



## Massachusetts Cannabis Control Commission

### Marijuana Retailer

#### General Information:

License Number: MR282581  
Original Issued Date: 08/20/2020  
Issued Date: 08/20/2020  
Expiration Date: 08/20/2021

### ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: The Haven Center, Inc.

Phone Number: 508-360-9644  
Email Address: Chris.Havencenter@gmail.com

Business Address 1: 245 Route 6A  
Business City: Orleans  
Business State: MA  
Business Zip Code: 02653  
Business Address 2:  
Mailing Address 1: 245 Route 6A  
Mailing City: Orleans  
Mailing State: MA  
Mailing Zip Code: 02653  
Mailing Address 2:

### 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: RP201922

### RMD INFORMATION

Name of RMD: The Haven Center, Inc.  
Department of Public Health RMD Registration Number: PCRs only  
Operational and Registration Status: Obtained Provisional Certificate of Registration only  
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: 100  
Percentage Of Control: 50  
Role: Owner / Partner  
Other Role: Director on 2-Member Board of Directors, Chief Executive Officer, Chief Financial Officer,

President, Treasurer, Capital Contributor

First Name: Christopher Last Name: Taloumis

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: 50

Role: Director

Other Role: Director on 2-Member Board of Directors, Secretary, Capital Contributor

First Name: Jill

Last Name: Taloumis

Suffix:

Gender: Female

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

##### Close Associates or Member 1

First Name: Christopher

Last Name: Taloumis

Suffix:

Describe the nature of the relationship this person has with the Marijuana Establishment: Christopher Taloumis serves as the Owner, Director, Chief Executive Officer, Chief Financial Officer, President, Treasurer, and Capital Contributor.

##### Close Associates or Member 2

First Name: Jill

Last Name: Taloumis

Suffix:

Describe the nature of the relationship this person has with the Marijuana Establishment: Jill Taloumis serves as the Director, Secretary, and Capital Contributor.

##### Close Associates or Member 3

First Name: Seth

Last Name: Bock

Suffix:

Describe the nature of the relationship this person has with the Marijuana Establishment: Seth Bock serves as the Chief Operating Officer. Seth Bock does not have direct or indirect authority over the management, policies, security operations or cultivation operations of the Marijuana Establishment; however, Seth Bock holds a relevant managerial, operational or financial interest in the business of the Marijuana Establishment and, by virtue of that interest or power, is able to exercise a significant influence over the management, operations or finances of the Marijuana Establishment.

##### Close Associates or Member 4

First Name: James

Last Name: Ehrhart

Suffix:

Describe the nature of the relationship this person has with the Marijuana Establishment: James Ehrhart serves as the Director of Security. James Ehrhart does not have direct or indirect authority over the management, policies, security operations, or cultivation operations of the Marijuana Establishment; however, James Ehrhart holds a relevant managerial, operational or financial interest in the business of the Marijuana Establishment and, by virtue of that interest of power, is able to exercise a significant influence over the management, operations or finances of the Marijuana Establishment.

##### Close Associates or Member 5

First Name: James

Last Name: Barnes

Suffix:

Describe the nature of the relationship this person has with the Marijuana Establishment: James Barnes serves as the Director of Cultivation. James Barnes does not have direct or indirect authority over the management, policies, security operations, or cultivation operations of the Marijuana Establishment; however, James Barnes holds a relevant managerial, operational or financial interest in the business of the Marijuana Establishment and, by virtue of that interest of power, is able to exercise a significant influence over the

management, operations or finances of the Marijuana Establishment.

#### CAPITAL RESOURCES - INDIVIDUALS

##### Individual Contributing Capital 1

**First Name:** Christopher      **Last Name:** Taloumis      **Suffix:**  
**Types of Capital:**      **Other Type of Capital:** Joint checking account      **Total Value of the Capital**      **Percentage of Initial**  
Monetary/Equity      with Jill Taloumis      Provided: \$200000      Capital: 100  
**Capital Attestation:** Yes

##### Individual Contributing Capital 2

**First Name:** Jill      **Last Name:** Taloumis      **Suffix:**  
**Types of Capital:**      **Other Type of Capital:** Joint checking account with      **Total Value of the Capital**      **Percentage of Initial**  
Monetary/Equity      Christopher Taloumis      Provided: \$200000      Capital: 100  
**Capital Attestation:** Yes

#### CAPITAL RESOURCES - ENTITIES

No records found

#### BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

No records found

#### DISCLOSURE OF INDIVIDUAL INTERESTS

No records found

#### MARIJUANA ESTABLISHMENT PROPERTY DETAILS

**Establishment Address 1:** 1435 Pleasant Street

**Establishment Address 2:**

**Establishment City:** Fall River      **Establishment Zip Code:** 02723

**Approximate square footage of the establishment:** 2914      **How many abutters does this property have?:** 9

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

#### HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Certification of Host Community Agreement	Fall River HCA Certification.pdf	pdf	5caa41fd3183181258e20aa6	04/07/2019
Plan to Remain Compliant with Local Zoning	Haven Center - Plan to Remain Compliant with Local Zoning.pdf	pdf	5cc75fdfe2695d45078d7f80	04/29/2019
Community Outreach Meeting Documentation	Haven Center_COM Attestation_Fall River.pdf	pdf	5cc8520736e3e844f3b52f68	04/30/2019

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

#### PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
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Plan for Positive Impact	Haven Center_Plan to Positively Impact Areas of Disproportionate Impact.pdf	pdf	5ccb668ab10c2044c5598fde	05/02/2019
Other	Letter from Flint Neighborhood Association 5.2.19.pdf	pdf	5ccc9384df25934c58f871e7	05/03/2019

#### ADDITIONAL INFORMATION NOTIFICATION

Notification: I understand

#### INDIVIDUAL BACKGROUND INFORMATION

##### Individual Background Information 1

**Role:** Owner / Partner **Other Role:** Chief Executive Officer, Chief Financial Officer, President, Treasurer, Director on the 2-Member Board of Directors, Capital Contributor

**First Name:** Christopher **Last Name:** Taloumis **Suffix:**

**RMD Association:** RMD

Owner

**Background Question:** no

##### Individual Background Information 2

**Role:** Director **Other Role:** Director on 2-Member Board of Directors, Secretary, Capital Contributor

**First Name:** Jill **Last Name:** Taloumis **Suffix:**

**RMD Association:** RMD Manager

**Background Question:** no

##### Individual Background Information 3

**Role:** Executive / Officer **Other Role:** Chief Operating Officer

**First Name:** Seth **Last Name:** Bock **Suffix:**

**RMD Association:** RMD Manager

**Background Question:** no

##### Individual Background Information 4

**Role:** Manager **Other Role:** Director of Security

**First Name:** James **Last Name:** Ehrhart **Suffix:**

**RMD Association:** RMD Manager

**Background Question:** no

##### Individual Background Information 5

**Role:** Manager **Other Role:**

**First Name:** James **Last Name:** Barnes **Suffix:**

**RMD Association:** RMD Manager

**Background Question:** no

#### ENTITY BACKGROUND CHECK INFORMATION

No records found

#### MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
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Articles of Organization	Haven Center - Articles of Entity Conversion.pdf	pdf	5caa45d8edbb73122a61c5b9	04/07/2019
Secretary of Commonwealth - Certificate of Good Standing	Haven Center - Certificate of Good Standing from Sec. of Commonwealth (3.12.18).pdf	pdf	5caa4636635d511b3475574c	04/07/2019
Bylaws	Haven Center - For-Profit Corporation By-Laws.pdf	pdf	5caa46513183181258e20ab1	04/07/2019
Department of Revenue - Certificate of Good standing	Haven Center - MA DOR Certificate of Good Standing (4.2.18).pdf	pdf	5caa4690c4b7a71b66d18525	04/07/2019

No documents uploaded

Massachusetts Business Identification Number: 001317348

Doing-Business-As Name:

DBA Registration City:

#### BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan for Liability Insurance	Haven Center_Plan for Obtaining Liability Insurance.pdf	pdf	5cbe4817cee9f84c3436569e	04/22/2019
Business Plan	Haven Center_Business Plan (Fall River).pdf	pdf	5cc70f7cb10c2044c55986ec	04/29/2019
Proposed Timeline	Haven Center_Proposed Timeline (Fall River).pdf	pdf	5ccc943f73349d44fd62bef9	05/03/2019

#### OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan for obtaining marijuana or marijuana products	Haven Center_Plan for Obtaining Marijuana or Marijuana Products.pdf	pdf	5cbe49308e20fa4c3aba6f6e	04/22/2019
Separating recreational from medical operations, if applicable	Haven Center_Separating Adult Use and Medical Operations.pdf	pdf	5cbe4937b1ec4a4c446c276b	04/22/2019
Restricting Access to age 21 and older	Haven Center_Restricting Access to Age 21 and Older.pdf	pdf	5cbe4940942dc34c4ebe0a40	04/22/2019
Security plan	Haven Center_Security Plan.pdf	pdf	5cbe4949df25934c58f85954	04/22/2019
Prevention of diversion	Haven Center_Prevention of Diversion.pdf	pdf	5cbe495351be434c62d2a88c	04/22/2019
Storage of marijuana	Haven Center_Storage of Marijuana.pdf	pdf	5cbe495ef25dae4c6c3f1f69	04/22/2019
Transportation of marijuana	Haven Center_Transportation of Marijuana.pdf	pdf	5cbe49679b1a9b44dfe4dace	04/22/2019
Inventory procedures	Haven Center_Inventory Procedures.pdf	pdf	5cbe497136e3e844f3b520c3	04/22/2019
Quality control and testing	Haven Center_Quality Control and Testing.pdf	pdf	5cbe497fe2695d45078d7190	04/22/2019
Dispensing procedures	Haven Center_Dispensing Procedures.pdf	pdf	5cbe498c5c356a44cb768c37	04/22/2019
Personnel policies including background checks	Haven Center_Personnel Policies.pdf	pdf	5cbe49990a957444d5908e6f	04/22/2019

Record Keeping procedures	Haven Center_Recordkeeping Procedures.pdf	pdf	5cbe49a78e20fa4c3aba6fc2	04/22/2019
Maintaining of financial records	Haven Center_Maintaining of Financial Records.pdf	pdf	5cbe49b3b1ec4a4c446c276f	04/22/2019
Qualifications and training	Haven Center_Qualifications and Training.pdf	pdf	5cbe49ca942dc34c4ebe0a46	04/22/2019
Diversity plan	Haven Center_Diversity Plan.pdf	pdf	5ccb66ae51be434c62d2bec9	05/02/2019

#### MARIJUANA RETAILER SPECIFIC REQUIREMENTS

No documents uploaded

No documents uploaded

#### ATTESTATIONS

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

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

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

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

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

#### ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

#### COMPLIANCE WITH POSITIVE IMPACT PLAN

No records found

#### COMPLIANCE WITH DIVERSITY PLAN

No records found

#### HOURS OF OPERATION

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

Saturday From: 8:00 AM      Saturday To: 8:00 PM

Sunday From: 8:00 AM      Sunday To: 8:00 PM

## Host Community Agreement Certification Form

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, Christopher Taloumis, certify as an authorized representative of The Haven Center Inc. that the applicant has executed a host community agreement with Provincetown MA pursuant to G.L.c. 94G § 3(d) on April 4 2019 (*insert date*).



Signature of Authorized Representative of Applicant

### Host Community

I, Vasile F. Correia II, (*insert name*) certify that I am the contracting authority or have been duly authorized by the contracting authority for The City of Fall River (*insert name of host community*) to certify that the applicant and The City of Fall River (*insert name of host community*) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on April 4, 2019 (*insert date*).



Signature of Contracting Authority or  
Authorized Representative of Host Community



### **PLAN TO REMAIN COMPLIANT WITH LOCAL ZONING**

The Haven Center, Inc. (“**Haven Center**”) will remain compliant at all times with the applicable local zoning requirements set forth in the City of Fall River’s Zoning Ordinance. Fall River does not have specific zoning or permitting requirements for Marijuana Establishments. However, 1435 Pleasant Street is located within the Local Business (B-L) Zoning District, and retail operations are permitted uses in the B-L Zoning District under the Zoning Ordinance.

In compliance with 935 CMR 500.110(3), the property is not located within 500 feet of an existing public or private school providing education to children in kindergarten or grades 1 through 12.

The Haven Center will apply for any and all local permits required to construct a Marijuana Retailer at the proposed location and will comply with all conditions and standards set forth in any local permit.

