



Massachusetts Cannabis Control Commission

Marijuana Retailer

General Information:

License Number: MR284246
Original Issued Date: 03/25/2022
Issued Date: 03/25/2022
Expiration Date: 03/25/2023

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Revolutionary Clinics II, Inc.

Phone Number: 617-213-6006 Email Address: jcrowford@publicpolicylaw.com

Business Address 1: 9 Bartlet Street, Suite 335

Business Address 2:

Business City: Andover

Business State: MA

Business Zip Code: 01810

Mailing Address 1: 9 Bartlet Street, Suite 335

Mailing Address 2:

Mailing City: Andover

Mailing State: MA

Mailing Zip Code: 01810

CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Not a DBE, Veteran-Owned Business

PRIORITY APPLICANT

Priority Applicant: yes

Priority Applicant Type: RMD Priority

Economic Empowerment Applicant Certification Number:

RMD Priority Certification Number: RP201849

RMD INFORMATION

Name of RMD: Revolutionary Clinics II, Inc.

Department of Public Health RMD Registration Number: RMD 405

Operational and Registration Status: Obtained Final Certificate of Registration and is open for business in Massachusetts

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

If no, describe the circumstances below:

PERSONS WITH DIRECT OR INDIRECT AUTHORITY

Person with Direct or Indirect Authority 1

Percentage Of Ownership: Percentage Of Control: 16.66

Role: Board Member

Other Role:

First Name: Keith

Last Name: Cooper

Suffix:

Gender: Male	User Defined Gender:
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)	
Specify Race or Ethnicity:	

Person with Direct or Indirect Authority 2

Percentage Of Ownership:	Percentage Of Control: 16.66	
Role: Board Member	Other Role:	
First Name: Gregory	Last Name: Ansin	Suffix:
Gender: Male	User Defined Gender:	
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)		
Specify Race or Ethnicity:		

Person with Direct or Indirect Authority 3

Percentage Of Ownership:	Percentage Of Control: 16.66	
Role: Board Member	Other Role:	
First Name: Lillian	Last Name: Montalto	Suffix:
Gender: Female	User Defined Gender:	
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)		
Specify Race or Ethnicity:		

Person with Direct or Indirect Authority 4

Percentage Of Ownership:	Percentage Of Control: 16.66	
Role: Board Member	Other Role: Board Member of Parent Company	
First Name: Robert	Last Name: Bohlen	Suffix:
Gender: Male	User Defined Gender:	
What is this person's race or ethnicity?: Decline to Answer		
Specify Race or Ethnicity:		

Person with Direct or Indirect Authority 5

Percentage Of Ownership:	Percentage Of Control: 16.66	
Role: Board Member	Other Role: Board Member of Parent Company	
First Name: Tyler	Last Name: Richards	Suffix:
Gender: Male	User Defined Gender:	
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)		
Specify Race or Ethnicity:		

Person with Direct or Indirect Authority 6

Percentage Of Ownership:	Percentage Of Control: 16.66	
Role: Board Member	Other Role:	
First Name: Jayne	Last Name: Vining	Suffix:
Gender: Female	User Defined Gender:	
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)		
Specify Race or Ethnicity:		

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

Entity with Direct or Indirect Authority 1

Percentage of Control:	Percentage of Ownership: 100
------------------------	------------------------------

Entity Legal Name: CD Services of America, LLC	Entity DBA:	DBA City:
Entity Description: Massachusetts limited liability company		
Foreign Subsidiary Narrative:		
Entity Phone: 617-803-3354	Entity Email: keithc@revclinics.org	Entity Website:
Entity Address 1: 9 Bartlet Street, Suite 335	Entity Address 2:	
Entity City: Andover	Entity State: MA	Entity Zip Code: 01810
Entity Mailing Address 1: 9 Bartlet Street, Suite 335	Entity Mailing Address 2:	
Entity Mailing City: Andover	Entity Mailing State: MA	Entity Mailing Zip Code: 01810
Relationship Description: CD Services of America LLC is the owner of Revolutionary Clinics II, Inc.		

CLOSE ASSOCIATES AND MEMBERS

No records found

CAPITAL RESOURCES - INDIVIDUALS

No records found

CAPITAL RESOURCES - ENTITIES

Entity Contributing Capital 1

Entity Legal Name: Revolutionary Clinics II, Inc.	Entity DBA:
Email: keithc@revclinics.org	Phone: 617-803-3354
Address 1: 9 Bartlet Street, Suite 335	Address 2:
City: Andover	State: MA
	Zip Code: 01810
Types of Capital: Monetary/Equity	Other Type of Capital: Total Value of Capital Provided: \$100000 Percentage of Initial Capital: 100
Capital Attestation: Yes	

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

No records found

DISCLOSURE OF INDIVIDUAL INTERESTS

Individual 1

First Name: Keith	Last Name: Cooper	Suffix:
Marijuana Establishment Name: Revolutionary Clinics II, Inc.	Business Type: Marijuana Cultivator	
Marijuana Establishment City: Fitchburg	Marijuana Establishment State: MA	

Individual 2

First Name: Keith	Last Name: Cooper	Suffix:
Marijuana Establishment Name: Revolutionary Clinics II, Inc.	Business Type: Marijuana Product Manufacture	
Marijuana Establishment City: Fitchburg	Marijuana Establishment State: MA	

Individual 3

First Name: Keith	Last Name: Cooper	Suffix:
Marijuana Establishment Name: Revolutionary Clinics II, Inc.	Business Type: Marijuana Retailer	
Marijuana Establishment City: Somerville	Marijuana Establishment State: MA	

Individual 4

First Name: Gregory	Last Name: Ansin	Suffix:
Marijuana Establishment Name: Revolutionary Clinics II, Inc.	Business Type: Marijuana Cultivator	
Marijuana Establishment City: Fitchburg	Marijuana Establishment State: MA	

Individual 5

First Name: Gregory	Last Name: Ansin	Suffix:
Marijuana Establishment Name: Revolutionary Clinics II, Inc.	Business Type: Marijuana Product Manufacture	
Marijuana Establishment City: Fitchburg	Marijuana Establishment State: MA	

Individual 6

First Name: Gregory	Last Name: Ansin	Suffix:
Marijuana Establishment Name: Revolutionary Clinics II, Inc.	Business Type: Marijuana Retailer	
Marijuana Establishment City: Somerville	Marijuana Establishment State: MA	

Individual 7

First Name: Lillian	Last Name: Montalto	Suffix:
Marijuana Establishment Name: Revolutionary Clinics II, Inc.	Business Type: Marijuana Cultivator	
Marijuana Establishment City: Fitchburg	Marijuana Establishment State: MA	

Individual 8

First Name: Lillian	Last Name: Montalto	Suffix:
Marijuana Establishment Name: Revolutionary Clinics II, Inc.	Business Type: Marijuana Product Manufacture	
Marijuana Establishment City: Fitchburg	Marijuana Establishment State: MA	

Individual 9

First Name: Lillian	Last Name: Montalto	Suffix:
Marijuana Establishment Name: Revolutionary Clinics II, Inc.	Business Type: Marijuana Retailer	
Marijuana Establishment City: Somerville	Marijuana Establishment State: MA	

Individual 10

First Name: Robert	Last Name: Bohlen	Suffix:
Marijuana Establishment Name: Revolutionary Clinics II, Inc.	Business Type: Marijuana Cultivator	
Marijuana Establishment City: Fitchburg	Marijuana Establishment State: MA	

Individual 11

First Name: Robert	Last Name: Bohlen	Suffix:
Marijuana Establishment Name: Revolutionary Clinics II, Inc.	Business Type: Marijuana Product Manufacture	
Marijuana Establishment City: Fitchburg	Marijuana Establishment State: MA	

Individual 12

First Name: Robert	Last Name: Bohlen	Suffix:
Marijuana Establishment Name: Revolutionary Clinics II, Inc.	Business Type: Marijuana Retailer	
Marijuana Establishment City: Somerville	Marijuana Establishment State: MA	

Individual 13

First Name: Tyler	Last Name: Richards	Suffix:
Marijuana Establishment Name: Revolutionary Clinics II, Inc.	Business Type: Marijuana Cultivator	
Marijuana Establishment City: Fitchburg	Marijuana Establishment State: MA	

Individual 14

First Name: Tyler	Last Name: Richards	Suffix:
Marijuana Establishment Name: Revolutionary Clinics II, Inc.	Business Type: Marijuana Product Manufacture	
Marijuana Establishment City: Fitchburg	Marijuana Establishment State: MA	

Individual 15

First Name: Tyler Last Name: Richards Suffix:
Marijuana Establishment Name: Revolutionary Clinics II, Inc. Business Type: Marijuana Retailer
Marijuana Establishment City: Somerville Marijuana Establishment State: MA

Individual 16

First Name: Jayne Last Name: Vining Suffix:
Marijuana Establishment Name: Revolutionary Clinics II, Inc. Business Type: Marijuana Cultivator
Marijuana Establishment City: Fitchburg Marijuana Establishment State: MA

Individual 17

First Name: Jayne Last Name: Vining Suffix:
Marijuana Establishment Name: Revolutionary Clinics II, Inc. Business Type: Marijuana Product Manufacture
Marijuana Establishment City: Fitchburg Marijuana Establishment State: MA

Individual 18

First Name: Jayne Last Name: Vining Suffix:
Marijuana Establishment Name: Revolutionary Clinics II, Inc. Business Type: Marijuana Retailer
Marijuana Establishment City: Somerville Marijuana Establishment State: MA

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 130 Pioneer Drive
Establishment Address 2:
Establishment City: Leominster Establishment Zip Code: 01453
Approximate square footage of the establishment: 2500 How many abutters does this property have?: 11
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
Community Outreach Meeting Documentation	Rev Clinics VCOM Attestation Packet Final 5.19.21_compressed.pdf	pdf	61043a93c618dd39aab4e50b	07/30/2021
Plan to Remain Compliant with Local Zoning	Plan to Remain Compliant with Local Zoning 5.18.21.pdf	pdf	61043ac0f4f37839b1f2c42c	07/30/2021
Certification of Host Community Agreement	Rev Clinics_Signed HCA_Cert_Leominster.pdf	pdf	61070edd67158339c0ec1608	08/01/2021

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

PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Plan for Positive Impact	RC Plan for Positive Impact Leominster RFI 1.pdf	pdf	6138e48db9f60d076b8d669e	09/08/2021

ADDITIONAL INFORMATION NOTIFICATION

Date generated: 04/05/2022

Notification:

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Board Member Other Role:
First Name: Keith Last Name: Cooper Suffix:
RMD Association: RMD Manager
Background Question: no

Individual Background Information 2

Role: Board Member Other Role:
First Name: Robert Last Name: Bohlen Suffix:
RMD Association: RMD Manager
Background Question: no

Individual Background Information 3

Role: Board Member Other Role:
First Name: Lillian Last Name: Montalto Suffix:
RMD Association: RMD Manager
Background Question: no

Individual Background Information 4

Role: Board Member Other Role: Board Member of Parent Company
First Name: Gregory Last Name: Ansin Suffix:
RMD Association: RMD Manager
Background Question: no

Individual Background Information 5

Role: Board Member Other Role:
First Name: Tyler Last Name: Richards Suffix:
RMD Association: RMD Manager
Background Question: yes

Individual Background Information 6

Role: Board Member Other Role:
First Name: Jayne Last Name: Vining Suffix:
RMD Association: RMD Manager
Background Question: no

ENTITY BACKGROUND CHECK INFORMATION

Entity Background Check Information 1

Role: Parent Company Other Role:
Entity Legal Name: CD Services of America, LLC Entity DBA:
Entity Description: Owner
Phone: 617-803-3354 Email: keithc@revclinics.org
Primary Business Address 1: 9 Bartlet Street, Suite 335 Primary Business Address 2:
Primary Business City: Andover Primary Business State: MA Principal Business Zip Code:

Additional Information:**MASSACHUSETTS BUSINESS REGISTRATION**

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Articles of Organization	Re Clinics Articles of Organization.pdf	pdf	60a1b33b09011007a03d350c	05/16/2021
Bylaws	Rev Clinics Bylaws Approved.pdf	pdf	60a1b34a85675207abc7c543	05/16/2021
Secretary of Commonwealth - Certificate of Good Standing	2021 07 30 DUA certificate of good standing.pdf	pdf	610d48b467158339c0ec39f9	08/06/2021
Department of Revenue - Certificate of Good standing	2021 08 02 DOR certificate of good standing.pdf	pdf	610d48b57671e237b2f03d33	08/06/2021
Secretary of Commonwealth - Certificate of Good Standing	RC SOS Good Standing 080621.pdf	pdf	610d8039c82bfb39cb21880f	08/06/2021

No documents uploaded

Massachusetts Business Identification Number: 001330206

Doing-Business-As Name:

DBA Registration City:

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Proposed Timeline	RC Leominster Proposed Timeline 2021.pdf	pdf	61070f847671e237b2f01afd	08/01/2021
Plan for Liability Insurance	RC Liability Insurance Plan Leominster.pdf	pdf	61070f85bde213399f80d1c7	08/01/2021
Business Plan	RC Leominster Business Plan 2021.pdf	pdf	610d48d872db7037f432b33c	08/06/2021

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan for obtaining marijuana or marijuana products	RC Plan for Obtaining Marijuana Products Leominster.pdf	pdf	6107124e65a78c37ab32bb3d	08/01/2021
Restricting Access to age 21 and older	RC Restricting Access to age 21 or older Leominster.pdf	pdf	61071251324d4e3994c3ac0c	08/01/2021
Security plan	RC Security Plan Leominster.pdf	pdf	61071254029a6837bd70fdbf	08/01/2021
Separating recreational from medical operations, if applicable	RC Separating Medical from Recreational Summary Leominster.pdf	pdf	610712567671e237b2f01b07	08/01/2021
Inventory procedures	RC Inventory procedures summary Leominster.pdf	pdf	610712893ae71f37c473d9cc	08/01/2021
Prevention of diversion	RC Prevention of Diversion Leominster.pdf	pdf	6107128ac618dd39aab4eacf	08/01/2021

Storage of marijuana	RC Storage of Marijuana Leominster.pdf	pdf	6107128c85b72937d3011890	08/01/2021
Transportation of marijuana	RC Transportation of Marijuana Leominster.pdf	pdf	6107128e67158339c0ec1613	08/01/2021
Dispensing procedures	RC Dispensing Procedures Leominster.pdf	pdf	610712c3f4f37839b1f2ca19	08/01/2021
Personnel policies including background checks	RC Personnel Policies Summary Leominster.pdf	pdf	610712c41cef2b37e5f4723a	08/01/2021
Quality control and testing	RC Procedures for Quality Control and Testing Leominster.pdf	pdf	610712c7c82bfb39cb2161f7	08/01/2021
Record Keeping procedures	RC Record Keeping Procedure Leominster.pdf	pdf	610712c8eccccd39822b7e16	08/01/2021
Energy Compliance Plan	RC Energy Compliance Plan Leominster.pdf	pdf	6107130785b72937d3011894	08/01/2021
Maintaining of financial records	RC Maintaining of Financial Records Leominster.pdf	pdf	6107130867158339c0ec1617	08/01/2021
Qualifications and training	Qualifications and Training RFI 1 Submitted.pdf	pdf	6138e4fdd905310789ae41bc	09/08/2021
Diversity plan	RC Diversity Plan Leominster RFI 1 Submitted.pdf	pdf	6138e509d905310789ae41c0	09/08/2021

MARIJUANA RETAILER SPECIFIC REQUIREMENTS

No documents uploaded

No documents uploaded

ATTESTATIONS

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

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

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

Notification:

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

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

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

ADDITIONAL INFORMATION NOTIFICATION

Notification:

COMPLIANCE WITH POSITIVE IMPACT PLAN

No records found

COMPLIANCE WITH DIVERSITY PLAN

No records found

HOURS OF OPERATION

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

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):

5/17/21
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:

4/28/21

b. Name of publication:

Sentinel & Enterprise

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:

4/29/21

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

a. Date notice(s) mailed:

5/5/21

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:

Revolutionary Clinics, Inc.

