



Massachusetts Cannabis Control Commission

Marijuana Cultivator

General Information:

License Number: MC281476
Original Issued Date: 12/10/2018
Issued Date: 01/14/2021
Expiration Date: 01/16/2022

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Atlantic Medicinal Partners, Inc.

Phone Number: 508-615-6761 **Email Address:** stephen.perkins@ampma.org

Business Address 1: 774 Crawford Street

Business Address 2:

Business City: Fitchburg

Business State: MA

Business Zip Code: 01420

Mailing Address 1: 774 Crawford Street

Mailing Address 2:

Mailing City: Fitchburg

Mailing State: MA

Mailing Zip Code: 01420

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: RP201846

RMD INFORMATION

Name of RMD: Atlantic Medicinal Partners, Inc.

Department of Public Health RMD Registration Number:

Operational and Registration Status: Obtained Provisional Certificate of Registration only

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

If no, describe the circumstances below:

PERSONS WITH DIRECT OR INDIRECT AUTHORITY

Person with Direct or Indirect Authority 1

Percentage Of Ownership: 33.33

Percentage Of Control: 33.33

Role: Owner / Partner

Other Role:

First Name: Jeffrey

Last Name: Perkins

Suffix:

Gender: Male

User Defined Gender:

Date generated: 03/25/2021

Page: 1 of 8

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: 33.33 Percentage Of Control: 33.33

Role: Owner / Partner

Other Role:

First Name: Stephen

Last Name: Perkins

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: 33.33 Percentage Of Control: 33.33

Role: Owner / Partner

Other Role:

First Name: Frank

Last Name: Cieri

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

Close Associates or Member 1

First Name: Stephen

Last Name: Perkins

Suffix:

Describe the nature of the relationship this person has with the Marijuana Establishment: Director, President, and CEO of Atlantic Medicinal Partners

Manager of Perkins Investments LLC (Capital Contributor)

Close Associates or Member 2

First Name: Jeffrey

Last Name: Perkins

Suffix:

Describe the nature of the relationship this person has with the Marijuana Establishment: Director, Clerk, and COO of Atlantic Medicinal Partners

Manager of Perkins Investments LLC (Capital Contributor)

Close Associates or Member 3

First Name: Frank

Last Name: Cieri

Suffix:

Describe the nature of the relationship this person has with the Marijuana Establishment: Director, Treasurer, Capital Contributor, and CFO of Atlantic Medicinal Partners

CAPITAL RESOURCES - INDIVIDUALS

Individual Contributing Capital 1

First Name: Frank

Last Name: Cieri

Suffix:

Types of Capital: Monetary/Equity Other Type of Capital: Total Value of the Capital Provided: \$100000 Percentage of Initial Capital: 50

Capital Attestation: Yes

CAPITAL RESOURCES - ENTITIES

Entity Contributing Capital 1

Entity Legal Name: Perkins Investments LLC

Entity DBA:

Email: properties.perkins@gmail.com Phone: 781-884-7655

Address 1: 49 Timbercreek Lane

Address 2:

City: Billerica

State: MA

Zip Code: 01821

Types of Capital: Monetary/Equity

Other Type of Capital:

Total Value of Capital Provided: \$100000

Percentage of Initial Capital: 50

Capital Attestation: Yes

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

No records found

DISCLOSURE OF INDIVIDUAL INTERESTS

Individual 1

First Name: Stephen

Last Name: Perkins

Suffix:

Marijuana Establishment Name: Atlantic Medicinal Partners, Inc.

Business Type: Marijuana Retailer

Marijuana Establishment City: Fitchburg

Marijuana Establishment State: MA

Individual 2

First Name: Stephen

Last Name: Perkins

Suffix:

Marijuana Establishment Name: Atlantic Medicinal Partners, Inc.

Business Type: Marijuana Product Manufacture

Marijuana Establishment City: Fitchburg

Marijuana Establishment State: MA

Individual 3

First Name: Jeffrey

Last Name: Perkins

Suffix:

Marijuana Establishment Name: Atlantic Medicinal Partners, Inc.

Business Type: Marijuana Retailer

Marijuana Establishment City: Fitchburg

Marijuana Establishment State: MA

Individual 4

First Name: Jeffrey

Last Name: Perkins

Suffix:

Marijuana Establishment Name: Atlantic Medicinal Partners, Inc.

Business Type: Marijuana Product Manufacture

Marijuana Establishment City: Fitchburg

Marijuana Establishment State: MA

Individual 5

First Name: Jeffrey

Last Name: Perkins

Suffix:

Marijuana Establishment Name: Atlantic Medicinal Partners, Inc.

Business Type: Marijuana Retailer

Marijuana Establishment City: Salem

Marijuana Establishment State: MA

Individual 6

First Name: Stephen

Last Name: Perkins

Suffix:

Marijuana Establishment Name: Atlantic Medicinal Partners, Inc.

Business Type: Marijuana Retailer

Marijuana Establishment City: Salem

Marijuana Establishment State: MA

Individual 7

First Name: Frank

Last Name: Cieri

Suffix:

Marijuana Establishment Name: Atlantic Medicinal Partners,
Inc.

Business Type: Marijuana Retailer

Marijuana Establishment City: Salem

Marijuana Establishment State: MA

Individual 8

First Name: Frank

Last Name: Cieri

Suffix:

Marijuana Establishment Name: Atlantic Medicinal Partners,

Business Type: Marijuana Retailer

Inc.

Marijuana Establishment City: Fitchburg

Marijuana Establishment State: MA

Individual 9

First Name: Frank

Last Name: Cieri

Suffix:

Marijuana Establishment Name: Atlantic Medicinal Partners,
Inc.

Business Type: Marijuana Product Manufacture

Marijuana Establishment City: Fitchburg

Marijuana Establishment State: MA

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 774 Crawford Street

Establishment Address 2:

Establishment City: Fitchburg

Establishment Zip Code: 01420

Approximate square footage of the Establishment: 50000

How many abutters does this property have?: 73

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

Cultivation Tier: Tier 02: 5,001 to 10,000 sq. ft.

Cultivation Environment: Indoor

FEE QUESTIONS

Cultivation Tier: Tier 02: 5,001 to 10,000 sq. ft. Cultivation Environment: Indoor

HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Certification of Host Community Agreement	AMP_Fitchburg_Host Agreement Certification Form_Executed.pdf	pdf	5b0d6c5a75ce440437858cdf	05/29/2018
Plan to Remain Compliant with Local Zoning	AMP - Plan to Remain Compliant with Local Zoning.pdf	pdf	5b5ef60564718b346fe270ce	07/30/2018
Community Outreach Meeting Documentation	AMP_Fitchburg_Community Outreach Meeting Attestation Form_Executed.pdf	pdf	5b71c01e5a6f093923e4f44c	08/13/2018

Total amount of financial benefits accruing to the municipality as a result of the host community agreement. If the total amount is zero, please enter zero and provide documentation explaining this number.: \$10000

PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Plan for Positive Impact	AMP - Plan to Positively Impact Areas of Disproportionate Impact.pdf	pdf	5b71c0308d67cc394b81aff9	08/13/2018

ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: **Other Role:**
First Name: Stephen **Last Name:** Perkins **Suffix:**
RMD Association: RMD Owner
Background Question: no

Individual Background Information 2

Role: **Other Role:**
First Name: Jeffrey **Last Name:** Perkins **Suffix:**
RMD Association: RMD Owner
Background Question: no

Individual Background Information 3

Role: **Other Role:**
First Name: Frank **Last Name:** Cieri **Suffix:**
RMD Association: RMD Owner
Background Question: yes

ENTITY BACKGROUND CHECK INFORMATION

Entity Background Check Information 1

Role: Investor/Contributor **Other Role:**
Entity Legal Name: Perkins Investments LLC **Entity DBA:**
Entity Description: Capital Contributor for Atlantic Medicinal Partners, Inc.
Phone: 781-884-7655 **Email:** properties.perkins@gmail.com
Primary Business Address 1: 49 Timbercreek Lane **Primary Business Address 2:**
Primary Business City: Billierca **Primary Business State:** MA **Principal Business Zip Code:**
 01821
Additional Information: Jeffrey Perkins and Stephen Perkins are Managers of Perkins Investments LLC.

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Department of Revenue - Certificate of Good standing	AMP DOR- Good Standing Cert.pdf	pdf	5b2be27ccb211e5050f1005a	06/21/2018
Secretary of Commonwealth - Certificate of Good Standing	AMP_SoC Certificate of Good Standing 7.25.18.pdf	pdf	5b5cda0074dcfa349769cd52	07/28/2018
Articles of Organization	AMP - Articles of Entity Conversion [EXECUTED].pdf	pdf	5b60851f5db774345fa89778	07/31/2018
Bylaws	AMP - Corporate Bylaws [EXECUTED].pdf	pdf	5b6086b8fbbc11284d02ec5d	07/31/2018

Certificates of Good Standing:

Document Category	Document Name	Type	ID	Upload Date
Department of Revenue - Certificate of Good standing	DOR Good Standing.pdf	pdf	5fad61d04a2789086108ddad	11/12/2020
Department of Revenue - Certificate of Good standing	DUA Good Standing.pdf	pdf	5fad61d57083620840286cf4	11/12/2020

standing

Secretary of Commonwealth - Certificate of Good Standing	Sec of State - Good Standing.pdf	pdf	5fad61e7dd2d7407bedec932	11/12/2020
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Massachusetts Business Identification Number: 001338407

Doing-Business-As Name:

DBA Registration City:

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Business Plan	AMP - Business Plan.pdf	pdf	5b5ef6d19aeb1f3479545ac7	07/30/2018
Plan for Liability Insurance	COI - CCC (AMP).pdf	pdf	5fad62cd57d9d707ee4d8f7c	11/12/2020

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Separating recreational from medical operations, if applicable	Plan for Separating Recreational From Medical Operations.pdf	pdf	5fad6bf58cc05c081b1b7d2b	11/12/2020
Restricting Access to age 21 and older	Plan for Restricting Access to Age 21 and Over.pdf	pdf	5fad8867df85ec07dfb89a97	11/12/2020
Security plan	Security Plan.pdf	pdf	5fad8871a75869080486ca94	11/12/2020
Transportation of marijuana	Transportation.pdf	pdf	5fad9639df85ec07dfb89ae2	11/12/2020
Qualifications and training	Training.pdf	pdf	5fad963abd0d8e081433d92c	11/12/2020
Storage of marijuana	Storage.pdf	pdf	5fad963ea75869080486caf0	11/12/2020
Energy Compliance Plan	AMP - Energy Efficiency and Conservation Plan.pdf	pdf	5fad9654dfcf9f07cd94590e	11/12/2020
Diversity plan	AMP Revised Diversity Plan.pdf	pdf	5fad96748cc05c081b1b7e69	11/12/2020
Quality control and testing	Finished Product Testing Procedures.pdf	pdf	5fad96ea8cc05c081b1b7e6d	11/12/2020
Record Keeping procedures	Recordkeeping Procedures.pdf	pdf	5fad96eba75869080486caf4	11/12/2020
Inventory procedures	Inventory Management Procedures.pdf	pdf	5fad96ed7083620840286e3d	11/12/2020
Maintaining of financial records	Maintaining of Financial Records.pdf	pdf	5fad96ee5b823307b79b776d	11/12/2020
Dispensing procedures	AMP - Dispensing Procedures .pdf	pdf	5fad98b308242707d4a78786	11/12/2020
Policies and Procedures for cultivating.	AMP - Policies and Procedures for Cultivating .pdf	pdf	5fae8b505b823307b79b78de	11/13/2020

ATTESTATIONS

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

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

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

Notification: I Understand

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

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

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

ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

COMPLIANCE WITH POSITIVE IMPACT PLAN

Progress or Success Goal 1

Description of Progress or Success: AMP is updated their Plan to Positively Impact Areas of Disproportionate Impact (attached). AMPs goals of hiring residents from areas of disproportionate impact by hosting job fairs in Fitchburg was a success, despite the unforeseen circumstances caused by COVID-19 and state distancing guidelines. To date, AMP has hired 33% of its work force directly from Fitchburg, an city listed as an area of disproportionate impact by the Cannabis Control Commission.

Additionally, towards AMPs second goal of providing no-cost assistance to Economic Empowerment applicants and/or Social Equity participants, AMP has signed up for the Cannabis Control Commission Equity Involvement Program for pro bono services in areas of legal/regulatory compliance, licensing process, and security.

Furthermore, AMP has reached out and will render services at no cost assisting the founder of Alchemy League, Leah Daniels.

COMPLIANCE WITH DIVERSITY PLAN

Diversity Progress or Success 1

Description of Progress or Success: AMP is please towards our goals of inclusion and diversity, although there is always more work to been done towards this effort.

AMP has a work force of 56% female staff, including the VP of Retail Operations, the Laboratory / Wholesale Manager, as well as the retail Assistant Manager.