The Haven Center has already attended several meetings with various municipal officials and boards to discuss Haven Center’s plans for a proposed Marijuana Retailer and has executed a Host Community Agreement with Fall River. Haven Center will continue to work cooperatively with various municipal departments, boards, and officials to ensure that Haven Center’s Marijuana Retailer remains compliant with all local laws, regulations, rules, and codes with respect to design, construction, operation, and security.

## 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, Christopher Taloumis, *(insert name)* attest as an authorized representative of The Haven Center, Inc. *(insert name of applicant)* that the applicant has complied with the requirements of 935 CMR 500 and the guidance for licensed applicants on community outreach, as detailed below.

1. The Community Outreach Meeting was held on April 26, 2019 *(insert date)*.
2. A copy of a notice of the time, place, and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was published in a newspaper of general circulation in the city or town on April 11, 2019 *(insert date)*, which was at least seven calendar days prior to the meeting. A copy of the newspaper notice is attached as Attachment A *(please clearly label the newspaper notice in the upper right hand corner as Attachment A and upload it as part of this document)*.
3. A copy of the meeting notice was also filed on April 12, 2019 *(insert date)* with the city or town clerk, the planning board, the contracting authority for the municipality, and local licensing authority for the adult use of marijuana, if applicable. A copy of the municipal notice is attached as Attachment B *(please clearly label the municipal notice in the upper right-hand corner as Attachment B and upload it as part of this document)*.
4. Notice of the time, place and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was mailed on April 12, 2019 *(insert date)*, which was at least seven calendar days prior to the community outreach meeting to abutters of the proposed address of the Marijuana Establishment, and residents within 300 feet of the property line of the petitioner as they appear on the most recent applicable tax list, notwithstanding that the land of any such owner is located in another city or town. A copy of one of the notices sent to abutters and parties of interest as described in this section is attached as Attachment C *(please clearly label the municipal notice in the upper right hand corner as Attachment C and upload it as part of this document; please only include a copy of one notice and please black out the name and the address of the addressee)*.

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

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## Legal Notices

## Legal Notices

COMMUNITY OUTREACH MEETING 4/26

**LEGAL NOTICE**

**NOTICE OF ADDITIONAL COMMUNITY OUTREACH MEETING**  
The Haven Center Inc.

Notice is hereby given that The Haven Center Inc will hold a Community Outreach Meeting on **April 26, 2019** at the **Fall River Public Library, 104 North Main Street, Fall River, MA 02720** between **12:30-1:30 PM** to discuss the proposed siting of an Adult Use Marijuana Establishment at 1435 Pleasant Street, Fall River in accordance with M.G.L. ch. 94G and the Massachusetts Cannabis Control Commission's regulations at 935 CMR 500.000 et seq. A previous public meeting on the topic was held in April 2018.

Topics to be discussed at the meeting will include, but not be limited to:

1. The type(s) of Adult-Use Marijuana Establishment(s) to be located at the proposed address;
2. Plans for maintaining a secure facility;
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4. Plans to positively impact the community; and
5. Plans to ensure the establishment will not constitute a nuisance to the community.

Interested members of the community are encouraged to ask questions and receive answers from The Haven Center's representatives about The Haven Center's proposed facility and operations.

AD#13788568  
FRHN 4/11/19

## Legal Notices

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## COMMERCIAL ROOFERS

Experienced commercial industrial roofers throughout Massachusetts. Highest wages and fringe benefits in the industry paid. OSHA 10 Certification, I-9 employee verification and substance testing required. "Equal Opportunity Employer" Apply to the Roofers & Waterproofers Union Local No. 33, 53 Evans Drive, Stoughton MA 02072. Please call (781)341-9192 Monday-Friday 7:00am to 4:00pm

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Lawn service company in Westport is hiring. Must have a valid driver's license. Paid holidays. Call 508-642-7372.

Your News

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RECEIVED  
2019 APR 12 P 12:14  
TYOLERK  
FALL RIVER, MA

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*Patricia Aguiar for Planning and Licensing*

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A handwritten signature in black ink, appearing to read "Catharine", is located in the lower right portion of the document.



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<input type="checkbox"/> Return Receipt (electronic)	\$	
<input type="checkbox"/> Certified Mail Restricted Delivery	\$	
<input type="checkbox"/> Adult Signature Required	\$	
<input type="checkbox"/> Adult Signature Restricted Delivery	\$	

Postage

\$ Total Post

City, State, ZIP

PS Form 3800, April 2015 PSN 7530-02-000-9047 See Reverse for Instructions

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<input type="checkbox"/> Return Receipt (hardcopy)	\$	
<input type="checkbox"/> Return Receipt (electronic)	\$	
<input type="checkbox"/> Certified Mail Restricted Delivery	\$	
<input type="checkbox"/> Adult Signature Required	\$	
<input type="checkbox"/> Adult Signature Restricted Delivery	\$	

Postage

\$ Total Post

\$ Sent To

Street and Ap

City, State, ZIP

PS Form 3800, April 2015 PSN 7530-02-000-9047 See Reverse for Instructions

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<input type="checkbox"/> Return Receipt (hardcopy)	\$	
<input type="checkbox"/> Return Receipt (electronic)	\$	
<input type="checkbox"/> Certified Mail Restricted Delivery	\$	
<input type="checkbox"/> Adult Signature Required	\$	
<input type="checkbox"/> Adult Signature Restricted Delivery	\$	

Postage

\$ Total Post

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## **PLAN TO POSITIVELY IMPACT AREAS OF DISPROPORTIONATE IMPACT**

### **Overview**

The Haven Center, Inc. (the “Haven Center”) is dedicated to serving and supporting populations falling within areas of disproportionate impact, which the Commission has identified as the following:

1. Past or present residents of the geographic “areas of disproportionate impact,” which have been defined by the Commission and identified in its Guidance for Identifying Areas of Disproportionate Impact;
2. Commission-designated Economic Empowerment Priority applicants;
3. Commission-designated Social Equity Program participants;
4. Massachusetts residents who have past drug convictions; and
5. Massachusetts residents with parents or spouses who have drug convictions are classified as areas of disproportionate impact.

To support such populations, Haven Center has created the following Plan to Positively Impact Areas of Disproportionate Impact (the “Plan”) and has identified and created goals/programs to positively impact residents in the City of Fall River. The Haven Center intends to integrate this Plan into its existing efforts in all of the communities in which the Haven Center operates, which the Haven Center has supported with charitable efforts dating back to 2016.

### **Goal**

Haven Center has established the following goal with respect to its Plan:

- Providing business assets towards endeavors in Fall River that will have a positive impact on the members of that community or the community as a whole.

### **Programs**

Haven Center has developed specific programs to effectuate its stated goals to positively impact Fall River. Such programs will include the following:

- Donating a minimum \$5,000.00 annually to the Flint Neighborhood Association a 501(c)(3) nonprofit in Fall River;
- Collecting, in an ongoing basis at the Haven Center’s facilities, food for the Flint Community Center Food Drive; and
- Scheduling quarterly employee volunteer days to assist at events for the Flint Neighborhood Association; such employee volunteer days will include supporting the Flint Neighborhood Association in community clean up events and events for local fundraisers.

The Haven Center has corresponded with Mr. Carlos Cesar of the Haven Center’s intention to donate to the Flint Neighborhood Association. This annual contribution of \$5,000.00 is in addition to the \$4,000.00 that the Haven Center has previously given to the Flint Neighborhood



Association to remove asbestos from the community center in 2016 and monthly food donations that the Haven Center has made.

### Measurements

The Chief Executive Officer, Christopher Taloumis, will administer the Plan and will be responsible for developing measurable outcomes to ensure Haven Center continues to meet its commitments. Such measurable outcomes, in accordance with Haven Center's goals and programs described above, include:

- Auditing the Haven Center's financials in coordination with the Chief Financial Officer to ensure that the Haven Center makes its aforementioned charitable donation by the end of each fiscal year;
- Delivering, no less than quarterly, food for the Flint Community Center Food Drive; and
- Holding quarterly employee volunteer days to support the Flint Neighborhood Association.

Beginning upon receipt of The Haven Center's first "Commence Operations" designation from the Commission to operate a marijuana establishment in the Commonwealth, The Haven Center will utilize the proposed measurements to assess its Plan and will account for demonstrating proof of success or progress of the Plan upon the yearly renewal of the license. Mr. Taloumis will review and evaluate Haven Center's measurable outcomes twice annually to ensure that Haven Center is meeting its commitments. Haven Center is mindful that demonstration of the Plan's progress and success will be submitted to the Commission upon renewal.

### Acknowledgements

- As identified above, Haven Center intends to donate to the Flint Neighborhood Association in Fall River and acknowledges that the Flint Neighborhood Association has been contacted and will receive the donation described herein.
- Haven Center will adhere to the requirements set forth in 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of every Marijuana Establishment.
- Any actions taken, or programs instituted, by Haven Center will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.

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

FORM M

The Haven Center, Inc. is a registrant  
with the Department of Public Health  
in accordance with 105 CMR 725.100(C)  
as of March 12, 2018.

*Bryan Harter*  
Director

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

- (1) Exact name of the non-profit: The Haven Center, Inc. 001178548
- (2) A corporate name that satisfies the requirements of G.L. Chapter 156D, Section 4.01:  
The Haven Center, 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:

The Haven Center, Inc.

### ARTICLE II

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

To engage in the cultivation, transportation and distribution of cannabis, to the extent permitted, and in accordance with, Massachusetts law, and to engage in any other business in which a Massachusetts limited liability company is authorized to engage.

8  
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

## 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)

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

To engage in the cultivation, transportation and distribution of cannabis, to the extent permitted, and in accordance with, Massachusetts law, and to engage in any other business in which a Massachusetts limited liability company is authorized to engage.



### 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	100			

### 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.

N/A

### 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:

N/A

### ARTICLE VI

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

See attached continuation sheet.

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

**THE HAVEN CENTER, INC.**

**ARTICLES OF CONVERSION**

**CONTINUATION SHEETS**

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

A. **LIMITATION OF DIRECTOR LIABILITY.** Except to the extent that Chapter 156D of the Massachusetts General Laws 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 stockholders for monetary damages for any breach of fiduciary duty as a director, notwithstanding any provision of law imposing such liability. 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.

B. **VOTE REQUIRED TO APPROVE MATTERS ACTED ON BY SHAREHOLDERS.** The affirmative vote of a majority of all the shares in a group eligible to vote on a matter shall be sufficient for the approval of the matter, notwithstanding any greater vote on the matter otherwise required by any provision of Chapter 156D of the General Laws of Massachusetts.

C. **SHAREHOLDER ACTION WITHOUT A MEETING BY LESS THAN UNANIMOUS CONSENT.** Action required or permitted by Chapter 156D of the General Laws of Massachusetts to be taken at a stockholders' 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. **AUTHORIZATION OF DIRECTORS TO MAKE, AMEND OR REPEAL BYLAWS.** The Board of Directors may make, amend or repeal the bylaws in whole or in part, except with respect to any provision thereof which by virtue of an express provision in Chapter 156D of the General Laws of Massachusetts, the Articles of Organization or the bylaws requires action by the stockholders.

E. **AUTHORITY OF DIRECTORS TO CREATE NEW CLASSES AND SERIES OF SHARES.** The Board Of Directors, acting without the shareholders, may (a) reclassify any unissued shares of any authorized class or series into one or more existing or new classes or series, and (b) create one or more new classes or series of shares, specifying the number of shares to be included therein, the distinguishing designation thereof and the preferences, limitations and relative rights applicable thereto, provided that the board of directors may not approve an aggregate number of authorized shares of all classes and series which exceeds the total number of authorized shares specified in the Articles of Organization approved by the shareholders.

F. **INDEMNIFICATION.** The following indemnification provisions shall apply to the persons enumerated below.

1. **Right to Indemnification of Directors and Officers.** The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may

hereafter be amended, any person (an “**Indemnified Person**”) who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a “**Proceeding**”), by reason of the fact that such person, or a person for whom such person is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, limited liability company, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys’ fees) reasonably incurred by such Indemnified Person in such Proceeding. Notwithstanding the preceding sentence, except as otherwise provided in Section 3 of this Part F, the Corporation shall be required to indemnify an Indemnified Person in connection with a Proceeding (or part thereof) commenced by such Indemnified Person only if the commencement of such Proceeding (or part thereof) by the Indemnified Person was authorized in advance by the Board of Directors, or an authorized committee of the Board of Directors.

