



## Massachusetts Cannabis Control Commission

### Marijuana Retailer

#### General Information:

License Number: MR284913  
Original Issued Date: 09/15/2023  
Issued Date: 09/15/2023  
Expiration Date: 09/15/2024

### ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Pluto Cannabis Co.

Phone Number: 781-738-1302 Email Address: auholdingcompany@gmail.com

Business Address 1: 193 Oxford St

Business Address 2:

Business City: Lynn

Business State: MA

Business Zip Code: 01901

Mailing Address 1: 4 Michael Drive

Mailing Address 2:

Mailing City: Burlington

Mailing State: MA

Mailing Zip Code: 01803

### CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Minority-Owned Business

### 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:

Percentage Of Control:

50

Role: Executive / Officer

Other Role:

First Name: Ansh

Last Name: Bhammar

Suffix:

Gender: Male	User Defined Gender:
What is this person's race or ethnicity?: Asian (Chinese, Filipino, Asian Indian, Vietnamese, Korean, Japanese), Some Other Race or Ethnicity	
Specify Race or Ethnicity: Asian Indian	

#### Person with Direct or Indirect Authority 2

Percentage Of Ownership:	Percentage Of Control: 50	
Role: Executive / Officer	Other Role:	
First Name: Umang	Last Name: Patel	Suffix:
Gender: Male	User Defined Gender:	
What is this person's race or ethnicity?: Asian (Chinese, Filipino, Asian Indian, Vietnamese, Korean, Japanese)		
Specify Race or Ethnicity: Asian Indian		

#### ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

##### Entity with Direct or Indirect Authority 1

Percentage of Control: 100	Percentage of Ownership: 100	
Entity Legal Name: A&U Holdings, LLC	Entity DBA:	DBA City:
Entity Description: Holding company		
Foreign Subsidiary Narrative:		
Entity Phone: 781-738-1302	Entity Email: auholdingcompany@gmail.com	Entity Website:
Entity Address 1: 4 Michael Drive	Entity Address 2:	
Entity City: Burlington	Entity State: MA	Entity Zip Code: 01803
Entity Mailing Address 1: 4 Michael Drive	Entity Mailing Address 2:	
Entity Mailing City: Burlington	Entity Mailing State: MA	Entity Mailing Zip Code: 01803
Relationship Description: Pluto Cannabis Co. is a wholly owned subsidiary of A&U Holdings, LLC. A&U Holdings, LLC is a holding company owned 50% by Ansh Bhammar & owned 50% by Umang Patel.		

#### CLOSE ASSOCIATES AND MEMBERS

No records found

#### CAPITAL RESOURCES - INDIVIDUALS

No records found

#### CAPITAL RESOURCES - ENTITIES

##### Entity Contributing Capital 1

Entity Legal Name: A&U Holdings, LLC	Entity DBA:	
Email: auholdingcompany@gmail.com	Phone: 617-910-7324	
Address 1: 4 Michael Drive	Address 2:	
City: Burlington	State: MA	Zip Code: 01803
Types of Capital: Monetary/Equity	Other Type of Capital:	Total Value of Capital Provided: \$10000 Percentage of Initial Capital: 100
Capital Attestation: Yes		

#### BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

No records found

#### DISCLOSURE OF INDIVIDUAL INTERESTS

No records found

### MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 193-195 Oxford St

Establishment Address 2:

Establishment City: Lynn

Establishment Zip Code: 01901

Approximate square footage of the establishment: 1750

How many abutters does this property have?: 193

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

### HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Certification of Host Community Agreement	Pluto SIGNED HCA Cert 5.2023.pdf	pdf	645e6ddf9c23790008bb7d59	05/12/2023
Community Outreach Meeting Documentation	Signed COM Attestation Pluto 5.18.23.pdf	pdf	64668d3523b809000840a96c	05/18/2023
Plan to Remain Compliant with Local Zoning	Plan to Remain Compliant with Local Zoning PCC.pdf	pdf	646768979c23790008c279ac	05/19/2023

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	Pluto Positive Impact Plan 2023 final RFI.pdf	pdf	648869b13f2c1a00082da898	06/13/2023

### ADDITIONAL INFORMATION NOTIFICATION

Notification:

### INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Executive / Officer

Other Role:

First Name: Ansh

Last Name: Bhammar    Suffix:

RMD Association: Not associated with an RMD

Background Question: no

Individual Background Information 2

Role: Executive / Officer

Other Role:

First Name: Umang

Last Name: Patel    Suffix:

RMD Association: Not associated with an RMD

Background Question: no

### ENTITY BACKGROUND CHECK INFORMATION

Entity Background Check Information 1

Role: Parent Company	Other Role:
Entity Legal Name: A&U Holdings, LLC	Entity DBA:
Entity Description: Holding Company	
Phone: 781-738-1302	Email: auholdingcompany@gmail.com
Primary Business Address 1: 4 Michael Drive	Primary Business Address 2:
Primary Business City: Burlington	Primary Business State: MA
Principal Business Zip Code: 01803	
Additional Information:	

### MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
DUA attestation if no employees	SIGNED Pluto Cannabis Co. Attestation Cert of Compliance DUA.pdf	pdf	6463b80623b80900083d3f4c	05/16/2023
Articles of Organization	PCC Articles of Organization.pdf	pdf	646650d09c23790008c1aef4	05/18/2023
Department of Revenue - Certificate of Good standing	PCC DOR Certificate of Good Standing.pdf	pdf	646652c99c23790008c1b43e	05/18/2023
Secretary of Commonwealth - Certificate of Good Standing	23050235620.pdf	pdf	646b6db923b8090008428ab5	05/22/2023
Bylaws	Pluto Cannabis Co Bylaws rfs.pdf	pdf	6487819a5ab6120008d8c4e3	06/12/2023

No documents uploaded

Massachusetts Business Identification Number: 001639983

Doing-Business-As Name: Not Applicable

DBA Registration City: Not Applicable

### BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan for Liability Insurance	Plan to obtain liability insurance Pluto Cannabis Co. 2023.pdf	pdf	6463b8ab23b80900083d41ee	05/16/2023
Proposed Timeline	Pluto Cannabis Co Timeline 2023.pdf	pdf	64872e4d3f2c1a00082c7fc1	06/12/2023
Business Plan	Pluto Cannabis Co business plan June 2023.pdf	pdf	64872ea15ab6120008d7f287	06/12/2023

### OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Storage of marijuana	Storage of Marijuana PCC 2023.pdf	pdf	6463b8fa23b80900083d43e7	05/16/2023
Maintaining of financial records	Maintaining of Financial Records PCC 2023.pdf	pdf	6463b8fc23b80900083d43fb	05/16/2023
Personnel policies including background checks	Personnel Policies Including Background Checks PCC 2023.pdf	pdf	6463b8fd23b80900083d440f	05/16/2023