When other groups of diversity are included; minorities, veterans, people with disabilities, and people of all gender identities and sexual orientation are included, AMP is proud to have a work force that is 66% diverse.

AMP is also committed to working with vendors and cannabis organizations that are diverse. AMP utilizes Quality Control Analytics for their vendor approved training. Quality Control Analytics is listed by the Operational Services Division as woman and minority business enterprise. We are extremely pleased to work with the founder, Ashley Boucher.

AMP believes that a diverse workforce is best for the community and for the organization. While AMP continues to expand, we will stay vigilant in maintaining a fair and balanced workforce. AMP will look towards our diverse pool of employees as promotions and new job opportunities become available.

HOURS OF OPERATION

Monday From: 6:00 AM Monday To: 4:00 PM

Tuesday From: 6:00 AM Tuesday To: 4:00 PM

Wednesday From: 6:00 AM Wednesday To: 4:00 PM

Thursday From: 6:00 AM Thursday To: 4:00 PM

Friday From: 6:00 AM Friday To: 4:00 PM

Saturday From: 10:00 AM Saturday To: 4:00 PM

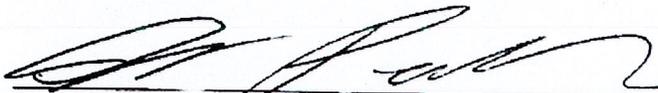
Sunday From: 10:00 AM Sunday To: 4:00 PM

Host Community Agreement Certification Form

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

Applicant

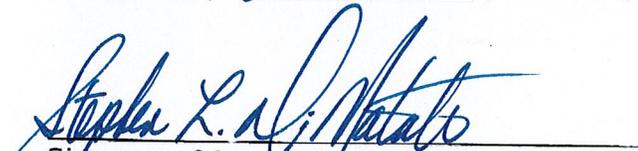
I, Stephen Perkins, (*insert name*) certify as an authorized representative of Atlantic Medicinal Partners, Inc. (*insert name of applicant*) that the applicant has executed a host community agreement with the City of Fitchburg (*insert name of host community*) pursuant to G.L.c. 94G § 3(d) on March 8th, 2018 (*insert date*).



Signature of Authorized Representative of Applicant

Host Community

I, Stephen L. DiNatale, (*insert name*) certify that I am the contracting authority or have been duly authorized by the contracting authority for City of Fitchburg (*insert name of host community*) to certify that the applicant and the City of Fitchburg (*insert name of host community*) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on March 8th 2018 (*insert date*).



Signature of Contracting Authority or
Authorized Representative of Host Community



PLAN TO REMAIN COMPLIANT WITH LOCAL ZONING

Atlantic Medicinal Partners, Inc. (“AMP”) will remain compliant at all times with the local zoning requirements set forth in Fitchburg’s Zoning Ordinance. In accordance with Fitchburg’s Zoning Ordinance, AMP’s proposed co-located cultivator, product manufacturer, and retailer facility is located in the Industrial Zoning District, which allows for the siting of marijuana establishments pursuant to issuance of a special permit and site plan approval. Because AMP is defined within the Zoning Ordinance as an Experienced Operator, AMP does not need to apply for an additional special permit for its adult-use operations at the facility in Fitchburg. However, as required by Fitchburg’s Zoning Ordinance, AMP will apply for site plan approval from the local Special Permit Granting Authority.

Furthermore, pursuant to Fitchburg’s Zoning Ordinance, AMP’s proposed facility is not located within 300 feet of any pre-existing public or private school providing education in kindergarten or any of grades 1 through 12, a vocational school, a public or private college, junior college, university or dormitory, a licensed child care facility, a library, a playground, a public park, a youth center, a public swimming pool, a video arcade facility, any facility in which minors commonly congregate, or any residence including commercial residences such as hotels, motels, lodging houses, etc.

AMP will apply for any other local permits required to operate a marijuana establishment at the proposed location. AMP will comply with all conditions and standards set forth in any local permit required to operate a marijuana establishment at AMP’s proposed location.

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

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

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, Stephen Perkins, (*insert name*) attest as an authorized representative of Atlantic Medicinal Partners, 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 4/26/18 (*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 4/17/18, 4/18/18, 4/19/18 (*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 4/24/18 (*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 4/12/18 (*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.

Sentinel & Enterprise MARKETPLACE

Public Notice

Fitchburg City Council Notice of Public Hearing Proposed Amendment to Zoning Ordinance

A public hearing will be held on May 1, 2018 at 7:00 PM in the Memorial Middle School Library, 615 Rollstone Street, Fitchburg on the following petition: 102-18. The City of Fitchburg Planning Board, to amend section 181.13(c) 14-A of the Fitchburg Zoning Ordinance to allow "Seasonal Outdoor Dining" as a permitted use in the Industrial and Light Industrial districts, as shown on the attached. The documents may be inspected in the office of the City Clerk, 166 Boulder Drive, Fitchburg Mon-Fri 8:30 AM to 4:00 PM. Anna M. Farrell, City Clerk

April 10 & 17, 2018

"Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for April 26th, 2018 at 6 P.M. at Eastwood Club 389 Townsend St. Fitchburg, MA 01420. The proposed marijuana retailer, manufacturer and cultivator are anticipated to be located at 774 Crawford St. Fitchburg, MA 01420. There will be an opportunity for the public to ask questions."

April 17, 18, 19, 2018

NOTICE TO RELOCATE A BRANCH

Notification is given that Santander Bank, N.A., 824 North Market Street, Wilmington, DE 19801 has filed an application with the Comptroller of the Currency on April 17, 2018, as specified in 12 CFR 5 for permission to relocate its full service branch from 288 Main Street, Fitchburg, MA 01420 to 147 Water Street, Fitchburg, MA 01420. Any person wishing to comment on this application may file comments in writing with the Director for District Licensing, Northeastern District, 340 Madison Ave., Fifth Fl., New York, NY 10173 or NE.Licensing@occ.treas.gov by May 1, 2018. The public may find information about the filing in the OCC's Weekly Bulletin available at www.occ.gov. Additionally, the public portion of the filed application is available upon request.

April 17, 2018

206 Appraising

BUYING: Antiques, Used Furniture, Tools, Collectables, China and Glass. Moving? Downsizing? We can help you sell and get CASH!! Free in home consultation and appraisals. **PARKHILL ESTATE LIQUIDATORS LIVE AND INTERNET AUCTIONS 978-345-2022**

238 Cement & Masonry

Sprague Masonry Restoration Specialist Design, Build, New Stone, brick or block. Full chimney service. 30 years exp. Like us on facebook at Sprague Masonry Fully Insured. 978-340-7026

Public Notice

City of Leominster Conservation Commission Public Hearing Notice

Pursuant to MGL CH 131 § 40 as amended, there will be a public meeting to consider a Request for Determination of Applicability by **Larry Gianakis**, to determine if the proposed plans for a garage to be built is subject to the wetland protection act. Address: 147 Grant Street, Map 120 Lot 8

The public hearing will be held on Tuesday, April 24, 2018 at 6:05 PM in Leominster City Hall, Room 10.

Plans are available for viewing by appointment at the Office of the Conservation Commission in City Hall by calling (978) 534-7524 ext. 259 Daniel Brodeur, Chairman

April 17, 2018

Fitchburg Conservation Commission Public Hearing Notice

On Tuesday, April 24, 2018 starting at 6:00 p.m. at Fitchburg Municipal Airport, 567 Crawford St., Room 106 the Fitchburg Conservation Commission will hold public hearings on the following applications:

1. Notice of Intent - Montachusett Regional Transit Authority - Improvements to existing parking area in Buffer Zone, 1427R Water St. (cont'd from 3/27/18)
2. Request for Determination of Applicability - Clark, replacement septic system in buffer zone, 986 Fisher Rd. (on Lunenburg town line)
3. Notice of Intent - Fitchburg Renewables, LLC, 239 Fisher Rd., proposed 4.7 MW ground-mounted solar array
4. Notice of Intent - 431 Westminster Street, LLC - modifications to existing parking area in Riverfront Area, 431 Westminster Street, LLC

The applications and plans may be reviewed weekdays, 8:30 a.m. to 4:30 p.m. at the Community Development Dept., 166 Boulder Drive, Suite 108. Tracey Sarefield, Chair

April 17, 2018

239 Chimney Repair

JOHN F. LEBLANC CHIMNEY & SLATE SERVICE Repointing Chimney Cleaning Roof Leaks & Slate Repair New Roofs Cap Flashing Fireplace Dampers. Licensed & Ins. 8-5pm 978-503-4892 Johns call or 978-696-5293 5-11pm home.

240 Chimney Cleaning

A QUALITY CHIMNEY GET YOUR CHIMNEY OR FURNACE FLUE CLEANED

For only \$99.00 w/ \$50 off. Chimney caps or Liners, Masonry, All Types of Concrete, Walkways, Foundation Repair, and Water Prevention. 508-752-1003

293 Furniture Repair/Refinishing

Furniture Repair & Refinished Antiques Lovingly Restored 60 years experience Call John 978-413-1481 301 6th Street Leominster towncraftsman.info

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To reserve your Front Page Note Contact: Carmen Averedo 978-978-4733 • The Sun Fran Lyon 978-516-2289 • The Sentinel & Enterprise

Sentinel & Enterprise THE SUN VOICE

Public Notice

Leominster American blasts

Mason shuts down Ashburnham from the mound

Lunenburg batters

Kurtz headlines solid team effort in victory

Stewart celebrates in

Nashville National victory in seven tries

300 Home Remodeling

B.A.B. Construction General Contracting. In business since 1983. Kitchen and baths a specialty. No job too big or small. Quality Guaranteed. Lic. and Insured license #10953 HIC #107458 978-345-7038

Picture Perfect Painting & Handyman Services Interior/Exterior Painting Remodeling Services Laminate & Tile Install Wainscot & Crown Free Estimates References/ Insured Bob: 978-407-1776

315 Landscaping & Trees

Affordable Tree & Landscape LLC Unbelievable savings! Hazardous / Risk Assessments Tight area removals. Lot clearing, Debris Removal Picker Bushes & Forestry Mowing, Arborist onsite. BBB and A+ rating with Angie's list. Fully insured. **Justin Bergeron 978-786-1059 www.affordable.bz**

315 Landscaping & Trees

John's Landscaping Clean ups, edging, plants, flowers, mulching, lawns cut. We do it all! Dump runs included. 20 yrs experience. Free estimates. **Call or text 978-332-4429**

315 Landscaping & Trees

Hydro-Seeding Fertilizing Lawn Mowing

HYDRO-SEEDING 978-563-1532

Landscaping Lawn Care Fertilizing Mowing Hydro-Seeding Aerating Dethatching Spring Clean Up Bark Mulch Tree Trimming Brush Removal Hardscapes Lawn Mowing Mosquito Spraying Grub Control

Fully Insured Licensed 978-563-1532

www.ProLawnsLandscapes.com

ROBUCCIO BROTHERS LANDSCAPING Spring Cleanups *Weekly lawn maintenance available * **Call/text: 978-375-3636 Fitchburg robucciofbros@yahoo.com**

D & D WASTE REMOVAL 10-30 yard dumpsters. Attic, garage, basements clean-outs. Appliance removal. Furniture removal. Prompt Service. We recycle. **Call the rest, Then the best (978)342-6893**

315 Landscaping & Trees

Robert Connolly Landscaping Been in business since 1965. We do spring clean ups, sprinkle systems, retaining walls, hydro-seeding, new lawns installed, night lighting, fully insured. Give us a call anytime. **HIRE A VET! Call 978-668-8912**

339 Painting

Advanced Painting Interior/Exterior Painting Light Carpentry & Wall Repair Free Estimates & Insured HIC Reg. #168070 **978-348-1800**

350 Roofing

Dion ROOFING & REMODELING ROOF REPLACEMENTS, REPAIRS, GAF SHINGLES, RUBBER 18 Years Experience Fully Licensed and Insured. Local References **Call 978-602-3977 DionRandR@gmail.com "Proud Member of Angie's List" and Home Advisor**

356 Rubbish Removal

D & D WASTE REMOVAL 10-30 yard dumpsters. Attic, garage, basements clean-outs. Appliance removal. Furniture removal. Prompt Service. We recycle. **Call the rest, Then the best (978)342-6893**

369 Stone & Gravel

STONE AND CEMENT WORK BY GERRY *March Specials* Cement stairs, brick and stone stair repairs, stone walls built or repaired. **978-417-1716**

452 Pets

Spay/Neuter Low Cost Program at CLINTON VETERINARY HOSPITAL Ask for the Canine/Feline Fix **978-368-9047 www.clintonvet.com**

510 Help Wanted General

SERVICE MANAGER Wagner Motor Sports Inter. a franchised Indian, BMW, Ducati, Husqvarna and KTM dealer, with the surge in Indian Motorcycle, we are experiencing rapid growth. We service all makes and models. Candidate must have at least 2 years of prior power sports / motorcycle service experience. Must be an highly organized, self-starter and a proven track record with excellent CSI required. A valid motorcycle license. Job duties include customer service, dispatching, shop safety, factory warranty, etc. Strong pay plan, health, dental, vision, 401K, Paid time off. Family Operated Dealer group for over 50 years Contact **clondon@wagnermotors.com, 508-581-5678.EOE**

510 Help Wanted General

LEAD PRESCHOOL TEACHER The Guild of St. Agnes in Gardner is seeking a qualified person for this lead position. The candidate will have a bachelor degree in Early Childhood Education or a related field and be Lead Teacher qualified through the Department of Early Education and Care. Be in charge of your own classroom and work with children who need you.

