



Massachusetts Cannabis Control Commission

Marijuana Retailer

General Information:

License Number: MR281835
Original Issued Date: 07/10/2019
Issued Date: 06/04/2020
Expiration Date: 09/10/2021

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Theory Wellness Inc

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

Business Address 1: 672 Fuller Road

Business Address 2:

Business City: Chicopee

Business State: MA

Business Zip Code: 01020

Mailing Address 1: 38 Montvale Ave

Mailing Address 2: #210

Mailing City: Stoneham

Mailing State: MA

Mailing Zip Code: 02180

CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Not a DBE

PRIORITY APPLICANT

Priority Applicant: yes

Priority Applicant Type: RMD Priority

Economic Empowerment Applicant Certification Number:

RMD Priority Certification Number: RPA201916

RMD INFORMATION

Name of RMD: Theory Wellness Inc.

Department of Public Health RMD Registration Number: 012

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

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

If no, describe the circumstances below:

PERSONS WITH DIRECT OR INDIRECT AUTHORITY

Person with Direct or Indirect Authority 1

Percentage Of Ownership: 17.83

Percentage Of Control: 16.66

Role: Board Member

Other Role:

First Name: Nick

Last Name: Friedman

Suffix:

Gender: Male

User Defined Gender:

Date generated: 12/03/2020

Page: 1 of 12

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

Specify Race or Ethnicity: BOSTON

Person with Direct or Indirect Authority 2

Percentage Of Ownership: 17.83 Percentage Of Control: 16.66

Role: Board Member

Other Role:

First Name: Brandon

Last Name: Pollock

Suffix:

Gender: Male

User Defined Gender:

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

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 3

Percentage Of Ownership: 17.83 Percentage Of Control: 16.66

Role: Board Member

Other Role:

First Name: Andrew

Last Name: Linegar

Suffix:

Gender: Male

User Defined Gender:

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

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 4

Percentage Of Ownership: 1 Percentage Of Control: 16.66

Role: Board Member

Other Role:

First Name: Hunter

Last Name: Pollock

Suffix:

Gender: Male

User Defined Gender:

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

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 5

Percentage Of Ownership: 17.83 Percentage Of Control: 16.66

Role: Board Member

Other Role:

First Name: Steven

Last Name: Derrey

Suffix:

Gender: Male

User Defined Gender:

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

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 6

Percentage Of Ownership: 3 Percentage Of Control: 16.66

Role: Board Member

Other Role:

First Name: Asher

Last Name: Woodworth

Suffix:

Gender: Male

User Defined Gender:

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

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 7

Percentage Of Ownership: 1 Percentage Of Control:

Role: Other (specify)

Other Role: Board Observer

First Name: Benjamin

Last Name: Friedman

Suffix:

Date generated: 12/03/2020

Gender: Male

User Defined Gender:

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

Specify Race or Ethnicity:

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

No records found

CLOSE ASSOCIATES AND MEMBERS

No records found

CAPITAL RESOURCES - INDIVIDUALS

No records found

CAPITAL RESOURCES - ENTITIES

Entity Contributing Capital 1

Entity Legal Name: Theory Wellness Inc.

Entity DBA:

Email: nick@theorywellness.org

Phone: 413-429-6472

Address 1: 38 Montvale Ave

Address 2: #210

City: Stoneham

State: MA

Zip Code: 02180

Types of Capital: Monetary/Equity

Other Type of Capital:

Total Value of Capital Provided: \$50000

Percentage of Initial Capital: 100

Capital Attestation: Yes

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

Business Interest in Other State 1

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

Owner First Name:

Owner Last Name: Linegar

Owner Suffix:

Andrew

Entity Legal Name: Sea Breeze Alternatives LLC

Entity DBA:

Entity Description: Equipment Leasing / consulting

Entity Phone:

Entity Email:

Entity Website:

207-751-3827

Seabreezealternatives@gmail.com

Entity Address 1: 18 Lewis street

Entity Address 2: Apt. 2

Entity City: Portland

Entity State: ME

Entity Zip Code: 04102

Entity Country: USA

Entity Mailing Address 1: PO Box 1909

Entity Mailing Address 2:

Entity Mailing City:

Entity Mailing State: ME

Entity Mailing Zip Code:

Entity Mailing Country:

Portland

04104

USA

Business Interest in Other State 2

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

Owner First Name: Andrew

Owner Last Name: Linegar

Owner Suffix:

Entity Legal Name: Glass Water Ventures LLC

Entity DBA:

Entity Description: Consulting/ Equipment Leasing

Entity Phone:

Entity Email:

Entity Website:

207-420-7824

andrewlinegar@gmail.com

Entity Address 1: 18 Lewis Street

Entity Address 2: #2

Entity City: Portland

Entity State: ME

Entity Zip Code: 04102

Entity Country: USA

Entity Mailing Address 1: PO Box 1909

Entity Mailing Address 2:

Entity Mailing City: Portland **Entity Mailing State:** ME **Entity Mailing Zip Code:** 04104 **Entity Mailing Country:** USA

Business Interest in Other State 3

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

Owner First Name: Steven **Owner Last Name:** Derrey **Owner Suffix:**

Entity Legal Name: Seabreeze Alternatives LLC **Entity DBA:**

Entity Description: consulting / equipment leasing

Entity Phone: 207-751-3827 **Entity Email:** Seabreezealternatives@gmail.com **Entity Website:**

Entity Address 1: 18 Lewis Street **Entity Address 2:** #2

Entity City: Portland **Entity State:** ME **Entity Zip Code:** 04102 **Entity Country:** USA

Entity Mailing Address 1: PO Box 1909 **Entity Mailing Address 2:**

Entity Mailing City: Portland **Entity Mailing State:** ME **Entity Mailing Zip Code:** 04104 **Entity Mailing Country:** USA

Business Interest in Other State 4

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

Owner First Name: Steven **Owner Last Name:** Derrey **Owner Suffix:**

Entity Legal Name: Glass Water Ventures LLC **Entity DBA:**

Entity Description: Consulting/ Equipment Leasing

Entity Phone: 207-420-7824 **Entity Email:** andrewlinegar@gmail.com **Entity Website:**

Entity Address 1: 18 Lewis St. **Entity Address 2:** #2

Entity City: Portland **Entity State:** ME **Entity Zip Code:** 04102 **Entity Country:** USA

Entity Mailing Address 1: PO Box 1909 **Entity Mailing Address 2:**

Entity Mailing City: Portland **Entity Mailing State:** ME **Entity Mailing Zip Code:** 04104 **Entity Mailing Country:** USA

