



Massachusetts Cannabis Control Commission

Marijuana Retailer

General Information:

License Number: MR282554
Original Issued Date: 10/29/2019
Issued Date: 10/08/2020
Expiration Date: 10/29/2021

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Good Chemistry of Massachusetts, Inc.

Phone Number: 303-810-1554 **Email Address:** joe.sandoval@goodchem.org

Business Address 1: 696 Western Avenue

Business Address 2:

Business City: Lynn

Business State: MA

Business Zip Code: 01905

Mailing Address 1: 1550 Larimer Street

Mailing Address 2: Suite 296

Mailing City: Denver

Mailing State: CO

Mailing Zip Code: 80202

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: RPA201817

RMD INFORMATION

Name of RMD: Good Chemistry of Massachusetts, Inc.

Department of Public Health RMD Registration Number: A23846

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: 100

Percentage Of Control: 100

Role: Board Member

Other Role:

First Name: Matthew

Last Name: Huron

Suffix:

Gender: Male

User Defined Gender:

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

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 2

Percentage Of Ownership:

Percentage Of Control:

Role: Executive / Officer

Other Role:

First Name: Keith

Last Name: Nuber

Suffix:

Gender: Male

User Defined Gender:

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

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 3

Percentage Of Ownership:

Percentage Of
Control:

Role: Executive / Officer

Other Role:

First Name: Duncan

Last Name: Cameron

Suffix:

Gender: Male

User Defined Gender:

What is this person's race or ethnicity?: Black or African American (of African Descent, African American, Nigerian, Jamaican, Ethiopian, Haitian, Somali)

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 4

Percentage Of Ownership:

Percentage Of Control:

Role: Executive / Officer

Other Role:

First Name: Stephen

Last Name: Spinosa

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:

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

No records found

CLOSE ASSOCIATES AND MEMBERS

No records found

CAPITAL RESOURCES - INDIVIDUALS

Individual Contributing Capital 1

First Name: Matthew

Last Name: Huron

Suffix:

Types of Capital: Monetary/Equity

Other Type of Capital:

Total Value of the Capital Provided: \$100000

Percentage of Initial Capital: 100

Capital Attestation: Yes

CAPITAL RESOURCES - ENTITIES

No records found

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: Matthew

Owner Last Name: Huron

Owner Suffix:

Date generated: 12/03/2020

Page: 2 of 10

Entity Legal Name: Good Chemistry Nevada, LLC **Entity DBA:**
Entity Description: Cultivation and production of medical and recreational marijuana and marijuana products
Entity Phone: 415-254-6616 **Entity Email:** matt@goodchem.org **Entity Website:**
Entity Address 1: 1550 Larimer Street **Entity Address 2:** #296
Entity City: Denver **Entity State:** CO **Entity Zip Code:** 80202 **Entity Country:** USA
Entity Mailing Address 1: 1550 Larimer Street **Entity Mailing Address 2:** #296
Entity Mailing City: Denver **Entity Mailing State:** CO **Entity Mailing Zip Code:** 80202 **Entity Mailing Country:** USA

Business Interest in Other State 2

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner
Owner First Name: Matthew **Owner Last Name:** Huron **Owner Suffix:**
Entity Legal Name: Sweetwater Partners, LLC **Entity DBA:**
Entity Description: Cultivation and sales of medical and recreational marijuana and marijuana products
Entity Phone: 415-254-6616 **Entity Email:** matt@goodchem.org **Entity Website:**
Entity Address 1: 1550 Larimer Street **Entity Address 2:** #296
Entity City: Denver **Entity State:** CO **Entity Zip Code:** 80202 **Entity Country:** USA
Entity Mailing Address 1: 1550 Larimer Street **Entity Mailing Address 2:** #296
Entity Mailing City: Denver **Entity Mailing State:** CO **Entity Mailing Zip Code:** 80202 **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: Matthew **Owner Last Name:** Huron **Owner Suffix:**
Entity Legal Name: Buddy Real Estate, LLC **Entity DBA:**
Entity Description: Real estate holding company
Entity Phone: 415-254-6616 **Entity Email:** matt@goodchem.org **Entity Website:**
Entity Address 1: 1550 Larimer Street **Entity Address 2:** #296
Entity City: Denver **Entity State:** CO **Entity Zip Code:** 80202 **Entity Country:** USA
Entity Mailing Address 1: 1550 Larimer Street **Entity Mailing Address 2:** #296
Entity Mailing City: Denver **Entity Mailing State:** CO **Entity Mailing Zip Code:** 80202 **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: Matthew **Owner Last Name:** Huron **Owner Suffix:**
Entity Legal Name: Dylan Consulting Company **Entity DBA:**
Entity Description: Consulting services and business development company providing management consulting, market and real estate research and brand communications services
Entity Phone: 415-254-6616 **Entity Email:** matt@goodchem.org **Entity Website:**
Entity Address 1: 1550 Larimer Street **Entity Address 2:** #296
Entity City: Denver **Entity State:** CO **Entity Zip Code:** 80202 **Entity Country:** USA
Entity Mailing Address 1: 1550 Larimer Street **Entity Mailing Address 2:** #296

Entity Mailing City: Denver Entity Mailing State: CO Entity Mailing Zip Code: 80202 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: Matthew Owner Last Name: Huron Owner Suffix:
Entity Legal Name: MJH Nevada, LLC Entity DBA:
Entity Description: Holding company
Entity Phone: 415-254-6616 Entity Email: matt@goodchem.org Entity Website:
Entity Address 1: 1550 Larimer Street Entity Address 2: #296
Entity City: Denver Entity State: CO Entity Zip Code: 80202 Entity Country: USA
Entity Mailing Address 1: 1550 Larimer Street Entity Mailing Address 2: #296
Entity Mailing City: Denver Entity Mailing State: CO Entity Mailing Zip Code: 80202 Entity Mailing Country: USA

DISCLOSURE OF INDIVIDUAL INTERESTS

Individual 1

First Name: Matthew Last Name: Huron Suffix:
Marijuana Establishment Name: Good Chemistry of Massachusetts, Inc. Business Type: Marijuana Retailer
Marijuana Establishment City: Worcester Marijuana Establishment State: MA

Individual 2

First Name: Matthew Last Name: Huron Suffix:
Marijuana Establishment Name: Good Chemistry of Massachusetts, Inc. Business Type: Marijuana Cultivator
Marijuana Establishment City: Bellingham Marijuana Establishment State: MA

Individual 3

First Name: Matthew Last Name: Huron Suffix:
Marijuana Establishment Name: Good Chemistry of Massachusetts, Inc. Business Type: Marijuana Product Manufacture
Marijuana Establishment City: Bellingham Marijuana Establishment State: MA

Individual 4

First Name: Keith Last Name: Nuber Suffix:
Marijuana Establishment Name: Good Chemistry of Massachusetts, Inc. Business Type: Marijuana Retailer
Marijuana Establishment City: Worcester Marijuana Establishment State: MA

Individual 5

First Name: Keith Last Name: Nuber Suffix:
Marijuana Establishment Name: Good Chemistry of Massachusetts, Inc. Business Type: Marijuana Cultivator
Marijuana Establishment City: Bellingham Marijuana Establishment State: MA

Individual 6

First Name: Keith Last Name: Nuber Suffix:
Marijuana Establishment Name: Good Chemistry of Massachusetts, Inc. Business Type: Marijuana Product Manufacture
Marijuana Establishment City: Bellingham Marijuana Establishment State: MA

Individual 7

First Name: Duncan Last Name: Cameron Suffix:
Marijuana Establishment Name: Good Chemistry of Massachusetts, Inc. Business Type: Marijuana Retailer

Marijuana Establishment City: Worcester Marijuana Establishment State: MA

Individual 8

First Name: Duncan Last Name: Cameron Suffix:

Marijuana Establishment Name: Good Chemistry of Massachusetts, Inc. Business Type: Marijuana Cultivator

Marijuana Establishment City: Bellingham Marijuana Establishment State: MA

Individual 9

First Name: Duncan Last Name: Cameron Suffix:

Marijuana Establishment Name: Good Chemistry of Massachusetts, Inc. Business Type: Marijuana Product Manufacture

Marijuana Establishment City: Bellingham Marijuana Establishment State: MA

Individual 10

First Name: Stephen Last Name: Spinosa Suffix:

Marijuana Establishment Name: Good Chemistry of Massachusetts, Inc. Business Type: Marijuana Retailer

Marijuana Establishment City: Worcester Marijuana Establishment State: MA

Individual 11

First Name: Stephen Last Name: Spinosa Suffix:

Marijuana Establishment Name: Good Chemistry of Massachusetts, Inc. Business Type: Marijuana Cultivator

Marijuana Establishment City: Bellingham Marijuana Establishment State: MA

Individual 12

First Name: Stephen Last Name: Spinosa Suffix:

Marijuana Establishment Name: Good Chemistry of Massachusetts, Inc. Business Type: Marijuana Product Manufacture

Marijuana Establishment City: Bellingham Marijuana Establishment State: MA

Individual 13

First Name: Matthew Last Name: Huron Suffix:

Marijuana Establishment Name: Good Chemistry Nurseries of Massachusetts, LLC Business Type: Marijuana Cultivator

Marijuana Establishment City: Holliston Marijuana Establishment State: MA

Individual 14

First Name: Matthew Last Name: Huron Suffix:

Marijuana Establishment Name: Good Chemistry Nurseries of Massachusetts, LLC Business Type: Marijuana Product Manufacture

Marijuana Establishment City: Holliston Marijuana Establishment State: MA

Individual 15

First Name: Keith Last Name: Nuber Suffix:

Marijuana Establishment Name: Good Chemistry Nurseries of Massachusetts, LLC Business Type: Marijuana Cultivator

Marijuana Establishment City: Holliston Marijuana Establishment State: MA

Individual 16

First Name: Keith Last Name: Nuber Suffix:

Marijuana Establishment Name: Good Chemistry Nurseries of Massachusetts, LLC Business Type: Marijuana Product Manufacture

Marijuana Establishment City: Holliston Marijuana Establishment State: MA

Individual 17

First Name: Duncan Last Name: Cameron Suffix:

Marijuana Establishment Name: Good Chemistry Nurseries of Massachusetts, LLC Business Type: Marijuana Cultivator

Marijuana Establishment City: Holliston

Marijuana Establishment State: MA

Individual 18

First Name: Duncan

Last Name: Cameron

Suffix:

Marijuana Establishment Name: Good Chemistry Nurseries of Massachusetts, LLC Business Type: Marijuana Product Manufacture

Marijuana Establishment City: Holliston

Marijuana Establishment State: MA

Individual 19

First Name: Stephen

Last Name: Spinosa

Suffix:

Marijuana Establishment Name: Good Chemistry Nurseries of Massachusetts, LLC Business Type: Marijuana Cultivator

Marijuana Establishment City: Holliston

Marijuana Establishment State: MA

Individual 20

First Name: Stephen

Last Name: Spinosa

Suffix:

Marijuana Establishment Name: Good Chemistry Nurseries of Massachusetts, LLC Business Type: Marijuana Product Manufacture

Marijuana Establishment City: Holliston

Marijuana Establishment State: MA

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 696 Western Avenue

Establishment Address 2:

Establishment City: Lynn

Establishment Zip Code: 01902

Approximate square footage of the establishment: 3750

How many abutters does this property have?: 8

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

HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Community Outreach Meeting Documentation	Lynn Community Outreach Meeting Attestation 4.3.19.pdf	pdf	5ca4d2063779161b2a878453	04/03/2019
Plan to Remain Compliant with Local Zoning	Plan to Remain Compliant with Local Zoning 3.4.19.pdf	pdf	5ca4d21b9ff0081b4821f611	04/03/2019
Certification of Host Community Agreement	HCA Certification Form 4.10.19.pdf	pdf	5cae5856b1ec4a4c446c0ff8	04/10/2019

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.: \$1

PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Plan for Positive Impact	GCM Plan for Positive Impact Lynn FINAL 8.9.19.pdf	pdf	5d4dd412ba40853412509e33	08/09/2019

ADDITIONAL INFORMATION NOTIFICATION

Notification: I understand

INDIVIDUAL BACKGROUND INFORMATION

Date generated: 12/03/2020

Individual Background Information 1

Role: **Other Role:**
First Name: Matthew **Last Name:** Huron **Suffix:**
RMD Association: RMD Owner
Background Question: no

Individual Background Information 2

Role: **Other Role:**
First Name: Keith **Last Name:** Nuber **Suffix:**
RMD Association: RMD Manager
Background Question: no

Individual Background Information 3

Role: **Other Role:**
First Name: Duncan **Last Name:** Cameron **Suffix:**
RMD Association: RMD Manager
Background Question: no

Individual Background Information 4

Role: **Other Role:**
First Name: Stephen **Last Name:** Spinosa **Suffix:**
RMD Association: RMD Manager
Background Question: no

ENTITY BACKGROUND CHECK INFORMATION

No records found

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Department of Revenue - Certificate of Good standing	GCM DOR Cert of Good Standing.pdf	pdf	5ca24e289ff0081b4821f13d	04/01/2019
Secretary of Commonwealth - Certificate of Good Standing	Good Chemistry Certificate of Good Standing.pdf	pdf	5ca24e55b411c1126cf07878	04/01/2019
Articles of Organization	Good Chemistry Articles of Organization.pdf	pdf	5ca24e63eadf341230f6c59d	04/01/2019
Bylaws	Good Chem Bylaws.pdf	pdf	5ca24e6e3d84de123a615e8f	04/01/2019

Certificates of Good Standing:

Document Category	Document Name	Type	ID	Upload Date
Secretary of Commonwealth - Certificate of Good Standing	GCM Cert of Good Standing SOS 2020.pdf	pdf	5f456c86971c7c07c043639a	08/25/2020
Department of Revenue - Certificate of Good standing	GCM MA Cert of Good Standing Tax Compliance 2020.pdf	pdf	5f49227bdaa09e087b89ffeb	08/28/2020
Department of Unemployment Assistance - Certificate of Good standing	CGM MA Cert of Good Standing DUA 2020.pdf	pdf	5f4926c19438190840925ff2	08/28/2020

Massachusetts Business Identification Number: 001315096

Doing-Business-As Name:

DBA Registration City:

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan for Liability Insurance	GCM Lynn Liability Insurance Plan.pdf	pdf	5ca7c7275d4b0b1b3ebc5a4b	04/05/2019
Business Plan	GCM Business Plan_Lynn.pdf	pdf	5cb760c4942dc34c4ebe0107	04/17/2019
Proposed Timeline	GCM Proposed Timeline Lynn Retail - Updated August 2020.pdf	pdf	5f4802f1233f7b086538327d	08/27/2020

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan for obtaining marijuana or marijuana products	GCM Plan for Obtaining Marijuana Products_Lynn.pdf	pdf	5cb761186b08e34c76328f0a	04/17/2019
Separating recreational from medical operations, if applicable	GCM Plan to Separate Medical from Recreational Operations_Lynn.pdf	pdf	5cb7616636e3e844f3b5169c	04/17/2019
Restricting Access to age 21 and older	GCM Plan to Restrict Access to 21_Lynn.pdf	pdf	5cb76178e2695d45078d67db	04/17/2019
Prevention of diversion	GCM Plan to Prevent Diversion_Lynn.pdf	pdf	5cb763a7bf7c9d44e910619e	04/17/2019
Storage of marijuana	GCM Storage of Marijuana_Lynn.pdf	pdf	5cb763b573349d44fd629da6	04/17/2019
Inventory procedures	GCM Retail Inventory Procedures_Lynn.pdf	pdf	5cb763cb5c356a44cb7682ad	04/17/2019
Quality control and testing	GCM Quality Control and Testing Procedures_Lynn.pdf	pdf	5cb763d636e3e844f3b516a8	04/17/2019
Dispensing procedures	GCM Retail Dispensing Procedures_Lynn.pdf	pdf	5cb763e451be434c62d29f06	04/17/2019
Personnel policies including background checks	GCM Retail Personnel Policies Including Background Checks.pdf	pdf	5cb7640d0a957444d590850c	04/17/2019
Record Keeping procedures	GCM Recordkeeping Procedures_Lynn.pdf	pdf	5cb764188e20fa4c3aba6688	04/17/2019
Maintaining of financial records	GCM Retail Maintaining of Financial Information.pdf	pdf	5cb7643f73349d44fd629db2	04/17/2019
Qualifications and training	GCM Qualifications and Training Procedures_Lynn.pdf	pdf	5cb7645c942dc34c4ebe0114	04/17/2019
Transportation of marijuana	GCM Transportation of Marijuana Plan_Lynn Update.pdf	pdf	5ceed716722cea17c125f15e	05/29/2019
Quality control and testing	GCM Quality Control and Testing Procedures_Lynn Update.pdf	pdf	5ceed73b33099617d79435be	05/29/2019
Record Keeping procedures	GCM Recordkeeping Procedures_Lynn Update.pdf	pdf	5ceed78f748dc71348c36c47	05/29/2019

Dispensing procedures	GCM Retail Dispensing Procedures_Lynn Update.pdf	pdf	5ceede0c624ce5135e92478e	05/29/2019
Security plan	GCM Security Plan_Lynn Updated 7.2.19.pdf	pdf	5d1bd69a624ce5135e9296fc	07/02/2019
Diversity plan	GCM Diversity Plan_Lynn FINAL 8.9.19.pdf	pdf	5d4dd46b6e3bd533dbcfebc6	08/09/2019

MARIJUANA RETAILER SPECIFIC REQUIREMENTS

No documents uploaded

No documents uploaded

ATTESTATIONS

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

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

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

Notification: I Understand

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

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

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

ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

COMPLIANCE WITH POSITIVE IMPACT PLAN

Progress or Success Goal 1

Description of Progress or Success: See attached Report

COMPLIANCE WITH DIVERSITY PLAN

Diversity Progress or Success 1

Description of Progress or Success: See attached report

HOURS OF OPERATION

Monday From: 8:00 AM Monday To: 11:00 PM

Tuesday From: 8:00 AM Tuesday To: 11:00 PM

Wednesday From: 8:00 AM Wednesday To: 11:00 PM

Thursday From: 8:00 AM Thursday To: 11:00 PM

Friday From: 8:00 AM	Friday To: 11:00 PM
Saturday From: 8:00 AM	Saturday To: 11:00 PM
Sunday From: 10:00 AM	Sunday To: 11:00 PM

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, Matthew Huron, (insert name) attest as an authorized representative of Good Chemistry of MA, 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 December 17, 2018 (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 December 4, 2018 (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 November 30, 2018 (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 November 30, 2018 (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.

