



Massachusetts Cannabis Control Commission

Marijuana Cultivator

General Information:

License Number: MC281928
Original Issued Date: 04/11/2019
Issued Date: 03/11/2021
Expiration Date: 04/11/2022

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Theory Wellness Inc

Phone Number: 413-429-6472 Email Address: nick@theorywellness.org

Business Address 1: 237 Bow Wow Road

Business Address 2:

Business City: Sheffield

Business State: MA

Business Zip Code: 01257

Mailing Address 1: 38 Montvale Ave

Mailing Address 2: #210

Mailing City: Stoneham

Mailing State: MA

Mailing Zip Code: 02180

CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Not a DBE

PRIORITY APPLICANT

Priority Applicant: yes

Priority Applicant Type: RMD Priority

Economic Empowerment Applicant Certification Number:

RMD Priority Certification Number: RPA201916

RMD INFORMATION

Name of RMD: Theory Wellness Inc.

Department of Public Health RMD Registration Number: 012

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: 17.83

Percentage Of Control: 16.66

Role: Board Member

Other Role:

First Name: Nick

Last Name: Friedman

Suffix:

Gender: Male

User Defined Gender:

Date generated: 03/25/2021

Page: 1 of 12

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: 17.83

Percentage Of Control: 16.66

Role: Board Member

Other Role:

First Name: Brandon

Last Name: Pollock

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: 17.83

Percentage Of Control: 16.66

Role: Owner / Partner

Other Role:

First Name: Andrew

Last Name: Linegar

Suffix:

Gender: Male

User Defined Gender:

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

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 4

Percentage Of Ownership: 1

Percentage Of Control: 16.66

Role: Board Member

Other Role:

First Name: Hunter

Last Name: Pollock

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 5

Percentage Of Ownership: 17.83

Percentage Of Control: 16.66

Role: Owner / Partner

Other Role:

First Name: Steven

Last Name: Derrey

Suffix:

Gender: Male

User Defined Gender:

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

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 6

Percentage Of Ownership: 3

Percentage Of Control: 16.66

Role: Board Member

Other Role:

First Name: Asher

Last Name: Woodworth

Suffix:

Gender: Male

User Defined Gender:

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

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 7

Percentage Of Ownership: 1

Percentage Of Control:

Role: Other (specify)

Other Role: Board Observer

First Name: Benjamin

Last Name: Friedman

Suffix:

Date generated: 03/25/2021

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

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY
No records found

CLOSE ASSOCIATES AND MEMBERS
No records found

CAPITAL RESOURCES - INDIVIDUALS
No records found

CAPITAL RESOURCES - ENTITIES
Entity Contributing Capital 1

Entity Legal Name: Theory Wellness Inc	Entity DBA:		
Email: nick@theorywellness.org	Phone: 413-429-6472		
Address 1: 38 MONTVALE AVE	Address 2: #210		
City: Stoneham	State: MA	Zip Code: 02180	
Types of Capital: Monetary/Equity	Other Type of Capital:	Total Value of Capital Provided: \$75000	Percentage of Initial Capital: 100
Capital Attestation: Yes			

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES
Business Interest in Other State 1

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner			
Owner First Name:	Owner Last Name: Pollock	Owner Suffix:	
Brandon			
Entity Legal Name: Temescal Wellness Inc.		Entity DBA:	
Entity Description: Medical Cannabis cultivation and dispensary in New Hampshire			
Entity Phone:	Entity Email:	Entity Website:	
603-285-9383	info@temescalwellness.org		
Entity Address 1: PO Box 1661		Entity Address 2:	
Entity City: Hampton	Entity State: NH	Entity Zip Code: 03843	Entity Country: USA
Entity Mailing Address 1: PO Box 1661		Entity Mailing Address 2:	
Entity Mailing City:	Entity Mailing State: NH	Entity Mailing Zip Code:	Entity Mailing Country:
Hampton		03843	USA

Business Interest in Other State 2

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner			
Owner First Name: Nick	Owner Last Name: Friedman	Owner Suffix:	
Entity Legal Name: Magellan Unlimited LLC		Entity DBA: The union PDX	
Entity Description: Medical Marijuana Retail Facility			
Entity Phone:	Entity Email:	Entity Website:	
413-429-6472	nfriedman12188@gmail.com		
Entity Address 1: 2836 SE Colt Dr.		Entity Address 2: #179	
Entity City: Portland	Entity State: OR	Entity Zip Code: 97202	Entity Country: USA
Entity Mailing Address 1: 2836 SE Colt Dr.		Entity Mailing Address 2: #179	

Entity Mailing City: Portland	Entity Mailing State: OR	Entity Mailing Zip Code: 97202	Entity Mailing Country: USA
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Business Interest in Other State 3

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

Owner First Name: Nick	Owner Last Name: Friedman	Owner Suffix:	
Entity Legal Name: Northern Passage LLC		Entity DBA:	
Entity Description: Medical Marijuana Cultivation Facility			
Entity Phone: 413-429-6472	Entity Email: nfriedman12188@gmail.com	Entity Website:	
Entity Address 1: 942 Windmere Drive NW		Entity Address 2:	
Entity City: Salem	Entity State: OR	Entity Zip Code: 97304	Entity Country: USA
Entity Mailing Address 1: 9220 Barbur Blvd		Entity Mailing Address 2:	
Entity Mailing City: Portland	Entity Mailing State: OR	Entity Mailing Zip Code: 97219	Entity Mailing Country: USA

Business Interest in Other State 4

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

Owner First Name: Andrew	Owner Last Name: Linegar	Owner Suffix:	
Entity Legal Name: Sea Breeze Alternatives LLC		Entity DBA:	
Entity Description: Equipment Leasing / Consulting			
Entity Phone: 207-751-3827	Entity Email: Seabreezealternatives@gmail.com	Entity Website:	
Entity Address 1: 18 Lewis Street		Entity Address 2: #2	
Entity City: Portland	Entity State: ME	Entity Zip Code: 04102	Entity Country: USA
Entity Mailing Address 1: PO Box 1909		Entity Mailing Address 2:	
Entity Mailing City: Portland	Entity Mailing State: ME	Entity Mailing Zip Code: 04104	Entity Mailing Country: USA

Business Interest in Other State 5

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

Owner First Name: Steven	Owner Last Name: Derrey	Owner Suffix:	
Entity Legal Name: Sea Breeze Alternatives LLC		Entity DBA:	
Entity Description: Equipment Leasing / Consulting			
Entity Phone: 207-751-3827	Entity Email: Seabreezealternatives@gmail.com	Entity Website:	
Entity Address 1: 18 Lewis Street		Entity Address 2: #2	
Entity City: Portland	Entity State: ME	Entity Zip Code: 04102	Entity Country: USA
Entity Mailing Address 1: PO Box 1909		Entity Mailing Address 2:	
Entity Mailing City: Portland	Entity Mailing State: ME	Entity Mailing Zip Code: 04104	Entity Mailing Country: USA

Business Interest in Other State 6

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

Owner First Name: Andrew	Owner Last Name: Linegar	Owner Suffix:
Entity Legal Name: Glass Water Ventures LLC		Entity DBA:

Entity Description: Consulting/ Equipment Leasing

Entity Phone:

207-420-7824

Entity Email:

andrewlinegar@gmail.com

Entity Website:

Entity Address 1: 18 Lewis Street

Entity Address 2: #2

Entity City: Portland

Entity State: ME

Entity Zip Code: 04102

Entity Country: USA

Entity Mailing Address 1: PO Box 1909

Entity Mailing Address 2:

Entity Mailing City:

Portland

Entity Mailing State: ME

Entity Mailing Zip Code:

04104

Entity Mailing Country:

USA

Business Interest in Other State 7

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

Owner First Name: Steven

Owner Last Name: Derrey

Owner Suffix:

Entity Legal Name: Glass Water Ventures LLC

Entity DBA:

Entity Description: Consulting/ Equipment Leasing

Entity Phone:

207-420-7824

Entity Email:

andrewlinegar@gmail.com

Entity Website:

Entity Address 1: 18 Lewis St.

Entity Address 2: #2

Entity City: Portland

Entity State: ME

Entity Zip Code: 04102

Entity Country: USA

Entity Mailing Address 1: PO Box 1909

Entity Mailing Address 2:

Entity Mailing City:

Portland

Entity Mailing State: ME

Entity Mailing Zip Code:

04104

Entity Mailing Country:

USA

Business Interest in Other State 8

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

Owner First Name: Nick

Owner Last Name: Friedman

Owner Suffix:

Entity Legal Name: V10 Consulting LLC

Entity DBA:

Entity Description: Business Consulting Services

Entity Phone: 413-429-6472

Entity Email:

nick@v10consulting.com

Entity Website:

Entity Address 1: 10041 Topanga Canyon Blvd

Entity Address 2: #22

Entity City: Chatsworth

Entity State: CA

Entity Zip Code: 91311

Entity Country: USA

Entity Mailing Address 1: 16830 Ventura Blvd

Entity Mailing Address 2: #360

Entity Mailing City: Encino

Entity Mailing State: CA

Entity Mailing Zip Code:

91436

Entity Mailing Country:

USA

Business Interest in Other State 9

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

Owner First Name: Nick

Owner Last Name: Friedman

Owner Suffix:

Entity Legal Name: Kit With It LLC

Entity DBA:

Entity Description: Online retail gift store

Entity Phone: 413-429-6472

Entity Email:

nfriedman12188@gmail.com

Entity Website:

Entity Address 1: 2711 Centerville Rd

Entity Address 2: Suite 400

Entity City: Wilmington

Entity State: DE

Entity Zip Code: 19808

Entity Country: USA

Entity Mailing Address 1: 2711 Centerville Rd

Entity Mailing Address 2: Suite 400

Entity Mailing City:

Entity Mailing State: DE

Entity Mailing Zip Code:

Entity Mailing Country:

Wilmington	19808	USA
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DISCLOSURE OF INDIVIDUAL INTERESTS

Individual 1

First Name: Brandon	Last Name: Pollock	Suffix:
Marijuana Establishment Name: Theory Wellness Inc.	Business Type: Marijuana Retailer	
Marijuana Establishment City: Great Barrington	Marijuana Establishment State: MA	

Individual 2

First Name: Brandon	Last Name: Pollock	Suffix:
Marijuana Establishment Name: Theory Wellness Inc.	Business Type: Marijuana Cultivator	
Marijuana Establishment City: Bridgewater	Marijuana Establishment State: MA	

Individual 3

First Name: Brandon	Last Name: Pollock	Suffix:
Marijuana Establishment Name: Theory Wellness Inc.	Business Type: Marijuana Product Manufacture	
Marijuana Establishment City: Bridgewater	Marijuana Establishment State: MA	

Individual 4

First Name: Nick	Last Name: Friedman	Suffix:
Marijuana Establishment Name: Theory Wellness Inc.	Business Type: Marijuana Retailer	
Marijuana Establishment City: Great Barrington	Marijuana Establishment State: MA	

Individual 5

First Name: Nick	Last Name: Friedman	Suffix:
Marijuana Establishment Name: Theory Wellness Inc	Business Type: Marijuana Cultivator	
Marijuana Establishment City: Bridgewater	Marijuana Establishment State: MA	

Individual 6

First Name: Nick	Last Name: Friedman	Suffix:
Marijuana Establishment Name: Theory Wellness Inc	Business Type: Marijuana Product Manufacture	
Marijuana Establishment City: Bridgewater	Marijuana Establishment State: MA	

Individual 7

First Name: Andrew	Last Name: Linegar	Suffix:
Marijuana Establishment Name: Theory Wellness Inc	Business Type: Marijuana Retailer	
Marijuana Establishment City: Great Barrington	Marijuana Establishment State: MA	

Individual 8

First Name: Andrew	Last Name: Linegar	Suffix:
Marijuana Establishment Name: Theory Wellness Inc	Business Type: Marijuana Cultivator	
Marijuana Establishment City: Bridgewater	Marijuana Establishment State: MA	

Individual 9

First Name: Andrew	Last Name: Linegar	Suffix:
Marijuana Establishment Name: Theory Wellness Inc	Business Type: Marijuana Product Manufacture	
Marijuana Establishment City: Bridgewater	Marijuana Establishment State: MA	

Individual 10

First Name: Steven	Last Name: Derrey	Suffix:
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Marijuana Establishment Name: Theory Wellness Inc.	Business Type: Marijuana Retailer
Marijuana Establishment City: Great Barrington	Marijuana Establishment State: MA

Individual 11

First Name: Steven	Last Name: Derrey	Suffix:
Marijuana Establishment Name: Theory Wellness Inc.	Business Type: Marijuana Cultivator	
Marijuana Establishment City: Bridgewater	Marijuana Establishment State: MA	

Individual 12

First Name: Steven	Last Name: Derrey	Suffix:
Marijuana Establishment Name: Theory Wellness Inc.	Business Type: Marijuana Product Manufacture	
Marijuana Establishment City: Bridgewater	Marijuana Establishment State: MA	

Individual 13

First Name: Hunter	Last Name: Pollock	Suffix:
Marijuana Establishment Name: Theory Wellness Inc.	Business Type: Marijuana Retailer	
Marijuana Establishment City: Great Barrington	Marijuana Establishment State: MA	

Individual 14

First Name: Hunter	Last Name: Pollock	Suffix:
Marijuana Establishment Name: Theory Wellness Inc.	Business Type: Marijuana Cultivator	
Marijuana Establishment City: Bridgewater	Marijuana Establishment State: MA	

Individual 15

First Name: Hunter	Last Name: Pollock	Suffix:
Marijuana Establishment Name: Theory Wellness Inc.	Business Type: Marijuana Product Manufacture	
Marijuana Establishment City: Bridgewater	Marijuana Establishment State: NY	

Individual 16

First Name: Asher	Last Name: Woodworth	Suffix:
Marijuana Establishment Name: Theory Wellness Inc.	Business Type: Marijuana Retailer	
Marijuana Establishment City: Great Barrington	Marijuana Establishment State: MA	

Individual 17

First Name: Asher	Last Name: Woodworth	Suffix:
Marijuana Establishment Name: Theory Wellness Inc.	Business Type: Marijuana Cultivator	
Marijuana Establishment City: Bridgewater	Marijuana Establishment State: MA	

Individual 18

First Name: Asher	Last Name: Woodworth	Suffix:
Marijuana Establishment Name: Theory Wellness Inc.	Business Type: Marijuana Product Manufacture	
Marijuana Establishment City: Bridgewater	Marijuana Establishment State: MA	

Individual 19

First Name: Benjamin	Last Name: Friedman	Suffix:
Marijuana Establishment Name: Theory Wellness Inc	Business Type: Marijuana Retailer	
Marijuana Establishment City: Great Barrington	Marijuana Establishment State: MA	

Individual 20

First Name: Benjamin	Last Name: Friedman	Suffix:
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Marijuana Establishment Name: Theory Wellness Inc. **Business Type:** Marijuana Cultivator
Marijuana Establishment City: Bridgewater **Marijuana Establishment State:** MA

Individual 21

First Name: Benjamin **Last Name:** Friedman **Suffix:**
Marijuana Establishment Name: Theory Wellness Inc **Business Type:** Marijuana Product Manufacture
Marijuana Establishment City: Bridgewater **Marijuana Establishment State:** MA

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 237 Bow Wow Road
Establishment Address 2:
Establishment City: Sheffield **Establishment Zip Code:** 01257
Approximate square footage of the Establishment: 90001 **How many abutters does this property have?:** 11
Have all property abutters have been notified of the intent to open a Marijuana Establishment at this address?: Yes
Cultivation Tier: Tier 10: 80,001 to 90,000 sq. ft **Cultivation Environment:** Outdoor

FEE QUESTIONS

Cultivation Tier: Tier 10: 80,001 to 90,000 sq. ft **Cultivation Environment:** Outdoor

HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan to Remain Compliant with Local Zoning	Zoning Compliance, TWI Sheffield.pdf	pdf	5c44ce5a1e71bd126232757d	01/20/2019
Certification of Host Community Agreement	Theory Wellness.pdf	pdf	5c49dfc6c4b7a71b66d0f133	01/24/2019
Community Outreach Meeting Documentation	Confirmation of Notice.pdf	pdf	5c799876293a5312448e9faa	03/01/2019
Community Outreach Meeting Documentation	Community Outreach TWI Sheffield.pdf	pdf	5c7999378d16491b5c0f8e20	03/01/2019

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.: \$30000

PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Plan for Positive Impact	Plan for Positively Impacting Areas Sheffieldv2.pdf	pdf	5c7c6e74635d511b34750b78	03/03/2019

ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: **Other Role:**
First Name: Nicholas **Last Name:** Friedman **Suffix:**
RMD Association: RMD Owner
Background Question: no

Individual Background Information 2

Role: **Other Role:**
First Name: Brandon **Last Name:** Pollock **Suffix:**
RMD Association: RMD Owner
Background Question: yes