Business Interest in Other State 5

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

Owner First Name: Brandon **Owner Last Name:** Pollock **Owner Suffix:**

Entity Legal Name: Temescal Wellness Inc. **Entity DBA:**

Entity Description: Medical Cannabis cultivation and dispensary in New Hampshire

Entity Phone: 603-285-9383 **Entity Email:** info@temescalwellness.org **Entity Website:**

Entity Address 1: PO Box 1661 **Entity Address 2:**

Entity City: Hampton **Entity State:** NH **Entity Zip Code:** 03843 **Entity Country:** USA

Entity Mailing Address 1: PO Box 1661 **Entity Mailing Address 2:**

Entity Mailing City: Hampton **Entity Mailing State:** NH **Entity Mailing Zip Code:** 03843 **Entity Mailing Country:** USA

Business Interest in Other State 6

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

Owner First Name: Nick **Owner Last Name:** Friedman **Owner Suffix:**

Entity Legal Name: Magellan Unlimited LLC **Entity DBA:** The union PDX
Entity Description: Medical Marijuana Retail Facility
Entity Phone: 413-429-6472 **Entity Email:** nfriedman12188@gmail.com **Entity Website:**
Entity Address 1: 2836 SE Colt Dr. **Entity Address 2:** #179
Entity City: Portland **Entity State:** OR **Entity Zip Code:** 97202 **Entity Country:** USA
Entity Mailing Address 1: 2836 SE Colt Dr. **Entity Mailing Address 2:** #179
Entity Mailing City: Portland **Entity Mailing State:** OR **Entity Mailing Zip Code:** 97202 **Entity Mailing Country:** USA

Business Interest in Other State 7

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

Business Interest in Other State 8

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner
Owner First Name: Nick **Owner Last Name:** Friedman **Owner Suffix:**
Entity Legal Name: V10 Consulting LLC **Entity DBA:**
Entity Description: Business Consulting Services
Entity Phone: 413-429-6472 **Entity Email:** nick@v10consulting.com **Entity Website:**
Entity Address 1: 10041 Topanga Canyon Blvd **Entity Address 2:** #22
Entity City: Chatsworth **Entity State:** CA **Entity Zip Code:** 91311 **Entity Country:** USA
Entity Mailing Address 1: 16830 Ventura Blvd **Entity Mailing Address 2:** #360
Entity Mailing City: Encino **Entity Mailing State:** CA **Entity Mailing Zip Code:** 91436 **Entity Mailing Country:** USA

Business Interest in Other State 9

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner
Owner First Name: Nick **Owner Last Name:** Friedman **Owner Suffix:**
Entity Legal Name: Kit With It LLC **Entity DBA:**
Entity Description: Online retail gift store
Entity Phone: 413-429-6472 **Entity Email:** nfriedman12188@gmail.com **Entity Website:**
Entity Address 1: 2711 Centerville Rd **Entity Address 2:** Suite 400
Entity City: Wilmington **Entity State:** DE **Entity Zip Code:** 19808 **Entity Country:** USA
Entity Mailing Address 1: 2711 Centerville Rd **Entity Mailing Address 2:** Suite 400

Entity Mailing City: Wilmington	Entity Mailing State: DE	Entity Mailing Zip Code: 19808	Entity Mailing Country: USA
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DISCLOSURE OF INDIVIDUAL INTERESTS

Individual 1

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

Individual 2

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

Individual 3

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

Individual 4

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

Individual 5

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

Individual 6

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

Individual 7

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

Individual 8

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

Individual 9

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

Individual 10

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

Individual 11

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

Individual 12

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

Individual 13

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

Individual 14

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

Individual 15

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

Individual 16

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

Individual 17

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

Individual 18

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

Individual 19

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

Individual 20

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

Individual 21

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

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 672 Fuller Road
Establishment Address 2:
Establishment City: Chicopee **Establishment Zip Code:** 01020
Approximate square footage of the establishment: 13000 **How many abutters does this property have?:** 18
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
Plan to Remain Compliant with Local Zoning	Zoning Compliance, TWI Chicopee.pdf	pdf	5c60761d9ff0081b48218b51	02/10/2019
Certification of Host Community Agreement	Theory Wellness Inc. signed HCA Certification Form.pdf	pdf	5c60770f5fd63c1b24eb3989	02/10/2019
Community Outreach Meeting Documentation	Chicopee Meeting-compressed.pdf	pdf	5c69879f9ff0081b48219755	02/17/2019
Community Outreach Meeting Documentation	Additional Detail Meeting Newspaper.png	png	5c7c8acd9ff0081b4821b422	03/03/2019

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.: \$46054.01

PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Plan for Positive Impact	Plan for Positively Impacting Areas Chicopeev2.pdf	pdf	5c7c8be33779161b2a87425f	03/03/2019

ADDITIONAL INFORMATION NOTIFICATION

Notification: I understand

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: **Other Role:**
First Name: Andrew **Last Name:** Linegar **Suffix:**

RMD Association: RMD Owner

Background Question: no

Individual Background Information 2

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

Individual Background Information 3

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

Individual Background Information 4

Role: Other Role:
First Name: Steven Last Name: Derrey Suffix:
RMD Association: RMD Owner
Background Question: no

Individual Background Information 5

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

Individual Background Information 6

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

Individual Background Information 7

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

ENTITY BACKGROUND CHECK INFORMATION

No records found

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Secretary of Commonwealth - Certificate of Good Standing	Good Standing TWI Secretary.pdf	pdf	5c698aaec4b7a71b66d11d9a	02/17/2019
Bylaws	Theory By-Laws.pdf	pdf	5c698ac1eadf341230f66b44	02/17/2019

Articles of Organization	Articles of Organization (1).pdf	pdf	5c698ad33d84de123a610561	02/17/2019
Articles of Organization	Articles of Organization Explanation.pdf	pdf	5c698ae4293a5312448e84ba	02/17/2019
Articles of Organization	Theory - Articles of Entity Conversion - Filed.pdf	pdf	5c698b219ff0081b4821975b	02/17/2019
Articles of Organization	Theory - Statement of Change of Supplemental Information - Filed (1).pdf	pdf	5c698b391e71bd126232a694	02/17/2019
Department of Revenue - Certificate of Good standing	DOR Good Standing.pdf	pdf	5c698b4bb411c1126cf01e49	02/17/2019

Certificates of Good Standing:

