



# Massachusetts Cannabis Control Commission

## Independent Testing Laboratory

### General Information:

License Number: IL281335  
Original Issued Date: 12/18/2020  
Issued Date: 12/18/2020  
Expiration Date: 12/18/2021

## ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: ATOZ Laboratories, Inc.

Phone Number: 978-614-0404 Email Address: bud.zaouk@atoz-labs.com

Business Address 1: 400 Donald Lynch Boulevard Business Address 2: Suite 102

Business City: Marlborough Business State: MA Business Zip Code: 01752

Mailing Address 1: 100 South Street Mailing Address 2:

Mailing City: Hopkinton Mailing State: MA Mailing Zip Code: 01748

## CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Not a DBE

## PRIORITY APPLICANT

Priority Applicant: no

Priority Applicant Type: Not a Priority Applicant

Economic Empowerment Applicant Certification Number:

RMD Priority Certification Number:

## RMD INFORMATION

Name of RMD:

Department of Public Health RMD Registration Number:

Operational and Registration Status:

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

If no, describe the circumstances below:

## PERSONS WITH DIRECT OR INDIRECT AUTHORITY

Person with Direct or Indirect Authority 1

Percentage Of Ownership: 100 Percentage Of Control: 100

Role: Executive / Officer Other Role:

First Name: Abdullatif Last Name: Zaouk Suffix:

Gender: Male

User Defined Gender:

What is this person's race or ethnicity?: Middle Eastern or North African (Lebanese, Iranian, Egyptian, Syrian, Moroccan, Algerian)

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 2

Percentage Of Ownership:

Percentage Of Control:

Role: Executive / Officer

Other Role:

First Name: Michael

Last Name: Willis

Suffix:

Gender: Male

User Defined Gender:

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

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 3

Percentage Of Ownership:

Percentage Of Control:

Role: Executive / Officer

Other Role:

First Name: Robert

Last Name: DiCicco

Suffix:

Gender: Male

User Defined Gender:

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

Specify Race or Ethnicity:

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

No records found

CLOSE ASSOCIATES AND MEMBERS

No records found

CAPITAL RESOURCES - INDIVIDUALS

No records found

CAPITAL RESOURCES - ENTITIES

Entity Contributing Capital 1

Entity Legal Name: ATOZ Laboratories, Inc.

Entity DBA:

Email: Bud.Zaouk@atoz-labs.com Phone: 703-981-1971

Address 1: 400 Donald Lynch Blvd

Address 2: Suite 102

City: Marlborough

State: MA

Zip Code: 01752

Types of Capital: Monetary/Equity Other Type of Capital: Total Value of Capital Provided: \$65433.57 Percentage of Initial Capital: 100

Capital Attestation: Yes

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

No records found

DISCLOSURE OF INDIVIDUAL INTERESTS

No records found

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 100 South Street

Establishment Address 2:

Establishment City: Hopkinton

Establishment Zip Code: 01748

Approximate square footage of the Establishment: 6000

How many abutters does this property have?: 14

Date generated: 09/24/2021

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

### HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Community Outreach Meeting Documentation	ATOZ Virtual Community Outreach Meeting Attestation Packet 1:2 7.28.20.pdf	pdf	5f203dc4cfe2dd743cd68895	07/28/2020
Community Outreach Meeting Documentation	ATOZ Virtual Community Outreach Meeting Attestation Packet 2:2 7.28.20.pdf	pdf	5f203dc95272ec7447e7b608	07/28/2020
Certification of Host Community Agreement	Host Community Agreement Cetification Form_ATOZ Town of Hopkinton Executed.pdf	pdf	5f204074cfe2dd743cd688a5	07/28/2020
Plan to Remain Compliant with Local Zoning	Plan to Remain Compliant with Local Zoning 7.28.20.pdf	pdf	5f2041128767bb7013cb2042	07/28/2020

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

### PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Plan for Positive Impact	Plan for Positive Impact 7.28.20.pdf	pdf	5f3ff3db9438190840924cc0	08/21/2020

### ADDITIONAL INFORMATION NOTIFICATION

Notification:

### INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Executive / Officer

Other Role:

First Name: Abdullatif

Last Name: Zaouk Suffix:

RMD Association: Not associated with an RMD

Background Question: no

Individual Background Information 2

Role: Executive / Officer

Other Role:

First Name: Michael

Last Name: Willis Suffix: Jr.