Individual Background Information 3

Role: **Other Role:**
First Name: Hunter **Last Name:** Pollock **Suffix:**
RMD Association: RMD Owner
Background Question: yes

Individual Background Information 4

Role: **Other Role:**
First Name: Asher **Last Name:** Woodworth **Suffix:**
RMD Association: RMD Owner
Background Question: yes

Individual Background Information 5

Role: **Other Role:**
First Name: Benjamin **Last Name:** Friedman **Suffix:**
RMD Association: RMD Owner
Background Question: no

ENTITY BACKGROUND CHECK INFORMATION

No records found

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Secretary of Commonwealth - Certificate of Good Standing	Good Standing TWI Secretary.pdf	pdf	5c44df989ff0081b4821651a	01/20/2019
Bylaws	Theory By-Laws.pdf	pdf	5c44e0c0edbb73122a612b22	01/20/2019
Articles of Organization	Articles of Organization (1).pdf	pdf	5c44e1283d84de123a60d42b	01/20/2019
Articles of Organization	Articles of Organization Explanation.pdf	pdf	5c44e144293a5312448e52be	01/20/2019
Articles of Organization	Theory - Articles of Entity Conversion - Filed.pdf	pdf	5c44e2608d16491b5c0f41e0	01/20/2019
Articles of Organization	Theory - Statement of Change of Supplemental Information - Filed (1).pdf	pdf	5c44e2de5fd63c1b24eb1333	01/20/2019
Department of Revenue - Certificate of Good standing	DOR Good Standing.pdf	pdf	5c4b60fa5fd63c1b24eb1a45	01/25/2019

Certificates of Good Standing:

Document Category	Document Name	Type	ID	Upload Date
Secretary of Commonwealth - Certificate of Good Standing	20020001010.pdf	pdf	5e41c9e95b05c304785e7403	02/10/2020
Department of Unemployment Assistance - Certificate of Good standing	DUA certificate of compliance good standing.pdf	pdf	60354e92cb9ce807dbbd7c0f	02/23/2021
Department of Revenue - Certificate of Good standing	Mass DOR certif of good standing 2.22.2021.pdf	pdf	60354e9815696807a4446a5a	02/23/2021

Massachusetts Business Identification Number: 001328993

Doing-Business-As Name: N/A- please disregard the DBA city, I am unable to select none

DBA Registration City: Abington

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Business Plan	Business Plan TWI 2019.pdf	pdf	5c475083b411c1126cefee73	01/22/2019

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Policies and Procedures for cultivating.	TW Operating P&P, Cultivation Procedures.pdf	pdf	5c4772d73779161b2a86f557	01/22/2019
Separating recreational from medical operations, if applicable	TW Operating P&P, Seperation.pdf	pdf	5c477319edbb73122a612d83	01/22/2019
Prevention of diversion	TW Operating P&P, Prevention of Diversion Cultivator.pdf	pdf	5c477398b411c1126cefeec7	01/22/2019
Restricting Access to age 21 and older	TW Operating P&P, 21+ Restriction.pdf	pdf	5c4773f8293a5312448e5549	01/22/2019
Security plan	TW Operating P&P, Security Plan Cultivator.pdf	pdf	5c4774f0edbb73122a612d8a	01/22/2019
Security plan	TW Operating P&P, Hours of Operation, Contact Person.pdf	pdf	5c47752c5fd63c1b24eb15e7	01/22/2019
Storage of marijuana	TW Operating P&P, Storage Cultivator.pdf	pdf	5c4777f93779161b2a86f56b	01/22/2019
Transportation of marijuana	TW Operating P&P, Transportation of Marijuana Cultivator.pdf	pdf	5c47785e9ff0081b482167ee	01/22/2019
Inventory procedures	TW Operating P&P, Inventory Procedures Cultivator.pdf	pdf	5c4778e22724e81b52557868	01/22/2019
Quality control and testing	TW Operating P&P, Quality Control and Testing Cultivator.pdf	pdf	5c477a2e3779161b2a86f573	01/22/2019
Dispensing procedures	TW Operating P&P, Dispensing Procedures Cultivator.pdf	pdf	5c477a375d4b0b1b3ebbc41d	01/22/2019
Personnel policies including	TW Operating P&P, Personnel Policies and	pdf	5c477a9d1e71bd12623277fe	01/22/2019

background checks	Background Checks Cultivator.pdf			
Record Keeping procedures	TW Operating P&P, Record Keeping Procedures Cultivator.pdf	pdf	5c477cc0eadf341230f63cd6	01/22/2019
Maintaining of financial records	TW Operating P&P, Maintaining of Financial Records Cultivator.pdf	pdf	5c477cf03d84de123a60d6a4	01/22/2019
Qualifications and training	TW Operating P&P, Qualifications and Training Cultivator.pdf	pdf	5c477d279ff0081b482167f8	01/22/2019
Diversity plan	Theory Wellness – Revised Diversity Plan.pdf	pdf	5e41cb2f64339304b08fec9a	02/10/2020

ATTESTATIONS

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

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

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

Notification: I Understand

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

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 Agree

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

ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

COMPLIANCE WITH POSITIVE IMPACT PLAN

Progress or Success Goal 1

Description of Progress or Success: Theory Wellness's revised positive impact plan is attached, which has been approved across our other license renewals. We are focused on assisting an Economic Empowerment candidate, Legal Greens LLC, become an operational Marijuana Retailer. To date, we have provided them with a \$100,000 zero percent interest loan, and have assisted them with various permitting and business development. We are on our way to meeting our goals for our positive impact plan. They are close to receiving a final license in Brockton.

COMPLIANCE WITH DIVERSITY PLAN

Diversity Progress or Success 1

Description of Progress or Success: This license only had one full time Theory Wellness employee, whom was the manager of the site, prior to submitting this renewal application. This employee is a woman. This achieved our goal of having a diverse management team.

We did not meet our goal of achieving racial diversity greater than the demographics of Berkshire County as this single employee is White. If and when we add additional staff to this license, we will work to meet our goals as set forth in our diversity plan in respect to the targets for hiring a diverse workforce.

Diversity Progress or Success 2

Description of Progress or Success: Another goal was to have zero discrimination or harassment complaints. We were successful here.

HOURS OF OPERATION

Monday From: 5:00 AM	Monday To: 8:00 PM
Tuesday From: 5:00 AM	Tuesday To: 8:00 PM
Wednesday From: 5:00 AM	Wednesday To: 8:00 PM
Thursday From: 5:00 AM	Thursday To: 8:00 PM
Friday From: 5:00 AM	Friday To: 8:00 PM
Saturday From: 5:00 AM	Saturday To: 8:00 PM
Sunday From: 5:00 AM	Sunday To: 8:00 PM

Theory Wellness Inc.

*Plan to Remain Compliant with Local Zoning
Cultivator Application*

Overview

Theory Wellness Inc is proposing a Marijuana Cultivator to be sited in the Rural District in Sheffield, MA.

Sheffield / Theory Wellness Zoning Bylaw Status

Sheffield does not have adult use cannabis cultivation zoning in place. After discussions with the Town of Sheffield, the Town determined that a Marijuana Cultivator was allowed “by right” in the rural district.

Plan to remain compliant with local zoning in the future:

TWI has a good relationship with the Town, whom we would work with if there were any proposed changes to local zoning or licensure that would impact our operations.

Host Community Agreement Certification Form

The applicant and contracting authority for the host community must complete each section of this form before uploading it to the application. Failure to complete a section will result in the application being deemed incomplete. Instructions to the applicant and/or municipality appear in italics. Please note that submission of information that is “misleading, incorrect, false, or fraudulent” is grounds for denial of an application for a license pursuant to 935 CMR 500.400(1).

Applicant

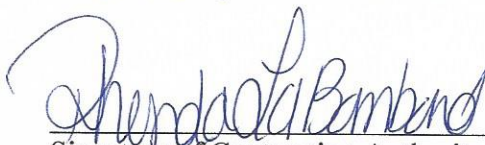
I, Brandon Pollock, (*insert name*) certify as an authorized representative of Theory Wellness Inc. (*insert name of applicant*) that the applicant has executed a host community agreement with Town of Sheffield (*insert name of host community*) pursuant to G.L.c. 94G § 3(d) on December 28th 2018 (*insert date*).



Signature of Authorized Representative of Applicant

Host Community

I, Rhonda LaBombard, (*insert name*) certify that I am the contracting authority or have been duly authorized by the contracting authority for Sheffield (*insert name of host community*) to certify that the applicant and Sheffield (*insert name of host community*) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on 12-28-18 (*insert date*).



Signature of Contracting Authority or
Authorized Representative of Host Community



Brandon Pollock <brandonpollock@gmail.com>

Re: [Sheffield MA] Confirmation of Notice (Sent by Brandon Pollock, brandon@the

1 message

Felecie Joyce <townclerk@sheffieldma.gov>

Fri, Mar 1, 2019 at 3:37 PM

To: brandon@theorywellness.org

Brandon, we did indeed receive and post the notice in our lobby. It has since then been removed, however I can confirm that it was given to me directly. Best wishes,

Felecie Joyce
Town Clerk
Town of Sheffield
[21 Depot Sq](#), PO Box 175
Sheffield, MA 01257
413-229-7000, x151
Fax: 413-229-7010
townclerk@sheffieldma.gov

Community Outreach Meeting Attestation Form

The applicant must complete each section of this form and initial each page before uploading it to the application. Failure to complete a section will result in the application being deemed incomplete. Instructions to the applicant appear in italics. Please note that submission of information that is “misleading, incorrect, false, or fraudulent” is grounds for denial of an application for a license pursuant to 935 CMR 500.400(1).

I, Brandon Pollock, (*insert name*) attest as an authorized representative of Theory Wellness Inc. (*insert name of applicant*) that the applicant has complied with the requirements of 935 CMR 500 and the guidance for licensed applicants on community outreach, as detailed below.

1. The Community Outreach Meeting was held on January 23rd, 2019 (*insert date*).
2. A copy of a notice of the time, place, and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was published in a newspaper of general circulation in the city or town on January 15 2019 (*insert date*), which was at least seven calendar days prior to the meeting. A copy of the newspaper notice is attached as Attachment A (*please clearly label the newspaper notice in the upper right hand corner as Attachment A and upload it as part of this document*).
3. A copy of the meeting notice was also filed on January 14 2019 (*insert date*) with the city or town clerk, the planning board, the contracting authority for the municipality, and local licensing authority for the adult use of marijuana, if applicable. A copy of the municipal notice is attached as Attachment B (*please clearly label the municipal notice in the upper right-hand corner as Attachment B and upload it as part of this document*).
4. Notice of the time, place and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was mailed on January 14 2019 (*insert date*), which was at least seven calendar days prior to the community outreach meeting to abutters of the proposed address of the Marijuana Establishment, and residents within 300 feet of the property line of the petitioner as they appear on the most recent applicable tax list, notwithstanding that the land of any such owner is located in another city or town. A copy of one of the notices sent to abutters and parties of interest as described in this section is attached as Attachment C (*please clearly label the municipal notice in the upper right hand corner as Attachment C and upload it as part of this document; please only include a copy of one notice and please black out the name and the address of the addressee*).

5. Information was presented at the community outreach meeting including:
 - a. The type(s) of Marijuana Establishment 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 Marijuana Establishment to prevent diversion to minors;
 - d. A plan by the Marijuana Establishment to positively impact the community; and
 - e. Information adequate to demonstrate that the location will not constitute a nuisance as defined by law.
6. Community members were permitted to ask questions and receive answers from representatives of the Marijuana Establishment.

Place your ad, call 1-800-234-7404

Public Notices

(SEAL)
COMMONWEALTH OF MASSACHUSETTS
LAND COURT
DEPARTMENT OF THE TRIAL COURT
188MO0736
ORDER OF NOTICE
To:
Jeffrey D. Paterson

and to all persons entitled to the benefit of the Servicemembers Civil Relief Act, 50 U.S.C. § 50 5301 et seq.:

Wells Fargo Bank, NA

claiming to have an interest in a Mortgage covering real property in Lanesborough, numbered 105 South Main Street, given by Jeffrey D. Paterson to Mortgage Electronic Registration Systems, Inc., as nominee for Franklin American Mortgage Company, dated October 30, 2009, and recorded in the Berkshire County (Northern District) Registry of Deeds in Book 1390, Page 186, and now held by the Plaintiff by assignment, has/have filed with this court a complaint for determination of Defendant's Defendants' Servicemembers status.

If you now are, or recently have been, in the active military service of the United States of America, then you may be entitled to the benefits of the Servicemembers Civil Relief Act. If you object to a foreclosure of the above mentioned property on that basis, then you or your attorney must file a written appearance and answer in this court at 208 Pemberton Square, Boston, MA 02108 on or before February 18, 2019 or you will be forever barred from claiming that you are entitled to the benefits of said Act.

Witness, GORDON H. PIPER, Chief Justice of said Court on January 3, 2019.

Attest: Deborah J. Patterson
Recorder
01/15/19

Commonwealth of Massachusetts
The Trial Court
Probate and Family Court

INFORMAL PROBATE PUBLICATION NOTICE
Docket No. BE18P0867EA

Estate of: James C. Martin
Also Known As: James Martin
Date of Death:
September 20, 2018

Berkshire Division
44 Bank Row
Pittsfield, MA 01201
(413) 442-6941

To all persons interested in the above captioned estate, by Petition of Petitioner Barbara J. Martin of West Stockbridge MA a Will has been admitted to informal probate.

Barbara J. Martin of West Stockbridge MA has been informally appointed as the Personal Representative of the estate to serve without surety on the bond.

The estate is being administered under informal procedure by the Personal Representative under the Massachusetts Uniform Probate Code without supervision by the Court. Inventory and accounts are not required to be filed with the Court, but interested parties are entitled to notice regarding the administration from the Personal Representative and can petition the Court in any matter relating to the estate, including distribution of assets and expenses of administration. Interested parties are entitled to petition the Court to institute formal proceedings and to obtain orders terminating or restricting the powers of Personal Representative appointed under informal procedure. A copy of the Petition and Will, if any, can be obtained from the Petitioner.

Paula Kahn Almgren, Esq.
Paul K. Almgren
Attorney at Law PC
One West Street
Lenox, MA 01240
413-637-5075
01/15/19

Commonwealth of Massachusetts
The Trial Court
Probate and Family Court

INFORMAL PROBATE PUBLICATION NOTICE
Docket No. BE18P0865EA

Estate of: Sheila T. Wessel
Also Known As:
Sheila Theresa Wessel
Sheila Barry Wessel
Date of Death: March 22, 2018

Berkshire Division
44 Bank Row
Pittsfield, MA 01201
(413) 442-6941

To all persons interested in the above captioned estate, by Petition of Petitioner Elizabeth F. Morgan of Shelburne Falls MA a Will has been admitted to informal probate.

Elizabeth F. Morgan of Shelburne Falls MA has been informally appointed as the Personal Representative of the estate to serve without surety on the bond.

The estate is being administered under informal procedure by the Personal Representative under the Massachusetts Uniform Probate Code without supervision by the Court. Inventory and accounts are not required to be filed with the Court, but interested parties are entitled to notice regarding the administration from the Personal Representative and can petition the Court in any matter relating to the estate, including distribution of assets and expenses of administration. Interested parties are entitled to petition the Court to institute formal proceedings and to obtain orders terminating or restricting the powers of Personal Representative appointed under informal procedure. A copy of the

Public Notices

Petition and Will, if any, can be obtained from the Petitioner.
Paula Kahn Almgren, Esq.
Paul K. Almgren
Attorney at Law PC
One West Street
Lenox, MA 01240
413-637-5075
01/15/19

Commonwealth of Massachusetts
The Trial Court
Probate and Family Court

INFORMAL PROBATE PUBLICATION NOTICE
Docket No. BE18P0881EA

Estate of: Edward Harvey Choquette
Also Known As:
Edward H. Choquette
Date of Death: July 23, 2018

Berkshire Division
44 Bank Row
Pittsfield, MA 01201
(413) 442-6941

To all persons interested in the above captioned estate, by Petition of Petitioner Robert D. Choquette of Tyringham MA a Will has been admitted to informal probate.

Robert D. Choquette of Tyringham MA has been informally appointed as the Personal Representative of the estate to serve without surety on the bond.

The estate is being administered under informal procedure by the Personal Representative under the Massachusetts Uniform Probate Code without supervision by the Court. Inventory and accounts are not required to be filed with the Court, but interested parties are entitled to notice regarding the administration from the Personal Representative and can petition the Court in any matter relating to the estate, including distribution of assets and expenses of administration. Interested parties are entitled to petition the Court to institute formal proceedings and to obtain orders terminating or restricting the powers of Personal Representative appointed under informal procedure. A copy of the Petition and Will, if any, can be obtained from the Petitioner.