Document Category	Document Name	Type	ID	Upload Date
Department of Revenue - Certificate of Good standing	DOR Good Standing (3).pdf	pdf	5eb8094e5c6c422d41afb0c3	05/10/2020
Secretary of Commonwealth - Certificate of Good Standing	20020001010.pdf	pdf	5eb809bdddb8c72d5360a401	05/10/2020
Department of Unemployment Assistance - Certificate of Good standing	UI Good Standing (2).pdf	pdf	5eb809c5f16b5934c591a591	05/10/2020

Massachusetts Business Identification Number: 001328993

Doing-Business-As Name:

DBA Registration City:

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Business Plan	Business Plan TWI 2019.pdf	pdf	5c698eec5fd63c1b24eb457c	02/17/2019

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan for obtaining marijuana or marijuana products	TWI Operating P&P, Procurement.pdf	pdf	5c6994cb3183181258e1a1bf	02/17/2019
Separating recreational from medical operations, if applicable	TWI Operating P&P, Medical Separation.pdf	pdf	5c69951fb411c1126cf01e57	02/17/2019
Restricting Access to age 21 and older	TWI Operating P&P, 21 and over restriction.pdf	pdf	5c699547edbb73122a615cc1	02/17/2019
Security plan	TWI Operating P&P, Security Plan.pdf	pdf	5c6995c4635d511b3474ee50	02/17/2019
Prevention of diversion	TWI Operating P&P, Prevention of Diversion.pdf	pdf	5c69961cb411c1126cf01e5b	02/17/2019
Storage of marijuana	TWI Operating P&P, Storage of Marijuana.pdf	pdf	5c69968c3183181258e1a1c4	02/17/2019
Transportation of marijuana	TWI Operating P&P, Transportation of Marijuana.pdf	pdf	5c6996c18d16491b5c0f7409	02/17/2019

Inventory procedures	TWI Operating P&P, Inventory Procedures.pdf	pdf	5c699723edbb73122a615cc9	02/17/2019
Quality control and testing	TWI Operating P&P, Quality Control and Testing.pdf	pdf	5c69974f3779161b2a872573	02/17/2019
Dispensing procedures	TWI Operating P&P, Dispensing Procedures.pdf	pdf	5c699778b411c1126cf01e62	02/17/2019
Personnel policies including background checks	TWI Operating P&P, Personnel Policies and Background Checks.pdf	pdf	5c6997c78d16491b5c0f740d	02/17/2019
Record Keeping procedures	TWI Operating P&P, Record Keeping Procedures.pdf	pdf	5c6997e0edbb73122a615ccf	02/17/2019
Maintaining of financial records	TWI Operating P&P, Maintaining of Financial Records.pdf	pdf	5c6997fbedf341230f66b56	02/17/2019
Qualifications and training	TWI Operating P&P, Qualifications and training.pdf	pdf	5c69991a3d84de123a610571	02/17/2019
Security plan	TWI Operating P&P, Hours of Operation, Contact Person.pdf	pdf	5c6999595d4b0b1b3ebbf385	02/17/2019
Diversity plan	TWI Operating P&P, Diversity Planv2.pdf	pdf	5eb80a11504715348b1e16fd	05/10/2020

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 Agree

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

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

ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

COMPLIANCE WITH POSITIVE IMPACT PLAN

Progress or Success Goal 1

Description of Progress or Success: TWI's revised positive impact plan and progress so far is attached.

COMPLIANCE WITH DIVERSITY PLAN

Diversity Progress or Success 1

Description of Progress or Success:

As of August 1, 2019, our management team was: 41% female (includes supervisors) 17% diverse (includes supervisors) 7% diverse & female manager (supervisors) 2% veteran manager (supervisor). Diverse for this analysis means black or African American, Asian, American Indian, from other races, or from two or more races. We want to continue to improve on these metrics next year, and will be especially focused on promoting from within our company and training a diverse set of individuals to become leaders.

Diversity Progress or Success 2

Description of Progress or Success:

We have received no discrimination complaints since our plan was formed. We have held sexual harassment training for our employees, and have an anonymous 1-800 number that could be used to report discrimination.

HOURS OF OPERATION

Monday From: 9:00 AM	Monday To: 9:00 PM
Tuesday From: 9:00 AM	Tuesday To: 9:00 PM
Wednesday From: 9:00 AM	Wednesday To: 9:00 PM
Thursday From: 9:00 AM	Thursday To: 9:00 PM
Friday From: 9:00 AM	Friday To: 9:00 PM
Saturday From: 9:00 AM	Saturday To: 9:00 PM
Sunday From: 10:00 AM	Sunday To: 9:00 PM

Theory Wellness Inc.

Plan to Remain Compliant with Local Zoning Retailer Application

Overview

Theory Wellness Inc. (“TWI”) is proposing a Marijuana Retailer at 672 Fuller Road in Chicopee. This property is located in the Industrial Zone.

Chicopee Zoning Bylaw Status

Chicopee has a zoning bylaw in place that pertains to Marijuana Retailers. Marijuana Retailers are allowed in the Industrial Zone pursuant to a Special Permit issued by the City Council.

TWI’s Compliance with Chicopee Zoning Bylaw

1. TWI’s proposed Marijuana Retailer location has been cleared by the Planning Department as a compliant location – this was required in order to obtain a Host Agreement.
2. TWI is preparing its materials for a special permit submission and expects to submit its application for a special permit by March 15, 2019.
3. TWI will not operate a Marijuana Retailer unless the City has granted TWI a special permit.

Plan to remain compliant with local zoning in the future:

TWI has a good relationship with the City; we would work with the City if there were any proposed changes to local zoning or licensure that would impact our operations. TWI will adhere to all aspects of the zoning bylaw pertaining to operating our Marijuana Retailer.

Host Community Agreement Certification Form

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

Applicant

I, Brandon Pollock, (*insert name*) certify as an authorized representative of Theory Wellness Inc. (*insert name of applicant*) that the applicant has executed a host community agreement with City of Chicopee (*insert name of host community*) pursuant to G.L.c. 94G § 3(d) on January 16th 2019 (*insert date*).



Signature of Authorized Representative of Applicant

Host Community

I, Richard J. Kos, (*insert name*) certify that I am the contracting authority or have been duly authorized by the contracting authority for CHICOPEE (*insert name of host community*) to certify that the applicant and CHICOPEE (*insert name of host community*) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on January 28th, 2019 (*insert date*).



