR Highway

Establishment Address 2:

Establishment City: Swansea

Establishment Zip Code: 02777

Approximate square footage of the establishment: 2500

How many abutters does this property have?: 20

Have all property abutters been notified of the intent to open a Marijuana Establishment at this address?: No

HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Certification of Host Community Agreement	HCA CERTIFICATION.SIGNED.pdf	pdf	625485935e562200081e5f38	04/11/2022
Plan to Remain Compliant with Local Zoning	13) Plan to remain compliant with local zoning.pdf	pdf	625485d85e562200081e6051	04/11/2022
Community Outreach Meeting Documentation	Community Outreach Meeting Attestation.signed.pdf	pdf	62bc3a94f750650008babddf	06/29/2022
Community Outreach Meeting Documentation	Attachment A.com.pdf	pdf	62bc3b55f750650008babea7	06/29/2022
Community Outreach Meeting Documentation	Attachment B.com.pdf	pdf	62bc3b609ff1170008243639	06/29/2022
Community Outreach Meeting Documentation	Attachment C.com.pdf	pdf	62bc3b6a9ff117000824364d	06/29/2022
Community Outreach Meeting Documentation	Virtual Approval.pdf	pdf	62bc3b77f750650008babec5	06/29/2022
Community Outreach Meeting Documentation	Website image..pdf	pdf	62bc3d1ef750650008bac030	06/29/2022

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	Positive Impact Plan.7.27.22.pdf	pdf	62e1b1cefad13900086a826f	07/27/2022

ADDITIONAL INFORMATION NOTIFICATION

Notification:

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Owner / Partner

Other Role:

First Name: Ashim

Last Name: Joshi Suffix:

RMD Association: Not associated with an RMD

Background Question: no

Individual Background Information 2

Role: Owner / Partner

Other Role:

First Name: Gabriel

Last Name: Ruz Suffix: Jr.

RMD Association: Not associated with an RMD

Background Question: no

Individual Background Information 3

Role: Owner / Partner

Other Role:

First Name: Adam

Last Name: Demaral Suffix:

RMD Association: Not associated with an RMD

Background Question: no

Individual Background Information 4

Role: Owner / Partner

Other Role:

First Name: Jonathan

Last Name: Bernier Suffix:

RMD Association: Not associated with an RMD

Background Question: no

ENTITY BACKGROUND CHECK INFORMATION

No records found

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Secretary of Commonwealth - Certificate of Good Standing	Northeastcann.cert.goodstanding.sos.4.22.pdf	pdf	626075464d83ec000a30c06b	04/20/2022
Articles of Organization	Incorporation MA.pdf	pdf	62bc4c3af750650008bada0c	06/29/2022
Department of Revenue - Certificate of Good standing	Northeastcann inc DOR Certificate of good standing.pdf	pdf	62bc4c4df750650008bada20	06/29/2022
Articles of Organization	DUA affidavit.pdf	pdf	62bc4db39ff117000824527b	06/29/2022
Bylaws	Bylaws MA.pdf	pdf	62bc6643f750650008bb1bc4	06/29/2022

No documents uploaded

Massachusetts Business Identification Number: 001521904

Doing-Business-As Name:

DBA Registration City:

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Business Plan	business plan.pdf	pdf	62605f593eefeb000a34a928	04/20/2022
Plan for Liability Insurance	Plan to obtain insurance.4.20.22.pdf	pdf	626063e35e5622000829b7fa	04/20/2022

Date generated: 04/05/2023

Page: 4 of 6

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan for obtaining marijuana or marijuana products	Plan to obtain marijuana4.20.22.pdf	pdf	626064595e5622000829b913	04/20/2022
Prevention of diversion	Prevention of Diversion.4.20.22.pdf	pdf	626064dd3eefeb000a34b5be	04/20/2022
Storage of marijuana	20) Storage.pdf	pdf	626067d93eefeb000a34b896	04/20/2022
Transportation of marijuana	Transportation Plan 4.20.22.pdf	pdf	626068195e5622000829bd53	04/20/2022
Inventory procedures	7) Inventory Procedures.pdf	pdf	6260685d5e5622000829be33	04/20/2022
Quality control and testing	16) Quality Control Testing Procedures.pdf	pdf	6260687f5e5622000829bf2f	04/20/2022
Personnel policies including background checks	11) Personnel.Employee Staffing.pdf	pdf	626068c43eefeb000a34bae0	04/20/2022
Record Keeping procedures	17) Record Keeping.pdf	pdf	626068db5e5622000829bf9f	04/20/2022
Qualifications and training	15) Qualifications and Intended Training for Agents.pdf	pdf	626069f13eefeb000a34bd3b	04/20/2022
Energy Compliance Plan	Energy Compliance Plan.4.20.22.pdf	pdf	62606a335e5622000829c188	04/20/2022
Security plan	Security Plan 6.29.22.pdf	pdf	62bc5332f750650008bae51d	06/29/2022
Restricting Access to age 21 and older	18) Restricted Access Under 21.pdf	pdf	62bc53cdf750650008bae58e	06/29/2022
Dispensing procedures	4) Dispensing Procedures.pdf	pdf	62bc54daf750650008bae74b	06/29/2022
Maintaining of financial records	8) Maintenance of Financial Records Plan.pdf	pdf	62bc564af750650008baecb7	06/29/2022
Diversity plan	Diversity Plan 8.2.22.pdf	pdf	62e92f19b027db00094adc6e	08/02/2022

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

Instructions

Certification of a host community agreement is a requirement of the application to become a Marijuana Establishment (ME) and Medical Marijuana Treatment Center (MTC). Applicants must complete items 1-3. The contracting authority for the municipality must complete items 4-8. Failure to complete a section will result in the application not being deemed complete. This form should be completed and uploaded into your application. 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).

Certification

The parties listed below do certify that the applicant and municipality have executed a host community agreement on the specified date below pursuant to G.L. c. 94G § 3(d):

1. Name of applicant:

Northeast Cann Inc.

2. Name of applicant's authorized representative:

Nicholas A. Gomes

3. Signature of applicant's authorized representative:

Nicholas A. Gomes

4. Name of municipality:

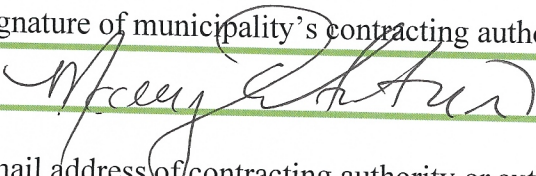
Town of Swansea

5. Name of municipality's contracting authority or authorized representative:

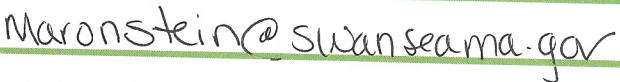
Board of Selectmen



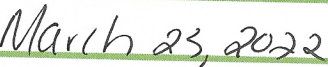
6. Signature of municipality's contracting authority or authorized representative:



7. Email address of contracting authority or authorized representative of the municipality (*this email address may be used to send municipal notices pursuant to 935 CMR 500.102(1) and 501.102(1).*):



8. Host community agreement execution date:



NORTHEASTCANN, INC.

PLAN TO REMAIN COMPLIANT WITH LOCAL ZONING

NortheastCann, Inc. (“NortheastCann”), will, at all times, remain compliant with local zoning requirements set forth in the Town’s Zoning bylaws, ordinances and regulations, including the selection of its prospective Marijuana Establishment at 610 GAR Highway, Swansea, MA.

The proposed location is in compliance with 935 CMR 500.110(3) because it is not located within 500 feet of an existing public or private school providing education to children in kindergarten or grades 1 through 12.

NortheastCann will apply for any local permits required to operate a Retail establishment at the proposed location. NortheastCann will comply with all conditions and standards set forth in any local permit required to operate with the intended uses at the proposed location.

NortheastCann will attend all meetings with various municipal officials and boards to discuss its plan for a proposed Marijuana Establishment in an effort to execute a Host Community Agreement with the City of Fall River. NortheastCann will continue to work cooperatively with various municipal departments, boards, and officials to ensure that NortheastCann remains compliant with all local laws, regulations, rules, and codes with respect to design, construction, security, operation, and licensure.

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): 6/17/22
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: 06/01/22
- b. Name of publication: Standard-Times

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: 5/26/22

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: 5/26/22

7. The applicant presented information at the Community Outreach Meeting, which at a minimum included the following:
- a. The type(s) of ME or MTC to be located at the proposed address;
 - b. Information adequate to demonstrate that the location will be maintained securely;
 - c. Steps to be taken by the ME or MTC to prevent diversion to minors;
 - d. A plan by the ME or MTC to positively impact the community; and
 - e. 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:

NortheastCann Inc.

Name of applicant's authorized representative:

Sean Coleman & Nicholas Gomes

Signature of applicant's authorized representative:

Mike A. [Signature]



Public Notices

Originally published at southcoasttoday.com on 06/01/2022

Notice is given by NortheastCann Inc. that a Community Outreach Meeting for a proposed Retail Marijuana Establishment located at 610 GAR Highway, MA 02777, is scheduled for Friday, June 17, 2022, at 5:30pm. There will be an opportunity for the public to ask questions at the meeting and also before via email at nick@colemanandgomes.com. The meeting will be recorded and can be accessed via the public broadcast system or via Zoom at this link: <https://us06web.zoom.us/j/81597289243>. For more information please visit: www.northeastcann.com.

Jun. 1, 2022 #7345213

Order Confirmation

Not an Invoice

Account Number:	768676
Customer Name:	Coleman & Gomes, P.A.
Customer Address:	Coleman & Gomes, P.A. 226 S Main ST # 6 Fall River MA 02721-5302
Contact Name:	Sean Coleman
Contact Phone:	
Contact Email:	sean@colemanandgomes.com
PO Number:	NorthestCann, Inc

Date:	05/26/2022
Order Number:	7345213
Prepayment Amount:	\$ 0.00

Column Count:	2.0000
Line Count:	11.0000
Height in Inches:	0.0000

Print

Product	#Insertions	Start - End	Category
NEO NBE The Standard-Times	1	06/01/2022 - 06/01/2022	Public Notices
NEO NBE southcoasttoday.com	1	06/01/2022 - 06/01/2022	Public Notices

Total Order Confirmation

\$134.68

Ad Preview

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Jun. 1, 2022 #7345213

Attachment B

NORTHEASTCANN, INC.
610 GAR Highway, Swansea, MA 02777

Dated May 26, 2022

Town of Swansea Clerk's Office
Diane Pelland, City Clerk
81 Main St
Swansea, MA 02777

Town of Swansea Planning Board
John P. Hansen Jr., Town Planner
Town Hall Annex
68 Stevens Rd.
Swansea, MA 02777

Town of Swansea Board of Selectmen
Mallory Aronstein, Town Administrator
81 Main St.
Swansea, MA 02777

Town of Swansea Zoning Board of Appeals
Matthew Pimental, Clerk
81 Main St.
Swansea, MA 02777

Abutters of
610 GAR Highway
Swansea, MA 02777

**Re: Notice of Public Community Outreach Meeting for Retail Marijuana Establishment
at 610 GAR Highway, Swansea, MA 02777**

Dear Town of Swansea Officials and Abutting Residents:

Please find this correspondence as public notice of a Community Outreach Meeting for a proposed Retail Marijuana Establishment at 610 GAR Highway, Swansea, MA 02777, pursuant to 935 CMR 500.101(9). Please post this notice in the regular course of your duties as a public notice and consider attending the meeting. NortheastCann is hosting the outreach event on Friday

June 17, 2022, at 5:30p.m. Notice is being sent to all abutters within 300 feet of the location and published in The Spectator and The Herald News as follows:

Notice is given by NortheastCann Inc. that a Community Outreach Meeting for a proposed Retail Marijuana Establishment located at 610 GAR Highway, MA 02777, is scheduled for Friday, June 17, 2022, at 5:30pm. There will be an opportunity for the public to ask questions at the meeting and also before via email at nick@colemanandgomes.com. The meeting will be recorded and can be accessed via the public broadcast system or via Zoom at this link: <https://us06web.zoom.us/j/81597289243>. For more information please visit: www.northeastcann.com.

The purpose of the Community Outreach Meeting is to explain the proposed Marijuana Establishment and provide information about potential impacts to the neighborhood and the community as a whole. A presentation of the proposal will begin at 5:30p.m. and thereafter the public will have an opportunity to ask questions. Please join us to learn more about NortheastCann and the future social and economic benefits we plan to bring to Swansea. Thank you for your time and attention to this matter.

Sincerely,

NortheastCann, Inc.

/s/Sean Coleman

By: Sean Coleman, Esq.

Email: sean@colemanandgomes.com

/s/ Nicholas A. Gomes

By: Nicholas A. Gomes, Esq.

Email: nick@colemanandgomes.com

NORTHEASTCANN, INC.
610 GAR Highway, Swansea, MA 02777

Dated May 26, 2022

Town of Swansea Clerk's Office
Diane Pelland, City Clerk
81 Main St
Swansea, MA 02777

Town of Swansea Planning Board
John P. Hansen Jr., Town Planner
Town Hall Annex
68 Stevens Rd.
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Town of Swansea Board of Selectmen
Mallory Aronstein, Town Administrator
81 Main St.
Swansea, MA 02777

Town of Swansea Zoning Board of Appeals
Matthew Pimental, Clerk
81 Main St.
Swansea, MA 02777

Abutters of
610 GAR Highway
Swansea, MA 02777

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Sincerely,

NortheastCann, Inc.

/s/Sean Coleman

By: Sean Coleman, Esq.

Email: sean@colemanandgomes.com

/s/ Nicholas A. Gomes

By: Nicholas A. Gomes, Esq.

Email: nick@colemanandgomes.com







Sean Coleman <sean@colemanandgomes.com>

RE: FW: FW: NortheastCann Inc., and Study

1 message

Mallory Aronstein <MAronstein@swanseama.gov>

Thu, May 19, 2022 at 2:05 PM

To: Adam Kitchen <adamk@swanseacabletv.com>, Nicholas Gomes <nick@colemanandgomes.com>Cc: Sean Coleman <sean@colemanandgomes.com>

I'm in agreement with how Adam has described. Adam could you ensure you post a bulletin on Cable as well to notify residents in advance of the event?

Thanks,
Mallory

Mallory E. Aronstein, MCPPO

Town Administrator

Town of Swansea

81 Main Street

Swansea, MA 02777

Tel: (508) 678-2981

Fax: (508) 324-6700

From: Adam Kitchen <adamk@swanseacabletv.com>**Sent:** Thursday, May 19, 2022 9:04 AM**To:** Nicholas Gomes <nick@colemanandgomes.com>**Cc:** Mallory Aronstein <MAronstein@swanseama.gov>; Sean Coleman <sean@colemanandgomes.com>**Subject:** Re: FW: FW: NortheastCann Inc., and Study

Good Morning Nicholas,

We have a software that we can use called OBS which we can use to capture a zoom meeting and broadcast it on facebook or on a streaming platform and on our channel. We have done this before in the past with success. So it can be done.

As far as a date I would say either June 17th or the 22nd at 5pm will work best for us.

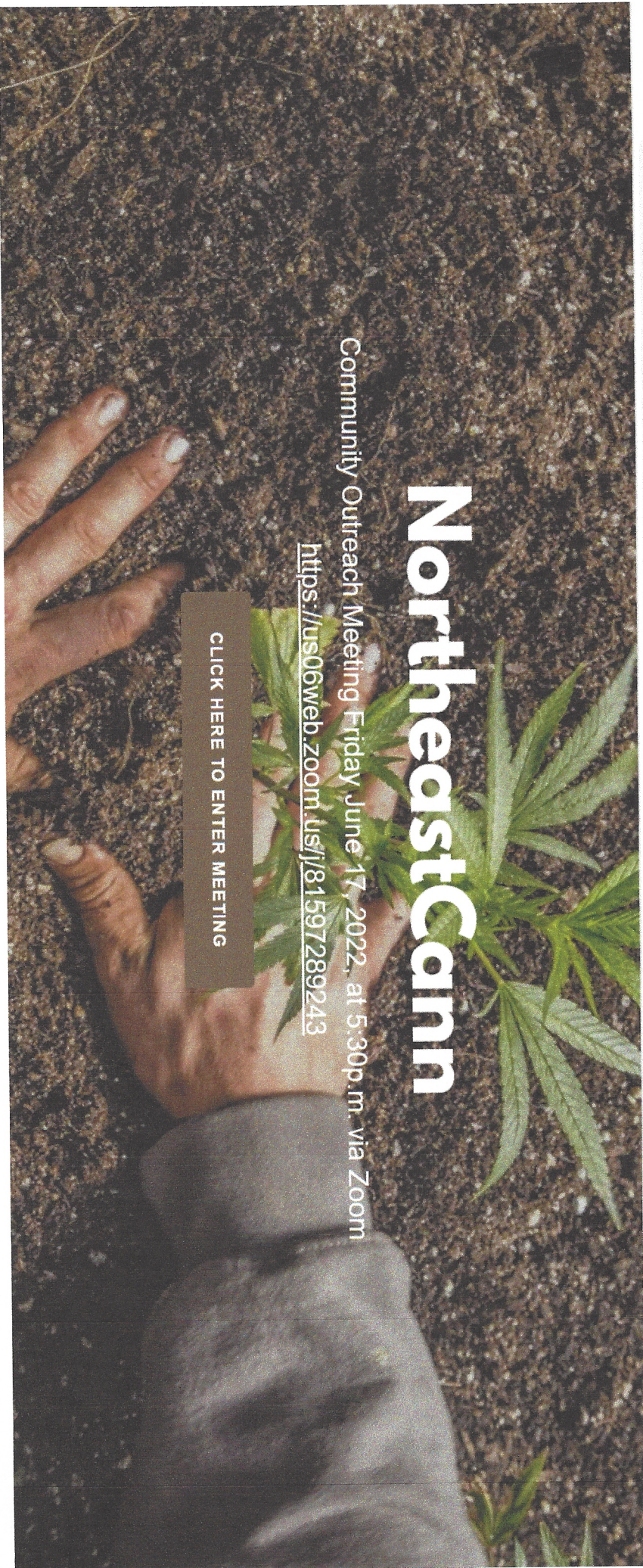
Thanks,

NortheastCann

Community Outreach Meeting Friday, June 17, 2022, at 5:30p.m. via Zoom

<https://us06web.zoom.us/j/81597289243>

CLICK HERE TO ENTER MEETING



NORTHEASTCANN, INC.