Name of applicant's authorized representative:

Keith Cooper

Signature of applicant's authorized representative:

DocuSigned by:

Keith Cooper

CC596E62B86A46A...



ANNOUNCEMENTS

PUBLIC NOTICE

RDA Issuance Notice
The Ashby Conservation Commission will issue a Determination of Applicability for a proposed Metal Garage approximately 20x30 at 337 County Road to John Dembowski during their meeting on May 5 at 7:30 at the Ashby Town Hall.

April 28 2021

MERCHANDISE

2435 FARM EQUIPMENT

Small Business Assistance Grant Program
Up to \$10,000 Available per "Microenterprise" for Businesses Up to Five Employees where the Owner is One of the Employees and Located in Lunenburg, Royalston, Shirley, Townsend, and Westminster
Please Contact: Christopher McDermott, Economic Development Manager (cmcdermott@mrpc.org 978.345.7376, X304) or Glenn Eaton, Executive Director (geaton@mrpc.org 978.345.7376, X310) at Montachusett Regional Planning Commission, 464 Abbott Avenue, Leominster, MA 01453 – mrpc.org
This program is funded by the Federal CARES Act through the Commonwealth of Massachusetts through the Town of Shirley

April 22 2021

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PUBLIC NOTICE

Notice is hereby given that a Virtual Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for Monday, May 17th at 6:00 PM. The Virtual Community Outreach Meeting will be available at the following link and phone number. For those viewing this notice in print, please find the link below on
<https://www.sentinelandenterprise.com/> which will bring you directly to the meeting.
Link: Zoom <https://us02web.zoom.us/j/81584787788>
Meeting ID: 815 8478 7788

QR Code: Zoom



Phone Number: Zoom
+13126266799, 81584787788# US (Chicago)
+16465588656, 81584787788# US (New York)
The proposed Marijuana Retail Establishment is anticipated to be located at 130 Pioneer Drive, Leominster, MA 01453 There will be an opportunity for the public to ask questions. Please feel free to submit your questions to tschneider@revclinics.org in advance of this meeting.

April 28 2021

PUBLIC NOTICE

PUBLIC NOTICE

PUBLIC NOTICE

NOTICE OF MORTGAGEE'S SALE OF REAL ESTATE

By virtue and in execution of the POWER OF SALE contained in a certain mortgage given by Anthony S. Mangiacotti and Kimberly A. Mangiacotti to Mortgage Electronic Registration Systems, Inc. as nominee for Wilmington Finance, a division of AIG Federal Savings Bank, dated October 14, 2005 and recorded in the Worcester (North) Registry of Deeds in Book 5912, Page 89; thereafter assigned to MorEquity, Inc. by assignment dated March 21, 2012 and recorded with the Worcester (North) County Registry of Deeds in Book 7599, Page 82; thereafter assigned from MorEquity, Inc. by DLJ Mortgage Capital, Inc. as attorney in fact to Wilmington Savings Fund Society FSB as Trustee of Stanwich Mortgage Loan Trust A by assignment dated January 26, 2917 and recorded with the Worcester (North) County Registry of Deeds in Book 8775, Page 144; further assigned to Wilmington Savings Fund Society, FSB, as Owner Trustee of the Residential Credit Opportunities Trust V-C, by assignment dated January 2, 2019 and recorded with the Worcester (North) County Registry of Deeds at Book 9263, Page 31; and further assigned on February 18, 2021 to Wilmington Savings Fund Society, FSB, as Owner Trustee of the Residential Credit Opportunities Trust V-E, and recorded with the Worcester (North) County Registry of Deeds in Book 9887, Page 305; of which mortgage the undersigned is the present holder, for breach of the conditions of said mortgage and for the purpose of foreclosing, the same will be sold at Public Auction at 12:00 Noon on May 21, 2021 on the mortgaged premises known as 70 Burrage Avenue, Lunenburg, MA 01462, being all and singular the premises described in said mortgage, to wit:
A parcel of land on Burrage Street in the Town of Lunenburg, Worcester County, Massachusetts shown as Lot 1 on a plan of land entitled "Plan of Land in Lunenburg, Massachusetts prepared for Sentinel Realty Trust by Joseph R. Henry & Associates, Inc., 6 Lancaster County Road, Harvard, MA 01415, Civil Engineers & Land Surveyors, March, 1994", and recorded with Worcester North District Registry of Deeds in Plan Book 366, Plan 20 bounded and described as follows:

BEGINNING at a point on the northerly line of Burrage Street in said Lunenburg by land now or formerly of William F. and Margaret P. Donovan; thence South 53 66' 26" East along said Burrage Street Twenty Nine & 31/100 (29.31) feet to a point; thence North 76 02' 57" East along said Burrage Street One Hundred Fifty Six and 51/100 (156.51) feet to a point; thence North 74 26' 29" East along said Burrage Street Fifty Five and 71/100 (55.71) feet to a point; thence North 12 46' 56" West along land of Sentinel Realty Trust shown as Lot 2 on said plan Three Hundred Thirty Nine and 77/100 (339.77) feet to a point; thence South 32 33' 04" West along said Donovan land Four Hundred and 00/100 (400.00) feet to a point on said Burrage Street to the point of beginning. Containing 41.768 square feet more or less Subject o and with the benefit of easements and restrictions of record, if any, insofar as the same are now in force and applicable Being a portion of the premises conveyed by deed of Charles W. Harris recorded in Book 2567 at Page 91

The above-described premises will be sold SUBJECT TO and with the benefit of all restrictions, easements, improvements, to any and all unpaid taxes, tax title, tax liens, water and sewer charges, municipal or other public taxes, assessments or liens, to all tenancies and parties in possession, if any, which are in force and are applicable, having priority over said mortgage, whether or not reference to such restrictions, easements, improvements, liens, tenancies or encumbrances is made in the deed.

TERMS OF SALE: FIVE THOUSAND (\$5,000.00) DOLLARS will be required to be paid in cash, by certified check, or by cashier's check by the purchaser at the time and place of sale as a deposit. The balance of the purchase price shall be paid in cash, by certified check or by cashier's check by the purchaser within 30 days thereafter at the offices of Philip L. Eiker, Attorney for the Mortgagee, P.O. Box 1241, Patagonia, AZ 85624. Deed will be provided to purchaser for recording upon receipt in full of the purchase price.

OTHER TERMS, IF ANY, TO BE ANNOUNCED AT THE SALE.

Wilmington Savings Fund Society, FSB, as Owner Trustee of the Residential Credit Opportunities Trust V-E,
Present Holder of Said Mortgage
By its Attorney,
Philip L. Eiker, PLLC
P.O. Box 1241, Patagonia, AZ 85624
(520) 394-2230

April, 28 May 5 May 12 2021

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Sentinel & Enterprise

REVOLUTIONARY CLINICS

Dear Sir or Madam,

Notice is hereby given that a Virtual Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for Monday, May 17th at 6:00 PM. The Virtual Community Outreach Meeting will be available at the following link and phone number. For those viewing this notice in print, please find the link below on <https://www.sentinelandenterprise.com/> which will bring you directly to the meeting.

Link: **Zoom** <https://us02web.zoom.us/j/81584787788>

Meeting ID: 815 8478 7788



QR Code: **Zoom**

Phone Number: **Zoom** +13126266799,,81584787788# US (Chicago)

+16465588656,,81584787788# US (New York)

The proposed Marijuana Retail Establishment is anticipated to be located at 130 Pioneer Drive, Leominster, MA 01453 There will be an opportunity for the public to ask questions.

Please feel free to submit your questions to tschneider@revclinics.org in advance of this meeting.

REVOLUTIONARY CLINICS

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Please feel free to submit your questions to tschneider@revclinics.org in advance of this meeting.

, Costello
wford
y Law Group.

, Suite 1500
09

FIRST-CLASS



US POSTAGE

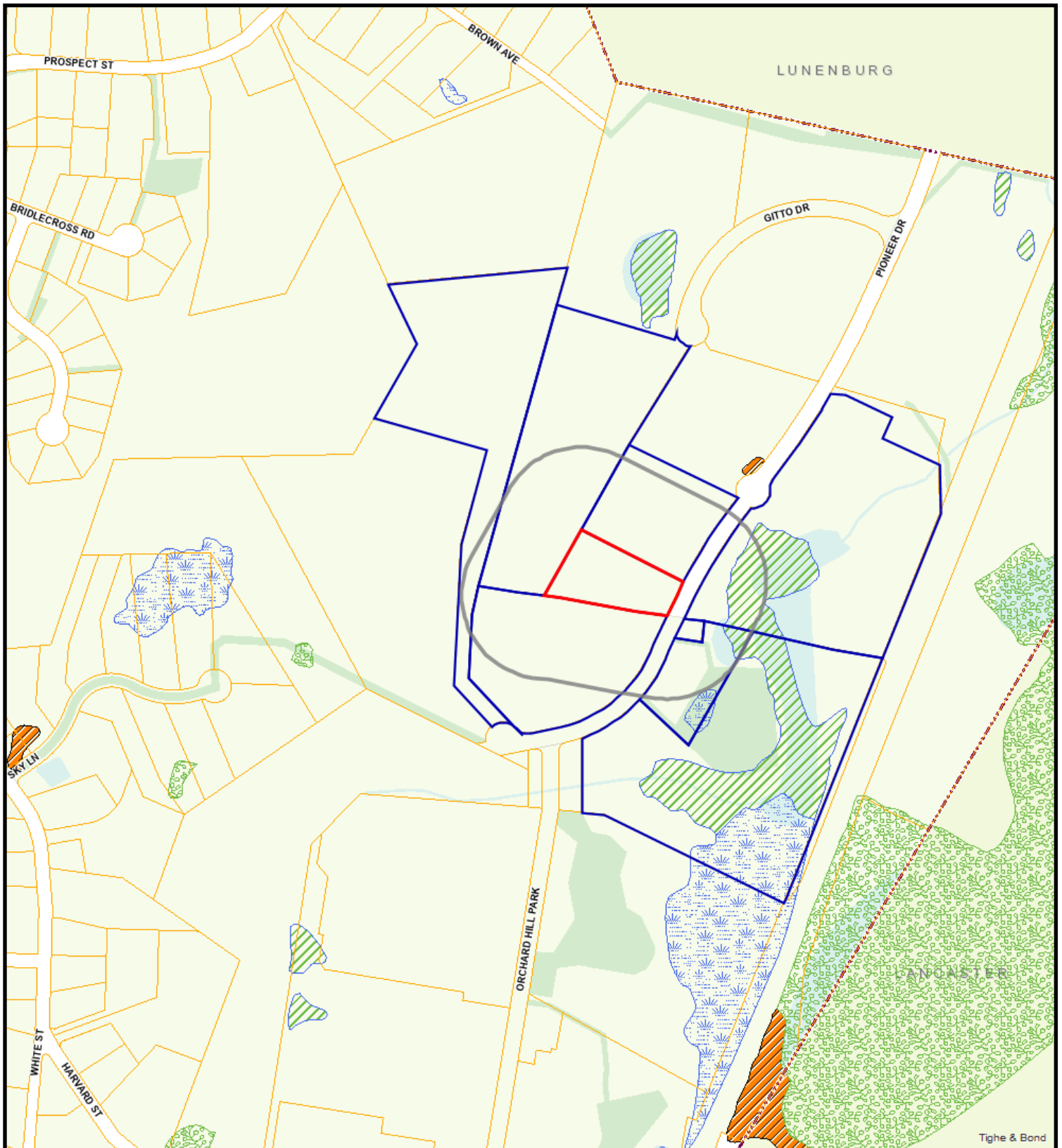
02 7H

\$ 000.51⁰

0001292446

MAY 05 2021

MAILED FROM ZIP CODE 02109



130 Pioneer Drive 300ft.

4/27/2021 10:36:58 AM

Scale: 1"=500'

Scale is approximate

The information depicted on this map is for planning purposes only.
It is not adequate for legal boundary definition, regulatory
interpretation, or parcel-level analyses.



Parcel ID	Owner	Owner Address	Owner City	Owner State	Owner Zip	Address
463-8A						163 PIONEER DR
463-13						130 PIONEER DR
463-12A						148 PIONEER DR
369-1B						PARCEL A OFF PIONEER DR
369-1-1A						LOT 1 PIONEER DR EXT
369-1-3						LOT 3 PIONEER DR EXT
369-1-1B						LOT 1B PIONEER DR EXT
369-1-2						LOT 2 PIONEER DR EXT
463-11						PIONEER DR

April 27, 2021

Michelle Nadeau, Mayoral Administrative Assistant
City of Leominster

Michelle,

On April 27, 2020, the CCC issued an administrative order allowing virtually community outreach meetings in order to comply with the Governor's emergency order. There are thirteen necessary requirements to host a virtual community outreach meeting. Per this administrative order applicants must obtain approval in writing from the Contracting Authority or Authorized Representative of the host community for a virtual Community Outreach Meeting.

Revolutionary Clinics, Inc. is formally requesting your approval to host a community outreach meeting via a virtual platform. The virtual community outreach meeting will comply with all Cannabis Control Commission requirements including the public notices and the ability for community members to participate in a questions and answers interaction.

We kindly ask you to approve this request to host a virtual community outreach meeting in order to comply with Governor Baker's COVID-19 orders.

Sincerely,



Jonathan Capano, Esq.

Subject: RE: Revolutionary Clinics: Virtual Community Meeting Consent Request
Date: Wednesday, April 28, 2021 at 8:49:56 AM Eastern Daylight Time
From: Michelle Nadeau
To: Jonathan Capano
CC: Ryan Ansin, Keith Cooper, Tom Schneider, Jay Youmans

Good morning,

The Mayor has approved your request for a virtual community outreach meeting. Please let me know if this email satisfies the requirement of written consent or if you would prefer a signed letter from the Mayor.

