



Massachusetts Cannabis Control Commission

Marijuana Transporter with Other Existing ME License

General Information:

License Number: MX281310
Original Issued Date: 07/30/2018
Issued Date: 07/10/2020
Expiration Date: 09/29/2021

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: SIRA NATURALS, INC.

Phone Number: 717-319-8546 Email Address: jcrowford@publicpolicylaw.com

Business Address 1: 300 TRADE CENTER DRIVE	Business Address 2: SUITE 7700
Business City: WOBURN Business State: MA	Business Zip Code: 01801
Mailing Address 1: 300 TRADE CENTER DRIVE	Mailing Address 2: SUITE 7700
Mailing City: WOBURN Mailing State: MA	Mailing Zip Code: 01801

MARIJUANA ESTABLISHMENT LICENSE INFORMATION

License or Application Number: MCN281252; REN281260; MPN281303; MXN281310

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: RP201855

RMD INFORMATION

Name of RMD: SIRA NATURALS, INC.
Department of Public Health RMD Registration Number: 010
Operational and Registration Status: Obtained Final Certificate of Registration and is open for business in Massachusetts
To your knowledge, is the existing RMD certificate of registration in good standing?: yes
If no, describe the circumstances below:

PERSONS WITH DIRECT OR INDIRECT AUTHORITY

Person with Direct or Indirect Authority 1

Percentage Of Ownership: Percentage Of Control: 20

Role: Director Other Role:
First Name: LOUIS Last Name: KARGER Suffix:
Gender: Male User Defined Gender:
What is this person's race or ethnicity?: Decline to Answer
Specify Race or Ethnicity:

Person with Direct or Indirect Authority 2

Percentage Of Ownership: Percentage Of Control: 20
Role: Director Other Role:
First Name: DAVID Last Name: ROSENBERG Suffix:
Gender: Male User Defined Gender:
What is this person's race or ethnicity?: Decline to Answer
Specify Race or Ethnicity:

Person with Direct or Indirect Authority 3

Percentage Of Ownership: Percentage Of Control: 20
Role: Director Other Role:
First Name: ROBERT Last Name: EDELSTEIN Suffix:
Gender: Male User Defined Gender:
What is this person's race or ethnicity?: Decline to Answer
Specify Race or Ethnicity:

Person with Direct or Indirect Authority 4

Percentage Of Ownership: Percentage Of Control: 20
Role: Director Other Role:
First Name: ERIC Last Name: WARDROP Suffix:
Gender: Male User Defined Gender:
What is this person's race or ethnicity?: Decline to Answer
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: SIRA NATURALS, INC.	Entity DBA:
Email: MDUNDAS@SIRANATURALS.ORG	Phone: 617-833-2077
Address 1: 300 TRADE CENTER DRIVE	Address 2: SUITE 7700
City: WOBURN	State: MA Zip Code: 01801
Types of Capital: Monetary/Equity, Land, Buildings	Other Type of Capital: Total Value of Capital Provided: Percentage of Initial Capital: \$2000000 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 the Marijuana Establishment

Owner First Name: Owner Last Name: Owner Suffix:
Entity Legal Name: Tahoe-Reno Botanicals, LLC Entity DBA: KYND Cannabis Company
Entity Description: Cannabis cultivation
Entity Phone: Entity Email: Entity Website:
775-786-0100 info@washoewellness.com
Entity Address 1: 1645 Crane Way Entity Address 2:
Entity City: Sparks Entity State: NV Entity Zip Code: 89431 Entity Country: United States
Entity Mailing Address 1: 1645 Crane Way Entity Mailing Address 2:
Entity Mailing City: Entity Mailing State: NV Entity Mailing Zip Code: Entity Mailing Country: United
Sparks 89431 States

Business Interest in Other State 2

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

Owner First Name: Owner Last Name: Owner Suffix:
Entity Legal Name: Tahoe-Reno Extractions, LLC Entity DBA: KYND Cannabis Company
Entity Description: Cannabis manufacturing and production
Entity Phone: Entity Email: Entity Website:
775-786-0100 info@washoewellness.com
Entity Address 1: 1645 Crane Way Entity Address 2:
Entity City: Sparks Entity State: NV Entity Zip Code: 89431 Entity Country: United States
Entity Mailing Address 1: 1645 Crane Way Entity Mailing Address 2:
Entity Mailing City: Entity Mailing State: NV Entity Mailing Zip Code: Entity Mailing Country: United
Sparks 89431 States

Business Interest in Other State 3

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

Owner First Name: Owner Last Name: Owner Suffix:
Entity Legal Name: Kynd-Strainz, LLC Entity DBA: MYNT Cannabis Company
Entity Description: Dispensary
Entity Phone: Entity Email: Entity Website:
775-686-6968 info@myntcannabis.com
Entity Address 1: 132 E. 2nd Street Entity Address 2:
Entity City: Reno Entity State: NV Entity Zip Code: 89501 Entity Country: United States
Entity Mailing Address 1: 132 E. 2nd Street Entity Mailing Address 2:
Entity Mailing City: Reno Entity Mailing State: NV Entity Mailing Zip Code: Entity Mailing Country: United
89501 States

Business Interest in Other State 4

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

Owner First Name: Owner Last Name: Owner Suffix:
Entity Legal Name: Lemon Aide, LLC Entity DBA: MYNT Cannabis Company

Entity Description: Dispensary

Entity Phone: 775-686-6968
Entity Email: info@myntcannabis.com

Entity Website:

Entity Address 1: 340 Lemmon Drive

Entity Address 2:

Entity City: Reno **Entity State:** NV

Entity Zip Code: 89506 **Entity Country:** United States

Entity Mailing Address 1: 340 Lemmon Drive

Entity Mailing Address 2:

Entity Mailing City: Reno **Entity Mailing State:** NV

Entity Mailing Zip Code: 89506 **Entity Mailing Country:** United States

Business Interest in Other State 5

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

Owner First Name: **Owner Last Name:**

Owner Suffix:

Entity Legal Name: LivFree Wellness LLC

Entity DBA: The Dispensary

Entity Description: Dispensary

Entity Phone: 702-476-0420
Entity Email: info@thedispensarynv.com

Entity Website:

Entity Address 1: 100 W. Plumb Lane

Entity Address 2:

Entity City: Reno **Entity State:** NV

Entity Zip Code: 89509 **Entity Country:** United States

Entity Mailing Address 1: 100 W. Plumb Lane

Entity Mailing Address 2:

Entity Mailing City: Reno **Entity Mailing State:** NV

Entity Mailing Zip Code: 89509 **Entity Mailing Country:** United States

Business Interest in Other State 6

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

Owner First Name: **Owner Last Name:**

Owner Suffix:

Entity Legal Name: LivFree Wellness LLC

Entity DBA: The Dispensary

Entity Description: Dispensary

Entity Phone: 702-476-0420
Entity Email: info@thedispensarynv.com

Entity Website:

Entity Address 1: 50 Gibson Rd #170

Entity Address 2:

Entity City: Henderson **Entity State:** NV

Entity Zip Code: 89014 **Entity Country:** United States

Entity Mailing Address 1: 50 Gibson Rd #170

Entity Mailing Address 2:

Entity Mailing City: Henderson **Entity Mailing State:** NV

Entity Mailing Zip Code: 89014 **Entity Mailing Country:** United States

Business Interest in Other State 7

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

Owner First Name: **Owner Last Name:**

Owner Suffix:

Entity Legal Name: LivFree Wellness LLC

Entity DBA: The Dispensary

Entity Description: Dispensary

Entity Phone: 702-476-0420
Entity Email: info@thedispensarynv.com

Entity Website:

Entity Address 1: 5347 S Decatur Blvd #100

Entity Address 2:

Entity City: Las Vegas **Entity State:** NV

Entity Zip Code: 89118 **Entity Country:** United States

Entity Mailing Address 1: 5347 S Decatur Blvd #100

Entity Mailing Address 2:

Entity Mailing City: Las **Entity Mailing State:** NV

Entity Mailing Zip Code: **Entity Mailing Country:** United States

Vegas 89118 States

Business Interest in Other State 8

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

Owner First Name: Owner Last Name: Owner Suffix:
Entity Legal Name: LivFree Wellness LLC Entity DBA: The Dispensary
Entity Description: Cannabis cultivation, production, and manufacturing
Entity Phone: Entity Email: Entity Website:
702-476-0420 info@thedispensarynv.com
Entity Address 1: 3900 Ponderosa Way Entity Address 2:
Entity City: Las Vegas Entity State: NV Entity Zip Code: 89118 Entity Country: United States
Entity Mailing Address 1: 3900 Ponderosa Way Entity Mailing Address 2:
Entity Mailing City: Las Vegas Entity Mailing State: NV Entity Mailing Zip Code: 89118 Entity Mailing Country: United States

Business Interest in Other State 9

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

Owner First Name: Owner Last Name: Owner Suffix:
Entity Legal Name: LivFree Wellness LLC Entity DBA: The Dispensary
Entity Description: Cannabis cultivation, production, and manufacturing
Entity Phone: Entity Email: Entity Website:
702-476-0420 info@thedispensarynv.com
Entity Address 1: 435 Eureka Avenue Entity Address 2:
Entity City: Reno Entity State: NV Entity Zip Code: 89512 Entity Country: United States
Entity Mailing Address 1: 435 Eureka Avenue Entity Mailing Address 2:
Entity Mailing City: Reno Entity Mailing State: NV Entity Mailing Zip Code: 89512 Entity Mailing Country: United States

Business Interest in Other State 10

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

Owner First Name: Owner Last Name: Owner Suffix:
Entity Legal Name: CannaPunch of Nevada LLC Entity DBA: N/A
Entity Description: Cannabis extraction, manufacturing, and distribution
Entity Phone: Entity Email: Entity Website:
702-749-6437 hrnv@cannapunch.com
Entity Address 1: 3790 Paradise Road Entity Address 2:
Entity City: Las Vegas Entity State: NV Entity Zip Code: 89169 Entity Country: United States
Entity Mailing Address 1: 3790 Paradise Road Entity Mailing Address 2:
Entity Mailing City: Las Vegas Entity Mailing State: NV Entity Mailing Zip Code: 89169 Entity Mailing Country: United States

DISCLOSURE OF INDIVIDUAL INTERESTS

No records found

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 13 COMMERCIAL WAY

Establishment Address 2:

Date generated: 12/03/2020

Establishment City: Milford

Establishment Zip Code: 01757

Approximate square footage of the Establishment: 30000

How many abutters does this property have?: 4

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

HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Certification of Host Community Agreement	HCA Certification.pdf	pdf	5ad8936441df29361e475306	04/19/2018
Community Outreach Meeting Documentation	Community Outreach Attestation.pdf	pdf	5ad8936f0cc9397eb6ce7b3d	04/19/2018
Plan to Remain Compliant with Local Zoning	PLAN FOR ZONING COMPLIANCE.pdf	pdf	5ad893886232520dbd5929a2	04/19/2018

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.: \$250000

PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Plan for Positive Impact	POSITIVE IMPACT PLAN.pdf	pdf	5ad8939d7212167e7aead813	04/19/2018

ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Other Role:
First Name: LOUIS Last Name: KARGER Suffix:
RMD Association: RMD Manager
Background Question: no

Individual Background Information 2

Role: Other Role:
First Name: ROBERT Last Name: EDELSTEIN Suffix:
RMD Association: RMD Manager
Background Question: no

Individual Background Information 3

Role: Other Role:
First Name: DAVID Last Name: ROSENBERG Suffix:
RMD Association: RMD Manager
Background Question: no

Individual Background Information 4

Role: Other Role:

Date generated: 12/03/2020

First Name: ERIC Last Name: WARDROP Suffix:
 RMD Association: RMD Manager
 Background Question: no

ENTITY BACKGROUND CHECK INFORMATION

Entity Background Check Information 1

Role: Other (specify) Other Role: RMD
 Entity Legal Name: SIRA NATURALS, INC. Entity DBA:
 Entity Description: MASSACHUSETTS C-CORPORATION
 Phone: 617-833-2077 Email: MDUNDAS@SIRANATURALS.ORG
 Primary Business Address 1: 300 TRADE CENTER DRIVE Primary Business Address 2: SUITE 7700
 Primary Business City: WOBURN Primary Business State: MA Principal Business Zip Code: 01801
 Additional Information:

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Secretary of Commonwealth - Certificate of Good Standing	Sira SOS Certificate of Good Standing.pdf	pdf	5ad897842654f0360aecf0ed	04/19/2018
Department of Revenue - Certificate of Good standing	Sira DOR Certificate of Good Standing.pdf	pdf	5ad8978a1a56be7ea2dd0478	04/19/2018
Articles of Organization	SIRA ARTICLES OF CONVERSION.pdf	pdf	5ad89793c357ae0da9a3ded6	04/19/2018
Bylaws	Sira Bylaws.pdf	pdf	5ad8979c41df29361e475310	04/19/2018

Certificates of Good Standing:

Document Category	Document Name	Type	ID	Upload Date
Department of Revenue - Certificate of Good standing	MA DOR Certificate of Good Standing 05.12.20.pdf	pdf	5ec550327d78332d19fc8bf4	05/20/2020
Department of Unemployment Assistance - Certificate of Good standing	UI Cert of Good Standing.pdf	pdf	5ec550380e32c52d2bdd29e8	05/20/2020
Secretary of Commonwealth - Certificate of Good Standing	SoS Cert of Good Standing.pdf	pdf	5ec55050ddb8c72d5360bc75	05/20/2020

Massachusetts Business Identification Number: 001312028
 Doing-Business-As Name:
 DBA Registration City:

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Business Plan	BUSINESS PLAN.pdf	pdf	5ad897ac6232520dbd5929ae	04/19/2018
Proposed Timeline	PROPOSED TIMELINE.pdf	pdf	5ad897b6fe11f335e6a96b4a	04/19/2018
Plan for Liability Insurance	PLAN FOR OBTAINING LIABILITY INSURANCE.pdf	pdf	5ad897bf6d28ab7e8e788941	04/19/2018

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Restricting Access to age 21 and older	RESTRICTING ACCESS TO 21 AND OLDER.pdf	pdf	5ad8989ae459990d85448dda	04/19/2018
Prevention of diversion	PREVENTION OF DIVERSION.pdf	pdf	5ad898d939740e0d95e83386	04/19/2018
Storage of marijuana	STORAGE OF MARIJUANA.pdf	pdf	5ad898e52654f0360aecf0f3	04/19/2018
Inventory procedures	INVENTORY PROCEDURES.pdf	pdf	5ad89902c357ae0da9a3dedc	04/19/2018
Personnel policies including background checks	PERSONNEL POLICIES INCLUDING BACKGROUND CHECKS.pdf	pdf	5ad8992a0cc9397eb6ce7b4b	04/19/2018
Record Keeping procedures	RECORD KEEPING PROCEDURES.pdf	pdf	5ad8993f6d28ab7e8e788947	04/19/2018
Maintaining of financial records	MAINTAINING OF FINANCIAL RECORDS.pdf	pdf	5ad8995539740e0d95e8338a	04/19/2018
Diversity plan	Sira Naturals Diversity Plan 2020-2021 Updated.pdf	pdf	5ec5512a0f6f0d34840b476b	05/20/2020
Qualifications and training	QUALIFICATIONS AND TRAINING.pdf	pdf	5ec9c6470e32c52d2bdd3262	05/23/2020
Quality control and testing	QUALITY CONTROL AND TESTING.pdf	pdf	5ec9c66a5fa02a2d3651ece6	05/23/2020
Transportation of marijuana	TRANSPORTATION OF MARIJUANA.pdf	pdf	5ec9c66b8caba634a843ab7c	05/23/2020
Security plan	SECURITY PLAN.pdf	pdf	5ec9c66d1cd17834bad641ea	05/23/2020

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 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 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.:

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: See attached report.