Paula Kahn Almgren, Esq.
Paul K. Almgren
Attorney at Law PC
One West Street
Lenox, MA 01240
413-637-5075
01/15/19

Commonwealth of Massachusetts
The Trial Court
Probate and Family Court

INFORMAL PROBATE PUBLICATION NOTICE
Docket No. BE18P0883EA

Estate of: Lillian Mary Wheeler
Also Known As: Lillian M. Wheeler
Date of Death: 1/26/2018

Berkshire Probate and Family Court
44 Bank Row
Pittsfield, MA 01201
(413) 442-6941

To all interested persons: A Petition for Formal Probate of Will with Appointment of Personal Representative has been filed by Patricia A. Keller of Lanesboro, MA requesting that the Court enter a formal Decree and Order for the administration of the estate of Lillian Mary Wheeler.

The Petitioner requests that: Patricia A. Keller of Lanesboro, MA be appointed as the Personal Representative of said estate to serve Without Surety on the bond in an Unsupervised administration.

IMPORTANT NOTICE
You have the right to obtain a copy of the Petition from the Petitioner or at the Court. You have a right to object to this proceeding. To do so, you or your attorney must file a written appearance and objection at the Court before 10:00 a.m. on the return day of 01/29/2019. This is NOT a hearing date, but a return day by which you must file a written appearance and objection if you object to this proceeding. If you fail to file a timely written appearance and objection followed by an Affidavit of Objections within thirty (30) days of the return day, action may be taken without further notice to you.

UNSUPERVISED ADMINISTRATION UNDER THE MASSACHUSETTS UNIFORM PROBATE CODE (MUPC)

A Personal Representative appointed under the MUPC in an unsupervised administration is not required to file an inventory or annual accounts with the Court. Persons interested in the estate are entitled to notice regarding the administration directly from the Personal Representative and may petition the Court in any matter relating to the estate, including distribution of assets and expenses of administration.

WITNESS,
Hon. Richard A. Simons,
First Justice of this Court.
Date: 01/04/19

Francis B. Marinaro,
Register of Probate

Albert J. Cimmi, Esq.
2 South St. Ste 340
Pittsfield, MA 01201
01/15/19

Facility Operator's Sale for Non-Payment of Storage Charges Pursuant to the Power of Sale contained in M.A.S. Chapter 105-A, Section 4 and for the satisfaction of the Facility Operator's Lien. The following property will be sold at public auction at 1200 PM, January 25, 2019, online at www.StorageTreasures.com.

Other terms, if any, shall be announced at the sale.

Terms of sale: A deposit of five thousand dollars (\$5,000) by certified or bank check will be required to be paid by the purchaser at the time and place of sale. The balance is to be paid by certified or bank check at the office of WOC Law Group, PLLC, 21 High Street, Suite 208B, North Andover, MA 01845 within thirty (30) days of the date of sale. Deed will be provided to purchaser for recording on receipt in full of the purchase price. In the event of an error in the publication, the description of the premises contained in the advertisement shall control.

Notice is HEREBY GIVEN to the persons herein after named and to all whom it may concern the contents of the lease units are subject to lien for non-payment of rent and other charges. You are denied access to the unit.

All furniture, household goods, and miscellaneous personal property held for accounts of, Coby Peleeter - Unit #0009 at Michael Thompson A/K/A Michael G. Thompson - Unit #0065 will be sold to the highest bidder. Sale subject to postponement and/or cancellation.

Sale per order of Prime Storage - 901 Crane Ave. Pittsfield MA 01201. Telephone number (413-236-0009). TERMS: Cash. Units sold by the entirety. Sale subject to postponement and/or cancellation.

Notice is hereby given that a Community Outreach Meeting for proposed Marijana Establishment is scheduled for 12:30 PM EST at 600 PM EST at the 2nd Floor Meeting Room of the Sheffield Town Hall, located at 21 Sheffield Square, Sheffield, MA 01257. The proposed Marijana Cultivator is anticipated to be located at 237 Bow Wow Road, Sheffield, MA 01257. There will be an opportunity for the public to ask questions.

By virtue and in execution of the Power of Sale contained in a certain mortgage given by Kristin Heide and Philip Heide to Greylock Federal Credit Union, dated November 30, 2007, and recorded in the Berkshire County (Northern District) Registry of Deeds in Book 1315, Page 61, as affected by an assignment from Greylock Federal Credit Union to A.J.K. Mortgage Trust I, a Delaware Trust, Wilmington Savings Fund Society, FSB Trustee, dated November 23, 2016, and recorded in the Berkshire County (Northern District) Registry of Deeds in Book 1613, Page 485; and assigned from A.J.K. Mortgage Trust I, a Delaware Trust, Wilmington Savings Fund Society, FSB Trustee to U.S. Bank National Association, as Indenture Trustee on Behalf of and with Respect to A.J.K. Mortgage Trust 2017-A, Mortgage-Backed Notes, Series 2017-A, dated June 6, 2017, and recorded with Berkshire County (Northern District) Registry of Deeds in Book 1625, Page 1071, of which mortgage the undersigned is the present holder by assignment, for breach of the conditions of said mortgage and for the purpose of foreclosing the same will be sold said Public Auction at 12:00 PM o'clock on January 22, 2019 at 12 Park Drive, Lanesboro, Berkshire County, Massachusetts, and all singular the premises described in said mortgage.

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Said parcel is conveyed subject to an easement given by said Alfred Zurni and Josephine P. Zurni to Western Massachusetts Electric Company and New England Tel. & Tel. Co., under date of July 13, 1964 and recorded with the Berkshire Northern District Registry of Deeds in Book 586, Page 573.

Being the same premises conveyed to the mortgagors herein by deed of Mark A. Mazzone, which deed is to be recorded simultaneously herewith.

For mortgagor's title see deed recorded at the above-named Registry of Deeds in Book 1315, Page 58.

The property will be sold subject to the redemption rights in favor of the Internal Revenue Service by virtue of the tax lien(s) recorded with the Berkshire County (Northern District) Registry of Deeds in Book 1383, Page 513.

Premises to be sold and conveyed subject to and with the benefit of all rights, rights of way, restrictions, easements, covenants, liens or claims in the nature of liens, improvements, public assessments, and any other unpaid taxes, tax liens, water and sewer charges and any other municipal assessments or liens or existing encumbrances of the premises contained in the mortgage, whether or not reference to improvements, liens or encumbrances is made in the deed.

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The land is Lanesboro, Berkshire County, Massachusetts, bounded and described as follows:

Lot No. 7 as shown on a plan of lots entitled "Building Lot Plan No. 1, laid out for Alfred A. Zurni, April 9, 1963, Robert B. Delury, Engineer, which plan was approved by Planning Board of the Town of Lanesborough on June 10, 1963, a copy of which plan is filed in the Berkshire Northern District Registry of Deeds in Book 240-F, Page 133, to which plan and record thereof, referenced is hereby made for a full and complete description of the granted premises.

Said parcel is conveyed subject to an easement given by said Alfred Zurni and Josephine P. Zurni to Western Massachusetts Electric Company and New England Tel. & Tel. Co., under date of July 13, 1964 and recorded with the Berkshire Northern District Registry of Deeds in Book 586, Page 573.

Being the same premises conveyed to the mortgagors herein by deed of Mark A. Mazzone, which deed is to be recorded simultaneously herewith.

Attachment B

January 14th 2019

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for 1/23/2019 at 6:00 PM EST in the 2nd Floor Meeting Room of the Sheffield Town Hall, located at 21 Depot Square, Sheffield, MA 01257. The proposed Marijuana Cultivator is anticipated to be located at 237 Bow Wow Road, Sheffield, MA 01257. There will be an opportunity for the public to ask questions.



Brandon Pollock <brandonpollock@gmail.com>

Re: [Sheffield MA] Confirmation of Notice (Sent by Brandon Pollock, brandon@the

1 message

Felecie Joyce <townclerk@sheffieldma.gov>

Fri, Mar 1, 2019 at 3:37 PM

To: brandon@theorywellness.org

Brandon, we did indeed receive and post the notice in our lobby. It has since then been removed, however I can confirm that it was given to me directly. Best wishes,

Felecie Joyce
Town Clerk
Town of Sheffield
[21 Depot Sq](#), PO Box 175
Sheffield, MA 01257
413-229-7000, x151
Fax: 413-229-7010
townclerk@sheffieldma.gov

Attachment C

January 14th 2019

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for 1/23/2019 at 6:00 PM EST in the 2nd Floor Meeting Room of the Sheffield Town Hall, located at 21 Depot Square, Sheffield, MA 01257. The proposed Marijuana Cultivator is anticipated to be located at 237 Bow Wow Road, Sheffield, MA 01257. There will be an opportunity for the public to ask questions. You are receiving this notice as an abutter within 300 feet of the proposed Marijuana Establishment.

Theory Wellness, Municipal Cost Documentation Request for State License ➤



Brandon Pollock <brandon@theorywellness.org>
to Rhonda ▾

Tue, Feb 2, 10:54 AM



Good morning Rhonda,

As part of our state license renewal process, we are required to request the costs incurred by the Town to date, and the anticipated future costs, from our operations. Specifically, as seen on [page 49 of this guidance](#), we request the following:

"in accordance with M.G.L. c. 94G, § 3(d), any cost to a city or town imposed by the operation of a ME or MTC shall be documented and considered a public record as defined by M.G.L. c. 4, § 7, cl. 26. Documentation shall include the request and the substantive response from the city or town that includes the actual and anticipated expenses resulting from the operation."

entury Jan 2021.pdf

Thank you,
Brandon

--

Brandon Pollock
CEO | Theory Wellness

To Whom it May Concern:

We have yet to receive a response from the Town of Sheffield in response to our request for a cost documentation relating to our host agreement.

Brandon Pollock
CEO
Theory Wellness

Theory Wellness Inc.

Plan for Areas of Disproportionate Impact

Cultivator Application

Version 2, Revised 3/2/2019

Theory Wellness Inc. (“TWI”) is committed to having a positive impact on areas of disproportionate impact, as defined by the Commission. The closest community of disproportionate impact to our proposed Marijuana Cultivator is **Pittsfield, MA**, which is a city about 25 miles away from our proposed Marijuana Cultivator in Sheffield.

Based on feedback from the Commission, this plan has been revised. Each aspect of our plan now includes a timeline and metric that will be used to measure success of this plan.

In order to have a positive impact on the City of Pittsfield, TWI will:

1. One goal is to have Pittsfield residents make up **20% of our workforce** for this Marijuana Establishment. In order to meet this goal, TWI will hold a once per year employment fair in Pittsfield. At this event, interested employees will be able to learn about the cannabis industry, our company, and how to apply for a position within TWI. Representatives from TWI’s leadership team will attend this job fair and will provide insight to interested individuals on how best to become a part of the legal cannabis industry. We expect to hold this event in May of 2019.
- TWI expects to have completed all hiring by August 1st, 2019. At this point in time, TWI will examine all hiring and conclude whether we met our goal in respect to hiring of Pittsfield residents. If our goal has not been yet, TWI leadership will develop a new plan to ensure we meet our goal as soon as possible.
2. To the extent such practice and its implementation are consistent with federal, state, and municipal laws and regulations, make efforts in a legal and non-discriminatory manner to give priority to Pittsfield businesses, suppliers, contractors, builders and vendors in the provision of goods and services called for in the maintenance and continued operation of our proposed Marijuana Cultivator. TWI expects that through these efforts, we will provide economic stimulus to businesses and individuals based in Pittsfield. As the largest city in Berkshire County, there are many qualified potential vendors based in Pittsfield.

TWI will measure the success of this aspect of the plan in the following way with the following timeline:

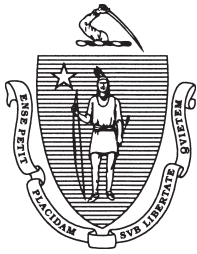
- TWI's goal is to spend at **least 20%** of our capital expenditure (CapEx) budget with vendors that are based in Pittsfield.
 - TWI expects to have completed all capital expenditures by June 1st, 2019. At this point in time, TWI will examine all CapEx spent and conclude whether we met our goal of spending 20% of the CapEx budget with Pittsfield based vendors / contractors. If our goal has not been met yet, TWI leadership will develop a new plan to ensure we meet our goal as soon as possible.
3. TWI will donate at least \$5,000 per year to organizations/non-profits whose missions are to improve areas disproportionately impacted. One example of an organization like this that TWI has already supported (and thus the organization has already authorized TWI to contribute) is the Massachusetts's Recreational Consumer Council (MRCC). TWI will analyze our donations in November of 2019 to ensure we met this goal; if we have not yet met this goal by November of 2019, TWI will make necessary donations in December of 2019 to meet our goal.

Acknowledgements:

1. TWI will adhere to the requirements set forth in 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of every Marijuana Establishment;
2. Any actions taken, or programs instituted, by TWI, will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.



Brandon Pollock, CEO



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

William Francis Galvin
Secretary of the
Commonwealth

Date: January 17, 2019

To Whom It May Concern :

I hereby certify that according to the records of this office,
THEORY WELLNESS, INC.

is a domestic corporation organized on **May 22, 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.

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

Secretary of the Commonwealth

Certificate Number: 19010310010

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

Processed by:

BYLAWS
OF
THEORY WELLNESS, INC.

BYLAWS OF THEORY WELLNESS, INC.

ARTICLE I OFFICES

Section 1.01 Principal Office. The principal office of the Corporation shall be located at such place within the Commonwealth of Massachusetts as shall be fixed from time to time by the board of Directors, and if no place is fixed by the board of Directors, such place as shall be fixed by the President.

ARTICLE II SHAREHOLDERS

Section 2.01 Place of Meeting. Meetings of the shareholders shall be held at any place within or without the Commonwealth of Massachusetts that may be designated by the board of Directors. Absent such designation, meetings shall be held at the principal office. The board of Directors may, in its discretion, determine that the meeting may be held solely by means of remote electronic communication. If authorized by the board of Directors, and subject to any guidelines and procedures adopted by the board of Directors, shareholders not physically present at a meeting of shareholders, may participate in a meeting of shareholders by means of electronic transmission by and to the Corporation or electronic video screen communication; and, may be considered present in person and may vote at a meeting of shareholders, whether held at a designated place or held solely by means of electronic transmission by and to the Corporation or electronic video screen communication, subject to the conditions imposed by applicable law.

Section 2.02 Annual Meeting. The annual meeting of shareholders of this Corporation shall be held on such date and at such time as may be designated from time to time by the board of Directors. At the annual meeting, Directors shall be elected, and any other business may be transacted that is within the power of the shareholders and allowed by law, provided, however, that, unless the notice of meeting, or the waiver of notice of such meeting, sets forth the general nature of any proposal to (i) approve or ratify a contract or transaction with a Director or with a corporation, firm, or association in which a Director has an interest; (ii) amend the Articles of Organization of this Corporation (the “**Articles of Organization**”); (iii) approve a reorganization or merger involving this Corporation; (iv) elect to wind up and dissolve this Corporation; or (v) effect a plan of distribution upon liquidation otherwise than in accordance with the liquidation preferences of outstanding shares with liquidation preferences, no such proposal may be approved at an annual meeting.

Section 2.03 Special Shareholders’ Meetings. Special meetings of the shareholders, for any purpose whatsoever, may be called at any time by the President, the board of Directors, or by shareholders entitled to cast not less than twenty percent (20%) of the corporation’s voting power. Any person entitled to call a special meeting of shareholders (other than the board of Directors) may make a written request to the chair of the board (if any), President, vice President, or secretary, specifying the general purpose of such meeting and the date, time and place of the meeting, which date shall be not less than thirty-five (35) days nor more than sixty (60) days after the receipt by such officer of the request. Within twenty (20) days after receipt of the request, the officer receiving such request forthwith shall cause notice to be given to the shareholders entitled

to vote at such meeting, stating that a meeting will be held on the date and at the time and place requested by the person or persons requesting a meeting and stating the general purpose of the meeting. If such notice is not given twenty (20) days after receipt by the officer of the request, the person or persons requesting the meeting may give such notice. No business shall be transacted at a special meeting unless its general nature shall have been specified in the notice of such meeting, provided, however, that any business may be validly transacted if the requirements for such validity, as provided in Section 2.12 of these Bylaws, are met.

Section 2.04 Shareholder Nominations and Proposals. For business (including, but not limited to Director nominations) to be properly brought before an annual or special meeting by a shareholder, the shareholder or shareholders of record intending to propose the business (the “**proposing shareholder**”) must have given written notice of the proposing shareholder’s nomination or proposal, either by personal delivery, e-mail (without notice of failure), or by the United States mail to the secretary of the Corporation. In the case of an annual meeting, the proposing shareholder must give such notice to the secretary of the Corporation no earlier than one hundred-twenty (120) calendar days and no later than ninety (90) calendar days before the date such annual meeting is to be held. If the current year’s meeting is called for a date that is not within thirty (30) days of the anniversary of the previous year’s annual meeting, notice must be received not later than ten (10) calendar days following the day on which public announcement of the date of the annual meeting is first made. In no event will an adjournment or postponement of an annual meeting of shareholders begin a new time period for giving a proposing shareholder’s notice as provided above.