PLAN TO POSITIVELY IMPACT AREAS OF DISPROPORTIONATE IMPACT

1. General: NortheastCann Inc. (“NortheastCann”), is dedicated to serving and supporting populations residing within areas of disproportionate impact, which the Cannabis Control Commission has identified as the following:

- i. Past or present residents of the geographic “areas of disproportionate impact,” which have been defined by the Commission and identified in its Guidance for Identifying Areas of Disproportionate Impact;
- ii. Commission-designated Economic Empowerment Priority Applicants;
- iii. Commission-designated Social Equity Program participants;
- iv. Massachusetts residents who have past drug convictions; and
- v. Massachusetts residents with parents or spouses who have drug convictions.

To support the groups of people from these populations, NortheastCann has created this Plan to Positively Impact Areas of Disproportionate Impact (“Positive Impact Plan”). NortheastCann intends to be a major resource and advocate for the economic empowerment of all individuals and areas affected by the war on drugs through its Positive Impact Plan. NortheastCann is focusing its attention on the disproportionately impacted areas of the Cities of Fall River, New Bedford, and Taunton.

2. Compliance: NortheastCann shall adhere to all laws in fulfilling its Positive Impact Plan, including, but not limited to the requirements set forth in 935 CMR 500.105(4), which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of Marijuana Establishments. This plan, and all actions taken by NortheastCann, will not violate the Commission’s regulations with respect to limitations on ownership or control or other applicable state laws. The progress or success of this plan will be demonstrated upon each license renewal period, commencing one year from provisional licensure.

3. Goals:

I. Creating economic opportunity for individuals from areas disproportionately impacted.

II. Assisting individuals impacted directly and indirectly by past drug convictions.

4. Programs: **I. Creating economic opportunity for the community.**

NortheastCann will create economic opportunity for the community directly through its hiring practices for employees and third-party vendors with a focus on hiring local residents and businesses from the areas indicated as disproportionately impacted with a preference for Fall River, New Bedford, and Taunton. NortheastCann seeks to hire at least ten of its employees and one of its third-party vendors from areas indicated as disproportionately impacted with a preference for Fall River, New Bedford, and Taunton. NortheastCann promotes full participation in the cannabis industry and intends to benefit the local community and economy of those areas disproportionately impacted and closest to our facility. NortheastCann will keep statistical data to ensure its efforts of hiring employees and third-party vendors in accordance with this Positive Impact Plan are met.

NortheastCann intends to expand the scope of its economic impact indirectly through programs designed to assist the local economy, Commission-designated Economic Empowerment applicants, and Social Equity Program participants. We intend to assist individuals in entering the adult-use cannabis industry by reducing access barriers. Our hiring practices, community outreach, educational seminars, and volunteer training program will ensure that increased economic opportunities in the adult-use cannabis industry are realized for individuals designated as Economic Empowerment and Social Equity. We intend to hire at least one employee or intern training program per year in hopes of establishing training and experience to help them in their career in the marijuana industry. NortheastCann will keep statistical data to ensure its efforts of hiring employees and training through an internship initiative in accordance to this Positive Impact Plan are met. NortheastCann will be providing our time, skills, and finances towards promoting our own employee base as well as helping others seeking to enter the industry. NortheastCann will recruit employees and volunteer training interns via indeed, our website, social media postings, and the local newspapers being the New Bedford Standard Times, Fall River Herald, and Taunton Daily Gazette 3 times a year until the goals are met.

II. Assisting individuals impacted directly and indirectly with past drug convictions.

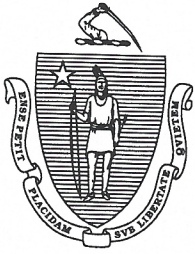
The Company intends to assist individuals who have direct past drug convictions and their friends and families dealing with the collateral effects of those charges through employment opportunities in the cannabis industry. The Company seeks to hire at least 30% of its employees who have a past drug conviction. The Company will conduct at least 3 workshops to find employees meeting this demographic at least once a year per City including New Bedford, Fall River, and Taunton. NortheastCann will recruit employees via indeed, our website, social media postings, and the local newspapers being the New Bedford Standard Times, Fall River Herald, and Taunton Daily Gazette 3 times a year until the goals are met.

5. Reconciliation of Plan Success through Metrics:

NortheastCann will reconcile the success of its Positive Impact Plan by performing quarterly reviews of company statistics, third-party publications, and personnel reports relative to all actions taken to reach the three goals. In an effort to fully understand the impact of NortheastCann's success, quality reporting from employees involved in effectuating the positive impact plan will be reviewed and recommendations implemented. The progress or success of its plan shall be documented upon renewal of its license each year, commencing upon one year from a provisional licensure. NortheastCann's measurement metrics seek to identify the:

1. The value of economic opportunity created for the communities including new employment and new businesses;
2. The number of individuals hired or trained from the areas of disproportionate impact;
3. The number of business vendors hired from the areas of disproportionate impact

NortheastCann seeks to reconcile its plan success through the Metrics above with the anticipation it will be able to meet its goals and seek to add additional equitable measures as the operation grows.



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

William Francis Galvin
Secretary of the
Commonwealth

April 11, 2022

To Whom It May Concern:

I hereby certify that the records of this office show that

NORTHEASTCANN INC.

a corporation organized under the laws of **Delaware** on **July 13, 2021** was qualified to do business in this Commonwealth on **July 23, 2021** under the provisions of the General Laws, and

I further certify that said corporation is still qualified to do business in this Commonwealth.

I also certify that said corporation is not delinquent in the filing of any annual reports required to date.



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

**F
FPC**

The Commonwealth of Massachusetts

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

FORM MUST BE TYPED

Foreign Corporation
Certificate of Registration
(General Laws, Chapter 156D, Section 15.03; 950 CMR 113.48)

FORM MUST BE TYPED

- (1) Exact name of the corporation, including any words or abbreviations indicating incorporation:

NORTHEASTCANN INC.

- (2) Name under which the corporation will transact business in the commonwealth that satisfies the requirements of G.L. Chapter 156D, Section 15.06:

NORTHEASTCANN INC.

If applicable, please attach:

- an agreement to refrain from use of the unavailable name in the commonwealth; and
- a copy of the doing business certificate filed in the city or town where it maintains its registered office; and
- a copy of the resolution of the corporation's board of directors, certified by its secretary, the name under which the corporation will transact business in the commonwealth pursuant to 950 CMR 113.50(4).

- (3) Jurisdiction of incorporation: Delaware

Date of incorporation: July 13, 2021

(month, day, year)

Duration if not perpetual: _____

- (4) Street address of principal office: 847 Pleasant Street, Fall River, MA 02723

(number, street, city or town, state, zip code)

- (5) Street address of registered office in the commonwealth: 226 South Main Street, Fall River, MA 02721

(number, street, city or town, state, zip code)

Name of registered agent in the commonwealth at the above address: Nicholas A. Gomes, c/o Coleman & Gomes PA

I, Nicholas A. Gomes

registered agent of the above corporation consent to my appointment as registered agent pursuant to G. L. Chapter 156D, Section 5.02.*

* Or attach registered agent's consent hereto.

(6) Fiscal year end: December 31st
(month, day)

(7) Brief description of the corporation's activities to be conducted in the commonwealth:

Applying for a license with the Cannabis Control Commission

(8) Names and business addresses of its current officers and directors:

NAME	BUSINESS ADDRESS
President: Gabriel Ruz,	847 Pleasant Street, Fall River, MA 02723
Vice-president: Ashim Joshi,	847 Pleasant Street, Fall River, MA 02723
Treasurer: Gabriel Ruz,	847 Pleasant Street, Fall River, MA 02723
Secretary: Ashim Joshi,	847 Pleasant Street, Fall River, MA 02723
Assistant secretary:	
Director(s): Gabriel Ruz and Ashim Joshi	

Attach certificate of legal existence or a certificate of good standing issued by an officer or agency properly authorized in the jurisdiction of organization. If the certificate is in a foreign language, a translation thereof under oath of the translator shall be attached.

This certificate is effective at the time and on the date approved by the Division, unless a later effective date not more than 90 days from the date of filing is specified: _____

Gabriel T. Ruz Jr.

Gabriel T. Ruz Jr. (Jul 21, 2021 16:27 MDT)

Signed by:

(signature of authorized individual)

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

Gabriel T. Ruz Jr.

on this 21st day of July, 2021

CERTIFICATE OF INCORPORATION**OF****NORTHEASTCANN INC.****A DELAWARE CORPORATION**

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:08 AM 07/13/2021
FILED 10:08 AM 07/13/2021
SR 20212688260 - File Number 6081062

The undersigned, a natural person (the "*Sole Incorporator*"), for the purpose of organizing a corporation to conduct the business and promote the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Delaware hereby certifies that:

I.

The name of this corporation is: NortheastCann Inc.

II.

The registered office of the corporation in the State of Delaware shall be 8 The Green, STE A, Dover, Delaware, 19901, and the name of the registered agent of the corporation in the State of Delaware at such address is A Registered Agent Inc.

III.

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the Delaware General Corporation Law.

IV.

This corporation is authorized to issue only one class of stock, to be designated Common Stock. The total number of shares of Common Stock presently authorized is 10,000,000, each having a par value of \$0.000001.

V.

A. The management of the business and the conduct of the affairs of the corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by the Board of Directors in the manner provided in the Bylaws.

B. Directors shall be elected at each annual meeting of stockholders to hold office until the next annual meeting. Each director shall hold office either until the expiration of the term for which elected or appointed and until a successor has been elected and qualified, or until such director's death, resignation or removal. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

C. No person entitled to vote at an election for directors may cumulate votes to which such person is entitled unless required by applicable law at the time of such election. During such time or times that applicable law requires cumulative voting, every stockholder entitled to vote at an election for directors may cumulate such stockholder's votes and give one candidate a number of votes equal to the

number of directors to be elected multiplied by the number of votes to which such stockholder's shares are otherwise entitled, or distribute the stockholder's votes on the same principle among as many candidates as such stockholder desires. No stockholder, however, shall be entitled to so cumulate such stockholder's votes unless (A) the names of such candidate or candidates have been placed in nomination prior to the voting and (B) the stockholder has given notice at the meeting, prior to the voting, of such stockholder's intention to cumulate such stockholder's votes. If any stockholder has given proper notice to cumulate votes, all stockholders may cumulate their votes for any candidates who have been properly placed in nomination. Under cumulative voting, the candidates receiving the highest number of votes, up to the number of directors to be elected, are elected.

D. Subject to any limitations imposed by applicable law, the Board of Directors or any director may be removed from office at any time, with or without cause, by the affirmative vote of the holders of a majority of the voting power of all then-outstanding shares of capital stock of the corporation entitled to vote generally at an election of directors.

E. The Board of Directors is expressly empowered to adopt, amend or repeal the Bylaws of the corporation. The stockholders shall also have power to adopt, amend or repeal the Bylaws of the corporation; provided, however, that, in addition to any vote of the holders of any class or series of stock of the corporation required by law or by this Certificate of Incorporation, such action by stockholders shall require the affirmative vote of the holders of at least a majority of the voting power of all of the then-outstanding shares of the capital stock of the corporation entitled to vote generally in the election of directors, voting together as a single class.

F. Unless and except to the extent that the bylaws of the corporation shall so require, the election of directors of the corporation need not be by written ballot.

VI.

A. The liability of the directors for monetary damages for breach of fiduciary duty as a director shall be eliminated to the fullest extent under applicable law.

B. To the fullest extent permitted by applicable law, the corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the corporation (and any other persons to which applicable law permits the Company to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise in excess of the indemnification and advancement otherwise permitted by such applicable law. If applicable law is amended after approval by the stockholders of this Article VI to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director to the corporation shall be eliminated or limited to the fullest extent permitted by applicable law as so amended.

C. Any repeal or modification of this Article VI shall only be prospective and shall not affect the rights or protections or increase the liability of any officer or director under this Article VI in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification.

VII.

The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are granted subject to this reservation.

VIII.

The name and the mailing address of the Sole Incorporator is as follows:

Sean Coleman, Esq.
Coleman & Gomes, P.A.
226 South Main St.
Suite 6
Fall River, Massachusetts 02721

[Remainder of this page intentionally left blank]

This Certificate has been subscribed as of 7/13/21 by the undersigned who affirms that the statements made herein are true and correct.

A handwritten signature in black ink, appearing to read 'Sean Coleman', is written over a horizontal line.

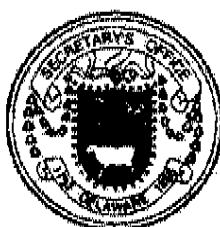
SEAN COLEMAN, ESQ.
Sole Incorporator

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "NORTHEASTCANN INC." IS DULY
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD
STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS
OF THIS OFFICE SHOW, AS OF THE FOURTEENTH DAY OF JULY, A.D. 2021.



6081062 8300

SR# 20212688260

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

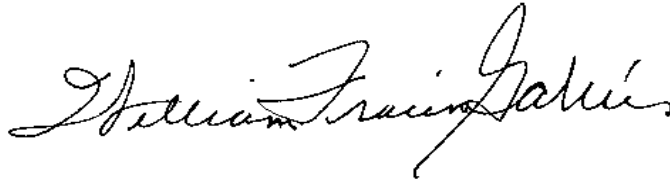
Authentication: 203674539

Date: 07-14-21

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 23, 2021 12:56 PM

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

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



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

mass.gov/dor

Letter ID: L0320039360
Notice Date: April 20, 2022
Case ID: 0-001-482-152



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



NORTHEASTCANN INC.
15 GOULD RD BLDG BEDFORD
BEDFORD MA 01730-1250

Why did I receive this notice?

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

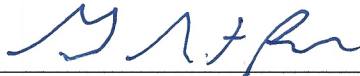
Edward W. Coyle, Jr., Chief
Collections Bureau

**CERTIFICATION DEPARTMENT OF UNEMPLOYMENT ASSISTANCE GOOD
STANDING RECORD IS UNAVAILABLE BECAUSE THE COMPANY DOES NOT
HAVE ANY EMPLOYEES**

I, the undersigned, do hereby depose and state under oath:

1. Northeastcann Inc., currently has no employees and is not able to register with the Department of Unemployment Assistance to obtain a certificate of good standing from them.
2. Northeastcann Inc., intends to register with the Department of Unemployment Assistance when it begins hiring employees.

Signed under the penalties of perjury on 6/14/22



Gabriel Ruz, President
Northeastcann Inc.

CERTIFICATE OF INCORPORATION

OF

NORTHEASTCANN INC.

A DELAWARE CORPORATION

The undersigned, a natural person (the “*Sole Incorporator*”), for the purpose of organizing a corporation to conduct the business and promote the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Delaware hereby certifies that:

I.

The name of this corporation is: NortheastCann Inc.

II.

The registered office of the corporation in the State of Delaware shall be 8 The Green, STE A, Dover, Delaware, 19901, and the name of the registered agent of the corporation in the State of Delaware at such address is A Registered Agent Inc.

III.

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the Delaware General Corporation Law.

IV.