COMPLIANCE WITH DIVERSITY PLAN

Diversity Progress or Success 1

Date generated: 12/03/2020

Description of Progress or Success: See attached report

HOURS OF OPERATION

Monday From: Open 24 Hours	Monday To: Open 24 Hours
Tuesday From: Open 24 Hours	Tuesday To: Open 24 Hours
Wednesday From: Open 24 Hours	Wednesday To: Open 24 Hours
Thursday From: Open 24 Hours	Thursday To: Open 24 Hours
Friday From: Open 24 Hours	Friday To: Open 24 Hours
Saturday From: Open 24 Hours	Saturday To: Open 24 Hours
Sunday From: Open 24 Hours	Sunday To: Open 24 Hours

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

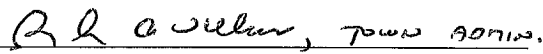
I, MICHAEL DUNDAS, certify as an authorized representative of SIRA NATURALS, INC. that the applicant has executed a host community agreement with THE TOWN OF MILFORD pursuant to G.L.c. 94G § 3(d) on MARCH 12, 2018.



Signature of Authorized Representative of Applicant

Host Community

I, RICHARD VILLANI, certify that I am the contracting authority or have been duly authorized by the contracting authority for THE TOWN OF MILFORD to certify that the applicant and THE TOWN OF MILFORD has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on MARCH 12, 2018.


Signature of Contracting Authority or
Authorized Representative of Host Community

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, MICHAEL DUNDAS attest as an authorized representative of SIRA NATURALS, INC. 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 APRIL 10, 2018.
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 APRIL 2, 2018, 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 MARCH 28, 2018 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 MARCH 28, 2018, 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.



SRA NATURALS, INC.
CHIEF EXECUTIVE OFFICER

Legal Notices

4 CAROL LANE
LEGAL NOTICE
MORTGAGEE'S NOTICE OF SALE OF REAL ESTATE
 By virtue and in execution of the Power of Sale contained in a certain Mortgage given by Brian Haeswell to Mortgage Electronic Registration Systems, Inc., as nominee for Countrywide Bank, FSB, its successors and assigns, dated January 28, 2008 and recorded with the Worcester County (Worcester District) Registry of Deeds at Book 42371, Page 90 as affected by a Loan Modification recorded in said Registry of Deeds at Book 53877, Page 267 subsequently assigned to Bank of America, N.A., successor by merger to BAC Home Loans Servicing, LP FKA Countrywide Home Loans Servicing LP by Mortgage Electronic Registration Systems, Inc. by assignment recorded in said Worcester County (Northern District) Registry of Deeds at Book 47984, Page 10 and subsequently assigned to Green Tree Servicing LLC by Bank of America, N.A. by assignment recorded in said Worcester County (Northern District) Registry of Deeds at Book 51286, Page 70; of which Mortgage the undersigned is the present holder for breach of the conditions of said Mortgage and for the purpose of foreclosing same will be sold at Public Auction at 9:00 AM on April 16, 2018 at 4 Carol Lane, Blackstone, MA, all and singular the premises described in said Mortgage, to wit:
 Locus in Blackstone, Worcester County, Massachusetts.
 The land situated in Blackstone, Worcester County, Massachusetts being described as Lot 1 on Carol Lane, and commonly known as 4 Carol Lane, as shown on a plan of land entitled "Definitive Plan of Land for 'Apple Hill Estates' 32 Freedom Street, Hopedale, MA 01747, Owned by and to be developed by Apple Hill Realty Trust, 160 West Street, Milford, MA 01757. Prepared by: Crowell Engineering and Survey, 22 W. Main Street, Hopkinton, MA 01748, 7-2-87 [Rev. 8-4-87] [Rev. 9-14-87] (617) 435-9028" which plan is filed with the Worcester District Registry of Deeds in Plan Book 594, Plan 125.
 Said Lot 1 contains 51,603 square feet more or less according to said plan.
 The premises are conveyed subject to easements and restrictions of record as shown on the aforementioned plan.
 The premises are conveyed together with the right to use Carol Lane as shown on said plan in common with others entitled thereto for all purposes for which public ways may be used in the Town of Blackstone, Massachusetts.
 The Mortgageor(s) expressly reserve my/ our rights of Homestead and do not wish to terminate my/ our Homestead by granting the within conveyance notwithstanding my/ our waiver of such homestead in paragraph 24 of the within mortgage.
 Being the same premises as conveyed by Joyce M. Waters to Brian

Present holder of said mortgage
 AD# 13673408
 MDN 04/02, 04/09, & 04/16/2018
 685 POND ST.
LEGAL NOTICE
MORTGAGEE'S SALE OF REAL ESTATE
 By virtue of and in execution of the Power of Sale contained in a certain mortgage given by Barry Armstrong to Mortgage Electronic Registration Systems, Inc. acting solely as a nominee for USAA Federal Savings Bank, dated April 27, 2016 and recorded in Norfolk County Registry of Deeds in Book 34036, Page 70 (the "Mortgage") of which mortgage USAA Federal Savings Bank is the present holder by assignment from Mortgage Electronic Registration Systems, Inc., solely as nominee for USAA Federal Savings Bank its successors and assigns to USAA Federal Savings Bank dated July 5, 2017 recorded in Norfolk County Registry of Deeds in Book 35274, Page 67, for breach of conditions of said mortgage and for the purpose of foreclosing the same, the mortgaged premises located at 685 Pond Street, Franklin, MA 02038 will be sold at a Public Auction at 12:00 PM on April 30, 2018, at the mortgaged premises, more particularly described below, all and singular the premises described in said mortgage, to wit:

By its Attorneys,
 HARMON LAW OFFICES, P.C.
 150 California Street
 Newton, MA 02458
 (617) 558-0500
 201708-0065 - YEL

MARIJUANA
LEGAL NOTICE
NOTICE OF COMMUNITY OUTREACH MEETING REGARDING ADULT-USE MARIJUANA ESTABLISHMENT SIRA NATURALS, INC. 13 COMMERCIAL WAY, MILFORD, MASSACHUSETTS
 Notice is hereby given that the Sira Naturals, Inc. (formally known as Sege Naturals, Inc.) of 13 Commercial Way, Milford, Massachusetts will conduct a Community Outreach Meeting on the following matter on April 10, 2018 in the Upper Town Hall auditorium at the Milford Town Hall, 52 Main Street, Milford, MA at 7:00 P.M. Sira Naturals, Inc. intends to apply for one or more of the following Adult-use Marijuana Establishment licenses: Marijuana Cultivator; Marijuana Product Manufacturer; Marijuana Research Facility; Existing Licensee Transporter, at 13 Commercial Way, Milford, Massachusetts pursuant to M.G.L. Ch. 94G and Chapter 55 of the Acts of 2017, other applicable laws and regulations promulgated thereunder, including those promulgated thereunder by the Massachusetts Cannabis Control Commission. **Sira Naturals, Inc.**

MEDWAY/PL22 POPULATIC ST.
LEGAL NOTICE
Town Line Estate Definitive Subdivision Plan
22 Populatic Street
NOTICE OF PUBLIC HEARING - April 10, 2018
 Notice is given that the Medway Planning and Economic Development Board will conduct a Public Hearing on Tuesday, April 10, 2018 at 7:15 p.m. at Medway Town Hall, 155 Village Street, Medway, MA to consider the application of Robert and Lisa Lapinsky of Worcester, MA for approval of a definitive subdivision plan for Town Line Estate at 22 Populatic Street.
 Owned by Robert, Ronald and Richard Wasnewski of Medway, MA, the 2.92 acre parcel (Medway Assessors Map 71, Parcel 20) is located in the Agricultural Residential II zoning district. It is bounded by properties on Populatic and Walker Streets owned by Mendes, Hadden, Freddo, Johnson and Cranshaw.
 The Town Line Estate Permanent Private Way Definitive Subdivision Plan is dated December 12, 2017 and was prepared by L.A.L. Engineering Group of Millis, MA and Continental Land Surveying, LLC of Franklin, MA. The plan shows the division of the subject property into two residential lots, one with frontage on Populatic Street with the existing house and the construction of an approximately 240' foot long, 18' wide permanent private roadway to create a local frontage for the back lot.

PL /KIWANIS BEACH ROAD
LEGAL NOTICE
Notice of Planning Board Hearing
Relative to Street Acceptance Pursuant to M.G.L. Chapter 41, §11 and
Rules & Regulations Governing the Subdivision of Land in Upton, MA
 The Planning Board of the Town of Upton, Massachusetts will hold a public hearing on Tuesday, April 10, 2018 at 7:15 pm at the Upton Town Hall, Room 203 pursuant to:
 Petition for Road Acceptance of Kiwanis Beach Road by Gordon E. Marquis and Pauline H. Marquis, Trustees of 52 Elm Street Realty Trust. Plan of Acceptance "Kiwanis Beach Road", dated 2/26/2018; and Ass-Built Existing Conditions Plan of Land "Kiwanis Beach Road", dated 2/26/18 Prepared by Guerriere & Halton, Inc.
 Copies of the plans are on file at the Town Clerk's office and may be inspected during regular business hours at the Town Clerk's office. Any person interested, or wishing to be heard on the proposed plan, should appear at the time and place designated.
 UPTON PLANNING BOARD
 Thomas Davidson, Chair
 AD# 13670944
 MDN 3/26, 4/2/18
 AUCTION SALE 4/25/18
LEGAL NOTICE

Being the same premises as conveyed by Joyce M. Waters to Brian Haswell by deed dated 2/24/2006 and recorded with said Deeds in Book 38472, Page 190.

The premises are to be sold subject to and with the benefit of all easements, restrictions, building and zoning laws, liens, attorney's fees and costs pursuant to M.G.L.Ch.183A, unpaid taxes, tax titles, water bills, municipal liens and assessments, rights of tenants and parties in possession.

TERMS OF SALE:

A deposit of FIVE THOUSAND DOLLARS AND 00 CENTS (\$5,000.00) in the form of a certified check, bank treasurer's check or money order will be required to be delivered at or before the time the bid is offered. The successful bidder will be required to execute a Foreclosure Sale Agreement immediately after the close of the bidding. The balance of the purchase price shall be paid within thirty (30) days from the sale date in the form of a certified check, bank treasurer's check or other check satisfactory to Mortgagee's attorney. The Mortgagee reserves the right to bid at the sale, to reject any and all bids, to continue the sale and to amend the terms of the sale by written or oral announcement made before or during the foreclosure sale. If the sale is set aside for any reason, the Purchaser at the sale shall be entitled only to a return of the deposit paid. The purchaser shall have no further recourse against the Mortgagee or the Mortgagee's attorney. The description of the premises contained in said mortgage shall control in the event of an error in this publication. **TIME WILL BE OF THE ESSENCE.**

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

Ditech Financial LLC fka Green Tree Servicing LLC

Present Holder of said Mortgage,
By Its Attorneys,
ORLAND PC
PO Box 540540
Waltham, MA 02454
Phone: (781) 790-7800
17-011187

AD#13669791

MDN 3/26, 4/2, 4/9/18

22 MENDON STREET

LEGAL NOTICE NOTICE OF MORTGAGEE'S SALE OF REAL ESTATE

By virtue and in execution of the Power of Sale contained in a certain mortgage given by Jennifer L. Lundberg and Adam J. Ross to Mortgage Electronic Registration Systems, Inc., as nominee for Drew Mortgage Associates, Inc., dated January 29, 2010 and recorded with the Worcester County (Worcester District) Registry of Deeds at Book 45406, Page 325, of which mortgage the undersigned is the present holder by assignment from Mortgage Electronic Registration Systems, Inc., as Nominee for Drew Mortgage Associates, Incorporated, its Successors and Assigns to Wells Fargo Bank, N.A. dated December 1, 2016 and recorded with said Registry on December 1, 2016 at Book 56396, Page 50, for breach of the conditions of said mortgage and for the purpose of foreclosing, the same will be sold at Public Auction at 11:00 a.m. on May 21, 2018, on the mortgaged premises located at 22 MENDON STREET, BLACKSTONE, Worcester County,

the premises described in said mortgage, to wit:

Closing date: April 27, 2016

Borrower(s): Barry Armstrong

Property 685 Pond Street,
Vrauldin, Massachusetts 02038
Address:

The land with the buildings thereon in Franklin, Norfolk County, Commonwealth of Massachusetts situated on the Easterly side of Pond Street, shown as Lot No. 10 on a plan entitled "Plan of Land in Franklin, Mass. Property of Orchard Homes, Inc. of Natick, Scale 1 inch = 40 feet, August 27, 1955, L.B. Stone, Reg. Land Surveyor" duly recorded with Norfolk Deeds in Plan Book 200, Plan 1360 and bounded according to said plan.

WESTERLY by said Pond Street, 100 feet,
NORTHERLY by Lot No. 9 as shown on said plan, 204.4 feet,
EASTERLY by land now or formerly of Orchard Homes, Inc. 100.12 feet; and
SOUTHERLY by Lot No. 11 as shown on said plan, 199.4 feet.

Containing 20,201 square feet according to said plan.

For title see Deed of George Lang recorded prior hereto.

For mortgagor's title see deed recorded with the Norfolk County Registry of Deeds in Book 34036, Page 68.

The premises will be sold subject to any and all unpaid taxes and other municipal assessments and liens, and subject to prior liens or other enforceable encumbrances of record entitled to precedence over this mortgage, and subject to and with the benefit of all easements, restrictions, reservations and conditions of record and subject to all tenancies and/or rights of parties in possession.

Terms of the Sale: Cash, cashier's or certified check in the

Commission. Sira Naturals, Inc. will not seek a retail Adult-use Marijuana license in Milford.

Information presented at the community outreach hearing will include, but not be limited to:

1. The type(s) of Adult-use Marijuana Establishment to be located at the proposed address;
 2. Information adequate to demonstrate that the Adult-use Marijuana Establishment location will be maintained securely;
 3. Steps to be taken by the Adult-use Marijuana Establishment to prevent diversion to minors;
 4. A plan by the Marijuana Establishment to positively impact the community; and
 5. Information adequate to demonstrate that the location will not constitute a nuisance to the community by noise, odor, dust, glare, fumes, vibration, heat, glare, or other conditions likely to cause nuisance.
- Community members will be permitted and are encouraged to ask questions and receive answers from representatives of Sira Naturals, Inc.