2. Prepayment of Expenses of Directors and Officers. To the extent permitted by law, the Corporation shall pay the expenses (including attorneys’ fees) incurred by an Indemnified Person in defending any Proceeding in advance of its final disposition, provided, however, that, to the extent required by law, such payment of expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the Indemnified Person to repay all amounts advanced if it should be ultimately determined that the Indemnified Person is not entitled to be indemnified under this Part F or otherwise.

3. Claims by Directors and Officers. If a claim for indemnification or advancement of expenses under this Part F is not paid in full within 30 days after a written claim therefor by the Indemnified Person has been received by the Corporation, the Indemnified Person may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action the Corporation shall have the burden of proving that the Indemnified Person is not entitled to the requested indemnification or advancement of expenses under applicable law.

4. Indemnification of Employees and Agents. The Corporation may indemnify and advance expenses to any person who was or is made or is threatened to be made or is otherwise involved in any Proceeding by reason of the fact that such person, or a person for whom such person is the legal representative, is or was an employee or agent of the Corporation or, while an employee or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, limited liability company, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorney’s fees) reasonably incurred by such person in connection with such Proceeding. The ultimate determination of entitlement to indemnification of persons who are non-director or officer employees or agents shall be made in such manner as is determined by the Board of Directors, or an authorized committee of the Board of Directors, in its sole discretion. Notwithstanding the foregoing sentence, the Corporation shall not be required to indemnify a person in connection with a Proceeding initiated by such person if the Proceeding was not authorized in advance by the Board of Directors, or an authorized committee of the Board of Directors.

5. Advancement of Expenses of Employees and Agents. The Corporation may pay the expenses (including attorney’s fees) incurred by an employee or agent in defending any Proceeding

in advance of its final disposition on such terms and conditions as may be determined by the Board of Directors, or an authorized committee of the Board of Directors.

6. Non-Exclusivity of Rights. The rights conferred on any person by this Part F shall not be exclusive of any other rights which such person may have or hereafter acquire under any common law, statute, provision of these Articles of Organization, by-laws, agreement, vote of stockholders or disinterested directors or otherwise.

7. Other Indemnification. The Corporation's obligation, if any, to indemnify any person who was or is serving at its request as a director, officer or employee of another corporation, partnership, limited liability company, joint venture, trust, organization or other enterprise shall be reduced by any amount such person may collect as indemnification from such other corporation, partnership, limited liability company, joint venture, trust, organization or other enterprise.

8. Insurance. The Board of Directors may, to the full extent permitted by applicable law as it presently exists, or may hereafter be amended from time to time, authorize the Corporation to purchase and maintain at the Corporation's expense insurance: (a) to indemnify the Corporation for any obligation which it incurs as a result of the indemnification of directors, officers and employees under the provisions of this Part F; and (b) to indemnify or insure directors, officers and employees against liability in instances in which they may not otherwise be indemnified by the Corporation under the provisions of this Part F.

## 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:  
**245 Route 6A, Orleans, MA 02653**
- b. The name of its initial registered agent at its registered office:  
**Christopher Taloumis**
- 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: Christopher Taloumis - 5 George Holbrook Way, Harwich, MA 02645

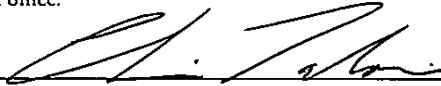
Treasurer: Christopher Taloumis - 5 George Holbrook Way, Harwich, MA 02645

Secretary: Jill Taloumis - 5 George Holbrook Way, Harwich, MA 02645

Director(s): Christopher Taloumis - 5 George Holbrook Way, Harwich, MA 02645  
Jill Taloumis - 5 George Holbrook Way, Harwich, MA 02645

- 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 and dispense cannabis as permitted by Massachusetts law.**
- f. The street address of the principal office of the corporation:  
**245 Route 6A, Orleans, MA 02653**
- g. The street address where the records of the corporation required to be kept in the commonwealth are located is:  
**245 Route 6A, Orleans, MA 02653**, 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 5 day of 3, 2018

COMMONWEALTH OF MASSACHUSETTS

1307182 William Francis Galvin  
Secretary of the Commonwealth  
One Ashburton Place, Boston, Massachusetts 02108-1512

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

I hereby certify that upon examination of these articles of conversion, duly submitted to me, it appears that the provisions of the General Laws relative thereto have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$475 having been paid, said articles are deemed to have been filed with me this 12 day of March, 2018, at 11:47 a.m. 0 p.m.  
time

Effective date: \_\_\_\_\_

(must be within 90 days of date submitted)

*William Francis Galvin*

WILLIAM FRANCIS GALVIN  
Secretary of the Commonwealth

Filing fee: Minimum \$250

TO BE FILLED IN BY CORPORATION  
Contact Information:

JOHN F. BRADLEY

PRINCE LOBEL TYE LLP

One International Place, Suite 3700, Boston, MA

Telephone: (617) 456-8000

Email: jbradley@princelobel.com

Upon filing, a copy of this filing will be available at [www.sec.state.ma.us/cor](http://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.

*SB*  
Examiner  
*Ray*  
Name approval

C

M

SECRETARY OF THE  
COMMONWEALTH  
2018 MAR 12 AM 11:47  
CORPORATIONS DIVISION



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

William Francis Galvin  
Secretary of the  
Commonwealth

**March 12, 2018**

TO WHOM IT MAY CONCERN:

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

**THE HAVEN CENTER, INC.**

is a domestic corporation organized on **March 12, 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

**BY-LAWS**

**OF**

**THE HAVEN CENTER, INC.**

ADOPTED March 5, 2018



# THE HAVEN CENTER, INC.

## By-Laws

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**BY-LAWS  
OF  
THE HAVEN CENTER, INC.**

**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, 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 Bylaws or the time for an annual meeting is not fixed in accordance with these Bylaws to be held within 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 may be called by the President or by the Directors, and 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 10 percent, 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. 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.

*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 nor more than 60 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 Bylaws 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 Bylaws 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 Bylaws, a voting group includes all shares of one or more classes or series that, under the Articles of Organization or the Massachusetts Business Corporation Act, 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 (1) 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 (2) 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 in person or may appoint a proxy to vote or otherwise act for him or her by signing an appointment form, either personally or by his or her attorney-in-fact. An appointment of a proxy is effective when received by the Secretary or other officer or agent authorized to tabulate votes. Unless otherwise provided in the appointment form, an appointment is valid for a period of 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 shall not affect the right of the Corporation to accept the proxy's authority unless notice of the death or incapacity is received by the Secretary or other officer or agent authorized to tabulate votes before the proxy exercises his or her authority under the appointment. A transferee for value of shares subject to an irrevocable appointment 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 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 Bylaws 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 by all shareholders entitled to vote on the action; or 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 60 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 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 (1) 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 (2) 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 70 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 120 days after the date fixed for the original meeting.

*Section 11. Meetings by Remote Communications.* If authorized by the Directors: any annual or special meeting of shareholders need not be held at any place but may instead be held solely by means of remote communication; and subject to such guidelines and procedures as the Board of Directors may adopt, shareholders and proxyholders not physically present at a meeting of shareholders may, by means of remote communications: (a) participate in a meeting of shareholders; and (b) 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: (1) 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 or proxyholder; (2) the Corporation shall implement reasonable measures to provide such shareholders and proxyholders 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 (3) if any shareholder or proxyholder 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 or by the proxy or other agent of any shareholder shall be considered given in writing, dated and signed, if, 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 or agent or by a person authorized to act for

the shareholder, proxy or agent; and (ii) the date on which such shareholder, proxy, 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 business days after notice is given of the meeting for which the list was prepared and continuing through the meeting: (1) 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 (2) 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 Bylaws, 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 but, unless otherwise provided in the Articles of Organization, if the Corporation has more than one shareholder, the number of Directors shall not be less than three, except that whenever there shall be only two shareholders, the number of Directors shall not be less than two. Except as otherwise provided in these Bylaws or the Articles of Organization, the Directors shall be elected by the shareholders at the annual meeting to hold office until the next annual election and until their successors are elected and qualify.

*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. Change in Size of the Board of Directors.* At the annual meeting or any meeting of the shareholders called for such purpose, the number of Directors may be fixed or changed 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. If the number is increased, the additional Directors may be chosen at such meeting.

*Section 5. 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 unless the particular Director is removed as provided in Section 7. 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 6. Resignation.* A Director may resign at any time by delivering written notice of resignation to the Board of Directors, its chairman, or to the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

*Section 7. Removal.* The shareholders may remove one or more Directors with or without cause by the affirmative vote of two-thirds of all the shares of stock outstanding and entitled to vote. A Director may be removed for cause by the Directors by vote of a majority of the Directors then in office. 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 8. 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 9. 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 10. Notice.* Special meetings of the Board must be preceded by at least two days' 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 11. 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 12. 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 13. 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 14. 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 15. Telephone Conference Meetings.* 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 16. 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 10 through 15 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 Bylaws; 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 18 of this Article.

*Section 17. Compensation.* The Board of Directors may fix the compensation of Directors.

*Section 18. 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: (1) in good faith; (2) with the care that a person in a like position would



reasonably believe appropriate under similar circumstances; and (3) 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: (1) 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; (2) legal counsel, public accountants, or other persons retained by the Corporation, as to matters involving skills or expertise the Director reasonably believes are matters (i) within the particular person's professional or expert competence or (ii) as to which the particular person merits confidence; or (3) 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 19. 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:

- (1) 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;
- (2) 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
- (3) 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: (1) 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 (2) another entity of which he or she is a director, officer, 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 (1) 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 Bylaws. 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 20. 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**

*Section 1. Notices.* All notices hereunder shall conform to the following requirements:

(a) Notice shall be in writing unless oral notice is reasonable under the circumstances. Notice by electronic transmission is written notice.

(b) Notice may be communicated in person; by telephone, voice mail, telegraph, electronic transmission or other electronic means; by mail; 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.

(c) Written notice, other than notice by electronic transmission, if in a comprehensible form, is effective upon deposit in the United States mail, if mailed postpaid and correctly addressed to the shareholder's address shown in the Corporation's current record of shareholders.

(d) Written notice by electronic transmission, if in comprehensible form, is effective: (1) if by facsimile telecommunication, when directed to a number furnished by the shareholder for the purpose; (2) if by electronic mail, when directed to an electronic mail address furnished by the shareholder for the purpose; (3) 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 (4) 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.

(e) Except as provided in subsection (c), written notice, other than notice by electronic transmission, if in a comprehensible form, is effective at the earliest of the following: (1) when received; (2) five days after its deposit in the United States mail, if mailed postpaid and correctly addressed; (3) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested; or if sent by messenger or delivery service, on the date shown on the return receipt signed by or on behalf of the addressee; or (4) on the date of publication if notice by publication is permitted.

(f) Oral notice is effective when communicated if communicated in a comprehensible manner.

## **ARTICLE IV OFFICERS**

*Section 1. Enumeration.* The Corporation shall have 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 Bylaws. The Board may appoint one of its members to the office of Chairman of the Board and from time to time define the powers and duties of that office notwithstanding any other provisions of these Bylaws.

*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 Bylaws or, to the extent consistent with these Bylaws, 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. President.* The President when present shall preside at all meetings of the shareholders and, if there is no Chairman of the Board of Directors, of the Directors. He or she shall be the chief executive officer of the Corporation except as the Board of Directors may otherwise provide. The President shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

*Section 8. 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 9. 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 10. 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: (1) 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 (2) legal counsel, public accountants, or other persons retained by the Corporation as to matters involving skills or expertise the officer reasonably believes are matters (i) within the particular person's professional or expert competence or (ii) 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 President or a Vice President and by the Treasurer or an Assistant Treasurer, or any two officers designated by the Board of Directors, and shall bear the corporate seal or its facsimile. 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 of the Corporation 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 give a bond, sufficient in its opinion, with or without surety, to 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:

- (1) its Articles or Restated Articles of Organization and all amendments to them currently in effect;
- (2) its Bylaws or restated Bylaws and all amendments to them currently in effect;
- (3) 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;
- (4) the minutes of all shareholders' meetings, and records of all action taken by shareholders without a meeting, for the past three years;

- (5) 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 years;
- (6) a list of the names and business addresses of its current Directors and officers; and
- (7) its most recent annual report delivered to the Massachusetts Secretary of State.

*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 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 business days before the date on which he or she wishes to inspect and copy:

(1) 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;

(2) 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

(3) 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) only if:

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

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

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

(4) 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)(3) 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, was or has agreed to become, 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, partner, trustee, employee, or agent of another domestic or foreign corporation, 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 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 (i) a party to the proceeding, or (ii) 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*", includes all reasonable out of pocket costs, including but not limited to the fees of counsel and other professionals.