Signature of Contracting Authority or
Authorized Representative of Host Community

Community Outreach Meeting Attestation Form

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

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

1. The Community Outreach Meeting was held on February 13th, 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 February 1, 2019 (*insert date*), which was at least seven calendar days prior to the meeting. A copy of the newspaper notice is attached as Attachment A (*please clearly label the newspaper notice in the upper right hand corner as Attachment A and upload it as part of this document*).
3. A copy of the meeting notice was also filed on January 29, 2019 (*insert date*) with the city or town clerk, the planning board, the contracting authority for the municipality, and local licensing authority for the adult use of marijuana, if applicable. A copy of the municipal notice is attached as Attachment B (*please clearly label the municipal notice in the upper right-hand corner as Attachment B and upload it as part of this document*).
4. Notice of the time, place and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was mailed on January 29, 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.

Bernard

(CONTINUED FROM PAGE C1)

his trade, running an express company.

Within a year, after the birth of my mother, my grandfather learned in the little town of North Adams in Massachusetts where there was no delivery service. If someone had a horse and wagon and was strong enough to lift heavy caskets from trains and was willing to take passengers to their destinations, there seemed to be a future. In what sounded like a pioneer spirit of the wild west, my grandparents, their four children and what few possessions they had, came in the wagon drawn by their horse over the Taconic Trail to set up a delivery service.

Knowing all this, wouldn't you say my DNA was pretty much certified as northern Italian?

I said I would take the test, and I did. Some tests only require some saliva. Not mine. I did have a small container for saliva, and I promptly spit into it and locked on the cover. But then I was required to send a few strands of my hair. Much to the time I cut my own hair and that was no problem.

I then had to clip a fingernail and a toenail. They each went into separate envelopes. The last thing was to take

a piece of thin paper which was included and open my mouth, put the paper in and close my lips, sort of like blotting lipstick. They cautioned to have nothing on the lips such as lip cream or lipstick. Everything was put into a small container with postage already on it. It went to Italy. I thought about it once or twice, but it took so long to get results I figured it may have been lost.

It finally arrived, very brightly printed with a look of authenticity about it. As if it were God's honest truth, it was very properly documented.

The results said I was some French, some Canadian and 1 percent American Indian. Can you believe that? Not one speck of Italian. So much for what I feel is accuracy with DNA.

Although considering some people are claiming their Native American heritage as a result of DNA I said to one of my best friends I supposed it could be remotely possible. She laughed right in my face and said, "Sure, when Italian Christopher Columbus came here he took an American Indian back to Italy with him and either brought him to see the Dolomites or the flower gardens of Tuscany."

I wish my father were alive because DNA or not, when asked what he was, he always replied "American."



Michael Grilla with baby Barbara Bernard at about one year old. Third-Party-Submitted

with his heavy Italian accent. Then the questioner would say he meant "nationality," and my dad would say, "I use to be Tyrolese but now I'm American." He would

smile because, of course, he knew. Oh, how he loved this country. Barbara C. Bernard, of Holyoke, is a columnist for The Republican.

DeLeo

(CONTINUED FROM PAGE C1)

Most of the other state representatives who spent large sums last year faced highly competitive election campaigns.

Former House Ways and Means Chairman Jeffrey Sanchez, D-Roslindale, was the only other representative to spend more than \$100,000. As Sanchez was the House's top op-ed writer, so like DeLeo, he had an enormous political and fundraising clout. Sanchez spent \$375,000, but in the Democratic primary, he lost to Nika Elhagard of Boston, who spent \$146,700.

In another high-spending race, Democrat Tram Nguyen of Andover spent \$171,500 to defeat Republican Rep. Jim Lyons, R-Andover, who spent \$127,200.

In the state Senate, the top-spending senator was Sen. Harry Finegold, D-Andover, who spent \$137,500 to win competitive primary and general elections to retake the seat he formerly held. Barbara L'Italian declined to run for reelection.

Other top-spending senators include Sen. Julian Cyr, D-Trenton, who spent \$290,500; Sen. Nick Collins, D-Roslindale, who spent

\$245,300; and newly elected Senate President Karen Spilka, D-Andover, who spent \$245,300.

Like DeLeo, Spilka did not face a competitive reelection campaign. But she helped other senators and has enormous clout as Senate president.

Spilka spent \$18,400 on fundraising events and \$3,700 on flowers and decorations last year. She held \$1,100 for dinner with colleagues at Eric's Ristorante in Andover after a retreat.

Spilka spent \$58,700 last year on campaign and communications consultants.

She gave \$19,400 in donations, including \$15,000 to the state Democratic Party.

Her campaign account also paid for overnight stays at the Omni Parker House in Boston, where Spilka stayed following late-night legislative sessions at the end of formal sessions in July.

The only Western Massachusetts lawmaker to make OCP's list of the top 10 highest spending representatives and senators was Sen. Jim Welch, D-West Springfield, who spent \$127,000. Welch, who faced an unsuccessful primary challenge from

Arnold Rivera, spent large sums of money on campaign consulting, mailings and advertising, and to pay rent for his district office.

Legal Notices

Legal ads can be classified as classified-legals@repub.com or 401-786-2977

Legal Notices

THE COMMONWEALTH OF MASSACHUSETTS... NOTICE OF PUBLIC HEARING... STATE OF MASSACHUSETTS... NOTICE OF PUBLIC HEARING...

Legal Notices

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More Legals on C6

January 29th 2019

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for 2/13/2019 at 6:00 PM EST at the Residence Inn by Marriott Springfield Chicopee, located at 500 Memorial Drive, Chicopee, MA 01020. The proposed Marijuana Retailer is anticipated to be located at 672 Fuller Road, Chicopee MA 01020. There will be an opportunity for the public to ask questions.

January 29th 2019

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alized Loan Servicing

Attorneys
ta and Benson, LLC
V. Guetta, Esquire
ox 519
sford, MA 01824
February 1, 8, 15)

MORTGAGEE'S SALE OF REAL ESTATE

es:
Cambridge Street,
Chicopee, MA
ue and in execution
POWER OF SALE con-
in a certain mort-
given by FLOYD A
of Chicopee, Mas-
etts, to
sBank, dated March
06 and recorded in
mpden County Reg-
f Deeds, Book 15772,
549, of which mort-
the undersigned is
resent holder, for
of the conditions of
ortgage and for the
e of foreclosing the
will be sold at Public
n at 11:00 a.m., on
ith day of March,
upon the mortgaged
es at 36 Cambridge
Chicopee, Massa-
ts, all and singular
emises described in
ortgage.

t of land on Cam-
Street in that part
icopee known as
ee Falls, Hampden
Massachusetts.