The Guild offers excellent benefits including: health, dental and vision insurance, 4 weeks' vacation after one year, a 401k with a 4% employer match and much more. Contact Sharon Woodbury at **swoodbury@guidofstagnes.org** or call **508-755-2238 x 22**

760 Wood, Coal & Fuel

DE BARKED AND CONVENTIONAL, CORD WOOD! green, seasoned, logging, land clearing & tree removal **CENTRAL MASS TREE 978-423-2889 www.centralmasstree.com Why Pay For Bark?**

510 Help Wanted General

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802 Apartments

WESTMINSTER 5 rooms, 1st floor, exc. cond., \$980/mo + utilities. **978-874-1853**

760 Wood, Coal & Fuel

DE BARKED AND CONVENTIONAL, CORD WOOD! green, seasoned, logging, land clearing & tree removal **CENTRAL MASS TREE 978-423-2889 www.centralmasstree.com Why Pay For Bark?**

924 Land Wanted

LAND WANTED - Large or small parcels suitable for residential homes. Call Steve **508-331-3459**

760 Wood, Coal & Fuel

Fire wood. Clean green. Cut, split, delivered. Seasoned & tree length fire wood available. **Pinner Logging & Land Clearing inc. 978-928-4736**

764 \$251-\$500

ELECTRIC WHEELCHAIR like new. New batteries hardly used. \$750. **617-680-5228**

846 Vacation Places for Rent

SALISBURY BEACH Oceanfront and Oceanside 2, 3 & 4 Bedrooms Cottages and Condos **\$1200 and up per week** Most properties require a 2 week minimum **Tom Saab Real Estate 978-683-6699**

924 Land Wanted

LAND WANTED - Large or small parcels suitable for residential homes. Call Steve **508-331-3459**

Sentinel & Enterprise

Don't forget that the **Sentinel & Enterprise** has the best and most exhaustive local news and sports seven days a week in North Central Mass.!

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Comment on any S&E story, instantly, on our Web site **SentinelandEnterprise.com**

And, if you've got photos you want to share, E-MAIL US

"Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for April 26th, 2018 at 6 P.M. at Eastwood Club 389 Townsend St, Fitchburg, MA 01420. The proposed marijuana retailer, manufacturer and cultivator are anticipated to be located at 774 Crawford St, Fitchburg, MA 01420. There will be an opportunity for the public to ask questions." April 17, 18, 19, 2018

FITCHBURG CITY CLERK
2018 APR 24 PM 3:44

Attachment C

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The City of Fitchburg
Massachusetts
OFFICE OF THE MAYOR

STEPHEN L. DINATALE
MAYOR

166 BOULDER DRIVE
FITCHBURG, MA 01420
TEL. (978) 829-1801

AARON TOURIGNY
CHIEF OF STAFF

ATOIRIGNY@FITCHBURGMA.GOV

JOAN DAVID
ADMINISTRATIVE AIDE
JDAVID@FITCHBURGMA.GOV

October 2, 2020

Atlantic Medicinal Partners
c/o Vicente Sederberg, LLC
1400 Hancock Street, 3rd Floor
Quincy, MA 02169

Dear Mr. Perkins,

This letter is to confirm receipt of Atlantic Medicinal Partners Inc,'s commencement payment, per paragraph 4(a) of the Community Host Benefit Agreement. Please find a copy of the check, attached.

I want to take this opportunity to thank you for your partnership with the City of Fitchburg, continued business, and assistance with alleviating the various impacts imposed upon the city.

Respectfully,

Stephen L. DiNatale

INFORMATIONAL: MICR LINE: ⑈ 60110 123456789010111213141516171819⑈
MICR LINE: ⑈ 60110 123456789010111213141516171819⑈
HEAT SENSITIVE RED IMAGE DISAPPEARS WITH HEAT MP

**ATLANTIC MEDICINAL PARTNERS INC
OPERATING ACCOUNT**

4054

774 CRAWFORD ST
FITCHBURG, MA 01420

Date 10/2/20 53-139/113

Pay to the order of City of Fitchburg
Ten Thousand Dollars

\$ 10,000.00
Dollars

CENTURY BANK
(866) 823-6887

WWW.CENTURY-BANK.COM

For HCA Atlantic Medicinal Partners

STEPHEN PERKINS



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Security Features
Details on the back



PLAN TO POSITIVELY IMPACT AREAS OF DISPROPORTIONATE IMPACT

Overview

Atlantic Medicinal Partners, Inc. (“AMP”) is dedicated to serving and supporting the areas around it, particularly those that are classified as areas of disproportionate impact. Marijuana businesses have an obligation to the health and well-being of their customers as well as the communities that have had historically high rates of arrest, conviction, and incarceration related to marijuana crimes. It is AMP's intention to be a contributing, positive force in areas of disproportionate impact and to assist in changing the perception of those associated with marijuana use.

AMP's Team

AMP's team consists of 1 individual who has previously held positions in organizations that primarily serve areas of disproportionate impact or where primary responsibilities included economic education, resource provision, or empowerment to disproportionately impacted individuals or communities.

AMP's Chief Financial Officer, Frank Cieri, organizes the Boys & Girls Club of Lawrence's annual auction, an event in which he also serves as auctioneer. The largest fundraiser of the organization, each year the auction generates approximately \$400K-\$500K that is used to support BGCL programs that promote academic success, community involvement, and healthy lifestyles for the club's 4,000+ youth members.

As AMP expands, AMP's goal will be to maintain 25% of individuals that currently reside in an area of disproportionate impact or have lived for five of the preceding ten years in an area of disproportionate impact. AMP will also consider individuals that have a drug-related CORI but are otherwise legally employable in a cannabis-related enterprise for its staffing needs. In alignment with AMP's Diversity Plan, AMP will focus hiring and education efforts on diverse populations including individuals from Black, African American, Hispanic or Latino descent.

Continuing Efforts

To provide continuing service and reinvestment into areas of disproportionate impact, AMP is committed to programming, restorative justice, jail diversion, workforce development, industry-

specific technical assistance, and mentoring services in areas of disproportionate impact. AMP is committed to hosting and participating in events that will support the City of Fitchburg and other areas of disproportionate impact such as community service days, charity events, and educational seminars. AMP will require all executives, managers, and employees to participate quarterly in a community service day. Each community service day will be organized with a charitable or local organization in an area of disproportionate impact. Further plans to positively affect areas of disproportionate impact may include the following:

- Conducting industry-specific educational seminars in one or more of the following: marijuana cultivation, marijuana product manufacturing, marijuana retailing, or marijuana business training.
- Providing financial mentoring services or hosting organizations that provide such services;
- Holding informational sessions regarding the process for sealing and expunging criminal records;
- Partnering with and supporting organizations that provide jail diversion and restorative justice programs;
- Providing transportation support for employees in these areas;
- Instituting hiring practices that prioritize the hiring of individuals from these areas;
- Offering any necessary accommodations to individuals coming from areas of disproportionate impact;
- Having in-store donation drives, including direct giving and ongoing food and clothing drives; and
- Placing donation jars in AMP's facilities where customers can donate directly to the Social Equity Training and Technical Assistance Fund.

Plan Administration

The Chief Operating Officer will administer the Plan to Positively Impact Areas of Disproportionate Impact (the "Plan"). The COO will be responsible for developing measurable outcomes and ensure AMP continues to meet its commitment to the community. The COO will also be responsible for forming philanthropic partnerships in the community to implement and enhance the Plan. The COO will perform quarterly staffing audits to ensure that AMP is meeting its staffing goals for individuals who reside in areas of disproportionate impact. In the event that a staffing audit by the COO reveals that AMP has not yet met its objectives, AMP will immediately amend its hiring practices and also make a donation to the Social Equity Training and Technical Assistance Fund to offset any difference.

Furthermore, the Chief Financial Officer will monitor AMP's budget to ensure that there are sufficient funds necessary for the initiatives proposed in AMP's Plan, while also carefully monitoring any and all commitments and donations made to the Social Equity Training and Technical Assistance Fund.



mass.gov/dor

CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



ATLANTIC MEDICINAL PARTNERS, INC.
329 WASHINGTON ST
WOBURN MA 01801-2158

000023

Why did I receive this notice?

The Commissioner of Revenue certifies that, as of the date of this certificate, ATLANTIC MEDICINAL PARTNERS, 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?

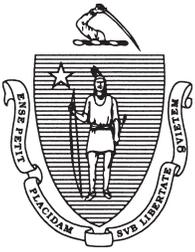
If you have questions, call us at (617) 887-6367 or toll-free in Massachusetts at (800) 392-6089, Monday through Friday, 8:30 a.m. to 4:30 p.m..

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: July 25, 2018

To Whom It May Concern :

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

ATLANTIC MEDICINAL PARTNERS, INC.

is a domestic corporation organized on **July 25, 2018** , under the General Laws of the Commonwealth of Massachusetts. I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

A handwritten signature in cursive script, reading "William Francis Galvin".

Secretary of the Commonwealth

Certificate Number: 18070451260

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

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)

Atlantic Medicinal Partners, Inc. is a registrant
with the Department of Public Health
in accordance with 105 CMR 725.100(C)
as of July 23, 2018.

Elizabeth Chen, PhD
Interim Director
Bureau of Health Care Safety and Quality
Massachusetts Department of Public Health

(1) Exact name of the non-profit: Atlantic Medicinal Partners, Inc. 001266330

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

Atlantic Medicinal Partners, 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:

Atlantic Medicinal Partners, 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:

5

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	102,000			

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.

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:

None.

ARTICLE VI

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

See attached Continuation Sheet, Article VI.

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

CONTINUATION SHEET
ARTICLE VI

6.1 The board of directors may make, amend or repeal the bylaws in whole or in part, except with respect to any provisions thereof which by virtue of an express provision in Chapter 156D of the Massachusetts General Laws, the articles of organization or the bylaws requires action by the shareholders.

6.2 The number of authorized shares of any class or series, the distinguishing designation thereof and the preferences, limitations, and relative rights applicable thereto shall be set forth in the articles of organization or any amendment thereto approved by the board of directors. All or a specified number of directors may be elected by the holders of one or more authorized classes or series of shares, as set forth in an amendment to those articles of organization. At any time after the initial issuance of shares of any class or series, the board of directors may reclassify any unissued shares of the class or series into one or more existing or new classes or series. Shares of any class or series may be issued as a share dividend in respect of shares of another class or series.

6.3 Action required or permitted by Chapter 156D of the Massachusetts General Laws to be taken at a shareholders meeting may be taken without a meeting if the action is taken by shareholders having not fewer than the minimum number of similar votes necessary to take the action at a meeting at which all shareholder entitles to vote on the action are present and voting.

6.4 If any provision of Chapter 156D of the Massachusetts General Laws would otherwise require the affirmative vote of more than a majority of shares in any voting group for favorable action to be taken on a matter, favorable action may nevertheless be taken by vote of a majority of all the shares in the voting group entitles to vote on the matter.

6.5 To the maximum extent permitted by Chapter 156D of the Massachusetts General Laws, as the same exists or may hereafter be amended, no director of the corporation shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as a director, notwithstanding any provision of law imposing such liability. No amendment to or repeal of the provision of this paragraph shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any act or failure to act of such director occurring prior to such amendment or repeal.

6.6 The number of directors of the corporation shall be fixed in or specified in accordance with the bylaws. The corporation may have fewer than three directors, notwithstanding the number of shareholders of the corporation.

6.7 The directors may specify the manner in which the accounts of the corporation shall be kept and may determine what constitutes net earnings, profits and surplus, what amounts, if any, shall be reserved for any corporate purposes, and what amounts, if any, shall be declared as dividends. Unless the board of directors otherwise specifies, the excess of the consideration for any share with par value issued by it over such par value shall be surplus. The board of directors may allocate to capital less than all of the consideration for any share without par value issued by it, in which case the balance of such consideration shall be surplus. All surplus shall be available for any corporate purpose, including payment of dividends.

6.8 The purchase or other acquisition by the corporate of its own shares shall not be deemed a reduction of its capital. Upon any reduction of capital or shares, no shareholder shall have any right to demand any distribution from the corporation, except as and to the extent that the shareholders shall have provided at the time of authorizing such reduction.