A copy of this notice is on file with the Town Clerk, at the Board of Selectmen's office, and the Planning Board office, all located at the Milford Town Hall, 52 Main Street, Milford, MA, and a copy of this Notice was mailed at least seven calendar days prior to the community outreach meeting to abutters of the proposed address of the Marijuana Establishment, owners of land directly opposite on any public or private street or way, and abutters to the abutters within three hundred 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.

Sira Naturals, Inc.
Michael Dundas
President & CEO

AD#13674046

permanent private roadway to create legal frontage for the back lot.

The application, proposed subdivision plan, stormwater report, and other supporting documents were filed with the Town on January 3, 2018, and are on file with the Medway Town Clerk and the Planning and Economic Development office at Medway Town Hall, 155 Village Street, Medway, MA and may be reviewed during regular business hours. The plan and application documents are available for viewing at the Board's web page at: <https://www.townofmedway.org/planning-economic-development-board/pages/recent-development-applications>.

Interested persons or parties are invited to review the plan, attend the public hearing, and express their views at the designated time and place. Written comments are encouraged and may be forwarded to planningboard@townofmedway.org. All comments will be entered into the record during the public hearing. Questions should be directed to the Planning and Economic Development office at 508-533-3291.

Andy Rodenhiser, Chairman
AD#13671244
MDN 3/27, 4/2/18
875 SOUTH MAIN ST
LEGAL NOTICE
COMMONWEALTH OF MASSACHUSETTS
LAND COURT
DEPARTMENT OF THE TRIAL COURT
18SM001483
ORDER OF NOTICE



To: Brian V. Perrico and to all persons entitled to the benefit of the Servicemembers Civil Relief Act, 50 U.S.C. c. 50 §3901 et seq.: JPMorgan Chase Bank, N.A. claiming to have an interest in a Mortgage covering

LEGAL NOTICE Secure Self Storage Public Auction Advertising Request

SELF-STORAGE FACILITY OPERATOR'S SALE FOR NON-PAYMENT OF STORAGE CHARGES pursuant to the power of sale contained in M.G.L. chapter 105A, section 4. For the satisfaction of the facility operator's lien, the following below listed properties will be sold as an Online Auction for non-payment of rent on: April 25, 2018 at 1:30 PM. TERMS: CASH. We reserve the right to reject all bids. Secure Self Storage, 202 East Main Street (Route 16), Milford, MA 01757. 508-634-0900.

E136
Katherine Fisher
House hold items, Tennis rackets, Boxes, Furniture

A33
Keith Belcher
Ladders, Power tools, Construction equipment, Table saws, Bins, Pots, Pans, Work bench

AD#13671408
MDN 3/26, 4/2/18

Whether you're looking for the right job or looking to fill a job

Wicked Local Jobs

will get the job done.

Successors and Assigns to Wells Fargo Bank, N.A. dated December 1, 2016 and recorded with said Registry on December 1, 2016 at Book 56396, Page 50, for breach of the conditions of said mortgage and for the purpose of foreclosing, the same will be sold at Public Auction at 11:00 a.m. on May 21, 2018, on the mortgaged premises located at 22 MENDON STREET, BLACKSTONE, Worcester County, Massachusetts, all and singular the premises described in said mortgage.

TO WIT:

The land with buildings thereon, situated in the Town of Blackstone, County of Worcester, Commonwealth of Massachusetts, located on Mendon Street and shown as Lot #38 on a plan of land entitled, "Plan of Land in Blackstone, Massachusetts, belonging to the Lonsdale Company by Waterman Engineering Co., October 1933, Scale 80 feet to an inch, Revised April 1934, May 1934," and recorded with the Worcester District Registry of Deeds in Plan Book 81, Plan 18, to which a more particular description may be had.

Being the same premises conveyed to Mortgageors by Deed recorded with said Registry of Deeds immediately prior hereto in Book 45406, Page 323.

For mortgagor's(s)' title see deed recorded with Worcester County (Worcester District) Registry of Deeds in Book 45406, Page 323.

These premises will 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, any and all unpaid taxes, tax titles, tax liens, water and sewer liens and any other municipal assessments or liens or existing encumbrances of record which are in force and are applicable, having priority over said mortgage, whether or not reference to such restrictions, easements, improvements, liens or encumbrances is made in the deed.

TERMS OF SALE:

A deposit of Five Thousand (\$5,000.00) Dollars 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 Harmon Law Offices, P.C., 150 California Street, Newton, Massachusetts, 02458, or by mail to P.O. Box 610389, Newton Highlands, Massachusetts 02461-0389, within thirty (30) days from the date of sale. Deed will be provided to purchaser for recording upon receipt in full of the purchase price. The description of the premises contained in said mortgage shall control in the event of an error in this publication.

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

WELLS FARGO BANK, NA

and conditions of record and subject to all tenancies and/or rights of parties in possession.

Terms of the Sale: Cash, cashier's or certified check in the sum of \$5,000.00 as a deposit must be shown at the time and place of the sale in order to qualify as a bidder (the mortgage holder and its designee(s) are exempt from this requirement); high bidder to sign written Memorandum of Sale upon acceptance of bid; balance of purchase price payable in cash or by certified check in thirty (30) days from the date of the sale at the offices of mortgagee's attorney, Korde & Associates, P.C., 900 Chelmsford Street, Suite 3102, Lowell, MA 01851 or such other time as may be designated by mortgagee. The description for the premises contained in said mortgage shall control in the event of a typographical error in this publication.

Other terms to be announced at the sale.

USAA Federal Savings Bank
Korde & Associates, P.C.
900 Chelmsford Street
Suite 3102
Lowell, MA 01851
(978) 256-1500
Armstrong, Barry, 17-029585

AD#13674364
MDN 4/2, 4/9, 4/16/18

Whether you're looking for the right job or looking to fill a job, Wicked Local Jobs will get the job done.

Jobs
wickedlocaljobs.com

Sira Naturals, Inc.
Michael Dundas
President & CEO

AD#13674046
MDN 4/2/18

**PL/PROPOSED AMENDMENT
LEGAL NOTICE
Notice of Planning Board
Hearing
Relative to Amendment to
Upton Zoning Bylaws**

Pursuant to MGL Chapter 40A, Section 5 the Upton Planning Board will hold the following public hearing on **Tuesday, April 10, 2018 at 7:05 pm** at the Upton Town Hall, Room 203 pursuant to:

Proposed amendment to the Upton Zoning Bylaws Section 6.0 Special Regulations by adding new Section 6.8 - Registered Medical Marijuana Dispensaries and Section 3.0 Use Regulations, Section 3.1.3 Table of Principal Uses (Table A) or, to take any other action relative thereto.

Complete text relative to the proposed amendment is available for inspection during regular business hours at the Town Clerk's office. Any person interested or wishing to be heard on the zoning proposal should appear at the time and place designated.

Thomas Davidson, Chair
Upton Planning Board

AD# 13670936
MDN 3/26, 4/2/18

To: Brian V. Perrico and to all persons entitled to the benefit of the Servicemembers Civil Relief Act, 50 U.S.C. c. 50 §3901 et seq.: JPMorgan Chase Bank, N.A. claiming to have an interest in a Mortgage covering real property in BELLINGHAM, numbered 875 SOUTH MAIN STREET, given by Myrtle R. Perrico and Brian V. Perrico to JPMorgan Chase Bank, NA, dated September 14, 2007, and recorded in the Norfolk County Registry of Deeds in Book 25220. Page 277, has/have filed with this court a complaint for determination of Defendant's/Defendants' Servicemembers status.

If you you 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 Three Pemberton Square, Boston, MA 02108 on or before May 7, 2018 or you will be forever barred from claiming that you are entitled to the benefits of said Act.

Witness, JUDITH C. CUTLER
Chief Justice of said Court on March 22, 2018.
Attest: Deborah J. Patterson
Recorder
201306-0284-PRP

AD#13673576
MDN 4/2/18

Muscular Dystrophy Association

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MDA

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www.mdausa.org

job done.



Jobs
wickedlocaljobs.com

Police troubles

WARRIOR

Mr. Kelley is survived by his son: John M. Kelley and

nerahome.com

ATTACHMENT B TOWN CLERK

**NOTICE OF COMMUNITY OUTREACH MEETING
REGARDING ADULT-USE MARIJUANA ESTABLISHMENT
SIRA NATURALS, INC.
13 COMMERCIAL WAY, MILFORD, MASSACHUSETTS**

RECEIVED
TOWN CLERK'S OFFICE
2018 MAR 28 PM 2:01
MILFORD, MASS

Notice is hereby given that the Sira Naturals, Inc. (formally known as Sage Naturals, Inc.) of 13 Commercial Way, Milford, Massachusetts will conduct a Community Outreach Meeting on the following matter on **April 10, 2018 in the Upper Town Hall auditorium at the Milford Town Hall, 52 Main Street, Milford, MA at 7:00 P.M.** Sira Naturals, Inc. intends to apply for one or more of the following Adult-use Marijuana Establishment licenses: Marijuana Cultivator; Marijuana Product Manufacturer; Marijuana Research Facility, Existing Licensee Transporter, at 13 Commercial Way, Milford, Massachusetts pursuant to M.G.L. Ch. 94G and Chapter 55 of the Acts of 2017, other applicable laws and regulations promulgated thereunder, including those promulgated thereunder by the Massachusetts Cannabis Control Commission. **Sira Naturals, Inc. will not seek a retail Adult-use Marijuana license in Milford.**

Information presented at the community outreach hearing will include, but not be limited to:

1. The type(s) of Adult-use Marijuana Establishment to be located at the proposed address;
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Community members will be permitted and are encouraged to ask questions and receive answers from representatives of Sira Naturals, Inc.

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Sira Naturals, Inc.



Michael Dundas
President & CEO

ATTACHMENT B BOARD OF SELECTMEN

**NOTICE OF COMMUNITY OUTREACH MEETING
REGARDING ADULT-USE MARIJUANA ESTABLISHMENT
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Sira Naturals, Inc.



Michael Dundas
President & CEO

Received 3/28/18

Richard A. Villani

Richard A. Villani

Town Administrator

ATTACHMENT B PLANING BOARD

**NOTICE OF COMMUNITY OUTREACH MEETING
REGARDING ADULT-USE MARIJUANA ESTABLISHMENT
SIRA NATURALS, INC.
13 COMMERCIAL WAY, MILFORD, MASSACHUSETTS**

RECEIVED
TOWN CLERK'S OFFICE

2018 MAR 28 PM 2:01

MILFORD, MASS

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Sira Naturals, Inc.



Michael Dundas
President & CEO

Received 3-28-18
Kiana M. Francis

ATTACHMENT C

**NOTICE OF COMMUNITY OUTREACH MEETING
REGARDING ADULT-USE MARIJUANA ESTABLISHMENT
SIRA NATURALS, INC.
13 COMMERCIAL WAY, MILFORD, MASSACHUSETTS**

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Sira Naturals, Inc.



Michael Dundas
President & CEO

SIRA NATURALS, INC.
PLAN TO REMAIN COMPLIANT WITH LOCAL ZONING

The Town of Milford has adopted a Zoning Ordinance that provides for all adult use cannabis activity with the exception of retail, in the Industrial/Business (IB) zone subject to Site Plan Review (as set forth in Section 1.15 of the town bylaw) by any entity or successor thereto that was licensed or registered by the Commonwealth of Massachusetts and approved to operate in the Town of Milford prior to July 1, 2017 as a Medical Marijuana Treatment Center as defined under Massachusetts law. Sira Naturals, Inc. was registered and approved to operate in the Town of Milford on August 4, 2016 and therefore qualifies as such an entity.

Milford has not promulgated any local licensing requirements for Marijuana Establishments in addition to the requirement of Site Plan Review by the local Planning Board. Sira Naturals, Inc. will continue to engage local stakeholders, including civic leaders, Law Enforcement, Fire, and Building Departments, the local Board of Health, Public Education officials, and the community to ensure that the proposed adult-use facility is at all times in compliance with local codes, ordinances, and bylaws.



Areas of Disproportionate Impact Positive Impact Plan

Definition: An Area of Disproportionate Impact is a geographic area identified by the Commission for the purposes identified in 935 CMR 500.040 and 500.100, which has had historically high rates of arrest, conviction, and incarceration related to marijuana crimes.

Areas of Disproportionate Impact

Communities of Disproportionate Impact			
Abington	Amherst	Boston	Braintree
Brockton	Chelsea	Chelsea	Fall River
Fitchburg	Greenfield	Haverhill	Holyoke
Lowell	Lynn	Mansfield	Monson
New Bedford	North Adams	Pittsfield	Quincy
Randolph	Revere	Southbridge	Spencer
Springfield	Taunton	Walpole	Wareham
	West Springfield	Worcester	

Sira Naturals believes that the emerging regulated cannabis industry has an opportunity and a moral obligation to assist in redressing the negative and inequitable impacts of cannabis prohibition. Initiatives of this nature can take many forms and will be limited only by the creativity of industry stakeholders to imagine both tactical and strategic approaches. Our plan to positively impact areas of disproportionate impact is but a first step in a much longer-term program to help right the wrongs of the past and create an inclusive and empowering framework for the equitable growth of the regulated cannabis industry.

While the Commission has taken an important first step in defining areas of disproportionate impact as it has, there is still a substantial amount of refining that can be made to this definition. We believe that the definition is both too broad and too narrow. It is too broad in the sense that it is people, not areas, that have suffered unjust arrest, conviction and incarceration. In defining an entire city or town as that of suffering disproportionate impact, the definition is over-inclusive by qualifying certain parts of the selected cities and towns that have likely not suffered such disproportionate impact. Similarly, the definition is too narrow in the sense that as other parts of the state are excluded, the Commission risks leaving out many who have suffered under ill-conceived cannabis enforcement policy.

Sira Naturals recognizes that this is a first step toward the important policy goal of remediating past inequities and hopes to work with the Commission to further refine and expand the concept of disproportionate impact. To this end, we propose the following activities as the initial rollout of our disproportionate impact plan.

Sira Naturals will begin by focusing its efforts on the communities in closest geographical proximity to its Milford operations. Once we have established a cadence for providing meaningful impact to these communities we intend to expand the program outward in concentric circles. We believe that we do our best work in areas where we have developed a core competency. As the largest RMD group in the Commonwealth (by dispensary count), and one of the few with experience dating back to 2013, Sira is uniquely qualified to advise, educate and inform potential cannabis license applicants on a variety of issues surrounding licensing, compliance, local outreach and zoning, and operations.

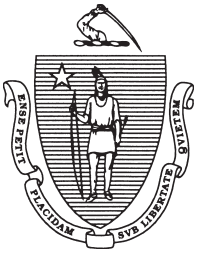
Sira Naturals will leverage this experience to assist aspiring applicants in and from areas of disproportionate impact in learning about how to successfully apply for licensure and operate a cannabis business in Massachusetts.