**Meeting Notice**

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for Monday, December 17th, 2018 at 6:00 pm at Lynn Police Department, 300 Washington Street, Lynn, MA 01902. The proposed Marijuana Retailer is anticipated to be located at 696 Western Avenue, Lynn, MA 01905. There will be an opportunity for the public to ask questions.

Item: December 4, 2018

Acc.Id: 1047001
Name: JONATHAN CAPANO
Phone: 781-443-2227
Address: 50 CONGRESS STREET
City: BOSTON
State: MA
Postcode: 02109
Class: 105 LEGALS
Edition: DEI
Start: 12-04-2018
Stop: 12-04-2018
Issues: 1
Units: 2.000
Order ID: DI 81676
TFN: C
TFN cycle:
Rep: ASMITH
Status: OK
Source: EM
Paytype: B1
Rate: LG
Cost EXC
GST: 57.00
Tax: 0.00
Total Charge: 57.00
Printed on: 12-03-2018 09:05:08
Printed by: ASMITH
Comment: Dec 17 mtg

Gen. Laws Chapter 183A, as amended; the Declaration of Trust of the 62-71 Clark Street Condominium dated April 9th 2004, and recorded with said Master Deed as hereinabove referred; the by-laws of said Trust which are set forth therein and recorded therewith in said Registry, together with the obligations to pay the proportionate shares attributable to said Unit 1L of the common expenses assessed by the Trustees for which the Grantee, by acceptance hereof, agrees to perform and assume, and together with such taxes attributable to said Unit 1L, of the current fiscal year as are not yet due and payable.

Being the same premises conveyed to Albert N. Croce, Jr., by deed of Jose Barada and Kerl Barada dated June 15, 2009 and recorded with Essex South Registry of Deeds herewith.

The description of the property contained in the mortgage shall control in the event of a typographical error in this publication.

For Mortgagor's Title see deed dated June 15, 2009 and recorded in the Essex County (Southern District) Registry of Deeds in Book 28703, Page 228.

Said Unit will be conveyed together with an undivided percentage interest in the Common Elements of said Condominium appurtenant to said Unit and together with all rights, easements, covenants and agreements as contained and referred to in the Declaration of Condominium, as amended.

TERMS OF SALE: Said premises will be sold and conveyed subject to all liens, encumbrances, unpaid taxes, tax titles, municipal liens and assessments, if any, which take precedence over the said mortgage above described.

FIVE THOUSAND (\$5,000.00) Dollars of the purchase price must be paid in cash, certified check, bank treasurer's or cashier's check at the time and place of the sale by the purchaser. The balance of the purchase price shall be paid in cash, certified check, bank treasurer's or cashier's check within thirty (30) days after the date of sale.

Other terms to be announced at the sale.

Brock & Scott, PLLC
1080 Main Street, Suite 200
Pawtucket, RI 02860
Attorney for Massachusetts Housing Finance Agency
Present Holder of the Mortgage
401-217-8701

Item: December 6, 13, 20, 2018

**COMMONWEALTH OF MASSACHUSETTS
THE TRIAL COURT
PROBATE AND FAMILY COURT
DIVORCE SUMMONS BY
PUBLICATION AND MAILING
Essex Probate and Family Court
36 Federal Street
Salem, MA 01970
Docket No. ES18D2346DR**

Michael Burns vs. Salima Lumanny

To the Defendant:
The Plaintiff has filed a Complaint for Divorce requesting that the Court grant a divorce for Irretrievable Breakdown
The Complaint is on file at the Court.
An Automatic Restraining Order has been entered in this matter preventing you from taking any action which would negatively impact the current financial status of either party. **SEE Supplemental Probate Court Rule 411.**
You are hereby summoned and required to serve upon:

**Michael P. Utke, Esq.
Law Office of Michael P. Utke
400 TradeCenter
Suite 5900
Woburn, MA 01801**

your answer, if any, on or before **12/26/2018**. If you fail to do so, the court will proceed to the hearing and adjudication of this action. You are also required to file a copy of your answer, if any, in the office of the Register of this Court.
WITNESS, Hon. Jennifer M.R. Ulwick, First Justice of this Court.
Date: November 6, 2018

Pamela Casey O'Brien
Register of Probate

Item: December 6, 2018

Lawrence road adjacent thereto and shown on the last mentioned plan, the Grantee shall have the appurtenant right to use said Lawrence Road for all purposes for which public ways are used in the City of Lynn. For title of Carmen Soto see Document No. 428593 and Certificate No. 76543.

"For informational purposes only reference is made to Judgment reforming Mortgage filed as Document 510104."

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

TERMS OF SALE

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

Other terms, if any, to be announced at the sale:
U.S. Bank National Association, as Trustee, for Residential Asset Securities Corporation, Home Equity Mortgage Asset-Backed Pass-Through Certificates, Series 2006-EMX2

Present Holder of said Mortgage,
By Its Attorneys,
ORLANDS PC
PO Box 540540
Waltham, MA 02454
Phone: (781) 790-7800
16-013268

Item: November 22, 29, December 6, 2018

Meeting Notice

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for Monday, December 17th, 2018 at 6:00 pm at Lynn Police Department, 300 Washington Street, Lynn, MA 01902. The proposed Marijuana Retailer is anticipated to be located at 696 Western Avenue, Lynn, MA 01905. There will be an opportunity for the public to ask questions.
Item: December 6, 2018

Have something to sell?

We can help!

Have an announcement to share?

Contact Customer Service to place a classified ad in **The Daily Item**

WITNESS, Hon. Jenni
Date: November 29, 2018

Item: December 6, 2018

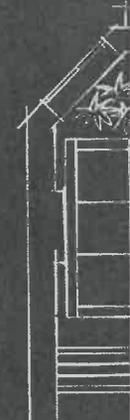
In the matter of: Gu
Date of Death: 08/1
To all interested persons
A Petition has been filed

Bank Of America, N

Requesting allowance
MSPCA and Union F
requested in the Pet
You have the right t
Court. You have a r
must file a written a
12/31/2018.
This is NOT a hear
appearance and ob
timely written appe
within thirty (30) d
notice to you.

WITNESS, Hon. Jenn
Date: November 20,

Item: December 6, 2018

NE

FIND AN
CH



B

Smith, Costello & Crawford

Public Policy Law Group.

November 30, 2018

Dear Sir or Madam,

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for Monday, December 17th, 2018 at 6:00 pm at Lynn Police Department, 300 Washington Street, Lynn, MA 01902. The proposed Marijuana Retailer is anticipated to be located at 696 Western Avenue, Lynn, MA 01905. There will be an opportunity for the public to ask questions.

RECEIVED
LYNN CITY COUNCIL
2018 NOV 30 A 10:06

LYNN, MASS

2018 NOV 30 A 9:00

RECEIVED
CITY CLERK'S OFFICE

50 Congress Street, Suite 420
Boston, MA 02109

www.publicpolicylaw.com

696 Western Ave
Tony the florist

B

Smith, Costello
& Crawford
Public Policy Law Group.

November 30, 2018

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LYNN, MASS

2018 NOV 30 A 9:00

RECEIVED
CITY CLERK'S OFFICE

50 Congress Street, Suite 420
Boston, MA 02109

www.publicpolicylaw.com



Board of Assessors-Abutters List

Christopher J. Gaeta, MAA, Director of Assessing
Michael P. Fisher, MAA, Assessor
Michael T. Clancy, Assessor

2018NOV28 PM12:54

Parcel Id: 034-724-002

Date: 4/28/2018

Subject Property: 696 Western Ave

Please check one:

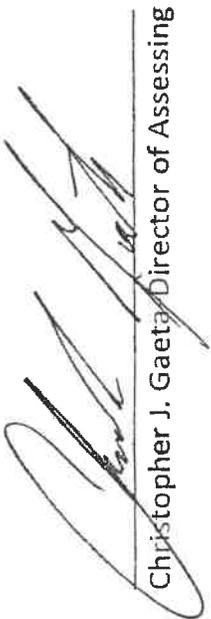
300 Feet

100 Feet

Immediate Abutters Only (Sign Permit)

PARCEL ID	RECORD OWNER	MAILING ADDRESS
1.		
2.		
3.		
4.		
5.		
6.		
7.		
8.		
9.		
10.		
11.		
12.		
13.		
14.		
15.		

Set of Labels Requested NO Labels
Del


Christopher J. Gaeta, Director of Assessing



Abutters List Report

Lynn, MA
November 20, 2018



Subject Property:

Parcel Number: 037-727-002
CAMA Number: 037-727-002
Property Address: 696 WESTERN AVE

Mailing Address: JAYTEF REALTY TRUST CIOTA JOSEPH
G TR
53 ATLANTIC TER
LYNN, MA 01902

Abutters:

Parcel Number: 037-264-009
CAMA Number: 037-264-009
Property Address: 707 WESTERN AVE

Mailing Address:

Parcel Number: 037-727-024
CAMA Number: 037-727-024
Property Address: 21 MARKET SQ

Mailing Address:

Parcel Number: 037-727-025
CAMA Number: 037-727-025
Property Address: 29 MARKET SQ

Mailing Address:

Parcel Number: 037-727-028
CAMA Number: 037-727-028
Property Address: CENTRE ST

Mailing Address:

Parcel Number: 053-727-003
CAMA Number: 053-727-003
Property Address: 694 WESTERN AVE

Mailing Address:

Parcel Number: 053-727-021
CAMA Number: 053-727-021
Property Address: 11 MARKET SQ

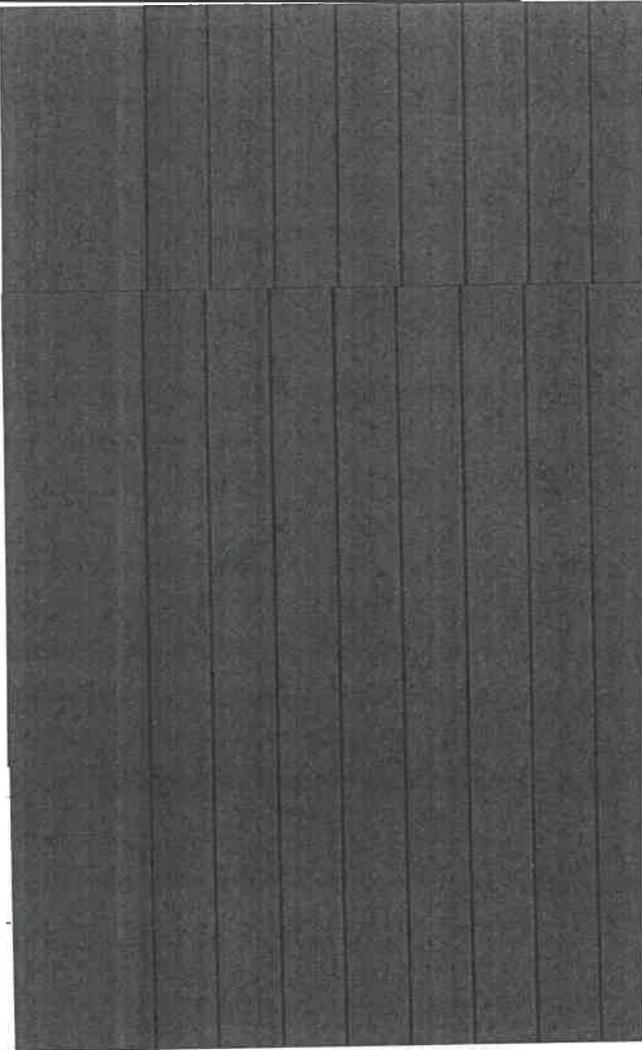
Mailing Address:

Parcel Number: 053-727-022
CAMA Number: 053-727-022
Property Address: 15 MARKET SQ

Mailing Address:

Parcel Number: 053-727-023
CAMA Number: 053-727-023
Property Address: 17 MARKET SQ

Mailing Address:

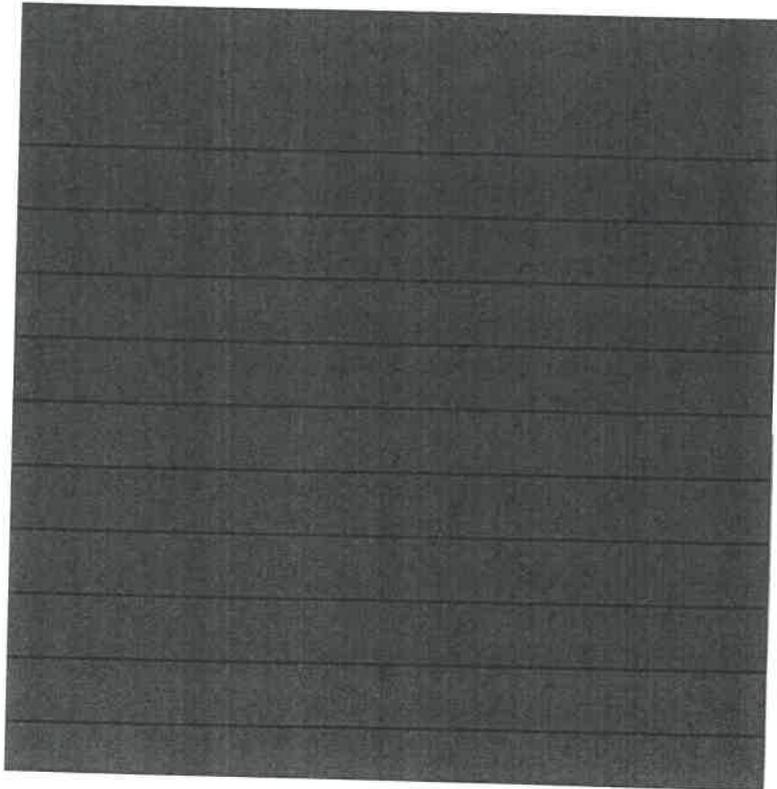
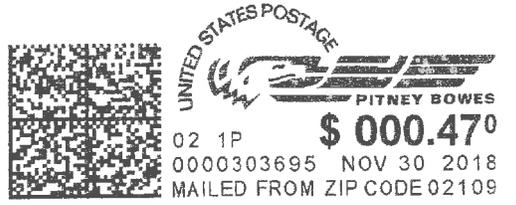


www.cai-tech.com

Data shown on this report is provided for planning and informational purposes only. The municipality and CAI Technologies are not responsible for any use for other purposes or misuse or misrepresentation of this report.