This corporation is authorized to issue only one class of stock, to be designated Common Stock. The total number of shares of Common Stock presently authorized is 10,000,000, each having a par value of \$0.000001.

V.

A. The management of the business and the conduct of the affairs of the corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by the Board of Directors in the manner provided in the Bylaws.

B. Directors shall be elected at each annual meeting of stockholders to hold office until the next annual meeting. Each director shall hold office either until the expiration of the term for which elected or appointed and until a successor has been elected and qualified, or until such director’s death, resignation or removal. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

C. No person entitled to vote at an election for directors may cumulate votes to which such person is entitled unless required by applicable law at the time of such election. During such time or times that applicable law requires cumulative voting, every stockholder entitled to vote at an election for directors may cumulate such stockholder’s votes and give one candidate a number of votes equal to the

number of directors to be elected multiplied by the number of votes to which such stockholder's shares are otherwise entitled, or distribute the stockholder's votes on the same principle among as many candidates as such stockholder desires. No stockholder, however, shall be entitled to so cumulate such stockholder's votes unless (A) the names of such candidate or candidates have been placed in nomination prior to the voting and (B) the stockholder has given notice at the meeting, prior to the voting, of such stockholder's intention to cumulate such stockholder's votes. If any stockholder has given proper notice to cumulate votes, all stockholders may cumulate their votes for any candidates who have been properly placed in nomination. Under cumulative voting, the candidates receiving the highest number of votes, up to the number of directors to be elected, are elected.

D. Subject to any limitations imposed by applicable law, the Board of Directors or any director may be removed from office at any time, with or without cause, by the affirmative vote of the holders of a majority of the voting power of all then-outstanding shares of capital stock of the corporation entitled to vote generally at an election of directors.

E. The Board of Directors is expressly empowered to adopt, amend or repeal the Bylaws of the corporation. The stockholders shall also have power to adopt, amend or repeal the Bylaws of the corporation; provided, however, that, in addition to any vote of the holders of any class or series of stock of the corporation required by law or by this Certificate of Incorporation, such action by stockholders shall require the affirmative vote of the holders of at least a majority of the voting power of all of the then-outstanding shares of the capital stock of the corporation entitled to vote generally in the election of directors, voting together as a single class.

F. Unless and except to the extent that the bylaws of the corporation shall so require, the election of directors of the corporation need not be by written ballot.

VI.

A. The liability of the directors for monetary damages for breach of fiduciary duty as a director shall be eliminated to the fullest extent under applicable law.

B. To the fullest extent permitted by applicable law, the corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the corporation (and any other persons to which applicable law permits the Company to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise in excess of the indemnification and advancement otherwise permitted by such applicable law. If applicable law is amended after approval by the stockholders of this Article VI to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director to the corporation shall be eliminated or limited to the fullest extent permitted by applicable law as so amended.

C. Any repeal or modification of this Article VI shall only be prospective and shall not affect the rights or protections or increase the liability of any officer or director under this Article VI in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification.

VII.

The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are granted subject to this reservation.

VIII.

The name and the mailing address of the Sole Incorporator is as follows:

Sean Coleman, Esq.
Coleman & Gomes, P.A.
226 South Main St.
Suite 6
Fall River, Massachusetts 02721

[Remainder of this page intentionally left blank]

This Certificate has been subscribed as of __7/13/21__ by the undersigned who affirms that the statements made herein are true and correct.

A handwritten signature in black ink, appearing to read 'Sean Coleman', is written over a horizontal line.

SEAN COLEMAN, ESQ.
Sole Incorporator

BYLAWS
OF
NORTHEASTCANN INC.

(A DELAWARE CORPORATION)

ARTICLE I

OFFICES

Section 1. Registered Office. The registered office of the corporation in the State of Delaware is 1209 Orange Street - Corporation Trust Center, City of Wilmington, County of New Castle, 19801 or in such other location as the Board of Directors of the corporation (the “*Board of Directors*”) may from time to time determine or the business of the corporation may require.

Section 2. Other Offices. The corporation will also have and maintain an office or principal place of business at such place as may be fixed by the Board of Directors, and may also have offices at such other places, both within and without the State of Delaware, as the Board of Directors may from time to time determine or the business of the corporation may require.

ARTICLE II

CORPORATE SEAL

Section 3. Corporate Seal. The Board of Directors may adopt a corporate seal. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

ARTICLE III

STOCKHOLDERS’ MEETINGS

Section 4. Place of Meetings. Meetings of the stockholders of the corporation may be held at such place, either within or without the State of Delaware, as may be determined from time to time by the Board of Directors. The Board of Directors may, in its sole discretion, determine that the meeting will not be held at any place, but may instead be held solely by means of remote communication as provided under the Delaware General Corporation Law (the “*DGCL*”).

Section 5. Annual Meeting.

(a) The annual meeting of the stockholders of the corporation, for the purpose of election of directors and for such other business as may lawfully come before it, will be held on such date and at such time as may be designated from time to time by the Board of Directors. Nominations of persons for election to the Board of Directors of the corporation and the proposal of business to be considered by the stockholders may be made at an annual meeting of stockholders: (i) pursuant to the corporation’s notice of meeting of stockholders; (ii) by or at the direction of the Board of Directors; or (iii) by any stockholder of the corporation who was a stockholder of record at the time of giving of notice provided for in the following paragraph, who is entitled to vote at the meeting and who complied with the notice procedures set forth in this Section.

(b) At an annual meeting of the stockholders, only such business will be conducted as has been properly brought before the meeting. For nominations or other business to be properly brought before an annual meeting by a stockholder pursuant to clause (iii) of paragraph (a) of this Section, (i) the stockholder must have given timely notice thereof in writing to the Secretary of the corporation, (ii) such other business must be a proper matter for stockholder action under the DGCL and applicable law, (iii) if the stockholder, or the beneficial owner on whose behalf any such proposal or nomination is made, has provided the corporation with a Solicitation Notice (as defined in this paragraph), such stockholder or beneficial owner must, in the case of a proposal, have delivered a proxy statement and form of proxy to

holders of at least the percentage of the corporation's voting shares required under applicable law to carry any such proposal, or, in the case of a nomination or nominations, have delivered a proxy statement and form of proxy to holders of a percentage of the corporation's voting shares reasonably believed by such stockholder or beneficial owner to be sufficient to elect the nominee or nominees proposed to be nominated by such stockholder, and must, in either case, have included in such materials the Solicitation Notice, and (iv) if no Solicitation Notice relating thereto has been timely provided pursuant to this Section, the stockholder or beneficial owner proposing such business or nomination must not have solicited a number of proxies sufficient to have required the delivery of such a Solicitation Notice under this Section. To be timely, a stockholder's notice will be delivered to the Secretary at the principal executive offices of the corporation not later than the close of business on the 90th day nor earlier than the close of business on the 120th day prior to the first anniversary of the preceding year's annual meeting; *provided, however*, that in the event that the date of the annual meeting is advanced more than 30 days prior to or delayed by more than 30 days after the anniversary of the preceding year's annual meeting, notice by the stockholder to be timely must be so delivered not earlier than the close of business on the 120th day prior to such annual meeting and not later than the close of business on the later of the 90th day prior to such annual meeting or the 10th day following the day on which public announcement of the date of such meeting is first made. In no event will the public announcement of an adjournment of an annual meeting commence a new time period for the giving of a stockholder's notice as described above. Such stockholder's notice will set forth: (A) as to each person whom the stockholder proposed to nominate for election or reelection as a director all information relating to such person that is required to be disclosed in solicitations of proxies for election of directors in an election contest, or is otherwise required, in each case pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended (the "**1934 Act**"), and Rule 14a-4(d) thereunder (including such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected); (B) as to any other business that the stockholder proposes to bring before the meeting, a brief description of the business desired to be brought before the meeting, the reasons for conducting such business at the meeting and any material interest in such business of such stockholder and the beneficial owner, if any, on whose behalf the proposal is made; and (C) as to the stockholder giving the notice and the beneficial owner, if any, on whose behalf the nomination or proposal is made (i) the name and address of such stockholder, as they appear on the corporation's books, and of such beneficial owner, (ii) the class and number of shares of the corporation that are owned beneficially and of record by such stockholder and such beneficial owner, and (iii) whether either such stockholder or beneficial owner intends to deliver a proxy statement and form of proxy to holders of, in the case of the proposal, at least the percentage of the corporation's voting shares required under applicable law to carry the proposal or, in the case of a nomination or nominations, a sufficient number of holders of the corporation's voting shares to elect such nominee or nominees (an affirmative statement of such intent, a "**Solicitation Notice**").

(c) Notwithstanding anything in the second sentence of paragraph (b) of this Section to the contrary, in the event that the number of directors to be elected to the Board of Directors of the corporation is increased and there is no public announcement naming all of the nominees for director or specifying the size of the increased Board of Directors made by the corporation at least 100 days prior to the first anniversary of the preceding year's annual meeting, a stockholder's notice required by this Section will also be considered timely, but only with respect to nominees for any new positions created by such increase, if it is delivered to the Secretary at the principal executive offices of the corporation not later than the close of business on the 10th day following the day on which such public announcement is first made by the corporation.

(d) Only such persons who are nominated in accordance with the procedures set forth in this Section (or elected or appointed pursuant to Article IV of these Bylaws) will be eligible to serve as directors and only such business will be conducted at a meeting of stockholders as has been brought before the meeting in accordance with the procedures set forth in this Section. Except as

otherwise provided by law, the chair of the meeting will have the power and duty to determine whether a nomination or any business proposed to be brought before the meeting was made, or proposed, as the case may be, in accordance with the procedures set forth in these Bylaws and, if any proposed nomination or business is not in compliance with these Bylaws, to declare that such defective proposal or nomination will not be presented for stockholder action at the meeting and will be disregarded.

(e) Notwithstanding the foregoing provisions of this Section, in order to include information with respect to a stockholder proposal in the proxy statement and form of proxy for a stockholders' meeting, stockholders must provide notice as required by the regulations promulgated under the 1934 Act. Nothing in these Bylaws is deemed to affect any rights of stockholders to request inclusion of proposals in the corporation proxy statement pursuant to Rule 14a-8 under the 1934 Act.

(f) For purposes of this Section, "public announcement" means disclosure in a press release reported by the Dow Jones News Service, Associated Press or comparable national news service or in a document publicly filed by the corporation with the Securities and Exchange Commission (the "*SEC*") pursuant to Section 13, 14 or 15(d) of the 1934 Act.

Section 6. Special Meetings.

(a) Special meetings of the stockholders of the corporation may be called, for any purpose or purposes, by (i) the Chair of the Board of Directors, (ii) the Chief Executive Officer, (iii) the Board of Directors pursuant to a resolution adopted by directors representing a quorum of the directors then serving on the Board of Directors or (iv) by the holders of shares entitled to cast not less than 50% of the votes at the meeting, and will be held at such place, on such date, and at such time as the Board of Directors will fix. At any time or times that the corporation is subject to Section 7.02(a)(2) of the Massachusetts Business Corporation Act (the "*MBCA*"), stockholders holding 10% or more of the outstanding shares will have the right to call a special meeting of stockholders as set forth in Section 18(b) of these Bylaws.

(b) If a special meeting is properly called by any person or persons other than the Board of Directors, the request must be in writing, specifying the general nature of the business proposed to be transacted, and must be delivered personally or sent by certified or registered mail, return receipt requested, or by telegraphic or other facsimile transmission to the Chair of the Board of Directors, the Chief Executive Officer, or the Secretary of the corporation. No business may be transacted at such special meeting otherwise than specified in such notice. The Board of Directors will determine the time and place of such special meeting, which will be held not less than 35 nor more than 120 days after the date of the receipt of the request. Upon determination of the time and place of the meeting, the officer receiving the request will cause notice to be given to the stockholders entitled to vote, in accordance with the provisions of Section 7 of these Bylaws. Nothing contained in this paragraph (b) is to be construed as limiting, fixing, or affecting the time when a meeting of stockholders called by action of the Board of Directors may be held.

Section 7. Notice of Meetings. Except as otherwise provided by law, notice, given in writing or by electronic transmission, of each meeting of stockholders will be given not less than 10 nor more than 60 days before the date of the meeting to each stockholder entitled to vote at such meeting, such notice to specify the place, if any, date and hour, in the case of special meetings, the purpose or purposes of the meeting, and the means of remote communications, if any, by which stockholders and proxyholders may be deemed to be present in person and vote at any such meeting. If mailed, notice is given when deposited in the United States mail, postage prepaid, directed to the stockholder at such stockholder's address as it appears on the records of the corporation. Notice of the time, place, if any, and purpose of any meeting of stockholders may be waived in writing, signed by the person entitled to notice

thereof or by electronic transmission by such person, either before or after such meeting, and will be waived by any stockholder by his or her attendance thereat in person, by remote communication, if applicable, or by proxy, except when the stockholder attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Any stockholder so waiving notice of such meeting will be bound by the proceedings of any such meeting in all respects as if due notice thereof had been given.

Section 8. Quorum. At all meetings of stockholders, except as otherwise provided by statute, the Certificate of Incorporation or these Bylaws, the presence, in person, by remote communication, if applicable, or by proxy duly authorized, of the holders of a majority of the outstanding shares of stock entitled to vote will constitute a quorum for the transaction of business. In the absence of a quorum, any meeting of stockholders may be adjourned, from time to time, either by the chair of the meeting or by vote of the holders of a majority of the shares represented thereat, but no other business will be transacted at such meeting. The stockholders present at a duly called or convened meeting, at which a quorum is present, may continue to transact business until adjournment, notwithstanding the withdrawal of enough stockholders to leave less than a quorum. Except as otherwise provided by statute, the Certificate of Incorporation or these Bylaws, in all matters other than the election of directors, the affirmative vote of a majority of shares present in person, by remote communication, if applicable, or represented by proxy duly authorized at the meeting and entitled to vote generally on the subject matter will be the act of the stockholders. Except as otherwise provided by statute, the Certificate of Incorporation or these Bylaws, directors will be elected by a plurality of the votes of the shares present in person, by remote communication, if applicable, or represented by proxy duly authorized at the meeting and entitled to vote generally on the election of directors. Where a separate vote by a class or classes or series is required, except as otherwise provided by statute, the Certificate of Incorporation or these Bylaws, a majority of the outstanding shares of such class or classes or series, present in person, by remote communication, if applicable, or represented by proxy duly authorized, will constitute a quorum entitled to take action with respect to that vote on that matter. Except as otherwise provided by statute, the Certificate of Incorporation or these Bylaws, the affirmative vote of the majority (plurality, in the case of the election of directors) of shares of such class or classes or series present in person, by remote communication, if applicable, or represented by proxy at the meeting will be the act of such class or classes or series.

Section 9. Adjournment and Notice of Adjourned Meetings. Any meeting of stockholders, whether annual or special, may be adjourned from time to time either by the chair of the meeting or by the vote of a majority of the shares present in person, by remote communication, if applicable, or represented by proxy. When a meeting is adjourned to another time or place, if any, notice need not be given of the adjourned meeting if the time and place, if any, thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting, the corporation may transact any business that might have been transacted at the original meeting pursuant to the Certificate of Incorporation, these Bylaws or applicable law. If the adjournment is for more than 30 days or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting will be given to each stockholder of record entitled to vote at the meeting.

Section 10. Voting Rights. For the purpose of determining those stockholders entitled to vote at any meeting of the stockholders, except as otherwise provided by law, only persons in whose names shares stand on the stock records of the corporation on the record date, as provided in Section 12 of these Bylaws, will be entitled to vote at any meeting of stockholders. Every person entitled to vote or execute consents will have the right to do so either in person, by remote communication, if applicable, or by an agent or agents authorized by a proxy granted in accordance with Delaware law. An agent so appointed need not be a stockholder. No proxy will be voted after three years from its date of creation unless the proxy provides for a longer period.

Section 11. Joint Owners of Stock. If shares or other securities having voting power stand of record in the names of two or more persons, whether fiduciaries, members of a partnership, joint tenants, tenants in common, tenants by the entirety, or otherwise, or if two or more persons have the same fiduciary relationship respecting the same shares, unless the Secretary is given written notice to the contrary and is furnished with a copy of the instrument or order appointing them or creating the relationship where it is so provided, their acts with respect to voting (including giving consent pursuant to Section 13) will have the following effect: (a) if only one votes, his or her act binds all; (b) if more than one votes and the vote is not evenly split, the act of the majority so voting binds all; (c) if more than one votes, but the vote is evenly split on any particular matter, each faction may vote the securities in question proportionally, or may apply to the Delaware Court of Chancery for relief as provided in the DGCL, Section 217(b). If the instrument filed with the Secretary shows that any such tenancy is held in unequal interests, a majority or even-split for the purpose of subsection (c) will be a majority or even-split in interest.