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

"*MBCA*". Chapter 156D of the Massachusetts General Laws, as amended from time to time,

"*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, proceeding, or investigation, whether civil, criminal, administrative, arbitative, or investigative and whether formal or informal.

"*Qualified Party*" means a Director or Officer who is a Party to a Proceeding because he or she is a Director or Officer or by reason of any action alleged to have been taken or omitted in such capacity.

*Section 2. Indemnification of Directors and Officers.* To the fullest extent permitted by these Articles and applicable provisions of the MBCA, the Corporation shall indemnify each Qualified Party who was or is a Party to any Proceeding against all Liability and Expenses incurred by or on behalf of the Qualified Party in connection with such Proceeding and any appeal therefrom:

(a) The Corporation shall indemnify fully each Qualified Person who is wholly successful, on the merits or otherwise, in the defense of any Proceeding against Expenses incurred by him or her in connection with the Proceeding.

(b) Except as otherwise provided in this Section, the Corporation shall indemnify to the fullest extent permitted by law a Qualified Party against Expenses and Liabilities incurred in a Proceeding if:

(1) (i) he or she conducted himself or herself in good faith; and (ii) 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 (iii) in the case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful; or

(2) 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.

Clause (2) of subsection (a) shall apply to an officer who is also a Director if the basis on which he is made a party to the proceeding is an act or omission solely as an officer. If the Qualified Party is an officer but not a Director, and if the basis on which he is made a party to the Proceeding is an act or omission solely as an officer, the Corporation shall indemnify to such Qualified Party to such further extent as may be provided by these Articles of Organization, the bylaws, a resolution of the board of directors, or contract except for liability arising out of acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.

(c) 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.

(d) 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.

(e) 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 (b) or subsection (c).

*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 or 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 or more Disinterested Directors appointed by vote;

(b) by 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, 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,

(c) by independent legal counsel (who may, to the extent permitted by law, be regular legal counsel to the Corporation) 1) selected in the manner prescribed in clause (a); or (2) if there are fewer than two Disinterested Directors, selected by the Board of Directors, in which selection Directors who do not qualify as Disinterested Directors may participate, or

(d) by a court of competent jurisdiction.

*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 provided in the by-

laws or by law) that the Qualified Person asserting, or proposing to assert, the right to be indemnified, must notify the Corporation in writing as soon as practicable of any action, suit, proceeding or investigation involving such Qualified Person for which indemnity will or could be sought, but the failure to so notify shall not affect the Corporation's objection to indemnify except to the extent the Corporation is adversely affected thereby.

(b) With respect to any Proceeding of 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 such Qualified Person. After notice from the Corporation to such Qualified Person of its election so to assume such defense, the Corporation shall not be liable to such Qualified Person for any legal or other expenses subsequently incurred by such Qualified Person in connection with such Proceeding other than as provided below in this subsection (b). Such Qualified Person shall have the right to employ his or her own counsel in connection with such action, suit, 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 Qualified Person unless (1) the employment of counsel by such Qualified Person has been authorized by the Corporation, (2) counsel to such Qualified Person shall have reasonably concluded that there may be a conflict of interest or position on any significant issue between the Corporation and such Qualified Person in the conduct of the defense of such action, suit, proceeding or investigation or (3) the Corporation shall not in fact have employed counsel to assume the defense of such Proceeding, in which case the Expenses of counsel for such Qualified Person 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 such Qualified Person, to assume the defense of any claim brought by or in the right of the Corporation or as to which counsel for such Qualified Person shall have reasonably made the conclusion provided for in clause (2) above.

(c) *Settlements.* The Corporation shall not be required to indemnify a Qualified Person 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 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 in any manner which would impose any penalty or limitation on such Qualified Person without such Qualified Person's written consent. Neither the Corporation nor such Qualified Person will unreasonably withhold their consent to any proposed settlement.

*Section 6. Insurance.* The Corporation may purchase and maintain insurance on behalf of a Director or officer against Expenses and Liabilities 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. The Corporation shall not indemnify any such Qualified Person to the extent such Qualified Person is reimbursed from the proceeds of insurance, and, in the event the corporation makes any indemnification payments to any such Qualified Person and such Qualified Person is subsequently reimbursed from the proceeds of insurance, such Qualified Person shall promptly refund such indemnification payments to the corporation to the extent of such insurance reimbursement.

#### *Section 7. Further Limitations*

(a) The Corporation shall not indemnify a Qualified Person seeking indemnification in connection with a Proceeding (or part thereof) initiated by such Qualified Person unless the initiation thereof was approved by the Board of Directors of the Corporation.

(b) If Qualified Person is entitled to indemnification by the corporation for some or a portion of the Liabilities or Expenses actually and reasonably incurred by him or on his behalf, but not, however, for the total amount thereof, the Corporation shall nevertheless indemnify such Qualified Person for the portion of Liabilities or Expenses to which Qualified Person is entitled.

#### *Section 8. 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 (1) 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 (2) indemnify, advance expenses to or provide or maintain insurance on behalf of an employee or agent 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 Article. The corporation may, to the extent authorized from time to time by its Board of Directors, grant indemnification rights to other employees or agents

(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 under any law, agreement or vote of shareholders or directors or otherwise, and (ii) shall inure to the benefit of the heirs, executors and administrators of such Qualified Persons.

(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 this Article 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**

(a) The power to make, amend or repeal these Bylaws shall be in the shareholders. If authorized by the Articles of Organization, the Board of Directors may also make, amend or repeal these Bylaws 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 Bylaws, requires action by the shareholders.

(b) 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 entitled to vote on amending the Bylaws. Any action taken by the Board of Directors with respect to the Bylaws may be amended or repealed by the shareholders.

(c) Approval of an amendment to the Bylaws 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 Bylaws and also the particular quorum and voting requirements sought to be changed or deleted.

(d) 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.

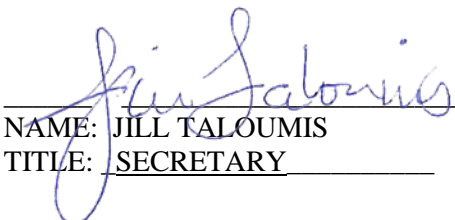
(e) A By-Law that fixes a greater or lesser quorum requirement for action by the Board of Directors, or a greater voting requirement, than provided for by the MBCA may be amended or repealed by the shareholders, or by the Board of Directors if authorized pursuant to subsection (a).

(f) If the Board of Directors is authorized to amend the Bylaws, approval by the Board of Directors of an amendment to the Bylaws 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 Bylaws, and also the particular quorum and voting requirements sought to be changed or deleted.

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ADOPTED on March 5, 2018:

ATTTEST:

  
NAME: JILL TALOUMIS  
TITLE: SECRETARY



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

mass.gov/dor

Letter ID: L0783392896  
Notice Date: April 2, 2018  
Case ID: 0-000-320-534



## CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE

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THE HAVEN CENTER INC,  
245 6A  
ORLEANS MA 02653

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

The Commissioner of Revenue certifies that, as of the date of this certificate, THE HAVEN CENTER 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](http://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

## **PLAN FOR OBTAINING LIABILITY INSURANCE**

The Haven Center, Inc. (“**Haven Center**”) plans to contract with a qualified insurance provider to maintain general liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate annually, as well as product liability coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate annually. The policy deductible will be no higher than \$5,000 per occurrence. Haven Center will consider additional coverage based on availability and cost-benefit analysis.

If adequate coverage is unavailable at a reasonable rate, Haven Center will place in escrow at least \$250,000 to be expended for liabilities coverage. Any withdrawal from such escrow will be replenished within ten (10) business days. Haven Center will keep reports documenting compliance with 935 CMR 500.105(10).



# **THE THE HAVEN CENTER, INC. Business Plan**

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## **1. EXECUTIVE SUMMARY**

### **1.1 Mission Statement**

The Haven Center, Inc. (“**The Haven Center**”) is an established marijuana company that is committed to operating compliant, safe, and high-quality Marijuana Establishments (“**MEs**”) in the Commonwealth of Massachusetts. The Haven Center seeks to distinguish itself as an industry leader through excellence in operational protocol, security systems, product quality, and community integration.

### **1.2 Product**

The Haven Center will offer high-grade cannabis and extract products compliant with the guidelines and regulations set out by the Commission. In addition to traditional sativa, indica, and hybrid cannabis flower, The Haven Center will offer a wide range of products and services that will allow The Haven Center to serve customers with a wide variety of needs and preferences. The products The Haven Center intends to offer include, but will not be limited to:

1. Topical Salves
2. Creams and Lotion
3. Patches
4. Oral Mucosal/Sublingual Dissolving Tablets
5. Tinctures
6. Oral Sprays
7. Inhalation Ready to Use CO2 Extracted Hash Oils
8. Pre-Dosed Oil Vaporizers
9. Ingestion Capsules
10. Food and Beverages

### **1.3 Customers**

The Haven Center’s target customers are consumers 21 years of age or older who live and work in Bristol County and Southeastern Massachusetts and who are seeking to purchase high- quality marijuana and marijuana products in a secure, professional, welcoming and conveniently-located retail establishment.

### **1.4 What Drives Us**

The Haven Center’s goals include providing safe and high-grade cannabis and extract products to qualified patients and consumers above the age of 21. The Haven Center also strives to contribute to the local economy and community in which our facilities reside by providing jobs, organizing employee volunteer days, and coordinating industry specific training classes to prospective employees.

## **2. COMPANY DESCRIPTION**

### **2.1 Corporate and Application Status**

The Haven Center is a Massachusetts domestic profit corporation in good standing that is applying for licenses from the Massachusetts Cannabis Control Commission (the “**Commission**”) to operate an adult use Cultivation and Product Manufacturing facility, as well as three (3) adult- use retail establishments in the Commonwealth. In addition, The Haven Center has also applied for and received three (3) Provisional Certificates of Registration from the Medical Use of Marijuana Program (the “**Program**”) to operate vertically-integrated Medical Marijuana Treatment Centers (“**MMTCs**”) and is currently in the Inspections phase.

The Haven Center will file, in a form and manner specified by the Commission, applications for licensure as a ME consisting of three (3) packets: an Application of Intent packet; a Background Check packet; and a Management and Operations Profile packet, in addition to submission of the required fees.

### **2.2 Operations**

The Haven Center intends to be a vertically-integrated MMTC, as well as an adult use Marijuana Cultivator, Marijuana Product Manufacturer, and Marijuana Retailer in the Commonwealth.

The Haven Center has executed binding agreements for properties in Wareham, Bourne, Brewster, Fall River, and Provincetown for use as Marijuana Establishments. Although the properties are in good condition, The Haven Center intends to make significant modifications to the facilities to improve exterior and interior conditions and install state-of-the-art security systems.

The Haven Center’s facilities will be designed with the specific intentions of ensuring consumer and client safety; promoting a smooth flow of business throughout the facility; eliminating queuing; and incorporating design nuance that is intended to facilitate one-on-one conversations between customer service representatives and customers. The Haven Center will meticulously invest in security, interior design, quality control, product testing, and staff training.

The Haven Center plans to obtain the marijuana flower and marijuana products to be sold at its Retailer Establishments from The Haven Center’s proposed Cultivation and Product Manufacturing Establishments. Until The Haven Center receives its final Cultivator and Product Manufacturing licenses from the Commission and is operational, The Haven Center intends to purchase wholesale marijuana and marijuana products from other licensed Marijuana Establishments in the Commonwealth to sell at The Haven Center’s Retailer Establishments.

### **2.3 Inventory Procedures**

The Haven Center will establish inventory controls and procedures for reviewing

comprehensive inventories of marijuana products; conduct a monthly inventory of finished, stored marijuana, stored marijuana; conduct a comprehensive annual inventory at least once every year after the date of the previous comprehensive inventory; and promptly transcribe inventories if taken by use of an oral recording device.

The Haven Center will track all marijuana products using a seed-to-sale methodology in a form and manner approved by the Commission. Such procedures have a well-established track record in the industry of preventing internal diversion of product.

The Haven Center will maintain records which will be available for inspection by the Commission and host community upon request. The records will be maintained in accordance with generally accepted accounting principles. Records will be maintained for at least 12 months.

Additional information on The Haven Center's inventory procedures are available in the Inventory Procedures document included with this submission.

## **2.4 Security**

The Haven Center will contract with a professional security and alarm company to design, implement, and monitor a comprehensive security plan to ensure that the facility is a safe and secure environment for employees and the local community.