Thank you,
Michelle

Michelle Nadeau
Office of Mayor Dean J. Mazzarella
25 West Street
Leominster, MA 01453
978-534-7500 x3546

From: Jonathan Capano <jcapano@publicpolicylaw.com>
Sent: Tuesday, April 27, 2021 12:44 PM
To: Michelle Nadeau <mnadeau@leominster-ma.gov>
Cc: Ryan Ansin <ryana@revclinics.org>; Keith Cooper <keithc@revclinics.org>; Tom Schneider <tschneider@revclinics.org>; Jay Youmans <jyoumans@publicpolicylaw.com>
Subject: Revolutionary Clinics: Virtual Community Meeting Consent Request

Good Morning Michelle,

Our firm represents Revolutionary Clinics in their pursuit of licensure with the CCC. A crucial part of the CCC's application is the virtual community outreach meeting. the CCC requires we have written consent from an authorized representative and/or contracting authority from the City in order to host this meeting virtually. Attached please find our request to host the virtual community meeting. Please confirm at your earliest convenience.

Thank you for your courtesy and attention to this matter.

Jonathan Capano, Esq.
Associate

Smith, Costello & Crawford
Public Policy Law Group.
One State Street, 15th Floor
Boston, MA 02109
O: 617-523-0600
C: 781-443-2227
www.publicpolicylaw.com

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Vaccine Update

Vaccine update: Tools to help determine when you are eligible, how to find a vaccination location, and how to prepare for your appointment.

<https://www.mass.gov/covid-19-vaccine>

Mass 2-1-1 phone number is now available to answer questions about the vaccine.



Calendar

Show Events for...

Today

Tuesday

Wednesday

Week

Month

Revolutionary Clinics Community Outreach

When: Monday, May 17, 2021

Time: 6:00 PM

Event Type: Event Categories, Public Meetings

More Info: [Click Here](#)

May 17, 2021 Monday

6:00 PM

Revolutionary Clinics Community Outreach

[View Details](#)

6:00 PM

School Committee Policy Subcommittee

[View Details](#)

6:30 PM

Planning Board

[View Details](#)

7:00 PM

School Committee



Revolutionary Clinics, Inc.
Virtual Community Meeting

May 17, 2021

Participants: 8

Link:

<https://drive.google.com/file/d/18kRpXDOazUzl9Hhyw6fEB4SyJMFLp-Pe/view?usp=sharing>



1








Rev Clinic Team: Local, Experienced & Diverse

- **Keith Cooper**, Chief Executive Officer
 - 6-time successful entrepreneur
 - President of the Commonwealth Dispensary Association representing 80% of MA revenues
 - Resident of MetroWest
- **G. Ryan Ansin**, Co-Founder
 - North Central Mass Native
 - FMR Boys and Girls Club of NCM Board Member
 - Long time supporter of many Leominster Non-profits
 - Global Impact-Investor
- **Jessica Bailey**, VP of Retail
 - 22 years managing retail & customer experience including 19 at Sephora
- **Tom Schneider**, Chief Marketing Officer
 - 35 years as a MA marketing executive in alcohol and now cannabis
- **Gary Perry** – Community Outreach Manager
- **Devin Hall**, VP Compliance

2

What is Unique about RevClinics in Leominster

- Co-Founder born and raised in the Leominster/Fitchburg/Lunenburg with deep roots in community initiatives (BGC NCM, Ryan Joubert Skatepark, United Way NCM). Returned to area to create jobs
- Hired 200+ employees in cultivation and manufacturing in Fitchburg, excited to extend to retail operations for local hiring
- Focused on clean energy systems and supporting economic development through the emerging cannabis industry
- RC cultivates and manufactures 90%+ of its products, ensuring quality and consistency of inventory and wellness remedies as patients and consumers cycle off of alcohol and other pharmaceuticals in favor of cannabis
- RC licenses sophisticated product IP from other states and countries to deliver exactly what consumers desire for functional use

3



- Rev Clinics has been operating medical cannabis retail stores in Massachusetts for 3 years
 - Rev Clinics currently serves over 150,000 Massachusetts customers per year
 - Retail locations in Somerville & Cambridge
 - Cultivation and Product Manufacturing in Fitchburg
- We have a diverse workforce (over 70% female and minority in retail) and a solid record of community giving
- We have full-time security at each of our locations and have had no security issues in 3 years of retail operations

4

The Rev Clinic Spirit and Community



Cutting the ribbon in Cambridge with Dr. Kim of The Marg Fuller House



The opening team at 541 Mass Avenue



Proud to be named best Medical Cannabis Clinic In New England



Jazzy unveils her mural at our Fresh Pond location



Producing Hand Sanitizer During COVID For free MA distribution



Supporting Somerville Porch Fest



Donating Food to Frontline Medical staff



Supporting US Veterans

5



130 Pioneer Drive, Leominster MA

- Ground-up eco-friendly construction in Industrial Zone
- 30+ parking spaces dedicated to retail operation
- No impact on residential areas of Leominster and surrounding community
- Indoor queuing of customers
- Designed like an Apple Store meets Johnny Appleseed level clean energy
- No onsite consumption
- No loitering

6

Aerial View of the surrounding area



7

Draft Sketch of Leominster Storefront



Space for solar on the roof (post-launch)

Rain-collecting vessels for landscaping

Modular construction for pace of opening and tax-generation ASAP

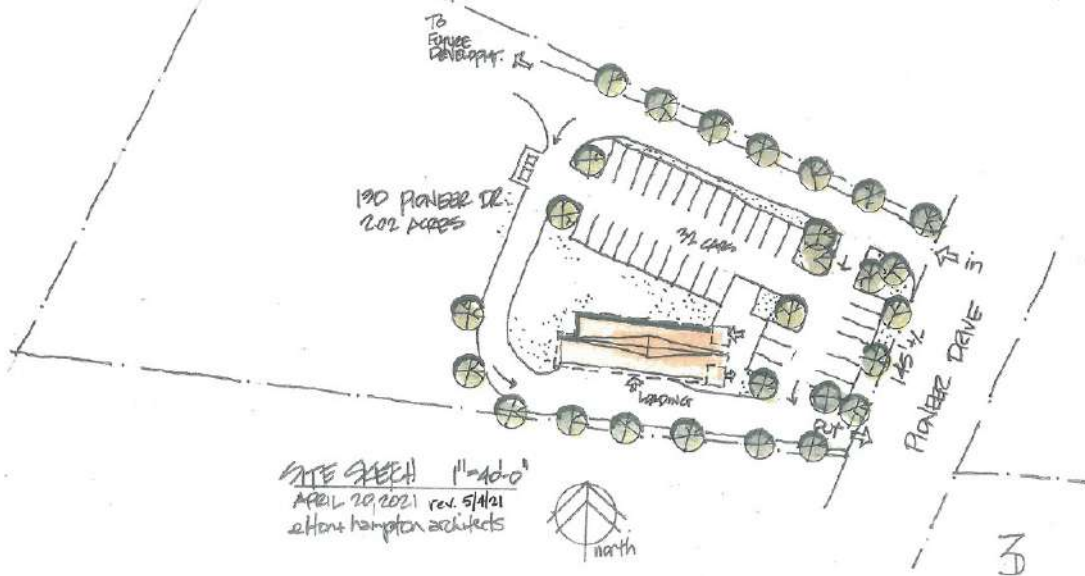
8

Draft Sketch of Leominster Interior



9

Property Design



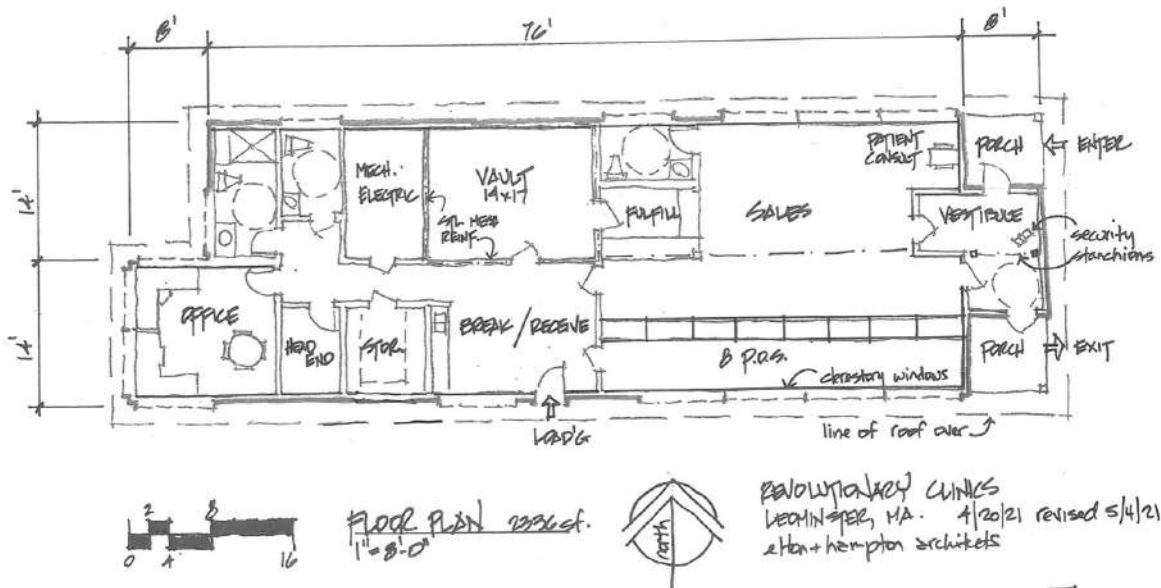
10

Landscape Plan



11

Interior Design



12

**We Care About Our Appearance in the Neighborhood
67 Broadway Somerville**



13

**Our Interior Design
High End Spa or Apple Store Feel**



14



Our Plans To Support Leominster

- Maximize fee and tax revenues with 3% Host Community Fee
- Hire local Leominster residents – mirrors hiring practices in Somerville and Cambridge locations
- Communicate frequently with leaders in local economic development
- Partner with local health officials to volunteer and fund educational sessions and materials
- Support local causes with donations and volunteer work – as we grow our support will too
 - Ginny's Helping Hands
 - Beacon of Hope Community Services

15



Q&A

16

Plan to Remain Compliant with Local Zoning

The purpose of this plan is to outline how Revolutionary Clinics, Inc. ("RC") is and will remain in compliance with local codes, ordinances and bylaws for the physical address of the marijuana establishment at 130 Pioneer Drive, Leominster MA 01453, Leominster, MA which shall include, but not be limited to, the identification of any local licensing requirements for the adult use of marijuana.

130 Pioneer Drive is located in Industrial (I) Zoning District and properly zoned pursuant to the City of Leominster Zoning Bylaw. In accordance with Article XVIII Marijuana Facilities Section 105.5.8 RC is not located within 500 feet of a residential zoning district, church or other religious use. Furthermore, RC is not located within 1000 feet of a school, childcare facility, family childcare home, park, playground or another marijuana facility. The distance is measured as the shortest line between buildings, or as the shortest distance between the building and the lot line of a church, childcare facility, school, park, playground or other recreational area.

Pursuant to Section 105.5.5 RC is not located inside a building containing residential units, including transient housing such as motels and dormitories, and the location is not inside a movable or mobile structure. In accordance with Section 105.5.2 RC is not located within a building that contains any medical doctors' offices or the offices of any other professional practitioner authorized to prescribe the use of medical marijuana.

In addition to RC remaining compliant with existing Zoning Bylaw; RC will continuously engage with City of Leominster officials to remain up to date with local zoning bylaws to remain fully compliant.



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):

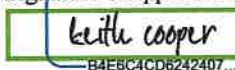
1. Name of applicant:

Revolutionary Clinics II

2. Name of applicant's authorized representative:

Keith Cooper

3. Signature of applicant's authorized representative:


B4EBC4CD6242407...

4. Name of municipality:

City of Leominster

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

Dean J. Mazzarella, Mayor



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



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

dmazzarella@leominster-ma.gov

8. Host community agreement execution date:

4/16/21

Plan for Positive Impact

The following document serves as Revolutionary Clinics II, Inc.'s ("RC") Plan for Positive Impact. In addition to its application for an adult-use retail establishment in Leominster, RC currently operates a cultivation and product manufacturing facility located in Fitchburg, Massachusetts, an area that has been designated as a disproportionately impacted community by the Cannabis Control Commission. To that end, we are aware of our need to focus on those areas that have been disproportionately impacted to ensure that the effects on these areas can be mitigated after years of a non-level playing field. RC is committed to supporting the CCC's charge and mission "to adopt procedures and policies to promote and encourage full participation in the regulated cannabis industry by individuals from communities disproportionately harmed by cannabis prohibition and enforcement and to positively impact those communities." RC and the management team is fully committed to ensuring it is maintaining important relationships, offering positive contributions and creating a framework by which our company can help to alleviate the negative effects of past policies.

Goals and Initiatives

Goal: RC will endeavor to offer employment opportunities to those individuals who have been disproportionately impacted by the prohibition of cannabis. RC will strive to hire at least 25% of individuals from disproportionately impacted populations, as designated by the Commission.

Proposed Initiative: RC will work toward the goal of hiring individuals who are: from Commission-designated areas of disproportionate impact such as Fitchburg and specific Census Tracts in Boston including but not limited to 815, 817, 818, 819, 820, and 821; Commission-designated Economic Empowerment Priority applications; Commission-designated Social Equity Program participants; Massachusetts residents who have past drug convictions; or Massachusetts residents with parents or spouses who have drug convictions (collectively known as the "Plan Population"). RC will advertise employment opportunities when it identifies employment needs and open job positions within the company. Employment opportunities will be advertised when employment needs arise. RC will advertise job openings in mediums such as: online job sites such as indeed.com; local newspapers; community job boards; and industry-related recruiting job fairs, such as those hosted by the Massachusetts Cannabis Business Association (CBA).

Metric: RC will demonstrate work toward the goal of hiring at least 25% of employees from the Plan Population. RC will maintain employment records that demonstrate whether or not an employee meets one of the Commission's criteria to qualify as an individual from disproportionately impacted populations and present these numbers as percentages of their total workforce. RC will show evidence of progress toward this goal when it submits its license renewal application at least 60 days prior to the license renewal date.

Goal: RC will work with local charitable organizations to provide financial assistance to programs that are in line with the values of our company with a goal of hosting a minimum of two "give back days" annually and contributing a minimum of \$10,000 to the CultivatED program to help promote participation in the cannabis industry by those who were disproportionately harmed by marijuana prohibition.

Proposed Initiative: RC is proud of our proven track record for charitable giving. However, we are always looking for additional ways to ensure our funds are being put toward the most

Revolutionary Clinics II, Inc.
Application of Intent

effective initiatives. RC will hold at least two “give back days” annually where it will donate ten percent of sales to CultivatED for that day. CultivatED is a jails-to-jobs cannabis program that focuses on issues such as expungement, education and employment for those harmed populations. RC will provide money to CultivatED to support its mission and goals but will not offer any of its own programming through the CultivatED program. CultivatED supports the mission of empowering, educating, and employing individuals from areas of disproportionate impact, as identified by the Massachusetts Cannabis Control Commission. Attached, please find a letter from CultivatED acknowledging acceptance of funds from cannabis license holders.