(C)

Stello & Crawford
155 Street
IA 02109



Smith, Costello
& Crawford
Public Policy Law Group.



November 30, 2018

Dear Sir or Madam,

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for Monday, December 17th, 2018 at 6:00 pm at Lynn Police Department, 300 Washington Street, Lynn, MA 01902. The proposed Marijuana Retailer is anticipated to be located at 696 Western Avenue, Lynn, MA 01905. There will be an opportunity for the public to ask questions.

Plan to Remain Compliant with Local Zoning

The purpose of this plan is to outline how Good Chemistry of Massachusetts, Inc. (“GCM”) is and will remain in compliance with local codes, ordinances and bylaws for the physical address of the retail marijuana establishment at 696 Western Avenue, Lynn, MA 01905 which shall include, but not be limited to, the identification of any local licensing requirements for the adult use of marijuana.

696 Western Avenue is located in Business Zoning District and properly zoned pursuant to the City of Lynn Zoning Ordinance Section 22 Recreational Cannabis. In accordance with Section 22(a) the marijuana retail establishment is not located within 200 feet of any pre-existing public or private school providing education in kindergarten or any grades 1 through 12 licensed by the Department of Education. Also, pursuant to Section 22(b) the marijuana retail establishment is not located within 500 feet of another licensed cannabis establishment. There are no other codes, ordinances, or bylaws relative to the retail marijuana establishment.

In addition to GCM remaining compliant with existing Zoning Ordinances; GCM will continuously engage with City of Lynn officials to remain up to date with local zoning ordinances to remain fully compliant.

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, Matthew Huron, (insert name) certify as an authorized representative of Good Chemistry of MA, Inc. (insert name of applicant) that the applicant has executed a host community agreement with Lynn (insert name of host community) pursuant to G.L.c. 94G § 3(d) on April 2, 2019 (insert date).

Matthew Huron / s/
Signature of Authorized Representative of Applicant

Host Community

I, Thomas M McGee, (insert name) certify that I am the contracting authority or have been duly authorized by the contracting authority for Lynn (insert name of host community) to certify that the applicant and Lynn (insert name of host community) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on April 2, 2019 (insert date).

Thomas M McGee
Signature of Contracting Authority or
Authorized Representative of Host Community

Approved As To Form:
George S. Markopoulos
George S. Markopoulos
City Solicitor

Subject: CCC mandated request

Date: Tuesday, August 18, 2020 at 2:19:37 PM Eastern Daylight Time

From: Jim Smith

To: jlamanna@lynnma.gov

CC: Jonathan Capano

Jim

As you know, Good Chemistry of Massachusetts, Inc. (“GCM”) currently holds a Provisional Licensure for a Retail Marijuana Establishment at 696 Western Avenue in Lynn. Pursuant to 935 CMR 500.103(4), GCM must submit an application for the annual renewal of its license from the Cannabis Control Commission (“CCC”). As a condition of that renewal, the CCC has required that we request from Lynn, our host community, the records of any cost to the city anticipated or actual, resulting from the operation of our Retail Marijuana Establishment. At present time, GCM only holds Provisional License and has not yet commenced operations at its Lynn location.

In order to comply with this condition of our renewal, we are submitting to your office our formal request for records of any cost incurred by the City of Lynn over the past year as a result of our operations. Please send any documentation to by mail and e-mail to:

Smith, Costello & Crawford Public Policy Law Group
c/o Jonathan Capano
One State Street, 15th Floor
Boston, MA 02109
jcapano@publicpolicylaw.com

The CCC requires that we submit a response by August 30, 2020. If the City of Lynn does not respond we are obligated to submit an attestation to that effect. Please do not hesitate to reach out if you have any questions.

Sincerely,

Jim

James E. Smith
Smith, Costello & Crawford
Public Policy Law Group.
One State Street, 15th Floor
Boston, MA 02109
O: 617-523-0600
M: 617-549-4927

Plan for Positive Impact

I. Intent

- Cannabis prohibition has had a disproportionate impact on various communities. As the industry begins in earnest in Massachusetts, it is fully recognized that Good Chemistry of Massachusetts, Inc (“Good Chemistry”) has a responsibility and commitment to ensure it is contributing to its community.
- Good Chemistry’s Worcester retail facility is located at 9 Harrison St, Worcester, MA 01604 is located adjacent to numerous designated areas of disproportionate impacts, including but not limited to Census Tract 7323.02, Census Tract 7324, Census Tract 7327, Census Tract 7313, and Census Tract 7314. Moreover, Good Chemistry’s proposed retail location at 696 Western Avenue in Lynn Massachusetts is located within an area that has been designed by the Cannabis Control Commission (“CCC”) as an area of disproportionate impact.
- Good Chemistry and its management team is fully committed to ensuring it is maintaining positive contributions.
- Any actions taken, or programs instituted by Good Chemistry, will not violate the Commission’s regulations with respect to limitations on ownership or control or other applicable state laws.

II. Purpose

- Intent of this document is to summarize Good Chemistry’s plan to ensure it creates positive and lasting impacts on the communities of which it will be a part.

III. Goals

- Good Chemistry is committed to ensuring that it fosters positive relationships with our host community which includes areas of disproportionate impact.
- Good Chemistry endeavors to find innovative and creative ways to give back to its host community.
- Good Chemistry is committed to serving communities and people in areas of disproportionate impact.

IV. Proposed Initiatives

- Good Chemistry plans to achieve its goals by implementing the following activities or programs.
 - Using best efforts to ensure that hiring preferences will be given to City residents who fall into one of the identified populations disproportionately impacted by marijuana prohibition with a goal of having a staff consisting of 40% employees from areas of disproportionate impact.

- Good Chemistry will work with workforce development organizations and local groups in areas of disproportionate impact in Worcester in an effort to achieve this goal.
- Good Chemistry will strive to hire local vendors and suppliers and will prioritize initiating proposals from Worcester and Lynn suppliers and vendors and will use best efforts to give Worcester and Lynn vendor proposals preference in our selection process with a goal of hiring and using 30% of our vendors and suppliers from areas of disproportionate impact in Worcester and Lynn.
- Good Chemistry will host education workshops annually in Worcester, targeting residents of the aforementioned adjacent areas of disproportionate impact.
 - These workshops will strive to impart best practices regarding accounting and sales forecasting, compliance, business planning and operational development, and marijuana industry best practices, and will feature experts in each of these fields.
- Neighborhood and community beautification
 - Once yearly, Good Chemistry will organize and sponsor teams of volunteers to help beautify and clean up adjacent areas of disproportionate impact, including graffiti removal, trash clean-up, and planting urban gardens. Good Chemistry will adhere to the requirements set forth in 935 CMR 500.105(4) regarding the permitted and prohibited advertising, branding, marketing, and sponsorship practices of marijuana establishments.
- Good Chemistry will make annual financial contributions to local service-based philanthropic organizations who serve adjacent areas of disproportionate impact. One of these will be the Lynn Community Health Center, located in the City of Lynn. Good Chemistry has attached to this Plan a letter from the Lynn Community Health Center acknowledging the planned contribution by Good Chemistry and giving assurances to the CCC that the health center has agreed to accept the funds.

V. Evaluation

- Annual reporting measuring the effectiveness of these plans will be conducted. Reports will be kept on hand at all times at 9 Harrison St., Worcester, MA 01604 and 636 Western Avenue, Lynn, MA 01902.
 - Reports will be metric based and will document how many individuals have been directly impacted by Good Chemistry of Massachusetts outreach efforts.
 - Reports will detail attendance and participation at each event
 - Reports will document the amount of Company resources being deployed at each event

- Good Chemistry will evaluate the success of its positive impact plan through the following measures
 - Survey of participants of each activity
 - Internal evaluation of each activity
 - Evaluation of each activity with outside stakeholders
 - Number of employees hired, retained and promoted that meet the goals described in this document.
 - Good Chemistry will evaluate what steps its hiring managers took to attract employees, suppliers, and vendors from areas of disproportionate impact and whether or not its hiring managers made best efforts to meet the goals set out in this Plan.
- Good Chemistry will evaluate these metrics at least 60 days in advance of its annual license renewal so that it can demonstrate the success or progress of its plan.



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



GOOD CHEMISTRY OF MASSACHUSETTS I
50 CONGRESS ST STE 500
BOSTON MA 02109-4005

5900000

Why did I receive this notice?

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

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

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

What if I have questions?

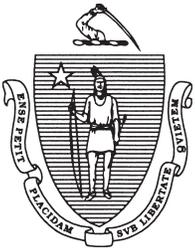
If you have questions, call us at (617) 887-6367 or toll-free in Massachusetts at (800) 392-6089, Monday through Friday, 8:30 a.m. to 4:30 p.m..

Visit us online!

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

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

Edward W. Coyle, Jr., Chief
Collections Bureau



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

William Francis Galvin
Secretary of the
Commonwealth

Date: March 01, 2018

To Whom It May Concern :

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

GOOD CHEMISTRY OF MASSACHUSETTS, INC.

is a domestic corporation organized on **February 26, 2018** , under the General Laws of the Commonwealth of Massachusetts. I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

Certificate Number: 18030012560

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

Processed by:

D

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

FORM MUST BE TYPED

Articles of Entity Conversion of a Domestic Non-Profit with a Pending Provisional or Final Certification to Dispense Medical Use Marijuana to a Domestic Business Corporation

FORM N

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

4 63379588

Good Chemistry, Inc. is a registrant
with the Department of Public Health
in accordance with 105 CMR 725.100(C)
as of February 26, 2018.

Bryan Harter
Bryan Harter
Director

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

(1) Exact name of the non-profit: Good Chemistry of Massachusetts, Inc.

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

Good Chemistry of Massachusetts, 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:

Good Chemistry of Massachusetts, Inc.

ARTICLE II

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

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

6

ARTICLE III

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

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common	275,000			

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.

N/A

ARTICLE V

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

N/A

ARTICLE VI

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

See Attachment Pages 6A

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

ATTACHMENT PAGES 6A TO THE ARTICLES OF ENTITY CONVERSION OF GOOD
CHEMISTRY OF MASSACHUSETTS, INC.,
FROM A DOMESTIC NON-PROFIT TO A DOMESTIC BUSINESS CORPORATION

1. Minimum Number of Directors. The Board of Directors may consist of one or more individuals, notwithstanding the number of shareholders.
2. Personal Liability of Directors to Corporation. No Director shall have personal liability to the Corporation for monetary damages for breach of his or her fiduciary duty as a Director notwithstanding any provision of law imposing such a liability, provided that this provision shall not eliminate or limit the liability of the Director (a) for any breach of the Director's duty of loyalty to the Corporation or its shareholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) for improper distributions under Section 6.40 of Chapter 156D of the General Laws of Massachusetts, or (d) for any transaction from which the Director derived an improper personal benefit.
3. Shareholder Vote Required to Approve Matters Acted on by Shareholders. With respect to any matter as to which the affirmative vote of more than a majority of the shares in any voting group shall be required by the provisions of Chapter 156D of the General Laws of Massachusetts for the approval of the matter, the affirmative vote of a majority of all the shares in any such voting group eligible to vote on the matter shall be sufficient for the approval of the matter, notwithstanding that such greater vote on the matter would be otherwise required.
4. Shareholder Action Without a Meeting by Less Than Unanimous Consent. Action required or permitted by Chapter 156D of the General Laws of Massachusetts to be taken at a shareholders' meeting may be taken without a meeting by shareholders having not less than the minimum number of votes otherwise necessary to take the action at a meeting at which all shareholders entitled to vote on the action would be present and voting.
5. Authorization of Directors to Make, Amend or Repeal Bylaws. The Board of Directors may make, amend, and repeal the bylaws of the Corporation, 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, these Articles of Organization or the bylaws, requires action directly and exclusively by the shareholders.
6. Authority of Directors to Create New Classes and Series of Shares. The Board of Directors, acting without the shareholders, may (a) reclassify any unissued shares of any authorized class or series into one or more existing or new classes or series, and (b) create

one or more new classes or series of shares, specifying the number of shares to be included therein, the distinguishing designation thereof, and the preferences, limitations and relative rights applicable thereto, provided that the Board of Directors may not approve an aggregate number of authorized shares of all classes and series which exceeds the total number of authorized shares specified in these Articles of Organization.

7. Meetings of Shareholders. All meetings of shareholders may be held within the Commonwealth of Massachusetts or elsewhere within the United States. Such meetings may be held by telephone, webinar or other electronic means.
8. Partnership Authority. The Corporation may be a partner, general or limited, in any business enterprise which it would have the authority to conduct by itself.
9. Shareholder Examination of Corporation Records. Except as otherwise provided by law, no shareholder shall have any right to examine any property or any books, accounts or other writings of the Corporation if there is reasonable ground for belief that such examination will, for any reason, be adverse to the interests of the Corporation. A vote of the Board of Directors refusing permission to make such examination shall be prima facie evidence that such examination would be adverse to the interests of the Corporation. Every such examination shall be subject to reasonable regulations as Board of Directors may establish in regard thereto.

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:
c/o Smith, Costello & Crawford, 50 Congress Street, Suite 420, Boston, MA 02109
- b. The name of its initial registered agent at its registered office:
Jennifer K. Crawford, Esq.
- 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: **Matthew J. Huron, 1550 Larimer Street, #296, Denver, CO 80202**

Treasurer: **Keith T. Nuber, 1550 Larimer Street, #296, Denver, CO 80202**

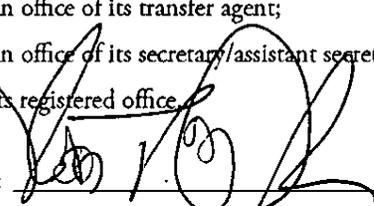
Secretary: **Keith T. Nuber, 1550 Larimer Street, #296, Denver, CO 80202**

Director(s): **Matthew J. Huron, 1550 Larimer Street, #296, Denver, CO 80202**

- d. The fiscal year end of the corporation:
December 31
- e. A brief description of the type of business in which the corporation intends to engage:
Marijuana establishments pursuant to Massachusetts law
- f. The street address of the principal office of the corporation:
50 Congress Street, Suite 420, Boston, MA 02109
- g. The street address where the records of the corporation required to be kept in the commonwealth are located is:

50 Congress Street, Suite 420, Boston, MA 02109, which is
(number, street, city or town, state, zip code)

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

Signed by:  _____
(signature of authorized individual)

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

on this **16th** day of **February**, **2018**

COMMONWEALTH OF MASSACHUSETTS

SECRETARY OF THE COMMONWEALTH

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

2018 FEB 26 PM 3:24

CORPORATIONS DIVISION

**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 26 day of February, 2018, at 3:24 a.m. (p.m) time

Effective date: _____

(must be within 90 days of date submitted)



WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

SB

Examiner

DB

Name approval

C

M

Filing fee: Minimum \$250

2277

TO BE FILLED IN BY CORPORATION
Contact Information:

Jennifer K. Crawford, Esq.

Smith, Costello & Crawford, 50 Congress Street, Ste 420

Boston, MA 02109

Telephone: (617) 523-0600

Email: jrcrawford@publicpolicylaw.com

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

1306182

BYLAWS
OF
GOOD CHEMISTRY OF MASSACHUSETTS, INC.

BYLAWS

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ARTICLE I

SHAREHOLDERS

1.1. Annual Meeting. The Corporation shall hold an annual meeting of shareholders at a time to be fixed by the Board of Directors, the Chief Executive Officer or the President and stated in the notice of the meeting. The purposes for which the annual meeting is to be held, in addition to those prescribed by the Articles of Organization, shall be for electing Directors and for such other purposes as shall be specified in the notice for the meeting, and only business within such purposes may be conducted at the meeting. In the event an annual meeting is not held at the time fixed in accordance with these Bylaws or the time for an annual meeting is not fixed in accordance with these Bylaws to be held within 13 months after the last annual meeting, the Corporation may designate a special meeting as a special meeting in lieu of the annual meeting, and such meeting shall have all of the effect of an annual meeting.

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

1.3. Place of Meetings. All meetings of shareholders shall be held at the principal office of the Corporation unless a different place is fixed by the Board of Directors, the Chief Executive Officer or the President and specified in the notice of the meeting, or the meeting is held solely by means of remote communication in accordance with Section 1.12 of these Bylaws.