The Haven Center's state-of-the-art security system will consist of perimeter windows, as well as duress, panic, and holdup alarms connected to local law enforcement for efficient notification and response in the event of a security threat. The system will also include a failure notification system that will immediately alert the executive management team if a system failure occurs. A redundant alarm system will be installed to ensure that active alarms remain operational if the primary system is compromised.

Interior and exterior HD video surveillance of all areas that contain marijuana, entrances, exits, and parking lots will be operational 24/7 and available to the municipal Police Department. These surveillance cameras will remain operational even in the event of a power outage. The exterior of the dispensary and surrounding area will be sufficiently lit, and foliage will be minimized to ensure clear visibility of the area at all times.

Only The Haven Center's registered agents and other authorized visitors (e.g. contractors, vendors) will be allowed access to the facility, and a visitor log will be maintained in perpetuity. All agents and visitors will be required to visibly display an ID badge, and The Haven Center will maintain a current list of individuals with access.

On-site consumption of marijuana by The Haven Center's employees and visitors will be prohibited. The Haven Center will have security personnel on-site during business hours.

Additional information on The Haven Center's security plan is available in the Security Plan document included with this submission.

## 2.5 Benefits to the Municipalities

The Haven Center looks forward to working cooperatively with local municipalities to ensure that The Haven Center operates as a responsible, contributing member of the community. The Haven Center anticipates establishing a mutually beneficial relationship with the municipalities in exchange for permitting The Haven Center to site and operate. The municipalities stand to benefit in various ways, including but not limited to the following:

- a. **Jobs.** The Haven Center estimates adding 15 - 25 full-time jobs for qualified local residents, in addition to hiring qualified, local contractors and vendors.
- b. **Host Community Agreement.** A Host Community Agreements under which The Haven Center will make significant community impact payments to the municipality will provide additional financial benefits beyond local property taxes to fund a variety of community and local programs, services, or organizations.
- c. **Access to Quality Legal Product for Consumers.** The Haven Center will ensure only qualified consumers ages 21 and over and registered patients and caregivers are able to purchase consistent, high-quality marijuana and marijuana products that are regulated and tested for cannabinoid content and contaminants. This will help to eliminate the current black market, in which consumers and patients are not required to verify their age and marijuana products are not tested.
- d. **Local Sales Tax Revenue.** The municipality will receive additional tax revenue through the adoption of a local sales tax of up to 3% on each retail sale to consumers.
- e. **Control.** In addition to the Commission, the Police Department and other municipal departments will have oversight over The Haven Center's security systems and processes.
- f. **Responsibility.** The Haven Center is comprised of experienced professionals who will be thoroughly background checked and vetted by the Commission.
- g. **Economic Development.** The Haven Center's project will revitalize the surrounding area and contribute to the overall economic development of the local community.

## 2.6 Zoning and Local Compliance

In each municipality, The Haven Center's establishment will comply with the zoning regulations set forth in the Zoning Bylaws and will not be located within 500 feet of an existing school providing education to children in kindergarten through Grade 12 (unless the municipality adopts an ordinance or by-law that reduces the distance requirement).

As required and by the local zoning, The Haven Center will apply for a Special Permit from the Special Permit Granting as well as any other local permits, approvals, registrations or certificates required to site and operate a Marijuana Establishment at the proposed location. The Haven Center will comply with all conditions and standards set forth in any required local

permit or approval.

The Haven Center has met with local officials and community members to discuss its plans for a proposed Marijuana Establishment, and The Haven Center has executed the required Host Community Agreement with the municipality. The Haven Center will continue to work cooperatively with various municipal departments, boards, and officials to ensure that the establishment is compliant with all local laws, regulations, rules, and codes with respect to design, construction, operation, and security.

The Haven Center has also retained the law firm Vicente Sederberg LLC to assist with ongoing compliance with local zoning requirements.

### **3. MARKET RESEARCH**

#### **3.1 Industry**

29 States and Washington D.C have laws broadly legalizing marijuana use. Approximately 60% of Americans support the legalization of marijuana, with 89% of Americans supporting the legalization of marijuana use for medical purposes.

According to a recent study released by the Massachusetts Department of Public Health, over 21 percent of adults in Massachusetts have used marijuana within the last 30 days. In Massachusetts, marijuana sales are expected to increase from \$106 million in 2017 to \$457 million in 2018, and eventually to \$1.4 billion in 2025, according to New Frontier Data.

#### **3.2 Customers**

The Haven Center's target customers are consumers 21 years of age or older who live in, work in and visit Southeastern Massachusetts and Bristol County and who are seeking to purchase high-quality marijuana and marijuana products in a secure, professional, welcoming and conveniently-located retail establishment.

#### **3.3 Competitors**

The Haven Center's main competitors will include other licensed Retailer Establishments in Bristol County and Southeastern Massachusetts.

#### **3.4 Competitive Advantage**

The Haven Center's Co-Founder, Owner and Chief Executive Christopher Taloumis is a lifelong Cape Cod resident who, along with Co-Founder Jill Taloumis, understands and values the unique needs of Cape Cod towns and businesses. Since 1985, Chris has also owned and operated a retail / service business based in Orleans, MA, and as a long-time businessman on Cape Cod, Chris knows how to successfully operate a year-round local business on Cape Cod, which will provide The Haven Center with a competitive advantage over other businesses.

The Haven Center currently holds three Provisional Certificates of Registration (“PCRs”) from the Medical Use of Marijuana Program to operate vertically-integrated Medical Marijuana Treatment Centers in the Commonwealth. In order to obtain these PCRs, The Haven Center’s diverse and experienced executive management team, facility properties, financing, business plans, and operational plans were highly scrutinized and ultimately approved by the Medical Use of Marijuana Program over a period of several years. In addition, since The Haven Center obtained a PCR prior to the commencement of the adult-use application process and has already been fully vetted by the Medical Use of Marijuana Program, The Haven Center has been granted RMD Applicant Priority Status by the Commission.

This priority status will allow The Haven Center’s completed RME applications to be reviewed by the Commission before those submitted by non-priority adult-use Marijuana Establishment applicants, which will enable The Haven Center to begin serving patients and consumers and contributing to the local community sooner.

The Haven Center also has leading dispensary operators, patient education specialists, experienced management, and cannabis cultivation, security, retail, and processing experts all aiming to create a best-in-class establishment to better support the needs of its customers. The Haven Center feels confident that their highly qualified team mixed with their ties to the local community will allow them to stand out as a leading marijuana establishment within the municipality and in Barnstable County.

## **4. PRODUCT / SERVICE**

### **4.1 Products**

The Haven Center intends to offer a variety of marijuana strains, concentrates and infused products to meet the wide-ranging needs and preferences of its customer base. The products available for purchase will include, but will not be limited to:

1. Sativa, Indica, and Hybrid Cannabis Flower
2. Creams and Lotions
3. Topical Salves
4. Patches
5. Tinctures
6. Pre-Dosed Oil Vaporizers
7. Concentrates
8. Infused Food Products and Beverages
9. Capsules

### **4.2 Dispensary Procedures**

In accordance with 935 CMR 500.140(3), access to The Haven Center’s establishment will be limited to verified individuals 21 years of age and older. Prior to entering the dispensary, a customer must present a valid, government-issued photo identification to a Haven Center security agent to determine whether the customer is 21 years of age or older. Once the customer’s identity and age are verified, the security agent will permit the customer to enter the establishment’s sales area.

Once inside the sales area, the customer will enter a queue to obtain individualized service from a Haven Center agent who will help the customer select from the available products and complete the transaction. Prior to checkout, customers will be required to confirm their identities and ages a second time. The checkout also activates the seed-to-sale tracking system that will be compliant with 935 CMR 500.105(8). Sales will be limited to one (1) ounce of marijuana flower or five (5) grams of marijuana concentrate per adult use consumer transaction. All required taxes will be collected at the point of sale.

Once a customer has selected products for purchase, a Haven Center agent will collect the requested items from a secure product storage area. The agent will then scan each product's barcode into the Commission-approved point of sale system. All products will be packaged in tamper and child-resistant, resealable packaging that is compliant with 935 CMR 500.105(5) and properly labeled with warnings, strain information, cannabinoid profile, and other information detailed in 935 CMR 500.105.

In the event a Haven Center agent determines a consumer would place themselves or the public at risk, the agent will refuse to sell any marijuana products to the consumer. The Haven Center will use the point of sale system to accept payment and complete the sale. The system will back up and securely cache each sale for inspection.

In compliance with 935 CMR 500.140(8), The Haven Center will provide educational materials designed to help consumers make informed marijuana product purchases. The educational materials will describe the various types of products available, as well as the types and methods of responsible consumption. The materials will offer education on titration, which is the method of using the smallest amount of product necessary to achieve the desired effect. Additional topics discussed in the education materials will include potency, proper dosing, the delayed effects of edible marijuana products, substance abuse and related treatment programs, and marijuana tolerance, dependence, and withdrawal.

Additional information on The Haven Center's retail policies and procedures is available in the Dispensing Procedures document included with this submission.

### **4.3 Pricing Structure**

The Haven Center is applying for licenses to operate cultivation and product manufacturing facilities, in addition to retailer establishments, in the Commonwealth. This vertical integration capability will enable The Haven Center to offer a consistent supply of high-quality product at competitive prices. Until they are granted licenses to operate such facilities, The Haven Center plans to obtain its marijuana and marijuana products through wholesaling from other Marijuana Cultivation Establishments within the Commonwealth.

When determining the appropriate pricing structure, The Haven Center will continually strive to find the perfect balance between affordability for consumers and preventing the diversion of product to the black market.

## **5. MARKETING & SALES**

### **5.1 Growth Strategy**

The Haven Center's plan to grow the company includes:

1. Strong and consistent branding;
2. Intelligent, targeted, and compliant marketing programs;
3. An exemplary customer in-store experience; and
4. A caring and thoughtful staff made of highly-trained, consummate professionals

The Haven Center plans to seek additional, appropriate locations in the Commonwealth to expand business and reach an increased number of customers in the future.

### **5.2 Communication**

The Haven Center will engage in reasonable marketing, advertising, and branding practices that do not jeopardize the public health, welfare, or safety of the general public, or promote the diversion of marijuana or marijuana use in individuals younger than 21 years old. Any such marketing, advertising, and branding created for viewing by the public will include the statement: "Please Consume Responsibly," in a conspicuous manner on the face of the advertisement and will include a minimum of two of the warnings, located at 935 CMR 500.105(4)(a), in their entirety in a conspicuous manner on the advertisement.

All marketing, advertising, and branding produced by or on behalf of The Haven Center will include the following warning, including capitalization, in accordance with M.G.L. c. 94G, § 4(a½)(xxvi): "This product has not been analyzed or approved by the Food and Drug Administration (FDA). There is limited information on the side effects of using this product, and there may be associated health risks. Marijuana use during pregnancy and breast-feeding may pose potential harms. It is against the law to drive or operate machinery when under the influence of this product. KEEP THIS PRODUCT AWAY FROM CHILDREN. There may be health risks associated with consumption of this product. Marijuana can impair concentration, coordination, and judgment. The impairment effects of edible marijuana may be delayed by two hours or more. In case of accidental ingestion, contact poison control hotline 1-800-222-1222 or 9-1-1. This product may be illegal outside of MA."

The Haven Center will communicate with customers through:

1. A company run website;
2. A company blog;
3. Popular online information platforms such as WeedMaps and Leafly;
4. Popular social media platforms such as Instagram and Facebook;
5. Opt-in direct communications; and
6. Partnership with local businesses.



The Haven Center will provide a catalogue and a printed list of the prices and strains of marijuana available to consumers and will post the same catalogue and list on its website and in the retail store.

The Haven Center will seek events where 85% or more of the audience is reasonably expected to be 21 years of age or older, as determined by reliable, current audience composition data. At these events, The Haven Center will market its products and services to reach a wide range of qualified consumers.

### **5.3 Product Packaging**

The Haven Center will ensure that all marijuana products that are provided for sale to consumers are sold in tamper or child-resistant packaging. Packaging for marijuana products sold or displayed for consumers, including any label or imprint affixed to any packaging containing marijuana products or any exit packages, will not be attractive to minors.

Packaging for marijuana products sold or displayed for consumers in multiple servings will allow a consumer to easily perform the division into single servings and include the following statement on the exterior of the package in a printed font that is no smaller than ten-point Times New Roman, Helvetica, or Arial, including capitalization: “INCLUDES MULTIPLE SERVINGS.” The Haven Center will not sell multiple serving beverages and each single serving of an edible marijuana product contained in a multiple-serving package will be marked, stamped, or otherwise imprinted with the symbol issued by the Commission under 935 CMR 500.105(5) that indicates that the single serving is a marijuana product. At no point will an individual serving size of any marijuana product contain more than five (5) milligrams of delta-nine tetrahydrocannabinol.