Said second mortgage
within twenty (20) days of
said written notice.

The successful purchaser
will be responsible for any
and all closing costs, state
documentary stamps, and
recording fees.

Other terms to be an-
nounced at the sale.

PEOPLESBANK
Present holder of said
mortgage

Dated: January 24, 2019

By:
Nadine M. Maggi, First Vice
President
(February 1, 8, 15)

"Notice is hereby given
that a Community Out-
reach Meeting for a pro-
posed Marijuana Establish-
ment is scheduled for 2/
13/2019 at 6:00 PM EST at
the Residence Inn by Mar-
riott Springfield Chicopee,
located at 500 Memorial
Drive, Chicopee, MA 01020.
The proposed Marijuana
Retailer is anticipated to
be located at 672 Fuller
Road, Chicopee MA 01020.
There will be an opportuni-
ty for the public to ask
questions."

(February 1)

**NOTICE OF MORTGAGEE'S
SALE OF REAL ESTATE**

By virtue and in execution
of the Power of Sale con-
tained in a certain mort-

bank check at Harmon
Offices, P.C., 150 Califo-
St., Newton, Massachu-
setts 02458, or by mail
O. Box 610389, New-
Highlands, Massachus-
02461-0389, within th-
(30) days from the dat-
sale. Deed will be pro-
ed to purchaser for rec-
ing upon receipt in fu-
the purchase price.
description of the p-
ises contained in
mortgage shall contr-
the event of an error in
publication.

Other terms, if any, t-
announced at the sale.

WELLS FARGO BANK, N.
Present holder of
mortgage

By its Attorneys,
HARMON LAW OFFICES
P.C.

150 California St.
Newton, MA 02458
(617)558-0500
12514

(Jan. 18, 25, Feb. 1)

**NOTICE OF MORTGAGE
SALE OF REAL ESTATE**

By virtue and in execu-
of the Power of Sale
tained in a certain
gage given by
Dasilva aka Maria
Brunelle to Alden C
Union, said mortgage
ing dated July 28, 2017
recorded in the Har-
County Registry of I
In Book 21794, Page 5

Theory Wellness Inc.

Plan for Areas of Disproportionate Impact

Retailer Application

Version 2, Revised 3/2/2019

Theory Wellness Inc. (“TWI”) is committed to having a positive impact on areas of disproportionate impact, as defined by the Commission. The closest community of disproportionate impact to our proposed Marijuana Retailer is **Springfield, MA**, which is a city about 1 mile away from our proposed Marijuana Retailer in Chicopee.

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

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

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

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

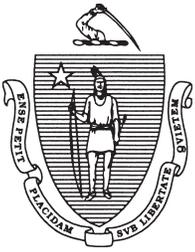
- TWI's goal is to spend at **least 20%** of our capital expenditure (CapEx) budget with vendors that are based in Springfield.
 - TWI expects to have completed all capital expenditures by July 1st, 2019. At this point in time, TWI will examine all CapEx spent and conclude whether we met our goal of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

Acknowledgements:

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



Brandon Pollock, CEO



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

William Francis Galvin
Secretary of the
Commonwealth

Date: January 17, 2019

To Whom It May Concern :

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

THEORY WELLNESS, INC.

is a domestic corporation organized on **May 22, 2018** , under the General Laws of the Commonwealth of Massachusetts. I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

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

Secretary of the Commonwealth

Certificate Number: 19010310010

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

Processed by:

BYLAWS
OF
THEORY WELLNESS, INC.

BYLAWS OF THEORY WELLNESS, INC.

ARTICLE I OFFICES

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

ARTICLE II SHAREHOLDERS

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

ARTICLE III DIRECTORS

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Section 3.07 Meetings of Directors.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

ARTICLE IV OFFICERS

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

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

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

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

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

ARTICLE V INDEMNIFICATION OF DIRECTORS AND OFFICERS

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

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

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

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

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

**ARTICLE VI
SHARE CERTIFICATES AND TRANSFER**

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

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

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

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

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

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

ARTICLE VII CORPORATE RECORDS AND INSPECTION

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

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

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

ARTICLE VIII MISCELLANEOUS

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

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

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

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

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

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

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

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

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

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

ARTICLE IX AMENDMENT OF BYLAWS

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

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

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

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

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

THEORY WELLNESS, INC.

By: 
Name: Andrew Linegar
Title: Secretary



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$35.00

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

Articles of Organization

(General Laws, Chapter 180)

Identification Number: 001190760

ARTICLE I

The exact name of the corporation is:

THEORY WELLNESS, INC.

ARTICLE II

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

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

ARTICLE III

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

ARTICLE IV

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

(If there are no provisions state "NONE")

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

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

ARTICLE V

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

ARTICLE VI

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

09/24/2015

ARTICLE VII

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

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

No. and Street: 38 MONTVALE AVE
STE 210
City or Town: STONEHAM State: MA Zip: 02180 Country: USA

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

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

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

June

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

Name:

No. and Street:

City or Town:

State:

Zip:

Country:

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

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

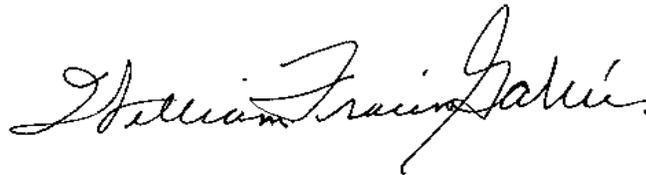
NICHOLAS FRIEDMAN

THE COMMONWEALTH OF MASSACHUSETTS

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

deemed to have been filed with me on:

September 24, 2015 11:45 AM

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

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

Theory Wellness Inc.

Articles of Organization Explanation

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

Recently, TWI has converted to a for profit corporation.

We have attached:

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

D

The Commonwealth of Massachusetts

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

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

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

FORM MUST BE TYPED

FORM MUST

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)

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

ARTICLE I

The exact name of the corporation upon conversion is:

Theory Wellness, Inc.

1311249

ARTICLE II

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

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

MFB

ARTICLE III

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

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Preferred	100,000			
Common	150,000			

ARTICLE IV

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

See the attached Continuation Sheet Article IV.

ARTICLE V

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

ARTICLE VI

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

See the attached Continuation Sheet Article VI.