Prevention of diversion	Prevention of Diversion PCC 2023.pdf	pdf	6463b8ff23b80900083d4423	05/16/2023
Energy Compliance Plan	Energy Compliance Plan PCC 2023.pdf	pdf	6463b9009c23790008beba19	05/16/2023
Record Keeping procedures	Record Keeping Procedures PCC 2023.pdf	pdf	6463b92f9c23790008bebaab	05/16/2023
Qualifications and training	Employee Qualifications and Training PCC 2023.pdf	pdf	6463b9319c23790008bebabf	05/16/2023
Quality control and testing	Quality Control and Testing for Contaminants PCC 2023.pdf	pdf	6463b93223b80900083d4540	05/16/2023
Transportation of marijuana	Transportation of Marijuana PCC 2023.pdf	pdf	6463b9349c23790008bebad3	05/16/2023
Plan for obtaining marijuana or marijuana products	Plan for Obtaining Marijuana or Marijuana Products PCC 2023.pdf	pdf	6463b93523b80900083d4554	05/16/2023
Security plan	Security Plan PCC 2023.pdf	pdf	6463b96323b80900083d45c1	05/16/2023
Restricting Access to age 21 and older	Restricting Access to Age 21 and Older PCC 2023.pdf	pdf	6463b9649c23790008bebb4f	05/16/2023
Dispensing procedures	Retail Dispensing Procedures PCC 2023.pdf	pdf	6463b96523b80900083d45d5	05/16/2023
Inventory procedures	Inventory Procedures PCC 2023.pdf	pdf	6463b96623b80900083d45ec	05/16/2023
Diversity plan	Pluto Diversity Plan 2023 4.18.23 final.pdf	pdf	6463b99f9c23790008bebc30	05/16/2023

#### 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

Date generated: 10/04/2023

Page: 5 of 6

No records found

COMPLIANCE WITH DIVERSITY PLAN

No records found

HOURS OF OPERATION

Monday From: 8:00 AM	Monday To: 11:00 PM
Tuesday From: 8:00 AM	Tuesday To: 11:00 PM
Wednesday From: 8:00 AM	Wednesday To: 11:00 PM
Thursday From: 8:00 AM	Thursday To: 11:00 PM
Friday From: 8:00 AM	Friday To: 11:00 PM
Saturday From: 8:00 AM	Saturday To: 11:00 PM
Sunday From: 8:00 AM	Sunday To: 11:00 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:

Pluto Cannabis Co.

2. Name of applicant’s authorized representative:

Ansh Bhammar

3. Signature of applicant’s authorized representative:

Ansh Bhammar

Digitally signed by Ansh Bhammar  
Date: 2023.04.26 09:50:48 -07'00'

4. Name of municipality:

Lynn, Massachusetts

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

Jim Lamanna



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

*James P. Samana*

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).*):

jlamanna@lynnma.gov

8. Host community agreement execution date:

*March 14, 2023*



# 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): 

4/13/23
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: 3/28/23

b. Name of publication: The Daily Item

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: 3/30/23

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: 4/4/23

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:

Pluto Cannabis Co.

Name of applicant's authorized representative:

Umang Patel

Signature of applicant's authorized representative:

*Umang*



**The Daily Item** Call 781-593-7700 ext. 2  
to subscribe today.

## NOTICE OF COMMUNITY MEETING

Please join Pluto Cannabis Co. for a Community Outreach Meeting as we share our plans for a proposed Marijuana Establishment. The proposed Adult-Use Marijuana Retailer is anticipated to be located at 193 Oxford Street in Lynn.

In this meeting, we will discuss security, diversion prevention, community involvement and planning, and general operating information for the proposed facility. There will be an opportunity for the public to ask questions.

**WHO:** PLUTO CANNABIS CO.

**WHAT:** COMMUNITY OUTREACH MEETING TO DISCUSS A PROPOSED ADULT-USE MARIJUANA RETAIL ESTABLISHMENT

**WHEN:** THURSDAY, APRIL 13<sup>TH</sup> at 6PM

**WHERE:** LYNN POLICE DEPARTMENT COMMUNITY ROOM  
300 WASHINGTON STREET  
LYNN, MA 01902

## Attachment C: Notice

### NOTICE OF COMMUNITY MEETING

Please join Pluto Cannabis Co. for a Community Outreach Meeting as we share our plans for a proposed Marijuana Establishment. The proposed Adult-Use Marijuana Retailer is anticipated to be located at 193 Oxford Street in Lynn.

In this meeting, we will discuss security, diversion prevention, community involvement and planning, and general operating information for the proposed facility. There will be an opportunity for the public to ask questions.

**WHO:** PLUTO CANNABIS CO.

**WHAT:** COMMUNITY OUTREACH MEETING TO DISCUSS A PROPOSED ADULT-USE MARIJUANA RETAIL ESTABLISHMENT

**WHEN:** THURSDAY, APRIL 13<sup>TH</sup> at 6PM

**WHERE:** LYNN POLICE DEPARTMENT COMMUNITY ROOM  
300 WASHINGTON STREET  
LYNN, MA 01902

## Attachment C: Reciept from Mailing of Notices

**Subject:** PostNet MA101 Receipt

**Date:** Tuesday, April 4, 2023 at 3:05:06 PM Eastern Daylight Time

**From:** PostNet MA101

**To:** Ben Duke

**Priority:** High

**PostNet MA101**  
**6 Liberty Square**  
**Boston, MA 02109**  
**857-350-3064**

-----  
**Invoice#** 49285  
**Clerk** Clerk  
**Date** 04/04/2023 03:04 PM  
**Account** 010074278452  
Tenax Strategies  
-----

Description SKU#	Price	Qty	Ext. Price
File Manipulation 14FILEMAN	5.00	1	5.00 t
Print- B&W- 8.5 X 11 Single 220811	0.18	82	14.76 t
Envelope 67EPS	0.50	82	41.00 t
Stuffing per piece 21STUFFING	0.07	82	5.74 t
Postage And Application 07POSTAGEAPPLICATION	0.92	82	75.44

-----  
**Sub-Total:** \$141.94

**Sale Tax:** \$4.16

-----  
**Total:** \$146.10

-----  
**CCard Charge:** \$146.10

\*\*\*\*\*1078

I agree to pay the above amount according to the card user agreement.  
(merchant agreement if credit voucher)

**Please be aware that shipping carriers have suspended delivery guarantees and refunds on ALL services due to COVID-19 related travel restrictions.**

**To track shipments:**

**<http://www.postnet.com/boston-ma101/track>**

**UPS: 800-742-5877 or [www.ups.com](http://www.ups.com)**

**FedEx: 800-463-3339 or [www.fedex.com](http://www.fedex.com)**

**DHL: 800-225-5345 or [www.dhl-usa.com](http://www.dhl-usa.com)**

### Plan to Remain Compliant with Local Zoning

The City of Lynn (the “City”) established a zoning ordinance permitting adult use marijuana establishments. Pluto Cannabis Co. (the “Applicant”) is proposing to develop and operate its adult use retail establishment at the property located at 193 Oxford Street.

The Applicant has discussed its adult use marijuana establishment with City officials and has complied with all local requirements and will continue to do so.

Applicant will continue to work with the City to ensure that the operation of its adult use marijuana establishment will have a positive impact on the community and surrounding neighbors, and will work diligently to secure any and all additional local approvals.