### **5.4 Branding and Logos**

The Haven Center has developed and will continue to develop logos and branding that complies with state regulations and that will distinguish The Haven Center from its competitors. The Haven Center will file for trademark protection at the state level, and when permissible, at the federal level.

Samples of the logos are included below:



## 6. FINANCIAL SUMMARY

The Haven Center is well-funded and has the ability to leverage its medical marijuana experience and progress to establish a successful, compliant adult use operation in a timely manner.

Initial capital in the amount of \$1,300,000 has previously been committed to The Haven Center to fund the applications, permitting and build out of The Haven Center's MMTC facilities and significant amounts of capital have already been utilized for The Haven Center's medical marijuana operations over the past several years. The Haven Center is also evaluating additional funding opportunities to supplement its initial capital commitments so that The Haven Center may deliver best-in-class facilities and products for consumers.

The Haven Center's proposed facilities are also existing structures that will eliminate the need for significant capital and time-intensive construction.

As a result, The Haven Center does not anticipate it will require significant amounts of new capital to add adult-use marijuana operations to its medical marijuana operation plans. As a rough estimate, The Haven Center anticipates requiring \$200,000 of initial capital to cover the costs of implementing the adult use retail operations. This initial capital will be used to obtain permits, build out the facility, ensure compliance with packaging, labeling, and tracking for the adult-use program, implementation of the required systems, and physical separation components of the co-located adult and medical retail operations.

## 7. TEAM

### 7.1 General

The Haven Center has assembled a team of highly experienced cannabis industry professionals with a diverse set of talents to operate a Marijuana Retailer Establishment, including real estate development, retail operations and security.

### 7.1 Executive Management Team

#### 7.1.1 Christopher Taloumis, Co-Founder, Director, President, Treasurer, Chief Executive Officer and Chief Financial Officer

With nearly 34 years of professional business experience, Chris Taloumis leverages a background as a business owner entrepreneur. For the last five years Chris has developed deep expertise as an RMD applicant, investor and executive, having visited many production, processing and retail facilities in states with approved legal marijuana programs. He gained insight into facility design, workflow optimization, regulatory compliance, hiring and staffing models, security system design and implementation, organic cultivation methods and best practices in retail management. Chris has assembled a formidable and passionate RMD management team, as well as leading industry consultants and dispensary operators to train The Haven Center staff with time tested, tried and true, proven methods. He has navigated The Haven Center team to priority accredited status for adult use in the state licensing process and has received three PCRs from the Medical Use of Marijuana Program for his medical licenses.

These skill sets will undeniably translate well in undertaking a venture requiring the level of detail needed to successfully manage the responsibilities of a Marijuana Retailer Establishment.

Chris is a lifelong Cape Cod resident who, along with Co-Founder Jill Taloumis, understands and values the unique needs of Cape Cod towns and businesses. Since 1985, Chris has also owned and operated a retail / service business based in Orleans, MA, and as a long-time businessman on Cape Cod, Chris knows how to successfully operate a year-round local business on Cape Cod, which will provide The Haven Center with a competitive advantage over other businesses.

#### *7.1.2 Jill Taloumis, Co-Founder, Director and Secretary*

An experienced OR and dialysis nurse, Jill previously worked with New England Baptist Hospital's experienced orthopedic staff to train new staff members. This team approach will be instrumental in training and educating our staff.

Jill is a member of the American Cannabis Nurses Association (ACNA), and she continues to educate herself on the benefits, policies, and administration of medical cannabis for future patients. She has successfully completed several courses in Marijuana for Medical Use for nurses to help better educate and advise patients in the appropriate use of medical cannabis. Jill has become certified in medical cannabis and will impart her knowledge to her patients, staff, peers, and colleagues. Educating cannabis patients, their caregivers and families, and consumers is crucial to the success of The Haven Center.

#### *7.1.3 Dr. Seth Bock, Chief Operating Officer*

A licensed Doctor of Acupuncture in Rhode Island, Dr. Bock has owned Newport Acupuncture and Wellness Spa, Inc., an integrative medicine and holistic wellness center, for 11 years. Prior to commencing his practice, Dr. Bock was the Manager of Regulatory Affairs for the Department of Interventional Cardiology at the Brigham and Women's Hospital (BWH). In this role, he oversaw compliance with FDA regulations for investigational new drugs and devices and helped to manage Institutional Review Boards at both the BWH and The Dana-Farber Cancer Institute (DFCI).

In 2009, Dr. Bock began the challenging journey of applying for a license to operate a non-profit Medical Marijuana Compassion Center in Rhode Island. Enlisting a team of highly experienced healthcare experts to help build a successful application, Greenleaf Compassionate Care Center, Inc. was awarded a license in 2011. Greenleaf is one of three medical marijuana dispensaries in the state of Rhode Island and continued to provide exceptional service to over 450 medical marijuana patients. Dr. Bock also was selected to review and score all medical marijuana cultivation applications for the state of Illinois.

As COO of The Haven Center, Dr. Bock will train the Executive Management Team and staff to operate a successful, compliant marijuana establishment and oversee day-to-day operations.

#### *7.1.4 James Ehrhart, Director of Security*

James Ehrhart is a retired Chief of Police in Brewster, MA. As chief administrative officer, Jim directed all police and security operating procedures, training and managing department employees, enforcing the law, and ensuring the public safety of the Town's residents and visitors. He has experience in the construction of a modern police facility that included advanced communications and operations of a 24-hour police/fire/911 dispatch facility for the Town of Brewster. This facility was fully equipped with sophisticated exterior and interior security features. The evidence locker was state of the art with controlled access, audio and video digital recoded tracking, and a bar coding system for proper identification and security control. Jim has also provided consultation services to other police agencies in the development of new police facilities with modern technology and security features.

At The Haven Center, Jim will be responsible for all aspects of security, including but not limited to video surveillance and alarm monitoring, preventing diversion, and coordinating with local law enforcement. Jim's security experience will pair well with Dr. Bock's preexisting security experience in the medical marijuana industry.

#### *7.1.5 James Barnes, Director of Cultivation*

James Barnes is the Farm Manager of a local nonprofit organization whose purpose is to support individuals living with disabilities across Cape Cod. In his years at Cape Abilities Farm in Dennis, MA, James increased production from 8,000 lbs. per year to over 22,000 lbs. with no increase in production space. Using an organic pest management program, and both organic hydroponic and soil growing systems, James has set the standard for what is possible with greenhouse production on Cape Cod. His growing practices used for both soil and hydroponic tomato production are very similar to that of marijuana. James brings high-level expertise in sustainable, high-density agriculture. Vertical growing, organic soil, hydroponics, biological controls, and high-tech environmental controls will all be critical components in the successful cultivation of marijuana. James has implemented all of these components as a master grower for Cape Abilities and at Walt Disney World in Florida. James and Dr. Bock will be working closely together to share and combine their extensive cultivation experience in order to provide the highest quality marijuana for the patients and customers of The Haven Center.

### **8. CONCLUSION**

The Haven Center has the experience and know-how to safely and efficiently serve customers and patients with high quality, consistent, laboratory-tested marijuana and marijuana products in Barnstable County and Southeastern Massachusetts.

The Haven Center is well-funded and well-positioned in the Massachusetts market and will contribute to the growth of the industry through a highly experienced team of successful operators working under an established framework of high quality standard operating procedures, research and development plans, and growth strategies. In doing so, The Haven Center looks forward to working cooperatively with the local community to help spread the benefits this market will yield.

## **SEPARATING ADULT USE AND MEDICAL OPERATIONS**

The Haven Center, Inc. (the “Haven Center”) has developed plans to ensure virtual and physical separation between medical and adult use marijuana operations in accordance with 935 CMR 500.101(2)(e)(4).

Using a sophisticated and customized seed-to-sale and Point of Sale (POS) software system approved by the Commission, Haven Center will virtually separate medical and adult-use operations by designating at the point of sale whether a particular marijuana product is intended for sale to a registered patient/caregiver or a verified consumer 21 years of age or older. All inventory and sales transactions will be carefully tracked and documented in these software systems.

In compliance with 935 CMR 500.140(10), Haven Center will ensure that registered patients have access to a sufficient quantity and variety of marijuana and marijuana products to meet their medical needs. For the first 6 months of operations, 35% of Haven Center’s marijuana product inventory will be marked for medical use and reserved for registered patients. Thereafter, a quantity and variety of marijuana products for patients that is sufficient to meet the demand indicated by an analysis of sales data collected during the preceding 6 months will be marked and reserved for registered patients.

Marijuana products reserved for registered patients will be either: (1) maintained on site in an area separate from marijuana products intended for adult use, or (2) easily accessible at another Haven Center location and transferable to Haven Center’s retailer location within 48 hours. Haven Center may transfer a marijuana product reserved for medical use to adult use within a reasonable period of time prior to the product’s date of expiration.

In addition to virtual separation, Haven Center will provide for physical separation between the area designated for sales of medical marijuana products to patients/caregivers, and the area designated for sales of adult-use marijuana products to individuals 21 years of age or older. Within the sales area, a temporary or semi-permanent barrier, such as a stanchion or other divider, will be installed to create separate, clearly marked lines for patients/caregivers and adult-use consumers. Trained marijuana establishment agents will verify the age of all individuals, as well the validity of any Medical Use of Marijuana Program ID Cards, upon entry to the facility and direct them to the appropriate queue.

Access to the adult-use marijuana queue will be limited to individuals 21 years of age or older, regardless if the individual is registered as a patient/caregiver. Registered patients under the age of 21 will only have access to the medical marijuana queue. Registered patients/caregivers 21 years of age or older will be permitted to access either queue and will not be limited only to the medical marijuana queue.

Haven Center will have a private area separate from the sales floor to allow a registered patient/caregiver to meet with a trained marijuana establishment agent for confidential consultations about the medical use of marijuana.

## **RESTRICTING ACCESS TO AGE 21 AND OLDER**

The Haven Center, Inc.'s ("Haven Center") Marijuana Retailer Establishment will only be accessible to individuals 21 years of age or older with a verified and valid, government-issued photo identification. In the event Haven Center is permitted to co-locate a retail Medical Marijuana Treatment Center at the proposed location, the facility will also be accessible to individuals under the age of 21 who are in possession of a valid Medical Use of Marijuana Program ID card demonstrating the individual is a registered patient or caregiver.

Before an individual may enter the facility, a Haven Center security agent will inspect the individual's proof of identification and confirm that the individual is at least 21 years of age. Haven Center's trained security agents will be on-site during business hours to observe, report and prevent loitering, solicitation, diversion of marijuana and marijuana product, and access by individuals under the age of 21.

If Haven Center discovers any of its agents intentionally or negligently sold marijuana to an individual under the age of 21 who is not a registered patient, the agent will be immediately terminated, and the Commission will be promptly notified. Haven Center also will not hire as agents any individuals who are under the age of 21 or who have been convicted of distribution of controlled substances to minors.

In compliance with 935 CMR 500.105(4), Haven Center will not engage in any marketing, advertising or branding practices that are targeted to, deemed to appeal to or portray minors under the age of 21. Haven Center will not engage in any advertising, marketing and branding by means of television, radio, internet, mobile applications, social media, or other electronic communication, billboard or other outdoor advertising, including charitable, sporting or similar events, unless at least 85% of the audience is reasonably expected to be 21 years of age or older as determined by reliable and current audience composition data.

Haven Center will not manufacture or sell any edible products that resemble a realistic or fictional human, animal or fruit, including artistic, caricature or cartoon renderings that may be attractive to minors. In accordance with 935 CMR 500.105(4)(a)(5), any marketing, advertising and branding materials for public viewing will include a warning stating, "**For use only by adults 21 years of age or older. Keep out of the reach of children.**"

Haven Center's packaging will be tamper or child-resistant, and will not use bright colors, resemble existing branded products, feature cartoons or celebrities commonly used to market products to minors, feature images of minors or other words that refer to products commonly associated with minors or otherwise be attractive to minors.

Haven Center's website will require all online visitors to verify they are 21 years of age or older prior to accessing the website.