Initial Program Offerings

- **Multi-Participant Education Workshops and Seminars**
 - Sponsor events and provide information related to how to participate in the regulated cannabis industry in communities of disproportionate impact in proximity to Milford.
 - Sponsor programs to facilitate the acceleration of Marijuana Establishment businesses.

- **Employment**
 - Establish a preference for hiring otherwise qualified individuals from communities of disproportionate impact in proximity to Milford.
 - Ensure job postings are visible in communities of disproportionate impact in proximity to Milford through channels such as:
 - Local newspapers
 - Local/regional listing sites
 - Offer internships to students from communities of disproportionate impact.

- **Support Local Business**
 - Host certain Sira Naturals initiatives within communities of disproportionate impact in proximity to Milford.
 - Meeting space
 - Meals/Restaurants
 - Event space
 - Lodging



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

William Francis Galvin
Secretary of the
Commonwealth

Date: April 05, 2018

To Whom It May Concern :

I hereby certify that according to the records of this office,
SIRA NATURALS, INC.

is a domestic corporation organized on **February 07, 2018** , under the General Laws of the Commonwealth of Massachusetts. I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



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

William Francis Galvin

Secretary of the Commonwealth

Certificate Number: 18040128930

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

Processed by:



mass.gov/dor

CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



SIRA NATURALS INC
300 TRADECENTER STE 7700
WOBURN MA 01801-7419

Why did I receive this notice?

The Commissioner of Revenue certifies that, as of the date of this certificate, SIRA NATURALS INC is in compliance with its tax obligations under Chapter 62C of the Massachusetts General Laws.

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

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

What if I have questions?

If you have questions, call us at (617) 887-6367 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

D

The Commonwealth of Massachusetts

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

FORM MUST BE TYPED

Articles of Entity Conversion of a

FORM MUST BE TYPED

RECEIVED

Domestic Non-Profit with a Pending Provisional Final Certification to Dispense Medical Use Marijuana to a Domestic Business Corporation

JAN 23 2018

(General Laws Chapter 156D, Section 9.53; 950 CMR 113.30)

MA Dept. of Public Health
99 (1) Exact Name of the non-profit:
Boston, MA 02111

SIRA NATURALS, INC.

465147723

(2) A corporate name that satisfies the requirements of G.L. Chapter 156D, Section 4.01:

SIRA NATURALS, 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:

SIRA NATURALS, INC.

ARTICLE II

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

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

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P.C.

D

The Commonwealth of Massachusetts

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

FORM MUST BE TYPED

FORM MUST

RECEIVED

JAN 23 2018

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

Sira Naturals, Inc. is a Medical Marijuana Treatment Center with the Department of Public Health in accordance with 105 CMR 725.004 as of January 24, 2018.

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

MA Dept. of Public Health
95 (1) Exact Name of the non-profit: Boston MA 02111

Exact Name of the non-profit: SIRA NATURALS, INC. 405-147723

(2) A corporate name that satisfies the requirements of G.L. Chapter 156D, Section 4.01:

SIRA NATURALS, 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):

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ARTICLE III

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

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common	137,500 (Series A)			
Common	137,500 (Series B)			

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 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:

Not applicable

ARTICLE VI

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

See the attached Continuation Sheet VI.

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

CONTINUATION SHEET IV

The total number of shares of all classes of capital stock which Sira Naturals Inc. (the "Corporation") shall have authority to issue is 275,000 shares of Common Stock, no par value per share ("Common Stock"), of which (1) 137,500 shares are designated Series A Common Stock ("Series A Common Stock"); and (2) 137,500 shares are designated Series B Common Stock ("Series B Common Stock").

I. COMMON STOCK

1. General. Other than with respect to the dividend rights described herein, the Series A Common Stock and Series B Common Stock shall have the same rights hereunder.

2. Voting Rights. Each owner of record of Series A Common Stock and Series B Common Stock shall be entitled to one vote for each share of Series A Common Stock or Series B Common Stock standing in such owner's name on the books of the Corporation. Except as otherwise required by law, the owners of the Series A Common Stock and Series B Common Stock shall vote together as a single class on all matters submitted to shareholders for a vote (including any action by written consent).

3. Dividends. Subject to the provisions of applicable law, the owners of Common Stock shall be entitled to receive dividends out of funds legally available therefore at such times and in such amounts as the Board of Directors of the Corporation (the "Board") may determine, declare, order to be paid and pay in accordance with the terms hereof in its sole discretion; provided however, that the Board may not determine, declare, order or pay any dividend to any owner of Series B Preferred Stock (with regard to such Series B Preferred Stock) if: (a) any outstanding loan owed by the Corporation to Green Partners Lender I LLC GP Loans is in default (the "GP Loans"); or (b) the Corporation does not have in its cash reserves an amount equal to \$103,261.36 multiplied by the number of months since April 1, 2015 (calculated on an ongoing basis until the GP Loans are paid in full). Any dividends payable in shares of Common Stock shall be payable in shares of the series of Common Stock on which the dividend is paid so that: (i) owners of Series A Common Stock shall receive stock dividends paid in shares of Series A Common Stock; and (b) owners of Series B Common Stock shall receive stock dividends paid in shares of Series B Common Stock.

4. Liquidation. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after the payment or provisions for payment of all debts and liabilities of the Corporation, all remaining assets of the Corporation available for distribution to its shareholders shall be distributed pro rata to the holders of Common Stock.

CONTINUATION SHEET VI

6.1 Limitation Of Director Liability.

Except to the extent that Chapter 156D of the Massachusetts General Laws or any other applicable law prohibits the elimination or limitation of liability of directors for breaches of fiduciary duty, no director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for any breach of fiduciary duty as a director. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

6.2 Indemnification.

(a) The Corporation shall, to the fullest extent permitted by the applicable provisions of Chapter 156D of the Massachusetts General Laws, as amended from time to time, indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was, or has agreed to become, a director or officer of the Corporation, or is or was serving, or has agreed to serve, at the request of the Corporation, as a director or officer of, or in a similar capacity with, another organization or in any capacity with respect to any employee benefit plan of the Corporation, or by reason of any action alleged to have been taken or omitted in such capacity, against all expenses (including reasonable attorneys' fees), judgments, fines and amounts paid in settlement incurred by such person or on such person's behalf in connection with such action, suit or proceeding and any appeal therefrom; provided, however that the foregoing shall not require the Corporation to indemnify or advance expenses to any person: (i) in connection with any action, suit or proceeding initiated by or on behalf of such person against the Corporation or any counterclaim against the Corporation initiated by or on behalf of such person; and (ii) unless the person seeking indemnification shall execute a written undertaking (reasonably acceptable to the Corporation) to repay the Corporation any expenses or other amounts advanced and/or paid to such person under this Section the event that it is finally adjudicated in such action, suit or proceeding that such person did not act in good faith in the reasonable belief that such person's action was in the best interests of (x) the Corporation or (y) to the extent such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan.

(b) Notwithstanding the provisions of Section 6.2(a) above, in the event that a pending or threatened action, suit or proceeding is compromised or settled in a manner which imposes any liability or obligation upon any person in a matter for which such person would otherwise be entitled to indemnification hereunder, no indemnification shall be provided to such person with respect to such matter if it is determined, pursuant to Section 6.2(c) below, on the basis of facts known at that time (without independent investigation), that such person did not act in good faith in the reasonable belief that such person's action was in the best interests of: (i) the Corporation or (ii) to the extent such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan.

(c) Any determination of whether a person is entitled to indemnification pursuant to this Section 6.2 shall be made by: (i) a majority vote of a quorum of the directors of the Corporation consisting of persons who are not at that time parties to the action, suit or proceeding in question (the "Disinterested Directors"); (ii) if no such quorum is obtainable, a majority vote of a committee of two or more Disinterested Directors; (iii) a majority vote of a quorum of the outstanding shares of stock of all classes entitled to vote for directors, voting as a single class, which quorum shall consist of shareholders who are not at that time parties to the action, suit or proceeding in question; (iv) independent legal counsel (who may be regular corporate counsel to the Corporation) appointed for such purpose by vote of the directors in the manner specified in clause (i) or (ii) above; or (v) a court of competent jurisdiction.

(d) The indemnification rights provided in this Section 6.2: (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, 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 in this Section 6.2.

6.3 Other Provisions.

(a) Meetings of the shareholders of the Corporation may be held anywhere in the United States.

(b) The Corporation shall have the power to be a partner in any business enterprise which this Corporation would have the power to conduct by itself.

(c) Action required or permitted by Chapter 156D of the General Laws of Massachusetts to be taken at a shareholders' meeting may be taken without a meeting by shareholders having not less than the minimum number of votes necessary to take the action at a meeting at which all shareholders entitled to vote on the action are present and voting.

(d) Notwithstanding the provisions of Section 8.03(a) of Chapter 156D of the General Laws of Massachusetts, the Corporation shall have such number of directors as shall be fixed from time to time by the shareholders or directors of the Corporation without regard to the number of shareholders.

(e) The Board (acting by majority vote) may amend, restate and/or repeal the By-Laws of the Corporation, as amended and/or restated to date, in whole or in part, except with respect to any provision thereof which by virtue of an express provision in: (i) Chapter 156D of the General Laws of Massachusetts; (ii) the Articles of Organization of the Corporation; or (iii) the By-Laws, requires action by the shareholders of the Corporation.

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:
300 Trade Center, Suite 770, Woburn, MA 01801
- b. The name of its initial registered agent at its registered office:
Michael Dundas
- 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: Michael Dundas, 300 Trade Center, Suite 770, Woburn, MA 01801

Treasurer: Louis F. Karger, 300 Trade Center, Suite 770, Woburn, MA 01801

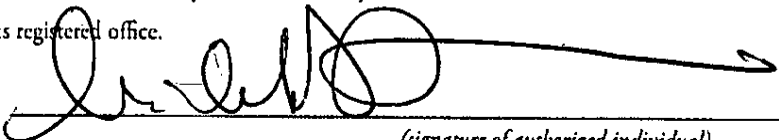
Secretary: Louis F. Karger, 300 Trade Center, Suite 770, Woburn, MA 01801

Director(s): Michael Dundas, Louis F. Karger, David S. Rosenberg, Robert A. Edelstein and Eric J. Wardrop
300 Trade Center, Suite 770, Woburn, MA 01801

- d. The fiscal year end of the corporation:
December 31
- e. A brief description of the type of business in which the corporation intends to engage:
Cultivate, manufacture, market, promote, sell and distribute cannabis and related products.
- f. The street address of the principal office of the corporation:
300 Trade Center, Suite 770, Woburn, MA 01801
- g. The street address where the records of the corporation required to be kept in the commonwealth are located is:

300 Trade Center, Suite 770, Woburn, MA 01801, 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:  _____
(signature of authorized individual)

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

on this 18th day of January, 2018

COMMONWEALTH OF MASSACHUSETTS

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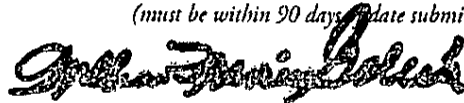
William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

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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 7 day of February, 2018, at 11:34 (1) a.m./p.m.
time

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



WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

Filing fee: Minimum \$250


Examined
Name approval

C

M

TO BE FILLED IN BY CORPORATION
Contact Information:

Susanne Sullivan c/o Seyfarth Shaw LLP

Two Seaport Lane, Suite 300

Boston, MA 02210

Telephone: 617-946-8303

Email: _____

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 FEB - 7 AM 11:34
CORPORATIONS DIVISION

AMENDED & RESTATED BY-LAWS

OF

SIRA NATURALS, INC.
(a Massachusetts corporation)

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ARTICLE I
SHAREHOLDERS

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

Section 2. Special Meetings. Special meetings of the shareholders: (a) shall be called by the Secretary, or in case of the death, absence, incapacity or refusal of the Secretary, by another officer, if the holders of at least ten percent (10%), or such lesser percentage as the Articles of Organization permit, of all the votes entitled to be cast on any issue to be considered at the proposed special meeting sign, date, and deliver to the Secretary one or more written demands for the meeting describing the purpose for which it is to be held; and (b) may be called by the Chief Executive Officer, the President or by the Directors. Only business within the purpose or purposes described in the meeting notice may be conducted at a special shareholders’ meeting.

Section 3. Place of Meetings. All meetings of shareholders shall be held at the principal office of the Corporation unless a different place is specified in the notice of the meeting or the meeting is held solely by means of remote communication in accordance with Section 11 of this Article I.

Section 4. Requirement of Notice. A written notice of the date, time, and place of each annual and special shareholders’ meeting describing the purposes of the meeting shall be given to shareholders entitled to vote at the meeting (and, to the extent required by law or the Articles of Organization, to shareholders not entitled to vote at the meeting) no fewer than seven (7) nor more than sixty (60) calendar days before the meeting date. If an annual or special meeting of shareholders is adjourned to a different date, time or place, notice need not be given of the new date, time or place if the new date, time or place, if any, is announced at the meeting before adjournment. If a new record date for the adjourned meeting is fixed, however, notice of the adjourned meeting shall be given under this Section to persons who are shareholders as of the new record date. All notices to shareholders shall conform to the requirements of Article III.

Section 5. Waiver of Notice. A shareholder may waive any notice required by law, the Articles of Organization, or these By-Laws before or after the date and time stated in the notice. The waiver shall be in writing, be signed by the shareholder entitled to the notice, and be delivered to the Corporation for inclusion with the records of the meeting. A shareholder’s attendance at a meeting: (a) waives objection to lack of notice or defective notice of the meeting, unless the shareholder at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and (b) waives objection to consideration of a particular

matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the shareholder objects to considering the matter when it is presented.

Section 6. Quorum.

(a) Unless otherwise provided by law, or in the Articles of Organization, these By-Laws or a resolution of the Directors requiring satisfaction of a greater quorum requirement for any voting group, a majority of the votes entitled to be cast on the matter by a voting group constitutes a quorum of that voting group for action on that matter. As used in these By-Laws, a voting group includes all shares of one or more classes or series that, under the Articles of Organization or Mass. Gen. L. Ch. 156D, as in effect from time to time (the “MBCA”), are entitled to vote and to be counted together collectively on a matter at a meeting of shareholders.

(b) A share once represented for any purpose at a meeting is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless: (i) the shareholder attends solely to object to lack of notice, defective notice or the conduct of the meeting on other grounds and does not vote the shares or otherwise consent that they are to be deemed present; or (ii) in the case of an adjournment, a new record date is or shall be set for that adjourned meeting.