For business to be properly brought before a special meeting of shareholders, the notice of meeting sent by or at the direction of the person calling the meeting must set forth the nature of the business to be considered. A shareholder or shareholders who have made a written request for a special meeting pursuant to Section 2.03 of these Bylaws may provide the information required for notice of a shareholder proposal under this Section simultaneously with the written request for the meeting submitted to the secretary or within ten (10) calendar days after delivery of the written request for the meeting to the secretary.

A proposing shareholder’s notice shall include as to each matter the proposing shareholder proposes to bring before either an annual or special meeting:

- (a) The name(s) and address(es) of the proposing shareholder(s).
- (b) The classes and number of shares of capital stock of the Corporation held by the proposing shareholder.
- (c) If the notice regards the nomination of a candidate for election as Director:
 - (i) The name, age, business, and residence address of the candidate;
 - (ii) The principal occupation or employment of the candidate; and
 - (iii) The class and number of shares of the Corporation beneficially owned by the candidate.

(d) If the notice is in regard to a proposal other than a nomination of a candidate for election as Director, a brief description of the business desired to be brought before the meeting and the material interest of the proposing shareholder of such proposal.

Section 2.05 Notice of Shareholders' Meeting. Except as otherwise provided by law, written notice stating the place, day, and hour of the meeting, and, in case of a special meeting, the nature of the business to be transacted at the meeting, shall be given at least ten (10) days (or, if sent by third class mail, thirty (30) days) and not more than sixty (60) days before the meeting. In the case of an annual meeting, notice will include matters the Corporation's board of Directors intends, at the time of the giving of the first of such notices, to present to the shareholders for action, and in the case of a meeting at which Directors are to be elected, the names of nominees that the board of Directors, at the time of the giving of the first of such notices, intends to present to the shareholders for election. Proof that notice was given shall be made by a signed statement of the secretary, assistant secretary, transfer agent, or Director, or of the person acting under the direction of any of the foregoing, who gives such notice, and such proof of notice shall be made part of the minutes of the meeting. Such affidavit shall be prima facie evidence of the giving of such notice. It shall not be necessary to state in a notice of any meeting of shareholders as a purpose thereof any matter relating to the procedural aspects of the conduct of such meeting.

Notice shall be given personally, by electronic transmission, or by mail, by or at the direction of the secretary, or the officer or person calling the meeting, to each shareholder entitled to vote at the meeting. If remote participation in the meeting has been authorized by the board of Directors, the notice shall also provide a description of the means of any electronic transmission by and to the Corporation or electronic video screen communication by which shareholders may be considered present and may vote and otherwise participate at the meeting.

If mailed, the notice shall be deemed to be given when deposited in the United States mail addressed to the shareholder at the shareholder's address as it appears on the share transfer records of the Corporation, with postage thereon prepaid. Notice may be given to the shareholder by electronic transmission with the consent of the shareholder. Notice by electronic transmission is deemed given when the notice satisfies any of the following requirements:

(a) Transmitted to a facsimile number provided by the shareholder for the purpose of receiving notice.

(b) Transmitted to an electronic mail address provided by the shareholder for the purpose of receiving notice.

(c) Posted on an electronic network, with a separate notice sent to the shareholder at the address provided by the shareholder for the purpose of alerting the shareholder of a posting.

(d) Communicated to the shareholder by any other form of electronic transmission consented to by the shareholder.

Notice shall not be given by electronic transmission to a shareholder after either (i) the Corporation is unable to deliver two consecutive notices to such shareholder by such means or (ii) the inability to deliver such notices to such shareholder becomes known to any person responsible for giving

such notices. Any person entitled to notice of a meeting may file a written waiver of notice with the secretary either before or after the time of the meeting. The participation or attendance at a meeting of a person entitled to notice constitutes waiver of notice, except where the person objects, at the beginning of the meeting, to the lawfulness of the convening of the meeting and except that attendance is not a waiver of any right to object to conducting business at a meeting that is required to be included in the notice of the meeting, but not so included.

Section 2.06 Persons Entitled to Vote. Except as otherwise provided by law, and except when a record date has been fixed, only persons in whose names shares entitled to vote stand on the stock records of the Corporation at the close of business on the business day next preceding the day on which notice is given shall be entitled to notice of a shareholders' meeting, or to vote at such meeting. In the event notice is waived, only persons in whose names shares entitled to vote stand on the stock records of the Corporation at the close of business on the business day next preceding the day on which the meeting is held shall be entitled to vote. If no record date has been fixed, the record date shall be:

(a) For determining shareholders entitled to give consent to action by the Corporation without a meeting, the day on which the first written consent is given.

(b) For determining shareholders for any other purpose, the later of (i) the day on which the board of Directors adopts the resolution relating thereto, or (ii) the sixtieth (60th) day prior to the date of such other action.

Section 2.07 Fixing the Record Date. The board of Directors may fix a time in the future as a record date to determine the shareholders entitled to notice of, and to vote at, any meeting of shareholders or give written consent to action by the Corporation without a meeting or entitled to receive any dividend or distribution, or to any change, conversion, or exchange of shares.

A record date fixed under this Section may not be more than sixty (60) days or less than ten (10) days before the meeting or more than sixty (60) days before any other action requiring a determination of shareholders. When a record date is so fixed, only shareholders of record at the close of business on that date are entitled to notice of and to vote at the meeting or to receive the dividend, distribution, or allotment of rights, or to exercise the rights, as the case may be, notwithstanding any transfer of any shares on the books of the Corporation after the record date. In the event any meeting of shareholders is adjourned for more than forty-five (45) days from the date set for the original meeting, the board shall fix a new record date for purposes of giving notice of, and determining the holders of shares entitled to vote at, such adjourned meeting.

Section 2.08 Quorum of and Action by Shareholders. The presence at a meeting in person or by proxy of the persons entitled to vote a majority of the voting shares constitutes a quorum for the transaction of business. The shareholders present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment notwithstanding the withdrawal of such number of shareholders so as to leave less than a quorum, if any action taken, other than adjournment, is approved by at least a majority of the shares required to constitute a quorum, except as otherwise provided by law. Except as otherwise provided by law, herein or in

the Articles of Organization, the affirmative vote of a majority of the shares represented at a meeting at which a quorum is present, shall be the act of the shareholders.

Section 2.09 Adjourned Meetings and Notice Thereof. Any shareholders' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by a vote of the majority of the shares present, in person or proxy. When a meeting is adjourned for forty-five (45) days or more, or if a new record date for the adjourned meeting is fixed by the board of Directors, notice of the adjourned meeting shall be given to such shareholders of record entitled to vote at the adjourned meeting, as in the case of any original meeting. When a meeting is adjourned for less than forty-five (45) days, and a new record date is not fixed by the board of Directors, it shall not be necessary to give any notice of the time and place of the adjourned meeting, means of electronic transmission or electronic video screen communication, if any, or of the business to be transacted thereat other than by announcement at the meeting at which the adjournment is taken, provided only business that might have been transacted at the original meeting may be conducted at such adjourned meeting.

Section 2.10 Conduct of Meetings. The board of Directors may adopt by resolution rules and regulations for the conduct of meetings of the shareholders as it shall deem appropriate. At every meeting of the shareholders, the President, or in his or her absence or inability to act, a Director or officer designated by the board of Directors shall serve as the presiding officer. The secretary or, in his or her absence or inability to act, the person whom the presiding officer of the meeting shall appoint secretary of the meeting, shall act as secretary of the meeting and keep the minutes thereof.

The presiding officer shall determine the order of business and, in the absence of a rule adopted by the board of Directors, shall establish rules for the conduct of the meeting. The presiding officer shall announce the close of the polls for each matter voted upon at the meeting, after which no ballots, proxies, votes, changes, or revocations will be accepted. Polls for all matters before the meeting will be deemed to be closed upon final adjournment of the meeting.

Section 2.11 Voting of Shares. Unless otherwise provided by law or in the Articles of Organization, each shareholder entitled to vote is entitled to one (1) vote for each share of Preferred Stock and one and one-half (1.5) votes for each share of Common Stock. Any holder of shares entitled to vote on any matter may vote part of such shares in favor of the proposal and refrain from voting the remaining shares or vote them against the proposal. If a shareholder fails to specify the number of shares such shareholder is voting affirmatively, it will be conclusively presumed that the shareholder's approving vote is with respect to all shares such shareholder is entitled to vote.

Section 2.12 Consent of Absentees. The transactions of any meeting of shareholders, however called or noticed, are as valid as though had at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. The waiver, notice, or consent need not specify the business transacted or purpose of the meeting, except as required by G.L. c. 156D. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 2.13 Voting by Proxy or Nominee. Every person entitled to vote or execute consents may do so either in person or by one or more agents authorized by a written proxy executed by the person or such person's duly authorized agent and filed with the secretary of the Corporation. A proxy is not valid after the expiration of eleven (11) months from the date of its execution, unless the person executing it specifies therein the length of time for which it is to continue in force. Except as set forth below, any proxy duly executed is not revoked, and continues in full force and effect, until an instrument revoking it, or a duly executed proxy bearing a later date, executed by the person executing the prior proxy and presented to the meeting is filed with the secretary of the Corporation, or unless the person giving the proxy attends the meeting and votes in person, or unless written notice of the death or incapacity of the person executing the proxy is received by the Corporation before the vote by such proxy is counted. A proxy that states on its face that it is irrevocable will be irrevocable for the period of time specified in the proxy, if held by a person (or nominee of a person) specified by law to have sufficient interest to make such proxy irrevocable and only so long as he shall have such interest, subject to G.L. c. 156D, § 7.22.

Section 2.14 Action by Shareholders Without a Meeting. Any action that, under any provision of G.L. c. 156D may be taken at a meeting of the shareholders, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, shall be signed by the holders of the outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares are entitled to vote thereon were present and voted; provided, however, that unless the consents of all shareholders entitled to vote have been solicited in writing, notice shall be given (in the same manner as notice of meetings is to be given), and within the time limits prescribed by law, of such action to all shareholders entitled to vote who did not consent in writing to such action; and provided, further, that Directors may be elected by written consent only if such consent is given by shareholders holding eighty-five percent (85%) of the outstanding votes held by shareholders, except that action taken by shareholders to fill one or more vacancies on the board other than a vacancy created by the removal of a Director, may be taken by written consent of a majority of the outstanding shares entitled to vote.

ARTICLE III DIRECTORS

Section 3.01 Number of Directors; Identity of Initial Directors. The authorized number of Directors of the Corporation shall be six (6) until changed by an amendment to these Bylaws duly adopted in accordance with these Bylaws. The initial Directors shall be Nicholas Friedman, Brandon Pollock, Andrew Linegar, Steven Derrey, Hunter Pollock and Asher Woodworth. There shall at all times be an individual, appointed by the Founders, to be an observer of all actions and meetings of the Board (such individual the "**Board Observer**"). The Board Observer shall be considered a member of the Board in all respects except with respect to decisions or votes to be made by the Board and with respect to calculation of a quorum. The Board Observer shall initially be Benjamin Friedman.

Section 3.02 Powers. All corporate power shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the board of Directors, except such powers expressly conferred upon or reserved to the shareholders, and subject to any limitations set forth by law, by the Articles of Organization or by these Bylaws.

Without limiting the generality of the foregoing, and subject to the same limitations, it is hereby expressly declared that the Directors shall have the power and, to the extent required by law the duty to:

(a) Appoint and remove at pleasure of the board, all officers, managers, management companies, agents, and employees of the Corporation, prescribe their duties in addition to those prescribed in these Bylaws, supervise them, fix their compensation, and require from them security for faithful service. Such compensation may be increased or diminished at the pleasure of the Directors;

(b) Conduct, manage, and control the affairs and business of the Corporation; make rules and regulations not inconsistent with the Articles of Organization or applicable law or these Bylaws; make all lawful orders on behalf of the Corporation; and prescribe in the manner of executing the same;

(c) Incur indebtedness and borrow money on behalf of the Corporation and designate from time to time the person or persons who may sign or endorse checks, drafts, or other orders of payment of money, notes, or other evidences of indebtedness, issued in the name of, or payable to, the Corporation, and prescribe the manner of collecting or depositing funds of the Corporation, and the manner of drawing checks thereon;

(d) Appoint by resolution of the Directors an executive committee and other committees and delegate to the executive committee any of the powers and authorities of the board in the management of the business and affairs of the Corporation, except the powers to (i) fill vacancies on the board or any committee, (ii) fix compensation of Directors; (iii) adopt, amend, or repeal these Bylaws; (iv) amend or repeal resolutions of the board that are expressly nonamendable or repealable; (v) declare a dividend or distribution to shareholders or authorize the repurchase of the Corporation's shares except at a rate, in a periodic amount or within a range, determined by the board; (vi) establish other committees of the board; or (vii) approve any action that in addition to board approval requires shareholder approval. The executive committee shall be composed of two (2) or more Directors. The provisions of these Bylaws regarding notice and meetings of Directors shall apply to all committees;

(e) Authorize the issuance of stock of the Corporation from time to time, upon such terms as may be lawful; and

(f) Prepare an annual report to be sent to the shareholders after the close of the fiscal or calendar year of this Corporation, which report shall comply with the requirements of law. To the extent permitted by law, the requirements that an annual report be sent to shareholders and the time limits for sending such reports are hereby waived, the Directors, nevertheless, having the authority to cause such report to be sent to shareholders.

Section 3.03 Term of Office. Directors shall hold office until the next annual meeting of shareholders and until their successors are elected.

Section 3.04 Vacancies and Newly Created Directorships. A vacancy on the board of Directors exists in case of the occurrence of any of the following events:

- (a) The death, resignation, or removal of any Director.
- (b) The removal or declaration of vacancy by the board of Directors of a Director who has been declared of unsound mind by a court order.
- (c) The Director is a member who is divested from ownership of the marijuana business by a decision of either the state or local licensing authority.
- (d) The authorized number of Directors is increased.
- (e) At any annual, regular, or special meeting of shareholders at which any Director is elected, the shareholders fail to elect the fully authorized number of Directors to be voted for at that meeting.

All vacancies (other than vacancies created by removal of a Director) may be filled by the approval of the board of Directors or, if there is less than a quorum of Directors, by (i) a vote of the majority of the remaining Directors at a meeting held pursuant to notice or waivers of notice complying with G.L. c. 156D, (ii) unanimous written consent or (iii) a sole remaining Director. Each Director so elected shall hold office until his successor is elected at an annual, regular, or special meeting of the shareholders. The shareholders may, by vote or written consent of a majority of outstanding shares entitled to vote in the election of Directors, elect a Director at any time to fill any vacancy not filled by the Directors. The shareholders may, by vote of a majority of outstanding shares entitled to vote in the election of Directors or unanimous written consent, elect a Director at any time to fill any vacancy created by removal of a Director, except that a vacancy created pursuant to clause (b) of this Section may be filled by the board of Directors. If the board of Directors accepts the resignation of a Director tendered to take effect at a future time, the board or the shareholders may elect a successor to take office when the resignation becomes effective. A reduction of the authorized number of Directors does not remove any Director prior to the expiration of that Director's term of office.

Section 3.05 Removal. The board of Directors may declare vacant the office of a Director who has been declared of unsound mind by an order of the court or who has been barred from ownership of a marijuana business by a final decision of an applicable state or local licensing authority, or otherwise in a manner provided by law.

Any or all of the Directors may be removed from office at any duly called meeting without cause by a vote of the shareholders entitled to elect them. If one or more Directors are so removed at a meeting of shareholders, the shareholders may elect new Directors at the same meeting.

Section 3.06 Resignation. A Director may resign effective on giving written notice to the President, unless the notice specifies a later effective date.

Section 3.07 Meetings of Directors.

(a) Regular Meetings. A regular annual meeting of the board shall be held immediately after, and at the same place as, the annual meeting of shareholders for the purpose of electing officers and transacting any other business. The board may provide for other regular meetings from time to time by resolution.

(b) Special Meetings. Special meetings of the board for any purpose or purposes may be called at any time by at least two Directors. Notice of the time and place of special meetings shall be delivered by mail or electronic delivery (without notice of failure). If notice is mailed, it shall be deposited in the United States mail at least four days before the time of the meeting. In the case the notice is delivered by electronic delivery, such notice shall be delivered at least forty-eight (48) hours before the time of the meeting. The notice need not specify the purpose of the meeting nor the place if it is to be held at the principal office of the Corporation. Any Director may waive such notice as to himself or herself.

(c) Place of Meetings. Meetings of the Board may be held at any place within or without the Commonwealth of Massachusetts that has been designated in the notice. If a place has not been stated in the notice or there is no notice, meetings shall be held at the principal office of the Corporation unless another place has been designated by a resolution duly adopted by the board.