Section 12. List of Stockholders. The Secretary will prepare and make, at least 10 days before every meeting of stockholders, a complete list of the stockholders entitled to vote at said meeting, arranged in alphabetical order, showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list will be open to the examination of any stockholder, for any purpose germane to the meeting, 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, or during ordinary business hours, at the principal place of business of the corporation. In the event that the corporation determines to make the list available on an electronic network, the corporation may take reasonable steps to ensure that such information is available only to stockholders of the corporation. The list will be open to examination of any stockholder during the time of the meeting as provided by law.

Section 13. Action Without Meeting.

(a) Unless otherwise provided in the Certificate of Incorporation, any action required by statute to be taken at any annual or special meeting of the stockholders, or any action that may be taken at any annual or special meeting of the stockholders, may be taken without a meeting, without prior notice and without a vote, if a consent or consents setting forth the action so taken, will be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted.

(b) A consent must be set forth in writing or in an electronic transmission. Every consent will bear the date of signature of each stockholder who signs the consent, and no consent will be effective to take the corporate action referred to therein unless, within 60 days of the earliest dated consent delivered to the corporation in the manner herein required, consents signed by a sufficient number of stockholders to take action are delivered to the corporation in the manner required by the DGCL. All references to a consent in this Section mean a consent permitted by Section 228 of the DGCL.

(c) Prompt notice of the taking of the corporate action without a meeting by less than unanimous consent will be given to those stockholders who have not consented and who, if the action had been taken at a meeting, would have been entitled to notice of the meeting if the record date for such meeting had been the date that consents signed by a sufficient number of stockholders to take action were delivered to the corporation as provided in Section 228(c) of the DGCL. If the action to which the stockholders consented is such as would have required the filing of a certificate under any section of the DGCL if such action had been voted on by stockholders at a meeting thereof, then the certificate filed under such section must state, in lieu of any statement required by such section concerning any vote of stockholders, that consent has been given in accordance with Section 228 of the DGCL.

(d) A consent permitted by this Section shall be delivered: (i) to the principal place of business of the corporation; (ii) to an officer or agent of the corporation having custody of the book in which proceedings of meetings of stockholders are recorded; (iii) to the registered office of the corporation in the State of Delaware by hand or by certified or registered mail, return receipt requested; (iv) subject to the next sentence, in accordance with Section 116 of the DGCL to an information processing system, if any, designated by the corporation for receiving such consents; or (v) when delivered in such other manner that complies with the DGCL. In the case of delivery pursuant to the foregoing clause (iv), such consent must set forth or be delivered with information that enables the corporation to determine the date of delivery of such consent and the identity of the person giving such consent, and, if such consent is given by a person authorized to act for a stockholder or member as proxy, such consent must comply with the applicable provisions of Section 212(c)(2) & (3) of the DGCL. Any copy, facsimile or other reliable reproduction of a consent in writing may be substituted or used in lieu of the original writing for any and all purposes for which the original writing could be used, provided that such copy, facsimile or other reproduction shall be a complete reproduction of the entire original writing. A consent may be documented and signed in accordance with Section 116 of the DGCL, and when so documented or signed shall be deemed to be in writing for purposes of the DGCL; provided that if such consent is delivered pursuant to clause (i), (ii) or (iii) of subsection (d)(1) of Section 228 of the DGCL, such consent must be reproduced and delivered in paper form.

Section 14. Organization.

(a) At every meeting of stockholders, the Chair of the Board of Directors, or, if a Chair has not been appointed or is absent, the Chief Executive Officer, or, if the Chief Executive Officer is absent, a chair of the meeting chosen by a majority in interest of the stockholders entitled to vote, present in person or by proxy, will act as chair. The Secretary, or, in his or her absence, an Assistant Secretary directed to do so by the Chief Executive Officer, will act as secretary of the meeting.

(b) The Board of Directors is entitled to make such rules or regulations for the conduct of meetings of stockholders as it deems necessary, appropriate or convenient. Subject to such rules and regulations of the Board of Directors, if any, the chair of the meeting has the right and authority to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such chair, are necessary, appropriate or convenient for the proper conduct of the meeting, including, without limitation, establishing an agenda or order of business for the meeting, rules and procedures for maintaining order at the meeting and the safety of those present, limitations on participation in such meeting to stockholders of record of the corporation and their duly authorized and constituted proxies and such other persons as the chair permits, restrictions on entry to the meeting after the time fixed for the commencement thereof, limitations on the time allotted to questions or comments by participants and regulation of the opening and closing of the polls for balloting on matters that are to be voted on by ballot. The date and time of the opening and closing of the polls for each matter upon which the stockholders will vote at the meeting will be announced at the meeting. Unless and to the extent determined by the Board of Directors or the chair of the meeting, meetings of stockholders will not be required to be held in accordance with rules of parliamentary procedure.

ARTICLE IV

DIRECTORS

Section 15. Number and Term of Office. The authorized number of directors of the corporation will be fixed by the Board of Directors from time to time. Directors need not be stockholders unless so required by the Certificate of Incorporation. If for any cause, the directors have not been elected at an annual meeting, they may be elected as soon thereafter as convenient.

Section 16. Powers. The business and affairs of the corporation will be managed by or under the direction of the Board of Directors, except as otherwise provided by statute or by the Certificate of Incorporation.

Section 17. Term of Directors.

(a) Subject to the rights of the holders of any series of Preferred Stock to elect additional directors under specified circumstances, directors will be elected at each annual meeting of stockholders to serve until his or her successor is duly elected and qualified or until his or her death, resignation or removal. No decrease in the number of directors constituting the Board of Directors will shorten the term of any incumbent director.

(b) No person entitled to vote at an election for directors may cumulate votes to which such person is entitled, unless, at the time of such election, the corporation is subject to Section 7.47 of the MBCA. Every stockholder entitled to vote at an election for directors may cumulate such stockholder's votes and give one candidate a number of votes equal to the number of directors to be elected multiplied by the number of votes to which such stockholder's shares are otherwise entitled, or distribute the stockholder's votes on the same principle among as many candidates as such stockholder thinks fit. No stockholder, however, will be entitled to so cumulate such stockholder's votes unless (i) the names of such candidate or candidates have been placed in nomination prior to the voting and (ii) the stockholder has given notice at the meeting, prior to the voting, of such stockholder's intention to cumulate such stockholder's votes. If any stockholder has given proper notice to cumulate votes, all stockholders may cumulate their votes for any candidates who have been properly placed in nomination. Under cumulative voting, the candidates receiving the highest number of votes, up to the number of directors to be elected, are elected.

Section 18. Vacancies.

(a) Unless otherwise provided in the Certificate of Incorporation, and subject to the rights of the holders of any series of Preferred Stock, any vacancies on the Board of Directors resulting from death, resignation, disqualification, removal or other causes and any newly created directorships resulting from any increase in the number of directors will, unless the Board of Directors determines by resolution that any such vacancies or newly created directorships will be filled by stockholders, be filled only by the affirmative vote of a majority of the directors then in office, even though less than a quorum of the Board of Directors, or by a sole remaining director; *provided, however*, that whenever the holders of any class or classes of stock or series thereof are entitled to elect one or more directors by the provisions of the Certificate of Incorporation, vacancies and newly created directorships of such class or classes or series will, unless the Board of Directors determines by resolution that any such vacancies or newly created directorships must be filled by stockholders, be filled by a majority of the directors elected by such class or classes or series thereof then in office, or by a sole remaining director so elected. Any director elected in accordance with the preceding sentence will hold office for the remainder of the full term of the director for which the vacancy was created or occurred and until such director's successor has

been elected and qualified. A vacancy in the Board of Directors will be deemed to exist under this Bylaw in the case of the death, removal or resignation of any director.

(b) At any time or times that the corporation, if, after the filling of any vacancy, the directors then in office who have been elected by stockholders constitute less than a majority of the directors then in office, then

(i) any holder or holders of an aggregate of 5% or more of the total number of shares at the time outstanding having the right to vote for those directors may call a special meeting of stockholders; or

Section 19. Resignation. Any director may resign at any time by delivering his or her notice in writing or by electronic transmission to the Secretary, such resignation to specify whether it will be effective at a particular time, upon receipt by the Secretary or at the pleasure of the Board of Directors. If no such specification is made, it will be deemed effective at the pleasure of the Board of Directors. When one or more directors resigns from the Board of Directors, effective at a future date, a majority of the directors then in office, including those who have so resigned, will have power to fill such vacancy or vacancies, the vote thereon to take effect when such resignation or resignations become effective, and each director so chosen will hold office for the unexpired portion of the term of the director whose place is vacated and until his or her successor has been duly elected and qualified.

Section 20. Removal.

(a) Subject to any limitations imposed by applicable law and unless otherwise provided in the Certificate of Incorporation, the Board of Directors or any director may be removed from office at any time, with or without cause, by the affirmative vote of the holders of a majority of the voting power of all then-outstanding shares of capital stock of the corporation entitled to vote generally at an election of directors; *provided, however*, that unless the entire Board of Directors is removed, no individual director may be removed when the votes cast against such director's removal, or not consenting in writing to such removal, would be sufficient to elect that director if voted cumulatively at an election in which the same total number of votes were cast (or, if such action is taken by written consent, all shares entitled to vote were voted) and the entire number of directors authorized at the time of such director's most recent election were then being elected.

Section 21. Meetings

(a) **Regular Meetings.** Unless otherwise restricted by the Certificate of Incorporation, regular meetings of the Board of Directors may be held at any time or date and at any place within or without the State of Delaware that has been designated by the Board of Directors and publicized among all directors, either orally or in writing, including a voice-messaging system or other system designated to record and communicate messages, facsimile, or by electronic mail or other electronic means. No further notice will be required for a regular meeting of the Board of Directors.

(b) **Special Meetings.** Unless otherwise restricted by the Certificate of Incorporation, special meetings of the Board of Directors may be held at any time and place within or without the State of Delaware whenever called by the Chair of the Board of Directors, the Chief Executive Officer (if a director), the President (if a director) or any director.

(c) **Meetings by Electronic Communications Equipment.** Any member of the Board of Directors, or of any committee thereof, may participate in a meeting by means of conference telephone or other communications equipment by means of which all persons participating in the meeting

can hear each other, and participation in a meeting by such means constitutes presence in person at such meeting.

(d) Notice of Special Meetings. Notice of the time and place of all special meetings of the Board of Directors will be orally or in writing, by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, facsimile, telegraph or telex, or by electronic mail or other electronic means, during normal business hours, at least 24 hours before the date and time of the meeting. If notice is sent by US mail, it will be sent by first class mail, postage prepaid at least three days before the date of the meeting. Notice of any meeting may be waived in writing or by electronic transmission at any time before or after the meeting and will be waived by any director by attendance thereat, except when the director attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

(e) Waiver of Notice. The transaction of all business at any meeting of the Board of Directors, or any committee thereof, however called or noticed, or wherever held, will be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present and if, either before or after the meeting, each of the directors not present who did not receive notice signs a written waiver of notice or waives notice by electronic transmission. All such waivers will be filed with the corporate records or made a part of the minutes of the meeting.

Section 22. Quorum and Voting.

(a) Unless the Certificate of Incorporation requires a greater number, a quorum of the Board of Directors will consist of a majority of the total number of directors then serving; *provided, however*, that such number will never be less than 1/3 of the total number of directors authorized except that when one director is authorized, then one director will constitute a quorum. At any meeting, whether a quorum be present or otherwise, a majority of the directors present may adjourn from time to time until the time fixed for the next regular meeting of the Board of Directors, without notice other than by announcement at the meeting. If the Certificate of Incorporation provides that one or more directors will have more or less than one vote per director on any matter, every reference in this Section to a majority or other proportion of the directors will refer to a majority or other proportion of the votes of the directors.

(b) At each meeting of the Board of Directors at which a quorum is present, all questions and business will be determined by the affirmative vote of a majority of the directors present, unless a different vote be required by law, the Certificate of Incorporation or these Bylaws.

Section 23. Action Without Meeting. Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if all members of the Board of Directors or committee, as the case may be, consent in writing or by electronic transmission, and such writing or writings or transmission or transmissions are filed with the minutes of proceedings of the Board of Directors or committee. A consent may be documented, signed and delivered in any manner permitted by Section 116 of the DGCL. Such filing will be in paper form if the minutes are maintained in paper form and will be in electronic form if the minutes are maintained in electronic form.

Section 24. Fees and Compensation. Directors will be entitled to such compensation for their services as may be approved by the Board of Directors, including, if so approved, by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, for attendance at each regular or special meeting of the Board of Directors and at any meeting of a committee of the Board of Directors.

Nothing herein contained is to be construed to preclude any director from serving the corporation in any other capacity as an officer, agent, employee, or otherwise and receiving compensation therefor.

Section 25. Committees.

(a) Executive Committee. The Board of Directors may appoint an Executive Committee to consist of one or more members of the Board of Directors. The Executive Committee, to the extent permitted by law and provided in the resolution of the Board of Directors, will have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers that may require it; but no such committee will have the power or authority in reference to (i) approving or adopting, or recommending to the stockholders, any action or matter expressly required by the DGCL to be submitted to stockholders for approval, or (ii) adopting, amending or repealing any bylaw of the corporation.

(b) Other Committees. The Board of Directors may, from time to time, appoint such other committees as may be permitted by law. Such other committees appointed by the Board of Directors will consist of one or more members of the Board of Directors and will have such powers and perform such duties as may be prescribed by the resolution or resolutions creating such committees, but in no event will any such committee have the powers denied to the Executive Committee in these Bylaws.

(c) Term. The Board of Directors, subject to any requirements of any outstanding series of Preferred Stock and the provisions of paragraphs (a) or (b) of this Section may at any time increase or decrease the number of members of a committee or terminate the existence of a committee. The membership of a committee member will terminate on the date of his or her death or voluntary resignation from the committee or from the Board of Directors. The Board of Directors may at any time for any reason remove any individual committee member and the Board of Directors may fill any committee vacancy created by death, resignation, removal or increase in the number of members of the committee. The Board of Directors may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee, and, in addition, in the absence or disqualification of any member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member.

(d) Meetings. Unless the Board of Directors otherwise provide, regular meetings of the Executive Committee or any other committee appointed pursuant to this Section will be held at such times and places as are determined by the Board of Directors, or by any such committee, and when notice thereof has been given to each member of such committee, no further notice of such regular meetings need be given thereafter. Special meetings of any such committee may be held at any place that has been determined from time to time by such committee, and may be called by any director who is a member of such committee, upon notice to the members of such committee of the time and place of such special meeting given in the manner provided for the giving of notice to members of the Board of Directors of the time and place of special meetings of the Board of Directors. Notice of any special meeting of any committee may be waived in writing at any time before or after the meeting and will be waived by any director by attendance thereat, except when the director attends such special meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Unless otherwise provided by the Board of Directors in the resolutions authorizing the creation of the committee, a majority of the authorized number of members of any such committee will constitute a quorum for the transaction of business, and the act of a majority of those present at any meeting at which a quorum is present will be the act of such committee.

Section 26. Duties of Chair of the Board of Directors. The Chair of the Board of Directors, when present, will preside at all meetings of the stockholders and the Board of Directors. The Chair of the Board of Directors will perform other duties commonly incident to the office and will also perform such other duties and have such other powers as the Board of Directors designates from time to time. If there is no Chief Executive Officer and no President, then the Chair of the Board of Directors will also serve as the Chief Executive Officer of the corporation and will have the powers and duties prescribed in Section 29(b).

Section 27. Organization. At every meeting of the directors, the Chair of the Board of Directors, or, if a Chair has not been appointed or is absent, the Chief Executive Officer (if a director), or if the Chief Executive Officer is not a director or is absent, the President (if a director), or if the President is not a director or is absent, the most senior Vice President (if a director) or, in the absence of any such person, a chair of the meeting chosen by a majority of the directors present, will preside over the meeting. The Secretary, or in his or her absence, any Assistant Secretary directed to do so by the Chief Executive Officer or President, will act as secretary of the meeting.

ARTICLE V

OFFICERS

Section 28. Officers Designated. The officers of the corporation will include, if and when designated by the Board of Directors, the Chief Executive Officer, the President, one or more Vice Presidents, the Secretary, the Chief Financial Officer, the Treasurer and the Controller, all of whom will be elected or appointed from time to time by the Board of Directors. The Board of Directors may also appoint one or more Assistant Secretaries, Assistant Treasurers, Assistant Controllers and such other officers and agents with such powers and duties as it deems necessary. The Board of Directors may assign such additional titles to one or more of the officers as it deems appropriate. Any one person may hold any number of offices of the corporation at any one time unless specifically prohibited therefrom by law. The salaries and other compensation of the officers of the corporation will be fixed by or in the manner designated by the Board of Directors.

Section 29. Tenure and Duties of Officers.