Section 7. Voting and Proxies. Unless the Articles of Organization provide otherwise, each outstanding share, regardless of class, is entitled to one vote on each matter voted on at a shareholders’ meeting. A shareholder may vote his or her shares: (a) in person; (b) by appointing a proxy in writing to vote or otherwise act for him or her; or (c) by appointing his or her attorney-in-fact in writing. An appointment of a proxy or attorney-in-fact is effective when received by the Secretary or other officer or agent authorized to tabulate votes. Unless otherwise provided in the form appointing the proxy or attorney-in-fact, a proxy or attorney-in-fact is valid for a period of eleven (11) months from the date the shareholder signed the form or, if it is undated, from the date of its receipt by the officer or agent. An appointment of a proxy is revocable by the shareholder unless the appointment form conspicuously states that it is irrevocable and the appointment is coupled with an interest, as defined in the MBCA. An appointment made irrevocable is revoked when the interest with which it is coupled is extinguished. The death or incapacity of the shareholder appointing a proxy or attorney-in-fact shall not affect the right of the Corporation to accept the proxy’s or attorney-in-fact’s authority. A transferee for value of shares subject to an irrevocable proxy or attorney-in-fact may revoke the appointment if he or she did not know of its existence when he or she acquired the shares and the existence of the irrevocable appointment was not noted conspicuously on the certificate representing the shares or on the information statement for shares without certificates. Subject to the provisions of Section 7.24 of the MBCA and to any express limitation on the proxy’s or the attorney-in-fact’s authority appearing on the face of the appointment form, the Corporation is entitled to accept the proxy’s vote or other action as that of the shareholder making the appointment.

Section 8. Action at Meeting. If a quorum of a voting group exists, favorable action on a matter, other than the election of Directors, is taken by a voting group if the votes cast within the group favoring the action exceed the votes cast opposing the action, unless a greater number of affirmative votes is required by law, or the Articles of Organization, these By-Laws or a

resolution of the Board of Directors requiring receipt of a greater affirmative vote of the shareholders, including more separate voting groups. Directors are elected by a plurality of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present. No ballot shall be required for such election unless requested by a shareholder present or represented at the meeting and entitled to vote in the election.

Section 9. Action without Meeting by Written Consent.

(a) Action taken at a shareholders' meeting may be taken without a meeting if the action is taken either: (i) by all shareholders entitled to vote on the action; or (ii) to the extent permitted by the Articles of Organization, by shareholders having not less than the minimum number of votes necessary to take the action at a meeting at which all shareholders entitled to vote on the action are present and voting. The action shall be evidenced by one or more written consents that describe the action taken, are signed by shareholders having the requisite votes, bear the date of the signatures of such shareholders, and are delivered to the Corporation for inclusion with the records of meetings within sixty (60) calendar days of the earliest dated consent delivered to the Corporation as required by this Section. A consent signed under this Section has the effect of a vote at a meeting.

(b) If action is to be taken pursuant to the consent of voting shareholders without a meeting, the Corporation, at least seven (7) days before the action pursuant to the consent is taken, shall give notice, which complies in form with the requirements of Article III, of the action: (i) to nonvoting shareholders in any case where such notice would be required by law if the action were to be taken pursuant to a vote by voting shareholders at a meeting; and (ii) if the action is to be taken pursuant to the consent of less than all the shareholders entitled to vote on the matter, to all shareholders entitled to vote who did not consent to the action. The notice shall contain, or be accompanied by, the same material that would have been required by law to be sent to shareholders in or with the notice of a meeting at which the action would have been submitted to the shareholders for approval.

Section 10. Record Date. The Directors may fix the record date in order to determine the shareholders entitled to notice of a shareholders' meeting, to demand a special meeting, to vote, or to take any other action. If a record date for a specific action is not fixed by the Board of Directors, and is not supplied by law, the record date shall be the close of business either on the day before the first notice is sent to shareholders, or, if no notice is sent, on the day before the meeting or, in the case of action without a meeting by written consent, the date the first shareholder signs the consent. A record date fixed under this Section may not be more than seventy (70) calendar days before the meeting or action requiring a determination of shareholders. A determination of shareholders entitled to notice of or to vote at a shareholders' meeting is effective for any adjournment of the meeting unless the Board of Directors fixes a new record date, which it shall do if the meeting is adjourned to a date more than one hundred twenty (120) calendar days after the date fixed for the original meeting.

Section 11. Meetings by Remote Communications. Unless otherwise provided in the Articles of Organization, if authorized by the Directors, any annual or special meeting of shareholders: (a) need not be held at any place, but may instead be held solely by means of remote communication; and (b) shall be subject to such guidelines and procedures as the Board

of Directors may adopt. Shareholders, proxyholders and attorneys-in-fact not physically present at a meeting of shareholders may, by means of remote communications: (i) participate in a meeting of shareholders; and (ii) be deemed present in person and vote at a meeting of shareholders whether such meeting is to be held at a designated place or solely by means of remote communication, provided that: (x) the Corporation shall implement reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a shareholder, proxyholder or attorney-in-fact; (y) the Corporation shall implement reasonable measures to provide such shareholders, proxyholders and attorneys-in-fact a reasonable opportunity to participate in the meeting and to vote on matters submitted to the shareholders, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings; and (z) if any shareholder, proxyholder or attorney-in-fact votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by the Corporation.

Section 12. Form of Shareholder Action.

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

(b) Any copy, facsimile or other reliable reproduction of a vote, consent, waiver, proxy appointment or other action by a shareholder or by the proxy or other agent of any shareholder may be substituted or used in lieu of the original writing for any purpose for which the original writing could be used, but the copy, facsimile or other reproduction shall be a complete reproduction of the entire original writing.

Section 13. Shareholders List for Meeting.

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

(b) The shareholders list shall be available for inspection by any shareholder, beginning two (2) business days after notice is given of the meeting for which the list was

prepared and continuing through the meeting: (i) at the Corporation's principal office or at a place identified in the meeting notice in the city where the meeting will be held; or (ii) on a reasonably accessible electronic network, provided that the information required to gain access to such list is provided with the notice of the meeting. If the meeting is to be held solely by means of remote communication, the list shall be made available on an electronic network.

(c) A shareholder, his or her agent, or attorney is entitled on written demand to inspect and, subject to the requirements of Section 2(c) of Article VI of these By-Laws, to copy the list, during regular business hours and at his or her expense, during the period it is available for inspection.

(d) The Corporation shall make the shareholders list available at the meeting, and any shareholder or his or her agent or attorney is entitled to inspect the list at any time during the meeting or any adjournment.

ARTICLE II

DIRECTORS

Section 1. Powers. All corporate power shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, its Board of Directors.

Section 2. Number and Election. The Board of Directors shall consist of one or more individuals, with the number fixed by the shareholders at the annual meeting or by the Board of Directors. The number of directors constituting the Board of Directors shall initially be fixed at five (5) until the first annual meeting of stockholders. Except as otherwise provided in these By-Laws or the Articles of Organization, the Directors shall be elected by the shareholders at the annual meeting.

Section 3. Vacancies. If a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of Directors: (a) the shareholders may fill the vacancy; (b) the Board of Directors may fill the vacancy; or (c) if the Directors remaining in office constitute fewer than a quorum of the Board, they may fill the vacancy by the affirmative vote of a majority of all the Directors remaining in office. A vacancy that will occur at a specific later date may be filled before the vacancy occurs, but the new Director may not take office until the vacancy occurs.

Section 4. Chairman of the Board and Vice-Chairman of the Board. The Board of Directors may appoint: (a) a Chairman of the Board; and (b) a Vice-Chairman of the Board. The Chairman of the Board, if any, shall preside at all meetings of the Board of Directors and of the stockholders at which such person shall be present. If the Board of Directors appoints a Chairman of the Board, he or she shall also perform such duties and possess such powers as are assigned by the Board of Directors and as may be provided by law. If the Board of Directors appoints a Vice-Chairman of the Board, he or she shall, in the absence or disability of the Chairman of the Board, perform the duties and exercise the powers of the Chairman of the Board

and shall perform such other duties and possess such other powers as may from time to time be vested by the Board of Directors.

Section 5. Change in Size of the Board of Directors. The number of Directors may be fixed or changed from time to time by the shareholders or the Board of Directors, and the Board of Directors may increase or decrease the number of Directors last approved by the shareholders.

Section 6. Tenure. The terms of all Directors shall expire at the next annual shareholders' meeting following their election. A decrease in the number of Directors does not shorten an incumbent Director's term. The term of a Director elected to fill a vacancy shall expire at the next shareholders' meeting at which Directors are elected. Despite the expiration of a Director's term, he or she shall continue to serve until his or her successor is elected and qualified or until there is a decrease in the number of Directors.

Section 7. Resignation. A Director may resign at any time by delivering written notice of resignation to the Board of Directors, the Chairman of the Board, or to the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

Section 8. Removal. Except as otherwise provided in any written agreement to which the Corporation is a party: (a) the shareholders may remove one or more Directors with or without cause; (b) a Director may be removed for cause by the Directors by vote of a majority of the Directors then in office; and (c) a Director may be removed by the shareholders or the Directors only at a meeting called for the purpose of removing him or her, and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the Director.

Section 9. Regular Meetings. Regular meetings of the Board of Directors may be held at such times and places as shall from time to time be fixed by the Board of Directors without notice of the date, time, place or purpose of the meeting.

Section 10. Special Meetings. Special meetings of the Board of Directors may be called by the President, by the Secretary, by any two Directors, or by one Director in the event that there is only one Director.

Section 11. Notice. Special meetings of the Board must be preceded by at least 24 hours' notice of the date, time and place of the meeting. The notice need not describe the purpose of the special meeting. All notices to directors shall conform to the requirements of Article III.

Section 12. Waiver of Notice. A Director may waive any notice before or after the date and time of the meeting. The waiver shall be in writing, signed by the Director entitled to the notice, or in the form of an electronic transmission by the Director to the Corporation, and filed with the minutes or corporate records. A Director's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless the Director at the beginning of the meeting, or promptly upon his or her arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 13. Quorum. A quorum of the Board of Directors consists of a majority of the Directors then in office, provided always that any number of Directors (whether one or more and

whether or not constituting a quorum) constituting a majority of Directors present at any meeting or at any adjourned meeting may make any reasonable adjournment thereof.

Section 14. Action at Meeting. If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present is the act of the Board of Directors. A Director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is considered to have assented to the action taken unless: (a) he or she objects at the beginning of the meeting, or promptly upon his or her arrival, to holding it or transacting business at the meeting; (b) his or her dissent or abstention from the action taken is entered in the minutes of the meeting; or (c) he or she delivers written notice of his or her dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

Section 15. Action Without Meeting. Any action required or permitted to be taken by the Directors may be taken without a meeting if the action is taken by the unanimous consent of the members of the Board of Directors. The action must be evidenced by one or more consents describing the action taken, in writing, signed by each Director, or delivered to the Corporation by electronic transmission, to the address specified by the Corporation for the purpose or, if no address has been specified, to the principal office of the Corporation, addressed to the Secretary or other officer or agent having custody of the records of proceedings of Directors, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section is effective when the last Director signs or delivers the consent, unless the consent specifies a different effective date. A consent signed or delivered under this Section has the effect of a meeting vote and may be described as such in any document.

Section 16. Meetings Not in Person. The Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is considered to be present in person at the meeting.

Section 17. Committees. The Board of Directors may create one or more committees and appoint members of the Board of Directors to serve on them. Each committee may have one or more members, who serve at the pleasure of the Board of Directors. The creation of a committee and appointment of members to it must be approved by a majority of all the Directors in office when the action is taken. Article III and Sections 11 through 16 of this Article shall apply to committees and their members. To the extent specified by the Board of Directors, each committee may exercise the authority of the Board of Directors. A committee may not, however: (a) authorize distributions; (b) approve or propose to shareholders action that the MBCA requires be approved by shareholders; (c) change the number of the Board of Directors, remove Directors from office or fill vacancies on the Board of Directors; (d) amend the Articles of Organization; (e) adopt, amend or repeal By-Laws; or (f) authorize or approve reacquisition of shares, except according to a formula or method prescribed by the Board of Directors. The creation of, delegation of authority to, or action by a committee does not alone constitute compliance by a Director with the standards of conduct described in Section 19 of this Article.

Section 18. Compensation. The Board of Directors may fix the compensation of Directors.

Section 19. Standard of Conduct for Directors.

(a) A Director shall discharge his or her duties as a Director, including his or her duties as a member of a committee: (i) in good faith; (ii) with the care that a person in a like position would reasonably believe appropriate under similar circumstances; and (iii) in a manner the Director reasonably believes to be in the best interests of the Corporation. In determining what the Director reasonably believes to be in the best interests of the Corporation, a Director may consider the interests of the Corporation's employees, suppliers, creditors and customers, the economy of the state, the region and the nation, community and societal considerations, and the long-term and short-term interests of the Corporation and its shareholders, including the possibility that these interests may be best served by the continued independence of the Corporation.

(b) In discharging his or her duties, a Director who does not have knowledge that makes reliance unwarranted is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by: (i) one or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent with respect to the information, opinions, reports or statements presented; (ii) legal counsel, public accountants, or other persons retained by the Corporation, as to matters involving skills or expertise the Director reasonably believes are matters (x) within the particular person's professional or expert competence or (y) as to which the particular person merits confidence; or (iii) a committee of the Board of Directors of which the Director is not a member if the Director reasonably believes the committee merits confidence.

(c) A Director is not liable for any action taken as a Director, or any failure to take any action, if he or she performed the duties of his or her office in compliance with this Section.

Section 20. Conflict of Interest.

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

(i) the material facts of the transaction and the Director's interest were disclosed or known to the Board of Directors or a committee of the Board of Directors and the Board of Directors or committee authorized, approved, or ratified the transaction;

(ii) the material facts of the transaction and the Director's interest were disclosed or known to the shareholders entitled to vote and they authorized, approved, or ratified the transaction; or

(iii) the transaction was fair to the Corporation.

(b) For purposes of this Section, and without limiting the interests that may create conflict of interest transactions, a Director of the Corporation has an indirect interest in a

transaction if: (i) another entity in which he or she has a material financial interest or in which he or she is a general partner is a party to the transaction; or (ii) another entity of which he or she is a director, officer, manager or trustee or in which he or she holds another position is a party to the transaction and the transaction is or should be considered by the Board of Directors of the Corporation.

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

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

Section 21. Loans to Directors. The Corporation may not lend money to, or guarantee the obligation of a Director of, the Corporation unless: (a) the specific loan or guarantee is approved by a majority of the votes represented by the outstanding voting shares of all classes, voting as a single voting group, except the votes of shares owned by or voted under the control of the benefited Director; or (b) the Corporation's Board of Directors determines that the loan or guarantee benefits the Corporation and either approves the specific loan or guarantee or a general plan authorizing loans and guarantees. The fact that a loan or guarantee is made in violation of this Section shall not affect the borrower's liability on the loan.

ARTICLE III

MANNER OF NOTICE

All notices hereunder shall conform to the following requirements:

Section 1. Written Notice. Notice shall be in writing unless oral notice is reasonable under the circumstances. Notice by electronic transmission is written notice.

Section 2. Method of Notice. Notice may be communicated in person; by telephone, voice mail or other electronic means; by mail; by electronic transmission; or by messenger or delivery service. If these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published; or by radio, television, or other form of public broadcast communication.

Section 3. Effectiveness of Notice; General. Written notice, other than notice by electronic transmission, if in a comprehensible form, is effective upon deposit in the United States mail, if mailed post-paid and correctly addressed to the shareholder's address shown in the Corporation's current record of shareholders.