Metrics: RC will keep records of the financial contributions that it makes to the CultivatED program this year and provide a report to that end that it will submit along with its license renewal application at least 60 days prior to the annual license renewal date.

Goal: RC will commit to provide employees with paid time to participate in a neighborhood clean-up initiative that serves identified areas of disproportionate impact with a goal of hosting two clean-up days annually.

Proposed Initiative: RC is committed to serving communities that have been disproportionately impacted by serving individuals and organization through the contribution of employee volunteer time courtesy of the company. As noted above, the CCC’s mission is “to adopt procedures and policies to promote and encourage full participation in the regulated cannabis industry by individuals from communities disproportionately harmed by cannabis prohibition and enforcement *and to positively impact those communities.*” (Emphasis added). RC strongly believes that our contributions through neighborhood clean-ups, in addition to our other proposed initiatives, helps to positively impact the community by creating improved spaces making residents of those neighborhoods feel supported and valued. RC will host two clean-up days annually, one in the Spring and one in the Fall. RC will focus their clean-ups in Fitchburg, and when needed in the area immediately around their cultivation and product manufacturing marijuana establishment including but not limited to Fitchburg parks, roadways and the banks of the neighboring Nashua River.

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

RC will adhere to the requirements set forth in 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of Marijuana Establishments. Any actions take, or programs instituted, by RC will not violate the Commission’s regulations with respect to limitations on ownership or control or other applicable state laws. RC will keep records of the progress that we make toward these goals in order to evaluate the effectiveness of our proposed initiative and consider ways in which we are able to improve. RC will provide a comprehensive report on the Plan for Positive Impact to the Commission during our annual license renewal, at least 60 days prior to the annual renewal date.



MASS CultivatED

February 24, 2020

Cannabis Control Commission
Union Station
2 Washington Square
Worcester, MA 01604

RE: Acceptance of Cannabis Funds

Dear Cannabis Control Commission:

It is with great pleasure that we inform you that we will be graciously accepting contributions from licensed Massachusetts cannabis companies in order to assist in funding our program, CultivatED.

CultivatED is a first in the nation jails to jobs cannabis program that focuses on issues such as expungement, education and employment for those who have been affected by the prohibition of cannabis in the Commonwealth. We are an innovative public-private partnership providing our fellows with a robust co-op education program, legal services, workforce preparedness training, and cannabis externships with livable wages and benefits. We work closely with organizations such as Greater Boston Legal Services, Roxbury Community College and the Urban League of Eastern Massachusetts to achieve our program goals.

We appreciate the opportunity to allow Massachusetts licensed cannabis companies to participate through their contributions. Please do not hesitate to contact us should you have any additional questions.

Sincerely,

A handwritten signature in black ink, which appears to read "Ryan Dominguez". The signature is written in a cursive, flowing style.

Ryan Dominguez

D

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

Articles of Entity Conversion of a
Domestic Non-Profit with a Pending Provisional
or Final Certification to Dispense Medical Use Marijuana
to a Domestic Business Corporation
(General Laws Chapter 156D, Section 9.53; 950 CMR 113.30)

Revolutionary Clinics II, Inc. is a Medical
Marijuana Treatment Center with the
Department of Public Health in accordance
with 105 CMR 725.004 as of May 29, 2018.

Dr. G. D.

Bryan Harter
Director

Medical Use of Marijuana Program
Bureau of Healthcare Safety and Quality
Massachusetts Department of Public Health

- (1) Exact name of the non-profit: Revolutionary Clinics II, Inc. 263198554
- (2) A corporate name that satisfies the requirements of G.L. Chapter 156D, Section 4.01:
Revolutionary Clinics II, Inc.
- (3) The plan of entity conversion was duly approved in accordance with the law.
- (4) The following information is required to be included in the articles of organization pursuant to G.L. Chapter 156D, Section 2.02(a) or permitted to be included in the articles pursuant to G.L. Chapter 156D, Section 2.02(b):

ARTICLE I

The exact name of the corporation upon conversion is:

Revolutionary Clinics II, Inc.

ARTICLE II

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

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

ARTICLE III

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

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common	1			

ARTICLE IV

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

The common share of the company will have the rights generally afforded common stock under the General Laws of the Commonwealth of Massachusetts as those rights are further defined by the interpretive courts including the rights to dividend distributions, the right to vote to elect the board of directors of the company, and the right to the net proceeds of the company on liquidation. These preceding rights are not meant to be exclusionary, but merely representative of the rights afforded a shareholder of a corporation formed in Massachusetts. These rights can not be changed without the consent of the common stock shareholder that is reflected in an amendment to the company's Articles of Organization.

ARTICLE V

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

The Articles of Organization does not impose a restriction on the transfer of the common share of the company.

ARTICLE VI

Other lawful provisions, and if there are no such 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 of the corporation is the date and time the articles were received for filing if the articles are not rejected within the time prescribed by law. If a later effective date is desired, specify such date, which may not be later than the 90th day after the articles are received for filing:

ARTICLE VIII

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

- a. The street address of the initial registered office of the corporation in the commonwealth:
1 Oak Hill Rd, Fitchburg, MA 01420
- b. The name of its initial registered agent at its registered office:
Keith W. Cooper
- c. The names and addresses of the individuals who will serve as the initial directors, president, treasurer and secretary of the corporation (an address need not be specified if the business address of the officer or director is the same as the principal office location):

President: **Keith W. Cooper**

Treasurer: **Keith W. Cooper**

Secretary: **Keith W. Cooper**

Director(s): **Jayne Vining, Keith W. Cooper, Robert M. Bohlen, Lillian Montalto, Tyler Richard's, G. Ryan Ansin**

- d. The fiscal year end of the corporation:
December 31
- e. A brief description of the type of business in which the corporation intends to engage:
Cultivating, processing, and dispensing marijuana.
- f. The street address of the principal office of the corporation:
1 Oak Hill Rd, Fitchburg, MA 01420
- g. The street address where the records of the corporation required to be kept in the commonwealth are located is:

1 Oak Hill Rd, Fitchburg, MA 01420

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

, which is

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

Signed by:

Keith Cooper
Keith Cooper (May 22, 2018)

(signature of authorized individual)

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

on this 22nd day of May

, 2018

COMMONWEALTH OF MASSACHUSETTS

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

**Articles of Entity Conversion of a
Domestic Non-Profit with a Pending Provisional or
Final Certification to Dispense Medical Use Marijuana
to a Domestic Business Corporation
(General Laws Chapter 156D, Section 9.53; 950 CMR 113.30)**

I hereby certify that upon examination of these articles of conversion, duly submitted to me, it appears that the provisions of the General Laws relative thereto have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$_____ having been paid, said articles are deemed to have been filed with me this _____ day of _____, 20_____, at _____ a.m./p.m.
time

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

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

Examiner

Filing fee: Minimum \$250

Name approval

TO BE FILLED IN BY CORPORATION
Contact Information:

C

M

Eric Kirkland

555 W. 5th Street, 35th Floor

Los Angeles, California 90013

Telephone: (424) 265-7344

Email: Eric@eKirklandLaw.com

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

AMENDED AND RESTATED BYLAWS of REVOLUTIONARY CLINICS II, INC.

A Massachusetts Corporation

ARTICLE ONE OFFICE

These Amended and Restated Bylaws (the “*Bylaws*”) of Revolutionary Clinics, II, Inc. (the “*Corporation*”) are effective as of first business day the Corporation’s Articles of Conversion are approved by the Office of the Secretary of the Commonwealth of Massachusetts converting the Corporation from non-profit status under Chapter 180 of the General Laws of Massachusetts to for-profit status under Chapter 156 of the General Laws of Massachusetts pursuant to Section 950 of the Code of Massachusetts Regulations. Keith W. Cooper will serve as the Company’s registered agent at the address of 1 Oak Hill Road, Fitchburg, Massachusetts 01420 which will also serve as the Corporation’s Registered Office address. The Corporation may have a Registered Office outside of the Commonwealth of Massachusetts as the Board of Directors shall resolve from time to time.

ARTICLE TWO SHAREHOLDERS

Section 2.01 Annual Meeting

The annual meeting of the Corporation's Shareholders will be held every year on the conversion date, if not a legal holiday; if a legal holiday, then the next business day, or as otherwise designated by the Board of Directors. The purpose of the annual meeting is to elect Directors to succeed those whose terms expire as of the date of the annual meeting, and to transact any other corporate business arising before the meeting. Any Shareholder may apply to a court of competent jurisdiction to order an annual meeting if one is not held within 15 months after the last annual meeting.

Section 2.02 Special Meetings

Special meetings of the Shareholders may be called at any time for any purpose by the President/CEO (“*President*”) or by a majority of the Board of Directors. The special meeting will be called by the President or any Director of the Corporation upon the written request of the holders of 50% of all the shares outstanding and entitled to vote on the business to be transacted at the meeting. The written request must state the meeting's purpose. The Shareholders must restrict the business transacted at all special meetings of Shareholders to the purpose stated in the notice of the meeting.

Section 2.03 Meeting Location

The Shareholders will hold all meetings at the Corporation's principal office or as designated by the Board of Directors and specified in the notice of the meeting. Unless otherwise provided in

the Articles of Organization, the Board of Directors may adopt procedures authorizing any annual or special meeting of Shareholders to be held solely by means of remote communication rather than in person at a physical location. Subject to any procedures the Board of Directors may adopt, Shareholders and any proxyholders not physically present at a meeting of Shareholders may participate in and vote at the meeting by conference telephone or other similar electronic communications equipment, and will be deemed present in person at the meeting for all purposes of these Bylaws, whether the meeting is held at a designated place or solely by means of remote communication. Any procedures promulgated by the Board of Directors must require that all the Shareholders and any proxyholders participating in the meeting can hear and speak to each other at the same time. If any Shareholder or proxyholder votes or takes other action at the meeting by means of remote communication, the Corporation must maintain a record of the vote or other action taken.

Section 2.04 Meeting Notice

The Secretary will email notice of each Shareholder meeting pursuant to the requirements set forth in Section 9.06 of these Bylaws to each Shareholder of record entitled to vote at the Shareholder's address as it appears on the books of the Corporation. The Secretary will email the notice at least 5 days but no more than 21 days before the meeting. The notice must state the place, day, and hour at which the meeting will be held and, in the case of any special meeting, must state briefly the meeting's purpose. If any Shareholder meeting is adjourned to a different date, time, or place, the Secretary need not give notice of the new date, time, or place if this information is announced at the meeting before adjourning. But if a new record date for the adjourned meeting is fixed, the Secretary must give notice of the adjourned meeting to Shareholders as of the new record date.

Section 2.05 Shareholder Meetings

If all the Shareholders entitled to vote meet at any place, within or outside the Commonwealth of Massachusetts, and consent to the holding of a meeting, the meeting will be valid without call or notice, and the Shareholders may take any action at the meeting.

Section 2.06 Action without Meeting by Written Consent

Any action required or permitted to be taken at a Shareholder meeting may be taken without a meeting when all the Shareholders entitled to vote on the subject matter sign a written consent to the action. These signed consents will have the same force and effect as the unanimous vote of all the Shareholders at a meeting duly held. The Secretary must file these consents with the minutes of the Shareholder meetings.

Section 2.07 Quorum

The presence in person or by proxy of the holders of record of a majority of the shares of the capital stock of the Corporation issued and outstanding and entitled to vote will constitute a quorum at all meetings of the Shareholders, except as otherwise specifically provided by law, by the Articles of Organization, or by these Bylaws, or a resolution of the Board of Directors

requiring satisfaction of a greater or lesser quorum requirement. If less than a quorum attends a meeting, the meeting may be adjourned from time to time until a quorum is present. A majority vote of the Shareholders present or represented may adjourn the meeting without any notice other than by announcement at the meeting. At any adjourned meeting at which a quorum is later present, any business may be transacted that might have been transacted if the meeting had been held as originally called.

Section 2.08 Conduct of Meetings

The President of the Corporation will preside over Shareholder meetings or, if she or he is not present, by a Vice President, or, if none of those officers are present, by a chairperson elected at the meeting. The Secretary of the Corporation, or if she or he is not present, any Assistant Secretary will act as secretary of the meeting. In the absence of the Secretary and any Assistant Secretary, the presiding officer may appoint a person to act as secretary of the meeting.

Section 2.09 Voting

At all Shareholder meetings, every Shareholder entitled to vote will have one vote for each share of stock standing in his or her name on the books of the Corporation on the date the Shareholders entitled to vote at the meeting are determined. The vote may be made either in person or by proxy. The proxy must be appointed by a written instrument signed by the Shareholder or the Shareholder's duly authorized attorney in fact, bearing a date not more than three months before the meeting, unless the instrument provides for a longer period, but in no event more than 11 months before the meeting. The proxy must be dated, but need not be sealed, witnessed, or acknowledged. All elections must be had and all questions must be decided by a majority of the votes cast at a duly organized meeting, except as otherwise provided by law, by the Articles of Organization, or by these Bylaws.

Other than an election of Directors, favorable action on a matter by a quorum is taken if it is approved by a majority of the shares outstanding and entitled to vote on the matter. In the case of any matter that has been approved by vote of the Board of Directors taken at a meeting held before a Shareholder meeting, only a simple majority vote of the shares voted is necessary to approve the action, unless the Board of Directors requires a greater number of affirmative votes. Directors may be elected by a plurality of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present. No ballot is required for this election unless requested by a Shareholder or proxyholder entitled to vote in the election.

Section 2.10 Cumulative Voting

Cumulative voting will not apply to election of Directors. In all elections for Directors, each Shareholder will have the right to cast votes for as many candidates as there are Directors to be elected, and may cast as many votes as equal the number of voting shares owned by him or her in the Corporation for each candidate, either in person or by proxy.

Section 2.11 Voting Lists

At least 10 days before each Shareholder meeting, the Secretary will make a complete and alphabetized list of the Shareholders entitled to vote at the meeting, with the address and the number of shares held by each. The Secretary will keep the list on file at the Registered Office of the Corporation for 10 days before the meeting. The list will be subject to inspection by any Shareholder at any time during usual business hours. The list will also be produced and kept open at the time and place of the meeting and will be subject to the inspection of any Shareholder during the meeting. The original or a duplicate share ledger or transfer book will be *prima facie* evidence as to the Shareholders entitled to examine the list or to vote at any Shareholder meeting.

Section 2.12 Voting of Shares by Certain Holders

Shares standing in the name of another domestic or foreign corporation may be voted by the officer, agent, or proxy as those corporate bylaws provide, or, if the corporate bylaws make no provision, as that corporation's board of directors may determine.

Shares standing in the name of a deceased person may be voted by his or her administrator or executor, either in person or by proxy. Shares standing in the name of a guardian, curator, or trustee may be voted by the fiduciary, either in person or by proxy. But no guardian, curator, or trustee may vote shares held by him or her as a fiduciary without a transfer of the shares into his or her name.