(a) **General.** All officers will hold office at the pleasure of the Board of Directors and until their successors have been duly elected or appointed and qualified, unless sooner removed. Any officer elected or appointed by the Board of Directors may be removed at any time by the Board of Directors. If the office of any officer becomes vacant for any reason, the vacancy may be filled by the Board of Directors, or by the Chief Executive Officer or other officer if so authorized by the Board of Directors.

(b) **Duties of Chief Executive Officer.** The Chief Executive Officer will preside at all meetings of the stockholders and (if a director) at all meetings of the Board of Directors, unless the Chair of the Board of Directors has been appointed and is present. The Chief Executive Officer will be the chief executive officer of the corporation and will, subject to the control of the Board of Directors, have general supervision, direction and control of the business and officers of the corporation. The Chief Executive Officer will perform other duties commonly incident to the office and will also perform such other duties and have such other powers as the Board of Directors designates from time to time.

(c) **Duties of President.** In the absence or disability of the Chief Executive Officer or if the office of Chief Executive Officer is vacant, the President will preside at all meetings of the stockholders and (if a director) at all meetings of the Board of Directors, unless the Chair of the Board of

Directors has been appointed and is present. If the office of Chief Executive Officer is vacant, the President will be the chief executive officer of the corporation (including for purposes of any reference to Chief Executive Officer in these Bylaws) and will, subject to the control of the Board of Directors, have general supervision, direction and control of the business and officers of the corporation. The President will perform other duties commonly incident to the office and will also perform such other duties and have such other powers as the Board of Directors designates from time to time.

(d) Duties of Vice Presidents. The Vice Presidents may assume and perform the duties of the President in the absence or disability of the President or whenever the office of President is vacant. The Vice Presidents will perform other duties commonly incident to their office and will also perform such other duties and have such other powers as the Board of Directors or the President designates from time to time.

(e) Duties of Secretary. The Secretary will attend all meetings of the stockholders and of the Board of Directors and will record all acts and proceedings thereof in the minute book of the corporation. The Secretary will give notice in conformity with these Bylaws of all meetings of the stockholders and of all meetings of the Board of Directors and any committee thereof requiring notice. The Secretary will perform all other duties provided for in these Bylaws and other duties commonly incident to the office and will also perform such other duties and have such other powers as the Board of Directors will designate from time to time. The Chief Executive Officer may direct any Assistant Secretary to assume and perform the duties of the Secretary in the absence or disability of the Secretary, and each Assistant Secretary will perform other duties commonly incident to the office and will also perform such other duties and have such other powers as the Board of Directors or the Chief Executive Officer designates from time to time.

(f) Duties of Chief Financial Officer. The Chief Financial Officer will keep or cause to be kept the books of account of the corporation in a thorough and proper manner and will render statements of the financial affairs of the corporation in such form and as often as required by the Board of Directors or the Chief Executive Officer. The Chief Financial Officer, subject to the order of the Board of Directors, will have the custody of all funds and securities of the corporation. The Chief Financial Officer will perform other duties commonly incident to his or her office and will also perform such other duties and have such other powers as the Board of Directors or the Chief Executive Officer designate from time to time. The Chief Executive Officer may direct the Treasurer or any Assistant Treasurer, or the Controller or any Assistant Controller to assume and perform the duties of the Chief Financial Officer in the absence or disability of the Chief Financial Officer, and each Treasurer and Assistant Treasurer and each Controller and Assistant Controller will perform other duties commonly incident to the office and will also perform such other duties and have such other powers as the Board of Directors or the Chief Executive Officer designates from time to time.

Section 30. Delegation of Authority. The Board of Directors may from time to time delegate the powers or duties of any officer to any other officer or agent, notwithstanding any provision hereof.

Section 31. Resignations. Any officer may resign at any time by giving notice in writing or by electronic transmission notice to the Board of Directors or to the Chief Executive Officer or to the President or to the Secretary. Any such resignation will be effective when received by the person or persons to whom such notice is given, unless a later time is specified therein, in which event the resignation will become effective at such later time. Unless otherwise specified in such notice, the acceptance of any such resignation will not be necessary to make it effective. Any resignation will be without prejudice to the rights, if any, of the corporation under any contract with the resigning officer.

Section 32. Removal. Any officer may be removed from office at any time, either with or without cause, by the affirmative vote of a majority of the directors in office at the time, or by the unanimous written or electronic consent of the directors in office at the time, or by any committee or superior officers upon whom such power of removal may have been conferred by the Board of Directors.

ARTICLE VI

EXECUTION OF CORPORATE INSTRUMENTS AND VOTING OF SECURITIES OWNED BY THE CORPORATION

Section 33. Execution of Corporate Instruments. The Board of Directors may, in its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute on behalf of the corporation any corporate instrument or document, or to sign on behalf of the corporation the corporate name, or to enter into contracts on behalf of the corporation, except as otherwise provided by law or these Bylaws, and such execution or signature will be binding upon the corporation. All checks and drafts drawn on banks or other depositaries of funds to the credit of the corporation or on special accounts of the corporation will be signed by such person or persons as the Board of Directors authorizes so to do. Unless authorized or ratified by the Board of Directors or within the agency power of an officer, no officer, agent or employee will have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

Section 34. Voting of Securities Owned by the Corporation. All stock and other securities of other corporations owned or held by the corporation for itself, or for other parties in any capacity, will be voted, and all proxies with respect thereto will be executed, by the person authorized so to do by resolution of the Board of Directors, or, in the absence of such authorization, by the Chair of the Board of Directors, the Chief Executive Officer, the President, or any Vice President.

ARTICLE VII

SHARES OF STOCK

Section 35. Form and Execution of Certificates. The shares of the corporation will be represented by certificates, or will be un-certificated. Certificates for the shares of stock, if any, of the corporation will be in such form as is consistent with the Certificate of Incorporation and applicable law. Every holder of shares of stock in the corporation represented by certificate will be entitled to have a certificate signed by or in the name of the corporation by any two authorized officers of the corporation, including but not limited to the Chief Executive Officer, the President, the Chief Financial Officer, any Vice President, the Treasurer or Assistant Treasurer or the Secretary or Assistant Secretary, certifying the number of shares owned by him or her in the corporation. Any or all of the signatures on the certificate may be facsimiles. In case any officer, transfer agent, or registrar who has signed or whose facsimile signature has been placed upon a certificate has ceased to be such officer, transfer agent, or registrar before such certificate is issued, it may be issued with the same effect as if he or she were such officer, transfer agent, or registrar at the date of issue.

Section 36. Lost Certificates. A new certificate or certificates will be issued in place of any certificate or certificates theretofore issued by the corporation alleged to have been lost, stolen, or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost, stolen, or destroyed. The corporation may require, as a condition precedent to the issuance of a new certificate or certificates, the owner of such lost, stolen, or destroyed certificate or certificates, or the owner's legal representative, to agree to indemnify the corporation in such manner as it requires or to give

the corporation a surety bond in such form and amount as it may direct as indemnity against any claim that may be made against the corporation with respect to the certificate alleged to have been lost, stolen, or destroyed.

Section 37. Restrictions on Transfer.

(a) No holder of any of the shares of stock of the corporation may sell, transfer, assign, pledge, or otherwise dispose of or encumber any of the shares of stock of the corporation or any right or interest therein, whether voluntarily or by operation of law, or by gift or otherwise (each, a “*Transfer*”) without the prior written consent of the corporation, upon duly authorized action of its Board of Directors. The corporation may withhold consent for any legitimate corporate purpose, as determined by the Board of Directors.

(b) If a stockholder desires to Transfer any shares, then the stockholder will first give written notice to the corporation. The notice must name the proposed transferee and state the number of shares to be transferred, the proposed consideration, and all other terms and conditions of the proposed transfer. Any shares proposed to be transferred to which Transfer the corporation has consented pursuant to paragraph (a) of this Section will first be subject to the corporation’s right of first refusal located in Section 38 of these Bylaws.

(c) At the option of the corporation, the stockholder will be obligated to pay to the corporation a reasonable transfer fee related to the costs and time of the corporation and its legal and other advisors related to any proposed Transfer.

(d) Any Transfer, or purported Transfer, of shares not made in strict compliance with this Section will be null and void, will not be recorded on the books of the corporation and will not be recognized by the corporation.

(e) The restriction on Transfer set forth in Section 37(a) will terminate upon the date securities of the corporation are first offered to the public pursuant to a registration statement filed with, and declared effective by, the SEC under the Securities Act of 1933, as amended (the “*1933 Act*”).

(f) The certificates representing shares of stock of the corporation will bear on their face the following legend so long as the foregoing Transfer restrictions are in effect:

“THE SHARES REPRESENTED BY THIS CERTIFICATE ARE SUBJECT TO A TRANSFER RESTRICTION, AS PROVIDED IN THE BYLAWS OF THE CORPORATION.”

Section 38. Right of First Refusal. No stockholder will Transfer any of the shares of stock of the corporation, except by a Transfer that meets the requirements set forth in this Section 38, in addition to any other restrictions or requirements set forth under applicable law or these Bylaws:

(a) If the stockholder desires to Transfer any of his or her shares of stock, then the stockholder must first give written notice thereof to the corporation. The notice must name the proposed transferee and state the number of shares to be transferred, the proposed consideration, and all other terms and conditions of the proposed transfer.

(b) For 30 days following receipt of such notice, the corporation has the option to purchase all (but not less than all) the shares specified in the notice at the price and upon the terms set forth in such notice; *provided, however*, that, with the consent of the stockholder, the corporation has the

option to purchase a lesser portion of the shares specified in said notice at the price and upon the terms set forth therein. In the event of a gift, property settlement or other Transfer in which the proposed transferee is not paying the full price for the shares, and that is not otherwise exempted from the provisions of this Section, the price will be deemed to be the fair market value of the stock at such time as determined in good faith by the Board of Directors. In the event the corporation elects to purchase all of the shares or, with consent of the stockholder, a lesser portion of the shares, it will give written notice to the transferring stockholder of its election and settlement for said shares will be made as provided below in paragraph (d) of this Section.

(c) The corporation may assign its rights hereunder.

(d) In the event the corporation and/or its assignee(s) elect to acquire any of the shares of the transferring stockholder as specified in said transferring stockholder's notice, the Secretary of the corporation will so notify the transferring stockholder and settlement thereof will be made in cash within 30 days after the Secretary of the corporation receives said transferring stockholder's notice; provided that if the terms of payment set forth in said transferring stockholder's notice were other than cash against delivery, the corporation and/or its assignee(s) will pay for said shares on the same terms and conditions set forth in said transferring stockholder's notice.

(e) In the event the corporation and/or its assignees(s) do not elect to acquire all of the shares specified in the transferring stockholder's notice, said transferring stockholder may, subject to the corporation's approval and all other restrictions on Transfer located in Section 37 of these Bylaws, within the 60-day period following the expiration or waiver of the option rights granted to the corporation and/or its assignees(s) herein, Transfer the shares specified in said transferring stockholder's notice that were not acquired by the corporation and/or its assignees(s) as specified in said transferring stockholder's notice. All shares so sold by said transferring stockholder will continue to be subject to the provisions of this Section 38 in the same manner as before said Transfer.

(f) Anything to the contrary contained herein notwithstanding, the following transactions are exempt from the right of first refusal contained in this Section 38:

(1) A stockholder's Transfer of any or all shares held either during such stockholder's lifetime or on death by will or intestacy to such stockholder's immediate family or to any custodian or trustee for the account of such stockholder or such stockholder's immediate family or to any limited partnership or limited liability company of which the stockholder, members of such stockholder's immediate family or any trust for the account of such stockholder or such stockholder's immediate family will be the general or limited partner(s) of such partnership or the controlling member(s) of such limited liability company. "Immediate family" as used herein means spouse, lineal descendant, father, mother, brother, or sister of the stockholder making such Transfer;

(2) A stockholder's bona fide pledge or mortgage of any shares with a commercial lending institution, provided that any subsequent Transfer of said shares by said institution will be conducted in the manner set forth in this Section 38;

(3) A stockholder's Transfer of any or all of such stockholder's shares to the corporation or to any other stockholder of the corporation;

(4) A stockholder's Transfer of any or all of such stockholder's shares to a person who, at the time of such Transfer, is an officer or director of the corporation;

(5) A corporate stockholder's Transfer of any or all of its shares pursuant to and in accordance with the terms of any merger, consolidation, reclassification of shares or capital reorganization of the corporate stockholder, or pursuant to a sale of all or substantially all of the stock or assets of a corporate stockholder;

(6) A corporate stockholder's Transfer of any or all of its shares to any or all of its stockholders; or

(7) A Transfer by a stockholder that is a limited or general partnership to any or all of its partners or former partners in accordance with partnership interests.

In any such case, the transferee, assignee, or other recipient will receive and hold such stock subject to the provisions of this Section and any other restrictions set forth in these Bylaws, and there will be no further Transfer of such stock except in accord with this Section and the other provisions of these Bylaws.

(g) The provisions of this Section 38 may be waived with respect to any Transfer either by the corporation, upon duly authorized action of its Board of Directors, or by the stockholders, upon the express written consent of the owners of a majority of the voting power of the corporation (excluding the votes represented by those shares to be transferred by the transferring stockholder). This Section 38 may be amended or repealed either by a duly authorized action of the Board of Directors or by the stockholders, upon the express written consent of the owners of a majority of the voting power of the corporation.

(h) Any Transfer, or purported Transfer, of securities of the corporation will be null and void unless the terms, conditions, and provisions of this Section 38 are strictly observed and followed.

(i) The foregoing right of first refusal will terminate upon the date securities of the corporation are first offered to the public pursuant to a registration statement filed with, and declared effective by, the SEC under the Securities Act of 1933, as amended.

(j) The certificates representing shares of stock of the corporation that are subject to the right of first refusal contained in this Section 38 will bear on their face the following legend so long as the foregoing right of first refusal remains in effect:

“THE SHARES REPRESENTED BY THIS CERTIFICATE ARE
SUBJECT TO A RIGHT OF FIRST REFUSAL OPTION IN FAVOR
OF THE CORPORATION AND/OR ITS ASSIGNEE(S), AS
PROVIDED IN THE BYLAWS OF THE CORPORATION.”

(k) To the extent this Section conflicts with any written agreements between the corporation and the stockholder attempting to Transfer shares, such agreement will control.

Section 39. Fixing Record Dates.

(a) In order that the corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, the Board of Directors may fix, in advance, a record date, which record date will not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which record date will, subject to applicable law, not be more than 60 nor less than 10 days before the date of such meeting. If no record date is fixed by

the Board of Directors, the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders will be at the close of business on the day immediately preceding the day on which notice is given, or if notice is waived, at the close of business on the day immediately preceding the day on which the meeting is held. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders will apply to any adjournment of the meeting; *provided, however*, that the Board of Directors may fix a new record date for the adjourned meeting.

(b) In order that the corporation may determine the stockholders entitled to consent to corporate action without a meeting in accordance with Section 228 of the DGCL, the Board of Directors may fix a record date, which record date will not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which date will not be more than 10 days after the date upon which the resolution fixing the record date is adopted by the Board of Directors. Any stockholder of record seeking to have the stockholders authorize or take corporate action without a meeting in accordance with Section 228 of the DGCL will, by written notice to the Secretary, request the Board of Directors to fix a record date. The Board of Directors will promptly, but in all events within 10 days after the date on which such a request is received, adopt a resolution fixing the record date. If no record date has been fixed by the Board of Directors within 10 days of the date on which such a request is received, the record date for determining stockholders entitled to consent to corporate action without a meeting, when no prior action by the Board of Directors is required by applicable law, will be the first date on which a signed consent setting forth the action taken or proposed to be taken is delivered to the corporation in accordance with the DGCL. If no record date has been fixed by the Board of Directors and prior action by the Board of Directors is required by law, the record date for determining stockholders entitled to consent to corporate action without a meeting will be at the close of business on the day on which the Board of Directors adopts the resolution taking such prior action.

(c) In order that the corporation may determine the stockholders entitled to receive payment of any dividend or other distribution or allotment of any rights or the stockholders entitled to exercise any rights in respect of any change, conversion or exchange of stock, or for the purpose of any other lawful action, the Board of Directors may fix, in advance, a record date, which record date will not precede the date upon which the resolution fixing the record date is adopted, and which record date will be not more than 60 days prior to such action. If no record date is fixed, the record date for determining stockholders for any such purpose will be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto.

Section 40. Registered Stockholders. The corporation is entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner, and is not bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person whether or not it has express or other notice thereof, except as otherwise provided by the laws of Delaware.