RMD Association: Not associated with an RMD

Background Question: no

Individual Background Information 3

Role: Executive / Officer

Other Role:

First Name: Jude

Last Name: DiCicco Suffix:

RMD Association: Not associated with an RMD

Background Question: no

### ENTITY BACKGROUND CHECK INFORMATION

No records found

Date generated: 09/24/2021

## MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Articles of Organization	Articles of Organization.pdf	pdf	5ed166562f29a23e61da2134	05/29/2020
Department of Revenue - Certificate of Good standing	ATOZ certificate of Good Standing 7-28-2020.pdf	pdf	5f22c79e44827474644eb3b3	07/30/2020
Articles of Organization	DUA Certificate Request 7.28.20 Signed.pdf	pdf	5f22c82e9a9ccf70437a7c48	07/30/2020
Bylaws	ATOZ Draft Bylaws 7.31.20.pdf	pdf	5f2983b6a23bf56860679645	08/04/2020
Secretary of Commonwealth - Certificate of Good Standing	Secretary of State COGS 8.20.20.pdf	pdf	5f3ecea1233f7b0865381fa6	08/20/2020
Secretary of Commonwealth - Certificate of Good Standing	MA Corporations Certificate Number Verification.pdf	pdf	5f3ff99d5330a107b966cc10	08/21/2020

No documents uploaded

Massachusetts Business Identification Number: 001402741

Doing-Business-As Name:

DBA Registration City:

## BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan for Liability Insurance	Plan to Obtain Liability Insurance 7.28.20.pdf	pdf	5f20396644827474644eae7a	07/28/2020
Proposed Timeline	ATOZ Proposed Timeline 7.28.20.pdf	pdf	5f2039689a9ccf70437a7770	07/28/2020
Business Plan	ATOZ Business Plan Hopkinton.pdf	pdf	5f203a094601b5701e615ca8	07/28/2020

## LABORATORY CERTIFICATION

Certifying Body: ISO ISO 17025 Accreditation Certificate Number: 12345

## OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Inventory procedures	Inventory procedures summary.pdf	pdf	5f2034ec9adff6745ddd682d	07/28/2020
Dispensing procedures	Dispensing Procedures.pdf	pdf	5f2034ee44827474644eae68	07/28/2020
Separating recreational from medical operations, if applicable	Colocate Separating Medical from Recreational Operations.pdf	pdf	5f2034ee9a9ccf70437a7754	07/28/2020
Security plan	A to Z Security Plan.pdf	pdf	5f2034ef62a1117473fb8977	07/28/2020
Quality control and testing	Procedures for Quality Control and Testing.pdf	pdf	5f20351444827474644eae6e	07/28/2020
Prevention of diversion	Prevention of Diversion.pdf	pdf	5f2035159a9ccf70437a7758	07/28/2020
Personnel policies including background checks	Personnel Policies Summary.pdf	pdf	5f20351562a1117473fb897d	07/28/2020

Maintaining of financial records	Maintaining of Financial Records.pdf	pdf	5f20351654fcae70383aa413	07/28/2020
Transportation of marijuana	Transportation of Marijuana.pdf	pdf	5f203543a3272a742d1c3d1b	07/28/2020
Storage of marijuana	Storage of Marijuana.pdf	pdf	5f203543cb97e3700c535f24	07/28/2020
Restricting Access to age 21 and older	Restricting Access to age 21 or older.pdf	pdf	5f203544cfe2dd743cd68871	07/28/2020
Record Keeping procedures	Record Keeping Procedure.pdf	pdf	5f203545c124977059ce8335	07/28/2020
Diversity plan	Diversity Plan 8.21.20.pdf	pdf	5f3ffbf53a4447086ca97bbf	08/21/2020
Qualifications and training	Qualifications and Training 8.21.20.pdf	pdf	5f402bfc7116b407de6541c1	08/21/2020

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

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

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

### ADDITIONAL INFORMATION NOTIFICATION

#### Notification:

### COMPLIANCE WITH POSITIVE IMPACT PLAN

No records found

### COMPLIANCE WITH DIVERSITY PLAN

No records found

### HOURS OF OPERATION

Monday From: 9:00 AM	Monday To: 6:00 PM
Tuesday From: 9:00 AM	Tuesday To: 6:00 PM
Wednesday From: 9:00 AM	Wednesday To: 6:00 PM
Thursday From: 9:00 AM	Thursday To: 6:00 PM
Friday From: 9:00 AM	Friday To: 6:00 PM
Saturday From: 9:00 AM	Saturday To: 6:00 PM
Sunday From: 9:00 AM	Sunday To: 6:00 PM