1.4. Requirement of Notice. A written notice of the date, time and place of each annual and special shareholders' meeting describing the purposes of the meeting shall be given to shareholders entitled to vote at the meeting (and, to the extent required by law or the Articles of Organization, to shareholders not entitled to vote at the meeting) no fewer than seven nor more than 60 days before the meeting date. If an annual or special meeting of shareholders is adjourned to a different date, time or place, notice need not be given of the new date, time or place if the new date, time or place is announced at the meeting before adjournment. If a new record date for the adjourned meeting is fixed, however, notice of the adjourned meeting shall be given under this Section 1.4 to persons who are shareholders as of the new record date. All notices to shareholders shall conform to the requirements of Article III of these Bylaws.

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

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

1.6. Quorum.

(a) Unless otherwise provided by law, or in the Articles of Organization, these Bylaws or, to the extent authorized by law, a resolution of the Board of Directors requiring satisfaction of a greater quorum requirement for any voting group, a majority of the votes entitled to be cast on the matter by a voting group constitutes a quorum of that voting group for action on that matter, provided always that less than such a quorum shall have the power to adjourn a meeting of shareholders from time to time. As used in these Bylaws, a voting group includes all shares of one or more classes or series that, under the Articles of Organization or the Massachusetts Business Corporation Act, as in effect from time to time (the "MBCA"), are entitled to vote and to be counted together collectively on a matter at a meeting of shareholders.

(b) A share once represented for any purpose at a meeting is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless (1) the shareholder attends solely to object to lack of notice, defective notice or the conduct of the meeting on other grounds and does not vote the shares or otherwise consent that they are to be deemed present, or (2) in the case of an adjournment, a new record date is or shall be set for that adjourned meeting.

1.7. Voting and Proxies.

(a) Except as provided in this Section 1.7(a) or unless the Articles of Organization provide otherwise, each outstanding share, regardless of class, is entitled to one vote on each matter voted on at a shareholders' meeting. Only shares are entitled to vote, and each fractional share, if any, is entitled to a proportional vote. Absent special circumstances, the shares of the Corporation are not entitled to vote if they are owned, directly or indirectly, by another entity of which the Corporation owns, directly or indirectly, a majority of the voting interests; provided, however, that nothing in these Bylaws shall limit the power of the Corporation to vote any shares held by it, directly or indirectly, in a fiduciary capacity. Unless the Articles of Organization provide otherwise, redeemable shares are not entitled to vote after notice of redemption is given to the holders and a sum sufficient to redeem the shares has been deposited with a bank, trust company or other financial institution under an irrevocable obligation to pay the holders the redemption price upon surrender of the shares.

(b) A shareholder may vote his or her shares in person or may appoint a proxy to vote or otherwise act for him or her by signing an appointment form, either personally or by his or her attorney-in-fact. An appointment of a proxy is effective when received by the Secretary or other officer or agent authorized to tabulate votes. Unless otherwise provided in the appointment form, an appointment is valid for a period of 11 months from the date the shareholder signed the form or, if it is undated, from the date of its receipt by the officer or agent. An appointment of a proxy is revocable by the shareholder unless the appointment form conspicuously states that it is irrevocable and the appointment is coupled with an interest, as defined in the MBCA. An appointment made irrevocable is revoked when the interest with which it is coupled is extinguished. The death or incapacity of the shareholder appointing a

proxy shall not affect the right of the Corporation to accept the proxy's authority unless notice of the death or incapacity is received by the Secretary or other officer or agent authorized to tabulate votes before the proxy exercises his or her authority under the appointment. A transferee for value of shares subject to an irrevocable appointment may revoke the appointment if he or she did not know of its existence when he or she acquired the shares and the existence of the irrevocable appointment was not noted conspicuously on the certificate representing the shares or on the information statement for shares without certificates. Subject to the provisions of Section 7.24 of the MBCA, or any successor Section thereto, and to any express limitation on the proxy's authority appearing on the face of the appointment form, the Corporation is entitled to accept the proxy's vote or other action as that of the shareholder making the appointment.

1.8. Action at Meeting. If a quorum of a voting group exists, favorable action on a matter, other than the election of Directors, is taken by a voting group if the votes cast within the group favoring the action exceed the votes cast opposing the action, unless a greater number of affirmative votes is required by law, the Articles of Organization, these Bylaws or, to the extent authorized by law, a resolution of the Board of Directors requiring receipt of a greater affirmative vote of the shareholders, including more separate voting groups. Directors are elected by a plurality of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present. No ballot shall be required for such election unless requested by a shareholder present or represented at the meeting and entitled to vote in the election.

1.9. Conduct of Meetings. The Board of Directors may adopt by resolution such rules, regulations and procedures for the conduct of any meeting of shareholders as it shall deem appropriate, including without limitation such guidelines and procedures as it may deem appropriate regarding the participation by means of remote communication of shareholders and proxyholders not physically present at a meeting. Except to the extent inconsistent with such rules, regulations and procedures as adopted by the Board of Directors, the chairman of any meeting of shareholders shall have the right and authority to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such chairman, are appropriate for the proper conduct of the meeting. Such rules, regulations or procedures, whether adopted by the Board of Directors or prescribed by the chairman of the meeting, may include, without limitation, the following: (a) the establishment of an agenda or order of business for the meeting; (b) rules and procedures for maintaining order at the meeting and the safety of those present; (c) limitations on attendance at or participation in the meeting to shareholders, their duly authorized and constituted proxies or attorneys or such other persons as shall be determined; (d) restrictions on entry to the meeting after the time fixed for the commencement thereof; and (e) limitations on the time allotted to questions or comments by participants. Unless and to the extent determined by the Board of Directors or the chairman of the meeting, meetings of shareholders shall not be required to be held in accordance with the rules of parliamentary procedure.

1.10. Action Without Meeting by Written Consent.

(a) Action taken at a shareholders' meeting may be taken without a meeting if the action is taken either: (1) by all shareholders entitled to vote on the action; or (2) to the extent permitted by the Articles of Organization, by shareholders having not less than the minimum number of votes necessary to take the action at a meeting at which all shareholders entitled to vote on the action are present and voting. The action shall be evidenced by one or

more written consents that describe the action taken, are signed by shareholders having the requisite votes, bear the date of the signatures of such shareholders, and are delivered to the Corporation for inclusion with the records of meetings within 60 days of the earliest dated consent delivered to the Corporation as required by this Section 1.10. A consent signed under this Section 1.10 has the effect of a vote at a meeting.

(b) If action is to be taken pursuant to the consent of voting shareholders without a meeting, the Corporation, at least seven days before the action pursuant to the consent is taken, shall give notice, which complies in form with the requirements of Article III of these Bylaws, of the action (1) to nonvoting shareholders in any case where such notice would be required by law if the action were to be taken pursuant to a vote by voting shareholders at a meeting, and (2) if the action is to be taken pursuant to the consent of less than all the shareholders entitled to vote on the matter, to all shareholders entitled to vote who did not consent to the action. The notice shall contain, or be accompanied by, the same material that would have been required by law to be sent to shareholders in or with the notice of a meeting at which the action would have been submitted to the shareholders for approval.

1.11. Record Date. The Board of Directors may fix the record date in order to determine the shareholders entitled to notice of a shareholders' meeting, to demand a special meeting, to vote or to take any other action. If a record date for a specific action is not fixed by the Board of Directors, and is not supplied by law, the record date shall be (a) the close of business either on the day before the first notice is sent to shareholders, or, if no notice is sent, on the day before the meeting or (b) in the case of action without a meeting by written consent, the date the first shareholder signs the consent or (c) for purposes of determining shareholders entitled to demand a special meeting of shareholders, the date the first shareholder signs the demand or (d) for purposes of determining shareholders entitled to a distribution, other than one involving a purchase, redemption or other acquisition of the Corporation's shares, the date the Board of Directors authorizes the distribution. A record date fixed under this Section 1.11 may not be more than 70 days before the meeting or action requiring a determination of shareholders. A determination of shareholders entitled to notice of or to vote at a shareholders' meeting is effective for any adjournment of the meeting unless the Board of Directors fixes a new record date, which it shall do if the meeting is adjourned to a date more than 120 days after the date fixed for the original meeting.

1.12. Meetings by Remote Communication. Unless otherwise provided in the Articles of Organization, if authorized by the Board of Directors: any annual or special meeting of shareholders need not be held at any place but may instead be held solely by means of remote communication; and subject to such guidelines and procedures as the Board of Directors may adopt, shareholders and proxyholders not physically present at a meeting of shareholders may, by means of remote communication: (a) participate in a meeting of shareholders; and (b) be deemed present in person and vote at a meeting of shareholders whether such meeting is to be held at a designated place or solely by means of remote communication, provided that: (1) the Corporation shall implement reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a shareholder or proxyholder; (2) the Corporation shall implement reasonable measures to provide such shareholders and proxyholders a reasonable opportunity to participate in the meeting and to vote on matters submitted to the shareholders, including an opportunity to read or hear the

proceedings of the meeting substantially concurrently with such proceedings; and (3) if any shareholder or proxyholder votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by the Corporation.

1.13. Form of Shareholder Action.

(a) Any vote, consent, waiver, proxy appointment or other action by a shareholder or by the proxy or other agent of any shareholder shall be considered given in writing, dated and signed, if, in lieu of any other means permitted by law, it consists of an electronic transmission that sets forth or is delivered with information from which the Corporation can determine (1) that the electronic transmission was transmitted by the shareholder, proxy or agent or by a person authorized to act for the shareholder, proxy or agent; and (2) the date on which such shareholder, proxy, agent or authorized person transmitted the electronic transmission. The date on which the electronic transmission is transmitted shall be considered to be the date on which it was signed. The electronic transmission shall be considered received by the Corporation if it has been sent to any address specified by the Corporation for the purpose or, if no address has been specified, to the principal office of the Corporation, addressed to the Secretary or other officer or agent having custody of the records of proceedings of shareholders.

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

1.14. Shareholder List for Meeting.

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

(b) The list of shareholders shall be available for inspection by any shareholder, beginning two business days after notice is given of the meeting for which the list was prepared and continuing through the meeting: (1) at the Corporation's principal office or at a place identified in the meeting notice in the city where the meeting will be held; or (2) on a reasonably accessible electronic network, provided that the information required to gain access to such list is provided with the notice of the meeting. If the meeting is to be held solely by means of remote communication, the list shall be made available on an electronic network.

(c) A shareholder or his or her agent or attorney is entitled on written demand to inspect and, subject to the requirements of Section 6.2(c) of these Bylaws, to copy the list, during regular business hours and at his or her expense, during the period it is available for inspection.

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

ARTICLE II

DIRECTORS

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

2.2. Number and Election. The Board of Directors shall consist of one or more individuals, with the number fixed by the shareholders at the annual meeting or by the Board of Directors, but, unless otherwise provided in the Articles of Organization, if the Corporation has more than one shareholder, the number of Directors shall not be less than three, except that whenever there shall be only two shareholders, the number of Directors shall not be less than two. Except as otherwise provided in the Articles of Organization or these Bylaws, the Directors shall be elected by the shareholders at the annual meeting.

2.3. Vacancies. If a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of Directors: (a) the shareholders may fill the vacancy; (b) the Board of Directors may fill the vacancy; or (c) if the Directors remaining in office constitute fewer than a quorum of the Board of Directors, they may fill the vacancy by the affirmative vote of a majority of all the Directors remaining in office. Notwithstanding the foregoing, if the vacant office was held by a Director elected by a voting group of shareholders, only the holders of shares of that voting group or the Directors elected by that voting group are entitled to vote to fill the vacancy. A vacancy that will occur at a specific later date may be filled before the vacancy occurs but the new Director may not take office until the vacancy occurs.

2.4. Change in Size of the Board of Directors. The number of Directors may be fixed or changed from time to time by the shareholders or the Board of Directors.

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

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

2.7. Removal. The shareholders may remove one or more Directors with or without cause, but if a Director is elected by a voting group of shareholders, only the shareholders of that voting group may participate in the vote to remove him or her. A Director may be removed for

cause by the Directors by vote of a majority of the Directors then in office, but, if a Director is elected by a voting group of shareholders, only the Directors elected by that voting group may participate in the vote to remove him or her. A Director may be removed by the shareholders or the Directors only at a meeting called for the purpose of removing him or her, and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the Director.

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

2.9. Special Meetings. Special meetings of the Board of Directors may be called by the Chairman of the Board, the Chief Executive Officer, the President, the Secretary, any two Directors or one Director in the event that there is only one Director.

2.10. Notice. Special meetings of the Board of Directors must be preceded by at least two days' notice of the date, time and place of the meeting. The notice need not describe the purpose of the special meeting. All notices to Directors shall conform to the requirements of Article III of these Bylaws.

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

2.12. Quorum. Unless otherwise provided by law, the Articles of Organization or these Bylaws, a quorum of the Board of Directors consists of a majority of the Directors then in office, provided always that any number of Directors (whether one or more and whether or not constituting a quorum) constituting a majority of Directors present at any meeting or at any adjourned meeting may make an adjournment thereof.

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

2.14. Action Without Meeting. Any action required or permitted to be taken by the Directors may be taken without a meeting if the action is taken by the unanimous consent of the members of the Board of Directors. The action must be evidenced by one or more consents describing the action taken, in writing, signed by each Director, or delivered to the Corporation by electronic transmission, to the address specified by the Corporation for the purpose or, if no address has been specified, to the principal office of the Corporation, addressed to the Secretary or other officer or agent having custody of the records of proceedings of Directors, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section 2.14 is effective when the last Director signs or delivers the consent, unless the consent specifies a different effective date. A consent signed or delivered under this Section 2.14 has the effect of a meeting vote and may be described as such in any document.

2.15. Telephone Conference Meetings. The Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is considered to be present in person at the meeting.

2.16. Committees. The Board of Directors may create one or more committees and appoint members of the Board of Directors to serve on them. Each committee may have one or more members, who serve at the pleasure of the Board of Directors. The creation of a committee and appointment of members to it must be approved by a majority of all the Directors in office when the action is taken. Article III and Sections 2.10 through 2.15 of these Bylaws shall apply to committees and their members. To the extent specified by the Board of Directors, each committee may exercise the authority of the Board of Directors to the extent permitted by law. The creation of, delegation of authority to, or action by a committee does not alone constitute compliance by a Director with the standards of conduct described in Section 2.18 of these Bylaws.

2.17. Compensation. The Board of Directors may fix the compensation of Directors.

2.18. Standard of Conduct for Directors.

(a) A Director shall discharge his or her duties as a Director, including his or her duties as a member of a committee: (1) in good faith; (2) with the care that a person in a like position would reasonably believe appropriate under similar circumstances; and (3) in a manner the Director reasonably believes to be in the best interests of the Corporation. In determining what the Director reasonably believes to be in the best interests of the Corporation, a Director may consider the interests of the Corporation's employees, suppliers, creditors and customers, the economy of the state, the region and the nation, community and societal considerations, and the long-term and short-term interests of the Corporation and its shareholders, including the possibility that these interests may be best served by the continued independence of the Corporation.

(b) In discharging his or her duties, a Director who does not have knowledge that makes reliance unwarranted is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by:

(1) one or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent with respect to the information, opinions, reports or statements presented; (2) legal counsel, public accountants or other persons retained by the Corporation, as to matters involving skills or expertise the Director reasonably believes are matters (i) within the particular person's professional or expert competence or (ii) as to which the particular person merits confidence; or (3) a committee of the Board of Directors of which the Director is not a member if the Director reasonably believes the committee merits confidence.

(c) A Director is not liable for any action taken as a Director, or any failure to take any action, if he or she performed the duties of his or her office in compliance with this Section 2.18.

2.19. Conflict of Interest.

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

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

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

(3) the transaction was fair to the Corporation.

(b) For purposes of this Section 2.19, and without limiting the interests that may create conflict of interest transactions, a Director of the Corporation has an indirect interest in a transaction if: (1) another entity in which he or she has a material financial interest or in which he or she is a general partner is a party to the transaction; or (2) another entity of which he or she is a director, officer or trustee or in which he or she holds another position is a party to the transaction and the transaction is or should be considered by the Board of Directors.

(c) For purposes of clause (1) of subsection (a) of this Section 2.19, a conflict of interest transaction is authorized, approved or ratified if it receives the affirmative vote of a majority of the Directors on the Board of Directors (or on the committee) who have no direct or indirect interest in the transaction, but a transaction may not be authorized, approved or ratified under this Section 2.19 by a single Director. If a majority of the Directors who have no direct or indirect interest in the transaction vote to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking action under this Section 2.19. The presence of, or a vote cast by, a Director with a direct or indirect interest in the transaction does not affect the validity of any action taken under clause (1) of subsection (a) of this Section 2.19 if the transaction is otherwise authorized, approved or ratified as provided in that subsection.