Section 3.08 Electronic Participation. Members of the board may participate in a meeting through conference telephone, electronic video screen communication, or other electronic transmission by and to the Corporation. Participation in a meeting by conference telephone or electronic video screen communication constitutes presence in person as long as all Directors participating can hear one another. Participation by other electronic transmission by and to the Corporation (other than conference telephone or electronic video screen communication) constitutes presence in person at the meeting as long as participating Directors can communicate with other participants concurrently, each Director has the means to participate in all matters before the board, including the ability to propose or object to a specific corporate action, and the Corporation implements some means of verifying that each person participating is entitled to participate and all votes or other actions are taken by persons entitled to participate.

Section 3.09 Quorum of and Action by Directors. A majority of the authorized number of Directors constitutes a quorum of the board for the transaction of business. Every act or decision done or made by at least four (4) of the Directors then in office is the act of the board of Directors, unless G.L. c. 156D or the Articles of Organization require a greater number. A quorum of the Directors may adjourn any Directors' meeting to meet again at a stated time and place. In the absence of quorum, a majority of the Directors present may adjourn from time to time. Notice of the time and place of a meeting that has been adjourned for more than twenty-four (24) hours shall be given to the Directors not present at the time of the adjournment.

Section 3.10 Compensation. Directors shall not receive compensation or reimbursement in connection with his or her service as a Director. Individuals serving as Directors may not receive, whether in connection with the role of Director, officer, employee, or contractor, compensation that is:

(a) greater than \$250,000.00 annually until the company realizes an effective annual revenue of at least \$10,000,000.00, calculated by multiplying the past three months' revenue by four;

(b) greater than \$400,000.00 annually until the company realizes an effective annual revenue of at least \$15,000,000.00, calculated by multiplying the past three months' revenue by four; and

(c) greater than \$600,000.00 annually thereafter

The Directors may, from time to time, establish compensation policies of the Corporation consistent with this Section.

Section 3.11 Action by Directors Without a Meeting. Any action required or permitted to be taken by the board of Directors or any committee thereof under G.L. c. 156D may be taken without a meeting if, prior or subsequent to the action, a consent or consents thereto by all of the Directors in office, or all the committee members then appointed, is filed with the secretary to be filed with the minutes of the proceedings of the board of Directors. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors.

Section 3.12 Committees of the Board of Directors. The board of Directors, by resolution adopted by the Directors, may designate one or more committees, each consisting of two or more Directors, to serve at the pleasure of the board and to exercise the authority of the board of Directors to the extent provided in the resolution establishing the committee and permitted by law. The board of Directors may adopt governance rules for any committee consistent with these Bylaws. The provisions of these Bylaws applicable to meetings and actions of the board of Directors shall govern meetings and actions of each committee, with the necessary changes made to substitute the committee and its members for the board of Directors and its members.

A committee of the board of Directors does not have the authority to:

- (a) Approve actions that require approval of the shareholders or the outstanding shares.
- (b) Fill vacancies on the board or in any committee.
- (c) Fix compensation of the Directors for serving on the board or on any committee.
- (d) Amend or repeal bylaws or adopt new bylaws.
- (e) Amend or repeal any resolution of the board of Directors that by its terms is not so amendable or repealable.
- (f) Make a distribution to shareholders, except at a rate, in a periodic amount or within a price range set forth in the Articles of Organization or determined by the board.
- (g) Appoint other committees or board members.

The board of Directors, by resolution adopted by the Directors, may designate one or more Directors as alternate members of any committee who may replace any absent or disqualified

member at any meeting of the committee or for the purposes of any written action by the committee.

The designation of a committee of the board of Directors and the delegation thereto of authority shall not operate to relieve the board of Directors, or any member thereof, of any responsibility imposed by law.

ARTICLE IV OFFICERS

Section 4.01 Positions and Election. The officers of the Corporation shall be elected by the board of Directors and shall be a chair of the board or a President or both, a secretary and a treasurer. At the discretion of the board of Directors, the Corporation may also have other officers, including but not limited to one or more vice Presidents or assistant vice Presidents, one or more assistant secretaries, a chief financial officer, and a chief operations officer, as may be appointed by the board of Directors, with such authority as may be specifically delegated to such officers by the board of Directors. Any two or more offices may be held by the same person.

Officers shall be elected annually at the meeting of the board of Directors held after each annual meeting of shareholders. Each officer shall serve until a successor is elected and qualified or until the earlier death, resignation or removal of that officer. Vacancies or new offices shall be filled at the next regular or special meeting of the board of Directors.

Section 4.02 Removal and Resignation. Any officer elected or appointed by the board of Directors may be removed with or without cause by the affirmative vote of the board of Directors. Removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Any officer chosen by the board of Directors may resign at any time by giving written notice to the Corporation. Unless a different time is specified in the notice, the resignation shall be effective upon its receipt by the chair, the President, the secretary, or the board.

Section 4.03 Powers and Duties of Officers. The powers and duties of the officers of the Corporation shall be as provided from time to time by resolution of the board of Directors or by direction of an officer authorized by the board of Directors to prescribe the duties of other officers. In the absence of such resolution, the respective officers shall have the powers and shall discharge the duties customarily and usually held and performed by like officers of corporations similar in organization and business purposes to the Corporation subject to the control of the board of Directors.

ARTICLE V INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 5.01 Indemnification of Officers or Directors. The Corporation shall, to the extent permitted by G.L c. 156D, indemnify all persons who have served or may serve at any time as officers or Directors of the Corporation and their heirs, executors, administrators, successors, and assigns, from and against any and all loss and expense, including amounts paid in settlement before or after suit is commenced, and reasonable attorney's fees, actually and necessarily incurred

as a result of any claim, demand, action, proceeding, or judgment that may have been asserted against any such persons, or in which these persons are made parties by reason of their being or having been officers or Directors of the Corporation. This right of indemnification shall not exist in relation to matters as to which it is adjudged in any action, suit or proceeding that these persons are liable for gross negligence or willful misconduct in the performance of duty.

Section 5.02 Non-Exclusivity of Indemnification Rights and Authority to Insure.

The foregoing rights of indemnification and advancement of expenses shall be in addition to and not exclusive of any other rights to which any person may be entitled pursuant to any agreement with the Corporation, or under any statute, provision of the Articles of Organization or any action taken by the Directors or shareholders of the Corporation.

The Corporation may buy and maintain insurance to protect itself and any agent against any expense asserted against them or incurred by an agent, whether or not the Corporation could indemnify the agent against the expense under applicable law or the provisions of this Article V.

**ARTICLE VI
SHARE CERTIFICATES AND TRANSFER**

Section 6.01 Share Certificates. Shares of the Corporation may, but need not, be represented by certificates. Each certificate issued shall bear all statements or legends required by law to be affixed thereto. For all shares issued or transferred without certificates, the Corporation shall within a reasonable time after such issuance or transfer send the shareholder a written statement of the information required on share certificates pursuant to G.L. c. 156D, § 6.25(b) & (c) and § 6.27. Shareholders can request and obtain a statement of rights, restrictions, preferences, and privileges regarding classified shares or a class of shares with two or more series, if any, from the Corporation's principal office. Each certificate issued shall bear all statements or legends required by law to be affixed thereto.

Every certificate for shares shall be signed by (i) the chair of the board, if any, a vice chair, if any, the President, or a vice President and (ii) the chief financial officer, an assistant treasurer, the secretary, or any assistant secretary.

Section 6.02 Transfers of Shares. Transfer of shares of the Corporation shall be made only on the books of the Corporation by the registered holder thereof or by such other person as may under law be authorized to endorse such shares for transfer, or by such shareholder's attorney thereunto authorized by power of attorney duly executed and filed with the secretary or transfer agent of the Corporation. Except as otherwise provided by law, upon surrender to the Corporation or its transfer agent of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment, or authority to transfer, it shall be the duty of the Corporation to issue a new certificate to the person entitled thereto, cancel the old certificate, and record the transaction upon its books.

Section 6.03 Registered Shareholders. The Corporation may treat the holder of record of any shares issued by the Corporation as the holder in fact thereof, for purposes of voting those shares, receiving distributions thereon or notices in respect thereof, transferring those shares, exercising rights of dissent with respect to those shares, exercising or waiving any preemptive right

with respect to those shares, entering into agreements with respect to those shares in accordance with the laws of the Commonwealth of Massachusetts, or giving proxies with respect to those shares.

Section 6.04 Lost, Stolen, or Destroyed Certificates. The board of Directors may issue a new share certificate in place of any certificate it previously issued that the shareholder alleges to have been lost, stolen, or destroyed provided that the shareholder or the shareholder's legal representative of the lost, stolen, or destroyed certificate shall give the Corporation a bond or other adequate security sufficient to indemnify the Corporation against any potential claim against the Corporation because of the alleged loss, theft, or destruction of any such certificate or the issuance of such new certificate.

ARTICLE VII CORPORATE RECORDS AND INSPECTION

Section 7.01 Records. The Corporation shall maintain adequate and correct books and records of account, minutes of the proceedings of the shareholders, board of Directors, and committees of the board of Directors, and a record of its shareholders, including names and addresses of all shareholders and the number and class of shares held, along with any other records required by law. The Corporation shall keep such record of its shareholders at its principal office, as fixed by the board of Directors from time to time, or at the office of its transfer agent or registrar. The Corporation shall keep its books and records of account and minutes of the proceedings of the shareholders, board of Directors, and committees of the board of Directors at its principal office, or such other location as shall be designated by the board of Directors from time to time.

Section 7.02 Inspection of Books and Records. The Corporation's accounting books and records and minutes of proceedings of the shareholders, board of Directors, and committees of the board of Directors shall, to the extent provided by law, be open to inspection of Directors, shareholders, and voting trust certificate holders, in the manner provided by law.

Section 7.03 Certification and Inspection of Bylaws. The Corporation shall keep in its principal office the original or a copy of these Bylaws as amended or otherwise altered to date, which shall be open to inspection by the shareholders at all reasonable times during office hours.

ARTICLE VIII MISCELLANEOUS

Section 8.01 Checks, Drafts, Etc. All checks, drafts or other instruments for payment of money or notes of the Corporation shall be signed by an officer or officers or any other person or persons as shall be determined from time to time by resolution of the board of Directors.

Section 8.02 Fiscal Year. The fiscal year of the Corporation shall commence on July 1 of each year.

Section 8.03 Conflict with Applicable Law or Articles of Organization. Unless the context requires otherwise, the general provisions, rules of construction, and the definitions of G.L. c. 156D shall govern the construction of these Bylaws. These Bylaws are adopted subject to any applicable law and the Articles of Organization. Whenever these Bylaws may conflict with any

applicable law or the Articles of Organization, such conflict shall be resolved in favor of such law or the Articles of Organization.

Section 8.04 Invalid Provisions. If any one or more of the provisions of these Bylaws, or the applicability of any provision to a specific situation, shall be held invalid or unenforceable, the provision shall be modified to the minimum extent necessary to make it or its application valid and enforceable, and the validity and enforceability of all other provisions of these Bylaws and all other applications of any provision shall not be affected thereby.

Section 8.05 Emergency Management of the Corporation. In anticipation of or during an emergency, as defined in G.L. c. 156D, § 3.03(d), the board, in order to conduct the ordinary business affairs of the Corporation, shall modify procedures, including, but not limited to, calling a board meeting, quorum requirements for such board meeting, and designation of additional or substitute Directors; provided that such modifications may not conflict with the Articles of Organization.

In anticipation of or during an emergency, the Corporation shall be able to take any and all of the following actions to conduct the Corporation's ordinary business affairs and operations:

- (a) Modify lines of succession to accommodate the incapacity of any Director, officer, employee, or agent resulting from the emergency.
- (b) Relocate the principal office, or designate alternative principal offices or regional offices.
- (c) Give notice to Directors in any practicable manner under the circumstances, including but not limited to publication and radio, when notice of a board meeting cannot be given in a manner prescribed by these Bylaws.
- (d) Deem that one or more officers present at a board meeting is a Director as necessary to achieve a quorum for that meeting.

Section 8.06 Reports. The Corporation shall provide all Shareholders with notice of the availability of annual financial reports of the Corporation before the earlier of the annual meeting of Shareholders or 120 days after the close of the fiscal year. Such financial reports shall be prepared and provided to Shareholders upon request in compliance with G.L. c. 156D, § 16.20.

Section 8.07 Advisement of Counsel. THE CULTIVATION, PRODUCTION AND SALE OF CANNABIS IS ILLEGAL UNDER FEDERAL LAW. NEITHER PARTY, NOR ATTORNEYS FOR COMPANY, HAVE MADE ANY REPRESENTATION TO THE CONTRARY.

ARTICLE IX AMENDMENT OF BYLAWS

Section 9.01 Amendment by Shareholders. Shareholders may adopt, amend or repeal bylaws by the vote or written consent of shareholders holding at least eighty-five percent of the voting power of the Company, except as otherwise provided by law, these Bylaws, or the Articles of Organization.


Section 9.02 Amendment by Directors. Subject to the rights of shareholders as provided in Section 9.01, and the statutory limitations of G.L. c. 156D, the board of Directors may adopt, amend, or repeal bylaws.

**CERTIFICATE OF SECRETARY
OF
THEORY WELLNESS, INC., A MASSACHUSETTS CORPORATION**

The undersigned, Andrew Linegar, hereby certifies that he is the duly elected and acting Secretary of Theory Wellness, Inc., a Massachusetts corporation (the “**Corporation**”), and that the foregoing Bylaws were adopted as the Bylaws of the Corporation as of May 22, 2018, and that the same do now constitute the Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed this certificate on behalf of the Corporation as of this 15th day of June, 2018.

THEORY WELLNESS, INC.

By: 
Name: Andrew Linegar
Title: Secretary



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$35.00

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

Articles of Organization
(General Laws, Chapter 180)

Identification Number: 001190760

ARTICLE I

The exact name of the corporation is:

THEORY WELLNESS, INC.

ARTICLE II

The purpose of the corporation is to engage in the following business activities:

TO ENGAGE IN CHARITABLE, EDUCATIONAL, AND SCIENTIFIC ACTIVITIES PER MGL CH. 180 §4.

ARTICLE III

A corporation may have one or more classes of members. If it does, the designation of such classes, the manner of election or appointments, the duration of membership and the qualifications and rights, including voting rights, of the members of each class, may be set forth in the by-laws of the corporation or may be set forth below:

ARTICLE IV

Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:

(If there are no provisions state "NONE")

1. NO OFFICER OR DIRECTOR SHALL BE PERSONALLY LIABLE FOR ANY DEBT, LIABILITY, OR OBLIGATION OF THE CORPORATION. 2. NO OFFICER OR DIRECTOR SHALL BE PERSONALLY LIABLE TO THE CORPORATION FOR MONETARY DAMAGES FOR OR ARISING FROM A BREACH OF FIDUCIARY DUTY AS AN OFFICER OR DIRECTOR OF THE CORPORATION, NOTWITHSTANDING ANY PROVISION OF LAW IMPOSING SUCH LIABILITY IN THE CASE OF: A) ANY BREACH OF THE OFFICER'S OR DIRECTOR'S DUTY OF LOYALTY TO THE CORPORATION. B) ANY ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR KNOWING VIOLATION OF LAW, AND C) ANY TRANSACTION FROM WHICH THE OFFICER OR DIRECTOR DERIVED AN IMPROPER PERSONAL BENEFIT. 3. MEETINGS OF THE OFFICERS OR DIRECTORS ARE AUTHORIZED TO TAKE PLACE ANYWHERE IN THE UNITED STATES. 4. THE DIRECTORS MAY MAKE, AMEND, OR REPEAL THE BYLAWS IN WHOLE OR IN PART PURSUIT TO THE PROCEDURES SET FORTH IN THE BYLAWS.

Notes: The preceding four (4) articles are considered to be permanent and may only be changed by filing appropriate Articles of Amendment.

ARTICLE V

The by-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk or other presiding, financial or recording officers, whose names are set out on the following page, have been duly elected.

ARTICLE VI

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a *later* effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing.