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

Section 5. Other Effectiveness of Notice. Except as provided in Sections 3 and 4 of the Article III, written notice, if in a comprehensible form, is effective at the earliest of the following: (a) when received; or (b) on the date of publication if notice by publication is permitted.

Section 6. Effectiveness of Oral Notice. Oral notice is effective when communicated if communicated in a comprehensible manner.

ARTICLE IV

OFFICERS

Section 1. Enumeration. The Corporation shall have a Chief Executive Officer, a President, a Treasurer, a Secretary and such other officers as may be appointed by the Board of Directors from time to time in accordance with these By-Laws, including, but not limited to, one or more Vice Presidents, Assistant Treasurers and Assistant Secretaries.

Section 2. Appointment. The officers shall be appointed by the Board of Directors. A duly appointed officer may appoint one or more officers or assistant officers if authorized by the Board of Directors. Each officer has the authority and shall perform the duties set forth in these By-Laws or, to the extent consistent with these By-Laws, the duties prescribed by the Board of Directors or by direction of an officer authorized by the Board of Directors to prescribe the duties of other officers.

Section 3. Qualification. The same individual may simultaneously hold more than one office in the Corporation.

Section 4. Tenure. Officers shall hold office until the first meeting of the Directors following the next annual meeting of shareholders after their appointment and until their respective successors are duly appointed, unless a shorter or longer term is specified in the vote appointing them.

Section 5. Resignation. An officer may resign at any time by delivering notice of the resignation to the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Corporation accepts the future effective date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor shall not take office until the effective date. An officer's resignation shall not affect the Corporation's contract rights, if any, with the officer.

Section 6. Removal. The Board of Directors may remove any officer at any time with or without cause. The appointment of an officer shall not itself create contract rights. An officer's removal shall not affect the officer's contract rights, if any, with the Corporation.

Section 7. Chief Executive Officer. The Chief Executive Officer shall have the duties and responsibilities as customarily belong to the office of Chief Executive Officer and shall have charge of the affairs of the Corporation subject to the supervision of the Board of Directors. Unless a Chairman of the Board and/or Vice-Chairman of the Board is elected by the Board of Directors, the Chief Executive Officer shall preside at all meetings of the stockholders, and if the Chief Executive Officer is a director, at all meetings of the Board of Directors.

Section 8. President. The President shall, subject to the direction of the Board of Directors and the Chief Executive Officer, have general charge and supervision of the day-to-day operations and business of the Corporation. Unless the Board of Directors has designated the Chairman of the Board or another officer as Chief Executive Officer, the President shall be the Chief Executive Officer of the Corporation. The President shall perform such other duties and shall have such other powers as the Board of Directors and/or the Chief Executive Officer may from time to time prescribe. The President shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation.

Section 9. Vice Presidents. Any Vice President shall perform such duties and possess such powers as the Board of Directors or the Chief Executive Officer or President may from time to time prescribe. In the event of the absence, inability or refusal to act of the Chief Executive Officer and the President, the Vice President (or if there shall be more than one, the Vice Presidents in the order determined by the Board of Directors, or in the absence of any determination, then in the order of their election) shall perform the duties of the Chief Executive Officer and President (as applicable) and when so performing shall have all the powers of and be subject to all the restrictions upon the President. The Board of Directors may assign to any Vice

President the title of Executive Vice President, Senior Vice President or any other title selected by the Board of Directors.

Section 10. Treasurer. The Treasurer shall, subject to the direction of the Directors, have general charge of the financial affairs of the Corporation and shall cause to be kept accurate books of accounts. He or she shall have custody of all funds, securities, and valuable documents of the Corporation, except as the Directors may otherwise provide. The Treasurer shall perform such duties and have such powers additional to the foregoing as the Directors may designate.

Section 11. Secretary. The Secretary shall have responsibility for preparing minutes of the Directors' and shareholders' meetings and for authenticating records of the Corporation. The Secretary shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

Section 12. Standards Of Conduct For Officers. An officer shall discharge his or her duties: (a) in good faith; (b) with the care that a person in a like position would reasonably exercise under similar circumstances; and (c) in a manner the officer reasonably believes to be in the best interests of the Corporation. In discharging his or her duties, an officer, who does not have knowledge that makes reliance unwarranted, is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by: (i) one or more officers or employees of the Corporation whom the officer reasonably believes to be reliable and competent with respect to the information, opinions, reports or statements presented; or (ii) legal counsel, public accountants, or other persons retained by the Corporation as to matters involving skills or expertise the officer reasonably believes are matters (x) within the particular person's professional or expert competence or (y) as to which the particular person merits confidence. An officer shall not be liable to the Corporation or its shareholders for any decision to take or not to take any action taken, or any failure to take any action, as an officer, if the duties of the officer are performed in compliance with this Section.

ARTICLE V

PROVISIONS RELATING TO SHARES

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

Section 2. Share Certificates. If shares are represented by certificates, at a minimum each share certificate shall state on its face: (a) the name of the Corporation and that it is organized

under the laws of The Commonwealth of Massachusetts; (b) the name of the person to whom issued; and (c) the number and class of shares and the designation of the series, if any, the certificate represents. If different classes of shares or different series within a class are authorized, then the variations in rights, preferences and limitations applicable to each class and series, and the authority of the Board of Directors to determine variations for any future class or series, must be summarized on the front or back of each certificate. Alternatively, each certificate may state conspicuously on its front or back that the Corporation will furnish the shareholder this information on request in writing and without charge. Each share certificate shall be signed, either manually or in facsimile, by the: (i) Chief Executive Officer or the President; and (ii) by the Treasurer or the Secretary. If the person who signed, either manually or in facsimile, a share certificate no longer holds office when the certificate is issued, the certificate shall be nevertheless valid.

Section 3. Uncertificated Shares. The Board of Directors may authorize the issue of some or all of the shares of any or all of the Corporation's classes or series without certificates. The authorization shall not affect shares already represented by certificates until they are surrendered to the Corporation. Within a reasonable time after the issue or transfer of shares without certificates, the Corporation shall send the shareholder a written statement of the information required by the MBCA to be on certificates.

Section 4. Record and Beneficial Owners. The Corporation shall be entitled to treat as the shareholder the person in whose name shares are registered in the records of the Corporation or, if the Board of Directors has established a procedure by which the beneficial owner of shares that are registered in the name of a nominee will be recognized by the Corporation as a shareholder, the beneficial owner of shares to the extent of the rights granted by a nominee certificate on file with the Corporation.

Section 5. Lost or Destroyed Certificates. The Board of Directors may, subject to Massachusetts General Laws, Chapter 106, Section 8-405, determine the conditions upon which a new share certificate may be issued in place of any certificate alleged to have been lost, destroyed, or wrongfully taken. The Board of Directors may, in its discretion, require the owner of such share certificate, or his or her legal representative, to: (a) give a bond, sufficient in its opinion, with or without surety; and/or (b) indemnify the Corporation, against any loss or claim which may arise by reason of the issue of the new certificate.

ARTICLE VI

CORPORATE RECORDS

Section 1. Records to be Kept.

(a) The Corporation shall keep as permanent records minutes of all meetings of its shareholders and Board of Directors, a record of all actions taken by the shareholders or Board of Directors without a meeting, and a record of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the Corporation. The Corporation shall maintain appropriate accounting records. The Corporation or its agent shall maintain a record of its shareholders, in a form that permits preparation of a list of the names

and, addresses of all shareholders, in alphabetical order by class of shares showing the number and class of shares held by each. The Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

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

(i) its Articles of Organization and all amendments and/or restatements to them currently in effect;

(ii) its By-Laws and all amendments and/or restatements to them currently in effect;

(iii) resolutions adopted by its Board of Directors creating one or more classes or series of shares, and fixing their relative rights, preferences, and limitations, if shares issued pursuant to those resolutions are outstanding;

(iv) the minutes of all shareholders' meetings, and records of all action taken by shareholders without a meeting, for the past three (3) years;

(v) all written communications to shareholders generally within the past three years, including the financial statements furnished under Section 16.20 of the MBCA for the past three (3) years;

(vi) a list of the names and business addresses of its current Directors and officers; and

(vii) its most recent annual report delivered to the Secretary of The Commonwealth of Massachusetts.

Section 2. Inspection of Records by Shareholders.

(a) A shareholder is entitled to inspect and copy, during regular business hours at the office where they are maintained pursuant to Section 1(b) of this Article, copies of any of the records of the Corporation described in said Section if he or she gives the Corporation written notice of his or her demand at least five (5) business days before the date on which he or she wishes to inspect and copy.

(b) A shareholder is entitled to inspect and copy, during regular business hours at a reasonable location specified by the Corporation, any of the following records of the Corporation if the shareholder meets the requirements of subsection (c) and gives the Corporation written notice of his or her demand at least five (5) business days before the date on which he or she wishes to inspect and copy:

(i) excerpts from minutes reflecting action taken at any meeting of the Board of Directors, records of any action of a committee of the Board of Directors while acting in place of the Board of Directors on behalf of the Corporation, minutes of any meeting of the

shareholders, and records of action taken by the shareholders or Board of Directors without a meeting, to the extent not subject to inspection under subsection (a) of this Section 1;

(ii) accounting records of the Corporation, but if the financial statements of the Corporation are audited by a certified public accountant, inspection shall be limited to the financial statements and the supporting schedules reasonably necessary to verify any line item on those statements; and

(iii) the record of shareholders described in Section 1(a) of this Article.

(c) A shareholder may inspect and copy the records described in subsection (b) of this Section 1 only if:

(i) his or her demand is made in good faith and for a proper purpose;

(ii) he or she describes with reasonable particularity his or her purpose and the records he or she desires to inspect;

(iii) the records are directly connected with his or her purpose; and

(iv) the Corporation shall not have determined in good faith that disclosure of the records sought would adversely affect the Corporation in the conduct of its business.

(d) For purposes of this Section, "shareholder" includes a beneficial owner whose shares are held in a voting trust or by a nominee on his or her behalf.

Section 3. Scope of Inspection Right.

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

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

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

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

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

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

ARTICLE VII

INDEMNIFICATION

Section 1. Definitions. In this Article the following words shall have the following meanings unless the context requires otherwise:

"Corporation", includes any domestic or foreign predecessor entity of the Corporation in a merger.

"Director" or "officer", an individual who is or was a Director or officer, respectively, of the Corporation or who, while a Director or officer of the Corporation, is or was serving at the Corporation's request as a director, officer, manager, partner, trustee, employee, or agent of another domestic or foreign corporation, limited liability company, partnership, joint venture, trust, employee benefit plan, or other entity. A Director or officer is considered to be serving an employee benefit plan at the Corporation's request if his or her duties to the Corporation also impose duties on, or otherwise involve services by, him or her to the plan or to participants in or beneficiaries of the plan. "Director" or "officer" includes, unless the context requires otherwise, the estate or personal representative of a Director or officer.

"Disinterested Director", a Director who, at the time of a vote or selection referred to in Section 4 of this Article, is not: (a) a party to the proceeding, or (b) an individual having a familial, financial, professional or employment relationship with the Director whose indemnification or advance for expenses is the subject of the decision being made, which relationship would, in the circumstances, reasonably be expected to exert an influence on the Director's judgment when voting on the decision being made.

"Expenses", all reasonable expenses incurred by a Party in connection with a Proceeding, includes counsel fees.

"Liability", the obligation to pay a judgment, settlement, penalty, fine including an excise tax assessed with respect to an employee benefit plan, or reasonable expenses incurred with respect to a proceeding.

"Party", an individual who was, is, or is threatened to be made, a defendant or respondent in a Proceeding.

"Proceeding", any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitrative, or investigative and whether formal or informal.

Section 2. Indemnification of Directors and Officers.

(a) Except as otherwise provided in this Section 2, the Corporation shall indemnify to the fullest extent permitted by law an individual who is a party to a Proceeding because he or she is a Director or officer against liability incurred in the Proceeding if:

(i) (x) he or she conducted himself or herself in good faith; (y) he or she reasonably believed that his or her conduct was in the best interests of the Corporation or that his or her conduct was at least not opposed to the best interests of the Corporation; and (z) in the case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful; or

(ii) he or she engaged in conduct for which he or she shall not be liable under a provision of the Articles of Organization authorized by Section 2.02(b)(4) of the MBCA or any successor provision to such Section.

(b) A Director's or officer's conduct with respect to an employee benefit plan for a purpose he or she reasonably believed to be in the interests of the participants in, and the beneficiaries of, the plan is conduct that satisfies the requirement that his or her conduct was at least not opposed to the best interests of the Corporation.

(c) The termination of a Proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent, is not, of itself, determinative that the Director or officer did not meet the relevant standard of conduct described in this Section.

(d) Unless ordered by a court, the Corporation may not indemnify a Director or officer under this Section if his or her conduct did not satisfy the standards set forth in subsection (a) or subsection (b).

Section 3. Advance for Expenses. The Corporation shall, before final disposition of a Proceeding, advance funds to pay for or reimburse the reasonable Expenses incurred by a Director or officer who is a Party to a Proceeding because he or she is a Director or officer if he or she delivers to the Corporation:

(a) a written affirmation of his or her good faith belief that he or she has met the relevant standard of conduct described in Section 2 of this Article or that the Proceeding involves conduct for which liability has been eliminated under a provision of the Articles of Organization as authorized by Section 2.02(b)(4) of the MBCA or any successor provision to such Section; and

(b) his or her written undertaking to repay any funds advanced if he or she is not wholly successful, on the merits or otherwise, in the defense of such Proceeding and it is ultimately determined pursuant to Section 4 of this Article or by a court of competent jurisdiction that he or she has not met the relevant standard of conduct described in Section 2 of this Article. Such undertaking must be an unlimited general obligation of the Director or officer, but need not be secured and shall be accepted without reference to the financial ability of the Director or officer to make repayment.

Section 4. Determination of Indemnification. The determination of whether a Director officer has met the relevant standard of conduct set forth in Section 2 shall be made:

(a) if there are two or more Disinterested Directors, by the Board of Directors by a majority vote of all the Disinterested Directors, a majority of whom shall for such purpose constitute a quorum, or by a majority of the members of a committee of two (2) or more Disinterested Directors appointed by vote;

(b) by special legal counsel: (i) selected in the manner prescribed in clause (a); or (ii) if there are fewer than two (2) Disinterested Directors, selected by the Board of Directors, in which selection Directors who do not qualify as Disinterested Directors may participate; or

(c) by the shareholders, but shares owned by or voted under the control of a Director who at the time does not qualify as a Disinterested Director may not be voted on the determination.

Section 5. Notification and Defense of Claim; Settlements.