(d) For purposes of clause (2) of subsection (a) of this Section 2.19, a conflict of interest transaction is authorized, approved or ratified if it receives the vote of a majority of the shares entitled to be counted under this subsection (d). Shares owned by or voted under the control of a Director who has a direct or indirect interest in the transaction, and shares owned by or voted under the control of an entity described in clause (1) of subsection (b) of this Section 2.19, may not be counted in a vote of shareholders to determine whether to authorize, approve or ratify a conflict of interest transaction under clause (2) of subsection (a) of this Section 2.19. The vote of those shares, however, is counted in determining whether the transaction is approved under other provisions of these Bylaws. A majority of the shares, whether or not present, that are entitled to be counted in a vote on the transaction under this subsection constitutes a quorum for the purpose of taking action under this Section 2.19.

2.20. Loans to Directors. The Corporation may not lend money to, or guarantee the obligation of a Director of, the Corporation unless: (a) the specific loan or guarantee is approved by a majority of the votes represented by the outstanding voting shares of all classes, voting as a single voting group, except the votes of shares owned by or voted under the control of the benefited Director; or (b) the Board of Directors determines that the loan or guarantee benefits the Corporation and either approves the specific loan or guarantee or a general plan authorizing loans and guarantees. The fact that a loan or guarantee is made in violation of this Section 2.20 shall not affect the borrower's liability on the loan.

ARTICLE III

MANNER OF NOTICE

Except as otherwise provided by law, all notices provided for under these Bylaws shall conform to the following requirements:

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

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

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

(d) Written notice by electronic transmission by the Corporation to any of its shareholders, if in comprehensible form, is effective: (1) if by facsimile telecommunication, when directed to a number furnished by the shareholder for the purpose; (2) if by electronic mail, when directed to an electronic mail address furnished by the shareholder for the purpose; (3) if by a posting on an electronic network together with separate notice to the shareholder of such

specific posting, directed to an electronic mail address furnished by the shareholder for the purpose, upon the later of (i) such posting and (ii) the giving of such separate notice; and (4) if by any other form of electronic transmission, when directed to the shareholder in such manner as the shareholder shall have specified to the Corporation. An affidavit of the Secretary or an Assistant Secretary of the Corporation, the transfer agent or other agent of the Corporation that the notice has been given by a form of electronic transmission shall, in the absence of fraud, be prima facie evidence of the facts stated therein.

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

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

ARTICLE IV

OFFICERS

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

4.2. Appointment. The officers shall be appointed by the Board of Directors. A duly appointed officer may appoint one or more officers or assistant officers if authorized by the Board of Directors. Each officer has the authority and shall perform the duties set forth in these Bylaws or, to the extent consistent with these Bylaws, the duties prescribed by the Board of Directors or by direction of an officer authorized by the Board of Directors to prescribe the duties of other officers. The appointment of an officer shall not itself create contract rights.

4.3. Qualification. The same individual may simultaneously hold more than one office in the Corporation. No officer need be a shareholder.

4.4. Tenure. Except as otherwise provided by law, the Articles of Organization or these Bylaws, each officer shall hold office until his or her successor is duly appointed, unless a different term is specified in the vote appointing him or her, or until his or her earlier death, resignation or removal.

4.5. Resignation. An officer may resign at any time by delivering notice of the resignation to the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Corporation accepts the future effective date, the Board of Directors may fill the pending

vacancy before the effective date if the Board of Directors provides that the successor shall not take office until the effective date. An officer's resignation shall not affect the Corporation's contract rights, if any, with the officer.

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

4.7. Vacancies. The Board of Directors may fill any vacancy occurring in any office for any reason and may, in its discretion, leave unfilled for such period as it may determine any offices other than those of President, Treasurer and Secretary. Each such successor shall hold office for the unexpired term of his or her predecessor and until his or her successor is duly appointed, or until he or she sooner dies, resigns or is removed.

4.8. Chairman of the Board and Vice Chairman of the Board. The Board of Directors may appoint from its members a Chairman of the Board, who need not be an employee or officer of the Corporation. If the Board of Directors appoints a Chairman of the Board, he or she shall perform such duties and possess such powers as are assigned to him or her by the Board of Directors and, if the Chairman of the Board is also designated as the Corporation's Chief Executive Officer, shall have the powers and duties of the Chief Executive Officer prescribed in Section 4.9 of these Bylaws. Unless otherwise provided by the Board of Directors, the Chairman of the Board shall preside at all meetings of the Board of Directors and shareholders.

If the Board of Directors appoints a Vice Chairman of the Board, he or she shall, in the event of the absence, inability or refusal to act of the Chairman of the Board, perform the duties and exercise the powers of the Chairman of the Board and shall perform such other duties and possess such other powers as may from time to time be vested in him or her by the Board of Directors.

4.9. President; Chief Executive Officer. Unless the Board of Directors has designated the Chairman of the Board or another person as Chief Executive Officer, the President shall be the Chief Executive Officer. The Chief Executive Officer shall have general charge and supervision of the business of the Corporation, subject to the direction of the Board of Directors. The President shall perform such other duties and shall have such other powers as the Board of Directors or the Chief Executive Officer (if the President is not the Chief Executive Officer) may from time to time prescribe. In the event of the absence, inability or refusal to act of the Chief Executive Officer or the President (if the President is not the Chief Executive Officer), the Vice President (or, if there shall be more than one, the Vice Presidents in the order determined by the Board of Directors) shall perform the duties of the Chief Executive Officer and, when so performing such duties, shall have all the powers of and be subject to all the restrictions upon, the Chief Executive Officer.

4.10. Vice Presidents. Any Vice President shall perform such duties and shall possess such powers as the Board of Directors, the Chief Executive Officer or the President may from time to time prescribe. The Board of Directors may assign to any Vice President the title Executive Vice President, Senior Vice President or any other title selected by the Board of Directors.

4.11. Treasurer and Assistant Treasurers. The Treasurer shall perform such duties and shall have such powers as may from time to time be assigned to him or her by the Board of Directors, the Chief Executive Officer or the President. In addition, the Treasurer shall perform such duties and have such powers as are incident to the office of treasurer, including without limitation the duty and power to keep and be responsible for all funds and securities of the Corporation, to deposit funds of the Corporation in depositories, to disburse such funds as ordered by the Board of Directors, the Chief Executive Officer or the President, to make proper accounts of such funds, and to render as required by the Board of Directors, the Chief Executive Officer or the President statements of all such transactions and of the financial condition of the Corporation.

Any Assistant Treasurer shall perform such duties and possess such powers as the Board of Directors, the Chief Executive Officer, the President or the Treasurer may from time to time prescribe. In the event of the absence, inability or refusal to act of the Treasurer, the Assistant Treasurer (or if there shall be more than one, the Assistant Treasurers in the order determined by the Board of Directors) shall perform the duties and exercise the powers of the Treasurer.

4.12. Secretary and Assistant Secretaries. The Secretary shall perform such duties and shall possess such powers as the Board of Directors, the Chief Executive Officer or the President may from time to time prescribe. In addition, the Secretary shall perform such duties and shall have such powers as are incident to the office of the secretary, including without limitation the duty and power to give notices of all meetings of shareholders and Directors, to attend all meetings of shareholders and Directors, to prepare minutes of the meetings of shareholders and Directors, to authenticate the records of the Corporation, to maintain a stock ledger and prepare lists of shareholders and their addresses as required, to be custodian of corporate records and the corporate seal and to affix and attest to the same on documents.

Any Assistant Secretary shall perform such duties and possess such powers as the Board of Directors, the Chief Executive Officer, the President or the Secretary may from time to time prescribe. In the event of the absence, inability or refusal to act of the Secretary, the Assistant Secretary (or if there shall be more than one, the Assistant Secretaries in the order determined by the Board of Directors) shall perform the duties and exercise the powers of the Secretary.

In the absence of the Secretary or any Assistant Secretary at any meeting of shareholders or Directors, the person presiding at the meeting shall designate a temporary secretary to prepare the minutes of the meeting.

4.13. Salaries. Officers of the Corporation shall be entitled to such salaries, compensation or reimbursement as shall be fixed or allowed from time to time by the Board of Directors.

4.14. Standard of Conduct for Officers. An officer shall discharge his or her duties: (a) in good faith; (b) with the care that a person in a like position would reasonably exercise under similar circumstances; and (c) in a manner the officer reasonably believes to be in the best interests of the Corporation. In discharging his or her duties, an officer who does not have knowledge that makes reliance unwarranted is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented

by: (1) one or more officers or employees of the Corporation whom the officer reasonably believes to be reliable and competent with respect to the information, opinions, reports or statements presented; or (2) legal counsel, public accountants or other persons retained by the Corporation as to matters involving skills or expertise the officer reasonably believes are matters (i) within the particular person's professional or expert competence or (ii) as to which the particular person merits confidence. An officer shall not be liable to the Corporation or its shareholders for any decision to take or not to take any action taken, or any failure to take any action, as an officer, if the duties of the officer are performed in compliance with this Section 4.14.

ARTICLE V

PROVISIONS RELATING TO SHARES

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

5.2. Share Certificates. If shares are represented by certificates, at a minimum each share certificate shall state on its face: (a) the name of the Corporation and that it is organized under the laws of The Commonwealth of Massachusetts; (b) the name of the person to whom issued; and (c) the number and class of shares and the designation of the series, if any, the certificate represents. Every certificate for shares of stock that are subject to any restriction on the transfer or registration of transfer of such shares pursuant to the Articles of Organization, these Bylaws, an agreement among shareholders or an agreement among shareholders and the Corporation, shall have conspicuously noted on the front or back of such certificate the existence of such restrictions. If different classes of shares or different series within a class are authorized, then the variations in rights, preferences and limitations applicable to each class and series, and the authority of the Board of Directors to determine variations for any future class or series, must be summarized on the front or back of each certificate. Alternatively, each certificate may state conspicuously on its front or back that the Corporation will furnish the shareholder this information on request in writing and without charge. Each share certificate shall be signed, either manually or in facsimile, by the Chief Executive Officer, the President or a Vice President and by the Treasurer or an Assistant Treasurer or the Secretary or an Assistant Secretary, or any two officers designated by the Board of Directors, and may bear the corporate seal or its facsimile. If the person who signed, either manually or in facsimile, a share certificate no longer holds office when the certificate is issued, the certificate shall be nevertheless valid.

5.3. Uncertificated Shares. The Board of Directors may authorize the issue of some or all of the shares of any or all of the Corporation's classes or series without certificates. The

authorization shall not affect shares already represented by certificates until they are surrendered to the Corporation. Within a reasonable time after the issue or transfer of shares without certificates, the Corporation shall send the shareholder a written statement of the information required by the MBCA to be on certificates.

5.4. Transfers; Record and Beneficial Owners. Subject to the restrictions, if any, stated or noted on the stock certificates, shares of stock may be transferred on the books of the Corporation by the surrender to the Corporation or its transfer agent of the certificate representing such shares properly endorsed or accompanied by a written assignment or power of attorney properly executed, and with such proof of authority or the authenticity of signature as the Corporation or its transfer agent may reasonably require. The Corporation shall be entitled to treat the record holder of shares as shown on its books as the owner of such shares for all purposes, including the payment of dividends and other distributions and the right to vote with respect thereto, regardless of any transfer, pledge or other disposition of such shares until the shares have been transferred on the books of the Corporation in accordance with the requirements of these Bylaws. Notwithstanding anything to the contrary herein, to the extent the Board of Directors has established a procedure by which the beneficial owner of shares that are registered in the name of a nominee will be recognized by the Corporation as a shareholder, the Corporation shall be entitled to treat the beneficial owner of shares as the shareholder to the extent of the rights granted by a nominee certificate on file with the Corporation.

5.5. Replacement of Certificates. The Board of Directors may, subject to applicable law, determine the conditions upon which a new share certificate may be issued in place of any certificate alleged to have been lost, destroyed or wrongfully taken. The Board of Directors may, in its discretion, require the owner of such share certificate, or his or her legal representative, to give a bond, sufficient in its opinion, with or without surety, to indemnify the Corporation against any loss or claim which may arise by reason of the issue of the new certificate.

ARTICLE VI

CORPORATE RECORDS

6.1. Records to be Kept.

(a) The Corporation shall keep as permanent records minutes of all meetings of its shareholders and Board of Directors, a record of all actions taken by the shareholders or Board of Directors without a meeting, and a record of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the Corporation. The Corporation shall maintain appropriate accounting records. The Corporation or its agent shall maintain a record of its shareholders, in a form that permits preparation of a list of the names and addresses of all shareholders, in alphabetical order by class of shares showing the number and class of shares held by each. The Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

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

- (1) its Articles or Restated Articles of Organization and all amendments to them currently in effect;
- (2) its Bylaws or Restated Bylaws and all amendments to them currently in effect;
- (3) resolutions adopted by its Board of Directors creating one or more classes or series of shares, and fixing their relative rights, preferences and limitations, if shares issued pursuant to those resolutions are outstanding;
- (4) the minutes of all shareholders' meetings, and records of all action taken by shareholders without a meeting, for the past three years;
- (5) all written communications to shareholders generally within the past three years, including the financial statements furnished under Section 16.20 of the MBCA, or any successor Section thereto, for the past three years;
- (6) a list of the names and business addresses of its current Directors and officers; and
- (7) its most recent annual report delivered to the Massachusetts Secretary of State.

6.2. Inspection of Records by Shareholders.

(a) A shareholder is entitled to inspect and copy, during regular business hours at the office where they are maintained pursuant to Section 6.1(b) of these Bylaws, copies of any of the records of the Corporation described in said Section 6.1(b) if he or she gives the Corporation written notice of his or her demand at least five business days before the date on which he or she wishes to inspect and copy.

(b) A shareholder is entitled to inspect and copy, during regular business hours at a reasonable location specified by the Corporation, any of the following records of the Corporation if the shareholder meets the requirements of subsection (c) of this Section 6.2 and gives the Corporation written notice of his or her demand at least five business days before the date on which he or she wishes to inspect and copy:

- (1) excerpts from minutes reflecting action taken at any meeting of the Board of Directors, records of any action of a committee of the Board of Directors while acting in place of the Board of Directors on behalf of the Corporation, minutes of any meeting of the shareholders, and records of action taken by the shareholders or Board of Directors without a meeting, to the extent not subject to inspection under subsection (a) of this Section 6.2;
- (2) accounting records of the Corporation, but if the financial statements of the Corporation are audited by a certified public accountant, inspection shall be limited to the financial statements and the supporting schedules reasonably necessary to verify any line item on those statements; and

(3) the record of shareholders described in Section 6.1(a) of these Bylaws.

(c) A shareholder may inspect and copy the records described in subsection (b) of this Section 6.2 only if:

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

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

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

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

(d) For purposes of this Section 6.2, “shareholder” includes a beneficial owner whose shares are held in a voting trust or by a nominee on his or her behalf.

6.3. Scope of Inspection Right.

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

(b) The Corporation may, if reasonable, satisfy the right of a shareholder to copy records under Section 6.2 of these Bylaws by furnishing to the shareholder copies by photocopy or other means chosen by the Corporation, including copies furnished through an electronic transmission.

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

(d) The Corporation may comply at its expense with a shareholder’s demand to inspect the record of shareholders under clause (3) of subsection (b) of Section 6.2 of these Bylaws by providing the shareholder with a list of shareholders that was compiled no earlier than the date of the shareholder’s demand.

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

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

ARTICLE VII

INDEMNIFICATION

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

“Corporation” includes any domestic or foreign predecessor entity of the Corporation in a merger.

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

“Disinterested Director” is a Director who, at the time of a vote or selection referred to in Section 7.4 of these Bylaws, is not (a) a party to the proceeding, or (b) an individual having a familial, financial, professional or employment relationship with the Director or officer whose standard of conduct is the subject of the decision being made, which relationship would, in the circumstances, reasonably be expected to exert an influence on the Director’s judgment when voting on the decision being made.

“Expenses” includes, without limitation, attorneys’ fees, retainers, court costs, transcript costs, fees and expenses of experts, travel expenses, duplicating costs, printing and binding costs, telephone and telecopy charges, postage, delivery service fees and other disbursements or expenses of the type customarily incurred in connection with a proceeding, but shall not include the amount of judgments, fines or penalties against a Director or officer or amounts paid in settlement in connection with such matters.

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

“Party” is an individual who was, is or is threatened to be made, a defendant or respondent in a proceeding.