ARTICLE VIII

OTHER SECURITIES OF THE CORPORATION

Section 41. Execution of Other Securities. All bonds, debentures and other corporate securities of the corporation, other than stock certificates (covered in Section 35 of these Bylaws), may be signed by the Chair of the Board of Directors, the Chief Executive Officer, the President or any Vice President, or such other person as may be authorized by the Board of Directors, and the corporate seal impressed thereon or a facsimile of such seal imprinted thereon and attested by the signature of the Secretary or an Assistant Secretary, or the Chief Financial Officer or Treasurer or an Assistant Treasurer; *provided, however*, that where any such bond, debenture or other corporate security is authenticated by

the manual signature, or where permissible facsimile signature, of a trustee under an indenture pursuant to which such bond, debenture or other corporate security is issued, the signatures of the persons signing and attesting the corporate seal on such bond, debenture or other corporate security may be the imprinted facsimile of the signatures of such persons. Interest coupons appertaining to any such bond, debenture or other corporate security, authenticated by a trustee as aforesaid, will be signed by the Treasurer or an Assistant Treasurer of the corporation or such other person as may be authorized by the Board of Directors, or bear imprinted thereon the facsimile signature of such person. In case any officer who has signed or attested any bond, debenture or other corporate security, or whose facsimile signature appears thereon or on any such interest coupon, has ceased to be such officer before the bond, debenture or other corporate security so signed or attested has been delivered, such bond, debenture or other corporate security nevertheless may be adopted by the corporation and issued and delivered as though the person who signed the same or whose facsimile signature has been used thereon had not ceased to be such officer of the corporation.

ARTICLE IX

DIVIDENDS

Section 42. Declaration of Dividends. Dividends upon the capital stock of the corporation, subject to the provisions of the Certificate of Incorporation and applicable law, if any, may be declared by the Board of Directors pursuant to law at any regular or special meeting. Dividends may be paid in cash, in property, or in shares of the capital stock, subject to the provisions of the Certificate of Incorporation and applicable law.

Section 43. Dividend Reserve. Before payment of any dividend, there may be set aside out of any funds of the corporation available for dividends such sum or sums as the Board of Directors from time to time, in their absolute discretion, think proper as a reserve or reserves to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the corporation, or for such other purpose as the Board of Directors thinks conducive to the interests of the corporation, and the Board of Directors may modify or abolish any such reserve in the manner in which it was created.

ARTICLE X

FISCAL YEAR

Section 44. Fiscal Year. The fiscal year of the corporation will be fixed by resolution of the Board of Directors.

ARTICLE XI

INDEMNIFICATION

Section 45. Indemnification of Directors, Executive Officers, Other Officers, Employees and Other Agents.

(a) Directors and Executive Officers. The corporation will indemnify its directors and executive officers (for the purposes of this Article, “executive officers” has the meaning defined in Rule 3b-7 promulgated under the 1934 Act) to the fullest extent not prohibited by the DGCL or any other applicable law; *provided, however*, that the corporation may modify the extent of such indemnification by individual contracts with its directors and executive officers and, *provided, further*, that the corporation will not be required to indemnify any director or executive officer in connection with any proceeding (or

part thereof) initiated by such person unless (i) such indemnification is expressly required to be made by law, (ii) the proceeding was authorized by the Board of Directors of the corporation, (iii) such indemnification is provided by the corporation, in its sole discretion, pursuant to the powers vested in the corporation under the DGCL or any other applicable law or (iv) such indemnification is required to be made under paragraph (d) of this Section.

(b) Other Officers, Employees and Other Agents. The corporation will have power to indemnify its other officers, employees and other agents as set forth in the DGCL or any other applicable law. The Board of Directors will have the power to delegate the determination of whether indemnification will be given to any such person except executive officers to such officers or other persons as the Board of Directors determines.

(c) Expenses. The corporation will advance to any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director or executive officer of the corporation, or is or was serving at the request of the corporation as a director or executive officer of another corporation, partnership, joint venture, trust or other enterprise, prior to the final disposition of the proceeding, promptly following request therefor, all expenses incurred by any director or executive officer in connection with such proceeding, *provided, however*, that, if the DGCL requires, an advancement of expenses incurred by a director or officer in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such indemnitee, including, without limitation, service to an employee benefit plan) will be made only upon delivery to the corporation of an undertaking, by or on behalf of such indemnitee, to repay all amounts so advanced if it is ultimately determined by final judicial decision from which there is no further right to appeal that such indemnitee is not entitled to be indemnified for such expenses under this Section or otherwise.

Notwithstanding the foregoing, unless otherwise determined pursuant to paragraph (e) of this Section, no advance will be made by the corporation to an executive officer of the corporation (except by reason of the fact that such executive officer is or was a director of the corporation, in which event this paragraph will not apply) in any action, suit or proceeding, whether civil, criminal, administrative or investigative, if a determination is reasonably and promptly made (i) by a majority vote of a quorum consisting of directors who were not parties to the proceeding, even if not a quorum, or (ii) by a committee of such directors designated by a majority of such directors, even though less than a quorum, or (iii) if there are no such directors, or such directors so direct, by independent legal counsel in a written opinion, that the facts known to the decision-making party at the time such determination is made demonstrate clearly and convincingly that such person acted in bad faith or in a manner that such person did not believe to be in or not opposed to the best interests of the corporation.

(d) Enforcement. Without the necessity of entering into an express contract, all rights to indemnification and advances to directors and executive officers under this Section will be deemed to be contractual rights and be effective to the same extent and as if provided for in a contract between the corporation and the director or executive officer. Any right to indemnification or advances granted by this Section to a director or executive officer will be enforceable by or on behalf of the person holding such right in any court of competent jurisdiction if (i) the claim for indemnification or advances is denied, in whole or in part, or (ii) no disposition of such claim is made within 90 days of request therefor. The claimant in such enforcement action, if successful in whole or in part, will be entitled to be paid also the expense of prosecuting the claim. In connection with any claim for indemnification, the corporation will be entitled to raise as a defense to any such action that the claimant has not met the standards of conduct that make it permissible under the DGCL or any other applicable law for the corporation to indemnify the claimant for the amount claimed. In connection with any claim by an executive officer of the corporation (except in any action, suit or proceeding, whether civil, criminal, administrative or

investigative, by reason of the fact that such executive officer is or was a director of the corporation) for advances, the corporation will be entitled to raise as a defense as to any such action clear and convincing evidence that such person acted in bad faith or in a manner that such person did not believe to be in or not opposed to the best interests of the corporation, or with respect to any criminal action or proceeding that such person acted without reasonable cause to believe that his or her conduct was lawful. Neither the failure of the corporation (including its Board of Directors, independent legal counsel or its stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he has met the applicable standard of conduct set forth in the DGCL or any other applicable law, nor an actual determination by the corporation (including its Board of Directors, independent legal counsel or its stockholders) that the claimant has not met such applicable standard of conduct, will be a defense to the action or create a presumption that claimant has not met the applicable standard of conduct.

(e) Non-Exclusivity of Rights. The rights conferred on any person by this Section are not exclusive of any other right that such person may have or hereafter acquire under any applicable statute, provision of the Certificate of Incorporation, Bylaws, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding office. The corporation is specifically authorized to enter into individual contracts with any or all of its directors, officers, employees or agents respecting indemnification and advances, to the fullest extent not prohibited by the DGCL or any other applicable law.

(f) Survival of Rights. The rights conferred on any person by this Section will continue as to a person who has ceased to be a director or executive officer and will inure to the benefit of the heirs, executors and administrators of such a person.

(g) Insurance. To the fullest extent permitted by the DGCL, or any other applicable law, the corporation, upon approval by the Board of Directors, may purchase insurance on behalf of any person required or permitted to be indemnified pursuant to this Section.

(h) Amendments. Any repeal or modification of this Section is only prospective and does not affect the rights under this Bylaw in effect at the time of the alleged occurrence of any action or omission to act that is the cause of any proceeding against any agent of the corporation.

(i) Saving Clause. If this Section or any portion hereof is invalidated on any ground by any court of competent jurisdiction, then the corporation will nevertheless indemnify each director and executive officer to the full extent not prohibited by any applicable portion of this Bylaw that has not been invalidated, or by any other applicable law. If this Section is invalid due to the application of the indemnification provisions of another jurisdiction, then the corporation will indemnify each director and executive officer to the full extent under applicable law.

(j) Certain Definitions. For the purposes of this Section, the following definitions apply:

(1) The term “proceeding” is to be broadly construed and includes, without limitation, the investigation, preparation, prosecution, defense, settlement, arbitration and appeal of, and the giving of testimony in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative.

(2) The term “expenses” is to be broadly construed and includes, without limitation, court costs, attorneys’ fees, witness fees, fines, amounts paid in settlement or judgment and any other costs and expenses of any nature or kind incurred in connection with any proceeding.

(3) The term the “corporation” includes, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger that, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, and employees or agents, so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, stands in the same position under the provisions of this Section with respect to the resulting or surviving corporation as he would have with respect to such constituent corporation if its separate existence had continued.

(4) References to a “director,” “executive officer,” “officer,” “employee,” or “agent” of the corporation include, without limitation, situations where such person is serving at the request of the corporation as, respectively, a director, executive officer, officer, employee, trustee or agent of another corporation, partnership, joint venture, trust or other enterprise.

(5) References to “other enterprises” include employee benefit plans; references to “fines” include any excise taxes assessed on a person with respect to an employee benefit plan; and references to “serving at the request of the corporation” include any service as a director, officer, employee or agent of the corporation that imposes duties on, or involves services by, such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries; and a person who acted in good faith and in a manner he reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan is deemed to have acted in a manner “not opposed to the best interests of the corporation” as referred to in this Section.

ARTICLE XII

NOTICES

Section 46. Notices.

(a) **Notice to Stockholders.** Written notice to stockholders of stockholder meetings will be given as provided in Section 7 of these Bylaws. Without limiting the manner by which notice may otherwise be given effectively to stockholders under any agreement or contract with such stockholder, and except as otherwise required by law, written notice to stockholders for purposes other than stockholder meetings may be sent by United States mail or nationally recognized overnight courier, or by facsimile, telegraph or telex or by electronic mail or other electronic means.

(b) **Notice to Directors.** Any notice required to be given to any director may be given by the method stated in paragraph (a) of this Section, or as provided for in Section 21 of these Bylaws. If such notice is not delivered personally, it will be sent to such address as such director has filed in writing with the Secretary, or, in the absence of such filing, to the last known post office address of such director.

(c) **Affidavit of Mailing.** An affidavit of mailing, executed by a duly authorized and competent employee of the corporation or its transfer agent appointed with respect to the class of stock affected or other agent, specifying the name and address or the names and addresses of the stockholder or stockholders, or director or directors, to whom any such notice or notices was or were given, and the time and method of giving the same, will in the absence of fraud, be prima facie evidence of the facts therein contained.

(d) **Methods of Notice.** It is not necessary that the same method of giving notice be employed in respect of all recipients of notice, but one permissible method may be employed in respect of any one or more, and any other permissible method or methods may be employed in respect of any other or others.

(e) **Notice to Person with Whom Communication Is Unlawful.** Whenever notice is required to be given, under any provision of law or of the Certificate of Incorporation or Bylaws of the corporation, to any person with whom communication is unlawful, the giving of such notice to such person is not required and there is no duty to apply to any governmental authority or agency for a license or permit to give such notice to such person. Any action or meeting that is taken or held without notice to any such person with whom communication is unlawful has the same force and effect as if such notice had been duly given. In the event that the action taken by the corporation is such as to require the filing of a certificate under any provision of the DGCL, the certificate will state, if such is the fact and if notice is required, that notice was given to all persons entitled to receive notice except such persons with whom communication is unlawful.

(f) **Notice to Stockholders Sharing an Address.** Except as otherwise prohibited under DGCL, any notice given under the provisions of DGCL, the Certificate of Incorporation or the Bylaws will be effective if given by a single written notice to stockholders who share an address if consented to by the stockholders at that address to whom such notice is given. Such consent is deemed to have been given if such stockholder fails to object in writing to the corporation within 60 days of having been given notice by the corporation of its intention to send the single notice. Any consent is revocable by the stockholder by written notice to the corporation.

ARTICLE XIII

AMENDMENTS

Section 47. Amendments. The Board of Directors is expressly empowered to adopt, amend or repeal Bylaws of the corporation. The stockholders also have power to adopt, amend or repeal the Bylaws of the corporation; *provided, however*, that, in addition to any vote of the holders of any class or series of stock of the corporation required by law or by the Certificate of Incorporation, such action by stockholders requires the affirmative vote of the holders of a majority of the voting power of all of the then-outstanding shares of the capital stock of the corporation entitled to vote generally in the election of directors, voting together as a single class.

ARTICLE XIV

LOANS TO OFFICERS

Section 48. Loans to Officers. Except as otherwise prohibited under applicable law, the corporation may lend money to, or guarantee any obligation of, or otherwise assist any officer or other employee of the corporation or of its subsidiaries, including any officer or employee who is a Director of the corporation or its subsidiaries, whenever, in the judgment of the Board of Directors, such loan, guarantee or assistance may reasonably be expected to benefit the corporation. The loan, guarantee or other assistance may be with or without interest and may be unsecured, or secured in such manner as the Board of Directors approves, including, without limitation, a pledge of shares of stock of the corporation. Nothing in these Bylaws is deemed to deny, limit or restrict the powers of guaranty or warranty of the corporation at common law or under any statute.

ARTICLE XV

MISCELLANEOUS

Section 49. Annual Report.

(a) Subject to the provisions of paragraph (b) of this Section, the Board of Directors will cause an annual report to be sent to each stockholder of the corporation not later than 120 days after the close of the corporation's fiscal year. Such report will include a balance sheet as of the end of such fiscal year and an income statement and statement of changes in financial position for such fiscal year, accompanied by any report thereon of independent accountants or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

(b) If and so long as there are fewer than 100 holders of record of the corporation's shares, the requirement of sending of an annual report to the stockholders of the corporation is hereby expressly waived.

Section 50. Forum. Unless the corporation consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware is the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the corporation; (ii) any action asserting a claim of breach of a fiduciary duty owed by any director, officer or other employee of the corporation to the corporation or the corporation's stockholders; (iii) any action asserting a claim against the corporation or any director or officer or other employee of the corporation arising pursuant to any provision of the DGCL, the certificate of incorporation or the Bylaws of the corporation; or (iv) any action asserting a claim against the corporation or any director or officer or other employee of the corporation governed by the internal affairs doctrine.



NortheastCann Inc.
610 GAR Highway, Swansea, MA 02777
Business Plan for a Prospective Retail Marijuana Establishment
under 935 CMR 500.000 d/b/a NortheastCann
Cannabis Control Commission Application pending # MRN284438

I. Who We Are:

NortheastCann Inc., is a prospective cannabis company seeking permitting and licensure from the Town of Swansea and the Massachusetts Cannabis Control Commission (“CCC”) to make retail sales to consumers 21+ at its location of 610 GAR Highway, Swansea, Massachusetts. The location of 610 GAR Highway meets the State buffer zone distance from any school requirement for licensure under 935 CMR 500.110(3), and meets local zoning because it is designated as “Manufacturing District” which allows for the proposed use.

NortheastCann seeks a Host Community Agreement from the Town of Swansea to apply to the CCC to become licensed Marijuana Retailer. The project is expected to provide the Town with new economic benefit directly from taxes, utilities, community impact, and indirectly with employing a local workforce and other local businesses and vendors. Our mission is to sell top quality marijuana and marijuana products of the highest quality. Our proposal and investment of technology, equipment, intellectual property, and processes are a prominent growth to the commerce of Route 6 and Swansea. NortheastCann’s products are independently tested by third-party CCC licensed establishments to ensure safety for our client’s health and quality standards are met. We utilize multi-level security measures to ensure there are no direct threats of health or safety to our employees and guests and no threats to our product from diversion. Our commitment to safely and efficiently providing consumers with quality cannabis products increases our standing with the CCC and Town, customer good will, and benefits the communities we serve. Odor control measures are utilized throughout the facility to capture, filter, and exhaust treated air to reduce and eliminate odor concerns.

NortheastCann consists of executives, managers, and employees with experience in business operations and seek to work with industry professionals to create a trusted cannabis company. NortheastCann’s ownership have a common goal of providing positive economic and community impact to Swansea with this new cannabis industry.

II. Our Standards of Success:

- Sell a high-quality product exceeding standards for safety while meeting market demands and regulatory compliance.
- Become a Swansea community partner beyond traditional taxes and fees, but to also connect and be a part of the community as a trusted and reliable partner providing time and resources to important local causes.
- Build public trust in maintaining our commitment to security, sanitation, safety, odor control, corporate responsibility, and business operation.
- Educate employees, business associates, consumers, and the public on our products to ensure the responsible and safe consumption of marijuana as well as the prevention of diversion to minors and illicit markets.
- Grow our sustainable business model in a scalable and efficient manner to obtain market share and growth required to maintain competitive.
- Promote our company and products in compliance with all laws to reduce the stigma associated with marijuana.
- Meet our internal audits for business performance, regulatory compliance, and statistical reporting for CCC metrics such as positive impact, diversity, energy efficiency, community involvement, and leadership responsibility.
- Exceed all expectations of the Town and State in business operations and community partnership.