09/24/2015

ARTICLE VII

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

a. The street address (*post office boxes are not acceptable*) of the principal office of the corporation in *Massachusetts* is:

No. and Street: 38 MONTVALE AVE

STE 210

City or Town: STONEHAM

State: MA

Zip: 02180

Country: USA

b. The name, residential street address and post office address of each director and officer of the corporation is as follows:

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code	Expiration of Term
PRESIDENT	NICHOLAS CODY FRIEDMAN	10041 TOPANGA CANYON BLVD, #22 CHATSWORTH, CA 91311 USA 38 MONTVALE AVE STE 210 STONEHAM, MA 02180 USA	N/A
TREASURER	HUNTER POLLOCK	4250 OLD RT. 22 BREWSTER, NY 10509 USA 4250 OLD RT. 22 BREWSTER, NY 10509 USA	N/A
CLERK	BENJAMIN FRIEDMAN	120 KELLOGG RD SHEFFIELD, MA 01257 USA 120 KELLOGG RD SHEFFIELD, MA 01257 USA	N/A
DIRECTOR	NICHOLAS CODY FRIEDMAN	10041 TOPANGA CANYON BLVD, #22 CHATSWORTH, CA 91311 USA 38 MONTVALE AVE STE 210 STONEHAM, MA 02180 USA	N/A
DIRECTOR	HUNTER POLLOCK	4250 OLD RT. 22 BREWSTER, NY 10509 USA 4250 OLD RT. 22 BREWSTER, NY 10509 USA	N/A
DIRECTOR	BENJAMIN FRIEDMAN	120 KELLOGG RD SHEFFIELD, MA 01257 USA 120 KELLOGG RD SHEFFIELD, MA 01257 USA	N/A

c. The fiscal year (i.e., tax year) of the business entity shall end on the last day of the month of:

June

d. The name and business address of the resident agent, if any, of the business entity is:

Name:

No. and Street:

City or Town:

State:

Zip:

Country:

I/We, the below signed incorporator(s), do hereby certify under the pains and penalties of perjury that I/we have not been convicted of any crimes relating to alcohol or gaming within the past ten years. I/We do hereby further certify that to the best of my/our knowledge the above-named officers have not been similarly convicted. If so convicted, explain:

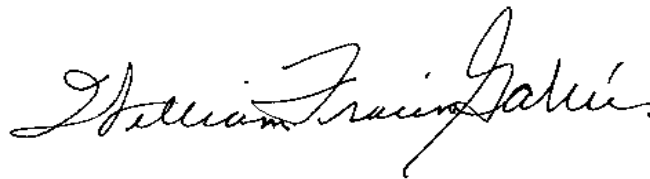
IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address (es) beneath each signature do hereby associate with the intention of forming this business entity under the provisions of General Law, Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this 24 Day of September, 2015. (If an existing corporation is acting as incorporator, type in the exact name of the business entity, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said business entity and the title he/she holds or other authority by which such action is taken.)

NICHOLAS FRIEDMAN

THE COMMONWEALTH OF MASSACHUSETTS

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

September 24, 2015 11:45 AM

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

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

Theory Wellness Inc.*Articles of Organization Explanation*

Theory Wellness Inc. ("TWI") was initially organized as a Chapter 180 non-profit corporation when it first began operations as an RMD.

Recently, TWI has converted to a for profit corporation.

We have attached:

1. Original articles of organization
2. Articles of Entity Conversion
3. Statement of Change of Supplemental Information (when Hunter Pollock was added to the Board of Directors)

D

The Commonwealth of Massachusetts

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

Theory Wellness, Inc. is a Medical
Marijuana Treatment Center with the
Department of Public Health in accordance
with 105 CMR 725.004 as of May 21, 2018.

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

FORM MUST BE TYPED

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)

FORM MUST

- (1) Exact name of the non-profit: Theory Wellness, Inc.
- (2) A corporate name that satisfies the requirements of G.L. Chapter 156D, Section 4.01:
Theory Wellness, 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:

Theory Wellness, Inc.

1311249

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.*

The corporation is organized: (1) to cultivate, manufacture, market, promote, sell, distribute and otherwise provide products containing cannabis and products that enable persons to consume cannabis in different forms and other related products, for both medicinal and recreational use, but only in accordance with the laws of the Commonwealth of Massachusetts; (2) to engage in all activities incidental thereto; and (3) to engage in any other activities in which a corporation formed under the laws of the Commonwealth of Massachusetts may lawfully engage.

MFB

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
Preferred	100,000			
Common	150,000			

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.

See the attached Continuation Sheet Article IV.

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:

ARTICLE VI

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

See the attached Continuation Sheet Article VI.

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:
38 Montvale Avenue, #210, Stoneham, MA 02180
- b. The name of its initial registered agent at its registered office:
Nicholas Friedman
- 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: Brandon Pollock, 140 Beacon Street, #7, Boston, MA 02116

Treasurer: Nicholas Friedman, 24 Bigelow Street, Apt. A, Cambridge, MA 02139

Secretary: Andrew Linegar, 125 Grant Street, Apt 10, Portland, Maine, 04101

Director(s): See the attached Continuation Sheet Article VIII.

- d. The fiscal year end of the corporation:
June 30th
- e. A brief description of the type of business in which the corporation intends to engage:
Cultivate, manufacture, market, promote, sell and distribute cannabis and related products.
- f. The street address of the principal office of the corporation:
38 Montvale Avenue, Suite 210, Stoneham, MA 02180
- g. The street address where the records of the corporation required to be kept in the commonwealth are located is:

38 Montvale Avenue, Suite 210, Stoneham, MA 02180, which is
(number, street, city or town, state, zip code)

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

Signed by: Brandon Pollock
(signature of authorized individual)

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

on this 3 day of May, 2018

THEORY WELLNESS, INC.
ARTICLES OF ENTITY CONVERSION

CONTINUATION SHEET ARTICLE IV

1. General.

“Common Stock” means the voting Common Stock, no par value, of the Theory Wellness, Inc. (the **“Company”**) and any securities issued in respect thereof, or in substitution therefor, in connection with any stock split, dividend or combination, or any reclassification, recapitalization, merger, consolidation, exchange or similar reorganization.

“Preferred Stock” means the voting Preferred Stock, no par value, of the Company having the privileges, preference, duties, liabilities, obligations and rights specified with respect to **“Preferred Stock”** set forth herein, and any securities issued in respect thereof, or in substitution therefor, in connection with any stock split, dividend or combination, or any reclassification, recapitalization, merger, consolidation, exchange or similar reorganization.

2. Voting.

Each shareholder entitled to vote is entitled to one (1) vote for each share of Preferred Stock and one and one-half (1.5) votes for each share of Common Stock. Any holder of shares entitled to vote on any matter may vote part of such shares in favor of the proposal and refrain from voting the remaining shares or vote them against the proposal. If a shareholder fails to specify the number of shares such shareholder is voting affirmatively, it will be conclusively presumed that the shareholder's approving vote is with respect to all shares such shareholder is entitled to vote.

3. Anti-Dilution.

Pursuant to procedures established by the Company, in the event the Company issues capital stock or other equity securities (**“New Securities”**), each holder of Preferred Stock, at his or her sole discretion, may receive, and the Company shall issue, such number of shares of Preferred Stock such that the electing holder of Preferred Stock holds the same percentage of Company capital stock issued and outstanding after the issuance of the New Securities as the holder of Preferred Stock held prior to the issuance of New Securities.

ARTICLE VI: CONTINUATION SHEET

1. **Limitation of Director Liability.** Except as required by applicable law, no Director of the corporation shall have any personal liability to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. The preceding sentence shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date upon which such provision becomes effective.
2. **Indemnification.** The Corporation shall, to the extent permitted by G.L. c. 156D, indemnify all persons who have served or may serve at any time as officers or Directors of the Corporation and their heirs, executors, administrators, successors, and assigns, from and against any and all loss and expense, including amounts paid in settlement before or after suit is commenced, and reasonable attorney's fees, actually and necessarily incurred as a result of any claim, demand, action, proceeding, or judgment that may have been asserted against any such persons, or in which these persons are made parties by reason of their being or having been officers or Directors of the Corporation. This right of indemnification shall not exist in relation to matters as to which it is adjudged in any action, suit or proceeding that these persons are liable for negligence or misconduct in the performance of duty. The indemnification rights provided herein (i) shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any law, agreement, vote of shareholders or otherwise; and (ii) shall inure to the benefit of the heirs, executors and administrators of such persons entitled to indemnification. The Corporation may, to the extent authorized from time to time by the board of Directors, grant indemnification rights to other employees or agents of the Corporation or other persons serving the Corporation and such rights may be equivalent to, or greater or less than, those set forth herein.
3. **Partnership.** The Corporation may be a partner to the maximum extent permitted by law.
4. **Shareholder Action Without a Meeting by Less Than Unanimous Consent.** Any action that, under any provision of G.L. c. 156D may be taken at a meeting of the shareholders, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, shall be signed by the holders of the outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares are entitled to vote thereon were present and voted; provided, however, that unless the consents of all shareholders entitled to vote have been solicited in writing, notice shall be given (in the same manner as notice of meetings is to be given), and within the time limits prescribed by law, of such action to all shareholders entitled to vote who did not consent in writing to such action; and provided, further, that Directors may be elected by written consent only if such consent is given by shareholders holding eighty-five percent (85%) of the outstanding votes held by shareholders, except that action taken by shareholders to fill one or more vacancies on the board other than a vacancy created by the removal of a Director, may be taken by written consent of a majority of the outstanding shares entitled to vote.
5. **Authorization of Directors to Make, Amend or Repeal Bylaws.** The board of directors may make, amend or repeal the Bylaws in whole or in part, except with respect to any provision thereof which by virtue of an express provision in Chapter 156D of the General Laws of Massachusetts, the Articles of Organization or the Bylaws requires action by the shareholders.

ARTICLE VIII: CONTINUATION SHEET

Director(s):

Nicholas Friedman
24 Bigelow Street, Apt. A,
Cambridge, MA 02139

Brandon Pollock
140 Beacon Street, #7
Boston, MA 02116

Andrew Linegar
125 Grant Street, Apt. 10
Portland, ME 04101

Steven Derrey
18 Lewis Street, Apt. #2
Portland, ME 04102

Asher Woodworth
32 Fishfarm Road
Lincolntonville, ME 04849

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 \$475 having been paid, said articles are deemed to have been filed with me this 22nd day of May, 2018, at _____ a.m./p.m.
time

Effective date: _____

(must be within 90 days of date submitted)

William Francis Galvin

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

SB
Examiner

Name approval

C

M

Filing fee: Minimum \$250

TO BE FILLED IN BY CORPORATION
Contact Information:

Theory Wellness, Inc.

38 Montvale Avenue, Suite 210

Stoneham, MA 02180

Telephone: 413-429-6472

Email: nick@theorywellness.org

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.

SECRETARY OF THE
COMMONWEALTH
2018 MAY 22 PM 3:56
CORPORATIONS DIVISION



The Commonwealth of Massachusetts
William Francis Galvin

No Fee

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

Statement of Change of Supplemental Information

(General Laws, Chapter 156D, Section 2.02 AND Section 8.45; 950 CMR 113.17)

1. Exact name of the corporation: THEORY WELLNESS, INC.

2. Current registered office address:

Name: NICHOLAS FRIEDMAN

No. and Street: 38 MONTVALE AVE. #210

City or Town: STONEHAM State: MA Zip: 02180 Country: USA

3. The following supplemental information has changed:

☒ *Names and street addresses of the directors, president, treasurer, secretary*

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
PRESIDENT	BRANDON POLLOCK	140 BEACON ST. #7 BOSTON, MA 02116 USA
TREASURER	NICHOLAS FRIEDMAN	24 BIGELOW ST., APT. A CAMBRIDGE, MA 02139 USA
SECRETARY	ANDREW LINEGAR	125 GRANT ST., APT. 10 PORTLAND, ME 04101 USA
DIRECTOR	NICHOLAS FRIEDMAN	24 BIGELOW ST., APT. A CAMBRIDGE, MA 02139 USA
DIRECTOR	BRANDON POLLOCK	140 BEACON ST. #7 BOSTON, MA 02116 USA
DIRECTOR	ANDREW LINEGAR	125 GRANT ST., APT. 10 PORTLAND, ME 04101 USA
DIRECTOR	STEVEN DERREY	18 LEWIS ST., APT. 2 PORTLAND, ME 04102 USA
DIRECTOR	ASHER WOODWORTH	32 FISHFARM RD. LINCOLNVILLE, ME 04849 USA
DIRECTOR	HUNTER POLLOCK	4250 OLD RT. 22 BREWSTER, NY 10509 USA

___ Fiscal year end:

June

___ Type of business in which the corporation intends to engage:

CULTIVATE, MANUFACTURE, AND SELL CANNABIS PRODUCTS

___ Principal office address:

No. and Street: 38 MONTVALE AVE., SUITE 210

City or Town: STONEHAM State: MA Zip: 02180 Country: USA

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

No. and Street: 38 MONTVALE AVE., SUITE 210

City or Town: STONEHAM State: MA Zip: 02180 Country: USA

which is

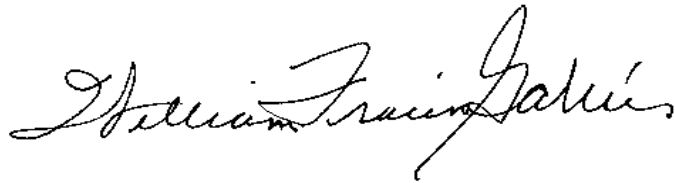
☒ its principal office ☐ an office of its transfer agent
☐ an office of its secretary/assistant secretary ☐ its registered office

Signed by NICHOLAS FRIEDMAN, its OTHER OFFICER
on this **30 Day** of **May, 2018**

THE COMMONWEALTH OF MASSACHUSETTS

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

May 30, 2018 06:07 PM

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

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



Commonwealth of Massachusetts
Department of Revenue
Christopher C. Harding, Commissioner

mass.gov/dor

Letter ID: L1660604800
Notice Date: January 17, 2019
Case ID: 0-000-697-194



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



THEORY WELLNESS
38 MONTVALE AVE STE 210
STONEHAM MA 02180

Why did I receive this notice?

The Commissioner of Revenue certifies that, as of the date of this certificate, THEORY WELLNESS 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?

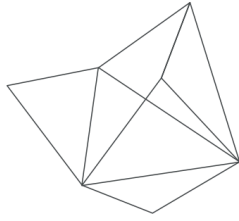
If you have questions, call us at (617) 887-6367 or toll-free in Massachusetts at (800) 392-6089, Monday through Friday, 8:30 a.m. to 4:30 p.m..

Visit us online!

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

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

Edward W. Coyle, Jr., Chief
Collections Bureau



THEORY
W E L L N E S S

THEORY WELLNESS INC.

Business Plan

Current as of 1.20.19

Prepared for the Massachusetts Cannabis Control Commission

1. EXECUTIVE SUMMARY

1.1 Mission Statement

Theory Wellness Inc. “TWI” is a Registered Marijuana Dispensary “RMD” and is applying to become a vertically integrated Marijuana Establishment (“ME”). We are committed to providing the highest quality cannabis and cannabis infused products in safe and welcoming environment, to Consumers and registered patients who over the age of 21.

1.2 Product Offerings

TWI will offer cannabis flower, concentrates, and cannabis infused products to Consumers who are over the age of 21 and registered patients; all products offered will be compliant with the guidelines and regulations set out by the CCC.

1.3 Customers

TWI’s target customers include Consumers 21 years of old or older as well as registered patients.

1.4 What Drives Us

TWI’s goals include:

- A) Being an industry leader in cannabis quality
- B) Employing locally whenever possible
- C) Sustaining a positive relationship with our host communities
- D) Seeking sustainable means to reduce our carbon footprint

2. COMPANY DESCRIPTION

2.1 Structure

TWI is a Massachusetts domestic for-profit corporation applying for Certificates of Registration from the Massachusetts Cannabis Control Commission (the “**Commission**”) to operate a variety of Marijuana Establishments in the Commonwealth.

2.2 Operations

TWI is applying for or already operating the following Adult Use licenses:

Marijuana Retailer (Located at 394 Stockbridge Rd, Great Barrington, MA, 01230)

Marijuana Cultivator (Located at 1050 Elm St, Bridgewater, MA, 02324)

Marijuana Product Manufacturer (Located at 1050 Elm St, Bridgewater, MA, 02324)

Marijuana Cultivator (Located at 237 Bow Wow Road, Sheffield MA 01257)

All of our locations are leased premises.

TWI has one operational Retail location (Great Barrington) and we have plans for two more Retail locations, including one in Chicopee MA.

TWI’s operational retail location encompasses a total of 2,450 square feet. TWI’s leased premises for our manufacturing & cultivation activities, is approximately 12,000 square feet, with approximately, 10,800 square feet dedicated exclusively to cultivation and manufacturing. TWI’s leased space for outdoor cultivation in Sheffield is 2.5 acres.

TWI, as an operating RMD, has established inventory controls and procedures for the conduct of inventory reviews, and comprehensive inventories of cannabis products in the process of cultivation, and finished, stored cannabis. TWI conducts monthly (partial) and yearly (full) inventory audits of our cannabis in the process of cultivation and finished, stored cannabis.

TWI tags and tracks all cannabis seeds, clones, plants, and cannabis products, using a seed-to-sale methodology and will continue to do so in a form and manner to be approved by the Commission.

TWI already has a record keeping policy and will continue to maintain records, including all records required in any section of 935 CMR 500.000, which will be available for inspection by the Commission, upon request. The records shall be maintained in accordance with generally accepted accounting principles. Records shall be maintained for at least 12 months.