## PLAN TO POSITIVELY IMPACT DISPROPORTIONATELY HARMED PEOPLE (PPI)

### Statement of Purpose

Pluto Cannabis Co. (Pluto) is eager to positively impact individuals and areas that have been identified by the Cannabis Control Commission as areas that were disproportionately impacted by the war on drugs, and residents who have, or have parents or spouses who have, past drug convictions. Pluto is proposing to locate a Marijuana Establishment in Lynn. Accordingly, it intends to focus its positive impact plan on Massachusetts residents who have, or have parents or spouses who have, past drug convictions and residents from the City of Lynn (the “Target Area”):

### Goals

1. Provide at least one (1) Social Equity Program (SEP) participants or Certified Economic Empowerment (EE) applicants with mentorship and/or guidance relating to the development and operation of Marijuana Establishments.
  - Information provided may include:
    - The development of business plans for the applicants desired license types
    - Training opportunities at its facilities
    - METRC training
    - Post Provisional (PPLI) and Final License (PFLI) Inspection(s) protocols
    - Information on industry best practices.
2. Hire at least twenty percent (20%) of its employees from the Target Area and Massachusetts residents who have, or have parents or spouses who have, past drug convictions.
3. Provide educational seminars at least once per year. These educational seminars will be held via Zoom and open to up to 100 total participants (99 participants and 1 host).
  - Educational seminars may include information on:
    - Criminal record (CORI) expungement clinics
    - Licensing workshops (i.e. guidance on filing applications with the Commission)
    - Preparing standard operating policies and procedures
    - Interviewing skills
    - Resume workshops

## Programs

1. Provide notice of its intention to recruit and provide mentorship and/or guidance to Social Equity Program (SEP) participants or Certified Economic Empowerment (EE) through the Commission's Equity Involvement Form: ([https://cannabiscontrol.formstack.com/forms/equity\\_services](https://cannabiscontrol.formstack.com/forms/equity_services)) as well as through the Commission's social equity program email address.

Additionally, Pluto will post notice on its social media channels, specifically Facebook and Instagram as allowed by the Terms of Use of those sites. These notices will direct applicants to submit their request in writing to Pluto and Pluto will coordinate outreach interviews with the prospective applicants.

1. Post monthly notices for four (4) weeks during the hiring process in the municipal offices of the Target Area, in newspapers of general circulation in the Target Area (as applicable), such as The Daily Item. These notices will encourage those 21 years or older that live in areas of disproportionate impact or have past drug convictions to apply.
2. Post weekly notices at least one (1) week in advance of the abovementioned educational seminars in newspapers of general circulation in the Target Area (as applicable, such as The Daily Item.

## Measurements

Pluto will annually review its compliance with this PPI and submit the following review metrics to the Commission as part of its renewal applications:

1. Identify SEP or EE applicants that it has provided mentorship or guidance to.
2. Identify the number of employees hired, retained, or promoted that come from the Target Area and/or Massachusetts residents who have, or have parents or spouses who have, past drug convictions.
3. Identify educational events or information sessions it holds and information on the attendees of these events.

## Acknowledgements

Pluto acknowledges and will adhere to the requirements set forth in 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of every Marijuana Establishment. Any actions taken, or programs instituted, by Pluto will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws. Further, Pluto will be required to document progress or success of this plan, in its entirety, annually upon renewal of its license.



**The Commonwealth of Massachusetts**  
**William Francis Galvin**

Minimum Fee: \$250.00

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

**Articles of Organization**

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

**Identification Number:** 001639983

**ARTICLE I**

The exact name of the corporation is:

PLUTO CANNABIS CO.

**ARTICLE II**

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

APPLYING FOR A LICENSE WITH THE CANNABIS CONTROL COMMISSION

**ARTICLE III**

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

Class of Stock	Par Value Per Share Enter 0 if no Par	Total Authorized by Articles of Organization or Amendments		Total Issued and Outstanding Num of Shares
		Num of Shares	Total Par Value	
CNP	\$0.00000	100,000	\$0.00	0

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

**ARTICLE IV**

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

NONE

**ARTICLE V**

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

**ARTICLE VI**

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

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

**ARTICLE VII**

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

**Later Effective Date: Time:**

**ARTICLE VIII**

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

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

Name: ANSH BHAMMAR  
No. and Street: 4 MICHAEL DRIVE  
City or Town: BURLINGTON State: MA Zip: 01803 Country: USA

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

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
PRESIDENT	UMANG PATEL	3 WATSON LANE WOBURN, MA 01801 USA
TREASURER	ANSH BHAMMAR	4 MICHAEL DRIVE BURLINGTON, MA 01803 USA
SECRETARY	ANSH BHAMMAR	4 MICHAEL DRIVE BURLINGTON, MA 01803 USA
DIRECTOR	ANSH BHAMMAR	4 MICHAEL DRIVE BURLINGTON, MA 01803 USA
DIRECTOR	UMANG PATEL	3 WATSON LANE WOBURN, MA 01801 USA

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

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

APPLYING FOR LICENSE W/CANNABIS CONTROL COMMISSION

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

No. and Street: 4 MICHAEL DRIVE  
City or Town: BURLINGTON State: MA Zip: 01803 Country: USA

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

No. and Street: 4 MICHAEL DRIVE

City or Town: BURLINGTON

State: MA

Zip: 01803

Country: USA

**which is**

☒ its principal office

☐ an office of its transfer agent

☐ an office of its secretary/assistant secretary

☐ its registered office

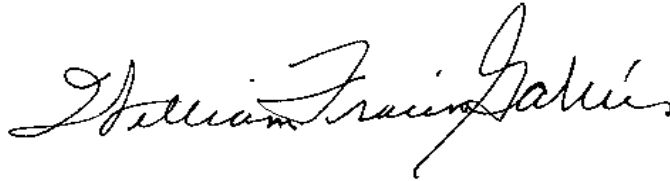
**Signed this 28 Day of February, 2023 at 2:09:28 PM by the incorporator(s).** (*If an existing corporation is acting as incorporator, type in the exact name of the business entity, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said business entity and the title he/she holds or other authority by which such action is taken.*)

A&U HOLDINGS, LLC MA ANSH BHAMMAR MANAGER

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:

February 28, 2023 02:08 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: L0090732832  
Notice Date: May 9, 2023  
Case ID: 0-001-992-539



## CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



PLUTO CANNABIS CO.  
4 MICHAEL DR  
BURLINGTON MA 01803-1142

### ***Why did I receive this notice?***

The Commissioner of Revenue certifies that, as of the date of this certificate, PLUTO CANNABIS CO. 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..

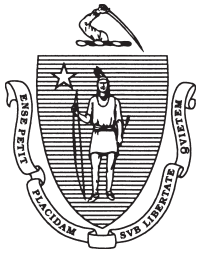
### ***Visit us online!***

Visit [mass.gov/dor](https://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

Use the confirmation code below to print another copy of this letter or to review your submission.  
Confirmation Code: 4zkk79



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

William Francis Galvin  
Secretary of the  
Commonwealth

Date: May 12, 2023

To Whom It May Concern :

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

**PLUTO CANNABIS CO.**

is a domestic corporation organized on **February 28, 2023** , under the General Laws of the Commonwealth of Massachusetts. I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

A handwritten signature in blue ink, reading "William Francis Galvin".