III. Location: 610 GAR Highway, Swansea, Massachusetts

NortheastCann has site control authorization to seek permitting and licensing of the proposed use from the owner of the property. The area of the property we seek to develop is the vacant rear area of the lot suitable for construction of an approximately 4,000 square feet building for retail sales. NortheastCann will fully construct a building specific for the technologically advanced operation including designs for access and operation, security, electric, utilities, HVAC, odor and environmental controls, safety equipment, waste disposal, and all other required building code and regulatory improvements.

NortheastCann chose the Route 6 location for its suitable proximity to similar retail businesses, large size for parking and access availability, and a trusted host municipality. The location meets the Town and State regulation for licensed Marijuana Establishments under G.L. c. 94G, §5(b)(3).

IV. Description of Proposed On-Site Activities and Policies:

All proposed activity at the Marijuana Establishment shall be in compliance with all regulations promulgated by the CCC, as amended, and ordinances, bylaws, and laws of the Commonwealth of Massachusetts and the Town of Swansea. NortheastCann shall only commence operations and operate upon obtaining all approvals required by the Town of Swansea and obtaining valid licenses issued by the CCC, copies of which, with any renewal or investigation thereof. NortheastCann shall maintain regulatory compliance through the performance of operations in accordance to its Town and State approved policies, procedures, and plans. The plans are incorporated herein, but produced as Exhibits as follows:

1. Security Plan; (pending approval of Swansea PD);
2. Emergency Response Plan; (pending approval of Swansea PD and FD);
3. Plan to Remain Compliant with Local Zoning;
4. Proposed Timeline;
5. Plan for Obtaining Liability Insurance;
6. Positive Impact Plan;
7. Restricting Access to age 21 and older;
8. Prevention of Diversion;
9. Storage of Marijuana;
10. Transportation of Marijuana;
11. Inventory procedures;
12. Quality control and testing procedures;
13. Dispensing procedures;
14. Personnel policies including background checks;
15. Record Keeping procedures;
16. Maintaining of financial records;
17. Diversity plan;
18. Qualifications and training; and
19. Energy Compliance Plan.

NortheastCann's essential function is to efficiently sell marijuana and marijuana products to 21+ consumers in accordance to the CCC's regulations. NortheastCann shall operate its operation with constant secure monitoring. NortheastCann is expected to hire a local workforce of upwards of 30+ employees.

NortheastCann's operations are designed to be efficiently productive in our industry while

protecting and promoting the health, safety, and general welfare of the residents of Swansea. Our policies, plans, and active management of the business will negate adverse effects of the proposed use and any such effect will not outweigh its beneficial impact to the Town and the community. NortheastCann's proposal is a tremendous opportunity for beneficial impact of financial relief and a responsible corporate partner for the Town and its community. The positive economic impact to the communities of the Commonwealth that license marijuana establishments is undeniable with the CCC reporting over one Billion Dollars in gross sales since November 1, 2018.

The character and nature of the geographic location of the property on Route 6 compels the growth of diverse businesses like NortheastCann with its proposed new use. Our proposed use is an extension of the existing cluster of retail businesses on Route 6 and is a welcomed new industry addition. NortheastCann will create employment opportunities for the local economy and be an active community partner to the Town, its residents and also other businesses and non-profits. The geographic diversity of our location in relation to existing retail establishments is a mutually beneficial symbiotic relationship within Swansea's local regional green economy and is a shining example to municipalities of reasonable and efficient cannabis zoning.

NortheastCann's likelihood of success is built upon a strong foundation of its ownership, management, and staff as they hold the right amount of experience, capital, and commitment to succeed in this new industry. NortheastCann reduces any adverse effect associated with its use by taking specific measures through trained and experienced staff, security, sanitation, climate control, and attention to the sensitive cultivation process. With a solid building plan and ownership team, NortheastCann, is in a position to quickly construct an advanced cannabis facility and be operational without delay. The potential economic and fiscal impact on Town services will be kept minimal because of its rigorous standards and strength in regulatory compliance.

V. Executives:

NortheastCann is owned and operated by Gabriel Ruz, and Ashim Joshi. Gabriel Ruz is a corporate executive with over 20 years of experience leading high growth companies. As one of the founding partners and current Board Member at Magaya, he continues to be involved in driving corporate revenue through new products, sales initiatives, alliances, and acquisitions. His keen entrepreneurial spirit and expertise in automation technology, international business, and management are an integral part to his company's success. Gabriel holds a Bachelor of Business Administration and Management from Purdue University Global.

Ashim Joshi has over 25 years of business and sales experience. He has a knack for connecting talent to capital. Ashim recently raised 8 million dollars to establish cannabis companies. His

tenacity and honesty in business is appreciated by his peers and has helped him establish a wide network of professional and industry contacts.

Nicholas A. Gomes and Sean Coleman are licensed Massachusetts Attorneys under the professional association Coleman & Gomes, specializing in cannabis law with diverse general law practice backgrounds. Coleman & Gomes are NortheastCann's general counsel for permitting and licensing, regulatory compliance, business advising, corporate diligence, and operations of the company.



NortheastCann Inc.

NEW ENGLAND'S FINEST CANNABIS

NORTHEASTCANN, INC.
Plan to Obtain Insurance

Liability Insurance

NortheastCann, Inc. ("NortheastCann"), shall obtain sufficient liability insurance to at least meet the minimum requirements under the regulations. NortheastCann will obtain, once licensed, a policy that shall include general liability and product liability insurance coverage of no less than \$1 million per occurrence and \$2 million in aggregate annually. The deductible for each policy shall be no higher than \$5,000 per occurrence. We are actively seeking insurance from several insurance companies including James River Insurance and Kaplansky Insurance who are currently processing our requests for coverage so that we are covered when we become licensed.

NORTHEASTCANN, INC.

QUALITY CONTROL AND TESTING PROCEEDURES

- 1) General: No cannabis product, including cannabis itself, will be sold or otherwise marketed for adult use by NortheastCann, Inc. ("NortheastCann"), that is not capable of being tested by Independent Testing Laboratories, except as allowed under 935 CMR 500.000. Testing of marijuana products shall be performed by an Independent Testing Laboratory in compliance with the *Protocol for Sampling and Analysis of Finished Medical Marijuana Products and Marijuana-infused Products*, as amended in November, 2016, published by the DPH. Testing of 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 DPH.
- 2) Adverse Laboratory Results: NortheastCann shall immediately respond to laboratory results that indicate contaminant levels above acceptable limits established in the DPH protocols identified in 935 CMR 500.160(1), including the notification of the Cannabis Control Commission within 72 hours of any laboratory testing results indicating that the contamination cannot be remediated and disposing of the production batch. The notification must be from both NortheastCann and the Independent Testing Laboratory, separately and directly. NortheastCann notification must describe a proposed plan of action for both the destruction of the contaminated product and the assessment of the source of contamination. Records of such testing shall be maintained for one year. All transportation of cannabis to and from Independent Testing Laboratories providing cannabis testing services shall comply with 935 CMR 500.105(13). All storage of cannabis at a laboratory providing cannabis testing services shall comply with 935 CMR 500.105(11). All excess cannabis must be disposed in compliance with 935 CMR 500.105(12), either by the Independent Testing Laboratory returning excess cannabis to the source Marijuana Establishment for disposal or by the Independent Testing Laboratory disposing of it directly. No cannabis product shall be sold or otherwise marketed for adult use that has not first been tested by an Independent Testing Laboratory and deemed to comply with the standards required under 935 CMR 500.160.
- 3) Ensuring that only the leaves and flowers of the female marijuana plant are processed in a safe and sanitary manner as prescribed below:
 - Well cured and generally free of seeds and stems;
 - Free of dirt, sand, debris, and other foreign matter;
 - Free of contamination by mold, rot, other fungus, and bacterial diseases;
 - Prepared and handled on food-grade stainless steel tables; and,
 - Packaged in a secure area. 935 CMR 500.105(3) (required for cultivators, product manufacturers, microbusiness, and craft marijuana cooperatives).
- 4) All agents whose job includes contact with marijuana are subject to the requirements for food handlers specified in 105 CMR 300.000.
- 5) Any agent working in direct contact with marijuana shall conform to sanitary practices while on duty, including:

- Maintaining adequate personal cleanliness; and,
 - Washing hands appropriately. *935 CMR 500.105(3)*.
- 6) Hand-washing facilities shall be located in production areas and where good sanitary practices require employees to wash and sanitize their hands. *935 CMR 500.105(3)*.
 - 7) There shall be sufficient space for placement of equipment and storage of materials as is necessary for the maintenance of sanitary operations. *935 CMR 500.105(3)*.
 - 8) Litter and waste shall be properly removed so as to minimize the development of odor and the potential for the waste attracting and harboring pests. *935 CMR 500.105(12)*. *935 CMR 500.105(3)*.
 - 9) Floors, walls, and ceilings shall be constructed in such a manner that they may be adequately kept clean and in good repair. *935 CMR 500.105(3)*.
 - 10) All contact surfaces, shall be maintained, cleaned, and sanitized as frequently as necessary to protect against contamination. *935 CMR 500.105(3)*.
 - 11) All toxic items shall be identified, held, and stored in a manner that protects against the contamination of marijuana. *935 CMR 500.105(3)*.
 - 12) Water supply shall be sufficient for necessary operations. *935 CMR 500.105(3)*.
 - 13) Plumbing shall be of adequate size and design and maintained to carry sufficient quantities of water to required locations throughout the establishment. *935 CMR 500.105(3)*.
 - 14) The establishment shall provide its employees with adequate, readily accessible toilet facilities. *935 CMR 500.105(3)*.
 - 15) Storage, delivery, and transportation of finished products shall be under conditions that will protect them against physical, chemical, and microbial contamination. *935 CMR 500.105(3)*.

NORTHEASTCANN, INC.

PERSONNEL AND EMPLOYEE STAFFING SUMMARY

1. General: NortheastCann, Inc. (“NortheastCann”), is a Massachusetts cannabis company sowing the seeds of innovation by focusing on the local community and consumers to promote positive growth in our local economy while ensuring consistent access to safe premium marijuana. NortheastCann is committed to quality, responsibility, and sustainability. Our three primary ideals permeate our employee staffing plan and add a unique dimension to our ability to grow as a company. NortheastCann’s values are built upon a foundation of social responsibility to our clients and local communities. Our commitment is demonstrated by our plan to operate locally, hire employees from our local communities with diverse backgrounds without regard for race, disability, gender, or status, and manage our employees with respect and due care in accordance with all laws.

2. Quality, Responsibility, and Sustainability: NortheastCann’s fundamental commitment to our clients and community begins with the creation of a pure and safe product. Our employees will be trained in our policies and procedures to ensure that our quality is never compromised so that we may fulfill our obligations to the public and greater community at large. Our future employees will be provided with at least one week of in-house training with a mentor for their job description. Our employees will be required to meet all training specifications as created by the Cannabis Control Commission and as set forth by NortheastCann in its Employee Continuing Training Program, audit and monitoring of employee performances.

3. Qualifications: NortheastCann’s hiring practices are focused on obtaining and maintaining a skilled and diverse workforce. Our policies include seeking to hire over 50% of our employees from the local community and other areas which were disproportionately impacted by the prior criminalization of cannabis, veteran incentive hiring, affirmative action, equal employment opportunity, as well as a zero-tolerance policy for violence, discrimination, sexual harassment, and stalking, a drug-free workplace, and compliance with the Americans with Disabilities Act and Family Medical Leave Act. NortheastCann intends to create an inclusive work environment welcoming and respectful of all people based on merit regardless of race, creed, color, national origin, disability, gender, age, sexuality, and orientation. Our diversity will make our company stronger and improve our ability to empower our community.

4. Employment Positions: NortheastCann will have the following positions:

I. Security: Security will ensure that all of our products are safe from seed to consumer, including the consumer’s egress from our premises. The security division will include building security, internal and external loss prevention investigations, and security for our products, employees, clients, and patients. Our focus will be on ensuring safe access to our products as well as ensuring that no product is diverted to unintended individuals and/or for illegal uses. Security will be the first line of defense to stop the diversion of marijuana to individuals younger than 21 years of age through their verification of an individual’s identification prior to that individual’s admission and entry into a secured area for the retail purchase of secured products.

II. Cannabis Consultant: A cannabis consultant provides retail assistance to customers to ensure the informed purchase of marijuana or marijuana products to fit the unique needs of the client. The cannabis consultant will be focused on providing information and advising clients so they obtain the safest and best experience through our various products and methods of consumption.

III. Cultivator: A cultivator harnesses our technology, equipment and nature to create and process only the highest quality marijuana flowers.

IV. Manufacturer: A manufacturer transforms the marijuana flower into various marijuana products including concentrates, edible infusions, oils, creams and topical ointments.

V. Manager: A manager oversees the various operations of the establishment and employees. This position designed to assist in promoting our company in the cannabis industry through operational management, research, community outreach, and regulatory compliance to ensure the company is always evolving to meet the needs of our community in a responsible manner.

VI. Executives: The executives of the company are Gabriel Ruz and Ashim Joshi. The executives shall operate and manage the company while fulfilling numerous positions within the company. Sean Coleman, Esq. and Nicholas A. Gomes, Esq. shall act as the company's compliance officers.

5. Alcohol, smoke, and drug-free workplace: NortheastCann shall not allow alcohol, smoking or drug-use on its property. Such unauthorized use by an employee shall make that employee subject to the termination of their employment.

6. Records: Employee records shall be kept orderly and maintained in a secured location and in accordance with the NortheastCann's record policy.

7. Termination: Any employee who either violates their employee contract or a provision of NortheastCann's policies and procedures shall be subject to immediate suspension if it is determined that their actions, or future employment, will be detrimental to the company or the public good. Actions justifying immediate termination and due notice to the Cannabis Control Commission include:

I. Diverting marijuana or marijuana products;

II. Engaging in unsafe practices with regard to operation of the company; and

III. Any conviction or 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 another state, the United States or a foreign jurisdiction, or a military, territorial, or Native American tribal authority.

8. Cash: Employees shall use due care and reason to ensure the safe handling of cash at the establishment. Sales will be limited to small quantities of products to prevent an influx of cash in an unsafe manner. Cash will be maintained in three locations during the hours of operation: a cash register, a cash drawer drop with vault access, and a central vault. The cash register will

start with \$200.00 at the opening of each shift and be limited to \$1,200.00 at any given time. Transfers of \$1,000.00 at a time will be made from the register to the cash drawer drop. Transfers from the cash drawer drop to the central vault will be done on a regular basis as needed. All funds shall be transferred from the establishment to a financial institution on a regular secure basis as needed. The transfers for the cash drawer drop and to a financial institution will be done on a random schedule by a trained security team to prevent diversion and theft. Random, unmarked, and secure vehicles as well as potential escort from Fall River Police Department will be utilized to prevent detection.

9. Training: Employees will undergo quarterly industry trainings that are required of a registered agent.

NORTHEASTCANN, INC.

RECORD KEEPING

1. **General**: NortheastCann, Inc. (“NortheastCann”), shall keep an office for the purpose of keeping its business records for inspection by the Cannabis Control Commission (“CCC”) upon request.
2. **Maintenance**: The records of the Marijuana Establishment shall be maintained in a secure location within the facility and in accordance with generally accepted accounting principles.
3. **Confidentiality**: All records shall be kept in a locked area within a secured location within the facility not accessible to the public nor easily accessible to an unauthorized individual. Access to confidential records shall be limited to only those reasonably necessary for the operation of the business.
4. **Closure**: Upon the closure of NortheastCann, all records will be kept for at least two years at NortheastCann’s own expense in a form and location acceptable to the CCC.
5. **Required Records**: All records shall be kept as required by 935 CMR 500.000, including, but not limited to:
 - (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 tracking records for all marijuana products as required by 935 CMR 500.105(8)(e);
 - (d) A staffing plan that will demonstrate accessible business hours and safe cultivation conditions;
 - (e) Personnel policies and procedures;
 - (f) Waste disposal records as required under 935 CMR 500.105(12);
 - (g) Business records, which shall include manual or computerized records of:
 - Assets and liabilities;
 - Monetary transactions;
 - Books of accounts, which shall include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
 - Sales records including the quantity, form, and cost of marijuana products; and,
 - Salary and wages paid to each employee, stipend paid to each board member, and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with a Marijuana Establishment, including members of the nonprofit corporation, if any.
 - (h) 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;

- f. a record of any disciplinary action taken; and,
 - g. notice of completed responsible vendor and eight-hour related duty training.
3. All background check reports obtained in accordance with 935 CMR 500.030.