(a) In addition to and without limiting the foregoing provisions of this Article and except to the extent otherwise required by law, it shall be a condition of the Corporation's obligation to indemnify under Section 2 of this Article (in addition to any other condition provide in these By-Laws or by law) that the Party asserting, or proposing to assert, the right to be indemnified, must notify the Corporation in writing as soon as practicable of any Proceeding or investigation involving such Party for which indemnity will or could be sought, but the failure to so notify shall not affect the Corporation's obligation to indemnify except to the extent the Corporation is adversely affected thereby. With respect to any Proceeding as to which the Corporation is so notified, the Corporation will be entitled to participate therein at its own expense and/or to assume the defense thereof at its own expense, with legal counsel reasonably acceptable to the applicable Party. After notice from the Corporation to such Party of its election so to assume such defense, the Corporation shall not be liable to such Party for any legal or other expenses subsequently incurred by such Party in connection with such Proceeding or investigation other than as provided below in this subsection (a). The applicable Party shall have the right to employ his or her own counsel in connection with such Proceeding or investigation, but the fees and expenses of such counsel incurred after notice from the Corporation of its assumption of the defense thereof shall be at the expense of such Party unless: (i) the employment of counsel by such Party has been authorized by the Corporation; (ii) counsel to such Party shall have reasonably concluded, in a writing provided to the Corporation, that there may be a conflict of interest or position on any significant issue between the Corporation and such Party in the conduct of the defense of such Proceeding or investigation; or (iii) the Corporation shall not in fact have employed counsel to assume the defense of such Proceeding or investigation, in each of which cases the Expenses of counsel for such Party shall be at the expense of the Corporation, except as otherwise expressly provided by this Article. The Corporation shall not be entitled, without the consent of the applicable Party, to assume the defense of any claim brought by or in the right of the Corporation or as to which counsel for such Party shall have reasonably made the conclusion provided for in clause (ii) above.

(b) The Corporation shall not be required to indemnify any applicable Party under this Article for any amounts paid in settlement of any Proceeding unless authorized in the same manner as the determination that indemnification is permissible under Section 4 of this Article, except that if there are fewer than two (2) Disinterested Directors, authorization of indemnification shall be made by the Board of Directors, in which authorization Directors who do not qualify as Disinterested Directors may participate. The Corporation shall not settle any Proceeding or investigation without the applicable Party's written consent unless such settlement: (i) includes a full release of the applicable Party from all claims comprising the Proceeding or investigation; (ii) does not in any manner indicate that the applicable Party contributed to or was responsible for the cause of any claims comprising the Proceeding or investigation; or (iii) does not impose any obligations upon the applicable Party or requires the applicable Party to take any action. Neither the Corporation nor such Party will unreasonably withhold their consent to any proposed settlement.

Section 6. Insurance. The Corporation may purchase and maintain insurance on behalf of an individual who is a Director or officer of the Corporation, or who, while a Director or officer of the Corporation, serves at the Corporation's request as a director, officer, manager, partner, trustee, employee, or agent of another domestic or foreign corporation, limited liability company, partnership, joint venture, trust, employee benefit plan, or other entity, against liability asserted against or incurred by him or her in that capacity or arising from his or her status as a Director or officer, whether or not the Corporation would have power to indemnify or advance expenses to him or her against the same liability under this Article.

Section 7. Application of this Article.

(a) The Corporation shall not be obligated to indemnify or advance expenses to a Director or officer of a predecessor of the Corporation, pertaining to conduct with respect to the predecessor, unless otherwise specifically provided.

(b) This Article shall not limit the Corporation's power to: (i) pay or reimburse expenses incurred by a Director or an officer in connection with his or her appearance as a witness in a Proceeding at a time when he or she is not a Party; or (ii) indemnify, advance expenses to or provide or maintain insurance on behalf of an employee or agent.

(c) The indemnification and advancement of expenses provided by, or granted pursuant to, this Article shall not be considered exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled.

(d) Each person who is or becomes a Director or officer shall be deemed to have served or to have continued to serve in such capacity in reliance upon the indemnity provided for in this Article. All rights to indemnification under this Article shall be deemed to be provided by a contract between the Corporation and the person who serves as a Director or officer of the Corporation at any time while these By-Laws and the relevant provisions of the MBCA are in effect. Any repeal or modification thereof shall not affect any rights or obligations then existing.

(e) If the laws of The Commonwealth of Massachusetts are hereafter amended from time to time to increase the scope of permitted indemnification, indemnification hereunder shall be provided to the fullest extent permitted or required by any such amendment.

ARTICLE VIII

FISCAL YEAR

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

ARTICLE IX

AMENDMENTS

Section 1. General. These By-Laws amend and restate, in their entirety, the By-laws of the Corporation adopted on June 13, 2013, as amended to date. The power to make, amend or repeal these By-Laws shall be in the shareholders. If authorized by the Articles of Organization, the Board of Directors may also make, amend or repeal these By-Laws in whole or in part, except with respect to any provision thereof which by virtue of an express provision in the MBCA, the Articles of Organization, or these By-Laws, requires action by the shareholders.

Section 2. Notice of Amendment; Repeal by Shareholders. Not later than the time of giving notice of the meeting of shareholders next following the making, amending or repealing by the Board of Directors of any By-Law, notice stating the substance of the action taken by the Board of Directors shall be given to all shareholders who would have been entitled to vote on amending the By-Laws. Any action taken by the Board of Directors with respect to the By-Laws may be amended or repealed by the shareholders.

Section 3. Amendment of Shareholder Quorum Requirements. Approval of an amendment to the By-Laws that changes or deletes a quorum or voting requirement for action by shareholders must satisfy both the applicable quorum and voting requirements for action by shareholders with respect to amendment of these By-Laws and also the particular quorum and voting requirements sought to be changed or deleted.

Section 4. Board of Director Restrictions. A By-Law dealing with quorum or voting requirements for shareholders, including additional voting groups, may not be adopted, amended or repealed by the Board of Directors.

Section 5. Amendment of Board of Directors Quorum Requirements. A By-Law that fixes a greater or lesser quorum requirement for action by the Board of Directors, or a greater voting requirement, than provided for by the MBCA may be amended or repealed by the shareholders, or by the Board of Directors if authorized pursuant to subsection (a) of this Article IX.

Section 6. Board of Director Quorum Requirements. If the Board of Directors is authorized to amend the By-Laws, approval by the Board of Directors of an amendment to the By-Laws that changes or deletes a quorum or voting requirement for action by the Board of

Directors must satisfy both the applicable quorum and voting requirements for action by the Board of Directors with respect to amendment of the By-Laws, and also the particular quorum and voting requirements sought to be changed or deleted.

[END OF BY-LAWS]



SUMMARY BUSINESS PLAN

Sira Naturals currently operates three Registered Marijuana Dispensaries pursuant to 105 CMR 725.000 et. seq. In support of its RMDs, Sira Naturals operates a 30,000 square foot cannabis cultivation and product manufacturing facility in Milford Massachusetts. The Sira Milford facility has approximately 70% excess capacity which Sira proposes to purpose for adult-use cultivation and manufacturing operations if granted Marijuana Cultivator and Marijuana Product Manufacturer licenses by the Massachusetts Cannabis Control Commission pursuant to 935 CMR 500.000 et. seq.

After surveying market conditions following the addition of adult-use cannabis consumption to the medical cannabis markets in the states of Colorado, Washington and Oregon, Sira believes that a significant demand will soon be generated for consumption of adult-use cannabis in Massachusetts. Sira also believes that a "medical only" business model will face substantial market challenges. Changing customer demographics coupled with forthcoming ease of access to adult-use cannabis, will create significant challenges to businesses operating exclusively in the medical cannabis space.

Because of these changing market conditions, Sira Naturals is applying for (1) Marijuana Cultivator; (2) Marijuana Product Manufacturer; (3) Marijuana Existing Licensee Transporter; and (4) Marijuana Research Facility licenses for its Milford facility in addition to continuing to operate pursuant to its medical marijuana RMD registrations. Sira plans to initially enter the adult-use marketplace as a wholesaler of cannabis and cannabis manufactured products unless and until it becomes qualified to apply for adult use licenses as a Marijuana Retailer.

Sira is currently implementing changes to its production processes at the Milford facility to comply with all additional rules and regulations as promulgated by the adult-use cannabis statute and 935 CMR 500.000 et. seq. Sira expects this process of reconciliation to be complete by June 1, 2018.

Upon the granting of Sira's Milford adult-use Marijuana Cultivator and Product Manufacturer licenses, the Milford facility will immediately increase production to full capacity. The Sira Milford facility currently maintains a reasonable excess of inventory to ensure that patient demand is always fulfilled. The Milford facility will first allocate a reasonable share of its then current excess inventory to fulfill the needs of its medical dispensaries. Sira will then apply to the Department of Public Health for authorization to sell any surplus inventory into the adult-use market pursuant to 935 CMR 500.105(8)(a). Sira will allocate any such surplus inventory to accommodate the demand of the wholesale adult-use market.



PLAN FOR OBTAINING LIABILITY INSURANCE

Sira Naturals has obtained and currently maintains commercial general liability insurance coverage for \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually, and product liability insurance coverage for \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually (see insurance declarations attached). The deductible for each policy is \$1,000 per occurrence. Sira Naturals will make reports documenting compliance with 935 CMR 500.105(10) available to the commission upon request.

COMMERCIAL GENERAL LIABILITY COVERAGE PART DECLARATION

Policy Number: [REDACTED] Policy Period: 01/11/2018 To 01/11/2019
Named Insured: Sira Naturals, Inc.

AUDIT FREQUENCY: Annual

FORM OF BUSINESS: Corporation

LIMITS OF INSURANCE

General Aggregate Limit (Other Than Products - Completed Operations)	\$	2,000,000
Products - Completed Operations Aggregate Limit	\$	2,000,000
Each Occurrence Limit	\$	1,000,000
Personal and Advertising Injury Limit	\$	1,000,000
Fire Damage Limit, Any One Fire	\$	100,000
Medical Expense Limit	\$	5,000
Liquor Each Occurrence Limit	\$	
Liquor Aggregate Limit	\$	
BI/PD Deductible	\$	1,000
Employee Benefits	\$	Excluded
Total General Liability Coverage Part Premium	\$	[REDACTED]



RESTRICTING ACCESS TO AGE 21 AND OLDER

The Adult-Use cannabis regulations at 935 MR 500.000 et. seq., contain a variety of restrictions on access to Marijuana Establishments to those who are under 21 years of age. All Sira board members, directors, employees, executives, managers, and volunteers must be 21 years of age or older. Employees include a consultant or contractor who provides on-site services to Sira Naturals related to the cultivation, harvesting, preparation, packaging, storage, testing, or dispensing of marijuana.

The Sira Naturals Milford cultivation and manufacturing facility is inaccessible at all times to anyone under the age of 21. The facility is not open to the public and does not serve patients or customers. The facility only employs individuals who are 21 years of age or older.

All parts of the Sira Milford facility are equipped with locks and other security devices, and which are accessible only to Sira Naturals agents and visitors who are 21 years of age or older. The Sira facility is locked at all times, and only employees who are issued key fob access are able to enter the building. Sira maintains a security vestibule that is staffed by security personnel during facility operating hours.

Sira Naturals engages in on-premises verification of identification for all employees and visitors to the Sira Milford facility. Upon entry into Sira's premises by an individual, a security agent immediately inspects the individual's proof of identification and determines the individual's age. An individual shall not be admitted to the premises unless the security agent has verified that the individual is 21 years of age or older by an individual's proof of identification.

Any visitors to the facility must have an approved purpose for visiting the facility, make an appointment, and be checked into the facility by Sira Naturals security personnel. Sira will not admit any visitors who are under the age of 21. The exterior and interior of the facility are monitored at all times by surveillance cameras, and the surveillance recordings are kept for a period of 90 days.



PERSONNEL POLICIES INCLUDING BACKGROUND CHECKS

Sira Naturals implements standard best practices in its human resources personnel policies and procedures. Sira places a heightened level of scrutiny on employees given the compliance environment and particularities of the marijuana industry. Every potential employee is carefully pre-screened for compliance with Commission regulations prior to hiring. All potential Sira agents apply and are vetted pursuant to 935 CMR 500.030. Background checks are conducted annually on all Sira personnel pursuant to 935 CMR 500.030(3).

Once onboard, our staff is provided with an employee handbook containing information about the policies and procedures of the organization, as well as benefits and opportunities available to employees. The Handbook contains all company personnel policies, including but not limited to:

- rules of conduct
- dress code
- alcohol and drug free workplace
- discipline
- confidentiality
- conflict of interest
- ethics
- whistle blower
- discrimination and harassment
- reasonable accommodation
- zero tolerance
- prohibition of retaliation
- emergency procedures
- work hours
- attendance and time off
- performance evaluations
- injuries
- termination
- leave policies
- holidays
- vacation
- personal and sick days
- maternity/paternity
- military leave and jury duty
- health insurance (including dental and vision)
- COBRA
- worker's compensation
- unemployment compensation

Sira Naturals maintains personnel records for all employees, including, job descriptions, verification documents including CORI and other background check information, training records, performance evaluations and any disciplinary actions. Employee records are confidential. Training is tailored to the roles and responsibilities of the job function of each agent and includes a Responsible Vendor Program under 935 CMR 500.105(2)(b). At a minimum, all staff receives eight hours of on-going training annually.



RECORD KEEPING PROCEDURES

Sira Naturals maintains numerous written operational, personnel, and business records that will be made available for inspection by the Commission, upon request. Sira records are maintained in accordance with generally accepted accounting principles. Sira's human resources department retains and destroys personnel records in accordance with Sira's corporate policies on business records retention, as well as federal and state laws governing record retention. The following employee information records are maintained in segregated personnel files: Pre-employment testing results and background check information; I-9 forms; benefits plan and employee medical records; health and safety records; general employee personnel records.

Commission compliance reports are maintained in reverse chronological sequence and filed separately from the above employee information records. All paper personnel records, confidential employee data, and other paper records maintained by Sira Naturals is destroyed by shredding after retention dates have passed. Hardcopy confidential records are shredded using a locked shredder on the Sira Naturals premises.

When Sira is involved in or anticipates that it may be involved in litigation, the CEO's office will issue a litigation hold. This means that all documents relating to the litigation matter must be kept in order to preserve any potential evidence. In the event that the CEO announces a litigation hold on any or all Sira records as a result of pending or anticipated litigation, all records covered by such litigation hold MUST NOT be discarded, deleted or destroyed. Further, the IT department will suspend the automatic deletion of emails for all individuals covered by the litigation hold.

Operational records include, but are not limited to, all records required in any section of 935 CMR 500.000, in addition to the following: written operating procedures as required by 935 CMR 500.105(1); inventory records as required by 935 CMR 500.105(8); seed-to-sale tracking records for all marijuana products as required by 935 CMR 500.105(8)(e); and waste disposal records as required under 935 CMR 500.105(12).