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:
329 Washington Street, Woburn, MA 01801
- b. The name of its initial registered agent at its registered office:
Frank Cieri
- 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: Stephen Perkins

Treasurer: Frank Cieri

Secretary: Jeffrey Perkins

Director(s): Stephen Perkins, Jeffrey Perkins, Frank Cieri

If a professional corporation, include a list of shareholders with residential addresses and attach certificates of the appropriate regulatory board.

- d. The fiscal year end of the corporation:
12/31
- e. A brief description of the type of business in which the corporation intends to engage: Cultivate, manufacture, market promote, sell and distribute medicinal cannabis and related products, in accordance with the laws of the Commonwealth of Massachusetts.
- f. The street address of the principal office of the corporation:
329 Washington Street, Woburn, MA 01801
- g. The street address where the records of the corporation required to be kept in the commonwealth are located is:

329 Washington Street, Woburn, MA 01801, which is
(number, street, city or town, state, zip code)

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

Signed by:  Stephen Perkins, President
(signature of authorized individual)

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

on this 25th day of July, 2018

2117

COMMONWEALTH OF MASSACHUSETTS

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

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

I hereby certify that upon examination of these articles of conversion, duly submitted to me, it appears that the provisions of the General Laws relative thereto have been complied with, and I hereby approve said articles; and the amount of \$ 475 having been paid, said articles are deemed to have been filed with me this 25th July 18 at 10:35 (m) p.m.
time

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

William Francis Galvin

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

DB
Examiner
Ray
Name approval

Filing fee: Minimum \$200

TO BE FILLED IN BY CORPORATION
Contact Information:

C
M

Stephen Perkins

329 Washington St

Woburn, MA 01801

Telephone: (781) 884-7655

Email: contact@ampma.org

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

SECRETARY OF THE
COMMONWEALTH
2018 JUL 25 AM 10:34
CORPORATIONS DIVISION
1314541

BYLAWS OF ATLANTIC MEDICINAL PARTNERS, INC.

ARTICLE I OFFICES

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

ARTICLE II SHAREHOLDERS

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

In the event that any shareholder or proxy is permitted to participate in a meeting by means of remote electronic communication: (a) the Corporation shall implement reasonable measures to verify that each person present and permitted to vote at a meeting is a shareholder or proxy; (b) the Corporation shall implement reasonable measures to provide such shareholders and proxies 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 (c) if a shareholder or proxy votes or takes other action by remote communication at the meeting, a record of the vote or other action shall be maintained by the Corporation.

Section 2.02 Annual Meeting. The annual meeting of shareholders of this Corporation shall be held on such date and at such time as may be designated from time to time by the board of Directors. At the annual meeting, Directors shall be elected, and any other business may be transacted that is within the power of the shareholders and allowed by law, provided, however, that, unless the notice of meeting, or the waiver of notice of such meeting, sets forth the general nature of any proposal to (i) approve or ratify a contract or transaction with a Director or with a corporation, firm, or association in which a Director has an interest; (ii) amend the Articles of Organization of this Corporation (the "**Articles of Organization**"); (iii) approve a reorganization or merger involving this Corporation; (iv) elect to wind up and dissolve this Corporation; or (v) effect a plan of distribution upon liquidation otherwise than in accordance with the liquidation

preferences of outstanding shares with liquidation preferences, no such proposal may be approved at an annual meeting.

Section 2.03 Special Shareholders' Meetings. Special meetings of the shareholders, for any purpose whatsoever, may be called at any time by the President, the board of Directors, or by shareholders entitled to cast not less than ten percent (10%) of the corporation's voting power. Any person entitled to call a special meeting of shareholders (other than the board of Directors) may make a written request to the chair of the board (if any), President, vice President, or secretary, specifying the general purpose of such meeting and the date, time and place of the meeting, which date shall be not less than thirty-five (35) days nor more than sixty (60) days after the receipt by such officer of the request. Within twenty (20) days after receipt of the request, the officer receiving such request forthwith shall cause notice to be given to the shareholders entitled to vote at such meeting, stating that a meeting will be held on the date and at the time and place requested by the person or persons requesting a meeting and stating the general purpose of the meeting. If such notice is not given twenty (20) days after receipt by the officer of the request, the person or persons requesting the meeting may give such notice. No business shall be transacted at a special meeting unless its general nature shall have been specified in the notice of such meeting, provided, however, that any business may be validly transacted if the requirements for such validity, as provided in Section 2.12 of these Bylaws, are met.

Section 2.04 Shareholder Nominations and Proposals. For business (including, but not limited to Director nominations) to be properly brought before an annual or special meeting by a shareholder, the shareholder or shareholders of record intending to propose the business (the "**Proposing Shareholder**") must have given written notice of the Proposing Shareholder's nomination or proposal, either by personal delivery or by the United States mail to the secretary of the Corporation. In the case of an annual meeting, the Proposing Shareholder must give such notice to the secretary of the Corporation no earlier than one hundred-twenty (120) calendar days and no later than ninety (90) calendar days before the date such annual meeting is to be held. If the current year's meeting is called for a date that is not within thirty (30) days of the anniversary of the previous year's annual meeting, notice must be received not later than ten (10) calendar days following the day on which public announcement of the date of the annual meeting is first made. In no event will an adjournment or postponement of an annual meeting of shareholders begin a new time period for giving a Proposing Shareholder's notice as provided above.

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

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

- (a) The name(s) and address(es) of the Proposing Shareholder(s).

(b) The classes and number of shares of capital stock of the Corporation held by the Proposing Shareholder.

(c) If the notice regards the nomination of a candidate for election as Director:

(i) The name, age, business, and residence address of the candidate;

(ii) The principal occupation or employment of the candidate; and

(iii) The class and number of shares of the Corporation beneficially owned by the candidate.

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

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

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

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

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

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

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

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

Notice shall not be given by electronic transmission to a shareholder after either (i) the Corporation is unable to deliver two consecutive notices to such shareholder by such means or (ii) the inability to deliver such notices to such shareholder becomes known to any person responsible for giving such notices. Any person entitled to notice of a meeting may file a written waiver of notice with the secretary either before or after the time of the meeting. The participation or attendance at a meeting of a person entitled to notice constitutes waiver of notice, except where the person objects, at the beginning of the meeting, to the lawfulness of the convening of the meeting and except that attendance is not a waiver of any right to object to conducting business at a meeting that is required to be included in the notice of the meeting, but not so included.

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

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

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

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

A record date fixed under this Section may not be more than sixty (60) days or less than ten (10) days before the meeting or more than sixty (60) days before any other action requiring a determination of shareholders. When a record date is so fixed, only shareholders of record at the close of business on that date are entitled to notice of and to vote at the meeting or to receive the dividend, distribution, or allotment of rights, or to exercise the rights, as the case may be, notwithstanding any transfer of any shares on the books of the Corporation after the record date.

In the event any meeting of shareholders is adjourned for more than forty-five (45) days from the date set for the original meeting, the board shall fix a new record date for purposes of giving notice of, and determining the holders of shares entitled to vote at, such adjourned meeting.

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

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

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

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

Section 2.11 Voting of Shares. Unless otherwise provided by law or in the Articles of Organization, each shareholder entitled to vote is entitled to one (1) vote for each share of Common Stock and one (1) vote for each share of Preferred Stock. Any holder of shares entitled to vote on any matter may vote part of such shares in favor of the proposal and refrain from voting the remaining shares or vote them against the proposal. If a shareholder fails to specify the number

of shares such shareholder is voting affirmatively, it will be conclusively presumed that the shareholder's approving vote is with respect to all shares such shareholder is entitled to vote.

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

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

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

ARTICLE III DIRECTORS

Section 3.01 Number of Directors; Identity of Initial Directors. The authorized number of Directors of the Corporation shall be three (3) until changed by an amendment to these Bylaws duly adopted in accordance with these Bylaws by the vote or written consent of a majority

of the outstanding shares entitled to vote. The initial Directors shall be Stephen Perkins, Frank Cieri, and Jeffrey Perkins.

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

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

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

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

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

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

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

(f) Prepare an annual report to be sent to the shareholders after the close of the fiscal or calendar year of this Corporation, which report shall comply with the requirements of law. To the extent permitted by law, the requirements that an annual report be sent to

shareholders and the time limits for sending such reports are hereby waived, the Directors, nevertheless, having the authority to cause such report to be sent to shareholders.

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

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

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

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

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

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

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

Section 3.07 Meetings of Directors.

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

(b) Special Meetings. Special meetings of the board for any purpose or purposes may be called at any time by at least two Directors. Notice of the time and place of special meetings shall be delivered by mail, electronic delivery, or orally. If notice is mailed, it shall be deposited in the United States mail at least four days before the time of the meeting. In the case the notice is delivered either orally or by electronic delivery shall be delivered at least forty-eight (48) hours before the time of the meeting. Any oral notice given personally or by telephone may be communicated either to the Director or to a person at the office of the Director whom the person giving notice has reason to believe will promptly communicate it to the Director. The notice need not specify the purpose of the meeting nor the place if it is to be held at the principal office of the Corporation.

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

(d) Action at Meeting. If a quorum is present when a vote is taken, the vote of a majority of the Directors present is an act of the board of Directors, unless the articles of organization or these bylaws require the vote of a greater number of directors.

(e) Deadlock. In the event the Directors reach a deadlock regarding a decision or action, and such deadlock cannot be resolved by the Directors for a period of thirty (30) days, the Directors shall call a meeting of the shareholders at the earliest available date for the purposes of breaking the deadlock. The decision or action shall be presented to the shareholders at the meeting, and the affirmative vote of the majority of the shareholders represented at the meeting at which a quorum is present, shall be the deciding vote to break the deadlock.

Section 3.08 Electronic Participation. Members of the board may participate in a meeting through conference telephone, electronic video screen communication, or other electronic transmission by and to the Corporation. Participation in a meeting by conference telephone or electronic video screen communication constitutes presence in person as long as all Directors participating can hear one another. Participation by other electronic transmission by and to the Corporation (other than conference telephone or electronic video screen communication) constitutes presence in person at the meeting as long as participating Directors can communicate with other participants concurrently, each Director has the means to participate in all matters before

the board, including the ability to propose or object to a specific corporate action, and the Corporation implements some means of verifying that each person participating is entitled to participate and all votes or other actions are taken by persons entitled to participate.

Section 3.09 Quorum of and Action by Directors. A majority of the authorized number of Directors constitutes a quorum of the board for the transaction of business. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the board of Directors, unless G.L. c. 156D or the Articles of Organization require a greater number. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action is approved by at least a majority of the Directors who constitute the required quorum for such meeting. A quorum of the Directors may adjourn any Directors' meeting to meet again at a stated time and place. In the absence of quorum, a majority of the Directors present may adjourn from time to time. Notice of the time and place of a meeting that has been adjourned for more than twenty-four (24) hours shall be given to the Directors not present at the time of the adjournment.

Section 3.10 Compensation. Directors may receive compensation for their services, and the board of Directors may authorize payment of a fixed fee and expenses of attendance, if any, for attendance at any meeting of the board of Directors or committee thereof. A Director shall not be precluded from serving the Corporation in any other capacity and receiving compensation for services in that capacity. Individuals serving as Directors may not receive, whether in connection with the role of Director, officer, employee, or contractor, compensation greater than \$250,000.00 annually until the company realizes an effective annual revenue of at least \$10,000,000.00, calculated by multiplying the past three months' revenue by four. The Directors may, from time to time, establish compensation policies of the Corporation consistent with this Section. No Director or officer resigning and (except where a right to receive compensation shall be expressly provided in a duly authorized written agreement with the corporation) no Director or officer removed, shall have any right to any compensation as such Director or officer for any period following his resignation or removal, or any right to damages on account of such removal, whether his compensation be by the month or by the year or otherwise, unless in the case of a resignation, the directors, or in the case of a removal, the body acting on the removal, shall in their or its discretion provide for compensation.

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

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

the necessary changes made to substitute the committee and its members for the board of Directors and its members.

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

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

The board of Directors, by resolution adopted by the majority of authorized Directors, may designate one or more Directors as alternate members of any committee who may replace any absent or disqualified member at any meeting of the committee or for the purposes of any written action by the committee.

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

ARTICLE IV OFFICERS

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

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

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

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

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

ARTICLE V INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 5.01 Indemnification of Officers or Directors. The Corporation shall, to the extent permitted by G.L c. 156D, indemnify all persons who have served or may serve at any time as officers or Directors of the Corporation and their heirs, executors, administrators, successors, and assigns, from and against any and all loss and expense, including amounts paid in settlement before or after suit is commenced, and reasonable attorney's fees, actually and necessarily incurred as a result of any claim, demand, action, proceeding, or judgment that may have been asserted against any such persons, or in which these persons are made parties by reason of their being or having been officers or Directors of the Corporation. This right of indemnification shall not exist in relation to matters as to which it is adjudged in any action, suit or proceeding that these persons are liable for negligence or misconduct in the performance of duty.