## Community Outreach Meeting Attestation Form

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

I, Abdullatif Zaouk, (*insert name*) attest as an authorized representative of ATOZ Laboratories, 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 May 7, 2020 (*insert date*).
2. A copy of a notice of the time, place, and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was published in a newspaper of general circulation in the city or town on April 22, 2020 (*insert date*), which was at least seven calendar days prior to the meeting. A copy of the newspaper notice is attached as Attachment A (*please clearly label the newspaper notice in the upper right hand corner as Attachment A and upload it as part of this document*).
3. A copy of the meeting notice was also filed on April 14, 2020 (*insert date*) with the city or town clerk, the planning board, the contracting authority for the municipality, and local licensing authority for the adult use of marijuana, if applicable. A copy of the municipal notice is attached as Attachment B (*please clearly label the municipal notice in the upper right-hand corner as Attachment B and upload it as part of this document*).
4. Notice of the time, place and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was mailed on April 21, 2020 (*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.



Uncategorized

## Virtual Community Outreach Meeting May 7

By **Hopkinton Independent** - April 22, 2020

100

 Share on Facebook

 Tweet on Twitter

Notice is hereby given that a virtual Community Outreach Meeting for a proposed marijuana establishment is scheduled for Thursday, May 7, 2020, at 6:30 p.m. The virtual Community Outreach Meeting will be available at the following link and phone number:



Link: [http://bit.ly/atoz\\_labs](http://bit.ly/atoz_labs)

QR code at left

Phone number: +1 413-240-4743; Conference ID: 429 135 160#

The proposed Independent Testing Laboratory is anticipated to be located 100 South Street, Hopkinton, MA 01748. There will be an opportunity for the public to ask questions.

Please feel free to submit questions to [hopcom@AtoZ-Labs.com](mailto:hopcom@AtoZ-Labs.com) in advance of this meeting.

Click here for a PDF of the ATOZ Hopkinton Community Outreach presentation for May 7.

**Subject:** Re: A to Z Community Outreach Notice  
**Date:** Thursday, May 7, 2020 at 11:52:54 AM Eastern Daylight Time  
**From:** Susanne Odell Farber  
**To:** Jonathan Capano

Hi Jonathan,

The pdf went live on our website yesterday afternoon. You can see it at <https://hopkintonindependent.com/virtual-community-outreach-meeting-may-7/>

This page is referenced and linked to in today's version of Hopkinton Today on our website and pushed out through our Social Media.

The web ad will come down tonight/tomorrow morning, after the meeting.

Let me know if ATOZ would like to maintain a presence on the Hopkinton Independent website with information from the meeting or with the slides that are currently on the site. They could purchase a new web ad with a link to the information.

Good luck tonight.

## Susanne

**Susanne Odell Farber**  
Business Development Specialist  
[sue@sodellconsult.com](mailto:sue@sodellconsult.com)  
**508.954.8148**  
*Representing*  
**Hopkinton Independent**  
Upton/Mendon & Milford Town Crier  
Westboro/Southboro/Northboro/Marlboro/Shrewsbury/Grafton/Hudson Community Advocate  
Wellesley, Dover/Sherborn, Medfield, Westwood, Needham, Walpole HomeTown Weekly

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**From:** Jonathan Capano <[jcapano@publicpolicylaw.com](mailto:jcapano@publicpolicylaw.com)>  
**Date:** Wednesday, May 6, 2020 at 10:42 AM  
**To:** Susanne Odell Consulting <[sue@sodellconsult.com](mailto:sue@sodellconsult.com)>  
**Subject:** A to Z Community Outreach Notice

Good Morning Susanne,

I was wondering if it would be possible to add the attached presentation to the web-based notice? Please let me know if this is possible.

Thank you for your continued assistance.

**Jonathan Capano, Esq.**  
*Associate*  
**Smith, Costello & Crawford**  
Public Policy Law Group.  
Boston, MA 02109  
O: 617-523-0600  
[www.publicpolicylaw.com](http://www.publicpolicylaw.com)

**Subject:** Web Ad for ATOZ Laboratories  
**Date:** Friday, April 17, 2020 at 2:49:03 PM Eastern Daylight Time  
**From:** Susanne Odell Farber  
**To:** Jonathan Capano  
**Attachments:** ATOZ Laboratories 4.17.2020 360x261 WEB.jpg

Hi Jonathan,

Attached is the web ad. Clicking anywhere on the ad will take readers directly to the full information posted in the print ad. The link will be live there.

Let me know if this is approved to go up on the website on Wednesday morning.