Shares standing in the name of a receiver may be voted by the receiver, and shares held by or under the control of a receiver may be voted by the receiver without the transfer of the shares into his or her name if authority to do so is contained in an appropriate order of the court that appointed the receiver. A Shareholder whose shares are pledged will be entitled to vote the shares until the shares have been transferred into the name of the pledgee. After the transfer, the pledgee will be entitled to vote the transferred shares.

Section 2.13 Records Inspection

A Shareholder entitled to inspect the records of the Corporation under any statutory or other legal right will have access to the records on demand only during the usual and customary hours of business and in a manner that will not unduly interfere with the Corporation's regular conduct of the business. A Shareholder may delegate this inspection right to a certified or public accountant or a licensed attorney at law on the condition that, at the Corporation's request, an accurate copy of every report made by the accountant or attorney based on the inspection be provided to the Corporation when the report is completed. No Shareholder may use, permit to be used, or acquiesce to others' use of any information the Shareholder, accountant, or attorney obtains to the competitive detriment of the Corporation.

ARTICLE THREE BOARD OF DIRECTORS

Section 3.01 General Powers

The property and business of the Corporation will be managed under the direction of the Board of Directors of the Corporation.

Section 3.02 Number and Term of Office

The number of Directors to constitute the first Board of Directors of the Corporation will be six. The Directors need not be Shareholders. The Shareholders must elect Directors each year at the annual meeting of Shareholders, and each Director will serve until his or her successor is elected and qualified. The Chairman of the Board shall facilitate the Board meetings and does not have the right to cast a tie breaking vote if the directors are deadlocked. The Chairman shall be elected by the Shareholders.

Section 3.03 Filling Vacancies

If a vacancy in the Board of Directors arises for any reason, the remaining Directors, by majority vote, may elect a successor to hold office for the unexpired portion of the remaining term. The newly elected Director will hold office until the election of his or her successor, or until resigning or being removed before the end of the term by an affirmative vote of a majority of the Shareholders.

Similarly, if the number of Directors is increased as provided in these Bylaws, the additional Directors will be elected by the Board of Directors already in office, and will hold office until the next annual meeting of Shareholders and thereafter until his, her, or their successors are elected. Any Director may be removed from office with or without cause by the affirmative vote of the holders of the majority of the stock issued, outstanding, and entitled to vote at any special meeting of Shareholders regularly called for the purpose.

Section 3.04 Meeting Location

The Board of Directors may hold their meetings, have one or more offices, and keep the books of the Corporation within or outside the state of Massachusetts, at any place or places as they may from time to time determine by resolution or by written consent of all the Directors.

Section 3.05 Meeting Electronically

Members of the Board of Directors may participate in a meeting by means of conference telephone or other similar electronic communications equipment if all of the persons participating in the meeting can hear and speak to each other at the same time. Participating in a meeting in this manner is the same as presence in person at a meeting for all purposes of these Bylaws.

Section 3.06 Regular Meetings

The Board of Directors may hold regular meetings without notice at those times and places as the Board determines by corporate resolution only if the Secretary has emailed notice pursuant to the

requirements set forth in Section 9.06 of every Board resolution fixing or changing the time or place for holding the regular meetings to each Director at least three days before the first meeting held under the resolution. But the annual meeting of the Board of Directors must be held immediately after the annual Shareholder meeting at which a Board of Directors is elected. The Board may transact any business at a regular meeting.

Section 3.07 Special Meetings

Special meetings of the Board of Directors will be held whenever called by direction of the President. Special meetings must be called by the President or the Secretary upon written request of a majority of the Board of Directors. The Secretary must give notice of each special meeting of the Board of Directors by pursuant to Section 9.06 to each Director at least three days before the meeting. Any Director may waive receipt of notice. Unless otherwise indicated in the notice, the Board may transact any business at a special meeting.

Section 3.08 Quorum

A quorum for the transaction of business at all meetings of the Board of Directors comprises a majority of all the Directors. But if at any meeting less than a quorum is present, a majority of those present may adjourn the meeting from time to time, and the act of a majority of the Directors present at any meeting at which there is a quorum will be the act of the Board of Directors, except as may be otherwise specifically provided by law, by the Articles of Organization, or by these Bylaws.

Section 3.09 Meetings of Directors

If all of the Directors entitled to vote meet at any place, within or without the State, and consent to hold a meeting, that meeting will be valid without call or notice, and the Board may take any corporate action at the meeting.

Section 3.10 Action without Meeting by Written Consents

Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting when written consents setting forth the action taken are signed by all of the Directors entitled to vote with respect to the subject matter. These consents will have the same force and effect as the unanimous vote of the Directors at a meeting duly held. The Secretary must file the consents with the minutes of the meetings of the Directors.

Section 3.11 Compensation of Directors

The Board of Directors will fix by resolution the compensation or salary paid for attendance at each regular or special meeting of the Board in which a Director actually participates and reimbursement of the expenses incurred in attending any regular or special meeting of the Board. The reimbursement and compensation will be payable whether or not a meeting is adjourned because of the absence of a quorum. No provision of these Bylaws precludes any Director from serving the Corporation in any other capacity and receiving compensation for that service.

Section 3.12 Committees

The Board of Directors may, by resolution passed by the Board, designate one or more committees that will have and may exercise the powers of the Board of Directors. Each committee must consist of two or more of the Directors of the Corporation. The Board of Directors must name these committees by resolution.

ARTICLE FOUR OFFICERS

Section 4.01 Appointment, Tenure, and Compensation

The officers of the Corporation will be a President/Chief Executive Officer, the Secretary, the CFO/Treasurer ("*Treasurer*"), and any other officers the Board of Directors may appoint from time to time as the Board may consider necessary for the Corporation's proper conduct of the business. The officers will be appointed by the Board of Directors at its first meeting following the annual meeting of the Shareholders except where a longer term is specifically provided in an employment contract duly authorized and approved by the Board of Directors. In any employment contract, the Board of Directors may employ an officer for a term in excess of one year and for as long a term as the Board determines in accordance with the law. Any two or more of the above offices, except those of President and Vice President, may be held by the same person, but no officer may sign, acknowledge, or verify any instrument in more than one capacity if the law or these Bylaws require the instrument to be executed, acknowledged, or verified by two or more officers. The Board of Directors will fix the compensation or salary paid to all officers of the Corporation by resolution.

If any office other than an office required by law is not filled by the Board of Directors or later becomes vacant, the office and all references in these Bylaws are inoperative until the Board of Directors fills the office in accordance with these Bylaws.

Except where otherwise specifically provided in a contract duly authorized by the Board of Directors, all officers and agents of the Corporation are subject to removal at any time by the majority vote of the whole Board of Directors, and all officers, agents, and employees hold office at the discretion of the Board of Directors or of the officers appointing them.

Section 4.02 Powers and Duties of the President

The President of the Corporation has general charge and control of all its business affairs and properties. He or she will preside at all Shareholder meetings.

The President may sign and execute all authorized bonds, contracts, or other obligations in the Corporation's name. He or she will have the general powers and duties of supervision and management usually vested in the office of president of a corporation. The President will be an *ex officio* member of all the standing committees. He or she shall perform all other duties as the Board of Directors may assign from time to time.

Section 4.03 Powers and Duties of the Vice President

The Board of Directors may appoint a Vice President and may appoint more than one Vice President. Any Vice President (unless otherwise provided by resolution of the Board of Directors) may sign and execute all authorized bonds, contracts, or other obligations in the name of the Corporation. Each Vice President will have other powers and perform all other duties assigned by the Board of Directors or by the President. If the President is absent or disabled, any Vice President may perform the duties of that office, and any action taken by the Vice President in place of the President will be conclusive evidence of the absence or disability of the President.

Section 4.04 Secretary

The Secretary will give or cause to be given notice of all meetings of Shareholders and Directors and all other notices required by law or by these Bylaws. In the Secretary's absence, refusal, or neglect, the President may direct any person to give this notice. The Secretary must record all the Shareholder and Board of Director meeting proceedings in books provided for that purpose, and shall perform all other duties assigned by the Directors or the President. The Secretary will have charge of the transfer book for shares of the Corporation. The Secretary will have custody of the corporate seal, if any; will affix the seal to all instruments requiring it when authorized by the Board of Directors or the President; and will attest the fixing of the seal.

In general, the Secretary shall perform all the duties generally incident to the office of Secretary, subject to the control of the Board of Directors and the President.

Section 4.05 Treasurer

The Treasurer will have custody of all the funds and securities of the Corporation, and he or she will keep full and accurate account of receipts and disbursements in books belonging to the Corporation. The Treasurer will deposit all moneys and other valuables in the name and to the credit of the Corporation in the depository or depositories designated by the Board of Directors.

The Treasurer will disburse the funds of the Corporation as ordered by the Board of Directors, taking proper vouchers for all disbursements. He or she will provide to the President and the Board of Directors, with or without specific request, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation.

The Treasurer will give the Corporation a bond, if required by the Board of Directors, in a sum, and with one or more sureties satisfactory to the Board of Directors, for the faithful performance of the duties of his or her office and for the restoration to the Corporation of all books, papers, vouchers, moneys, and other properties of any kind in his or her possession or under his or her control belonging to the Corporation if he or she is removed from office for any reason.

The Treasurer shall perform all the duties generally incident to the office of the Treasurer, subject to the control of the Board of Directors and the President.

ARTICLE FIVE CAPITAL STOCK

Section 5.01 Issuance of Certificates of Stock

The Corporation will not issue Certificates as evidence of ownership unless so approved by the Board of Directors. If the Board shall resolve to issue certificates to evidence ownership of the Corporation, then all certificates must be signed by the President or by the Vice President and countersigned by the Secretary or by an Assistant Secretary. All certificates for each class of stock will be consecutively numbered. The Secretary will enter the name of the person owning the shares issued and the holder's address in the Corporation's books. The Secretary will cancel all certificates surrendered to the Corporation for transfer and no new certificates representing the same number of shares may be issued until the former certificate or certificates for the same number of shares have been surrendered and cancelled. If a certificate of stock is lost or destroyed, the Secretary may issue a replacement certificate upon proof of the loss or destruction and, unless specifically waived by the President, give a satisfactory bond of indemnity not exceeding an amount double the value of the stock. Both the proof and bond must be in a form approved by the Corporation's general counsel and by the Transfer Agent of the Corporation and by the Registrar of the stock.

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

The Board of Directors may set the preferences of each class or series authorized by the Articles of Organization.

Section 5.02 Transfer of Shares

Shares of the Corporation's capital stock will be transferred on the corporate books only by the holder of the stock in person or by his or her attorney in fact. The capital stock certificates must be surrendered and cancelled in exchange for a like number of shares in accordance with these Bylaws.

Section 5.03 Registered Shareholders

The Corporation may treat the holder of record of any share or shares of stock as the holder in fact of those shares, and is not bound to recognize any equitable or other claim to or interest in those shares in the name of any other person even if the Corporation has notice of the claim or interest, except as specifically provided by Massachusetts law.

Section 5.04 Closing Transfer Books

The Board of Directors may fix the time—not more than 50 days before the date of any Shareholder meeting, date of any dividend payment, or date of any allotment of rights—during which time the books of the Corporation will be closed against stock transfers. In the alternative, the Directors may fix a date—not more than 50 days before the date of any Shareholder meeting, date of any dividend payment, or date of any allotment of rights—as a record date to determine the Shareholders entitled to receive notice of and to vote at any meeting or to receive any dividends or rights (as the case may be). Only Shareholders of record on those dates will be entitled to receive notice of and to vote at the meeting or to receive dividends or rights (as the case may be).

Section 5.05 Dividends

The Board of Directors may from time to time declare and direct the Corporation to pay dividends on its outstanding shares in the manner and upon the terms provided by law and by its Articles of Organization.

ARTICLE SIX CORPORATE SEAL

The Corporation will not have a corporate seal.

ARTICLE SEVEN BANK ACCOUNTS AND LOANS

Section 7.01 Bank Accounts

The Board of Directors may from time to time authorize designated officers or agents of the Corporation to deposit any corporate funds in those banks or trust companies designated by the Board of Directors, or may delegate to those officers or agents the authority to designate banks or trust companies. The designated officers or agents may also withdraw any or all of the funds of the Corporation deposited in the bank or trust company upon checks, drafts, or other instruments or orders for the payment of money, drawn against the account or in the name or behalf of this Corporation and made or signed by those officers or agents. Each bank or trust company with which funds of the Corporation are deposited is authorized to accept, and pay, without limit as to amount, all payments of money when drawn, made, or signed by officers or agents designated by the Board of Directors until the bank or trust company receives written notice revoking the authority of any officers or agents from the Board of Directors. The Board of Directors will certify from time to time to those banks or trust companies the signatures of the officers or agents of the Corporation authorized to draw against those accounts. If the Board of Directors fails to designate the persons by whom checks, drafts, and other instruments or orders for the payment of money will be signed, any checks, drafts, and other instruments or orders for the payment of money must be signed by the President or a Vice President and countersigned by the Secretary or Treasurer or an Assistant Secretary or an Assistant Treasurer of the Corporation.

Section 7.02 Loans

No loans may be contracted on behalf of the Corporation and no evidences of indebtedness may be issued in its name unless authorized by a resolution of the Board of Directors. The authority granted in the resolution may be general or confined to specific instances.

Section 7.03 Contracts

The Board of Directors may authorize any officer, agent, or agents of the Corporation to enter into any contract or to sign and deliver any instrument in the name of and on behalf of the Corporation. The authority granted by the Board of Directors may be general or confined to specific instances.

ARTICLE EIGHT REIMBURSEMENTS

If the Internal Revenue Service disallows in whole or in part any payments made to an officer or other employee of the Corporation such as salary, commission, interest or rent, or incurred entertainment expense as a deductible expense, the officer or employee must reimburse the Corporation for the amount to the full extent of its disallowance. The Board of Directors must enforce payment of each amount disallowed. Instead of payment by the officer or other employee, the Board of Directors may authorize proportionate amounts to be withheld from his or her future compensation until the amount owed to the Corporation has been recovered.

ARTICLE NINE MISCELLANEOUS PROVISIONS

Section 9.01 Fiscal Year

The Corporation's fiscal year will end on the last day of December.

Section 9.02 Validity of Copies

Any person may rely on a copy of these Bylaws or any resolution of the Board of Directors that the Secretary certifies to be a true copy to the same effect as if it were an original.

Section 9.03 Singular and Plural; Gender

Unless the context requires otherwise, words denoting the singular may be construed as plural and words of the plural may be construed as denoting the singular. Words of one gender may be construed as denoting another gender as appropriate within the context. The word *or* used in a list of more than two items may function as both a conjunction and a disjunction as the context requires or permits.

Section 9.04 Resignation or Removal

The phrase *resignation or removal* means the voluntary or involuntary removal of a Director or officer, as the case may be, due to death, disability, removal by vote of the Shareholders or Directors (as the case may be), resignation, or refusal to act.

Section 9.05 Headings of Articles, Sections, and Subsections

The headings of Articles, Sections, and Subsections used within these Bylaws are included solely for the convenience and reference of the reader. They have no significance in the interpretation or construction of this Agreement.