Section 5.02 Non-Exclusivity of Indemnification Rights and Authority to Insure. The foregoing rights of indemnification and advancement of expenses shall be in addition to and not exclusive of any other rights to which any person may be entitled pursuant to any agreement with the Corporation, or under any statute, provision of the Articles of Organization or any action taken by the Directors or shareholders of the Corporation.

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

ARTICLE VI SHARE CERTIFICATES AND TRANSFER

Section 6.01 Share Certificates. Shares of the Corporation may, but need not, be represented by certificates. Each certificate issued shall bear all statements or legends required by law to be affixed thereto. For all shares issued or transferred without certificates, the Corporation shall within a reasonable time after such issuance or transfer send the shareholder a written

statement of the information required on share certificates pursuant to G.L. c. 156D, § 6.25(b) & (c) and § 6.27. Shareholders can request and obtain a statement of rights, restrictions, preferences, and privileges regarding classified shares or a class of shares with two or more series, if any, from the Corporation's principal office. Each certificate issued shall bear all statements or legends required by law to be affixed thereto.

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

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

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

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

ARTICLE VII CORPORATE RECORDS AND INSPECTION

Section 7.01 Records. The Corporation shall maintain adequate and correct books and records of account, minutes of the proceedings of the shareholders, board of Directors, and committees of the board of Directors, and a record of its shareholders, including names and

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

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

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

ARTICLE VIII MISCELLANEOUS

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

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

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

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

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

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

(a) Modify lines of succession to accommodate the incapacity of any Director, officer, employee, or agent resulting from the emergency.

(b) Relocate the principal office, or designate alternative principal offices or regional offices.

(c) Give notice to Directors in any practicable matter under the circumstances, including but not limited to publication and radio, when notice of a board meeting cannot be given in a manner prescribed by these Bylaws.

(d) Deem that one or more officers present at a board meeting is a Director as necessary to achieve a quorum for that meeting.

Section 8.06 Director Conflict of Interest. A conflict of interest transaction is a transaction with the Corporation in which a Director has a material direct or indirect interest (an "Interested Director"). Without limiting the interests that may create conflict of interest transactions, a Director has an indirect interest in a transaction if another entity in which he has a material financial interest or in which he is a general partner is a party to the transaction (a "Related Party"), or if another entity of which he is a Director, officer, or trustee or in which he holds another position is a party to the transaction and the transaction is or should be considered by the board of directors of the Corporation.

A conflict of interest transaction is not voidable by the Corporation solely because of the Director's interest in the transaction if: (a) the material facts of the transaction and the Director's interest were disclosed or known to the board or a committee of the board, and the board or committee authorized, approved or ratified the transaction by the vote of a majority of the directors on the board or committee who have no direct or indirect interest in the transaction, but a transaction may not be authorized, approved, or ratified by a single Director; (b) 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 by the vote of a majority of the shares entitled to vote or (c) the transaction was fair to the corporation. In the case of clause (b) above, shares owned by or voted under the control of any Interested Director or Related Party shall not be entitled to vote.

Section 8.07 Reports. The Corporation shall provide all Shareholders with notice of the availability of annual financial reports of the Corporation before the earlier the annual meeting of Shareholders or 120 days after the close of the fiscal year. Such financial reports shall be prepared and provided to Shareholders upon request in compliance with G.L. c. 156D, § 16.20.

Section 8.08 Advisement of Counsel. THE CULTIVATION, PRODUCTION AND SALE OF CANNABIS IS ILLEGAL UNDER FEDERAL LAW. NEITHER PARTY, NOR ATTORNEYS FOR COMPANY, HAVE MADE ANY REPRESENTATION TO THE CONTRARY.

ARTICLE IX AMENDMENT OF BYLAWS

Section 9.01 Amendment by Shareholders. Shareholders may adopt, amend or repeal bylaws by the vote or written consent of the holders of a majority of the outstanding shares entitled to vote, except as otherwise provided by law, these Bylaws, or the Articles of Organization.

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

**CERTIFICATE OF SECRETARY
OF
ATLANTIC MEDICINAL PARTNERS, INC., A MASSACHUSETTS CORPORATION**

The undersigned, Stephen Perkins hereby certifies that he is the duly elected and acting Secretary of Atlantic Medicinal Partners, Inc., a Massachusetts corporation (the "**Corporation**"), and that the foregoing Bylaws were adopted as the Bylaws of the Corporation as of the date the Articles of Organization are filed with the Secretary of the Commonwealth of Massachusetts, and that the same do now constitute the Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed this certificate on behalf of the Corporation as of this 25 day of July, 2018.

ATLANTIC MEDICINAL PARTNERS, INC.

By: _____

Name: Stephen Perkins

Title: Secretary



Business Plan

July 29, 2018

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1. EXECUTIVE SUMMARY

1.1 Mission Statement and Message from the CEO

Founded in 2017, Atlantic Medicinal Partners, Inc. (“AMP”) is a consortium of skilled professionals that are committed to fostering the growth of a robust, inclusive cannabis industry in Massachusetts. Our team values fairness, respect for ideas, and creativity, and is comprised of experts from a diverse range of backgrounds. We strive to cultivate, process, and transport the highest quality cannabis offered in Massachusetts.

1.2 Product

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

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

1.3 Customers

AMP’s target customers include qualified registered patients and consumers who are over the age of 21 in the Fitchburg, Westminster, Ashburnham, Ashby, Townsend, Lunenburg and Leominster areas.

1.4 What Drives Us

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

2. COMPANY DESCRIPTION

2.1 Structure

AMP is a Massachusetts domestic for-profit corporation applying for a Certificate of Registration from the Massachusetts Cannabis Control Commission (the “**Commission**”) to operate Marijuana Establishments (“**ME**”); specifically a Tier 2 Marijuana Cultivator, a Marijuana Product Manufacturer, and Marijuana Retailers in the Commonwealth.

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

2.2 Operations

AMP intends to be a vertically integrated Medical Marijuana Treatment Center (“**MMTC**”), as well as a Marijuana Cultivator, Marijuana Product Manufacturer, and Marijuana Retailer in the City of Fitchburg.

AMP’s proposed co-located facility will be located in the City of Fitchburg, where AMP has leased a 50,000 square foot facility.

The facility in Fitchburg is well positioned, and it matches the ideal picture of a community dispensary store. Before taking over the facility, it was used as a cold storage facility for paper products and remains in good condition. The business will be launching with one outlet in Fitchburg, but we have plans to open other outlets in key locations in Massachusetts.

AMP will establish inventory controls and procedures for conducting inventory reviews and comprehensive inventories of marijuana products in the process of cultivation and finished, stored marijuana. AMP will tag and track all marijuana seeds, clones, plants, and marijuana products, using a seed-to-sale methodology in a form and manner to be approved by the Commission.

No marijuana product, including marijuana, will be sold or otherwise marketed that is not tested by Independent Testing Laboratories, except as allowed under 935 CMR 500.000.

AMP will maintain records, including all records required in any section of 935 CMR 500.000, which will be available for inspection by the Commission, upon request. The records will be maintained in accordance with generally accepted accounting principles. Records will be maintained for at least 12 months.

AMP 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, except as provided in 935 CMR 500.105(10)(b) or otherwise approved by the Commission. The deductible for each policy shall be no higher than \$5,000 per occurrence.

AMP will provide adequate lighting, ventilation, temperature, humidity, space, and equipment, in accordance with applicable provisions of 935 CMR 500.105 and 500.110.

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

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

Prior to commencing operations, AMP will provide proof of having obtained a surety bond in an amount equal to its licensure fee payable to the Marijuana Regulation Fund to ensure payment of the cost incurred for the destruction of cannabis goods necessitated by a violation of St. 2016, c. 334, as amended by St. 2017, c. 55 or 935 CMR 500.000 or the cessation of operation of AMP.

AMP and AMP agents will comply with all local rules, regulations, ordinances, and bylaws.

AMP has already received:

1. RMD Priority Applicant Status for its Marijuana Establishment license application;
2. Provisional Certificates of Registration for two (2) RMD applications;
3. Letters of Non-Opposition for its RMD operations;
4. Host Community Agreements for its proposed facilities.

2.3 Security

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

AMP's state-of-the-art security system will consist of perimeter windows, as well as duress, panic, and holdup alarms connected to local law enforcement for efficient notification and response in the event of a security threat. The system will also include a failure notification system that will immediately alert the executive management team if a system failure occurs.

A redundant alarm system will be installed to ensure that active alarms remain operational if the primary system is compromised.

Interior and exterior HD video surveillance of all areas that contain marijuana, entrances, exits, and parking lots will be operational 24/7 and available to the Fitchburg Police Department. These surveillance cameras will remain operational even in the event of a power outage.

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

Only AMP's registered agents and other authorized visitors (e.g. contractors, vendors) will be

allowed access to the facility, and a visitor log will be maintained in perpetuity.

All agents and visitors will be required to visibly display an ID badge, and AMP will maintain a current list of individuals with access.

On-site consumption of marijuana by AMP's employees and visitors will be prohibited.

AMP will have a security personnel on-site during business hours.

2.4 Benefits to the Municipality

AMP looks forward to working cooperatively with the City of Fitchburg—which approved Ballot Question 4 in 2016 with 56.7% of the vote—to ensure that AMP operates as a responsible, contributing member of the Fitchburg community. AMP anticipates establishing a mutually beneficial relationship with the City in exchange for permitting AMP to site and operate in Fitchburg. The City stands to benefit in various ways, including but not limited to the following:

- Jobs
 - A cultivation, processing and dispensing facility will add 25-35 full-time jobs, in addition to hiring qualified, local contractors and vendors.
- Monetary Benefits
 - A Host Community Agreement with significant monetary donations would provide the City with additional financial benefits beyond local property taxes.
- Access to Quality Product
 - AMP will allow qualified consumers in the Commonwealth to have access to high quality marijuana and marijuana products that are tested for cannabinoid content and contaminants
- Control
 - In addition to the CCC, the Fitchburg Police Department and other municipal departments will have oversight over AMP's security systems and processes.
- Responsibility
 - AMP is comprised of experienced cultivators and professionals who will be thoroughly background checked and scrutinized by the Commission.
- Economic Development
 - AMP's renovation of the 774 Crawford Street property in Fitchburg will revitalize the area surrounding the Fitchburg airport and contribute to the overall economic development of the local community.

2.5 Facility and Zoning

The existing 774 Crawford Street facility encompasses approximately 50,000 square feet with approximately 23,910 square feet dedicated to cultivation and cultivation support, including approximately 413 square feet for the production of MIPs, approximately 2,752 square feet dedicated to dispensing, and approximately 23,654 square feet dedicated to future expansion.

In accordance with Fitchburg's proposed zoning for Marijuana Establishments and existing zoning for Registered Medical Marijuana Dispensaries and Registered Medical Marijuana Manufacturing Facilities, AMP's proposed Marijuana Establishment is located in the Industrial

Zoning District, as well as the Medical Marijuana Dispensary Overlay District (“**MMDO**”), specifically designated for medical and adult-use MMTCs, Marijuana Retailers, Cultivators, and Product Manufacturers.

In accordance with the City of Fitchburg’s Proposed Zoning bylaw at 181.656(5) and existing bylaw at 181.644(e), the AMP facility is located at least three hundred (300) feet distant of a pre-existing public or private school providing education in kindergarten or any of grades 1 through 12, a vocational school, a public or private college, junior college, university or dormitory, a licensed child care facility, a library, a playground, a public park, a youth center, a public swimming pool, a video arcade facility, any facility in which minors commonly congregate, or any residence, including commercial residences such as hotels, motels, lodging houses, etc.

3. MARKET RESEARCH

3.1 Industry

AMP’s proposed location is located in the City of Fitchburg. Surrounding areas include Westminster, Ashburnham, Ashby, Townsend, Lunenburg and Leominster.

3.2 Customers

While cannabis in Massachusetts is predicted to be a \$450MM market in 2018 rising to as much as \$1.2B by 2021, there are still strict restrictions preventing operators from proliferating in the market. Out of the approximately 100 dispensaries with provisional certificates, only 35 are in operation.

At least 189 of the state’s 351 municipalities have barred recreational marijuana operations. However, once players have established themselves in the space, there will be little room for new entry and low motivation for legislators to change a functioning status quo. This offers excellent potential for those who can effectively bring a solution to market.

3.3 Competitors

AMP’s main competitors include Central Avenue Compassionate Care in Ayer and Natural Selections in Fitchburg.

3.4 Competitive Advantage

AMP’s competitive advantages over their competition include a team of executives who have decades of combined experience thriving in highly competitive retail markets. Additionally, all executives have extensive experience in the sale of high value products sold to both consumers and businesses.