“Proceeding” is any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitratative or investigative and whether formal or informal.

7.2. Indemnification of Directors and Officers.

(a) Subject to Sections 7.4 and 7.5 of these Bylaws and except as otherwise provided in this Section 7.2, the Corporation shall, to the fullest extent permitted by law (as such

may be amended from time to time), indemnify an individual in connection with any proceeding as to which such individual is, was or is threatened to be made a party by reason of such individual's status as a Director or officer. In furtherance of the foregoing and without limiting the generality thereof:

(i) the Corporation shall indemnify an individual who is a party to a proceeding because he or she is a Director against liability incurred in the proceeding if: (A) (1) he or she conducted himself or herself in good faith; and (2) he or she reasonably believed that his or her conduct was in the best interests of the Corporation or that his or her conduct was at least not opposed to the best interests of the Corporation; and (3) in the case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful; or (B) he or she engaged in conduct for which he or she shall not be liable under a provision of the Articles of Organization authorized by Section 2.02(b)(4) of the MBCA or any successor provision to such Section;

(ii) the Corporation shall indemnify an individual who is a party to a proceeding because he or she is an officer (but not a Director) against liability incurred in the proceeding, except for liability arising out of acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; provided, however, that the standard of conduct set forth in this clause (ii) shall apply to a Director who is also an officer if the basis on which he or she is made a party to the proceeding is an act or omission solely as an officer; and

(iii) notwithstanding any other provision of this Article VII, the Corporation shall indemnify a Director or officer who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she was a Director or officer against reasonable expenses incurred by him or her in connection with the proceeding.

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

(c) The termination of a proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, is not, of itself, determinative that the Director or officer did not meet the relevant standard of conduct described in this Section 7.2.

(d) Unless ordered by a court of competent jurisdiction, the Corporation may not indemnify a Director or officer under this Section 7.2 if his or her conduct did not satisfy the relevant standards set forth in this Section 7.2.

(e) Notwithstanding anything to the contrary in this Article VII, except as required by law:

(i) the Corporation shall not indemnify a Director or officer in connection with a proceeding (or part thereof) initiated by such Director or officer unless the initiation thereof was approved by the Board of Directors; and

(ii) the Corporation shall not be required to make an indemnification payment to a Director or officer to the extent such Director or officer has otherwise actually received such payment under any insurance policy, agreement or otherwise, and in the event the Corporation makes any indemnification payments to such Director or officer and such Director or officer is subsequently reimbursed from the proceeds of insurance, such Director or officer shall promptly refund such indemnification payments to the Corporation to the extent of such insurance reimbursement.

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

(a) a written affirmation of his or her good faith belief that he or she has met the relevant standard of conduct described in Section 7.2 of these Bylaws or, if he or she is a Director and is a party to a proceeding because he or she is a Director, that the proceeding involves conduct for which liability has been eliminated under a provision of the Articles of Organization as authorized by Section 2.02(b)(4) of the MBCA or any successor provision to such Section; and

(b) his or her written undertaking to repay any funds advanced if he or she is not wholly successful, on the merits or otherwise, in the defense of such proceeding and it is ultimately determined pursuant to Section 7.4 of these Bylaws or by a court of competent jurisdiction that he or she has not met the relevant standard of conduct described in Section 7.2 of these Bylaws.

Such undertaking must be an unlimited general obligation of the Director or officer but need not be secured and shall be accepted without reference to the financial ability of the Director or officer to make repayment.

7.4. Procedures for Indemnification; Determination of Indemnification.

(a) In order to obtain indemnification or advancement of expenses pursuant to this Article VII, a Director or officer shall submit to the Corporation a written request, including in such request such documentation and information as is reasonably available to such Director or officer and is reasonably necessary to determine whether and to what extent such Director or officer is entitled to indemnification or advancement of expenses. After receipt of such written request, the Corporation shall consider in good faith whether such Director or officer is entitled to indemnification or advancement of expenses hereunder, subject to the provisions of Section 7.4(b) below.

(b) With respect to requests under Section 7.2 of these Bylaws, no indemnification shall be made unless the Corporation determines that the Director or officer has met the relevant standard of conduct set forth in such Section 7.2. The determination of whether such Director or officer has met the relevant standard of conduct set forth in such Section 7.2, and any determination that expenses that have been advanced pursuant to Section 7.3 of these Bylaws must be subsequently repaid to the Corporation, shall be made in each instance:

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

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

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

7.5. Notification and Defense of Claim; Settlements.

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

(b) The Corporation shall not be required to indemnify the Indemnitee under this Article VII for any amounts paid in settlement of any proceeding effected without its written consent. The Corporation shall not settle any proceeding in any manner that would impose any

penalty or limitation on the Indemnitee without the Indemnitee's written consent. Neither the Corporation nor the Indemnitee will unreasonably withhold his, her or its consent to any proposed settlement.

7.6. Partial Indemnification. If a Director or officer is entitled under any provision of this Article VII to indemnification by the Corporation for a portion of the liabilities incurred by him or her or on his or her behalf in connection with any proceeding, but not for the total amount thereof, the Corporation shall nevertheless indemnify such Director or officer for the portion of such liabilities to which such Director or officer is entitled.

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

7.8. Merger or Consolidation. If the Corporation is merged into or consolidated with another corporation and the Corporation is not the surviving corporation, the surviving corporation shall assume the obligations of the Corporation under this Article VII with respect to any proceeding arising out of or relating to any actions, transactions or facts occurring prior to the date of such merger or consolidation.

7.9. Application of this Article.

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

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

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

(d) If this Article VII or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each Director or officer as to any liabilities in connection with a proceeding to the fullest extent

permitted by any applicable portion of this Article VII that shall not have been invalidated and to the fullest extent permitted by applicable law.

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

ARTICLE VIII

MISCELLANEOUS

8.1. Fiscal Year. Except as otherwise determined from time to time by the Board of Directors, the fiscal year of the Corporation shall in each year end on December 31.

8.2. Seal. The seal of the Corporation shall, subject to alteration by the Board of Directors, bear the Corporation's name, the word "Massachusetts" and the year of its incorporation.

8.3. Voting of Securities. Except as the Board of Directors may otherwise designate, the Chief Executive Officer, President or Treasurer may waive notice of, and act as, or appoint any person or persons to act as, proxy or attorney-in-fact for the Corporation (with or without power of substitution) at, any meeting of shareholders of any other corporation or organization, the securities of which may be held by the Corporation.

8.4. Evidence of Authority. A certificate by the Secretary, an Assistant Secretary or a temporary Secretary as to any action taken by the shareholders, Directors, any committee or any officer or representative of the Corporation shall as to all persons who rely on the certificate in good faith be conclusive evidence of such action.

8.5. Articles of Organization. All references in these Bylaws to the Articles of Organization shall be deemed to refer to the Articles of Organization of the Corporation, as amended and in effect from time to time.

8.6. Severability. Any determination that any provision of these Bylaws is for any reason inapplicable, illegal or ineffective shall not affect or invalidate any other provision of these Bylaws.

8.7. Pronouns. All pronouns used in these Bylaws shall be deemed to refer to the masculine, feminine or neuter, singular or plural, as the identity of the person or persons may require.

ARTICLE IX

AMENDMENTS

9.1. General. The power to make, amend or repeal these Bylaws shall be in the shareholders. If authorized by the Articles of Organization, the Board of Directors may also make, amend or repeal these Bylaws in whole or in part, except with respect to any provision

thereof which by virtue of an express provision in the MBCA, the Articles of Organization or these Bylaws, requires action by the shareholders.

9.2. Notice. Not later than the time of giving notice of the meeting of shareholders next following the making, amending or repealing by the Board of Directors of any Bylaw, notice stating the substance of the action taken by the Board of Directors shall be given to all shareholders entitled to vote on amending these Bylaws. Any action taken by the Board of Directors with respect to these Bylaws may be amended or repealed by the shareholders.

9.3. Quorum and Required Vote.

(a) If authorized by the Articles of Organization, a Bylaw amendment adopted by shareholders may provide for a greater or lesser quorum requirement for action by any voting group of shareholders, or for a greater affirmative voting requirement, including additional separate voting groups, than is provided for in the MBCA.

(b) Approval of an amendment to these Bylaws that changes or deletes a quorum or voting requirement for action by shareholders must satisfy both the applicable quorum and voting requirements for action by shareholders with respect to amendment of these Bylaws and also the particular quorum and voting requirements sought to be changed or deleted.

(c) A Bylaw dealing with quorum or voting requirements for shareholders, including additional voting groups, may not be adopted, amended or repealed by the Board of Directors.

(d) A Bylaw that fixes a greater or lesser quorum requirement for action by the Board of Directors, or a greater voting requirement, than provided for by the MBCA may be amended or repealed by the shareholders, or by the Board of Directors if the Board of Directors is authorized to amend these Bylaws.

(e) If the Board of Directors is authorized to amend these Bylaws, approval by the Board of Directors of an amendment to these Bylaws that changes or deletes a quorum or voting requirement for action by the Board of Directors must satisfy both the applicable quorum and voting requirements for action by the Board of Directors with respect to amendment of these Bylaws, and also the particular quorum and voting requirements sought to be changed or deleted.

Plan for Obtaining Liability Insurance

(This document is a summary of the Good Chemistry of Massachusetts, Inc. plan to obtain Liability Insurance.)

I. Purpose

The purpose of this plan is to outline how Good Chemistry of Massachusetts, Inc. will obtain and maintain the required General Liability and Product Liability insurance coverage as required pursuant to 935 CMR 500.105(10), or otherwise comply with this requirement. It is important to note that Good Chemistry of Massachusetts, Inc. currently has liability insurance for its Worcester dispensary and Bellingham cultivation. We believe it will be no issue adding the Lynn facility to that existing policy.

II. Research

In the unlikely event that Good Chemistry of Massachusetts, Inc. is unable to add the Lynn facility to its current liability policy, Good Chemistry of Massachusetts, Inc. will continue to engage with multiple insurance providers offering General and Product Liability Insurance coverage in the amounts required in 935 CMR 500.105(10). These providers are established in the legal marijuana industry. We are continuing these discussions with the insurance providers and will engage with the provider who best suits the needs of the company once we receive a Provisional License.

III. Plan

1. Once Good Chemistry of Massachusetts, Inc. receives its Provisional Marijuana Establishment License we will engage with an insurance provider who is experienced in the legal marijuana industry.
 - a. Good Chemistry of Massachusetts, Inc. will obtain and maintain general liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually, and product liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually.
 - b. The deductible for each policy will be no higher than \$5,000 per occurrence.
2. In the event that Good Chemistry of Massachusetts, Inc. cannot obtain the required insurance coverage, Good Chemistry of Massachusetts, Inc. will place a minimum of \$250,000 in an escrow account. These funds will be used solely for the coverage of liabilities.
 - a. Good Chemistry of Massachusetts, Inc. will replenish this account within ten business days of any expenditure.
3. Good Chemistry of Massachusetts, Inc. will maintain reports documenting compliance with 935 CMR 500.105(10) in a manner and form determined by the Commission and make these reports available to the Commission up request.

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History of Good Chemistry

Matthew Huron, founder, CEO and sole owner of Good Chemistry, has 18+ years of experience in the medical and retail marijuana industry. Good Chemistry is the outgrowth of a California-based, non-profit medical marijuana cooperative founded by Matthew to serve AIDS patients in hospitals and hospice care facilities. His experience with marijuana began when his father and father's partner were diagnosed with HIV/AIDS. Seeing the relief they both found from their treatment with marijuana, Matthew started cultivating marijuana for its therapeutic value in 2000. In 2009, after serving medical patients in California for nine years, Matthew moved to Colorado and became a key player in shaping Colorado's Medical Marijuana Code through legislative and regulatory work. Matthew has a successful history of compliance with all rules and regulations. With approximately 10 years of operation under Matthew's supervision, the Company has had no material violations.

Today, Good Chemistry operates in Colorado, Nevada and, on August 2, 2018 opened for medical sales in Worcester Massachusetts. The Company has also submitted applications for Adult Use in Worcester and hopes to obtain final licenses in May 2019.

Overview of Good Chemistry Colorado

Sweetwater Partners, LLC (d/b/a Good Chemistry) was founded by marijuana industry pioneer Matthew Huron in 2009, as a licensed medical marijuana dispensary located near the state capitol building in Denver, Colorado. With a strong focus on health and wellness, the Good Chemistry cultivates, dispenses and sells marijuana to qualified patients and retail customers in compliance with all state and local laws.

The Company has outperformed hundreds of other dispensaries in the Denver area to become one of the most successful through its offering of high quality products and commitment to patient service, retail customer service and safe and secure access to high quality marijuana products.

A summary of operating highlights is as follows:

- Track record of success in marijuana dispensary / adult-use retail and cultivation in a highly regulated environment;
- More than 160 employees operating across six facilities;
- Highly experienced management team with more than 100 years of combined experience in marijuana cultivation, retail, finance, regulatory development and community relations (Select Senior Team Bios included in Appendix A);
- Master cultivators with 18+ years of experience producing more than 70 strains of marijuana – never had a crop failure;
- Self-funded and wholly owned by Matthew Huron;
- ~50,000 sf of state-of-the art, highly automated cultivation space;
- Three recognized, high volume retail / medical dispensaries in Denver / Aurora, CO; fourth dispensary / retail location under development;
- Compassionate Care Program providing medical marijuana to hardship patients at low or no cost;

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- Skilled in setting up facilities for both the production and retail / medical sale of marijuana products – from both an infrastructure and regulatory perspective;
- A leader in best practices and policymaking at federal, state and local levels;
- History of charitable contributions / donations to One Colorado, AIDS Walk, Denver Rescue Mission and local veteran, law enforcement and fire department charities;
- Consistently considered a “good neighbor” for its community support, professional conduct, and partnership with local law enforcement; the Company also deploys significant filtration systems so as to not impact outside air quality conditions.

Overview of Good Chemistry of Massachusetts

Good Chemistry of Massachusetts, Inc. (“GCMA”) started business development efforts in the state of Massachusetts in late 2012 / early 2013. Matthew Huron, founder and sole owner has a personal connection to Massachusetts and Worcester in particular. Matthew’s father graduated from Holy Cross, his grandparents lived in Worcester for 25 years, and his god son was born and raised in the City of Worcester. Based on this connection, and a strong, positive opinion of Massachusetts’ cannabis regulatory structure, Matthew believed the state of Massachusetts should be the next area of expansion for Good Chemistry.

In the fall of 2015, Good Chemistry secured a provisional certificate of registration (PCR) from the Department of Health (DPH) in Massachusetts. It should be noted that in 2016 and early 2017 Good Chemistry of Colorado completed several expansion plans in Colorado and Nevada which in part resulted in a delayed entrance into Massachusetts.

In the fall of 2017, GCMA began to design and build its medical cultivation facility in Bellingham, MA. Construction was completed in the Spring of 2018 and final licenses to cultivate were received from the DPH in April 2018. GCMA successfully completed its first medical harvest in July 2018. GCMA then applied for Adult Use licenses in Bellingham and Worcester. The Company received its final certificates of registrations on February 21, 2019 and is in the process of completing its “ready for sale” inspections.

Over this same period, GCMA began construction of its medical dispensary in Worcester, MA. The Company completed construction and received approval to begin medical sales in July 2018. During the spring and summer of 2017, Good Chemistry relocated seven trusted employees to Massachusetts to help further ensure the success of its operation in Massachusetts. In addition, GCMA hired up to ten individuals across the dispensary and cultivation operations. All required staff was hired / trained in July and GCMA officially opened to the public for medical sales on August 2, 2018. Today, GCMA employs approximately 35 people in the state of Massachusetts.

In the summer of 2018, GCMA also began the process to apply for adult use licenses. Over this time the Company completed various community meetings in Worcester and Bellingham, signed an adult use-specific community host agreement with the City of Worcester, and submitted

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applications to the Cannabis Control Commission (CCC) for adult use cultivation, production and retail licenses.

Business Development Efforts in Lynn

Lynn, MA represents the next stage of expansion for GCMA. The company has been working in business development in Lynn for more than a year and a half. In the company identified an ideal retail location. In December of that same year GMCA held a community meeting. In February 2019, the Company was awarded final approval from the Lynn City Council to commence sales within its jurisdiction. GCMA is optimistic that it will be able to complete the adult use licensing and construction processes in 2019, opening for sales in January of 2020.