## QUALITY CONTROL AND TESTING

### Quality Control

The Haven Center, Inc. (“**Haven Center**”) will comply with the following sanitary requirements:

1. Any Haven Center agent whose job includes contact with marijuana or nonedible marijuana products will comply with the requirements for food handlers set forth in 105 CMR 300.000.
2. All edible marijuana products will be handled and stored in compliance with the sanitation requirements in 105 CMR 500.000.
3. Any Haven Center agent working in direct contact with marijuana or nonedible marijuana products will conform to sanitary practices while on duty, including:
  - a. Maintaining adequate personal cleanliness; and
  - b. Washing hands thoroughly in an adequate hand-washing area before starting work, and at any other time when hands may have become soiled or contaminated.
4. Haven Center’s hand-washing facilities will be adequate and convenient and will be furnished with running water at a suitable temperature. Hand-washing facilities will provide effective hand-cleaning and sanitizing preparations and sanitary towel service or suitable drying devices;
5. Haven Center’s facility will have sufficient space for placement of equipment and storage of materials as is necessary for the maintenance of sanitary operations;
6. Haven Center will ensure that litter and waste is properly removed and disposed of so as to minimize the development of odor and minimize the potential for the waste attracting and harboring pests. The operating systems for waste disposal will be maintained in an adequate manner pursuant to 935 CMR 500.105(12);
7. Haven Center’s floors, walls, and ceilings will be constructed in such a manner that they may be adequately kept clean and in good repair;
8. Haven Center’s equipment or utensils are cleaned;
9. Haven Center’s buildings, fixtures, and other physical facilities will be maintained in a sanitary condition;
10. Haven Center will ensure that all contact surfaces, including utensils and equipment, will be maintained in a clean and sanitary condition. Such surfaces will be cleaned and sanitized as frequently as necessary to protect against contamination, using a sanitizing agent registered by the US Environmental Protection Agency (EPA), in accordance with labeled instructions. Equipment and utensils will be so designed and of such material and workmanship as to be adequately cleanable;
11. All toxic items will be identified, held, and stored in a manner that protects against contamination of marijuana products;
12. Haven Center will ensure that its water supply is sufficient for necessary operations, and that such water supply is safe and potable;
13. Haven Center’s plumbing will be of adequate size and design, and adequately installed and maintained to carry sufficient quantities of water to required locations throughout the marijuana establishment. Plumbing will properly convey sewage and liquid disposable waste from the marijuana establishment. There will be no cross-connections between the potable and wastewater lines;

14. Haven Center will provide its employees with adequate, readily accessible toilet facilities that are maintained in a sanitary condition and in good repair;
15. Haven Center will hold all products that can support the rapid growth of undesirable microorganisms in a manner that prevents the growth of these microorganisms; and
16. Haven Center will store and transport finished products under conditions that will protect them against physical, chemical, and microbial contamination, as well as against deterioration of finished products or their containers.

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

Haven Center will follow established policies and procedures for handling voluntary and mandatory recalls of marijuana products due to any action initiated at the request or order of the Commission, and any voluntary action by Haven Center to remove defective or potentially defective marijuana products from the market, as well as any action undertaken to promote public health and safety.

Any inventory that becomes outdated, spoiled, damaged, deteriorated, mislabeled, or contaminated will be disposed of in accordance with the provisions of 935 CMR 500.105(12), and any such waste will be stored, secured, and managed in accordance with applicable state and local statutes, ordinances, and regulations.

### Testing

Haven Center will not sell or otherwise market marijuana or marijuana products that have not been tested by a licensed Independent Testing Laboratory and deemed to comply with the standards required under 935 CMR 500.160. Testing will be performed by an Independent Testing Laboratory in compliance with the Protocol for Sampling and Analysis of Finished Medical Marijuana Products and Marijuana-Infused Products, as amended in November 2016, published by the Department of Public Health ("DPH"). Testing of Haven Center's environmental media will be performed in compliance with the Protocol for Sampling and Analysis of Environmental Media for Massachusetts Registered Medical Marijuana Dispensaries published by the DPH. Haven Center will maintain testing results in compliance with 935 CMR 500.000 *et seq* and Haven Center's recordkeeping policies and will maintain the results of all testing for no less than one (1) year.

Haven Center's policy of responding to laboratory results that indicate contaminant levels are above acceptable limits established in the DPH protocols identified in 935 CMR 500.160(1), include notifying the Commission within 72 hours of any laboratory testing results indicating that the contamination cannot be remediated and disposing of the production batch. Such notification will describe a proposed plan of action for both the destruction of the contaminated product and the assessment of the source of contamination.



All transportation of marijuana to and from Independent Testing Laboratories will comply with 935 CMR 500.105(13). All storage of Haven Center's marijuana at a testing laboratory will comply with 935 CMR 500.105(11). All excess marijuana will be disposed of either by the Independent Testing Laboratory returning excess marijuana to Haven Center for disposal or by the Independent Testing Laboratory disposing of it directly.

## PERSONNEL POLICIES

### Overview

The Haven Center, Inc. (“**Haven Center**”) will securely maintain personnel records, including registration status and background check records. Haven Center will keep, at a minimum, the following personnel records:

- Job descriptions for each employee and volunteer position, as well as organizational charts consistent with the job descriptions;
- A personnel record for each marijuana establishment agent;
- A staffing plan that will demonstrate accessible business hours and safe conditions;
- Personnel policies and procedures; and
- All background check reports obtained in accordance with 935 CMR 500.030.

### Agent Personnel Records

Personnel records for each agent will be maintained for at least twelve (12) months after termination of the agent’s affiliation with Haven Center and will include, at a minimum, the following:

- 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 individual 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;
- Notice of completed responsible vendor and eight-hour related duty training; and
- Results of initial background investigation, including CORI reports.

Personnel records will be kept in a secure location to maintain confidentiality and be only accessible to the agent’s manager or members of the executive management team.

### Proposed Hours of Operation (subject to approval by Special Permit Granting Authority)

Monday - Sunday: 8:00 AM – 8:00 PM

### After-Hours Contact Information

Chief Executive Officer: Christopher Taloumis – (508) 360-9644  
Director of Security: James Ehrhart – (774) 353-7015

## Agent Background Checks

- In addition to completing the Commission’s agent registration process, all agents hired to work for Haven Center will undergo a detailed background investigation prior to being granted access to a Haven Center facility or beginning work duties.
- Background checks will be conducted on all agents in their capacity as employees or volunteers for Haven Center pursuant to 935 CMR 500.100 and will be used by the Director of Security, who will be registered with the Department of Criminal Justice Information Systems pursuant to 803 CMR 2.04: iCORI Registration and the Commission for purposes of determining the suitability of individuals for registration as a marijuana establishment agent with the licensee.
- For purposes of determining suitability based on background checks performed in accordance with 935 CMR 500.101(1), Haven Center will consider:
  - a. All conditions, offenses, and violations are construed to include Massachusetts law or like or similar law(s) of another state, the United States or foreign jurisdiction, a military, territorial or Native American tribal authority, or any other jurisdiction.
  - b. All criminal disqualifying conditions, offenses, and violations include the crimes of attempt, accessory, conspiracy, and solicitation. Juvenile dispositions will not be considered as a factor for determining suitability.
  - c. Where applicable, all look-back periods for criminal conditions, offenses, and violations included in 935 CMR 500.802 commence upon the date of disposition; provided, however, that if disposition results in incarceration in any institution, the look-back period will commence upon release from incarceration.
- Suitability determinations will be made in accordance with the procedures set forth in 935 CMR 500.800. In addition to the requirements established in 935 CMR 500.800, Haven Center will:
  - a. Comply with all guidance provided by the Commission and 935 CMR 500.802: Tables B through D to determine if the results of the background are grounds for Mandatory Disqualification or Presumptive Negative Suitability Determination.
  - b. Consider whether offense(s) or information that would result in a Presumptive Negative Suitability Determination under 935 CMR 500.802. In the event a Presumptive Negative Suitability Determination is made, Haven Center will consider the following factors:
    - i. Time since the offense or incident;
    - ii. Age of the subject at the time of the offense or incident;
    - iii. Nature and specific circumstances of the offense or incident;
    - iv. Sentence imposed and length, if any, of incarceration, if criminal;
    - v. Penalty or discipline imposed, including damages awarded, if civil or administrative;
    - vi. Relationship of offense or incident to nature of work to be performed;
    - vii. Number of offenses or incidents;

- viii. Whether offenses or incidents were committed in association with dependence on drugs or alcohol from which the subject has since recovered;
    - ix. If criminal, any relevant evidence of rehabilitation or lack thereof, such as information about compliance with conditions of parole or probation, including orders of no contact with victims and witnesses, and the subject's conduct and experience since the time of the offense including, but not limited to, professional or educational certifications obtained; and
    - x. Any other relevant information, including information submitted by the subject.
  - c. Consider appeals of determinations of unsuitability based on claims of erroneous information received as part of the background check during the application process in accordance with 803 CMR 2.17: Requirement to Maintain a Secondary Dissemination Log and 2.18: Adverse Employment Decision Based on CORI or Other Types of Criminal History Information Received from a Source Other than the DCJIS.
- All suitability determinations will be documented in compliance with all requirements set forth in 935 CMR 500 et seq. and guidance provided by the Commission.
  - Background screening will be conducted by an investigative firm holding the National Association of Professional Background Screeners (NAPBS®) Background Screening Credentialing Council (BSCC) accreditation and capable of performing the searches required by the regulations and guidance provided by the Commission.
  - References provided by the agent will be verified at the time of hire.
  - As a condition of their continued employment, agents, volunteers, contractors, and subcontractors are required to renew their Program ID cards annually and submit to other background screening as may be required by Haven Center or the Commission.

## RECORDKEEPING PROCEDURES

### General Overview

The Haven Center, Inc. (“**Haven Center**”) has established policies regarding recordkeeping and record-retention to ensure the maintenance, safe keeping, and accessibility of critical documents. Electronic and wet signatures are accepted forms of execution of Haven Center documents. Records will be stored at Haven Center’s establishment in a secure location designated for record retention. All written records will be available for inspection by the Cannabis Control Commission upon request.

### Recordkeeping

To ensure that Haven Center is keeping and retaining all records as noted in this policy, reviewing Corporate Records, Business Records, and Personnel Records to ensure completeness, accuracy, and timeliness of such documents will occur on a regular basis. In addition, Haven Center’s operating procedures will be updated as needed and will undergo a review by the executive management team on an ongoing basis.

- Corporate Records: are defined as those records that require, at a minimum, annual reviews, updates, and renewals, including:
  - Insurance Coverage:
    - Product Liability Policy
    - General Liability Policy
    - Umbrella Policy
    - Workers Compensation Policy
    - Employer Professional Liability Policy
  - Third-Party Laboratory Contracts
  - Commission Requirements:
    - Annual Agent Registration
    - Annual Marijuana Establishment Registration
  - Local Compliance:
    - Certificate of Occupancy
    - Special Permits, Site Plan Approvals and Variances
    - As-Built Drawings
  - Corporate Governance:
    - Annual Report
    - Secretary of State Filings
- Business Records: Records that require ongoing maintenance and updates. These records can be electronic or hard copy (preferably electronic) and at minimum include:
  - Assets and liabilities;
  - Monetary transactions;
  - Books of accounts, which will include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
  - Sales records including the quantity, form, and cost of marijuana products;

- Salary and wages paid to each agent, and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with Haven Center, including members, if any.
- Personnel Records: At a minimum will include:
  - Job descriptions for each agent and volunteer position, as well as organizational charts consistent with the job descriptions;
  - A personnel record for each marijuana establishment agent. Such records will be maintained for at least twelve (12) months after termination of the agent's affiliation with Haven Center and will include, at a minimum, the following:
    - All materials submitted to the Commission;
    - 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 individual 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 operations conditions;
  - Personnel policies and procedures; and
  - All background check reports obtained in accordance with state regulations.
- Handling and Testing of Marijuana Records
  - Haven Center will maintain the results of all testing for a minimum of one (1) year.
- Inventory Records
  - The record of each inventory will include, at a minimum, the date of the inventory, a summary of the inventory findings, and the names, signatures, and titles of the agents who conducted the inventory.
- Seed-to-Sale Tracking Records
  - Haven Center will use a seed-to-sale tracking system approved by the Commission to maintain real-time inventory, and inventory reporting will meet the requirements specified by the Commission and state regulations including, at a minimum, an inventory of marijuana ready for dispensing; all marijuana products; and all damaged, defective, expired, or contaminated marijuana and marijuana products awaiting disposal.
  - Haven Center will also maintain METRC compliance and management records to the extent required by the Commission.