In every business, there is competition; however, the retail cannabis industry is known to be especially competitive. AMP possesses several strengths which will allow us to stand apart from our competition. The industry is rapidly growing, and customers are scrutinizing the quality of cannabis dispensed, the services offered, the location of the dispensary, discounts offered for the

products, and to some extent, the branding of the business.

3.5 Regulations

AMP is applying to become a Marijuana Establishment, consistent with the objectives of St. 2016, c. 334, as amended by St. 2017, c. 55 and 935 CMR 500.000.

AMP will be registered to do business in the Commonwealth as a domestic for-profit corporation in compliance with 935 CMR 500.000 and maintain the corporation in good standing with the Massachusetts Secretary of the Commonwealth and the Department of Revenue.

AMP will apply for all state and local permits and approvals required to renovate and operate the facility.

AMP will also work cooperatively with various municipal departments to ensure that the proposed facility complies with all state and local codes, rules and regulations with respect to design, renovation, operation and security.

AMP's proposed facility will cultivate, produce, extract and dispense high-grade cannabis.

4. PRODUCT / SERVICE

4.1 Product & Service

AMP strives to provide a great customer experience by training staff on communication skills, company culture and best practices for resolving customer service issues. Through this training, a higher quality of customer service will be achieved. Additionally, AMP will offer customers a unique retail experience by using technology to showcase products and a beautifully designed interior retail space.

AMP's cultivation space will utilize energy efficient lighting and HVAC systems in an effort to reduce any environmental impact.

Through the use of a state of the art Apeks Supercritical CO2 extraction system, AMP will have the ability to manufacture a wide range of extract products.

Our core product as a marijuana cultivator will be marijuana in flower form, which will come in a variety of strains and product types. We will also engage in the sale of MIPs.

4.2 Pricing Structure

AMP has a distinct advantage over retailers that are not vertically integrated with a cultivation center. It is AMP's expectation that non-vertically integrated retailers will face product shortages and spiking prices due to increased market demand in the new adult-use market.

5. MARKETING & SALES

5.1 Growth Strategy

AMP's plan to grow the company includes hosting community events, engaging adult-use consumers via social media, creating a unique retail destination, and creating unique products that appeal to an ever-evolving demographic.

5.2 Communication

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

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

AMP will communicate with our customers by www.ampma.org, Facebook, telephone and opt-in email lists.

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

5.3 Sales

AMP will sell its product and service by analyzing market trends and creating products that meet the demands of the ever-changing cannabis market. AMP will further promote its brand by utilizing a proprietary state of the art ecommerce platform currently under development.

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

Packaging for marijuana products sold or displayed for consumers in multiple servings shall

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

5.4 Logo

AMP has developed a logo to be used in labeling, signage, and other materials such as letterhead and distributed materials.

The logo is discreet, unassuming, and does not use medical symbols, images of marijuana, related paraphernalia, or colloquial references to cannabis or marijuana. A sample of the logo can be found below:



6. FINANCIAL PROJECTIONS

6.1 Projections for Fitchburg Facility

The 774 Crawford Street facility will be a co-located dispensing, cultivation, and production facility. The cultivation and product manufacturing operations will also supply AMP's additional dispensing facilities (which are not factored into these projections) and will wholesale marijuana and marijuana products to other Marijuana Establishments.

Fiscal Year	FIRST OPERATIONAL YEAR PROJECTIONS	SECOND OPERATIONAL YEAR PROJECTIONS	THIRD OPERATIONAL YEAR PROJECTIONS
	2019	2020	2021
Projected Revenue	\$ 11,400,000	\$ 19,880,000	\$ 21,000,000
Projected Expenses	\$ 7,000,000	\$ 1,850,000	\$ 2,000,000
VARIANCE:	\$ 4,400,000	\$ 18,030,000	\$ 19,000,000
Number of unique customers for the year	1,000	1,100	1,265
Number of customer visits for the year	16,000	26,400	30,360
Projected % of customer growth rate annually	---	10%	15%
Estimated purchased ounces per visit	.5	.5	.5
Estimated cost per ounce (retail)	\$ 350.00	\$ 325.00	\$ 300.00
Estimated cost per ounce (wholesale)	\$ 250.00	\$ 225.00	\$ 200.00
Total FTEs in staffing	25	35	35
Total marijuana inventory for the year (in lbs.)	2442	3650	3750
Total marijuana sold for the year (in lbs.)	2300	3550	3600
Total marijuana left for roll over (in lbs.)	142	100	150

7. TEAM

7.1 General

AMP has put together a team to implement the operations of the Marijuana Establishment. AMP's board of director's have decades of experience in running successful businesses in the Commonwealth.

AMP intends to create 25-35 full-time staff positions within the first three years of operations in Fitchburg.

No individual on the AMP team is a controlling person over more than three licenses in a particular class of license.

7.2 CEO / COO / CFO

Stephen Perkins is a Founder and the Chief Executive Officer (CEO) of Atlantic Medicinal Partners, Inc. Stephen is also the Founder and Chief Operating Officer (COO) of Big Time Wrestling ("BTW"), a sports promotion firm that produces wrestling events. As COO of BTW, Stephen supervises over 100 independent contractors who work to ensure that each wrestling match, whether for profit or a non-profit fundraiser, is properly promoted and conducted so that both the athletes and fans enjoy a safe and entertaining event. Stephen is also responsible for ensuring that BTW is properly bonded, insured, and fully compliant with the laws and regulations of any licensing commission.

The Chief Operating Officer (COO) of AMP is Jeff Perkins, an accomplished software developer who has extensive experience in developing database products that track high value products in real time. Additionally, through his skills developed as a licensed real estate agent in Massachusetts, Jeff has been able to locate properties for AMP's operations that have a positive impact on surrounding neighbors and the community.

The Chief Financial Officer (CFO) of AMP, Frank Cieri will leverage his expertise with cutting-edge technology to help AMP establish and operate its sophisticated inventory management system that will tag and track every seed, plant, and product, and report their status in a CCC approved POS system. Additionally, Frank will arrange financing, negotiate leases, and oversee manufacturing costs and sales, as well as the financial health of AMP.

7.3 Head of Security & Head of Cultivation

Head of Cultivation: The Head of Cultivation is responsible for all daily operations and maintenance of the Cultivation Facility. The Head of Cultivation will:

- Be responsible for implementing policies with the Cultivation Facility.
- Coordinate space assignments.
- Receive and review work requests.
- Coordinate repairs and maintenance.
- Responsible for supervision and training of agents.

- Provide mandatory training for new agents.
- Maintain a record of space allocations.
- Work with Greenhouse Technician to promote successful operations in the Cultivation Facility.
- Program and monitor Environmental Control System (DDC).
- Maintain a database of environmental controls and conditions.
- Adjust DDC for optimum efficiency of operation.
- Provide pesticide recommendations and ensure Integrated Pest Management (IPM) Program is sufficient.

Head of Security: Under the supervision of the Chief Executive Officer, the Head of Security is responsible for the development and overall management of the Security Policies and Procedures for AMP, implementing, administering, and revising the policies as needed. In addition, the Head of Security will perform the following duties:

- Provide general training to AMP agents during new hire orientation or re-current trainings throughout the year;
- Provide training specific for Security Agents prior to the Security Agent commencing job functions;
- Review and approve incident reports and other reports written by Security Agents prior to submitting to the executive management team – follow up with security agent if needed;
- Maintain lists of agents authorized to access designated areas of the AMP facility, including cash and product storage vaults, surveillance and network equipment room, and other highly sensitive areas of the AMP facility;
- Lead a working group comprised of the Chief Executive Officer, Chief Operating Officer, Head of Security, Head of Cultivation, and any other designated advisors to ensure the current policies and procedures are properly implemented, integrated, effective, and relevant to ensure the safety of AMP agents and assets;
- Ensure that all required background checks have been completed and documented prior to an agent performing job functions; ensure agent is granted appropriate level of access to the facility necessary to complete his/her job functions;
- Maintain all security related records, incident reports and other reports written by security agents;
- Evaluate and determine the number of security agents assigned to each shift and proper shift change times; and
- Maintain frequent contact with the Fitchburg Police and Fire Department.



PLAN FOR SEPARATING RECREATIONAL FROM MEDICAL OPERATIONS

Atlantic Medicinal Partners, Inc. (“AMP”) has developed plans to ensure virtual and physical separation between medical and adult-use marijuana operations.

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

AMP will ensure that registered patients have access to a sufficient quantity and variety of marijuana and marijuana products to meet their medical needs. For the first 6 months of operations, 35% of AMP’s marijuana product inventory will be marked for medical use and reserved for registered patients. Thereafter, a quantity and variety of marijuana products for patients that is sufficient to meet the demand indicated by an analysis of

sales data collected during the preceding 6 months will be marked and reserved for registered patients.

As AMP is a co-located facility, marijuana products reserved for registered patients will be maintained on site in an area separate from marijuana products intended for adult use. AMP may transfer a marijuana product reserved for medical use to adult use within a reasonable period of time prior to the product’s date of expiration.

In addition to virtual separation, AMP will provide for physical separation between the area designated for sales of medical marijuana products to patients/caregivers, and the area designated for sales of adult-use marijuana products to individuals 21 years of age or older. Within the sales area stanchion's have been installed to create separate, clearly marked lines for patients/caregivers and adult-use consumers. Stanchion's are also utilized to ensure state required COVID separation. Trained marijuana establishment agents will verify the age of all individuals, as well the validity of any Medical Use of Marijuana Program ID Cards, upon entry to the facility and direct them to the appropriate queue.

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



PLAN FOR RESTRICTING ACCESS TO AGE 21 AND OLDER

Atlantic Medicinal Partners, Inc. (“AMP”) will only be accessible to consumers 21 years of age or older with a verified and valid, government-issued photo ID or in possession of a Program ID Card demonstrating the individual is a registered qualifying patient with the Medical Use of Marijuana Program. Upon entry into the premises of the marijuana establishment by an individual, an AMP agent will immediately inspect the individual’s proof of identification and determine the individual’s age.

In the event AMP discovers any of its agents intentionally or negligently sold or diverted marijuana to an individual under the age of 21, the agent will be immediately terminated and the Commission will be promptly notified. AMP will not hire any individuals who are under the age of 21 or who have been convicted of distribution of controlled substances to minors.

AMP will not engage in any marketing, advertising or branding practices that are targeted to, deemed to appeal to or portray minors under the age of 21. AMP will not engage in any advertising, marketing and branding by means of television, radio, internet, mobile applications, social media, or other electronic communication, billboard or other outdoor advertising, including charitable, sporting or similar events, unless at least 85% of the audience is reasonably expected to be 21 years of age or older as determined by reliable and current audience composition data. AMP will not manufacture or sell any edible products that resemble a realistic or fictional human, animal or fruit, including artistic, caricature or cartoon renderings. Any marketing, advertising and branding materials for public viewing will include a warning stating, “**For use only by adults 21 years of age or older. Keep out of the reach of children. Marijuana can impair concentration, coordination and judgment. Do not operate a vehicle or machinery under the influence of marijuana.**” AMP packaging for any marijuana or marijuana products will not use bright colors, resemble existing branded products, feature cartoons or celebrities commonly used to market products to minors, feature images of minors or other words that refer to products commonly associated with minors or otherwise be attractive to minors. AMP’s website will require all online visitors to verify they

are 21 years of age or older prior to accessing the website.

Atlantic Medicinal Partners EMPLOYEE TRAINING/EDUCATION POLICY

Atlantic Medicinal Partners Agent training and education is critical to the establishment and maintenance of the high performing organization we need to be successful; where employees are held accountable for their work output, and where safety of our customers and team remain a paramount priority.

The following training policy includes mandatory training subject coverage during orientation and for new hires in each area of job specialty, mandatory recordkeeping on employee training, and provides that each employee will receive at least 8 hours of formal training annually.

I. Required Orientation Training for all Atlantic Medicinal Partners Agents

All Atlantic Medicinal Partners Agents will receive orientation training and must acceptably complete that training on the following subjects BEFORE they will be permitted to assume their work responsibilities.

1. Security
2. Atlantic Medicinal Partners' confidentiality policy
3. Procedures to ensure accurate recordkeeping, including inventory protocol
4. Atlantic Medicinal Partners' employee security policies, including personal safety and crime prevention techniques;
5. Emergency procedures, including a disaster plan with procedures for fire or other emergencies;
6. Alcohol, smoke and drug-free workplace policies.
7. Atlantic Medicinal Partners facility layout (through a tour)

This will be in-person training, delivered by appropriate Atlantic Medicinal Partners executives and managers. While self-directed learning can and will be effectively used to enhance employee education, we require that training be instructor led and attended in person. Employees will receive their regular pay during the orientation period.