Secretary of the Commonwealth

Certificate Number: 23050235620

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

Processed by: smc



# PLUTO CANNABIS CO.

## BYLAWS

### ARTICLE I Stockholders

1. Annual Meeting. The annual meeting of the stockholders shall be held on the third Tuesday of March in each year, or if that day is a legal holiday in the place where the meeting is to be held, then on the next succeeding full business day, for the purposes of electing directors and for such other purposes as may be determined as hereinafter provided. The hour and place of such meeting and the purposes for which such meeting is to be held in addition to that specified above shall be determined in each year by the board of directors or, in the absence of action by the board of directors, by the president. If in any year the annual meeting is not held on said date, a special meeting in lieu thereof may be held at a later time and any elections held or business transacted at such meeting shall have the same force and effect as if held or transacted at the annual meeting.

2. Special Meetings. Special meetings of the stockholders may be called at any time by the president or by the board of directors and shall be called by the clerk, or in the case of the death, absence, incapacity or refusal of the clerk, by any other officer, upon written application of one or more stockholders who hold at least one tenth part in interest of the capital stock entitled to vote thereat. Such application shall specify the purposes for which the meeting is to be called and may designate the date, hour and place of such meeting, provided, however, that no such application shall designate a date not a full business day or an hour not within normal business hours as the date or hour of such meeting without the approval of the president or the board of directors.

3. Place of Meetings. Meetings of the stockholders may be held anywhere within, but not without, the United States.

4. Notice. Except as hereinafter provided, a written or printed notice of every meeting of stockholders stating the place, date, hour and purposes thereof shall be given by the clerk or an assistant clerk (or by any other officer in the case of an annual meeting or by the person or persons calling the meeting in the case of a special meeting) at least seven (7) days before the meeting to each stockholder entitled to vote thereat and to each stockholder who, by law, by the articles of organization or by these bylaws, is entitled to such notice, by leaving such notice with him or at his residence or usual place of business or by mailing it, postage prepaid, addressed to him at his address as it appears upon the records of the corporation. No notice of the place, date, hour or purposes of any annual or special meeting of stockholders need be given to a stockholder if a written waiver of such notice, executed before or after the meeting by such stockholder or his attorney thereunto authorized, is filed with the records of the meeting.

5. Action at a Meeting. Except as otherwise provided by the articles of organization, at any meeting of the stockholders a majority of all shares of stock then issued, outstanding and

entitled to vote shall constitute a quorum for the transaction of any business. Though less than a quorum be present, any meeting may without further notice be adjourned to a subsequent date or until a quorum be had, and at any such adjourned meeting any business may be transacted which might have been transacted at the original meeting.

When a quorum is present at any meeting, the affirmative vote of a majority of the shares of stock present or represented and entitled to vote shall be necessary and sufficient to the determination of any questions brought before the meeting, unless a larger vote is required by law, by the articles of organization or these bylaws, provided, however, that any election by stockholders shall be determined by a plurality of the votes cast by the stockholders entitled to vote in such election.

Except as otherwise provided by law or by the articles of organization or by these bylaws, each holder of record of shares of stock entitled to vote on any matter shall have one vote for each such share held of record by him and a proportionate vote for any fractional shares so held by him. Stockholders may vote either in person or by proxy. No proxy dated more than six months before the meeting named therein shall be valid and no proxy shall be valid after the final adjournment of such meeting. A proxy with respect to stock held in the name of two or more persons shall be valid if executed by any one of them unless at or prior to the exercise of the proxy the corporation receives a specific written notice to the contrary from any one of them. A proxy purporting to be executed by or on behalf of a stockholder shall be deemed valid unless challenged at or prior to its exercise and the burden of proving its invalidity shall rest on the challenger.

Any election by stockholders and the determination of any other questions to come before a meeting of the stockholders shall be by ballot if so requested by any stockholder entitled to vote thereon but need not be otherwise.

6. Action Without a Meeting. Any action required or permitted to be taken at any meeting of the stockholders may be taken without a meeting if all stockholders entitled to vote on the matter consent to the action in writing and the written consents are filed with the records of the meetings of stockholders. Such consents shall be treated for all purposes as a vote at a meeting.

## ARTICLE II

### Directors

1. Number and Election. There shall be a board of not less than the minimum number of directors required by law. The number of directors for the ensuing year shall be determined, and the number of directors so determined shall be elected, at the annual meeting of the stockholders by such stockholders as have the right to vote thereon, but the stockholders may, at any special meeting held for the purpose, increase or decrease the number of directors as thus determined and elect new directors to complete the number so determined or remove directors to reduce the number of directors to the number so determined. The board of directors may, by vote of a majority of the directors then in office, increase the number of directors determined by the stockholders and elect new directors to complete the number so determined. No director need be



a stockholder. Notwithstanding the above, if there be only two stockholders the number of directors may be not less than two, and whenever there shall be only one stockholder the number of directors may be not less than one.

2. Term. Except as otherwise provided by law, by the articles of organization or by these bylaws, the directors shall hold office until the next annual meeting of stockholders and until their successors are chosen and qualified.

3. Resignations. Any director may resign by delivering his written resignation to the corporation at its principal office or to the president or clerk, or if there be one, to the secretary. Such resignation shall become effective at the time or upon the happening of the condition, if any, specified therein or, if no such time or condition is specified, upon its receipt.

4. Removal. At any meeting of the stockholders called for the purpose any director may be removed from office with or without cause by the vote of a majority of the shares issued, outstanding and entitled to vote in the election of directors. At any meeting of the board of directors any director may be removed from office for cause by vote of a majority of the directors then in office. A director may be removed for cause only after a reasonable notice and opportunity to be heard before the body proposing to remove him.

5. Vacancies. Vacancies in the board of directors may be filled by vote of a majority of the remaining directors or, if not yet so filled, by the stockholders.

6. Regular Meetings. Regular meetings of the board of directors may be held at such times and places within or without the Commonwealth of Massachusetts as the board of directors may fix from time to time and, when so fixed, no notice thereof need be given. The first meeting of the board of directors following the annual meeting of the stockholders shall be held without notice immediately after and at the same place as the annual meeting of the stockholders or the special meeting held in lieu thereof. If in any year a meeting of the board of directors is not held at such time and place, any elections to be held or business to be transacted at such meeting may be held or transacted at a later meeting of the board of directors with the same force and effect as if held or transacted at such meeting.

7. Special Meetings. Special meetings of the board of directors may be called at any time by the president or secretary (or, if there be no secretary, the clerk) or by any director. Such special meetings may be held anywhere within or without the Commonwealth of Massachusetts. A written, printed or telegraphic notice stating the place, date and hour (but not necessarily the purposes) of the meeting shall be given by the secretary or an assistant secretary (or, if there be no secretary or assistant secretary, the clerk or an assistant clerk) or by the officer or director calling the meeting at least forty-eight (48) hours before such meeting to each director by leaving such notice with him or at his residence or usual place of business or by mailing it, postage prepaid, or sending it by prepaid telegram, addressed to him at his last known address. No notice of the place, date or hour of any meeting to the board of directors need be given to any director if a written waiver of such notice, executed by him before or after the meeting, is filed with the records of the meeting, or to any director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him.

8. Action at a Meeting. At any meeting of the board of directors, a majority of the directors then in office shall constitute a quorum. Though less than a quorum be present, any meeting may without further notice be adjourned to a subsequent date or until a quorum be had. When a quorum is present at any meeting a majority of the directors present may take any action on behalf of the board except to the extent that a larger number is required by law, by the articles of organization or by these bylaws.