- Incident Reporting Records
  - Within ten (10) calendar days, Haven Center will provide written notice to the Commission of any relevant incident, by submitting an incident report, detailing the incident, the investigation, the findings, resolution (if any), confirmation that the Police Department and Commission were notified within twenty-four (24) hours of discovering the breach, and any other relevant information. Reports and supporting documents, including photos and surveillance video related to a reportable incident, will be maintained by Haven Center for no less than one (1) year or the duration of an open investigation, whichever is longer, and made available to the Commission and law enforcement authorities upon request.
- Visitor Records
  - A visitor sign-in and sign-out record will be maintained at the security office. The record will include the visitor's name, address, organization or firm, date, time in and out, and the name of the authorized agent who will be escorting the visitor.
- Waste Disposal Records
  - When marijuana or marijuana products are disposed of, Haven Center will create and maintain a written record of the date, the type and quantity disposed of or handled, the manner of disposal or other handling, the location of disposal or other handling, and the names of the two Haven Center agents present during the disposal or handling, with their signatures. Haven Center will keep disposal records for at least three (3) years. This period will automatically be extended for the duration of any enforcement action and may be extended by an order of the Commission.
- Security Records
  - A current list of authorized agents and service personnel that have access to the surveillance room will be available to the Commission upon request.
  - Twenty-four (24) hour recordings from all video cameras that are available for immediate viewing by the Commission upon request and that are retained for at least ninety (90) calendar days.
- Transportation Records
  - Haven Center will retain all shipping manifests for a minimum of one (1) year and make them available to the Commission upon request.
- Agent Training Records
  - Documentation of all required training, including training regarding privacy and confidentiality requirements, and a signed statement of the individual indicating the date, time, and place he or she received the training, the topics discussed and the name and title of the presenter(s).

- Closure
  - In the event Haven Center closes, all records will be kept for at least two (2) years at Haven Center's expense in a form (electronic, hard copies, etc.) and location acceptable to the Commission. In addition, Haven Center will communicate with the Commission during the closure process and accommodate any additional requests the Commission or other agencies may have.
- Written Operating Policies and Procedures: Policies and Procedures related to Haven Center's operations will be updated as needed and will undergo a review by the executive management team on an ongoing basis. Policies and Procedures will include the following:
  - Security measures in compliance with state regulations;
  - Agent security policies, including personal safety and crime prevention techniques;
  - A description of Haven Center's hours of operation and after-hours contact information, which will be provided to the Commission, made available to law enforcement officials upon request, and updated pursuant to state regulations;
  - Storage of marijuana in compliance with state regulations;
  - Description of the various strains of marijuana to be sold, and the form(s) in which marijuana will be dispensed;
  - Procedures to ensure accurate recordkeeping, including inventory protocols in compliance with state regulations;
  - Plans for quality control, including product testing for contaminants in compliance with state regulations;
  - A staffing plan and staffing records in compliance with state regulations;
  - Emergency procedures, including a disaster plan with procedures to be followed in case of fire or other emergencies;
  - Alcohol, smoke, and drug-free workplace policies;
  - A plan describing how confidential information will be maintained;
  - Policy for the immediate dismissal of any dispensary agent who has:
    - Diverted marijuana, which will be reported local law enforcement and to the Commission;
    - Engaged in unsafe practices with regard to Haven Center operations, which will be reported to the Commission; or
    - Been convicted or entered a guilty plea, plea of *nolo contendere*, or admission to sufficient facts of a felony drug offense involving distribution to a minor in the Commonwealth, or a like violation of the laws of another state, the United States or a foreign jurisdiction, or a military, territorial, or Native American tribal authority.
  - A list of all executives of Haven Center, and members, if any, of the licensee must be made available upon request by any Haven Center. This requirement may be fulfilled by placing this information on Haven Center's website;
  - Policies and procedures for the handling of cash on Haven Center premises including but not limited to storage, collection frequency and transport to financial institution(s);



- Policies and procedures to prevent the diversion of marijuana to individuals younger than 21 years old;
- Policies and procedures for energy efficiency and conservation that will include:
  - Identification of potential energy use reduction opportunities (including but not limited to natural lighting, heat recovery ventilation and energy efficiency measures), and a plan for implementation of such opportunities;
  - Consideration of opportunities for renewable energy generation, including, where applicable, submission of building plans showing where energy generators could be placed on site, and an explanation of why the identified opportunities were not pursued, if applicable;
  - Strategies to reduce electric demand (such as lighting schedules, active load management and energy storage); and
  - Engagement with energy efficiency programs offered pursuant to M.G.L. c. 25 § 21, or through municipal lighting plants.

#### Record-Retention

Haven Center will meet Commission recordkeeping requirements and retain a copy of all records for at least two (2) years.

## MAINTAINING OF FINANCIAL RECORDS

The Haven Center Inc.'s ("**Haven Center**") operating policies and procedures ensure financial records are accurate and maintained in compliance with the 935 CMR 500.000 *et seq.* Financial records maintenance measures include policies and procedures requiring that:

- Confidential financial information will be maintained in a secure location, kept separate from all other records, and will not be disclosed without the written consent of the individual to whom the information applies, or as required by law or pursuant to a court order. However, the Cannabis Control Commission (the "**Commission**") may access this information to carry out its official duties.
- Haven Center will comply with all recordkeeping requirements under 935 CMR 500.105(9), including:
  - Keeping written business records, available for inspection, and in accordance with Generally Accepted Accounting Principles (GAAP), which will include manual or computerized records of:
    - Assets and liabilities;
    - Monetary transactions;
    - Books of accounts, including 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 and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with Haven Center.
- Haven Center will comply with all sales recording requirements under 935 CMR 500.140(6), including:
  - Utilizing a point-of-sale (POS) system approved by the Commission, in consultation with the Massachusetts Department of Revenue (the "**DOR**"), and a sales recording module approved by DOR;
  - Conducting a monthly analysis of its equipment and sales data, and maintaining records, available to the Commission upon request, that the monthly analysis has been performed;
  - Complying with 830 CMR 62C.25.1: *Record Retention* and DOR Directive 16-1 regarding recordkeeping requirements;
  - Adopting separate accounting practices at the point-of-sale for marijuana sales and non-marijuana sales;
  - Maintaining such records that would allow for the Commission and the DOR to audit and examine the point-of-sale system used in order to ensure compliance with Massachusetts tax laws and 935 CMR 500; and
  - If Haven Center is permitted to co-locate a Medical Marijuana Treatment Center at the proposed location, maintaining and providing the Commission on a biannual basis accurate sales data collected during the preceding six (6) months to ensure an adequate supply of marijuana and marijuana products in accordance with 935 CMR 500.140(10).
- Additional written financial records will be securely maintained, including, but not limited to, records of:

- Compliance with liability insurance coverage or maintenance of escrow requirements under 935 CMR 500.105(10) and all bond or escrow requirements under 935 CMR 500.105(16);
- Fees paid under 935 CMR 500.005 and other applicable sections of the regulations; and
- Fines or penalties, if any, paid under 935 CMR 500.550 or other applicable sections of the regulations.

## QUALIFICATIONS AND TRAINING

The Haven Center, Inc. (“**Haven Center**”) will ensure that all individuals hired to work at Haven Center’s Marijuana Establishment are qualified to work as a marijuana establishment agent and properly trained to serve in their respective roles in a compliant manner.

### Qualifications

In accordance with 935 CMR 500.030, a candidate for employment as a marijuana establishment agent must be 21 years of age or older. In addition, the candidate cannot have been convicted of a criminal offense in the Commonwealth involving the distribution of controlled substances to minors, or a like violation of the laws of another state, the United States, or foreign jurisdiction, or a military, territorial, or Native American tribal authority.

Haven Center will also ensure that its employees are suitable for registration consistent with the provisions of 935 CMR 500.802. In the event that Haven Center discovers any of its agents are not suitable for registration as a marijuana establishment agent, the agent’s employment will be terminated, and Haven Center will notify the Commission within one (1) business day that the agent is no longer associated with Haven Center.

### Training

As required by 935 CMR 500.105(2), and prior to performing job functions, each of Haven Center’s agents will complete training that is tailored to the roles and responsibilities of the agent’s job function. Agent training will at least include the Responsible Vendor Program and eight (8) hours of on-going training annually.

On or after July 1, 2019, all of Haven Center’s current owners, managers, and employees will have attended and successfully completed a Responsible Vendor Program operated by an education provider accredited by the Commission to be designated a “responsible vendor.” Haven Center’s new, non-administrative employees involved in the handling and sale of marijuana will complete the Responsible Vendor Program within 90 days of the date they are hired. Haven Center’s employees involved in the handling and sale of marijuana will then successfully complete the program once every year thereafter. Haven Center’s records of Responsible Vendor training program compliance will be maintained for at least four (4) years and made available during normal business hours for inspection by the Commission and any other licensing authorities upon request.

As part of the Responsible Vendor program, Haven Center’s agents will receive training on a variety of topics relevant to marijuana establishment operations, including but not limited to the following:

1. Marijuana’s effect on the human body, including physical effects based on different types of marijuana products and methods of administration, and recognizing the visible signs of impairment;
2. Best practices for diversion prevention and prevention of sales to minors;
3. Compliance with tracking requirements;

4. Acceptable forms of identification, including verification of valid photo identification and medical marijuana registration and confiscation of fraudulent identifications;
5. Such other areas of training determined by the Commission to be included; and
6. Other significant state laws and rules affecting operators, such as:
  - Local and state licensing and enforcement;
  - Incident and notification requirements;
  - Administrative and criminal liability and license sanctions and court sanctions;
  - Waste disposal and health and safety standards;
  - Patrons prohibited from bringing marijuana onto licensed premises;
  - Permitted hours of sale and conduct of establishment;
  - Permitting inspections by state and local licensing and enforcement authorities;
  - Licensee responsibilities for activities occurring within licensed premises;
  - Maintenance of records and privacy issues; and
  - Prohibited purchases and practices.

## **DIVERSITY PLAN**

### **Overview**

The Haven Center, Inc. (the “Haven Center”) is dedicated to promoting equity in its operations for diverse populations, which the Commission has identified as the following:

1. Minorities;
2. Women;
3. Veterans;
4. People with disabilities; and
5. People of all gender identities and sexual orientations.

To support such populations, the Haven Center has created the following Diversity Plan (the “Plan”) and has identified and created goals/programs to promote equity in the Haven Center’s operations.

### **Goals**

In order for the Haven Center to promote equity for the above-listed groups in its operations, the Haven Center has established the following goals:

- Increasing the number of individuals falling into the above-listed demographics working in the establishment and providing tools to ensure their success; and
- Providing access for and assisting individuals falling into the above-listed demographics to achieve their goal of entering the adult-use marijuana industry.

### **Programs**

The Haven Center has developed specific programs to effectuate its stated goals to promote diversity and equity in its operations, which will include the following:

- Developing relationships with organizations serving minorities, women, people of all gender identities and sexual orientations, veterans, and persons with disabilities for employment referrals;
- Advertising employment opportunities (as they become available) in diverse publications or other mediums;
- Advertising employment opportunities tailored to individuals falling into the above-listed demographics with career centers;
- Encouraging employees from diverse groups to refer applicants for employment; and
- Implementing quarterly professional development trainings related to the operations of a marijuana establishment (apart from general training for an employee’s given role) and encouraging Haven Center’s diverse employees to participate whenever possible.

### Measurements

The Compliance Manager will administer the Plan and will be responsible for developing measurable outcomes to ensure that the Haven Center continues to meet its commitments. Such measurable outcomes, in accordance with the Haven Center's goals and programs described above, include:

- Ensuring that at least 15% of employees are minorities;
- Holding professional development training sessions for staff no less than quarterly and encouraging minority staff to participate; and
- Documenting the number of job postings in diverse publications or general publications.

Beginning upon receipt of The Haven Center's first "Commence Operations" designation from the Commission to operate a marijuana establishment in the Commonwealth, The Haven Center will utilize the proposed measurements to assess its Plan and will account for demonstrating proof of success or progress of the Plan upon the yearly renewal of the license. The Compliance Manager will review and evaluate the Haven Center's measurable outcomes no less than quarterly to ensure that the Haven Center is meeting its commitments, which will include a staffing audit. Furthermore, the Compliance Manager will document the number and type of professional development sessions held, as well as the participants in the professional development sessions. The Haven Center is mindful that demonstration of the Plan's progress and success will be submitted to the Commission upon renewal.

In the event that the Haven Center is not meeting its commitments, the Haven Center will donate \$2,500.00 a year to the Social Equity and Technical Assistance Fund. The Haven Center will document such donation in accordance with its recordkeeping policies and generally accepted accounting principles.

### Acknowledgements

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