Personnel records include, but are not limited to, job descriptions for each employee and volunteer position, as well as organizational charts consistent with the job descriptions, and a personnel record for each Sira agent; all materials submitted to the Commission pursuant to 935 CMR 500.030(2); documentation of verification of references; the job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision; documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the agent indicating the date, time, and place he or she received said training and the topics discussed, including the name and title of presenters; documentation of periodic performance evaluations; a record of any disciplinary action taken; and notice of completed responsible vendor and eight-hour related duty training; a staffing plan that will demonstrate accessible business hours and safe cultivation conditions; personnel policies and procedures; and all background check reports obtained in accordance



with 935 CMR 500.030. Personnel records are maintained for at least 12 months after termination of an agent's affiliation with Sira.

Business records include, but are not limited to, manual and/or computerized records of assets and liabilities; monetary transactions; books of accounts, which shall include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers; sales records including the quantity, form, and cost of marijuana products; and salary and wages paid to each employee, stipend paid to each board member, and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with Sira.



MAINTAINING OF FINANCIAL RECORDS

Sira Naturals' business success rests, in part, on sound financial recordkeeping practices. Without accurate records it is impossible to determine the financial condition or profitability of the business. Sira Naturals maintains a staff of internal accounting personnel and a sophisticated financial record keeping system to guide Sira management in financial decision making.

Sira Naturals employs an Enterprise Resource Planning Platform to track and record all financial and operational transactions. The ERP system records all internal and external transactions to a general ledger and maintains journals for accounts receivable, accounts payable, payroll, inventory, petty cash, and other financial accounts. The system records and stores all income and expenses and provides reports on demand for all accounts. The system generates all financial statements (balance sheet, income statement, cash flow statement, etc.) on demand. All such financial records are maintained according to the statutory and regulatory minimum time frames.

Sira Naturals maintains a secure electronic record keeping system to store all contracts, agreements, leases, titles, licenses, insurance policies, permits and other key documents. Sira employs a third-party provider to handle payroll disbursements and records. Sira maintains a contractual relationship with its payroll provider that includes provisions for the security of data and action plans in the vent of data breach. Sira engages third-party professional tax advisors and maintains all tax records in a secure records system that is only accessible to authorized personnel.

Sira Naturals engages third-party banking services from a licensed banking institution. This banking institution monitors all Sira Naturals transactions pursuant to guidance from the Financial Crimes Enforcement Network (FinCen) entitled: *BSA Expectations Regarding Marijuana-Related Businesses* (Feb. 2014). Though Sira does not have direct access to reports filed with FinCen by our banking institution, if there is any unexplained financial activity occurring with any of Sira's business accounts, Sira is to be notified by our banking institution and given an opportunity to explain or correct such activity. From the inception of the organization to today, Sira has never been notified of any unexplained financial activity occurring in any of its business accounts.

Sira Naturals maintains a number of different accounts with its financial institution, including business banking accounts, petty cash accounts, budget reserve accounts and others. Sira monitors these accounts on a systematic basis to ensure that no activity that is inconsistent with its expectations is occurring.

When Sira is involved in, or anticipates that it may be involved in, litigation that implicates financial records, the CEO's office will issue a litigation hold on any such records. This means that all financial records and documents relating to the litigation matter must be set aside in order to preserve any potential evidence. In the event that the CEO announces a litigation hold on any or all Sira financial records as a result of pending or anticipated litigation, all such records covered **MUST NOT** be discarded, deleted or destroyed.

Sira Naturals takes reasonable and prudent steps to ensure the security of all financial records and that such records are only accessible to authorized individuals.



Diversity Plan

Introduction

This Diversity Plan outlines our goals in promoting equity among minorities, women, veterans, people with disabilities, and people of all gender identities and sexual orientations in the operation of our organization. It defines actions to be taken regarding the recognition of differences among people in order to advance social equity and inclusion and to promote a healthy and productive workplace environment. Sira Naturals, Inc. fosters a company culture centered on sound business principles, mutual respect, equity, parity, and open communication with an emphasis on excellence in personal contribution to company objectives.

Why Implement a Diversity Plan?

Sira Naturals believes that implementing a strong diversity plan is important in advancing its core mission: *Provide premium cannabis. Sustainably produced and sold with integrity.* Advancing and sustaining an inclusive workplace environment that provides access and opportunity to all employees, suppliers, contractors, and community partners is essential to our growth and success. Cannabis businesses have an opportunity and an obligation to promote equity and diversity within their own organizations, and to assist the wider stakeholder community in fostering the development of inclusive policies and programs. We can achieve this by offering opportunities to address past inequality in employment, contracting, and stereotyping by role modeling and leveraging the benefits of diversity and inclusion.

One reason for this is to help remediate the damaging effects of the failed cannabis public policy of prohibition that has resulted in many protected classes of people being marginalized due to felony convictions for activity that the cannabis industry today champions. Another equally important reason for a focus on diversity in our organization is the recognition that operational tactics and strategic business planning is made stronger by a diverse pool of contributors and opinions in the mix.

In the same way that a monocrop is more susceptible to pests and pathogens, a singular business approach is less dynamic and more prone to strategic mistakes. In the ever evolving and fast paced regulated cannabis industry, the skill of rapidly adapting to a changing environment is a distinct competitive advantage. This advantage is made more robust by a diverse and inclusive team.

Sira Naturals Diversity & Inclusion Beliefs

- Sira Naturals is committed to Diversity and Equitable Inclusion in the Workplace.
- We are committed to being reflective of the market areas in which we serve.
- We recognize that we gain substantial benefit from a diverse workforce.
- We believe in sustaining an all-inclusive and ethical approach to conducting business with our supplier & vendor communities.
- Diversity enhances our reputation as a good corporate citizen in our communities.
- Our goal is to be the premier business leader as employer, service provider and community partner.



Sira Naturals Diversity & Inclusion Benefits

- Fostering an Inclusive Work Place Enhances Everyone's Bottom Line.
- Everyone shares in the benefits when inclusionary leadership, policies, practices, and expectations of fairness are implemented and ingrained within our organization.
- Diversity at the decision-making table leads to better decisions.
- A wider and richer palette fosters innovation and adds cultural and generational intelligence.
- It's just more fulfilling to live, work, learn, and play in an environment of inclusion.

Sira Naturals is leading with our Diversity & Inclusion Core Values

- Consistency between policy and practice.
- Open opportunities leading to upward mobility for all Employees.
- Real and balanced representation of persons of color and women in leadership.
- Environment that fosters inclusion through effective policies, procedures, processes, initiatives, systems and behaviors.

Programs

Goal #1: Recruit and hire a diverse workforce to support the mission of Sira with an overall goal of hiring at least 30% of those who self-identify as minorities and 50% women.

Proposed Initiative: Sira will strive to recruit and hire a diverse workforce to support all of its facilities in Massachusetts. We will always strive to source a large number of employees from the local and surrounding communities. In order to achieve this goal, we will post job opportunities when they become needed and available to Sira, in local publications and reach out to community leaders to inform them of openings at Sira.

Metrics: Sira will measure the goal described above on an annual basis prior to the annual renewal of our license. To that end, Sira will evaluate the following criteria to measure the progress toward the goal:

- Percentage of minorities in the organization
- Increase in minority representation year over year
- Increased representation of minorities at different levels of the organization
- Employee satisfaction surveys
- Improvements in productivity
- Improved job satisfaction
- Increased retention rates
- Decrease in pay disparities
- Higher ranking of the organization in terms of best places to work
- Awards from special interest and advocacy groups
- Inclusion of diversity in corporate social responsibility efforts

Goal #2: Implement a robust Diversity and Inclusion Training Program for all employees of Sira Natural.

Proposed Initiative: Sira Naturals recognizes the importance of an educated and motivated



workforce with regards to meeting the organization's objectives. Training and development is a key element to fostering an environment of inclusion. Diversity awareness training allows for leaders and employees to recognize, respect, and value the differences that lead to innovative approaches and diverse thought. Sira Naturals intends to implement a Diversity and Inclusion component to its comprehensive employee training program. The program will be customized to align with Sira Naturals' mission, objectives and values. The curriculum for this program is currently being developed and will be ready to implement by late 2020/early 2021.

Evolving population demographics and generational differences in today's workforce necessitates a broad approach to diversity training. Sira Naturals will offer Diversity and Inclusion training that helps to raise awareness about diversity issues and lays a foundation for receptiveness to the varied dimensions of diversity. This helps to facilitate forward thinking business today and, in the future, to achieve healthy growth and sustainable success. The objective is to continually ensure that Sira Naturals is fostering an environment of inclusion for all its stakeholders (employees, customers, community partners, suppliers and regulators).

Diversity Awareness Training allows for leaders and employees to recognize, respect, and value the differences that lead to innovative approaches and diverse thought. The Diversity & Inclusion training component will be foundational and interactive. The content focus will be on awareness, knowledge sharing, and skill building customized to align with Sira Naturals' mission, objectives, and values.

Session Topics

- Diversity Awareness
- Approach/Expectation
- Sira Naturals Focus and Diversity & Inclusion Alignment
- Clarifying Diversity and Inclusion
- World View / Global Mind Set
- Evolving Demographics and Trends
- Servant Leadership
- Culture & Unconscious Bias
- Benefits and ROI of Diversity
- Dialogue and How to Speak About Diversity

Metrics: Sira Natural will keep records of all employees that have attended and participated in the Diversity and Inclusion Training Program to ensure that at least 85% of all employees complete this program. Additionally, Sira will conduct surveys after the training to receive feedback from employees on the value provided of the program, feedback on areas that employees feel are positive contributions to the workplace environment and those that are not, and other comments that can help the program evolve year over year. Sira Natural will keep records of these metrics and include them in a report on our Diversity goals to be submitted to the Commission prior to the annual renewal of our license.

Conclusion

Specifically named organizations that Sira Natural intends to donate to will be contacted and Sira will receive written acknowledgment on the acceptance of those funds. At all times, Sira Natural will adhere to the requirements set forth in 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of Marijuana



Establishments. Any action taken, or programs instituted, by Sira Naturals, will not violated the Commission's regulations with respect to limitations on ownership or control or other applicable state laws. Sira Naturals will submit information related to the progress of its Diversity goals to the Commission prior to the annual renewal of our license.



QUALIFICATIONS AND TRAINING

Sira ensures that all agents are qualified for the roles they assume and that they complete training prior to performing their job functions. Sira qualifies agent applicants by posting job descriptions on employment websites and trade boards. Potential applicant resumes are screened for appropriate qualifications. Qualified applicants are then personally interviewed in a three-step interview process. Once an applicant has been selected to join the team, Sira conducts a comprehensive background check to ensure that the applicant complies with the Commissions regulations regarding qualifications.

Training is tailored to the roles and responsibilities of the job function of each agent and includes a Responsible Vendor Program under 935 CMR 500.105(2)(b). At a minimum, all staff receives eight hours of on-going training annually.

Within 90 days of hire, all owners, managers and employees involved with handling marijuana will successfully complete the Responsible Vendor training and annually thereafter, so Sira can maintain its designation as a "responsible vendor." Sira will maintain records of responsible vendor training program compliance for four years and make them available to inspection by the Commission and any other applicable licensing authority upon request during normal business hours.

Sira Naturals relies on its employees to be engaged, compassionate, committed and collaborative. Employees are required to have the applicable skills and qualifications to successfully carry out assigned duties, be prepared to respond appropriately to customer and vendor needs and comply with operational and regulatory requirements. Employees undergo an intensive orientation to introduce the Employee Handbook, Code of Conduct, Emergency Preparedness Guide, Incident Management Protocols and a review of the Commission's regulations at 935 CMR 500.000 et. seq. Employees are cross-trained within areas they are authorized to access.

Sira teaches the fundamental skills required to properly and safely operate our facilities. Sira's security protocols and updates are reviewed with all employees on a periodic basis to include visitor, facility and personnel safety, as well as information security. Security drills are practiced at random intervals to aid in implementation of the security training and to improve reaction to a crisis. In addition to the Responsible Vendor Program curriculum outlined in 935 CMR 500.105(2)(b), Sira trains its employees on all aspects of its operations including but not limited to: cultivation and horticulture, the chemistry and processes of whole-plant extraction, the chemistry of cannabinoid infusion, and logistics and packaging. Employees are also trained on a variety of other employment policies such as our: Social Media Policy, Cell Phone Policy, Discrimination and Harassment Policy, Copyright Policy, among others.



QUALITY CONTROL AND TESTING

Sira Naturals maintains extensive quality control and testing policies and procedures to ensure the safe and effective production of all Sira products. Sira employs a highly qualified full-time Quality Assurance Manager. This position is independent of the various production departments and is responsible to the Chief Operating Officer. Sira maintains written quality control procedures for all production processes, including but not limited to:

- product manufacturing
- limited access to work in progress
- hygiene requirements
- clean in/clean out
- GMP for people and processes
- products handling
- materials and workflows
- product drying
- product thawing
- packing and handling
- equipment lockout/tagout
- recall procedures
- emergency actions
- pathogen exposure control
- product refrigeration
- food safety prerequisites
- equipment operations
- environmental testing
- hold and release procedures
- and many others

Sira will never sell or otherwise market marijuana product that has not first been tested by an Independent Testing Laboratory and deemed to comply with the standards required under 935 CMR 500.160. All external testing of Sira marijuana products is performed by an Independent Testing Laboratory in compliance with the *Protocol for Sampling and Analysis of Finished Medical Marijuana Products and Marijuana-infused Products*, as amended in November 2016, published by the DPH. Testing of environmental media (e.g., soils, solid growing media, and water) is performed in compliance with the *Protocol for Sampling and Analysis of Environmental Media for Massachusetts Registered Medical Marijuana Dispensaries* published by the DPH.

Sira maintains a written policy for responding to laboratory results that indicate contaminant levels are above acceptable limits established in the DPH protocols identified in 935 CMR 500.160(1). The policy includes notifying the Commission within 72 hours of any laboratory testing results indicating that the contamination cannot be remediated and disposing of the production batch. The notification is required to describe a proposed plan of action for both the destruction of the contaminated product and the assessment of the source of contamination. Sira maintains the results of all testing for no less than one year. All Sira transportation of marijuana to and from Independent Testing Laboratories complies with 935 CMR 500.105(13).

In addition to third-party independent testing for all finished products, Sira also performs internal testing of marijuana products at various stages throughout the production process to ensure consistency and quality of products and raw materials. Internal testing ensures the suitability of materials used in all cultivation and production activities.

Sira Naturals has implemented an industry standard Integrated Pest Management (“IPM”) program focusing on preventing pest problems. Preventing pest problems in our cultivation facility will entail minimizing pest access to the facility and the food and shelter available to

it. Consequently, IPM relies heavily on the cooperation and participation of all employees. Also, quality control and the testing of marijuana products are essential for the operation of Sira Naturals' cultivation facility. Sira Naturals will utilize best industry practices when it comes to quality control and product testing.

Quality Control will be maintained through the strict adherence to Good Manufacturing Practices and compliance with 935 CMR 500.000 et. seq, 105 CMR 590.000: Minimum Sanitation Standards for Food Establishments, the sanitation requirement in 105 CMR 500.000: Good Manufacturing Practices for Food, and with the requirements for food handlers specified in 105 CMR 300.000: Reportable Diseases, Surveillance, and Isolation and Quarantine.