Section 9.06 Notices

Unless otherwise stated, whenever these Bylaws call for Notice to be given, the notice must be given by electronic mail. The Secretary of the Corporation shall maintain an official ledger that contains the email addresses for each Officer, Director and Shareholder of the Corporation to receive notice. The email Notice shall have in the subject line, the general purpose of the Notice following the words "Revolutionary Clinics II, Inc.Inc. Notice of ." The body of the email shall contain the notice information required in other Sections of these Bylaws and, at a minimum, give the recipient sufficient information to be able to discern the purpose the Notice was sent. Delivery is deemed effective the same day that the email was sent unless the email was returned as undeliverable. If the email was returned undeliverable, then either actual Notice must be given or Notice given through regular U.S. mail service to the address on file with the Corporation.

Section 9.07 Waiver of Notice

Whenever any notice is required to be given under these Bylaws, the Articles of Organization, or any law, a written waiver of the notice, signed by the person or persons entitled to receive notice, whether before or after the time stated therein, is equivalent to the giving of that notice. Attending any meeting is a waiver of notice of the meeting except if the attendance is for the specific purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE TEN AMENDMENTS

The Board of Directors has the authority to amend, alter, or repeal these Bylaws, in whole or in part, and may from time to time make additional Bylaws. This action may be taken at any general or special meeting of the Board of Directors by a vote of the Directors. But if the action is to be taken at a special meeting, notice of the meeting must state that a purpose of the meeting will be to consider and act upon alterations, amendments, or repeal of the Bylaws.

ARTICLE ELEVEN INDEMNIFICATION

Section 11.01 Indemnifying Officers and Directors against Third-Party Lawsuits

The Corporation will indemnify a person who was or is a party or is threatened to be made a party to any threatened, pending, or completed legal action, civil, criminal, administrative, or investigative, because he or she is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise. This indemnity is against

expenses, including attorney fees, judgments, fines, and settlement amounts actually paid and reasonably incurred by him or her in connection with the legal action if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful. This indemnity does not extend to an action by or in the right of the Corporation

The termination of any legal action by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent will not of itself create a presumption that the person did not act in good faith and in a manner that he or she reasonably believed to be in or not opposed to the best interests of the Corporation, or, with respect to any criminal action, that he or she had reasonable cause to believe that the conduct was unlawful.

Section 11.02 Indemnifying Officers and Directors against Derivative Lawsuits

The Corporation will indemnify a person who was, is, or is threatened to be made a party to any threatened, pending, or completed legal action by or in the right of the Corporation to procure a judgment in its favor because he or she is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or another enterprise. The indemnity is against expenses, including attorney fees and settlement amounts actually paid and reasonably incurred by him or her in connection with the defense or settlement of the legal action if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation. But no indemnification will be made in respect of any claim, issue, or matter as to which the person was adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the court in which the legal action was brought determines upon application that, despite the adjudication of liability and in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for the expenses that the court determines proper.

Section 11.03 Discretionary Indemnification of Employees

The Board of Directors of the Corporation may extend, on a case-by-case basis, the indemnification provided in Section 11.01 and Section 11.02 of this Article to any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed legal action because he or she is or was an employee or agent of the Corporation other than a Director or officer of the Corporation. Despite the foregoing, the Corporation will be obligated to indemnify against expenses, including attorney fees, actually and reasonably incurred by an employee or agent as a result of a legal action (described in Section 11.01 and Section 11.02 of this Article) to the extent the employee or agent has successfully defended the legal action on the merits or otherwise.

Section 11.04 Determining Indemnatee's Compliance with Standard of Conduct

Any indemnification under Section 11.01, Section 11.02, and Section 11.03 of this Article, unless ordered by a court, will be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the foregoing Sections. The determination will be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to the action, suit, or proceeding. If a quorum is not obtainable, or even if obtainable, if a quorum of disinterested Directors so directs, the determination will be made by independent legal counsel in a written opinion, or by the Shareholders.

Section 11.05 Advance Payment of Expenses

The Corporation may pay expenses incurred in defending a civil or criminal action against a Director, officer, employee, or agent in advance of the action's final disposition as authorized by the Board of Directors. In each specific case, the Corporation must have received an undertaking by or on behalf of the Director, officer, employee, or agent to repay the amount unless it is ultimately determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article.

Section 11.06 Survival of Indemnification

The indemnification provided by this Article will continue as to a person who has ceased to be a Director, officer, employee, or agent and will inure to the benefit of the person's heirs, executors, and administrators. This indemnification is not exclusive of any other rights to which those seeking indemnification may be otherwise legally entitled.

Section 11.07 Insurance on Indemnitees

In order to satisfy its obligations under these Bylaws, the Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Corporation and who is indemnified against liabilities under this Article.

Section 11.08 Definitions

For the purpose of this Article, references to *Corporation* include all constituent corporations absorbed in a consolidation or merger and this Corporation. Any person who is or was a Director, officer, employee, or agent of a constituent corporation or is or was serving at the request of a constituent corporation, partnership, joint venture, trust, or other enterprise in one of those capacities will stand in the same position under this Article with respect to this Corporation as if he or she had served this Corporation in the same capacity.

For purposes of this Article:

- a. *other enterprise* includes employee benefit plans;
- b. *fin*es includes any excise taxes assessed on a person with respect to an employee benefit plan; and

- c. *serving at the request of the Corporation* includes any service as a Director, officer, employee, or agent of the Corporation that imposes duties on, or involves services by, the Director, officer, employee, or agent with respect to an employee benefit plan, its participants, or its beneficiaries.

A person who acted in good faith and in a manner he or she reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan will be considered to have acted in a manner *not opposed to the best interests of the Corporation* as referred to in this Article.

This Action is effective on the date the Articles of Conversion is approved by the Office of the Secretary of the Commonwealth of Massachusetts and is adopted by resolution by the sole Shareholder of the Corporation and the Board, each by unanimous written consent.

By: 
Keith Cooper (Jun 5, 2018)

Keith W. Cooper, Secretary

**UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF DIRECTORS AND THE SHAREHOLDERS OF
REVOLUTIONARY CLINICS II, INC.**

In accordance with Section 156 of the General Laws of Massachusetts and the Bylaws of Revolutionary Clinics II, Inc. Inc. (the "*Company*"), the undersigns, constituting all of the directors of the Company (the "*Board*") hereby take the following actions and adopt the following resolutions by unanimous written consent without a meeting to be effective as of the date the Office of the Secretary of the Commonwealth of Massachusetts approves the Company's Articles of Conversion filed pursuant to Section 950 of the Code of Massachusetts Regulations (the "*Effective Date*");

1. Adoption of the Amended and Restated Bylaws

RESOLVED: that the Board approves and adopts the Amended and Restated Bylaws of the Company in which this Resolution is attached.

RESOLVED: that the Board approves and adopts the Amended and Restated Bylaws of the Company in which this Resolution is attached.

The undersigns representing the sole Shareholder of the Company and all of the Board of Directors of the Company hereby express our unanimous consent that the foregoing accurately reflects the Resolutions adopted effective on the Effective Date.

Attested to and Acknowledged:

By: Jayne Vining
Jayne Vining (Jun 1, 2018)

Jayne Vining, Director

By: Keith Cooper
Keith Cooper (Jun 5, 2018)

Keith W. Cooper, Director and as CEO of the
Sole Shareholder C D Services of America, LLC

By: robert bohlen
robert bohlen (Jun 4, 2018)

Robert Bohlen, as Director

By: lillian montalto
lillian montalto (Jun 5, 2018)

Lillian Montalto, Director

By: Tyler Richards
Tyler Richards (Jun 5, 2018)

Tyler Richards, Director

By: G. Ryan Ansin

G. Ryan Ansin, Director













Amended and Restated Bylaws of Clinics & Resolutions.

Adobe Sign Document History

06/05/2018


Created:	05/31/2018
By:	Liliana Carrillo (lily@ekirklandlaw.com)
Status:	Signed
Transaction ID:	CBJCHBCAABAAYlXDa1-Ropvcg8m29acUuttR-oDUyIP

"Amended and Restated Bylaws of Clinics & Resolutions." History

-  Document uploaded by Liliana Carrillo (lily@ekirklandlaw.com) from Acrobat
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Signature Date: 06/05/2018 - 6:17:48 AM PDT - Time Source: server- IP address: 100.17.33.3

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06/05/2018 - 7:08:42 AM PDT- IP address: 50.198.121.217

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THE COMMONWEALTH OF MASSACHUSETTS
EXECUTIVE OFFICE OF LABOR AND WORKFORCE DEVELOPMENT
DEPARTMENT OF UNEMPLOYMENT ASSISTANCE

Charles D. Baker
GOVERNOR

Karyn E. Polito
LT. GOVERNOR



362425062

Rosalin Acosta
SECRETARY

Richard A. Jeffers
DIRECTOR

Revolutionary Clinics II, Inc.
9 Bartlet Street Unit 335
ANDOVER, MA 01810-3056

EAN: 22177099
July 30, 2021

Certificate Id:50018

The Department of Unemployment Assistance certifies that as of 7/30/2021 ,Revolutionary Clinics II, Inc. is current in all its obligations relating to contributions, payments in lieu of contributions, and the employer medical assistance contribution established in G.L.c.149,§189.

This certificate expires in 30 days from the date of issuance.

Richard A. Jeffers, Director

Department of Unemployment Assistance



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

mass.gov/dor

Letter ID: L2022140096
Notice Date: August 2, 2021
Case ID: 0-001-251-421



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



REVOLUTIONARY CLINICS II INC FRMR
9 BARTLET STREET SUITE 335
ANDOVER MA 01810

Why did I receive this notice?

The Commissioner of Revenue certifies that, as of the date of this certificate, REVOLUTIONARY CLINICS II INC FRMR LYCARDIAC ARRHYTHMIA SYNDROME FND is in compliance with its tax obligations under Chapter 62C of the Massachusetts General Laws.

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

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

What if I have questions?

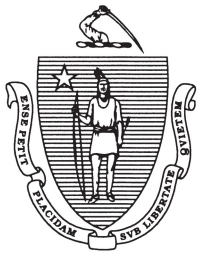
If you have questions, call us at (617) 887-6400 or toll-free in Massachusetts at (800) 392-6089, Monday through Friday, 9:00 a.m. to 4:00 p.m..

Visit us online!

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

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

Edward W. Coyle, Jr., Chief
Collections Bureau



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

William Francis Galvin
Secretary of the
Commonwealth

Date: August 05, 2021

To Whom It May Concern :

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

REVOLUTIONARY CLINICS II, INC.

is a domestic corporation organized on **May 31, 2018** , under the General Laws of the Commonwealth of Massachusetts. I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

Certificate Number: 21080143310

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

Processed by: ili

Plan for Obtaining Liability Insurance

Purpose

The purpose of this plan is to outline how Revolutionary Clinics II, Inc. (“RC”) will obtain and maintain the required General Liability and Product Liability insurance coverage as required pursuant to 935 CMR 500.105(10), or otherwise comply with this requirement.

Research

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

Plan

Once RC receives its Provisional Marijuana Establishment License we will engage with an insurance provider who is experienced in the legal marijuana industry.

RC will obtain and maintain general liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually, and product liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually.

The deductible for each policy will be no higher than \$5,000 per occurrence. In the event that RC cannot obtain the required insurance coverage, RC will place a minimum of \$250,000 in an escrow account. These funds will be used solely for the coverage of liabilities. RC will replenish this account within ten business days of any expenditure. RC will maintain reports documenting compliance with 935 CMR 500.105(10) in a manner and form determined by the Commission and make these reports available to the Commission upon request.

Revolutionary Clinics
Updated Business Plan
August 2021

Executive Summary

Revolutionary Clinics (RC) is a locally owned, locally operated company on a mission to achieve three outcomes:

1. To provide reliable, consistent, alternative medical options to its patients and adult-use customers through cannabis flower and expertly formulated derivatives of the plant
2. To create an exemplary corporate environment comprised of diverse professionals leveraging team-members' whole selves, backgrounds, and passions, embodying a progressive approach to for-profit enterprise
3. To achieve a scale and cost structure that allows for accessibility of tested, validated, and affordable options providing patients and customers a comprehensive suite of products representing the breadth of benefits cannabinoids can provide

RC was originally established as a vehicle to help fund a 501 (c) (3) organization in honor of our co-founder, Jayne Vining's, only daughter, Julie, who passed in December 2010 of a drug overdose after becoming addicted to prescription opioids. Jayne felt Julie would be alive today if medical marijuana had been accessible. Now, years into initial development and subsequent operations, that vision remains the driving force of RC's ethos in both its medical and adult-use business activity. After all, over 80% of adult-use consumers approach this product to satisfy an ongoing ailment similar to OTC supplements. RC therefore treats every person who enters, or will enter, our storefronts as a valued customer trying to *achieve a result* – be it a serious medical ailment like creating appetite for a chemo-patient, or creating emotional relief and levity for an anxious parent navigating the daily stresses of life.

Recognizing early the complexity of vertical integration, which was required for the first wave of companies in Massachusetts, RC has built a professional management team who have previously founded, grown, and run dozens of successful companies in Massachusetts. It has worked to establish the most energy-conscious cultivation facility in the state, leading the charge in incorporating geothermal cooling, liquid cooling of 100% LED lights, automation, and recyclable, child-resistant packaging. Following years of construction and development, RC initiated sales activity in November 2017 with its first dispensary in the city of Somerville, supplied by its cultivation and manufacturing facility in Fitchburg.

Led by Massachusetts native, Keith Cooper, RC has progressed steadily toward the fulfillment of the three listed elements of its mission. With unwavering focus on diverse hiring company-wide, localized employment proximate to each of its locations and industry-leading wages, and a steadfast focus on our people, RC has proven itself a home for team-members to start or continue *careers*, not mere jobs. This is foundational to RC management. Customers and patients are approaching the cannabis plant and its derivatives with hopeful optimism that its introduction or

supplementation to their lives can bring health and joy. Only fulfilled and dedicated professionals working throughout every level of the company can deliver on the promise to do so.

Finally, RC sees dedication to the communities wherein it operates as vital to its internal success. “That which is not good for the beehive cannot be good for the bees” asserted Marcus Aurelius. RC partners with local community organizations to identify and track the ways it can be of assistance to the most pertinent needs through both its corporate and philanthropic activity. Through the combination of proper and intentional business practices and oversight, aligned with efficiently contributing where and however it can, RC works to methodically improve its community and community-members’ health and lives every day.

Products and Services

Cultivation and Manufacturing

RC has constructed an energy-efficient cultivation and manufacturing facility in the Lower Cleghorn neighborhood of Fitchburg, MA, continuing a legacy of a co-founders’ family of prosperous job creation in that city. The factory touts geothermal cooling, LED lights, and dropped ceiling custom enclosures minimizing environmental conditioning load requirements all to provide the highest quality product with the most ecofriendly practices

To maintain a high-quality diverse range of flower varieties, RC has built forty separate grow rooms which harvest in accordance to a staggered fifty-five-day cycle providing ample selection for its consumers. RC has worked to gather and cultivate a balanced variety of strains to fit the diverse needs of consumers’ intended results.