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

ARTICLE VII

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

ARTICLE VIII

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

- a. The street address of the initial registered office of the corporation in the commonwealth:
38 Montvale Avenue, #210, Stoneham, MA 02180
- b. The name of its initial registered agent at its registered office:
Nicholas Friedman
- c. The names and addresses of the individuals who will serve as the initial directors, president, treasurer and secretary of the corporation (an address need not be specified if the business address of the officer or director is the same as the principal office location):

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

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

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

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

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

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

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

Signed by: Brandon Pollock
(signature of authorized individual)

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

on this 3 day of May, 2018

THEORY WELLNESS, INC.
ARTICLES OF ENTITY CONVERSION

CONTINUATION SHEET ARTICLE IV

1. General.

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

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

2. Voting.

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

3. Anti-Dilution.

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

ARTICLE VI: CONTINUATION SHEET

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

ARTICLE VIII: CONTINUATION SHEET

Director(s):

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

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

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

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

Asher Woodworth
32 Fishfarm Road
Lincolnton, ME 04849

COMMONWEALTH OF MASSACHUSETTS

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

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

I hereby certify that upon examination of these articles of conversion, duly submitted to me, it appears that the provisions of the General Laws relative thereto have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$475 having been paid, said articles are deemed to have been filed with me this 22nd day of May, 2018, at _____ a.m./p.m.
time

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

William Francis Galvin

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

OB
Examiner

Name approval

C

M

Filing fee: Minimum \$250

TO BE FILLED IN BY CORPORATION
Contact Information:

Theory Wellness, Inc.

38 Montvale Avenue, Suite 210

Stoneham, MA 02180

Telephone: 413-429-6472

Email: nick@theorywellness.org

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

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



The Commonwealth of Massachusetts
William Francis Galvin

No Fee

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

Statement of Change of Supplemental Information

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

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

2. Current registered office address:

Name: NICHOLAS FRIEDMAN
 No. and Street: 38 MONTVALE AVE. #210
 City or Town: STONEHAM State: MA Zip: 02180 Country: USA

3. The following supplemental information has changed:

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

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

 Fiscal year end:
 June

 Type of business in which the corporation intends to engage:
CULTIVATE, MANUFACTURE, AND SELL CANNABIS PRODUCTS

 Principal office address:
 No. and Street: 38 MONTVALE AVE., SUITE 210

City or Town:

STONEHAM

State: MA

Zip: 02180

Country: USA

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

No. and Street:

38 MONTVALE AVE., SUITE 210

City or Town:

STONEHAM

State: MA

Zip: 02180

Country: USA

which is

its principal office

an office of its transfer agent

an office of its secretary/assistant secretary

its registered office

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

THE COMMONWEALTH OF MASSACHUSETTS

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

May 30, 2018 06:07 PM

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

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



THEORY WELLNESS
38 MONTVALE AVE STE 210
STONEHAM MA 02180

Why did I receive this notice?

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

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

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

What if I have questions?

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

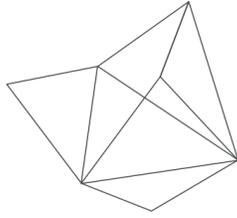
Visit us online!

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

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

Edward W. Coyle, Jr., Chief
Collections Bureau

550000



THEORY

W E L L N E S S

THEORY WELLNESS INC.

Business Plan

Current as of 2.17.19

Prepared for the Massachusetts Cannabis Control Commission

1. EXECUTIVE SUMMARY

1.1 Mission Statement

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

1.2 Product Offerings

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

1.3 Customers

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

1.4 What Drives Us

TWI’s goals include:

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

2. COMPANY DESCRIPTION

2.1 Structure

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

2.2 Operations

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

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

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

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

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

Marijuana Retailer (Located at 672 Fuller Road, Chicopee MA 01020)

All of our locations are leased premises.

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

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

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

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

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

TWI has already obtained and will maintain, general liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually, and product liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually, except as provided in 935 CMR 500.105(10)(b) or otherwise approved by the Commission. The deductible for each policy is no higher than \$5,000 per occurrence.

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

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

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

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

2.3 Security

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

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

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

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

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

On-site consumption of cannabis is prohibited.