9. Action Without a Meeting. Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if all the directors consent to the action in writing and the written consents are filed with the records of the meetings of the directors. Such consents shall be treated for all purposes as a vote at a meeting.

10. Powers. The board of directors shall have and may exercise all the powers of the corporation, except such as by law, by the articles of organization or by these bylaws are conferred upon or reserved to the stockholders. In the event of any vacancy in the board of directors, the remaining directors then in office, except as otherwise provided by law, shall have and may exercise all of the powers of the board of directors until the vacancy is filled. In addition the Corporation and its officers and directors shall have the authorization to apply to and to receive from the Massachusetts Lottery Commission a lottery sales agency license and to sell all Massachusetts lottery products.

11. Committees. The board of directors may elect from the board an executive committee or one or more other committees and may delegate to any such committee or committees any or all of the powers of the board except those which by law, by the articles of organization or by these bylaws may not be so delegated. Such committees shall serve at the pleasure of the board of directors. Except as the board of directors may otherwise determine, each such committee may make rules for the conduct of its business, but, unless otherwise determined by the board or in such rules, its business shall be conducted as nearly as may be as is provided in these bylaws for the conduct of the business of the board of directors.

12. Meeting by Telecommunications. Members of the board of directors or any committee elected thereby may participate in a meeting of such board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in a meeting can hear each other at the same time and participation by such means shall constitute presence in person at the meeting.



### ARTICLE III

#### Officers

1. Enumeration. The officers of the corporation shall consist of a president, a treasurer and a clerk and such other officers, including without limitation a chairman of the board of directors, a secretary and one or more vice presidents, assistant treasurers, assistant clerks and assistant secretaries, as the board of directors may from time to time determine.

2. Qualifications. No officer need be a stockholder or a director. The same person may hold at the same time one or more offices unless otherwise provided by law. The clerk shall be a resident of Massachusetts unless the corporation shall have a resident agent. Any officer may be required by the board of directors to give a bond for the faithful performance of his duties in such form and with such sureties as the board may determine.

3. Elections. The president, treasurer and clerk shall be elected annually by the board of directors at its first meeting following the annual meeting of the stockholders. All other officers shall be chosen or appointed by the board of directors.

4. Term. Except as otherwise provided by law, by the articles of organization or by these bylaws, the president, treasurer and clerk shall hold office until the next annual meeting of the stockholders and until their successors are chosen and qualified. All other officers shall hold office until the first meeting of the board of directors following the next annual meeting of the stockholders, unless a shorter time is specified in the vote choosing or appointing such officer or officers.

5. Resignations. Any officer may resign by delivering his written resignation to the corporation at its principal office or to the president or clerk, or if there be none, to the secretary. Such resignation shall become effective at the time or upon the happening of the condition, if any, specified therein or, if no such time or condition is specified, upon its receipt.

6. Removal. Any officer may be removed from office with or without cause by the vote of a majority of the directors then in office. An officer may be removed for cause only after a reasonable notice and opportunity to be heard before the board of directors.

7. Vacancies. Vacancies in any office may be filled by the board of directors.

8. Certain Duties and Powers. The officers designated below, subject at all times to these bylaws and to the discretion and control of the board of directors, shall have and may exercise the respective duties and powers set forth below.

The Chairman of the Board of Directors. The chairman of the board of directors, if there be one, shall, when present, preside at all meetings of the board of directors.

The President. The president shall be the chief executive officer of the corporation and shall have general operating charge of its business. Unless otherwise prescribed by the board of directors, he shall, when present, preside at all meetings of the stockholders, and, if a director, at all meetings of the board of directors unless there be a chairman of the board of directors who is present at the meeting.

Treasurer. The treasurer shall be the chief financial officer of the corporation and shall cause to be kept accurate books of account.

Clerk. The clerk shall keep a record of all proceedings of the stockholders and, if there be no secretary, shall also keep a record of all proceedings of the board of directors. In the absence of the clerk from any meeting of the stockholders or, if there be no secretary, from any meeting of the board of directors, an assistant clerk, if there be one, otherwise a clerk pro tempore designated by the person presiding at the meeting, shall perform the duties of the clerk at such meeting.

The Secretary. The secretary, if there be one, shall keep a record of all proceedings of the board of directors. In the absence of the secretary, if there be one, from any meeting of the board of directors, an assistant secretary, if there be one, otherwise a secretary pro tempore designated by the person presiding at the meeting, shall perform the duties of the secretary at such meeting.

9. Other Duties and Powers. Each officer subject at all times to these bylaws and to the discretion and control of the board of directors, shall have and may exercise, in addition to the duties and powers specifically set forth in these bylaws, such duties and powers as are prescribed by law, such duties and powers as are commonly incident to his office and such duties and powers as the board of directors may from time to time prescribe.

In addition to the other purposes of the Corporation authorized by the Articles of Organization the Corporation and its officers shall each have the authorization to apply and to receive from the Massachusetts Lottery Commission a lottery sales agency license and to sell all Massachusetts lottery products.

#### ARTICLE IV Capital Stock

1. Amount and Issuance. The total number of shares and the par value, if any, of each class of stock which the corporation is authorized to issue shall be stated in the articles of organization. The directors may at any time issue all or from time to time any part of the unissued capital stock of the corporation from time to time authorized under the articles of organization,



and may determine, subject to any requirements of law, the consideration for which stock is to be issued and the manner of allocating such consideration between capital and surplus.

2     Certificates. Each stockholder shall be entitled to a certificate or certificates stating the number and the class and the designation of the series, if any, of the shares held by him, and otherwise in form approved by the board of directors. Such certificate or certificates shall be signed by the president or a vice president and by the treasurer or an assistant treasurer. Such signature may be facsimiles if the certificate is signed by a transfer agent, or by a registrar, other than a director, officer or employee of the corporation. In case any officer who has signed or whose facsimile signature has been placed on such certificate shall have ceased to be such officer before such certificate is issued, it may be issued by the corporation with the same effect as if he were such officer at the time of its issue.

Every certificate issued for shares of stock at a time when such shares are subject to any restriction on transfer pursuant to the articles of organization, these bylaws or any agreement to which the corporation is a party shall have the restriction noted conspicuously on the certificate and shall also set forth on the face or back of the certificate either (i) the full text of the restriction or (ii) a statement of the existence of such restriction and a statement that the corporation will furnish a copy thereof to the holder of such certificate upon written request and without charge.

Every certificate issued for shares of stock at a time when the corporation is authorized to issue more than one class or series of stock shall set forth on the face or back of the certificate either (i) the full text of the preferences, voting powers, qualifications and special and relative rights of the shares of each class and series, if any, authorized to be issued, as set forth in the articles of organization or (ii) a statement of the existence of such preferences, powers, qualifications and rights and a statement that the corporation will furnish a copy thereof to the holder of such certificate upon written request and without charge.