II. New Employee Job Specific Training

Orientation will be followed by a combination of on-the job training and self-directed learning modules to prepare each employee for their specific job responsibilities. Managers of each function that is being staffed hold the responsibility for planning and accomplishing this training.

After Orientation, but within the first 7 days after new employee hire date, all new employees must receive additional, job-specific training on the duties and responsibilities of their position, including all required training modules for their position specified below.

Atlantic Medicinal Partners EMPLOYEE TRAINING/EDUCATION POLICY

Standard training materials for Atlantic Medicinal Partners Cultivation Agents will include: detailed, up-to-date operations manuals for grow room work, trimming and processing, including sanitation procedures. Specifics of training policy for different job functions follow.

Training for newly hired Atlantic Medicinal Partners agents in the cannabis concentrate production process includes:

1. All standard operating procedures for each method of cannabis concentrate production used at Atlantic Medicinal Partners;
2. The proper use of any necessary safety or sanitation equipment;
3. The hazards presented by any solvents used within Atlantic Medicinal Partners as described in the material safety data sheet for each solvent;
4. Clear instructions on the safe use of all equipment involved in each process and in accordance with manufacturer's instructions, where applicable; and
5. Any additional periodic cleaning required to comply with all applicable sanitation and safety rules;

Training for newly hired Atlantic Medicinal Partners agents involved in the dispensary includes:

1. Atlantic Medicinal Partners specific policies for dispensary security and tracking the sale of cannabis;
2. Maintenance of qualifying patient and designated caregiver records;
3. Knowledge of all labeling and dispensing requirements;
4. Customer educational materials;
5. Qualifying medical conditions and symptoms (on-going);
6. Potential side-effects and safety of cannabis (on-going);
7. Selection of strains and formulations individualized for each customer (on-going).
8. Responsible Vendor Training (given by accredited vendor within 90 days of hire).

Training noted as "on-going" for specific subjects in the list above will only be covered at a foundational level during the first 7 days of a new Atlantic Medicinal Partners agent's employment at Atlantic Medicinal Partners Dispensary Facilities. On-going training in these subjects will be required to cover these subjects adequately, incorporating new information as medical knowledge evolves.

III. Continuing Education

Atlantic Medicinal Partners is committed to the advancement and intellectual enrichment of its team members. Beyond the training provided to new employees, Supervisors will routinely evaluate employee training needs and suggest appropriate educational resources to address professional development needs.

Atlantic Medicinal Partners EMPLOYEE TRAINING/EDUCATION POLICY

IV. Employee Training Records

Atlantic Medicinal Partners will maintain documentation of all training, including required training for Atlantic Medicinal Partners 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 2 years after the employee is no longer employed.

Atlantic Medicinal Partners Energy Efficiency and Conservation Plan

Atlantic Medicinal Partners (AMP) has identified several areas of potential energy use reduction opportunities as well as strategies to reduce electric demand. AMP will reduce energy use during peak demand times by only having half the grow rooms operating at a time. AMP also uses energy efficient gas chillers and reuses the heat to dehumidify.

AMP has reached out to Secure Energy to evaluate all opportunities for renewable energy generation and to engage with energy efficiency programs offered pursuant to MGL c. 25 chapter 21, or through municipal lighting plans. Further, AMP is committed to using LED lighting in the vegetative stage and phase II of our build-out.

As AMP continues to grow, and as technology advances, AMP will take every opportunity to reduce are carbon footprint.

Diversity Plan

Overview

Atlantic Medicinal Partners, Inc. (“AMP”) is dedicated to promoting equity in its operations for diverse populations, which the Commission has identified as the following:

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

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

Goals

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

1. Hiring and maintaining a staff of diverse background and encouraging inclusion in the work place;
2. Creating and maintaining relationships with organizations that serve women, minorities, veterans, persons with disabilities, and people of all gender identities and sexual orientations in order to offer employment opportunities; and
3. Seeking suppliers of goods and services that support diversity in their own work place with an emphasis on businesses that are majority owned by women, minorities, veterans, persons with disabilities, and people of all gender identities and sexual orientations.

Programs

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

1. Work force diversity initiatives which includes the distribution of interoffice newsletters to current employees to encourage the recruitment of members of diverse populations and the posting of employment opportunities in career center(s) serving diverse populations;
2. Outreach to organizations that serve women, minorities, veterans, persons with disabilities and people of all gender identities and sexual orientations and placement of ads in diverse publications to encourage job opportunities and career advancement;
3. The development of criteria that will be used in the decision-making process within AMP to select new suppliers of services and goods.

Measurements

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

- Hiring staff where no less than 20% of all staff members are women, minorities, veterans, persons with disabilities or people of diverse gender identities and sexual orientations;
- Placing employment opportunity postings four (4) or more times in diverse publications per year;
- Sourcing products and/or services from at least four (4) companies that are majority owned by members of diverse populations or demonstrate robust programs that support diversity in their workplace per year.

The Chief Operating Officer will review and evaluate AMP's measurable outcomes no less than once per business quarter to ensure that AMP is meeting its commitments. Such evaluation will include a staffing analysis, which will include a comprehensive review of AMP's human resources files. The staffing analysis will include the number of individuals from the above-referenced demographic groups who were hired and retained for a period of no less than six months. Furthermore, AMP will document and keep on file the number of employment postings that AMP places in diverse publications every year. AMP will also document all contracts that AMP has with companies that are majority owned by members of diverse populations or demonstrate robust programs that support diversity in their workplace per year. AMP is mindful that demonstration of the Plan's progress and success will be submitted to the Commission upon renewal.

Acknowledgements

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

Atlantic Medicinal Partners Final Product Testing Policies and Procedures

A. General

1. All testing must be done in compliance with Sampling and Analysis of Finished Medical Marijuana Products and Marijuana-infused Products, as amended in November, 2016, published by the DPH.
2. Testing of marijuana products will be performed by an Independent Testing Laboratory in compliance with the Protocol for Sampling and Analysis of Finished Medical Marijuana Products and Marijuana-infused Products, as amended in November, 2016, published by the DPH.
3. No marijuana product, including marijuana, may be sold or otherwise marketed for that is not capable of being tested by Independent Testing Laboratories, except as allowed under 935 CMR 500.000 and 935 CMR 501.000. The product must comply with the standards required under 935 CMR 500.160.
4. The sale of seeds is not subject to regulatory testing provisions.
5. Clones are subject to these testing provisions, but are exempt from testing for metals.
6. All transportation and storage of marijuana to and from Independent Testing Laboratories providing marijuana testing services must comply with all relevant regulations.
7. Atlantic Medicinal Partners may perform a routine inspection of the laboratory to assure compliance.
8. All excess marijuana must be destroyed and properly disposed of by the Independent Testing Laboratory disposing of it directly.
9. No marijuana product will be sold or otherwise marketed that has not first been tested by an Independent Testing Laboratory and deemed to comply with the required standards of Sampling and Analysis of Finished Medical Marijuana Products and Marijuana-infused Products, as amended in November, 2016, published by the DPH.
10. Each testing package of marijuana must be no larger than 15 lbs. For harvest that are greater than 15 lbs. dry weight, multiple batches must be made during curing and before test samples are sent out.
11. Vape cartridges must be tested for vitamin E and residual solvents.

B. Laboratory Requirements

1. An Independent Testing Laboratory must be licensed by the Commission.
2. The laboratory must also be accredited to the International Organization for Standardization 17025 (ISO/IEC 17025: 2017) by a third-party accrediting body

that is a signatory to the International Laboratory Accreditation Accrediting Cooperation mutual recognition arrangement.

3. The laboratory must be financially independent from Atlantic Medicinal Partner's or any other licensee for which it conducts a test.
4. As part of the laboratories accreditation, they must be qualified to test cannabis or marijuana in compliance with 935 CMR 500.160, M.G.L. c. 94C, § 34, and Sampling and Analysis of Finished Medical Marijuana Products and Marijuana-infused Products, as amended in November, 2016, published by the DPH.
5. Testing for finished marijuana and marijuana products must include screenings for chemical and biological contaminants, metals, and cannabinoid profile testing as listed in current addition of Protocol for Sampling and Analysis of Finished Medical Marijuana Products and Marijuana-Infused Products.

C. Testing Requirements

1. A “production batch” of finished plant material must be traceable to one or more cultivation batch(es).
2. Production batches intended for dispensing and direct use must be tested for biological contaminants (bacteria, fungi, and mycotoxins).
3. Finished plant material is tested instead of living or freshly harvested plants because drying and trimming may affect the concentrations of contaminants and because fungal/bacterial growth may occur during finishing.
4. Finished plant material that exceeds any regulatory limit for any contaminant included in the required testing cannot be distributed as finished product.
5. If the finished plant material fails to meet a required testing requirement, excluding pesticide failures, then the marijuana may be remediated and used to derive resins and concentrates.
6. The resins and concentrates may be dispensed as long as they meet the respective concentration limit of the testing standards.
7. Cannabis concentrates must be tested for metals, as well as residual solvents if solvents were used in their production. Specifically, testing is required for any solvent used to make a cannabis concentrate production batch.
8. All cannabis resin or concentrate production batches intended for distribution to as finished marijuana or marijuana products must be tested for bacteria, fungi, and mycotoxins.

- a. Testing for these biological contaminants is not required for cannabis resin or concentrate production batches that will be used only to manufacture secondary products.
9. If required testing finds that a production batch of cannabis resin or concentrate exceeds any applicable contaminant limit, production batch cannot be dispensed as finished product.
10. MIP production batches must be tested for biological contaminants (bacteria, fungi, and mycotoxins). Production batches must be discarded and not dispensed if any biological contaminant limit is exceeded.
11. Each product type should be tested to characterize the cannabinoid content and profile.
12. Production batches of finished plant material must be tested for residues of prohibited pesticides.
13. Pesticide testing should be performed consistent with the following sections of National Organic Program Handbook: Guidance and Instructions for Accredited Certifying Agents and Certified Operations (USDA, 2014):
 - NOP 2611: Laboratory Selection Criteria for Pesticide Residue Testing
 - NOP 2611-1: Prohibited Pesticides for NOP Residue Testing
 - NOP 2613: Responding to Results from Pesticide Residue Testing
14. Requirements for total viable aerobic bacteria, total yeast and mold, total coliforms, and bile-tolerant gram-negative bacteria are given in colony forming unit (CFU) counts per mass of product sample. The requirement for pathogenic *E. coli* and *Salmonella* spp. is based on detection in a 1 gram sample, and the requirement for mycotoxins is based on the concentration per kilogram of sample.
15. Analytical methods for enumerating and identifying specific microbiological contaminants must be consistent with the following United States Pharmacopeia (USP) chapters:
 - USP Chapter <61>: Microbiological Examination of Nonsterile Products: Microbial Enumeration Tests. USP 36, Chapter <61>
 - USP Chapter <62>: Microbiological Examination of Nonsterile Products: Tests for specified Microorganisms. USP 36, Chapter <62>

- Analytical methods for mycotoxins must be consistent with USP chapter:
USP Chapter <561>: Articles of Botanical Origin. USP 36,
Chapter <561>

D. Tracking Samples

1. Samples must be traceable using METRC

DI. Sample Collection Plan

1. Product must be tested for cannabinoid profile and contaminants.
2. Products to be tested include:
 - finished plant material
 - cannabis resin
 - cannabis concentrates
 - vaporizers
 - MIPs
3. Each production batch must be sampled and analyzed, and samples collected for production batch must be representative of all product in the batch.
4. Production batch must be collected in a ready-to-use condition. Ready-to-use means ready for packaging or post-packaging.
5. After samples are collected, entire production batch must be stored securely in the vault.
6. For sample volume requirements see laboratory testing chart.
7. It is important to assure the sample is representative and prepared correctly. Always inquire with the approved analytical laboratory to find out what method works best.

DII. Prior to Sample Collection

1. Assemble all equipment and information needed before beginning sample collection.
2. Items to assemble before sampling include, but are not limited to, the following:
 - Disposable gloves
 - Sample containers appropriate for the analyses required
 - Supplies to thoroughly clean, decontaminated and dry sampling equipment between samples if applicable
3. Tools that contact samples should be stainless steel or other inert material

4. Prepare sample labels and affix to sample containers immediately.

G. Sampling Collection Steps

1. Disposable gloves
2. Clean and decontaminated sampling area
3. For specific amount needed see laboratory agreement
4. Wear disposable gloves to mitigate potential for contamination of samples.
5. Ensure that the sampling area is clean and decontaminated and lay out any tools and equipment needed.
6. Do not touch the sample with your hands or allow the sample to touch anything that might cause cross contamination.
7. To avoid cross contamination of samples, any tools or equipment that comes in contact with the finished plant material or other marijuana products should be cleaned before collecting the next sample.
8. All samples should be placed in clean sample containers that is large enough to hold the sample quantity with minimal headspace. Sample containers must be firmly closed and appropriately labeled.
9. The transportation manifest will be completed prior to shipment to the analytical laboratory.