3. MARKET RESEARCH

3.1 Industry

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

3.2 Customers

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

3.3 Competitors

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

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

3.4 Competitive Advantage

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

4. MARKETING & SALES

4.1 Growth Strategy

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

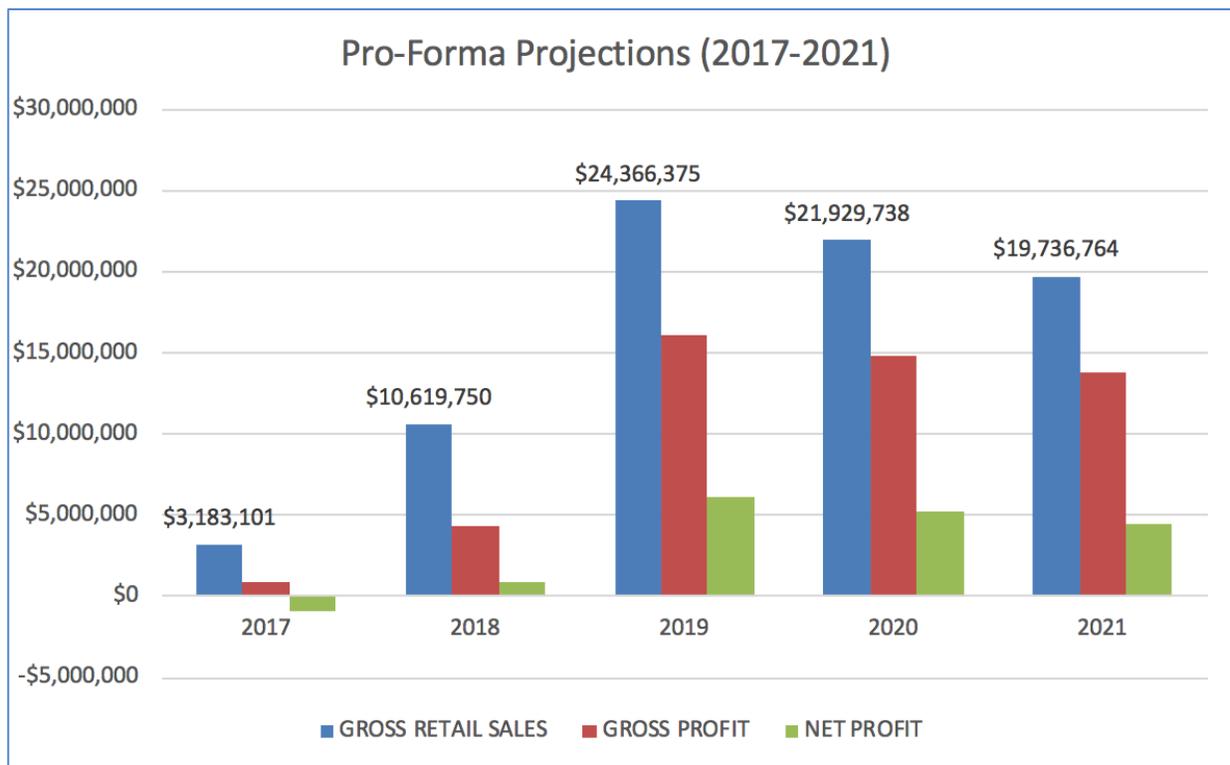
4.2 Communication

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

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

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

5. FINANCIAL PROJECTIONS



5.1 Financial Assumptions

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

REVENUES

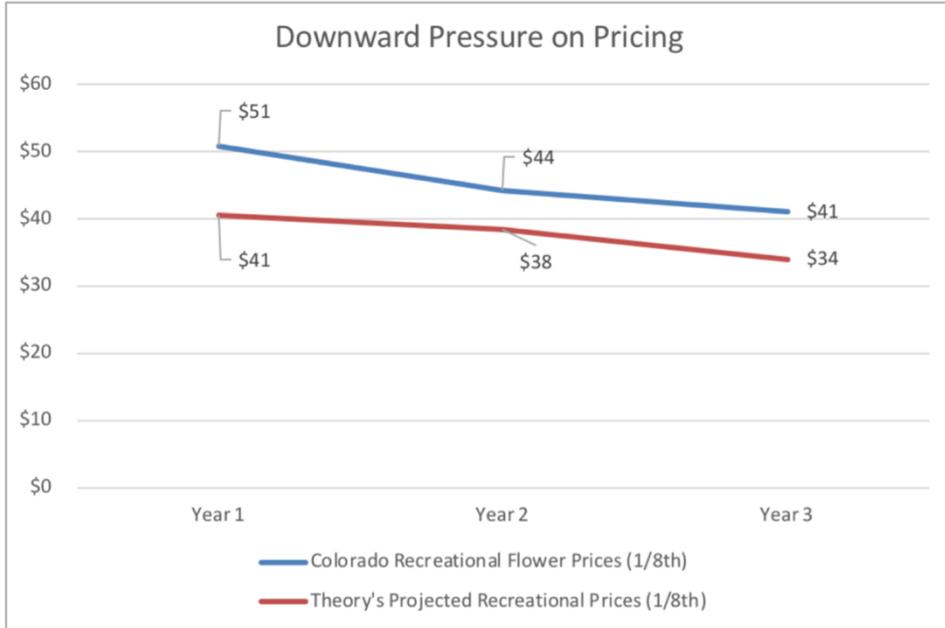
Theory's top-line revenue projections stem from the following key revenue generating assumptions:

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

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

Adult Use sales are based on the following key assumptions:

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



COSTS

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

5.2 Profit & Loss

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

5.3 Cash Flow

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

5.4 Balance Sheet

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

6. TEAM

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

Our key leadership includes:

Brandon Pollock- *President and CEO*

Nick Friedman- *Treasurer, CFO*

Andrew Linegar- *Secretary, COO*

Steven Derrey- *Board Member, Director of Cultivation*

Hunter Pollock- *Board Member*

Asher Woodworth- *Board Member*

Benno Friedman- *Non-voting Board Member*

Theory Wellness Inc.

Operating Policies and Procedures – Retailer Application

Separating recreational from medical operations, if applicable

Theory Wellness Inc. (“TWI”) will operate as an RMD at our proposed Marijuana Retailer located as well as a Marijuana Retailer; thus it is applicable that TWI separates its recreational from its medical operations. TWI plans to do this in the following ways, ensuring compliance with 935 CMR 500.140(7):

1. TWI will inform registered patients when they enter our facility that there is a separate sales area for medical marijuana patients– the location of that area will be explained at that time.
2. Inside the dispensary, TWI will use stanchions to separate the medical sales area from the recreational sales area. The stanchions will also have a sign on them that clearly designates and points patients towards the medical sales area.
3. Our inventory will be physically and electronically separated between adult use and medical sales areas.
4. There will be separate lines for registered patients and recreational customers, though patients will be informed they are able to use the recreational line if they wish.
5. We have a private room already located in the dispensary that can be used for confidential consultations with patients.

Theory Wellness Inc.

Operating Policies and Procedures – Retailer Application

Restricting Access to age 21 and older

Theory Wellness Inc. (“TWI”) will train our staff on the following procedures to ensure that no individuals access our facility that are under the age of 21, except for registered patients as permitted by 935 CMR 500.140(3).

1. TWI will at all times have a security guard outside of the facility that will check an individual’s identification prior to letting them inside our facility. The security guard will check identification to ensure it is unexpired, check to ensure that it indicates the individual is at least 21 years of age, and examine to make sure the picture identification resembles the individual presenting the identification.
2. Upon entrance into the facility, individuals are now in the reception room. In the reception room, our receptionist will use a scanning device to ensure the identification presented is valid. The receptionist will also ensure that the individual’s picture identification matches the appearance of the individual. The receptionist will also check to make sure the identification is unexpired. Lastly, the receptionist will verify that the identification indicates the individual is 21 years of age or older.
3. At the sales station, the cashier will examine the individual’s identification for a third time prior to the dispensing of any cannabis. The cashier will make sure the identification indicates the individual is over the age of 21, and make sure the identification is unexpired.

Forms of identification that will be acceptable:

- US driver’s license
 - Military ID card
 - US State ID
 - Passport
4. TWI’s website will have an age verification feature that limits access to our website only to those that are 21+ years of age.

Theory Wellness Inc.