3.     Restrictions on Transfer of Stock. Any stockholder, including the heirs, assigns, executors or administrators of a deceased stockholder, desiring to sell or transfer such stock owned by him or them, shall first offer it to the corporation through the board of directors, in the manner following:

He shall notify the directors of his desire to sell or transfer by notice in writing, which notice shall contain the price at which he is willing to sell or transfer and the name of one arbitrator. The directors shall within thirty days thereafter either accept the offer, or by notice to him in writing name a second arbitrator, and these two shall name a third. It shall then be the duty of the arbitrators to ascertain the value of the stock, and if any arbitrator shall neglect or refuse to appear at any meeting appointed by the arbitrators, a majority may act in the absence of such arbitrator.

After the acceptance of the offer, or the report of the arbitrators as to the value of the stock, the directors shall have thirty days within which to purchase the same at such valuation, but if at the expiration



of thirty days, the corporation shall not have exercised the right so to purchase, the owner of the stock shall be at liberty to dispose of the same in any manner he may see fit.

No shares of stock shall be sold or transferred on the books of the corporation until these provisions have been complied with, but the board of directors may, in any particular instance, waive the requirement.

4. Transfers. The stockholders may make such rules and regulations not inconsistent with the law, with the articles of organization or with these bylaws as it deems expedient relative to the issue, transfer and registration of stock certificates. The stockholders may appoint a transfer agent and a registrar of transfers or either and require all stock certificates to bear their signature. Except as otherwise provided by law, by the articles of organization or by these bylaws, the corporation shall be entitled to treat the record holder of any shares of stock as shown on the books of the corporation as the holder of such shares for all purposes, including the right to receive notice of and to vote at any meeting of stockholders and the right to receive any dividend or other distribution in respect of such shares.

5. Record Date. The board of directors may fix in advance a time, which shall be not more than sixty (60) days before the date of any meeting of stockholders or the date for the payment of any dividend or the making of any distribution to stockholders or the last day on which the consent or dissent of stockholders may be effectively expressed for any purpose, as the record date for determining the stockholders having the right to notice of and to vote at such meeting and any adjournment thereof or the right to receive such dividend or distribution or the right to give such consent or dissent, and in such case only stockholders of record on such record date shall have such right, notwithstanding any transfer of stock on the books of the corporation after the record date; or without fixing such record date the directors may for any of such purposes close the transfer books for all or any part of such period.

6. Lost Certificates. The board of directors may, except as otherwise provided by law, determine the conditions upon which a new certificate of stock may be issued in place of any certificate alleged to have been lost, mutilated or destroyed.

## ARTICLE V Miscellaneous Provisions

1. Fiscal Year. The fiscal year of the corporation shall begin on the first day of January in each year and end on the last day of December next following.

2. Corporate Seal. The seal of the corporation shall be in such form as shall be determined from time to time by the board of directors.



3. Corporate Records. The original, or attested copies, of the articles of organization, bylaws and records of all meetings of the incorporators and stockholders, and the stock and transfer records, which shall contain the names of all stockholders and the record address and the amount of stock held by each, shall be kept in the Commonwealth of Massachusetts at the principal office of the corporation in said Commonwealth or at an office of the transfer agent or of its clerk or of its resident agent, if any. Said copies and records need not all be kept in the same office. They shall be available at all reasonable times to inspection by any stockholder for any proper purpose but not if the purpose for which such inspection is sought is to secure a list of stockholders or other information for the purpose of selling said list or information or copies thereof or of using the same for a purpose other than the interest of the applicant, as a stockholder, relative to the affairs of the corporation.

4. Voting of Securities. Except as the board of directors may otherwise prescribe, the president or the treasurer shall have full power and authority in the name and on behalf of the corporation, subject to the instructions of the board of directors, to waive notice of, to attend, act and vote at, and to appoint any person or persons to act as proxy or attorney in fact for this corporation (with or without power of substitution) at any meeting of stockholders or shareholders of any other corporation or organization, the securities of which may be held by this corporation.

#### ARTICLE VI Amendments

These bylaws may be amended or repealed at any annual or special meeting of the stockholders by the affirmative vote of a majority of the shares of capital stock then issued, outstanding and entitled to vote provided notice of the proposed amendment or repeal is given in the notice of the meeting. No change in the date fixed in these bylaws for the annual meeting of the stockholders shall be made within sixty (60) days before such date, and notice of any change in such date shall be given to all stockholders at least twenty (20) days before the new date fixed for such meeting.

If authorized by the articles of organization, these bylaws may also be amended or repealed in whole or in part, or new bylaws made, by the board of directors except with respect to any provision hereof which by law, by the articles of organization or by these bylaws requires action by the stockholders. No later than the time of giving notice of the meeting of stockholders next following the making, amendment or repeal by the directors of any bylaws, notice thereof stating the substance of such change shall be given to all stockholders entitled to vote on amending the bylaws. Any bylaw to be made, amended or repealed by the directors may be amended or repealed by the stockholders.

END OF BYLAWS

### **Plan for Obtaining Liability Insurance**

Pluto Cannabis Co. will work with a licensed insurance broker in the Commonwealth of Massachusetts to maintain general liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate annually and product liability coverage for no less than \$1,000,000 per occurrence & \$2,000,000 in aggregate annually.

The policy deductible will be no higher than \$5,000 per occurrence. Pluto Cannabis Co. will consider additional coverage based on availability & cost-benefit analysis. If adequate coverage is unavailable at a reasonable rate, Pluto Cannabis Co. will place in escrow at least \$250,000 to be expended for liabilities coverage.

Any withdrawal from such escrow will be replenished within 10 business days. Pluto Cannabis Co. will keep reports documenting compliance with 935 CMR 500.105(10).

Pluto Cannabis Co.  
Business Plan

**Summary:** Pluto Cannabis Co. ("Pluto") is an applicant for a Marijuana Establishment License in the Commonwealth that is committed to providing high quality cannabis while also serving the community by creating a safe and welcoming environment.

The company is owned by two local individuals with years of business, retail, and cannabis experience, as well as expertise in selling regulated products such as alcohol and tobacco. Pluto seeks to establish an ideal team to preserve the goal of being a local, family-owned, small-business retail Marijuana Establishment in the city of Lynn and the Northshore community.

The company will be leasing an existing cannabis outfitted building at 193 Oxford St, Lynn, MA 01901. Once open and operational, the product menu will include a variety of products including flower, pre-rolls, edibles, concentrates and topicals.

**Vision:** Pluto Cannabis Co. seeks to create a welcoming, safe, and informative environment in the downtown Lynn area for the purchase of recreational marijuana for adults over the age of 21.

**License type:** Pluto Cannabis Co. is applying for marijuana retailer license at 193 Oxford St Lynn, MA, 01901.

**Goals:**

1. Become a trusting and reliable retailer that sells high quality cannabis products and accessories
2. Hire a management team based in the local community
3. Hire a diverse set of employees to represent the company
4. Establish a compliant and regulated operation without compromising service standards
5. Operate a safe and environmentally friendly marijuana business
6. Become a well-known brand within the local community

**Founding Team:**

Umang Patel: Prior expertise in retail, liquor, and cannabis industries. Recent positions at a vertically integrated cannabis firm uniquely position him to lead the business and operational aspects of a cannabis retail operation.