Approximately 50% of the biomass generated within the factory is put through precise extraction processes to generate full spectrum and distilled oil to be utilized directly or further processed into edibles, topicals, tinctures, and professionally formulated, health-conscious combustible formats. In order to achieve viability in all economic categories, RC continuously works to balance job creation dedicated to manufacturing with automation. The blended goal of these two factors results in human-led R&D and low-volume creation, followed by job advancement and scaled automation to 1) maintain a happy and enriched work culture while 2) driving down unit cost to allow affordability to all. RC, while a Massachusetts-only firm, has been recognized as one of the preeminent operations nationally. National brands who seek exclusive partnerships for contract manufacturing and distribution in MA have chosen RC as their exclusive manufacturing partner. We have six brand partnerships already in operation and more to come in 2021.

Ultimately, with the combination of nearly two-hundred jobs, segmented workspaces for plentiful processed SKU selection, and expertly chosen, propagated, and harvested flower varieties, RC’s vertical integration allows for all to approach its suite of products to achieve their intended goals.

ASPIRE

RC is honored to have been invited to initiate operations in the first wave of legal cannabis activity early in Massachusetts' regulatory advancements. Aligned with its ethos and dedication to a prosperous community of cannabis-entrepreneurs, RC created a dedicated program to assist female-led, economic empowerment, and social equity license operators in their journey to operationalize their visions. Having learned much along the way, RC provides entrepreneurs with guidance in categories such as:

- Product training
- Security assurance and preemptive mock-inspections for regulatory preparedness
- Extended credit lines on inventory to open stores without the pressure assembling hundreds of thousands of dollars in cash on demand, atop myriad other startup fees
- Fundraising and presentation materials guidance
- Merchandising and product selection
- Inventory control and sales technology integration

By partnering without demanding any equity, control, or return whatsoever with hardworking, mission-aligned entrepreneurs RC fulfills its own mission and positions itself for mutually accretive activities each group is positioned to achieve together.

Retail Distribution

RC currently seeks allowance to progress from Medical Sales to co-location with both Medical and Adult-Use sales co-existing in its Somerville and Cambridge facilities. Management has drafted a plan, prepared for submittal and approval through the local zoning board, to construct a modular, eco-friendly dispensary in Leominster for Q1 2022 opening.

RC commenced operations in November 2017 in Somerville and since opened two additional medical-only facilities in Cambridge. In that time, RC maintains a clean record of security and compliance at its three existing retail stores. We have processed approximately 500,000 retail transactions and will bring that experience to the adult-use portion of the market in Leominster.

RC plans to utilize technology platforms for scheduling, online ordering, and avoidance of any disruption to its medical patients' access as well as queuing outside of its facilities. This is simply good practice for all parties as neither customers nor neighbors benefit from on-site delays or long wait times. During the COVID-19 pandemic, RC proved itself adept at updating its SOPs on a nearly daily basis in response to apprised scientific advisories and government mandates. Amidst many painful elements of this period, a silver lining is RC's validation of business practices that not only keep people healthier and safer, but also avoid the type of clustering and loitering neighboring communities can often be concerned with.

Wholesale Distribution

RC prides itself on providing the most diverse and comprehensive selection of strains and manufactured products in the local Massachusetts market, and matching that assortment with best-

in-class logistics and customer treatment. RC has demonstrated its professionalism to such a degree that our wholesale accounts clammer to establish ongoing monthly supply agreements to ensure their customers can rely on fully stocked shelves.

As stated above, RC has become the target contract manufacturer for established brands to be introduced to Massachusetts without frustrating laws that prevent the cross-state distribution of THC products. These products represent intellectual property (IP) designed and perfected over multiple years in their own markets, and assist in RC's ability to provide best-in-class optionality to satisfy the goals of local retail and wholesale consumers alike without taking years and spending millions of dollars to generate the target products. To achieve wide distribution of the most unique products, RC has a matrix-approach wherein 80% of its wholesale products go to 20% of the licenses through supply agreements and monthly orders, while 20% of its distinctive SKUs have wider distribution for state-wide access.

Nearly all SKUs with this distribution division are post-processed utilizing extracted and/or distilled THC in addition to other ingredients. RC has positioned itself within the local cannabis community to purchase excess bulk material for extraction, as well as oil itself to enable the extension of product manufacturing beyond what it can cultivate itself. This is in order to ensure wholesale distribution never threatens to disrupt the supply availability for its own retail outlets.

Market Analysis

In scanning the Massachusetts cannabis market with historic comparisons in mind from other geographies where cannabis legalization has evolved from illegal, to decriminalization, to medicinal allowance, to adult-use allowance, RC has identified the following categories to be paramount to a successful and socially responsible enterprise.

Education and Accessibility

As stated above, most consumers seek to achieve an *outcome*. That is to say, not everyone loves cannabis, yet they love what certain aspects of the cannabis plant allows them to accomplish or how to feel a certain way. This could be sleeping better, relieving anxiety to be able to focus on one's job or tasks, reducing pain attributed to an applicable injury or ailment in order to live life more fully, or replacing a bottle of wine to laugh a bit lighter.

With many forms of cannabis, myriad active ingredients, and dozens of ways to consume via various devices or delivery mechanisms, what consumers struggle with is a combination of "What should I be doing to maximize outcomes, but minimize risk?" and "where can I get this product without disrupting my life?"

RC has considered this combination of challenges intimately and proactively developed the wholesale matrix described above along with a medical-only (to date) home delivery option for patients to procure their solution-based products.

RC also matches this availability with a local-industry leading combination of free services such as:

- an online database of constantly updating FAQs specific to trending inquiries
- a call center receiving over thousands of calls monthly from consumers – adult use and medical alike – seeking advice on how to approach their cannabis-related options
- in person training on new devices and ailment-specific solutions for communities of patients and consumers
- in-store wholesale training to ensure RC's partners are educated on its own and its third-party licensed products

Cost meets Reliability

This access, as stated above, is only as good as affordability allows. Legal cannabis is currently expensive as a result of the, often prudent, regulatory environment forcing extraordinarily complex and taxed operations. For example, RC must have over two-hundred surveillance cameras in its facility, perform lab-testing every fifteen pounds of flower and each batch of MIPs (other states are every hundred pounds of flower and selectively test MIPs to ensure reliability cost effectively). Further, even the nature of registering agents (employees) in each department wherein they interact creates double to quadruple the necessary spend of \$500 per department per employee. These are three examples of many. This drives up the cost of legal cannabis products magnitudes higher than the unregulated illicit market, yet consumers demand comparative or lower pricing than the unlawful counterparts.

While it will be impossible to achieve the same cost-basis as the illicit market, by focusing on achieving the targeted effects consumers are reshaping their purchasing habits around, RC is working hard to provide cost effective options today that, with scale, can decrease in price over time. RC achieves this by studying and procuring ingredients and professionally formulated combinations with cannabinoids but also other non-regulated additives common to the “functional food” or enhanced nutrition markets. This could include chamomile and melatonin for sleep, coffee-based combinations or alertness, or lemon grass and tiger-balm in RC topicals dedicated to targeted pain relief. Ultimately, RC believes that, while the cannabis flower market is here to stay and must command a great deal of our attention toward perfection, all cannabinoids become ingredients. It is therefore the responsibilities of our product teams and associates to provide healthy, affordable, alternatives to medications with harmful side-effects or untested, inexpensive, illicit products for our consumers.

Trustworthiness

As a company, we can only be successful by having the most educated team who can be approached by any type of cannabis user and offer studied, validated responses. Where science has yet to confirm an efficacious strategy, ingredient, or compound, our team is transparent with what is anecdote compared to lore, compared to authenticated fact. In short, team-members express how others are approaching a particular target effect by way of the product and mechanism, providing as helpful of resources as possible. This approach, of focusing on having the most educated staff, encouraging the most inquisitive and ultimately sophisticated consumers, won RC the designation

of best Medical Dispensary of 2019 and garnered two spots in the Top Budtenders of the Country awards for our team-members by Entrepreneur Magazine.

This industry is ripe with snake-oil salespeople, and unvalidated claims on CPG products that the FDA and DEA are rightly working to quell. RC dedicates itself to being clear and concise, engaging with the consumers as much as possible to be helpful, yet never stepping beyond the boundaries of science.

Finally, RC has dedicated itself to ensuring via engagement and assembly community boards in each city wherein it operates to have clear and direct communication about what cannabis is, what it isn't, how to remain safe as a user, and keep your family safe along the way. We have displayed detailed warnings on our website, offer materials to families on risks and how to discuss cannabis with one's children, and steps to take if someone accidentally ingests any products. RC is glad data shows states and cities open to cannabis have decreases in teen use and abuse, and works to continue the trend of responsible, educated users.

Community Engagement

The “aspirational consumers” (6 of 10 Gen X, 7 of 10 Millennial, 8 of 10 gen-z) of America have paved the way for Conscious Capitalism. Further, Massachusetts consumers are even more outspoken regarding the necessity for companies to consider all stakeholders who directly or indirectly interact with a company's activity. Luckily for RC, this ethos resides in the very foundation of our company and, further, investors as well as Management work to maintain a growth and learning mindset in order to perpetually improve our corporate culture and all outcomes. This begins, but does not end, within the respective communities wherein we operate. RC has and will continue to donate tens of thousands of dollars to worthy local initiatives. We pay our team-members for their volunteer time that they offer organizations. We engage with local artists to display in our facilities. We provide extra love and care for our employees by ensuring their safety and economic fortitude throughout this pandemic offering double the required sick time under Massachusetts law. We work through ASPIRE and our daily-increasing list of avid entrepreneurs to support the prospering of other companies – Economic Empowerment, Social Equity, and female-led especially.

Beyond the local focus, we care deeply for the supply chain before and after goods arrive and depart our domains. RC is performing a company-wide audit of all its ingredients, packaging, and consumables to work toward a slavery-free and regenerative supply chain. This considers chocolate, coffee, sugar, sea-plastics, and beyond. Management is also working to align with recycling groups and reaching out to OEMs like vaporizer manufacturers to create systems to alleviate all products ending in landfills. In alignment with our dedication to enhancing our local communities, we have created Massachusetts' preeminent loyalty club for our medical patients. This RevAccess Club leverages the strength of the surrounding businesses to drive more local commerce, with discounts within the program, with a tidy secondary outcome of allowing patients and adult-use customers options to shop and eat locally while waiting for their products to be assembled and readied instead of queuing near or in its own facilities.

As an example of local involvement, in Somerville Revolutionary Clinics created and/or funded charity programs that helped veterans, the homeless, those with financial hardship, the epilepsy foundation, hunger, immigrants and community pride through regular grassroots fund raisers and donations. As a part of this effort, we formed a community advisory group made up of local residents and business owners to help us determine where we can best serve the community. The advisory group meets quarterly and consists of seven people that are business owners, local residents and those in community service.

In throughout 2017 - 2021 the group accessed the various non-profit organizations in Somerville and Cambridge that would be benefit from additional support. Throughout that time Revolutionary has helped dozens of organizations and efforts surrounding these towns and greater Boston. Upon applying for our HCA in Leominster, we ran a similar inspection and have committed to and already commenced monthly support for Jinny's Helping Hands and Beacon of Hope. We remain open to learn more, while the co-founder of Revolutionary, Ryan Ansin, remains dedicated to this community where he grew up.

As a company, Revolutionary Clinics takes its responsibility to the communities in which it works, very seriously.

Organization and Management Team

RC prides itself on its diverse team not due only to moral obligation nor company and management ethos, but because studies prove greater corporate outcomes by way of diverse minds establishing the plan and journeying together. RC hires locally whenever possible to improve engagement and job satisfaction, as well as to maximize community outcomes by centralizing impact in our key operational regions.

Keith W. Cooper, Chief Executive Officer, C D Services Board Member, Rev Clinics Board Member

Keith Cooper serves as the CEO of RC and sits on the Board of Directors of RevClinics and its parent company C D Services. Mr. Cooper, a serial entrepreneur, has served as the President and/or CEO of six tech companies over the past 30 years. Prior to RC, Keith was CEO of Constant Therapy (CT), a company revolutionizing the treatment of neurological disorders using science-based digital therapy on mobile devices. CT was acquired by a Private Equity firm in 2017. Prior to that, Keith was CEO of Connotate (web Big Data aggregation), President of Carbonite (#9 on the Inc. 500 list, Best Places to Work in Boston, Most Innovative Companies in New England, NASDAQ:CARB), CEO of webHancer (acquired by Microsoft), CEO of FaxNet (acquired by Critical Path) and GM of Trans National Communications (#12 on the Inc. 500 list).

Keith is a graduate of Harvard Business School (1988) and Harvard College (1983), where he graduated with honors and was the President of the Harvard Rugby Club. He is a member of the Harvard Business School Alumni Board, the Chair of the annual Alumni New Venture Competition and the Chairman of the Friends of Harvard Rugby.

Keith lives with his wife in Wayland, MA where he coached baseball and served as a Boy Scout leader for 7 years. One of his young adult sons is a professional golfer and the other has a machine learning degree from Brown University and currently works in Silicon Valley. He enjoys golf, tennis, sailing, and global adventure travel.

Jayne Vining – Co-Founder, C D Services Board Manager, RevClinics Board Member

Jayne Vining was the founder and Chief Executive Officer of The CAS Foundation, the Non-Profit corporation that had originally obtained the provisional licenses to cultivate and distribute medical marijuana in the state of Massachusetts. Ms. Vining is an authority and long-time proponent of the legalization of marijuana for medicinal use. She is an effective advocate and frequent lecturer on the value of medicinal marijuana and played a pivotal role in opening the eyes of local citizens to support medical marijuana dispensaries in their neighborhood given the overwhelming health benefits and major positive impacts on families the legalization and accessibility of cannabis allows.

G. Ryan Ansin, Co-Founder, C D Services Board Manager Chief Strategy Officer

Ryan Ansin is a serial entrepreneur who has been involved in the cannabis industry for more than five years, and he is one of the founders of the Company. Mr. Ansin has traveled all over the US and Europe searching for the latest technology in the cannabis industry, and he has led the technology development deployed in the state-of-the-art Fitchburg facility. Mr. Ansin is active in all aspects of the business and has accumulated vast contacts within the industry. Mr. Ansin is President of Greenwich-based Family Office Association and has built a portfolio of early and growth-stage investments in technology, real estate, biotech, and ethical fashion.

Within RC, Ansin is the Chief Strategy Officer and Business Development lead of RC. Having guided the vision of one of the country's largest indoor cultivation facilities and launch of RC; actively invested throughout the much of the professionalization of the emerging cannabis industry; and being President of Greenwich, CT-based Family Office Association, a group of 300 Single Family Offices, Ansin is requested to share his experience and vision globally. Ansin is often requested to speak at events such as: ArcView, GreenTable, CannaBrunch, Forbes 30 Under 30, Family Office Association, World Economic Forum and many more assemblies at the intersection of impact investors and investable assets.