Operating Policies and Procedures – Retailer Application

Quality Control and Testing

Theory Wellness Inc. (“TWI”) has been operating as an RMD and has experience ensuring that all cannabis and cannabis products that are dispensed are of high quality and meet all required independent laboratory testing standards. When we operate as a Marijuana Retailer, we will have the following procedures in place to ensure compliance with 935 CMR 500.160 and other applicable regulations:

- No marijuana product will be sold or otherwise marketed for adult use that has not first been tested by an Independent Testing Laboratory and deemed to comply with the standards required under 935 CMR 500.160.
- All marijuana and marijuana products will be stored in environmentally controlled secure areas to ensure no product deterioration takes place.
- Prior to acquiring wholesale marijuana and marijuana products from Marijuana Cultivators and Marijuana Product Manufacturers that TWI would dispense to Consumers, TWI will request a report of a satisfactory independent laboratory test on every batch of products. This test must have been performed in accordance with the ‘Protocol for Sampling and Analysis of Finished Medical Marijuana Products and Marijuana-infused Products’, as amended in November, 2016, published by the DPH.
- In accordance with TWI’s record keeping policies, TWI will maintain records of all testing results for no less than one year.
- TWI will adhere to the specific provisions regarding seeds and clones as set forth in 935 CMR 500.160
- TWI will have a staff member whom is trained on quality control examine all products at the start of every day to make sure that everything is up to our standards. Any product that does not meet TWI standards or could be contaminated will be treated as waste and quarantined in compliance with 935. CMR 500(11)(b).

Theory Wellness Inc.

Operating Policies and Procedures – Retailer Application

Personnel Policies including Background Checks

Theory Wellness Inc. (“TWI”) will adhere to the following personnel policies:

- TWI currently has a 75+ page employee handbook that outlines our company’s personnel policies. TWI will ensure that all policies are compliant with both 105 CMR 725.000 and 935 CMR 500.000. All employees receive and must acknowledge receipt of this handbook.
- TWI spends a minimum of 40 hours training all employees, and has yearly ongoing training of at least 8 hours per year. Training is tailored to the roles and responsibilities of the job function of each agent, and at a minimum will include a Responsible Vendor Program under 935 CMR 500.105(2)(b).
- All training is documented, and signed off on by the employee and their manager.
- TWI will register all board members, directors, employees, executives, and managers, and maintain their registration, in accordance with 935 CMR 500.030, which includes submitting to the Commission a Criminal Offender Record Information (CORI) report and any other background check information required by the Commission for each individual for whom the Marijuana Establishment seeks a marijuana establishment agent registration, obtained within 30 days prior to submission. No individuals will be registered as agents that are unsuitable as defined in 935. CMR 500.800.
- Personnel records will be kept in compliance with 935 CMR 500.105(9)(d). Every agent has their own “Employee Record”
- All employees are eligible for health insurance and dental insurance after 30 days of employment
- TWI follows all required laws and regulations in respect to our Human Resources policies.
- All agents must be at least 21 years of age
- All agents must carry his or her registration card at all times while in possession of marijuana, including at all times while at a Marijuana Establishment or while transporting marijuana. This is part of the initial training. Agents are provided lanyards to hold their registration card.
- Any violation of Operating Policies and Procedures is considered an action that requires formal and documented discipline.
 - Any agent who must be disciplined twice for the same violation is terminated
 - Any agent attempting to divert cannabis is immediately terminated and reported to the CCC and local authorities
 - All discipline is recorded in the “Employee Record” folder

Theory Wellness Inc.

Operating Policies and Procedures – Retailer Application

Record Keeping Procedures

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

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

CORI Records

CORI background check records are maintained in the following manner:

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

Theory Wellness Inc.

Operating Policies and Procedures – Retailer Application

Maintaining of Financial Records

Theory Wellness Inc. (“TWI”) will adhere to the following financial record keeping policies and procedures:

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

Theory Wellness Inc.

Operating Policies and Procedures – Retailer Application

Qualifications and training

Theory Wellness Inc. (“TWI”) has successfully recruited and trained over 90 individuals through its operation as a Registered Marijuana Dispensary and a Marijuana Retailer. For our proposed Marijuana Retailer in Chicopee, we will hire approximately 20 new employees. We will look for the following qualifications, and train all new employees on the following guidelines:

Qualifications for general retail staff

1. Over the age of 21
2. No disqualifying events in the individual’s background check
3. 2+ Years in retail experience
4. You work best in a fast paced environment
5. Ability to solve unexpected problems quickly and under pressure maintaining a positive attitude at all times.
6. Attention to detail
7. Able to stay organized and prioritize under pressure.
8. Strong software and computer skills
9. High-energy, enthusiasm and the willingness to do whatever it takes to get the job done
10. A passion for cannabis

Qualifications for our shift supervisors

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

Qualifications for our safety associate

1. Over the age of 21
2. No disqualifying events in the individual’s background check
3. Strong people skills and a friendly smile
4. Ability to lift 40 pounds on a regular basis and up to 70 pounds occasionally

5. CPR and First Aid Certification
6. Ability to work under pressure
7. High-energy, enthusiasm and the willingness to do whatever it takes to get the job done.

Training

All agents undergo extensive training in order to ensure that TWI provides a great experience for our customers and operates in full compliance with all applicable regulations. All training is documented, and documentation is placed in individual employee records. All agents are trained on the following standard operating procedures:

- Security procedures, including
 - Entrance / exit procedures
 - Attempted robbery procedures
 - Diversion monitoring
 - Identification verification of customers to ensure they are 21+ years of age
 - Protocol for when an agent loses an ID card or a key fob
- Emergency procedures, including
 - Fire response
 - Medical emergency response
 - Chemical spill response
 - Natural disaster response
 - Power outage response
- Personnel Policies
 - Vacation time
 - Sick leave
 - Clock in / clock out protocol
 - Non-discrimination / harassment policy
 - Drug and alcohol policy
- Role specific procedures, including:
 - Inventory control procedures
 - How to operate our point of sale terminals and complete transactions
 - Cannabis storage procedures
 - Customer check in procedures
 - Inventory receiving procedures
 - Inventory waste procedure, including transportation back to our Marijuana Cultivation Facility in Bridgewater

Theory Wellness Inc.

*Operating Policies and Procedures – Retailer Application
Current as of August 4th 2018 – Version 2.0*

Diversity Plan

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

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

Hiring Practices

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

Training Practices

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

Management Practices

- Aim to create a diverse management team

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

Equity Provisions

In addition to hiring a diverse workforce, TWI wishes to increase the equity in the Massachusetts’s cannabis industry. To that effect:

- TWI will hold a once per year training session in Pittsfield, MA to encourage and assist individuals on starting and operating a Marijuana Establishment. This training session will aim to attract individuals facing systemic barriers of entry into the industry. At this training session, TWI executives will discuss:
 - The State licensing process
 - Local licensing processes and answer questions pertaining to specific situations attendees may desire opinions on
 - How to raise capital in the cannabis industry
 - How to find real estate and negotiate lease agreements for a Marijuana Establishment
- Following this training session, TWI executives will make themselves available for follow up questions and assistance as requested by the attendees at the training session.

Measurement and Accountability

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

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