NORTHEASTCANN, INC.

QUALIFICATIONS AND INTENDED TRAININGS FOR AGENTS

1. Positions for Employment:

Chief Executive Officer – Gabriel Ruz

Qualifications: Responsible for providing business direction as well as creating, communicating, and effectuating the organization's vision and mission – i.e., leading the development and implementation of the overall organizational strategy, fixing prices, signing business deals, recruitment, payment of salaries, signing checks and documents on behalf of the company, and evaluating the success of the organization.

Chief Commercial Officer - Jon Bernier

Qualifications: Responsible for processing orders as well as ordering, selling, and controlling all inventory, meeting other licensed facilities representatives and coordinates with third-party providers (vendors), controlling the sales floor inventory, supervising the entire sales staff and workforce, and handling any other duty as assigned by the CEO.

Chief Financial Officer – Adam Demaral

Qualifications: Responsible for overseeing the financial actions of the company including, but not limited to, tracking cash flow, financial planning, analyzing the company's financial performance, and proposing courses of action.

Chief Operating Officer – Ashim Joshi

Qualifications: Responsible for managing the daily activities of the company including, but not limited to, recruiting, training, and managing staff.

Compliance Officers- Sean Coleman, Esq. and Nicholas A. Gomes, Esq.

Qualifications: The compliance officers will be responsible for ensuring that proper procedures are in place and followed to ensure compliance with all applicable laws and regulations. They will be responsible for thoroughly understanding compliance laws and regulations, as well as providing adequate communication to managers and employees about such laws and regulations.

Information Technologist -

Qualifications: Responsible for managing the organization's website, handling the e-commerce aspect of the business, installing and maintaining computer software and hardware for the organization, as well as managing logistics and supply chain software,

Web servers, e-commerce software and POS (point of sale) systems, managing the organization's CCTV, and handling any other technological and IT related duties.

COVID-19 Manager

Qualifications: Responsible for cleaning the store facility at all times, ensuring that high sanitation standards are met in the facility, with proper hand sanitization stations cleaning both the interior and exterior of the property, including high contact areas such as handles, and completing any other duty as assigned by the CEO

Head Cultivator –

Qualifications: Responsible for the handling of all marijuana cultivation processes, systems, and procedures, including tracking and reporting.

Product Manufacturer

Qualifications: Responsible for the manufacturing of safe high-quality marijuana and marijuana products.

2. Agent Training:

All employees and agents of NortheastCann, Inc. ("NortheastCann"), must perform training prior to performing job functions. Training shall be tailored to the roles and responsibilities of the job function the employee/agent is expected to perform. In addition to specific job function training, all employees/agents shall be required to take a Responsible Vendor Program under 935 CMR 500.105(2)(b). All employee/agents shall be required to receive at least eight hours of on-going training each year.

3. Responsible Vendor Training Program:

Upon licensure or renewal of licensure, as applicable, all current owners, managers, and employees of NortheastCann that are involved in the handling and sale of marijuana shall attend and successfully complete a responsible vendor program and maintain NortheastCann's status as a "responsible vendor." NortheastCann shall select a Commission approved Responsible Vendor Training Program for its Responsible Vendor Training. All owners, managers, and employees involved in the handling and sale of marijuana shall successfully complete the responsible vendor program once a year thereafter. All new employees involved in the handling and sale of marijuana shall be required to successfully complete the a responsible vendor program within ninety days of hire. NortheastCann shall offer the responsible vendor program to administrative employees to take on a voluntary basis. All records of responsible vendor training program compliance, including test results, shall be kept for four years and be made

available for inspection by the Cannabis Control Commission and any other applicable licensing authority upon request during normal business hours.

NORTHEASTCANN INC
ENERGY COMPLIANCE PLAN

1. General. The Company shall follow this energy compliance plan to identify potential energy-use reduction opportunities, consider opportunities for renewable energy generation, strategize to reduce electric demand and engage with energy efficiency programs offered pursuant to M.G.L. c. 25, § 21.

2. Energy Consumption Monitoring. The Company shall identify potential energy-use reduction opportunities (such as natural lighting and energy efficiency measure), and plan for implementation of such opportunities through energy consumption monitoring. The Company shall review the proposed energy consumption of its project and make adjustments to operations based on energy-usage data collected. The facility upgrades, renovations, and future expansions shall be analyzed for energy saving opportunities. All energy saving opportunities shall be analyzed when equipment fails and needs to be replaced.

3. Renewable Energy Generation. The company shall consider all opportunities for renewable energy generation and include such energy generators into its building and site plan. The company seeks to use energy generators including electric vehicles, solar panels, wind turbines, and renewable thermal to reduce and stabilize its energy costs.

The company will evaluate and make energy supply decisions based on the needs of the operation as it progresses and make decisions to promote renewable options when possible. Renewable and alternative energy opportunities will be implemented when facilities are selected, upgraded, improved, or expanded.

The company will consider all available incentives and bill savings including programs which can help offset costs of renewable and alternative energy installation, such as:

- Massachusetts Department of Energy Resources' Solar Massachusetts Renewable Target (SMART) (<http://masmartsolar.com/>);
- Renewable Portfolio Standard (<https://www.mass.gov/guides/rps-class-i-and-class-ii-statement-of-qualification-application>); and
- Alternative Portfolio Standard (<https://www.mass.gov/guides/aps-renewable-thermal-statement-of-qualification-application>; <https://www.mass.gov/guides/apply-to-the-aps-chp-flywheel-storage-and-fuel-cells>).

4. Reducing electric demand. The company shall implement strategies to reduce its electric demand. Energy demand will be monitored monthly and adjustments made based on the data. The company will reduce electric demand with lighting schedules, active load management, energy storage, and electric vehicles.
5. Mass Save. The company shall engage with all Mass Save programs for energy efficiency offered under M.G.L. c. 25, § 21. The company shall seek energy efficiency and demand reduction measures through lighting, heating ventilation and air conditioning, vehicle selection, and other equipment. The company shall regularly reach out to Mass Save vendors to learn of new financial incentives, opportunities, rebates, and other audit reports are available.
6. Transport and Delivery Specific. The company shall use electric vehicles and alternative fuels such as biodiesel and natural gas to reduce carbon emissions and increase our energy security. Our intent is to have a fleet entirely of electric or hybrid technologies and will regularly evaluate for alternative fuel vehicle options. Energy and water conservation strategies shall be employed at the physical facility for transportation and delivery (e.g. garage, dispatch) should also be included. We seek to install an outdoor shelter for our fleet parking with solar panels on the shelter roof.

NORTHEASTCANN, INC.

Restricted Access to Individuals Under 21

The Company shall restrict access to the marijuana establishment as follows:

1. All employees and registered agents must be 21 years of age or older. 935 CMR 500.029 or 500.030.
2. All consumers entering a Marijuana Retailer must be 21 years of age or older unless the establishment is co-located with a Medical Marijuana Treatment Center. 935 CMR 500.050(5)

NORTHEASTCANN, INC.
MAINTAINING FINANCIAL RECORDS

1. General: NortheastCann, Inc. (“NortheastCann”), will ensure that there is a locked office for the purpose of keeping its business records, which shall include NortheastCann’s financial records, for inspection by the Cannabis Control Commission (“CCC”) upon request.
2. Maintenance: NortheastCann will ensure that all records of the Marijuana Establishment shall be maintained in a secure location within the facility and in accordance with generally accepted accounting principles.
3. Confidentiality: NortheastCann will ensure that all records will be kept in a locked area within a secured location within the facility not accessible to the public or easily accessible to an unauthorized individual. Access to confidential records shall be limited to only those reasonably necessary for the operation of the business.
4. Closure: Upon the closure of NortheastCann, all records will be kept for at least two years at NortheastCann’s own expense in a form and location acceptable to the CCC.
5. Accounting and Auditing: All of NortheastCann’s financial records shall be reviewed by an accountant or other tax professional for accuracy. Independent audits on the financial records shall be conducted annually.
6. Financial Records: All financial records of NortheastCann shall be kept as required by 935 CMR 500.000, including, but not limited to:
 - (a) Seed-to-sale tracking records for all marijuana products as required by 935 CMR 500.105(8)(e);
 - (b) Sales receipts for all license types;
 - (c) Bank statements;
 - (d) Employee payroll;
 - (e) Tax returns;
 - (f) Balance statements;
 - (g) Loan agreements;
 - (h) Assets and Liabilities;
 - (i) Monetary Transactions;
 - (j) Books of Accounts;
 - (k) Sale records;
 - (l) Salary and wages paid to each employee. 935 CMR 500.105(9).

7. Software:

- a. The Company is prohibited from utilizing software or other methods to manipulate or alter sales data. 935 CMR 500.140(6)
- b. The Company shall conduct a monthly analysis of equipment determine that no software has been installed that could be utilized to manipulate or alter sales data a. 935 CMR 500.140(6)
- c. The Company shall maintain records that it has performed the monthly analysis.935 CMR 500.140(6)
- d. If the company determines that software or other methods have been installed/utilized to manipulate or alter sales data: it shall immediately disclose the information to the Commission, cooperate in any investigation, and take such other action directed by the Commission. 935 CMR 500.140
- e. The Company shall comply with 830 CMR 62C.25.1: Record Retention and DOR Directive 16-1 regarding recordkeeping requirements. 935 CMR 500.140(6)
- f. The Company shall adopt separate accounting practices at the point-of-sale for marijuana and non-marijuana sales. 935 CMR 500.140(6)
- g. If the Company is co-located, it shall maintain and provide to the Commission on a biannual basis accurate sales data during the six months immediately preceding this application for the purpose of ensuring an adequate supply of marijuana and marijuana products under 935 CMR 500.140(10). 935 CMR 500.140(6)

NORTHEASTCANN INC.'S DIVERSITY PLAN

1. General: NORTHEASTCANN INC., ("the Company") is committed to a diverse and inclusive workforce in the operation of its cannabis establishment. The Company's diversity plan was created to enrich our community members and level the playing field for all individuals after years of oppression, discrimination, and inequality for minorities in society and the workforce. The Company strives to promote equity among minorities, women, veterans, people with disabilities, and LGBTQ+ (hereinafter "equitable demographic group"). The Company intends to promote equity by providing the equitable demographic group of individuals with tools and opportunities they need to achieve social and economic self-sustainability. Our company is seeking to create an inclusive work environment welcoming to members of the equitable demographic group. Our diversity will make our company stronger and improve our ability to empower our community.

2. Compliance: The Company shall adhere to all laws in fulfilling its diversity plan, including, but not limited to the requirements set forth in 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of Marijuana Establishments. This plan, and all actions taken by the Company, will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws. The progress or success of this plan will be demonstrated upon each license renewal period, commencing one year from provisional licensure.

3. Plan Goals: The equitable demographic group this diversity plan seeks to benefit shall be specifically defined in our goals:

I. Increasing the number of individuals from the equitable demographic group working in the company.

The company shall hire, at a minimum, one person of each category of the equitable demographic group being one woman, one individual that is a racial minority, one member of the LGBTQ+ community, one military veteran and one individual with a physical or mental disability. The individuals will be made a written offer of employment or shall already be on the company's active roster of active workforce within the first year of being licensed for operations.

II. Increasing the number of individuals from the equitable demographic contracting with the Company as Third Party Vendors and Independent Contractors.

The Company will source 10% of its independent contractors and third party vendors from the demographic groups as follows: (2%) minorities, (2%) women, (2%) veterans, (2%) people with disabilities, and (2%) LGBTQ+.

4. Programs to achieve Goals:

I. Increasing the number of individuals from the equitable demographic group working in the company.

Program 1 for Goal 1: Direct hiring and prioritization of hiring employees from the equitable demographic group with targeted advertisement in the community.

The Company intends to increase the workforce of individuals of the equitable demographic group by offering any future offers of employment in the company in a non-discriminatory manner. The Company intends to increase its future workforce of individuals of the equitable demographic group by publicizing future public offerings as needed, but no less than one per year, with a focus of interest for persons of the equitable demographic group in the local newspaper in our area being the Fall River Herald Newspaper and on indeed.com. The Company will prioritize offers of employment to individuals from the equitable demographic group. Recruiting efforts and interviews will increase in intensity if the diversity plan is not met, being hiring at a minimum, one woman, one individual that is a racial minority, one member of the LGBTQ+ community, one military veteran and one individual with a physical or mental disability.

Program 2 for Goal 1: Hosting informational sessions to attract employees from the equitable demographic group with targeted advertisement in the community.

The Company seeks to increase the opportunities for individuals from the equitable demographic group to enter the adult-use cannabis industry. The Company will provide informational sessions to 10-25 persons per session to learn about employment opportunities at its facility and will be conducted at a suitable location in Swansea or Fall River depending on the demand at least once a year. The informational session events will be published in the local Fall River Herald Newspaper and marketed to individuals in the equitable demographic group specifically in the publication- “we are specifically looking for women, minorities, veterans, LGBTQ+, and persons with disabilities to join us.”

II. Increasing the number of individuals from the equitable demographic group contracting with the Company as Third Party Vendors and Independent Contractors.

Program 1 for Goal 2: Direct hiring and prioritization of hiring third party vendors and independent contractors from the equitable demographic group.

The Company is not currently in operation and has not secured contracts with any third party vendors or independent contractors. The Company intends on recruiting third party vendors and independent contractors from the equitable demographic in accordance to this program upon licensure.

The Company seeks to partner with as many individuals from the equitable demographic group that can contract with the Company to render services and products. The Company seeks to prioritize individuals and companies from this equitable group until the goal is met.

The Company utilizes a non-discriminatory hiring practice for third party vendors and hire third-party vendors from the demographic groups comprising at least 10% of the company's overall annual independent contractor or third-party service contracting. The Company will source 10% of independent contractors and third party vendors from the demographic groups as follows: (2%) minorities, (2%) women, (2%) veterans, (2%) people with disabilities, and (2%) LGBTQ+. The Company shall meet this goal by directly hiring those individuals and their companies.

The Company will publicize future public offerings of independent contractors and third party vendors as needed, but no less than one per year, with a focus of interest for persons of the equitable demographic group in the local newspaper in our area being the Fall River Herald Newspaper and on indeed.com. The Company will search the Cannabis Control Commission's database of veteran-owned, minority-owned, and women-owned marijuana establishments to secure a marijuana products supply chain comprised of 10% of its independent contractors and third party vendors from the demographic groups as follows: (2%) minorities, (2%) women, (2%) veterans, (2%) people with disabilities, and (2%) LGBTQ+. The Company will search the database of the Massachusetts Supplier Diversity Office to identify ancillary non-marijuana businesses from the equitable demographic group to meet the goal of 10% of its independent contractors and third party vendors being from the demographic groups as follows: (2%) minorities, (2%) women, (2%) veterans, (2%) people with disabilities, and (2%) LGBTQ+. The Company will prioritize offers for third party vendors and independent contractors from the equitable demographic group until the goal is met. Recruiting efforts and publications will increase in intensity if the diversity plan is not met,

5. Reconciliation of Plan Success through Metrics:

I. Increasing the number of individuals from the equitable demographic group working in the company.

Goal 1 Metrics:

The Company will reconcile the success of its diversity plan by performing quarterly reviews of company statistics, third-party publications, and personnel reports relative to all actions taken to reach the identified goals. The progress or success of this plan will be demonstrated upon each license renewal period, commencing one year from provisional licensure. In an effort to fully understand the impact of the Company's diversity success, quality reporting from employees involved in effectuating the diversity plan will be reviewed and recommendations implemented. The Metrics of the Company's success for goal 1 shall be:

1. the amount of individuals from the equitable demographic who are hired, retained and promoted;
2. the number of new positions created for individuals from the equitable demographic group;
3. the number of related goal postings in diverse publications and general publications;
4. the number of informational sessions held to attract new employees;
5. the number of informational sessions attendees; and

6. the number of employees hired from either a direct hire, a newspaper publication, or an informational session.

Goal 2 Metrics:

The Company will reconcile the success of its diversity plan by performing quarterly reviews of company statistics, third-party publications, and independent contractor/third party vendor contracts relative to all actions taken to reach the identified goals. The progress or success of this plan will be demonstrated upon each license renewal period, commencing one year from provisional licensure. In an effort to fully understand the impact of the Company's diversity success, quality reporting from independent contractors and third party vendors involved in effectuating the diversity plan will be reviewed and recommendations implemented. The Metrics of the Company's success for goal 2 shall be:

1. the amount of individuals from the equitable demographic who are hired as an independent contractor or third party vendor;
2. the number of related goal postings in diverse publications and general publications to find contractors from the equitable demographic group;
3. the source of finding the independent contractor and third party vendors from the equitable demographic group whether it is a direct hire, or whether they responded to a newspaper publication, or an informational session.