TWI has already obtained and will 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, except as provided in 935 CMR 500.105(10)(b) or otherwise approved by the Commission. The deductible for each policy is no higher than \$5,000 per occurrence.

TWI has already, and will continue to provide adequate lighting, ventilation, temperature, humidity, space, and equipment, in accordance with applicable provisions of 935 CMR 500.105 and 500.110.

All recyclables and waste, including organic waste composed of or containing finished cannabis and cannabis products, is currently and will continue to be stored, secured, and managed in accordance with applicable state and local statutes, ordinances, and regulations. Organic material, recyclable material, solid waste, and liquid waste containing cannabis or by-products of cannabis processing, is and shall continue to be disposed of in compliance with all applicable state and federal requirements.

TWI will demonstrate consideration of the factors for Energy Efficiency and Conservation outlined in 935 CMR 500.105(15) as part of its operating plan.

TWI's agents shall at all times comply with all local rules, regulations, ordinances, and bylaws.

2.3 Security

TWI has contracted with two professional security and alarm companies to design, implement and monitor our comprehensive security plan to ensure that the facility is a safe and secure environment for employees and the local community. We currently work with Signet Electronic Systems (primary vendor) and Wayne Alarm (secondary vendor).

TWI's state-of-the-art security system consists of panic alarms connected to local law enforcement for efficient notification and response in the event of a security threat. A redundant alarm system is installed to ensure that active alarms remain operational if the primary system is compromised.

Interior and exterior HD video surveillance exists in all areas that contain cannabis, entrances, exits, and parking lots. TWI's surveillance is operational 24/7 and will remain operational even in the event of a power outage. This video storage is maintained for 90 days.

The exterior of our locations is sufficiently lit and foliage will be minimized to ensure clear visibility of the area at all times.

Only TWI's registered agents and other authorized visitors (e.g. contractors, vendors) are allowed access to the facility, and a visitor log is maintained. All agents and visitors are required to visibly display an ID badge, and TWI maintains a current list of individuals with access.

On-site consumption of cannabis is prohibited.

3. MARKET RESEARCH

3.1 Industry

TWI's proposed Marijuana Retailer is located in Great Barrington, MA, which is located in Berkshire County. Our second Marijuana Retailer will be in Chicopee MA.

3.2 Customers

In Massachusetts, cannabis sales are expected to increase from \$106 million in 2017 to \$457 million in 2018, and eventually to \$1.4 billion in 2025, according to New Frontier Data.

3.3 Competitors

TWI's main competitors include Berkshire Roots and Temescal Wellness in Pittsfield MA. We expect over time more Marijuana Retailers to open up in the Berkshires.

The competitors to Chicopee are Mass Alternative Care, NETA, and INSA.

3.4 Competitive Advantage

TWI's competitive advantages include our unique cannabis genetics, our outstanding customer service, and our commitment to focusing on quality. We believe that customers will be scrutinizing the quality of cannabis available for sale, and that our commitment to small-batch, premium quality will differentiate us from our competition.

4. MARKETING & SALES

4.1 Growth Strategy

TWI plans to continue to grow the company by adding additional retail locations throughout Massachusetts as well as expand the footprint of our cultivation operations over time. Adding a wholesale component to our revenue generation and focusing on maintaining quality to reduce the downward pressures on pricing, will be equally important to realize and sustain our growth projections.

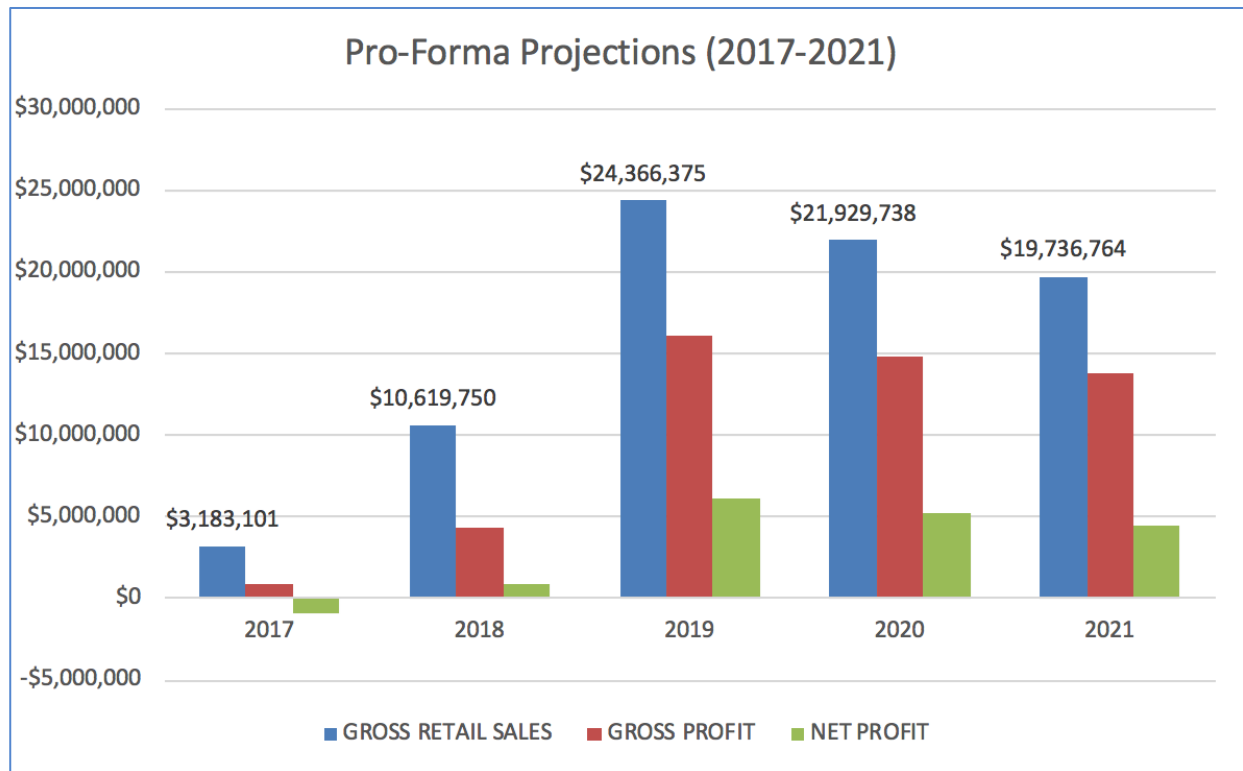
4.2 Communication

TWI plans on engaging in reasonable marketing, advertising, and branding practices that are not otherwise prohibited in 935 CMR 500.105(4) that do not jeopardize the public health, welfare or safety of the general public or promote the diversion of cannabis or cannabis use in individuals younger than 21 years old. Any such marketing, advertising and branding created for viewing by the public shall include the statement “Please Consume Responsibly,” in a conspicuous manner on the face of the advertisement and shall include a minimum of two of the warnings, located at 935 CMR 500.105(4)(a), in their entirety in a conspicuous manner on the face of the advertisement.

Additionally, TWI will communicate with our customers through our existing social media accounts, and our website.

TWI will provide a catalogue and a printed list of the prices and strains of cannabis available to Consumers and registered patients, and will post the same catalogue and list on its website and in the Marijuana Retailer.

5. FINANCIAL PROJECTIONS



5.1 Financial Assumptions

As further detailed in our Income Statement, Balance Sheet, and Cash Flow, displayed below, years 2015-2019 are modeled bottom-up, with years 2020-2021 modeled top down.

REVENUES

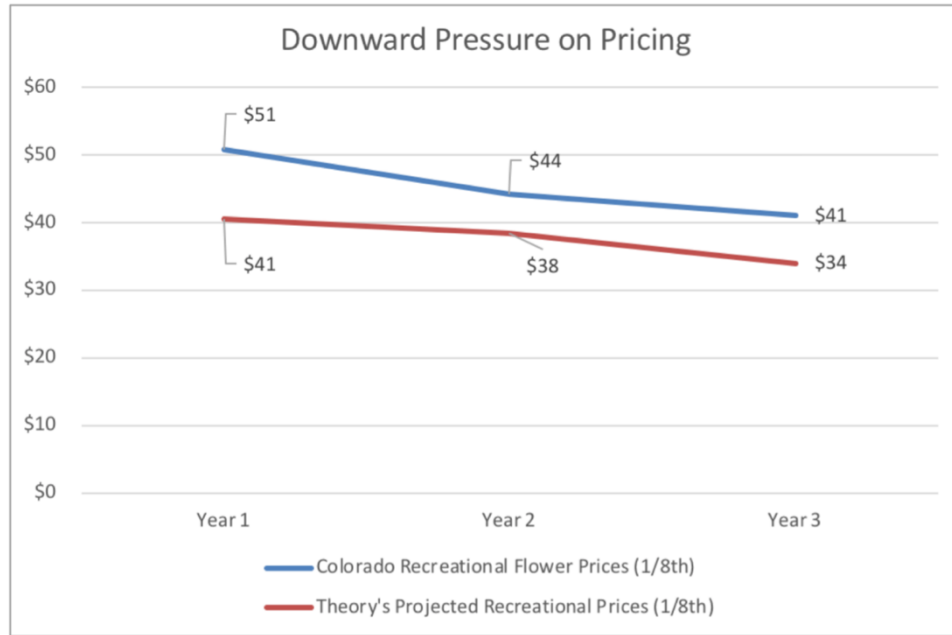
Theory's top-line revenue projections stem from the following key revenue generating assumptions:

- 1) Continued medical cannabis sales out of our Bridgewater RMD location
- 2) Dual use sales (Adult Use + Medical Cannabis) out of our Great Barrington location
- 3) Surplus in production sold as wholesale to other licensed Cannabis Establishments

Medical Cannabis sales are forecasted off our actuals, based on our realized average transaction size, product pricing, and discounts provided.

Adult Use sales are based on the following key assumptions:

- 1) Average Transaction Size: \$85/visit decreasing to \$75/visit by year 2
- 2) A 17% average usage rate across MA residents
- 3) Downward pressure on prices, as seen in the table below:



COSTS

All costs & projected yields are modeled off TWI actuals (TWI is a currently operating RMD), adjusted up or down based of Adult Use market conditions, with departmental contingencies throughout.

5.2 Profit & Loss

Theory Wellness Pro Forma Income Statements (2015-2021)							
	2015	2016	2017	2018	2019	2020	2021
RETAIL GROSS RECEIPTS							
Gross Revenue	\$0	\$0	\$3,183,101	\$10,619,750	\$24,366,375	\$21,929,738	\$19,736,764
Flowers	\$0	\$0	\$1,941,691	\$6,478,048	\$14,863,489	\$13,377,140	\$12,039,426
Extracts	\$0	\$0	\$732,113	\$2,746,555	\$6,822,585	\$6,140,327	\$5,526,294
Edibles	\$0	\$0	\$318,310	\$1,061,975	\$2,436,638	\$2,192,974	\$1,973,676
MIP's	\$0	\$0	\$190,986	\$333,173	\$243,664	\$219,297	\$197,368
NET TOTAL REVENUE	\$0	\$0	\$3,183,101	\$10,619,750	\$24,366,375	\$21,929,738	\$19,736,764
WHOLESALE GROSS RECEIPTS							
Flower	\$0	\$0	\$0	\$0	\$3,454,414	\$3,454,414	\$3,454,414
Extracts	\$0	\$0	\$0	\$153,956	\$919,425	\$965,396	\$1,013,666
Edibles	\$0	\$0	\$0	\$66,938	\$199,875	\$209,869	\$220,362
NET TOTAL REVENUE	\$0	\$0	\$0	\$220,894	\$4,573,714	\$4,629,679	\$4,688,442
COMBINED GROSS REVENUES	\$0	\$0	\$3,183,101	\$10,840,644	\$28,940,089	\$26,559,416	\$24,425,206
COST OF GOODS SOLD							
Cultivation Direct COGS	\$0	\$0	\$614,935	\$1,547,878	\$2,900,390		
Lab Direct COGS	\$0	\$0	\$101,765	\$449,792	\$1,172,934		
Wholesale Inventory Procured for Retail	\$0	\$0	\$70,249	\$806,738	\$2,243,699		
Professional Expenses	\$0	\$0	\$49,525	\$224,438	\$440,296		
Facility Expenses	\$0	\$31,940	\$174,739	\$592,416	\$723,030		
Payroll Expenses	\$0	\$4,960	\$1,145,353	\$2,498,487	\$5,014,116		
Admin Expenses	\$0	\$5,200	\$150,295	\$316,456	\$357,082		
Storage	\$0	\$0	\$1,266	\$8,756	\$8,756		
GROSS COGS	\$0	\$42,100	\$2,308,127	\$6,444,961	\$12,860,304	\$11,669,591	\$10,609,743
GROSS PROFIT	\$0	-\$42,100	\$874,974	\$4,395,683	\$16,079,785	\$14,889,825	\$13,815,463
Gross Margin				41%	56%	56%	57%
RETAIL OPERATIONAL EXPENSES							
Professional Expenses	\$0	\$119,370	\$347,222	\$521,636	\$908,601		
Marketing Expenses	\$0	\$0	\$67,366	\$63,000	\$514,500		
Facility Expenses	\$0	\$0	\$47,567	\$419,251	\$453,745		
Payroll Expenses	\$0	\$0	\$417,618	\$1,168,514	\$2,572,603		
Admin Expenses	\$0	\$424	\$59,461	\$136,803	\$446,646		
Licenses/Local Dues	\$0	\$0	\$62,500	\$232,360	\$764,919		
GROSS RETAIL OPERATIONAL EXPENSES	\$0	\$119,794	\$1,001,733	\$2,541,565	\$5,661,014	\$5,774,234	\$5,831,976
OpEx Growth Rate				153.7%	122.7%	2.0%	1.0%
EBITDA	\$0	-\$161,894	-\$126,759	\$1,854,118	\$10,418,771	\$9,115,591	\$7,983,487
EBITDA Margin				17%	36%	34%	33%
NET INCOME (PADIT)	\$0	-\$417,938	-\$927,315	\$897,480	\$6,138,669	\$5,225,958	\$4,433,475
Net Margin				8%	21%	20%	18%

5.3 Cash Flow

Theory Wellness Pro Forma Cash Flow Statements								
	2015	2016	2017	2018	2019	2020	2021	
CASH FLOW FROM OPERATING ACTIVITIES								
Cash receipts from customers	\$0	\$0	\$3,183,101	\$10,840,644	\$28,940,089	\$26,559,416	\$24,425,206	
Cash paid (COGS & OpEx)	\$0	\$161,894	\$3,309,860	\$8,986,526	\$18,521,318	\$17,443,825	\$16,441,719	
Cash paid for income taxes (state and federal)	\$0	\$0	\$9,645	\$764,838	\$4,015,952	\$3,645,037	\$3,327,034	
Cash paid for city taxes	\$0	\$0	\$2,387	\$7,965	\$18,275	\$16,447	\$14,803	
Net cash flow from operating activities	\$0	-\$161,894	-\$138,791	\$1,081,316	\$6,384,544	\$5,454,107	\$4,641,651	
CASH FLOW FROM INVESTING ACTIVITIES								
Additions to Depreciation Spend	\$0	\$2,084,208	\$1,300,000					
Additions to Amortization Spend	\$0	\$202,160	\$0					
Net cash flow from investing activities	\$0	-\$2,286,368	-\$1,300,000	\$0	\$0	\$0	\$0	
CASH FLOW FROM FINANCING ACTIVITIES								
Proceeds								
Proceeds from Debt Financing #1 (Convert to Equity)		\$3,100,000						
Proceeds from Debt Financing #2 (Long Term)			\$1,000,000					
Proceeds from Short Term Credit Line			\$395,000					
Proceeds from Equity Round #2								
Payments								
Payment of Short Term Credit Line (Interest)				-\$27,672				
Payment of Short Term Credit Line (Principle)				-\$395,000				
Payment from Debt Financing #1 (Principal)		\$0	\$0	\$0	\$0	\$0	\$0	
Payment from Debt Financing #1 (Interest)		\$0	-\$167,749	-\$626,891	\$0	\$0	\$0	
Payment from Debt Financing #2 (Principal)				-\$32,411	-\$139,765	-\$157,491	-\$177,465	
Payment from Debt Financing #2 (Interest)			\$0	-\$33,278	-\$122,989	-\$105,264	-\$85,290	
Net cash flow from financing activities	\$0	\$3,100,000	\$1,227,251	-\$1,115,252	-\$262,755	-\$262,755	-\$262,755	
NET INCREASE / DECREASE IN CASH								
Cash at the beginning of the period	\$0	\$0	\$651,739	\$440,198	\$406,262	\$6,528,052	\$11,719,404	
Cash at the end of the period	\$0	\$651,739	\$440,198	\$406,262	\$6,528,052	\$11,719,404	\$16,098,300	