Prior Work at Garden Remedies (Business Analyst, Data Analyst, and Wholesale relations):

- Experience with applied software such as Leaf Logix to track wholesale orders, daily sales, and price breakdown per product
- Expertise in using Hoodie Analytics to be able to keep up with new product trends
- Familiarity with data analysis and high-level report tracking to manage cashflow from dispensaries and wholesale operations

- Contacts with wholesale representatives to create opportunities for increasing efficiency and maximizing financial growth
- Retains insight into both the managerial and customer experience in working with General Manager, Assistant Manager, Key-holder, Advisors, and Inventory Specialists
- Acquired expertise in product: understanding strains, cannabinoids, THC content, as well as how other elements play roles in the overall experience of consuming cannabis
- Versed in cannabis market trends, products, and revenue streams to understand cash flow, upselling, and increasing overall market opportunity
- Familiarity with delivery intake procedures and inventory management through Leaf Logix as well as the prepping process prior to sale
- Operational experience specifically within the context of host community arrangements, timings, and regulations

Ansh Bhammar: Entrepreneur with an expertise in business development, management, and sales. Now planning to establish and apply his penchant for business in the local cannabis community.

- Co-Founder, CEO at ForagerOne, LLC
  - Built financially sustainable and reputable business from the ground-up
  - Led company to secure contracts with over 175 university and college clients in higher-education across the US & Canada
  - Designed and implemented two successful platforms for community building in higher-education
  - Developed customer success initiatives, made key hires, and created team from the ground-up
  - In charge of business development, sales, and marketing aspects of the business
  - Featured on Forbes, NECN, and various national media outlets in recognition of company growth and reach

#### **Additional Staff:**

##### **Store Manager**

- Oversees operations, schedules employee shifts, inventory management

##### **Sales Associates**

- Greets customers and provides an open, safe, and friendly atmosphere with customer service
- Receives and fulfills online and instore order transactions
- Answers and guides customers to product of interest

##### **Reception/Security**

- In charge of verifying customer identification along with escorting them to retail sales floor
- Ensures entry and exit points are clear of any obstruction
- Responsible for following Security Policies and Procedures
- Responsible for maintaining security records

- Incident reports
- Id checks in/out
- Any other security related reports

**Additional team members:** Pluto also engages the services of consultants, legal professionals, accounting professionals, and industry leaders to ensure a dynamic and resourceful set of expertise for the growth, planning, and operations of the company.

**Service and Product Assortment:**

In addition to providing dried sativa, indica, and hybrid cannabis flower, Pluto will sell a variety of infused cannabis products such as edibles, topicals, concentrates, and vaporizes. Pluto will offer, but is not limited to, the following:

- Flower
- Pre-rolls
- Edibles
- Concentrates
- Vaporizer Cartridges
- Topicals
- Tinctures
- Infused food and beverages
- Cannabis accessories and supplies

**Pricing Categorization:**

Pluto will stock high-quality products and will have a pricing structure consistent with the present market conditions.

**Operational plan:**

Pluto Cannabis Co. is a MA LLC that will maintain good standing in with the Secretary of the Commonwealth, the Department of Revenue, and the Department of Unemployment Assistance. Pluto has a series of standard operating procedures, policies, and company-wide culture to ensure an optimal customer experience, regulatory compliance, and profitability. Employees will be required to go through required training and staff will be accessible to customers for purchasing questions and decisions.

**Financial overview:**

Pluto is funded by the founders and their immediate families (the Bhammars and Patels). The Bhammars and Patels have a history of establishing and operating past business ventures in technology and retail that equip them with the necessary capital to fund an adult-use retail location in the cannabis industry.

**Market and sales overview:**

Pluto will exclusively sell to customers age 21 and over with valid identification, and will adhere to the requirements set forth in 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of Marijuana Establishments.

Exemplary in-store customer experience with knowledgeable personnel paired with strong company branding and a company run website will lay the foundation of sales and repeat customers at Pluto. Opt-in direct communications will be employed to share information with customers, and mediums such as Weedmaps and Leafly will also be utilized to expand the company's presence.

**Host Community Benefits:**

- Pluto will add a number of full time job opportunities to the local community
- Pluto will provide qualified consumers to have access to high quality marijuana products that is tested for cannabinoids and contaminants
- Pluto will be an active and committed community partner to the City and its operations will help contribute to local economic development in the downtown area and surrounding neighborhoods

### **Maintaining of Financial Records**

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

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

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

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

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

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

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



### **Personnel Policies Including Background Checks**

Pluto Cannabis Co. (the “**Company**”) shall implement the following Personnel Policies and Background Check policies:

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

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

registration, for any type of business or profession, by any federal, state, or local government, or any foreign jurisdiction;

4. a description and relevant dates of any past discipline by, or a pending disciplinary action or unresolved complaint by, the Commonwealth, or Other Jurisdiction (as that term is defined in 935 CMR 500.002) with regard to any professional license or registration held by the applicant;

(b) a nonrefundable application fee paid by the Marijuana Establishment with which the marijuana establishment agent will be associated; and

(c) any other information required by the Commission.

(11) Any Executives (as that term is defined in 935 CMR 500.002) of the Company registered with the Department of Criminal Justice Information Systems (“DCJIS”) pursuant to 803 CMR 2.04: *iCORI Registration*, shall submit to the Commission a Criminal Offender Record Information (“CORI”) report and any other background check information required by the Commission for each individual for whom the Company seeks a marijuana establishment agent registration, obtained within 30 calendar days prior to submission.

a. The CORI report obtained by the Company shall provide information authorized under Required Access Level 2 pursuant to 803 CMR 2.05(3)(a)2.

b. The Company’s collection, storage, dissemination and usage of any CORI report or background check information obtained for marijuana establishment agent registrations shall comply with 803 CMR 2.00: *Criminal Offender Record Information (CORI)*.

(12) The Company shall notify the Commission no more than one (1) business day after a marijuana establishment agent ceases to be associated with the Company. The subject agent’s registration shall be immediately void when the agent is no longer associated with the Company.

(13) The Company shall require that all agents renew their registration cards annually from the date of issue, subject to a determination by the Commission that the agent continues to be suitable for registration.

(14) After obtaining a registration card for a marijuana establishment agent, the Company shall notify the Commission, in a form and manner determined by the Commission, as soon as possible, but in any event, within five (5) business days of any changes to the information that the Marijuana Establishment was previously required to submit to the Commission or after discovery that a registration card has been lost or stolen.

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

### **Personnel Record Keeping**

The Company shall maintain the following Personnel Records:

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

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

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

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

### **Staffing Plan**

#### Executive Level:

- CEO;
- CFO; and
- COO.

#### Management Level:

- Sales Manager;
- Inventory Manager; and
- Security Manager.

#### Staff Level

- Up to fifteen (15) Staff Level Sales Representatives;

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

### **Energy Compliance Plan**

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

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

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

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

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

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

- (b) Prior to final licensure, the Company shall demonstrate compliance with 935 CMR 500.120(11) and 935 CMR 500.105(15) by submitting an energy compliance letter prepared by a licensed Massachusetts Professional Engineer, Registered Architect or a Certified Energy Auditor or Manager (as certified by the Association of Energy Engineers) with supporting documentation, together with submission of building plans pursuant to 935 CMR 500.103.

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

### **Record Keeping Procedures**

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

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



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

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

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

It shall be a policy of the company that any and all records subject to any disciplinary action shall be retained for the duration of such action, or as otherwise extended by order of the Commission.