Thank you.

## Susanne

**Susanne Odell Farber**  
Business Development Specialist  
[sue@sodellconsult.com](mailto:sue@sodellconsult.com)

**508.954.8148**

*Representing*

**Hopkinton Independent**

Upton/Mendon & Milford **Town Crier**

Westboro/Southboro/Northboro/Marlboro/Shrewsbury/Grafton/Hudson **Community Advocate**

Wellesley, Dover/Sherborn, Medfield, Westwood, Needham, Walpole **HomeTown Weekly**



## CARRIERS

From Page A5

into mailboxes every day. Now, those ads have virtually vanished.

"I think people are moving toward ordering stuff online for things that they would've normally went out for before," he said. Some members of his family are among them, he said.

For deliveries that require a signature, he now has to knock on the door rather than touching the bell, and will ask for a signature over the phone, along with the resident's name. He'll then leave the package in a safe place for the customer to pick up after he leaves.

Wheeler wears gloves during his daily mail routes, spraying them down with Lysol throughout the day and switching between two pairs. He doesn't normally wear a mask, but does when he makes deliveries in senior living communities.

### Legal Notices

100 SOUTH STREET  
LEGAL NOTICE

Notice is hereby given that a virtual Community Choice Meeting for a proposed Madriena Embroidery is scheduled for Thursday May 7, 2020 at 8:30 PM. The virtual Community Choice Meeting will be available at the following link: <https://bit.ly/3d8215a>

Phone Number: 1-413-245-4743  
Contacted by: 1-800-969

The proposed independent Testing Laboratory is available to be located at 100 South Street, Room 1000, MA 01740. There will be an opportunity for the public to see the location.

AD-1 1805095  
MAY04 4/19/20

Muscular Dystrophy Association

Where Hope Begins

**MDA**  
1-800-FIGHT-MD  
[www.mdausa.org](http://www.mdausa.org)

In between routinely sanitizing his hands and wiping down his mail truck throughout the day before giving it a complete wipe down after his shift, he said the cleaning has become as routine as his mail route.

"It's like using a seat belt - it becomes second nature after a while," he said.

Wheeler thinks the Postal Service, a quarrel has been protecting him to the best of their ability. He is unaware of any workers in his branch, which includes 10 post offices, who have been furloughed since the pandemic started, or have gotten sick.

He does, however, know of at least 70 postal workers working within the Greater Boston district that have tested positive for the virus.

"(The USPS in Holliston) had protective gear for us from the get go," he said, including hand sanitizer, disinfectant wipes and masks. The problem has less to do with how the USPS is protecting its employees, but rather, how the agency is not being supported by the federal government, he explained.

Last week, the White House blocked a \$13 billion direct grant to the Postal Service as part of the \$2.2 trillion coronavirus relief bill and instead offered a \$10 billion loan. However, USPS has appealed to Congress for \$80 billion in federal grants and says that without financial assistance, the pandemic will leave them bankrupt by September.

"We are at a critical juncture in the life of the Postal Service. At a time when America needs the Postal Service more than ever, the reason we are so needed is having a devastating effect on our business," said Postmaster General Megan Brennan in a statement this week.

"The Postal Service relies on the sale of postal products and services to fund our operations, and these sales are plummeting as a result of the pandemic. The sudden drop in mail volumes, our most profitable revenue stream, is steep and may never fully recover."

Brennan said the service expects to increase its net

operating loss by over \$22 billion over the next 18 months - fast-tracked by the pandemic - and over \$54 billion dollars in the long-term, threatening their ability to operate.

"As Congress and the Administration take steps to support businesses and industries around the country, it is imperative that they also take action to shore up the finances of the Postal Service, and enable us to continue to fulfill our indispensable role during the pandemic, and to play an effective role in the nation's economic recovery," she said.

"It's no secret this administration isn't a big fan of the Postal Service," said Wheeler, adding that most of the service's financial stress stems from its required pre-funding of health care benefits for retirees.

"For years under the (George W.) Bush administration, they passed a law saying that the USPS has to pre-fund health benefits for people for 75 years," he said. This pre-funding, however, applies

to no other federal agency or privatization, he said, and billions have had to be socked away to sustain the fund.

"The Postal Service has always struggled because of that money," he said, urging reform.

Early February, the House passed a measure - called the USPS Fairness Act - to repeal this mandate. The act will remove the pre-funding requirement - which was enacted as part of the 2006 Postal Accountability and Enhancement Act - to reduce deeper financial losses.