5.4 Balance Sheet

Theory Wellness Pro Forma Balance Sheets								
	2015	2016	2017	2018	2019	2020	2021	
ASSETS:								
Current Assets								
Cash & Equivalents	\$0	\$651,739	\$396,179	\$365,636	\$5,875,247	\$10,547,464	\$14,488,470	
Accounts Receivables		\$0	\$0	\$0	\$0	\$0	\$0	
Inventory	\$0	\$0	\$44,020	\$40,626	\$652,805	\$1,171,940	\$1,609,830	
Total Current Assets	\$0	\$651,739	\$440,198	\$406,262	\$6,528,052	\$11,719,404	\$16,098,300	
Long-term Assets								
Depreciation	\$0	\$2,060,841	\$3,302,946	\$3,208,940	\$3,114,935	\$3,020,929	\$2,926,923	
Amortization	\$0	\$183,232	\$154,352	\$125,472	\$96,592	\$67,712	\$38,832	
TOTAL ASSETS	\$0	\$2,895,812	\$3,897,497	\$3,740,675	\$9,739,579	\$14,808,045	\$19,064,056	
LIABILITIES & EQUITY:								
Current Liabilities								
Accounts payable								
Short-term notes payable			\$395,000					
Short-term notes Capital Accumulation								
Total Current Liabilities	\$0	\$0	\$395,000	\$0	\$0	\$0	\$0	
Long-term Liabilities								
First Round Debt Financing	\$0	\$3,100,000	\$3,727,750					\$0
First Round Debt, Capital Accum		\$213,750						
Total First Round Long-term Liabilities	\$0	\$3,313,750	\$3,727,750	\$0	\$0	\$0	\$0	
Second Round Debt Financing			\$1,000,000	\$1,087,589	\$947,824	\$790,333	\$612,868	
Second Round Debt, Capital Accum			\$120,000					
Total Second Round Long-term Liabilities	\$0	\$0	\$1,120,000	\$1,087,589	\$947,824	\$790,333	\$612,868	
Stockholder's Equity								
Equity in Company	\$0	\$0	\$0	\$3,100,000	\$3,100,000	\$3,100,000	\$3,100,000	
Retained Earnings	\$0	-\$417,938	-\$1,345,253	-\$447,773	\$5,690,896	\$10,916,853	\$15,350,329	
Other Adjustments				\$859	\$859	\$859	\$859	
TOTAL LIABILITIES AND EQUITY	\$0	\$2,895,812	\$3,897,497	\$3,740,675	\$9,739,579	\$14,808,045	\$19,064,056	

6. TEAM

Theory has approximately 90 full time employees and plans to hire another 30-40 individuals over the next 6-12 months.

Our key leadership includes:

Brandon Pollock- *President and CEO*

Nick Friedman- *Treasurer, CFO*

Andrew Linegar- *Secretary, COO*

Steven Derrey- *Board Member, Director of Cultivation*

Hunter Pollock- *Board Member*

Asher Woodworth- *Board Member*

Benno Friedman- *Non-voting Board Member*

Theory Wellness*Operating Policies and Procedures – Separating Recreational from Medical*

Theory Wellness's cultivation facility is proposed to be a recreational only facility, thus the separation of medical and recreational cannabis is not applicable.

Theory Wellness Inc.*Operating Policies and Procedures – Marijuana Cultivator Application***Restricting Access to those who are 21+**

Theory Wellness will only hire employees who are 21+ years of age – our Human Resources team, prior to extending any offers of employment, verifies the age of the prospective employee. Thus, our primary way to ensure that no individual under 21 years of age enters our cultivation facility is through the hiring process.

TWI's facility will be a secure, limited access facility – no one can gain entrance unless they are an employee or an authorized visitor.

Theory Wellness Inc.*Operating Policies and Procedures – Cultivator Application***Quality Control and Testing**

Theory Wellness will have the following procedures in place to ensure compliance with 935 CMR 500.160 and other applicable regulations:

- No marijuana product will be sold or otherwise marketed for adult use that has not first been tested by an Commission licensed Independent Testing Laboratory and deemed to comply with the standards required under 935 CMR 500.160.
- We will contract with Independent Licensed Testing laboratories to perform the required quality control and potency testing for us. Sampling and testing will be performed in accordance with the 'Protocol for Sampling and Analysis of Finished Medical Marijuana Products and Marijuana-infused Products', as amended in November, 2016, published by the DPH.
- All marijuana and marijuana products will be stored in environmentally controlled, secure areas to ensure no product deterioration takes place.
- Prior to distributing marijuana from our Marijuana Cultivator, Theory Wellness will send to the intended Marijuana Establishment a report showing satisfactory independent laboratory test on every batch of products that we plan on distributing.
- In accordance with our record keeping policies, Theory Wellness will maintain records of all testing results for no less than one year.
- We will adhere to the specific provisions regarding seeds and clones as set forth in 935 CMR 500.160.
- Any product that is damaged, defective, expired, or contaminated will be treated as waste and quarantined in compliance with 935 CMR 500(11)(b).
- In accordance with 935 CMR 500.120(5), any testing results indicating noncompliance with pesticide regulations will be immediately reported to the Commission.
- All cultivation inputs (water, growing media, nutrients) are tested to ensure they are free from contaminants such as heavy metals.

Theory Wellness Inc.*Operating Policies and Procedures – Cultivator Application***Personnel Policies including Background Checks**

Theory Wellness will adhere to the following personnel policies:

Employee Handbook

Theory Wellness has a comprehensive employee handbook that outlines our company's personnel policies. We will ensure that all policies are compliant with both 105 CMR 725.000 and 935 CMR 500.000. All employees receive and must acknowledge receipt of this handbook prior to beginning employment at our Marijuana Establishment. Policies included in the handbook will include, but will not be limited to:

1. Our drug / alcohol / tobacco policy. Theory Wellness will be a drug, alcohol, and tobacco free Company. All employees will sign our drug / alcohol / tobacco policy prior to beginning employment.
2. All employees will be eligible for health insurance and dental insurance after 30 days of employment
3. Vacation time / sick time policies and procedures
4. Reporting mechanisms for any complaints related to harassment / discrimination
5. Emergency procedures, including plans with procedures to be followed in case of fire, security risks, power outages, and snow emergencies.
6. Maternity / paternity leave

Background Checks

1. Theory Wellness will register all board members, directors, employees, executives, and managers, and maintain their registration, in accordance with 935 CMR 500.030, which includes submitting to the Commission a Criminal Offender Record Information (CORI) report and any other background check information required by the Commission for each individual for whom the Marijuana Establishment seeks a marijuana establishment agent registration, obtained within 30 days prior to submission. No individuals will be registered as agents that are unsuitable as defined in 935 CMR 500.800.
2. CORI background checks will be stored in a separate locked cabinet that is only accessible by our executives, our Human Resources Manager, and the Commission upon request.
3. Our Human Resources Manager will be registered with the Department of Criminal Justice Information Systems and will submit to the Commission a Criminal Offender Record Information (CORI) report and any other

background check information required by the Commission for each individual for whom the Marijuana Establishment seeks a marijuana establishment agent registration, obtained within 30 days prior to submission.

Additional Personnel Policies

1. Theory Wellness will spend a minimum of 40 hours training all employees, and will have yearly ongoing training of at least 8 hours per year. Training is tailored to the roles and responsibilities of the job function of each employee, and at a minimum will include a Responsible Vendor Program under 935 CMR 500.105(2)(b).
2. All training is documented, and signed off on by the employee and their manager.
3. Personnel records and organizational charts will be kept in compliance with 935 CMR 500.105(9)(d). Every agent has their own "Employee Record"
4. Theory Wellness shall notify the Commission no more than one business day after a marijuana establishment agent ceases to be associated with the establishment.
5. Our agents affiliated with multiple Marijuana Establishments will be registered as a marijuana establishment agent for each Marijuana Establishment. Theory Wellness will apply for separate registration cards for those agents for each establishment.
6. Our Human Resource Manager is responsible for notifying the Commission, in a form and manner determined by the Commission, as soon as possible, but in any event, within five business days of any changes to the information that we were previously required to submit to the Commission or after discovery that a registration card has been lost or stolen.
7. Theory Wellness will renew registration cards annually per 935 CMR 500.030(5)
8. Theory Wellness will follow all required laws and regulations in respect to our Human Resources policies.
9. We will be an equal opportunity employer – we have created a diversity plan to ensure we have a workforce that properly represents the communities we operate in
10. All agents must be at least 21 years of age
11. If requested by any individual, a list of all board members and executives of a Marijuana Establishment, and members, if any, of Theory Wellness will be made available. This request may be made via phone, email, or certified mail.
12. All agents must carry his or her registration card at all times while in possession of marijuana, including at all times while at a Marijuana Establishment or while transporting marijuana. This is part of the initial training. Agents will be provided lanyards to hold their registration card.
13. Any violation of Operating Policies and Procedures is considered an action that requires formal and documented discipline.

- a. Any agent who must be disciplined twice for the same violation is terminated
- b. Any agent attempting to divert cannabis is immediately terminated and reported to the CCC and local authorities per 935 CMR 500.105(1)(l).
- c. All discipline is recorded in the "Employee Record" folder

Theory Wellness Inc.

Operating Policies and Procedures – Cultivator Application

Record Keeping Procedures

Theory Wellness will adhere to the following record keeping procedures in compliance with 935 CMR 500.105(9) and all other applicable regulations:

- All records will be available for the Commission to inspect at anytime.
- If Theory Wellness were to close, we would store our records for at least two years, at our expense, at a location of the Commission's choosing
- All records are **stored indefinitely** besides video surveillance (stored 90 days unless there is an ongoing investigation). This includes marijuana testing reports received from Independent Testing Laboratories.
- Personnel records will be kept in compliance with 935 CMR 500.105(9)(d). Every agent has their own "Employee Record"
- Financial records shall be maintained in accordance with generally accepted accounting principles – we use Quickbooks online for our day to day bookkeeping
- Our Director of Compliance is responsible for ensuring that all record keeping procedures are followed
- Our agents are assigned permission, based on job role, to access and modify certain parts of the inventory control system. All actions performed by these agents are recorded in the system. All of our inventory records will be stored in both our inventory control system and METRC.
- Paper records are held in cabinets in our limited access Manager's office.
- Sales / Dispensing records are tracked in both our inventory control system and METRC.

CORI Records

CORI background check records are maintained in the following manner:

1. These are highly sensitive and are maintained separately from the rest of the personnel files. They are maintained in a separate, locked, filing cabinet drawer
2. Access to these files is limited to agents whom have been approved to access CORI
3. We will not store these records electronically (all CORI results are already saved electronically on Creative Services Inc.'s secure server)
4. We shall not retain CORI records for longer than seven years from the date of employment or volunteer service
5. If we dispose of CORI records, Theory Wellness will dispose of them by shredding the records

Theory Wellness Inc.*Operating Policies and Procedures – Cultivator Application***Maintaining of Financial Records**

Theory Wellness will adhere to the following financial record keeping policies and procedures:

- All records will be available for the Commission to inspect at anytime
- Our CFO and our Accounting Manager will have responsibility over the maintenance of our financial records, including the records detailed in 935 CMR 500.105(9)(e)
- Our CPA firm is responsible for tax filings – Theory Wellness maintains all materials prepared for tax filing, and all records of the filings themselves
- During the license renewal process, we will adhere to 935 CMR 500.103(4)(d) and make available to the Commission a report detailing the financial benefits Theory Wellness provided to Sheffield as the result of our host community agreement.
- Our financial records will be maintained in Quickbooks Online, a cloud based accounting software.
- All sales records will be maintained per 935 CMR 500.140(6)
- All financial / sales records are stored indefinitely

Theory Wellness Inc.

Operating Policies and Procedures – Cultivator Application

Qualifications and training

Theory Wellness will look for the following qualifications, and train all new employees on the following guidelines:

Qualifications for cultivation staff

1. Over the age of 21
2. No disqualifying events in the individual's background check
3. You work best in a fast paced environment
4. Ability to solve unexpected problems quickly and under pressure maintaining a positive attitude at all times.
5. Attention to detail
6. Work well with your hands
7. High-energy, enthusiasm and the willingness to do whatever it takes to get the job done
8. A passion for cannabis

Qualifications for our supervisors

1. Over the age of 21
2. No disqualifying events in the individual's background check
3. 2+ Years of management experience
4. Experience managing at least five individuals
5. You work best in a fast paced environment
6. Ability to solve unexpected problems quickly and under pressure while maintaining a positive attitude
7. Strong software and computer skills
8. High-energy, enthusiasm and the willingness to do whatever it takes to get the job done
9. A passion for cannabis

Training

All agents undergo extensive training in order to ensure that we operate in full compliance with all applicable regulations. All training is documented, and documentation is placed in individual employee records. All agents will be trained on the following standard operating procedures:

- Cleanliness policies and procedures
- Security procedures, including
 - Entrance / exit procedures

- Attempted robbery procedures
 - Diversion monitoring
 - Protocol for when an agent loses an ID card or a key fob
- Emergency procedures, including
 - Fire response
 - Medical emergency response
 - Chemical spill response
 - Natural disaster response
 - Power outage response
- Personnel Policies
 - Vacation time
 - Sick leave
 - Clock in / clock out protocol
 - Non-discrimination / harassment policy
 - Drug and alcohol policy
- Role specific procedures, including:
 - Inventory control procedures
 - Cannabis cultivation procedures
 - Cannabis processing procedures
 - Cannabis storage procedures
 - Inventory receiving procedures (for input materials)
 - Inventory waste procedures, including waste disposal

Theory Wellness Inc.

Operating Policies and Procedures Proposed Plan for Diversity

All licenses – Theory Wellness Inc.

Diversity Plan

Theory Wellness Inc. (“TWI”) is committed to a policy of equal employment opportunity. We recruit and hire applicants without regard to race, color, religion, sex (including pregnancy), national origin, disability, age, sexual orientation, veteran status, genetic information, or any other factor prohibited by law.

In order to ensure we have a workforce that represents the diverse communities we do business in, TWI will create and execute a diversity plan. The goals of the plan are to (a) recruit a diverse workforce, (b) create a workplace that is free from discrimination, and (c) encourage a diverse management team. The plan will be broken down to three parts:

Hiring Practices

- Post job opportunities across multiple platforms
- Ensure applicants are screened by staff trained to be free from discrimination
- TWI will not discriminate against candidates whom have a non–disqualifying cannabis related criminal record
- TWI will embrace and acknowledge how individuals with diverse backgrounds can bring a wide range of talents to TWI. Our goal is to have a workforce equally if not more diverse than the average demographics in the communities we operate in (measured by comparing our data to the demographic of the county in which we operate in).
- TWI will offer automatic in person interviews to any individuals trained by the Commission’s Social Equity Program

Training Practices

- Train all staff, as part of initial and ongoing training, on our zero tolerance harassment and discrimination policy.
- Our Human Resources Department Staff will take, once per year, a course on diversity / discrimination in the workplace.
- Create safe avenues for employees to report potential discrimination or harassment
- Provide resources, as needed, for any individuals whom may need additional training

Management Practices

- Aim to create a diverse management team

- Encourage internal applicants for all promotional opportunities – identify and address any potential barriers to promotions for certain individuals
- Support all employees in their professional growth plans
- Allow and encourage managers to hold round table discussions on diversity if a manager feels it would be advantageous to do so
- Ensure Management properly addresses any reports of discrimination or harassment

Equity Provisions

In addition to hiring a diverse workforce, TWI has launched a social equity program. We recently selected an Economic Empowerment Applicant “Legal Greens” to be our first participant in the program. This program will assist Legal Greens by:

- a. Providing the company with \$100,000 in no interest loans – we expect to have this loan complete by August 15th, 2019.
- b. Providing the company with \$150,000 worth of initial cannabis inventory. They will pay TWI back for this inventory once it has been sold.
- c. Assisting with all aspects of Legal Green’s business plan and execution, including:
 - i. State and local licensing
 - ii. Banking and other professional service relationships
 - iii. Dispensary design and construction
 - iv. Standard operating procedures
 - v. Safety and security plans

Measurement and Accountability

TWI’s Board of Directors will examine, once per year, the effectiveness of our diversity plan by looking at the following metrics:

- Number and percentage of jobs held by people of color, specifically people of African-American/Black and/or Hispanic or Latino descent, women, veterans, farmers, and people with drug convictions
- Number and percentage of **management** positions held by people of color, specifically people of African-American/Black and/or Hispanic or Latino descent, women, veterans, farmers, and people with drug convictions
- Number of individuals that TWI employs that were trained by the Commission’s Social Equity Program
- Analyze the number and nature of discrimination and / or harassment complaints filed by TWI employees – based on this analysis, the Board of Directors may request revisions to personnel policies or request additional employee training to reduce the number of these complaints. TWI’s goal is to have zero complaints of this nature.