Similar to how Good Chemistry operates today in Aurora, Colorado, the Lynn location will be for adult use sale only. Cannabis supply for the Lynn location will come from GCMA’s existing, licensed operation in Bellingham. With that said, all cultivated cannabis, product inventory and sales transactions are monitored and tracked separately to distinctly capture medical versus adult use activity. In cultivation, medical and adult use plants are tagged and stored separately throughout the grow, harvest and processing life cycle. This separation continues during the transport from the cultivation / production facility to the dispensary / retail location.

Projected Financial Profile

As part of its expansion into adult use sales in Lynn Massachusetts, GCMA put together a preliminary financial forecast. It should be noted that as with any market, particularly a brand new adult use cannabis market, it is very difficult to project sales volume and associated expenses. A summary of the three-year forecast is as follows (a complete financial exhibit is attached in Appendix B):

The revenue forecast assumes a growing number of unique customers per year ranging from 750 to 3,000. At less than 1% of the Massachusetts population this is viewed as conservative. To provide some context, Colorado has anecdotally shown percentages of the population as cannabis consumers ranging from 5 – 10%. In addition, it is assumed each customer will purchase approximately ¾ of an ounce per month at an ounce price of \$375. This demand appears reasonable vis-à-vis our experience in Colorado while this pricing appears consistent with current market pricing statistics in Massachusetts. Based on the aforementioned assumptions, annual revenue is expected to grow from \$2.5 million to \$10.1 million over the forecast period.

(\$MM)	Fiscal Years		
	2020 - 2021	2021 - 2022	2022 - 2023
Revenue	\$ 2.531	\$ 5.400	\$ 10.125
y/y growth	-	113%	88%

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To support this growth, Good Chemistry will add additional full time equivalent employees (FTEs). Total headcount in Lynn will ramp from 20 at the end of the first fiscal year to up to 40 by the end of 2023.

	Fiscal Years		
	2020 - 2021	2021 - 2022	2022 - 2023
Full-time employees	20	30	40

With the corresponding growth in Lynn volume and FTEs, GCMA projects a dollar increase in the expenses required to successfully operate the combined dispensary, retail, cultivation and production business. Please note that operating expenses here include all costs associated with operating GCMA Lynn, including but not limited to rent, supplies, payroll, security and insurance. To support the projected growth and as shown below, total operating expenses are projected to ramp from approximately \$2.4 million in 2019 to \$7.1 million for the fiscal year ended 2021. Likewise, operating profit is projected to ramp from \$126,000, essentially break-even, in Year 1, to approximately \$3 million in Year 3.

(\$MM)	Fiscal Years		
	2020 - 2021	2021 - 2022	2022 - 2023
Revenue	\$ 2.531	\$ 5.400	\$ 10.125
Operating Expenses	\$ 2.405	\$ 4.050	\$ 7.088
Operating Profit	\$ 0.126	\$ 1.350	\$ 3.038
Operating margin	5%	25%	30%

Concluding Remarks

In summary, Good Chemistry's founder and team have a track record of 18+ years industry experience, eight years operating experience specifically in the highly regulated Colorado market with no material violations, and five years of ongoing business development; facility construction and cultivation / production work in Massachusetts. Good Chemistry currently employs approximately 160 people in Colorado across three gardens and three dispensary / retail locations. In its first year, GCMA Lynn will employ approximately 20 FTEs.

GCMA believes it has the skillset and resources to be successful in the Massachusetts adult use market and looks forward to the opportunity to do so.

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Exhibit A – Select Good Chemistry Senior Team Biographies

MATTHEW HURON

Chief Executive Officer

Matthew Huron founded Good Chemistry Colorado in 2010 and is currently its Chief Executive Officer. A man of dedication, compassion, and with nearly two decades of experience in the cannabis industry, Matt is recognized as one of the most experienced cultivators and operators in the U.S.

An industry leader in best practices for cannabis cultivation and dispensing, Matt consistently has demonstrated a successful record of providing high-quality and compassionate service to both patients and customers, and a proficiency in running cannabis operations within several states.

Matt first became involved in the medical cannabis industry when his father and his father's partner were diagnosed with HIV/AIDS. In 1996, when medical marijuana became available in California, he saw firsthand the symptomatic relief patients experienced from this alternative medical treatment.

In 2000, he began cultivating and dispensing medical cannabis for HIV/AIDS patients throughout the Bay Area, and subsequently founded and operated one of the most respected and well-known nonprofit medical cannabis facilities in San Francisco, The Elmar Lins Compassion Co-Op.

From California to Colorado

After operating The Elmar Lins Compassion Co-Op for nearly a decade, Huron moved to Colorado in 2009, where regulation and legislation were being created for the developing medical cannabis industry, and co-founded Wellspring Collective which originally catered to seniors with health challenges and provides alternative medical services.

Matt also wanted to share his knowledge and experience in the cannabis industry. He is the founding board member of Colorado Leads, Marijuana Industry Group (MIG), Cannabis Business Alliance (CBA), and the National Cannabis Industry Association (NCIA). He has also served on the Colorado Department of Revenue's Medical Marijuana Enforcement Division's (MED) Licensing Authority Advisory Committee, and continues to add his voice to the foundation and future direction of the medical and adult-use cannabis industries.

Good Chemistry Colorado launched in 2010, and is now considered to be one of the finest vertically integrated cannabis companies in the state. Since opening Good Chemistry Colorado, Huron has expanded cultivation operations in three large Colorado facilities devoted solely to the production of ~75 strains of marijuana.

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Today, Good Chemistry employs a staff of more than 150 individuals across three states (Nevada, Colorado, and Massachusetts) in dispensaries, cultivation and corporate operations.

Improving All the Time

There is no rest for the weary, and Matt is constantly looking for ways for improving best practices, policies and procedures, and cultivation.

Huron has developed and implemented best practices in the medical and retail marijuana industry, including a Compassion Care Program that enables patients with limited resources to obtain medical marijuana at little or no cost. Matt also optimized the production of extracts and concentrates through solvent-less processing.

His enforcement of policies and procedures throughout the company has ensured strict compliance with state and local regulations. Huron has collaborated with local leaders and law enforcement to enhance neighborhood safety and security.

Huron has a bachelor's degree from the University of California, Berkeley.

DUNCAN CAMERON

Chief Production Officer

Duncan Cameron joined Good Chemistry in 2010 as Chief Production Officer. Considered a master cultivator in the cannabis industry, Cameron's experience includes plant husbandry, advanced propagation techniques, cultivation design, permitting, regulatory and environmental compliance, staff training and management.

Under his leadership, Good Chemistry has significantly reduced the time to harvest, adding an additional cycle into the calendar year. Cameron increased the available gene pool from six to more than 70 strains and refined integrated pest management as it pertains to cannabis.

As Chief Production Officer, Cameron oversees all tasks associated with plant cultivation, from propagation to harvest, encompassing plant nutrition, pest control, scheduling of plant cycles, processing and R&D. Cameron also manages sophisticated climate control systems, ensuring cultivation of contaminant-free marijuana, consistent with Colorado Department of Agriculture and Marijuana Enforcement Division requirements and Good Manufacturing Practices.

In addition to his role as Chief Production Officer, Cameron served as the project manager for Good Chemistry's cultivation expansions, growing capacity by over 50% year over year. He oversees budgeting, scheduling, system design, building infrastructure and compliance with local codes and ordinances. Cameron manages more than 70 employees in Good Chemistry's cultivation facilities.

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Before applying his background in plant sciences to marijuana cultivation at Good Chemistry, Cameron was a teacher and prop stylist.

Cameron has a bachelor of arts in communication from Florida Atlantic University and a certification in tissue culture from the University of Florida. He is a member of the International Society of Horticultural Sciences (ISHS), the International Cannabinoid Research Society (ICRS), U.S. Hydroponic Association (USHA), the National Black Farmers Association (NBFA) and the Colorado Farm Bureau.

Education and Certifications

B.A., Communications, Florida Atlantic University
Certification in tissue culture, University of Florida

TOBY NUBER

Chief Operating Officer & Chief Financial Officer

Toby Nuber joined Good Chemistry in 2014 as Chief Financial Officer. With 15-plus years of investment banking, mergers and acquisitions and corporate finance experience, Nuber oversees and leads all financial-related matters for Good Chemistry and helping lead the company's expansion into new markets.

In 2017, Nuber's role expanded to include management of the company's broader operations. As Chief Operating Officer, Toby develops company best practices and leads multiple departments including finance, compliance, IT, human resources, facilities and procurement.

Prior to joining Good Chemistry, Nuber successfully applied his financial, capital raising, and mergers and acquisitions skills at several investment banks, including the Royal Bank of Canada (RBC Capital Markets) and UBS and a large global financial institution. In this capacity, Nuber completed more than 40 transactions including initial public offerings, debt and equity capital raises, and buy/sell side mergers or acquisitions for a diverse set of healthcare and technology clients.

Education | Certifications

Bachelor's degree in Business Administration, University of Colorado Boulder (Magna cum laude)

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STEPHEN SPINOSA

Vice President of Operations

Stephen Spinosa joined Good Chemistry in October 2012 as its Vice President of Operations to direct its medical marijuana dispensary for registered, qualified patients. With a solid background in business, finance and marketing, Spinosa brings nine-plus years of experience in the operation and management of licensed marijuana dispensaries.

Steve's start in marijuana operations began a journey of patient care and education with growing medicinal marijuana in a 1,500-square-foot garden and teaching weekly "grow" classes for patients. He also managed the company's retail dispensary with annual sales of \$2 million.

Prior to joining Good Chemistry, Spinosa served as inventory manager of a 7,000-square-foot Colorado medical marijuana cultivation facility where he also managed a staff of 15, he was responsible for overseeing product harvest, cure & all wholesale transactions.

Spinosa now oversees operations ensuring patients and customers have the highest quality products and services in a safe and secure environment. In managing Good Chemistry's Compassion Care Program, which provides marijuana products to hardship patients at minimal or no cost, he has helped maintain a high level of patient and customer satisfaction contributing to an increasing number of monthly visits.

Steve's responsible for budgeting, seed-to-sale inventory tracking and management, state and local regulatory compliance, policy and procedure development, and staff hiring, training and management.

Education and Certifications

B.A., Marketing, Smeal College of Business, Pennsylvania State University

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Exhibit B – Summary Financial Forecast

(\$s, unless indicated)	First Full Fiscal Year	Second Full Fiscal Year	Third Full Fiscal Year
	Projections	Projections	Projections
	2018 - 2019	2019 - 2020	2020 - 2021
Projected Revenue	\$ 2,531,250	\$ 5,400,000	\$ 10,125,000
Projected Expenses	\$ 2,404,688	\$ 4,050,000	\$ 7,087,500
VARIANCE:	\$ 126,563	\$ 1,350,000	\$ 3,037,500
	5%	25%	30%
Number of unique customers for the year	750	1,600	3,000
Number of customer visits for the year	9,000	19,200	36,000
Projected % of customer growth annually	--	113%	88%
Estimated purchases ounces per visit	0.75	0.75	0.75
Estimated cost per ounce	\$ 375	\$ 375	\$ 375
Total FTEs in staffing	20	30	40
Total marijuana for adult use inventory for the years (in lbs.)	440	920	1,700
Total marijuana for adult use sold for the year (in lbs.)	422	900	1,688
Total marijuana for medical use left for roll over (in lbs.)	18	20	13

Good Chemistry of Massachusetts Inc. Plan to Separate Medical from Recreational Operations

As Good Chemistry of Massachusetts Inc. (“GCM”) will be cultivating, processing and selling marijuana products for both medical use and for adult use, GCM will create virtual separation of the products, pursuant to 935 CMR 500.105(8)(g). Medical & Adult Use products will be entered and tracked through GCM’s seed to sale software, BioTrack. Medical products will also be tracked through the Virtual Gateway in addition to BioTrack. Medical and Adult Use will have separate log-ins and tracking through GCM’s POS Software (BioTrack). Daily audits will be performed for both Adult Use and Medical products.

However, the Retail Marijuana Establishment in Lynn will be adult-use only and therefore no medical operation will take place at this facility.

Good Chemistry of Massachusetts Inc. (“GCM”) has included in its Worcester retail location a Reception area with one door to the outside and one to the Sales area through which all customers must enter the facility. A Receptionist will be stationed in the Reception area at all times during business hours. Both the outside door and the door to the Sales area are equipped with strike releases that are controlled by the Receptionist. In addition, the outside door is equipped with a video camera that is monitored by the Receptionist. If the Receptionist observes a customer at the outside door who appears clearly under 21 years of age, the Receptionist will not allow the customer to enter the Reception area. Immediately after a customer has been allowed to enter the Reception area, the Receptionist will require the customer to produce one of the following:

- A driver’s license;
- A government-issued identification card;
- A military identification card; or
- A passport.

GCM will provide Receptionists training in identifying valid IDs, including a book in the Reception area that contains photos of all current government issued IDs. If the customer is unable to produce one of the aforementioned forms of identification stating that the customer is 21 years of age or older, the Receptionist will refuse to allow the customer to enter the Sales area and require that the customer leave the facility immediately.

Good Chemistry of Massachusetts (“GCM”) will create a Quality Control Unit consisting of the Store Manager, the Inventory Manager and Operations Manager to ensure the quality of the marijuana meets its own high standards as well as those of the State. This team:

- Has the responsibility and authority to approve or reject all components, product containers, closures, in-process materials, packaging materials, labeling and marijuana.
- Has the authority to review production records to assure that no errors have occurred or, if errors have occurred, that they have been fully investigated and resolved.
- Is responsible for approving or rejecting the packaged marijuana.
- Is responsible for approving or rejecting all procedures or specifications which may impact the overall quality of the marijuana.

The Retail Manager will review all inventory and sales reports, conduct spot inspections of plants and processed marijuana, packaging, labeling, review product testing results, resolve any complaints and institute improvements to improve product quality as needed. The Retail Manager will have procedures and schedules for random examinations and will document results and maintain records.

Pursuant to 935 CMR 500.120(12)(b) GCM will follow the following procedures in the event of a mandatory recall requested by the CCC or another regulatory agency with the authority to issue recalls:

- Identify and “HOLD” the product
- Follow any instructions given by the CCC or the authorized regulating agency in regards to holding or disposing the recalled product
- All recalled products remaining in inventory are placed on hold. Held products will be identified with a "HOLD" tag applied to the container of product. These products will be segregated in a secure room. The "HOLD" tag will include the following information:
 - The product description, lot or batch number, and amount of product held
 - The reason for the hold
 - Final product disposition
 - Person responsible for final disposition and date
- Notify CCC
- Ensure destruction of any remaining product that is “on hold” in accordance with guidance from the Commission and the GCM Waste SOP.
- If it is found that the product(s) identified in the recall were not defective or contaminated, the products “on hold” can be released and placed back into active inventory.

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

Environmental media will be tested in compliance with the *Protocol for Sampling and Analysis of Environmental Media for Massachusetts Registered Medical Marijuana*

Dispensaries published by the Department of Public Health pursuant to 935 CMR 500.160(1).

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

All testing results will be maintained by GCM for no less than one year in accordance with 935 CMR 500.160(3).

It is the policy of Good Chemistry of Massachusetts (“GCM”) to provide equal employment opportunities to all employees and employment applicants without regard to unlawful considerations of race, religion, creed, color, national origin, sex, pregnancy, sexual orientation, gender identity, age, ancestry, physical or mental disability, genetic information, marital status or any other classification protected by applicable local, state or federal laws. This policy prohibits unlawful discrimination based on the perception that anyone has any of those characteristics, or is associated with a person who has or is perceived as having any of those characteristics. This policy applies to all aspects of employment, including, but not limited to, hiring, job assignment, working conditions, compensation, promotion, benefits, scheduling, training, discipline and termination. GCM will keep operating policies on a staffing plan and staffing records in compliance with 935 CMR 500.105(9) and 935 CMR 500.105(1)(h).

All staff must have a Marijuana Establishment Agent registration card from the State of Massachusetts that authorizes them to work at the facility. Prior to registering agents, GGM will run background checks on all employees, including social media scans, in accordance with 935 CMR 500.030. Any employee who is not determined suitable for registration consistent with the provisions of 935 CMR 500.800 and 500.802 will be denied employment with GCM. Background checks for all employees will be repeated on an annual basis. All CORI reports obtained in accordance with 935 CMR 500.030, M.G.L. c. 6, s. 172 and 803 CMR 2.00, will be kept separate from general personnel files in a locked cabinet at the facility and will be produced to the Commission on request.