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

### **Employee Qualifications and Training**

Pluto Cannabis Co. (the “**Company**”) shall ensure that all marijuana establishment agents complete minimum training requirements prior to performing job functions.

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

Company Training Policies shall be as follows:

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

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

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

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

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

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

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

## **Quality Control and Testing for Contaminants**

### **Testing of Marijuana**

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

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

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

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

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

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

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

The seeds are not subject to these testing requirements. Clones are subject to these testing requirements, but are exempt from testing for metals.

Single-servings of Marijuana Products tested for potency in accordance with 935 CMR500.150(4)(a) shall be subject to a potency variance of no greater than plus/minus ten percent (+/- 10%).

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

#### Handling of Marijuana

(a) The Company shall comply with the following sanitary requirements:

1. Any marijuana establishment agent whose job includes contact with marijuana or non-edible marijuana products, including cultivation, production, or packaging shall comply with the requirements for food handlers specified in 105 CMR 300.000: *Reportable Diseases, Surveillance, and Isolation and Quarantine Requirements*;
2. Any marijuana establishment agent working in direct contact with preparation of marijuana or non-edible marijuana products shall conform to sanitary practices while on duty, including:
  - i. Maintaining adequate personal cleanliness; and
  - ii. Washing hands thoroughly in an adequate hand-washing area before starting work, and at any other time when hands may have become soiled or contaminated.
3. The Company shall supply adequate and convenient hand-washing facilities furnished with running water at a suitable temperature. Hand-washing facilities shall be located in the Marijuana Establishment in production areas and where good sanitary practices require employees to wash and sanitize their hands, and shall provide effective hand-cleaning and sanitizing preparations and sanitary towel service or suitable drying devices;
4. The Company shall supply sufficient space for placement of equipment and storage of materials as is necessary for the maintenance of sanitary operations;

5. Litter and waste shall be properly removed, disposed of so as to minimize the development of odor and minimize the potential for the waste attracting and harboring pests. The operating systems for waste disposal shall be maintained in an adequate manner pursuant to 935 CMR 500.105(12);
6. Floors, walls, and ceilings shall be constructed in such a manner that they may be adequately kept clean and in good repair;
7. The Company shall ensure that there will be adequate safety lighting in all processing and storage areas, as well as areas where equipment or utensils are cleaned;
8. Buildings, fixtures, and other physical facilities shall be maintained in a sanitary condition;
9. All contact surfaces, including utensils and equipment, shall be maintained in a clean and sanitary condition. Such surfaces shall be cleaned and sanitized as frequently as necessary to protect against contamination, using a sanitizing agent registered by the US Environmental Protection Agency (EPA), in accordance with labeled instructions. Equipment and utensils shall be so designed and of such material and workmanship as to be adequately cleanable;
10. All toxic items shall be identified, held, and stored in a manner that protects against contamination of marijuana products. Toxic items shall not be stored in an area containing products used in the cultivation of marijuana. The Commission may require a Marijuana Establishment to demonstrate the intended and actual use of any toxic items found on the premises;
11. The Company's water supply shall be sufficient for necessary operations. Any private water source shall be capable of providing a safe, potable, and adequate supply of water to meet the Marijuana Establishment's needs;
12. Plumbing shall be of adequate size and design, and adequately installed and maintained to carry sufficient quantities of water to required locations throughout the Marijuana Establishment. Plumbing shall properly convey sewage and liquid disposable waste from the Marijuana Establishment. There shall be no cross-connections between the potable and waste water lines;
13. The Company shall provide its employees with adequate, readily accessible toilet facilities that are maintained in a sanitary condition and in good repair;
14. Products that can support the rapid growth of undesirable microorganisms shall be held in a manner that prevents the growth of these microorganisms; and
15. Storage and transportation of finished products shall be under conditions that will protect them against physical, chemical, and microbial contamination as well as against deterioration of finished products or their containers.

16. All vehicles and transportation equipment used in the transportation of marijuana products or edibles requiring temperature control for safety shall be designed, maintained, and equipped as necessary to provide adequate temperature control to prevent the marijuana products or edibles from becoming unsafe during transportation, consistent with applicable requirements pursuant to 21 CFR 1.908(c).

(b) The Company shall comply with sanitary requirements. All edible products shall be prepared, handled, and stored in compliance with the sanitation requirements in 105 CMR 590.000: *State Sanitary Code Chapter X: Minimum Sanitation Standards for Food Establishments*.

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



### **Restricting Access to Age 21 and Older**

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

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

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

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

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

## DIVERSITY PLAN

### Statement of Purpose

Pluto Cannabis Co. (Pluto) believes in creating and sustaining a robust culture of inclusivity and diversity and recognizes that diversity in the workforce is key to the integrity of a company's commitment to its community. In furtherance of this commitment, Pluto is dedicated to promoting inclusion in its operations for diverse populations, which the Commission has identified as People of color, particularly Black, African American, Latinx and Indigenous people, Women, Veterans, People with disabilities, and LGBTQ+ people. To support such diverse populations, Pluto has created a Diversity Plan, summarized below, and has identified and created goals, programs and measurement techniques to promote diversity and inclusion in Pluto's operations.

### Goals

In order to promote diversity and inclusion in its operations, Pluto has established the following goals:

1. Hiring Goals:
  - a. Women: 50%
  - b. People of color, particularly Black, African American, Latinx and Indigenous people: 20%
  - c. L.G.B.T.Q.+ people: 5%
  - d. Persons with Disabilities: 5%
  - e. Veterans: 5%
2. Engage at least one (1) disadvantaged business enterprise (i.e. a minority owned business, woman owned business or veteran owned business) in connection with the operation of its facilities.

### Programs

1. Post monthly notices for four (4) weeks during the hiring process in The Daily Item (Lynn, MA). These notices will state that the Company is an equal opportunity employer.
2. Form a diversity and equity committee to monitor the Company's progress towards meeting its hiring goals. The committee will meet quarterly to review and assess the Company's hires and hiring practices. Meeting minutes will be provided to the Commission on request and as part of the annual license renewal application process.
3. The Company shall utilize the Massachusetts Supplier Diversity offices list of Certified Minority, Veteran and Woman Owned Business Enterprises to source the vendors required to operate its facility. The Company will utilize the searchable directory available at: <https://www.sdo.osd.state.ma.us/BusinessDirectory/BusinessDirectory.aspx> to identify eligible businesses.

### Measurements

The Company will annually review its compliance with this Diversity Plan and submit the following review metrics to the Commission as part of its renewal applications:

1. Identify the number of individuals from identified diverse populations who were hired and retained after the issuance of a license.
2. Identify the number of disadvantaged business enterprises (as defined above) hired to support the operation of its facilities.
3. Identify the number of promotions for people falling into the identified diverse populations since initial licensure and number of promotions offered.
4. Identify the number of jobs created since initial licensure.
5. Provide evidence of the job postings used.

### Acknowledgements

Pluto acknowledges and will adhere to the requirements set forth in 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of every Marijuana Establishment. Any actions taken, or programs instituted, by Pluto will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws. Further, Pluto will be required to document progress or success of this plan, in its entirety, annually upon renewal of its license.