Robert M. Bohlen – Co-Founder, C D Services Chairman

Robert Bohlen was one of the founders of the Company and serves as the C D Services Chairman of the Board. Mr. Bohlen is a serial entrepreneur with broad business experience ranging from agricultural to manufacturing companies in a wide variety of industries throughout his prolific business career. Mr. Bohlen was recognized as being one of the most productive real estate agents of all time; selling over 10,000 residential and commercial properties worth over \$4 billion. Mr. Bohlen provides strategic guidance to the Company's management as well as serves in a business development role. Mr. Bohlen received a bachelor's degree from the University of Illinois where he played basketball on a scholarship. Mr. Bohlen is a prolific art collector with his collections being showcased in major museums across the United States.

Lilian Montalto – Co-Founder, C D Services Board Member, RevClinics Board Manager

Lillian Montalto serves as one of the Managers on the Company's Board of Managers and provides strategic insight with regards to real estate matters and overall strategies of the Company. Ms. Montalto is the founder, broker, and principal of Lilian Montalto Signature Properties in Andover, Massachusetts and has vast real estate experience. For the past nineteen years, Ms. Montalto has been recognized as the number one real estate agent in New England and has been a keynote speaker at the National Association of Realtors Annual Conference as well as numerous Real Estate and Business seminars around the world, including Bali, Canada, Australia, New Zealand, South Africa, and the United States.

Tyler Richards – Co-Founder, C D Services Board Manager

Tyler Richard's is one of the founders of the Company and was instrumental in the selection of the Fitchburg Facility. After the facility was acquired, Mr. Richards played a key role in overseeing its extensive build out. Mr. Richards also played a pivotal role in developing a demographic model based on a wide variety of factors that were used to narrow the Company's focus on the most desirable areas to locate its dispensaries. Mr. Richards is active in the commercial real estate market and has extensive construction management experience. His experience in the nuances of the Massachusetts licensed marijuana industry compliments his ability to plan and select the best sites for the Company. Mr. Richards received a B.A. degree in Construction Management from the University of Massachusetts at Amherst.

5-Year Financial Plan

	2021	2022	2023	2024	2025
Gross Revenues	\$78,734,340	\$100,553,264	\$ 122,293,178	\$ 124,127,575	\$ 126,610,127
Net Revenues	\$73,270,055	\$94,747,436	\$ 116,487,350	\$ 118,234,660	\$ 120,599,353
COGS	\$31,730,762	\$35,853,022	\$ 41,563,665	\$ 42,187,120	\$ 43,030,862
Operating Expenses	\$18,565,721	\$21,615,715	\$ 26,980,432	\$ 27,385,138	\$ 27,932,841
EBITDA	\$22,973,572	\$37,278,698	\$ 42,623,852	\$ 48,662,402	\$ 49,635,650

Restricting Access to Age 21 or Older

As a co-located adult use and medical use location, and pursuant to 935 CMR 500.140(2), upon entry into the premise of Revolutionary Clinics II, Inc. ("RC") by an individual, an RC agent shall immediately inspect the individual's proof of identification. An individual shall not be admitted to the premise unless the retailer has verified that the individual is 21 years of age or older by offering proof of identification. RC's management team is responsible for ensuring that all persons who enter the facility or are otherwise associated with the operations of RC are 21 years of age or older.

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

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

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

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

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

All Limited Access areas will be clearly described by the filing of a diagram of the registered premises, as determined by the Commission, reflecting, where applicable, entrances and exits, walls, partitions, vegetation, flowering, processing, production, storage, disposal and retail sales areas. Access to Limited Access areas will be restricted to employees, agents or volunteers

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specifically permitted by RC, agents of the Commission, state and local law enforcement and emergency personnel. All RC employees will visibly display an employee identification badge issued by RC at all times while RC's Marijuana Establishments or transporting marijuana.

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Separating Recreational from Medical Operations

Revolutionary Clinics II, Inc. ("RC") at this time will only be operating an adult-use Retail Marijuana Establishment in Leominster.

Personnel Policies Summary

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

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

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

RC will maintain records of compliance with all training requirements pursuant to 935 CMR 500.105(2). The records will be maintained for four years and RC will make the records available for inspection upon request. All of our employees who are agents will receive the training required for each license under which the agent is registered, including, without limitation, with respect to privacy and confidentiality requirements, which may result in instances that would require such an agent to participate in more than 8 hours of training.

All RC policies will include a staffing plan and corresponding records in compliance with 935 CMR 500.105(1)(i) and ensure that all employees are aware of the alcohol, smoke, and drug-free workplace policies in accordance with 935 CMR 500.105(1)(k). RC will also implement policies to ensure the maintenance of confidential information pursuant to 935 CMR 500.105(1)(l). RC will enforce a policy for the immediate dismissal of agents for prohibited offenses including but not limited to diversion of marijuana, unsafe practices, or a conviction or guilty pleas for a felony charge of distribution to a minor according to 935 CMR 105(1)(m).

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

Procedures for Quality Control and Testing

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

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

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

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

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

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

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

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

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

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

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

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

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

Record Keeping Procedure

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

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

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

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

Energy Compliance Plan

At all times, Revolutionary Clinics II, Inc.'s ("RC") Retail Marijuana Establishment will satisfy minimum energy efficiency and conservation standards as required by the Commission and in accordance with 935 CMR 500.105(15). RC will strive to reduce energy demand, including by not limited to, the following:

- 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 a lighting schedules, active load management and energy storage;
- Replacement of the garage doors with high performance low-E glazing;
- Insulate remaining three walls and the ceiling to meet or exceed the Energy Code for commercial buildings;
- Purchase and installation of LED lights, where feasible;
- Utilization of advanced and energy efficient HVAC systems;
- Insulated glazing;
- New building insulation, where feasible; and
- New exterior doors where feasible.

The project will be in compliance with the International Building Code's requirements for sustainable and energy conservation in construction. RC will work closely with the utility to create and execute an energy savings plan, including:

- Understanding of how we consume energy through analysis generation;
- Compare our operation with similar businesses and act accordingly;
- Solicit customized energy improvement recommendations from professionals and determine how and if such recommendations can be incorporated into our business plan; and
- Engagement with energy efficiency programs offered pursuant to MGL c. 25 sec. 21, or through municipal lighting plants in accordance with 935 CMR 500.105(15).

Maintaining Financial Records

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

RC will conduct monthly sales equipment and data software checks and initiate reporting requirements for discovery of software manipulation as required by 935 CMR 500.140(5)(d). RC will not utilize software or other methods to manipulate or alter sales data in compliance with 935 CMR 500.140(5)(c). RC will 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. RC will maintain records that it has performed the monthly analysis and produce it upon request to the Commission. If RC determines that software had been installed for the purpose of manipulation or alteration of sales data or other methods have been utilized to manipulate or alter sales data we will: disclose the information to the Commission; cooperate with the Commission in an investigation relative to data manipulation; and take other action as directed by the Commission to comply with the applicable regulations. Pursuant to 935 CMR 500.140(5)(e), RC will comply with 830 CMR 62C.25.1: *Record Retention* and DOR Directive 16-1 regarding recordkeeping requirements.

RC financial records will be available for inspection by the Commission, upon request. The financial records will be maintained in accordance with generally accepted accounting principles. Following the closure of RC, all records will be kept for at least two years at the expense of RC and in a form and location acceptable to the Commission, in accordance with 935 CMR 500.105(9)(g). Financial records shall be kept for a minimum of three years from the date of the filed tax return, in accordance with 830 CMR 62C.25.1(7) and 935 CMR 500.140(5)(e).

Qualifications and Training

Pursuant to 935 CMR 500.105(2)(a) Revolutionary Clinics II Inc. (“RC”) will ensure all dispensary agents complete training prior to performing job functions. Training will be tailored to the role and responsibilities of the job function. Dispensary agents will be trained for a minimum of one week before acting as a dispensary agent. At a minimum, staff shall receive eight hours of on-going training annually. New dispensary agents will receive employee orientation prior to beginning work with RC. Each department managed will provide orientation for dispensary agents assigned to their department. Orientation will include a summary overview of all the training modules. Marijuana Establishment Agents will first take the Basic Core Curriculum pursuant to 935 CMR 500.105(2).

In accordance with 935 CMR 500.105(2), all current owners, managers and employees of RC that are involved in the handling and sale of marijuana will successfully complete Responsible Vendor Training Program (“RVT”), and once designated a “responsible vendor” require all new employees involved in handling and sale of marijuana to complete the Basic Core Curriculum within 90 days of hire. After successful completion of the Basic Core Curriculum, each Marijuana Establishment Agent involved in the handling or sale of Marijuana for adult use shall fulfill the four-hour RVT requirement every year thereafter for the Marijuana Establishment to maintain designation as a Responsible Vendor. RC will maintain records of responsible vendor training compliance, pursuant to 935 CMR 500.105(2)(b). Responsible vendor training shall include: discussion concerning marijuana effect on the human body; diversion prevention; compliance with tracking requirements; identifying acceptable forms of ID, including medical patient cards; and key state and local laws.

In addition to the Basic Core Curriculum, all Marijuana Establishment Agents acting as delivery employees of a Delivery Licensee or a Marijuana Establishment with a Delivery Endorsement shall have attended and successfully completed Delivery Core Curriculum, pursuant to 935 CMR 500.105(2).

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

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

A list of anticipated positions and their qualifications are:

Leadership (4 positions anticipated) – General Managers and Assistant General Managers at Revolutionary Clinics have experience in retail, human relations, communications and, ideally, significant knowledge of the products and physiological effects of cannabis. They are qualified to be trusted with logistics, technology integration, scheduling, and small interpersonal dispute settlement that can arise in any organization.

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Fulfillment (6 positions anticipated) - Fulfillment Team Members have experience with other detail oriented tasks. They are good communicators and have a history of team work, high-paced and at times repetitive jobs while keeping positive attitudes and environments. FMs at Revolutionary recognize that accuracy is critical and their attention to detail changes the lives of our clients who rely on timely and accurate selection of their products. FMs fulfill inventory requests for patients and keep inventory controls in accordance with compliance and law. They also process incoming product deliveries, ensure label and system accuracy, and maintain a clean and organized stockroom.

Patient Advocates (10-15 positions anticipated) - Patient Advocates, also known as "BudTenders" in the cannabis industry, often have a history of retail, consumer facing positions. They are educated in cannabis, Revolutionary's products as well as those derived from third parties. They are kind, deliberate, and always aware of the intricacies of how different form factors of cannabis impact inquisitive clients who are seeking not just products but also an education.

Diversity Plan

It is the intent of Revolutionary Clinics II, Inc. (“RC”) to promote a diverse workforce. RC is committed to promoting equity among all employees while also ensuring inclusion and equity among minorities, women, veterans, LGBTQ+-identified populations, and people with disabilities in the makeup of our workforce. The purpose of this document is to serve as a summary of RC’s Diversity Plan that aims to ensure that we are a diverse and inclusive company, promoting discrimination-free work environments and to provide the ability for all RC employees to use their individual backgrounds, experiences and talents to promote the overall goals of the company.

Goals and Initiatives

GOAL 1: Recruit and hire a diverse workforce that is made up of at least 50% women, 25% minorities, and 15% veterans, LGBTQ+ individuals and people with disabilities with an overall goal to increase the number of individuals falling into these demographics working for RC.

Proposed Initiative: RC is committed to building a diverse workforce. RC will use a variety of mediums to recruit and attract potential employees to the company and will post job opportunities as needed. RC will seek a diverse group of employees through the following:

- Create gender-neutral job descriptions;
- Recruit from state and local employment staffing groups such as Masshire Career Center;
- Post hiring needs in diverse publications such as a variety of web-based recruitment platforms such as indeed.com, LinkedIn, Handshake, and others
- Participate in local hiring events and job fairs, at least two annually, including events held by the Massachusetts Cannabis Business Association (MassCBA);
- Develop partnerships with local colleges and universities to support providing opportunities to the local community.
- Attend community group meetings in and around Leominster, at least two annually, to introduce RC, address hiring needs, and attract a diverse array of individuals.

RC will adhere to the requirements set forth in 935 CMR 500.105(4) relative to the permitted and prohibited advertising, branding, marketing, and sponsorship practices of marijuana establishments.

RC will engage with community groups and leaders on an ongoing basis to further identify ways in which to attract candidates that may not otherwise be aware of employment opportunities with RC.

Metrics and Evaluation: RC will assess the demographics and make up of our employee pool to determine its success in meeting its goal of increasing diversity in these positions. RC will annually analyze its staffing makeup and based upon the outcome of those analytics, determine what steps are necessary to further increase the diversity of RC. RC will assess and review its

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progress within a year of receiving its Provisional License from the Commission and then, annually, thereafter. Based upon this annual review, RC can then determine what steps, if any, are necessary to take to better accomplish this goal. RC will submit information to the Commission outlining the progress toward this goal during annual license renewal, which shall be filed with the Commission at least 60 days prior to the annual renewal date.

GOAL 2: RC is committed to ensuring full participation in the cannabis industry in Massachusetts but supporting cannabis businesses that are minority-owned companies, women-owned companies, social equity program entrepreneurs and certified economic empowerment candidates with a goal of having at least 10% of its wholesale contracts go to these identified businesses at least in proportion to their representation in the MA industry.

Proposed Initiative: To accomplish this goal, RC will prioritize minority-owned companies, women-owned companies, social equity program participants, and certified economic empowerment candidates when offering wholesale contracts for either the sale and/or purchase of marijuana and marijuana-infused products.

Metrics and Evaluation: RC will measure how many of its wholesale supply contracts are held by minority-owned or women-owned companies, social equity program entrepreneurs and/or certified economic empowerment candidates and will calculate the percentage of its contracts held by these identified groups. RC will assess these percentages annually and will be able to demonstrate and document to the Commission the progress or success will be documented one year from provisional licensure.

GOAL 3: Create a safe, accepting and respectful work environment for all employees of RC.

Proposed Initiative: RC intends to employ two initiatives in order to accomplish this goal. First, RC will work to employ a Diversity, Equity, and Inclusion Manager to promote internal DE&I initiatives as developed by the Manager and prioritize actions which will have the largest positive impact to DE&I within our culture. While the initiatives will ultimately be developed by the DE&I Manager, RC expects these initiatives will include such things as sensitivity and bias training seminars and leadership workshops that focus on equity and inclusion. Second, RC will conduct a semi-annual, company-wide engagement survey with the intent of eliciting feedback on the work environment. The content of the surveys will engage the moral of the diverse and non-diverse populations of the establishment and solicit feedback and/or suggestions to promote equity. These surveys can be anonymous to ensure that all employees feel empowered to submit feedback.

Metrics and Evaluation: RC will evaluate the feedback received by the surveys with a goal of having at least 80% of our employees describe RC as a safe, accepting and respectable work environment. All comments and feedback will be reviewed and documented by our senior management team. Each year, the senior management team will identify the areas for improvement and develop goals on how to address these areas. The feedback and related goals will enable RC to demonstrate to the Commission the success of its progress upon the renewal of

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its license annually. The information will be submitted to the Commission at least 60 days prior to the annual license renewal date.

Conclusion

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