Once an employee has been hired, they go through an on-boarding process with Good Chemistry’s HR department. Each employee must review and sign an acknowledgement stating they understand and will comply with Good Chemistry’s employee handbook. The following forms must all be completed by GCM employees and stored securely:

- Resume
- CORI Background Check
- Employee Trade Secret Agreement (If Applicable)
- Form W-4, Employee's Withholding Allowance Certificate
- Form I-9, Employment Eligibility Verification
- Agent Registration Application

At all times, employees are expected to conduct their personal affairs in a manner that does not adversely affect GCM’s integrity, reputation or credibility. Actions that could lead to dismissal or law enforcement notification include:

- Any act of dishonesty, including falsification of records
- Destruction, theft or misappropriation of property belonging to an employee or the Company
- Substance abuse on Establishment premises
- Unlawful possession, distribution, or sale of narcotics, drugs, or controlled substances
- Any act which discredits or damages Good Chemistry
- Fighting, intimidating, coercive or threatening behavior on the premises

- Disrespectful behavior and/or being discourteous to an employee
- Giving away products
- Harassment or discrimination of an illegal nature
- Failure to follow any policies or procedures including those specific to health and safety

If a marijuana establishment agent is found to have diverted marijuana, it is grounds for immediate dismissal pursuant to the GMC policy and 935 CMR 500.105(1)(l). The first person to be notified will be the Security Director. The Security Director will make a detailed report of the event and report it to local law enforcement and the CCC within 24 hours in accordance with 935 CMR 500.110(7)(a) . Human Resources will then be notified and prepare the dispensary agents last check and termination of any applicable benefits.

GCM is committed to providing its employees with a safe and productive work environment. In keeping with this commitment, it maintains a strict policy against the use of alcohol and the unlawful use of drugs in the workplace, pursuant to 935 CMR 500.105(1)(j). Consequently, no employee may consume or possess alcohol, or use, possess, sell, purchase or transfer illegal drugs at any time while on GCM's premises or while using GCM's vehicles or equipment, or at any location during work time. GMC will ensure that all confidential information is maintained pursuant to its policies and 935 CMR 500.105(1)(k).

Good Chemistry of Massachusetts, Inc. (“GCM”) will implement recordkeeping policies and procedures to ensure that records are maintained as required in any section of 500.000

Specifically, GCM will maintain the following records:

- Operating procedures including security measures, employee security policies, storage of marijuana, recordkeeping and inventory protocols, plans for staffing and quality control, emergency procedures, drug-free workplace policies, production and distribution policies and procedures, as required by 935 CMR 500.105(1)
- Inventory records as required by 935 CMR 500.105(8)
- Seed-to-sale tracking records for all marijuana and MIPs as required in 935 CMR 500.105(8)(e)
- Personnel records that include job descriptions, a personnel record for each establishment agent that includes a copy of the establishment agent application submitted to CCC, performance evaluations, documentation of all required training and verification of reference, a staffing plan, personnel policies and procedures, and all CORI reports obtained in accordance with 500.030(3).
- Waste disposal records as required by 500.105(12)

All systems accessed by establishment agents will be password protected. In addition, each authorized establishment agent will be assigned a unique code that will be used as their electronic signature. Any paper documents that require retention will be stored in a locked cabinet with access limited to the Retail Manager. Any hardcopy information not stored will be shredded and disposed of in a secure receptacle.

Records of Good Chemistry Massachusetts (“GCM”) will be available for inspection by the Commission, upon request. GCM’s financial records will be maintained in accordance with generally accepted accounting principles and the requirements of 935 CMR 500.105(9)(e). Written records that are required and are subject to inspection include:

- Assets and liabilities;
- Monetary transactions;
- Books of accounts, which shall include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
- Sales records including the quantity, form, and cost of marijuana products; and
- Salary and wages paid to each employee, stipend paid to each board member, and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with a Marijuana Establishment, including members of the nonprofit corporation, if any.

At the time of renewal, GCM will make available an accounting of the financial benefits accruing to the municipality as the result of the host community agreement with the licensee.

GCM will never utilize software or methods that are able to manipulate sales dates, pursuant to 935 CMR 500.140(6)(c). Monthly sales equipment data and software checks will be performed in accordance with 935 CMR 500.140(6)(d). GCM will use separate accounting practices for marijuana and non-marijuana sales to comply with 935 CMR 500.140(6)(f).

Following the closure of GCM, all records will be kept for at least two years at the expense of GCM and in a form and location acceptable to the Commission, in accordance with 935 CMR 500.105(9)(g). Financial records shall be kept for a minimum of three years from the date of the filed tax return, in accordance with 830 CMR 62C.25.1(7) and 935 CMR 500.140(6)(e).

Pursuant to 935 CMR 500.105(2)(a) Good Chemistry of Massachusetts Inc. (“GCM”) will ensure all establishment agents complete training prior to performing job functions. Training will be tailored to the role and responsibilities of the job function. Establishment agents will be trained for one week before acting as an establishment agent. At a minimum, staff shall receive eight hours of on-going training annually. New establishment agents will receive employee orientation prior to beginning work with GCM. Each department managed will provide orientation for establishment agents assigned to their department. Orientation will include a summary overview of all the training modules. In accordance with 935 CMR 500.105(2)(a), training for all establishment agents will include a Responsible Vendor Program under 935 CMR 500.105(2)(b)

Good Chemistry will maintain documentation of all training, including required training for Good Chemistry policies in security, safety, and confidentiality, which shall include the signature of the individual receiving training, the date, time, and place of training, topics discussed, and the name and title of the presenter. All employee training hours and subjects must be recorded, and these employee training records maintained for at least four (4) years after the employee is no longer employed. As required by 935 CMR 500.105(2)(b)(5), GCM will maintain records of Responsible Vendor training program compliance for four (4) years and make them available to the Commission and any other applicable licensing authority on request. Training log records, including trainee signatures, must be stored both in print and electronic form.

Good Chemistry of Massachusetts (“GCM”) will create a Quality Control Unit consisting of the Store Manager, the Inventory Manager and Operations Manager to ensure the quality of the marijuana meets its own high standards as well as those of the State. This team:

- Has the responsibility and authority to approve or reject all components, product containers, closures, in-process materials, packaging materials, labeling and marijuana.
- Has the authority to review production records to assure that no errors have occurred or, if errors have occurred, that they have been fully investigated and resolved.
- Is responsible for approving or rejecting the packaged marijuana.
- Is responsible for approving or rejecting all procedures or specifications which may impact the overall quality of the marijuana.

The Retail Manager will review all inventory and sales reports, conduct spot inspections of plants and processed marijuana, packaging, labeling, review product testing results, resolve any complaints and institute improvements to improve product quality as needed. The Retail Manager will have procedures and schedules for random examinations and will document results and maintain records.

Pursuant to 935 CMR 935.105(3)(a), GCM will process marijuana in a safe and sanitary manner and shall process the leaves and flowers of the female marijuana plant only at its product manufacturing facility. GCM will comply with the sanitary requirements of 935 CMR 500.105(3)(b). All GCM agents whose job includes contact with marijuana or nonedible marijuana products is subject to the requirements for food handlers specified in 105 CMR 300.000: *Reportable Diseases, Surveillance, and Isolation and Quarantine Requirements*. All GCM agents working in direct contact with preparation of marijuana or nonedible marijuana products shall conform to sanitary practices while on duty, including personal cleanliness and thorough hand-washing. The hand-washing facilities will be adequate and convenient with running water at a suitable temperature and conform with all requirements of 935 CMR 500.105(3)(b)(3).

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

Pursuant to 935 CMR 500.105(3)(b)(11), GCM’s water supply will be sufficient for necessary operations able to meet our needs. The plumbing requirements of 935 CMR 500.105(3)(b)(12) will be met through adequate size and design and adequately installed and maintained to carry sufficient quantities of water to required locations throughout the GCM facility. GCM will also provide our employees with adequate, readily accessible toilet facilities that are maintained in

sanitary condition and in good repair. All products that can support the rapid growth of undesirable microorganisms will be held in a manner that prevents the growth of these microorganisms.

Pursuant to 935 CMR 935.105(3)(c) GCM will comply with the sanitary requirements. All edible products shall be prepared, handled, and stored in compliance with the sanitation requirements in 105 CMR 590.000: *Minimum Sanitation Standards for Food Establishments*.

Pursuant to 935 CMR 500.120(12)(b) GCM will follow the following procedures in the event of a mandatory recall requested by the CCC or another regulatory agency with the authority to issue recalls:

- Identify and “HOLD” the product
- Follow any instructions given by the CCC or the authorized regulating agency in regards to holding or disposing the recalled product
- All recalled products remaining in inventory are placed on hold. Held products will be identified with a "HOLD" tag applied to the container of product. These products will be segregated in a secure room. The "HOLD" tag will include the following information:
 - The product description, lot or batch number, and amount of product held
 - The reason for the hold
 - Final product disposition
 - Person responsible for final disposition and date
 - Notify CCC
- Ensure destruction of any remaining product that is “on hold” in accordance with guidance from the Commission and the GCM Waste SOP.
- If it is found that the product(s) identified in the recall were not defective or contaminated, the products “on hold” can be released and placed back into active inventory.

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

Environmental media will be tested in compliance with the *Protocol for Sampling and Analysis of Environmental Media for Massachusetts Registered Medical Marijuana Dispensaries* published by the Department of Public Health pursuant to 935 CMR 500.160(1).

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

All testing results will be maintained by GCM for no less than one year in accordance with 935 CMR 500.160(3).

Good Chemistry of Massachusetts, Inc. (“GCM”) will implement recordkeeping policies and procedures to ensure that records are maintained as required in any section of 500.000

Specifically, GCM will maintain the following records:

- Operating procedures including security measures, employee security policies, storage of marijuana, recordkeeping and inventory protocols, plans for staffing and quality control, emergency procedures, drug-free workplace policies, production and distribution policies and procedures, as required by 935 CMR 500.105(1)
- Inventory records as required by 935 CMR 500.105(8)
- Seed-to-sale tracking records for all marijuana and MIPs as required in 935 CMR 500.105(8)(e)
- Personnel records that include job descriptions, a personnel record for each establishment agent that includes a copy of the establishment agent application submitted to CCC, performance evaluations, documentation of all required training and verification of reference, a staffing plan, personnel policies and procedures, and all CORI reports obtained in accordance with 500.030(3).
- Waste disposal records as required by 500.105(12), including record keeping procedures. GCM will ensure that at least 2 Marijuana Establishment Agents witness and document how the marijuana waste is disposed or otherwise handled in accordance with 935 CMR 500.105(12). When the marijuana products or waste is disposed or handled, GCM will create and maintain a written or electronic record of the date, the type, and quantity disposed or handled, the manner of disposal or other handling, the location of the disposal or other handling, and the names of the Agents present during the disposal or handling, with their signatures. GCM will keep these records for at least 3 years.

All systems accessed by establishment agents will be password protected. In addition, each authorized establishment agent will be assigned a unique code that will be used as their electronic signature. Any paper documents that require retention will be stored in a locked cabinet with access limited to the Retail Manager. Any hardcopy information not stored will be shredded and disposed of in a secure receptacle.

In accordance with 935 CMR 500.105(9), records of GCM will be available for inspection by the Commission upon request. GCM’s records will be maintained in accordance with generally accepted accounting principles. GCM will have all required written records and available for inspection, including all written operating procedures as required by 935 CMR 500.105(1) and business records as outlined by 935 CMR 500.105(9)(e).

Diversity Plan

Intent

Good Chemistry of Massachusetts, Inc.'s ("Good Chemistry") hiring policy is to promote a diverse workforce. Good Chemistry is committed to promoting racial and gender equity and supporting veterans, LGBTQ, people with disabilities, and other communities in the makeup of its workforce. Any actions taken, or programs instituted by Good Chemistry, will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.

Purpose

The document serves as a summary of Good Chemistry's Diversity Plan to ensure that we are a diverse and inclusive company, to promote a discrimination-free work environment and to encourage employees to use their individual backgrounds and talents to support the goals of Good Chemistry.

Initiatives

Goal #1 Recruitment and Hiring: Good Chemistry is committed to making best efforts to recruit and hire a diverse group of employees with a goal of hiring a staff that is at least 50% women and 35% from one of the following diverse groups: minorities, veterans, LGBTQ individuals, and people with disabilities while promoting equity among all individuals. To achieve this, Good Chemistry will:

- Create gender-neutral job descriptions
- Post hiring needs in diverse publications such as a variety of web-based recruitment platforms
- Participate in local hiring events
- Attend community group meetings, at least two annually, to introduce Good Chemistry and address the existing hiring needs to attract a diverse array of individuals
- Good Chemistry will develop and implement annual training for managers to address bias and cultural sensitivity.
- Good Chemistry has a merit-based hiring practice that is age, race, gender and minority neutral.
- Good Chemistry will engage with community groups representing people of color, LGBTQ, gender equality and trade groups for recruitment.
- Good Chemistry will adhere to the requirements set forth in 935 CMR 500.105(4) regarding the permitted and prohibited advertising, branding, marketing, and sponsorship practices of marijuana establishments.

Evaluation Frequency and Metrics: Good Chemistry will assess the demographics of its employees to see if it is meeting its goal of increasing diversity in these positions. Good Chemistry will evaluate what steps its hiring managers took to attract a diverse group of employees and whether or not its hiring managers made best efforts to meet the goals set out in this Plan. Good

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Chemistry will annually analyze the staffing make up and based upon the outcome of those analytics, determine what steps are necessary to further increase the diversity of Good Chemistry. Good Chemistry will assess and review its progress within a year of receiving its Final License from the CCC and then annually, thereafter. Based upon this annual review and in conjunction with the renewal of its license, Good Chemistry will be able to demonstrate to the CCC progress toward the goal.

Goal #2 Inclusion: Good Chemistry is determined to provide an inclusive professional environment. This is achieved through:

- Development and implementation of inclusivity and sensitivity training, including specific management training.
- Host lunch-and-learns, seminars, etc, focused on the importance of diversity in the workplace with a goal of holding two annually
- Foundation of Employee Resource Groups (ERGs), which are voluntary, employee-led groups based on shared characteristics or life experience that foster a diverse, inclusive workplace.
- ERGs will provide support as well as enhance career and personal development in the workplace.
- Periodic assessment of policies addressing non-discrimination, harassment, retaliation.
- Engagement with outside HR personnel for best practices. Our Human Resources department will work to identify diversity needs and implement policies to achieve our goals.

Evaluation Frequency and Metrics: Good Chemistry will collect and consider feedback from annual engagement surveys and relevant exit interviews. All comments and feedback will be documented and reviewed by senior management staff. Good Chemistry will conduct engagement surveys annually and review the results of these surveys within a month of administering them. Senior management will identify the top 3-5 areas for improvement and in collaboration with employees develop short-term and long-term goals on how to address those areas of development. Exit interviews and feedback from departing employees will be evaluated and assessed as they take place; which will enable Good Chemistry to demonstrate to the CCC progress toward its goals.

Goal #3 Supplier Diversity Plan: Good Chemistry will work to ensure suppliers and ancillary services who we contract with align with our goals and commitment to diversity with a goal of contracting with at least 20% of our total suppliers and ancillary services who align with our goals and commitment to diversity. We will request all vendors to sign our inclusive, non-discrimination policy as a part of their contract with Good Chemistry.

Evaluation Frequency and Metrics: Good Chemistry will measure how many of its ancillary services and participants in its supply chain are owned and/or managed by minorities, women, veterans, people with disabilities and/or people of all gender identities and sexual orientations and will calculate the percentage of services and members of its supply chain that meet this requirement. Good Chemistry will ask suppliers and ancillary services if they would identify themselves as a business that is owned or managed by one of these targeted groups and give priority to these

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businesses. Good Chemistry's goal will strive to work with at least 20% of businesses who identify as one of the targeted groups throughout its supply chain and assess these percentages annually which will enable Good Chemistry to demonstrate to the Commission or progress toward its goal.

Plan Evaluation

Good Chemistry will conduct internal evaluations of the effectiveness of our programs. Good Chemistry will conduct anonymous employee surveys to ensure our workplace environment is reflective of our goals. We will adjust our policies accordingly to reflect staff feedback. Good Chemistry will conduct internal audits to ensure inclusive recruitment policies are reflective in our applicant pool. At any point, Good Chemistry will adjust policies and plans in order to better accomplish the goals outlined in this plan. Good Chemistry will evaluate these metrics in advance of its annual license renewal so that it can demonstrate the success or progress of its plan.