H. Laboratory Analysis and Release

1. Product that fails any portion of required testing will not be authorized for use and must be remediated or destroyed.
2. At a minimum test result documentation must include:
 - Sample Receipt
 - Sample Preparation
 - Any Deviations
 - Test Method Utilized
 - Summary of Results
 - Analysis Date
 - Signed Statement of Quality Assurance
3. A production batch of finished plant material may be dispensed or used to make other marijuana products if no individual pesticide or plant growth regulator is detected.

I. Responding to Test Failures

1. Compliance must notify the Commission within 72 hours of any laboratory testing results indicating that the contamination cannot be remediated and disposing of the production batch.
2. The notification must be from Atlantic Medicinal Partners and the Independent Testing Laboratory, separately and directly.
3. Compliance or appropriate staff will communicate and confirm that the testing laboratory has sent the notification in a timely manner.
4. The notification from Atlantic Medicinal Partners must describe a proposed plan of action for both:
 - the destruction of the contaminated product
 - the assessment of the source of contamination
5. Depending on the outcome of the analysis, actions may need to be taken to address unacceptable levels of contamination or to perform follow-up investigation.
6. If a batch of finished plant material fails to meet a metal or a bacteria/fungi/mycotoxin standard the finished plant material cannot be dispensed as finished product. It may be used to derive other finished medical marijuana products, however, those products must pass all applicable testing standards.
7. While the finished plant material or finished marijuana product may be remediated in a manner to reduce the concentration of metals or bacteria/fungi/mycotoxin contaminants, the finished plant material or finished medical marijuana product may not be treated to bind or restrict the availability of the metals or bacteria/fungi/mycotoxin in an analysis without reducing the total contaminant content.
8. If a batch of finished plant material fails to meet a pesticide residue and plant growth regulator limit, it cannot be dispensed or used to derive other products. The batch may be retested once. If the batch fails, the retest it must be destroyed per waste destruction policies and procedures.
9. If a concentrate or resin exceeds the residual solvent requirements it cannot be dispensed. The concentrate/resin may be reprocessed and retested. If upon retest the concentrate/resin meets the residual solvent standard, the ultimate finished products may be dispensed as long as all applicable limits are met.

J. Data Packet

1. The independent laboratory results must include, at a minimum, the following in the laboratory data package:
2. Case Narrative:
 - The narrative, written on laboratory letterhead, must describe any sample receipt, preparation, or analytical issues encountered as well as any method nonconformance's or exceedance of QA/QC criteria used by the laboratory.
 - The narrative must identify the preparation and analytical methods utilized by the laboratory.
 - The narrative must include a signed statement by an authorized laboratory representative as to the accuracy, completeness, and compliance with the methods of the results presented.
 - Chains-of-custody (COC) information or other paperwork indicating requested analyses and documentation of sample collection and receipt.
 - Summary of analytical results including sample identifier, methods performed, target analytes analyzed for, result or reporting limit, proper qualifier according to laboratory standard procedures, units of measure, preparation date(s), where applicable, and analysis date(s).



RECORDKEEPING PROCEDURES

General Overview

Atlantic Medicinal Partners, Inc. (“AMP”) has established policies regarding recordkeeping and record-retention in order to ensure the maintenance, safe keeping, and accessibility of critical documents. Electronic and wet signatures are accepted forms of execution of AMP documents. Records will be stored at AMP in a locked room designated for record retention. All written records will be available for inspection by the Commission upon request.

Recordkeeping

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

- **Corporate Records:** are defined as those records that require, at a minimum, annual reviews, updates, and renewals, including:
 - Insurance Coverage:
 - Directors & Officers Policy
 - Product Liability Policy
 - General Liability Policy
 - Umbrella Policy
 - Workers Compensation Policy
 - Employer Professional Liability Policy
 - Third-Party Laboratory Contracts
 - Commission Requirements:
 - Annual Agent Registration
 - Annual Marijuana Establishment Registration
 - Local Compliance:
 - Certificate of Occupancy
 - Special Permits
 - Variances
 - Site Plan Approvals

- As-Built Drawings
 - Corporate Governance:
 - Annual Report
 - Secretary of State Filings
- Business Records: Records that require ongoing maintenance and updates. These records can be electronic or hard copy (preferably electronic) and at minimum include:
 - Assets and liabilities;
 - Monetary transactions;
 - Books of accounts, which will include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
 - Sales records including the quantity, form, and cost of marijuana products;
 - Salary and wages paid to each agent, and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with AMP, including members, if any.
- Personnel Records: At a minimum will include:
 - Job descriptions for each agent and volunteer position, as well as organizational charts consistent with the job descriptions;
 - A personnel record for each marijuana establishment agent. Such records will be maintained for at least twelve (12) months after termination of the agent's affiliation with AMP and will include, at a minimum, the following:
 - All materials submitted to the Commission;
 - Documentation of verification of references;
 - The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision;
 - Documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the individual indicating the date, time, and place he or she received said training and the topics discussed, including the name and title of presenters;
 - Documentation of periodic performance evaluations; and
 - A record of any disciplinary action taken.
 - Notice of completed responsible vendor and eight-hour related duty training.
 - A staffing plan that will demonstrate accessible business hours and safe cultivation conditions;
 - Personnel policies and procedures; and
 - All background check reports.
- Handling and Testing of Marijuana Records
 - AMP will maintain the results of all testing for a minimum of one (1) year.

- Inventory Records
 - The record of each inventory will include, at a minimum, the date of the inventory, a summary of the inventory findings, and the names, signatures, and titles of the agents who conducted the inventory.
- Seed-to-Sale Tracking Records
 - AMP will use a point-of-sale (POS) system approved by the Commission to maintain real-time inventory. The POS system will meet the requirements specified by the Commission and (d), including, at a minimum, an inventory of marijuana plants; marijuana plant-seeds and clones in any phase of development such as propagation, vegetation, flowering; marijuana ready for dispensing; all marijuana products; and all damaged, defective, expired, or contaminated marijuana and marijuana products awaiting disposal.
 - Inventory records will include, at a minimum, the date of the inventory, a summary of the inventory findings, and the names, signatures, and titles of the individuals who conducted the inventory.
- Incident Reporting Records
 - Within ten (10) calendar days, AMP will provide written notice to the Commission of any incident, by submitting an incident report, detailing the incident, the investigation, the findings, resolution (if any), confirmation that the Police Department and Commission were notified within twenty-four (24) hours of discovering the breach, and any other relevant information. Reports and supporting documents, including photos and surveillance video related to a reportable incident, will be maintained by AMP for no less than one year or the duration of an open investigation, whichever is longer, and made available to the Commission and law enforcement authorities upon request.
- Visitor Records
 - A visitor sign-in and sign-out record will be maintained at the security office. The record will include the visitor's name, date, time in and out.
- Waste Disposal Records
 - When marijuana or marijuana products are disposed of, AMP will create and maintain a written record of the date, the type and quantity disposed of or handled, the manner of disposal or other handling, the location of disposal or other handling, and the names of the two AMP agents present during the disposal or handling, with their signatures. AMP will keep disposal records for at least three (3) years. This period will automatically be extended for the duration of any enforcement action and may be extended by an order of the Commission.

- Security Records
 - A current list of authorized agents and service personnel that have access to the surveillance room will be available to the Commission upon request.
 - Twenty-four (24) hour recordings from all video cameras that are available for immediate viewing by the Commission upon request and that are retained for at least ninety (90) calendar days.
- Transportation Records
 - AMP will retain all shipping manifests for a minimum of one (1) year and make them available to the Commission upon request.
- Agent Training Records
 - Documentation of all required training, including training regarding privacy and confidentiality requirements, and a signed statement of the individual indicating the date, time, and place he or she received the training, the topics discussed and the name and title of the presenter(s).
- Closure
 - In the event AMP closes, all records will be kept for at least two (2) years at AMP's expense in a form (electronic, hard copies, etc.) and location acceptable to the Commission. In addition, AMP will communicate with the Commission during the closure process and accommodate any additional requests the Commission or other agencies may have.
- Written Operating Policies and Procedures: Policies and Procedures related to AMP's operations will be updated on an ongoing basis as needed and undergo a review by the executive management team on an annual basis. Policies and Procedures will include the following:
 - Security measures in compliance with 935 CMR 500.110;
 - Agent security policies, including personal safety and crime prevention techniques;
 - A description of AMP's hours of operation and after-hours contact information, which will be provided to the Commission, made available to law enforcement officials upon request, and updated pursuant to 935 CMR 500.000.
 - Storage of marijuana in compliance with 935 CMR 500.105(11);
 - Description of the various strains of marijuana to be cultivated, processed or sold, as applicable, and the form(s) in which marijuana will be dispensed;
 - Procedures to ensure accurate recordkeeping, including inventory protocols in compliance with 935 CMR 500.160;
 - Plans for quality control, including product testing for contaminants in compliance with 935 CMR 500.160;
 - A staffing plan and staffing records in compliance with 935 CMR 500.105(9);
 - Emergency procedures, including a disaster plan with procedures to be followed in case of fire or other emergencies;

- Alcohol, smoke, and drug-free workplace policies;
- A plan describing how confidential information will be maintained;
- Policy for the immediate dismissal of any dispensary agent who has:
 - Diverted marijuana, which will be reported the Police Department and to the Commission;
 - Engaged in unsafe practices with regard to AMP operations, which will be reported to the Commission; or
 - Been convicted or entered a guilty plea, plea of *nolo contendere*, or admission to sufficient facts of a felony drug offense involving distribution to a minor in the Commonwealth, or a like violation of the laws of another state, the United States or a foreign jurisdiction, or a military, territorial, or Native American tribal authority.
- A list of all executives of AMP, and members, if any, of the licensee must be made available upon request by any individual.
- Policies and procedures for the handling of cash on AMP premises including but not limited to storage, collection frequency and transport to financial institution(s).
- Policies and procedures to prevent the diversion of marijuana to individuals younger than 21 years old.
- Policies and procedures for energy efficiency and conservation that will include:
 - Identification of potential energy use reduction opportunities (including but not limited to natural lighting, heat recovery ventilation and energy efficiency measures), and a plan for implementation of such opportunities;
 - Consideration of opportunities for renewable energy generation, including, where applicable, submission of building plans showing where energy generators could be placed on site, and an explanation of why the identified opportunities were not pursued, if applicable;
 - Strategies to reduce electric demand (such as lighting schedules, active load management and energy storage); and
 - Engagement with energy efficiency programs offered pursuant to M.G.L. c. 25 § 21, or through municipal lighting plants.

Record-Retention

AMP will meet Commission recordkeeping requirements and retain a copy of all records for two (2) years, unless otherwise specified in the regulations.



MAINTAINING OF FINANCIAL RECORDS

Atlantic Medicinal Partners, Inc.'s (“AMP”) operating policies and procedures ensure financial records are accurate and maintained in compliance with the Commission’s Adult Use of Marijuana regulations (935 CMR 500). Financial records maintenance measures include policies and procedures requiring that:

- Confidential information will be maintained in a secure location, kept separate from all other records, and will not be disclosed without the written consent of the individual to whom the information applies, or as required under law or pursuant to an order from a court of competent jurisdiction; provided however, the Commission may access this information to carry out its official duties.
- All recordkeeping requirements are followed, including:
 - Keeping written business records, available for inspection, and in accordance with generally accepted accounting principles, which will include manual or computerized records of:
 - Assets and liabilities;
 - Monetary transactions;
 - Books of accounts, which will include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
 - Sales records including the quantity, form, and cost of marijuana products; and
 - Salary and wages paid to each employee and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with a marijuana establishment, including members, if any.
- All sales recording requirements are followed, including:
 - Utilizing a point-of-sale (POS) system approved by the Commission, in consultation with the DOR, and a sales recording module approved by DOR;
 - Conducting a monthly analysis of its equipment and sales date, and maintaining records, available to the Commission upon request, that the monthly analysis has been performed;
 - Complying with 830 CMR 62C.25.1: *Record Retention* and DOR Directive 16-1 regarding recordkeeping requirements;

- Adopting separate accounting practices at the point-of-sale for marijuana and marijuana product sales, and non-marijuana sales;
 - Maintaining such records that would allow for the Commission and the DOR to audit and examine the point-of-sale system used in order to ensure compliance with Massachusetts tax laws and 935 CMR 500; and
 - If colocated with a medical marijuana treatment center, maintaining and providing the Commission on a biannual basis accurate sales data collected by the licensee during the six months immediately preceding this application for the purpose of ensuring an adequate supply of marijuana and marijuana products.
- Additional written business records will be kept, including, but not limited to, records of:
 - Compliance with liability insurance coverage or maintenance of escrow requirements and all bond or escrow requirements;
 - Fees paid or any other section of the Commission's regulations; and
 - Fines or penalties, if any, paid or any other section of the Commission's regulations.