"It's tough because we're stuck with that funding," said Wheeler. "There's always going to be a lot of issues stemming from that pre-funding."

He doesn't know what the future holds for the Postal Service without the federal funds to survive, but doesn't see the service pausing operations any time soon.

"I think the Postal Service is such an important part of day-to-day operations, especially in this country," he said. "And some don't

realize how those serviced in rural areas depend on the post office for so much stuff. I deliver so much medicine through the mail."

Despite not being able to greet those he usually sees along his route, he said many customers appreciate his work and some have given him hand sanitizer, another tossed him a bag full of medical masks.

"(The USPS) considers us essential employees and do I agree with that," said Wheeler, who lives in Douglas. "You just do your best job and be safe."

There are about 630,000 postal employees across the nation who continue to deliver during the COVID-19 pandemic, said Brennan, covering nearly 42,000 zip codes and handling 48% of the world's mail volume, according to the USPS website.

*Lauren Young writes about politics, social issues and covers the Team of Franklin. Reach her at 774-804-1499 or [lyoung@wickedlocal.com](mailto:lyoung@wickedlocal.com). Follow her on Twitter @laurenzmillford.*

## SCHOOL

From Page A5

building for the pre-k and kindergarten program at Water Street, or simply rebuild Hemenway on Water Street.

School Committee members unanimously voted to get an appraisal of the Bethany Road parcel. The spot

has been flooded as a possible school location for years.

In a letter to the City Council, School Committee Chairman Adam Freudberg said he and others were "more than well aware of the COVID-19 impacts on municipal finances."

"The superintendent and I (with the one vote I have) cannot stress enough that we have no plans to move any specific project forward with any new funding requests

until the state and federal stimulus efforts are known facts, and the FY21 budget process is completed," wrote Freudberg. "Yet while we wait to be back together, we are taking advantage of the reports the city paid for and are now ready for reviews."

Just before the vote, Mayor Yvonne Spicer told members that she was concerned about the plan given the current situation.

"I'd be remiss if I did not state my concern about this property (and) focusing on it at this very moment," she said. "Not that it isn't important, but at this very moment I think there are some competing priorities. We need to look at some situations with our schooling, but not get locked into one option."

School Committee member Jessica Barnhill, who was newly elected in November,

had said she was vying for a spot on the board partly to advocate for a south side school. She represents District 8, where there are currently no schools.

"The timing is not ideal, but this is forward thinking," she said.

*Zane Razzag writes about education. Reach her at 508-625-1919 or [zrazzag@wickedlocal.com](mailto:zrazzag@wickedlocal.com). Follow her on Twitter @zaneazz.*

## RUNNERS

From Page A5

The Boston Athletic Association said last month that it will refund entry fees associated with the 2020

race because it was postponed due to the COVID-19 pandemic.

According to the BAA, every year 4,000 local, state and federal law enforcement officers, 480 members of the National Guard and 1,900 medical personnel support the marathon on Patriots'

Day.

"When the postponement was announced, it was important for people to not go to Hopkinton on Marathon Monday, mainly due to the fact that all public safety, law enforcement and medical personnel will be busy tending to the

virus situation in their own communities and will not be available to patrol the course at any level," Boston Marathon race director Dave McGillivray told the Daily News in a phone interview. "We postponed the race to Sept. 14. That's Marathon Monday now, not

April 20."

"We're highly suggesting to any of the runners that are entered in the race not to run on this coming Monday," McGillivray continued. "If they feel they want to run any distance, they should probably do it in their own neighborhood."

# SUPPORT & CELEBRATE LOCAL BUSINESSES

BY NOMINATING THEM FOR BEST OF THE BEST TODAY!



Now more than ever, it's important that we support our local businesses. Celebrate and recognize your favorite local establishments by nominating them for a 2020 Best of MetroWest Award!

Nomination Period: March 31 - April 30

Nominates online at: [metrowestdailynews.com/contests](http://metrowestdailynews.com/contests)

## YOU COULD WIN \$250

OFFICIAL RULES: NO PURCHASE NECESSARY TO ENTER. To vote and be eligible for the \$250 prize, at least 25 categories must be filled in. \$250 prize is a Gift Card. For complete official rules go to: [metrowestdailynews.com/contests](http://metrowestdailynews.com/contests).



**COMMUNITY  
NEWSPAPER  
COMPANY**

GateHouse Media New England

**Community Newspaper Co. – Legal  
Advertising Proof**

15 Pacella Park Drive, Randolph, MA 02368  
1800-624-7355 phone | 781-961-3045 fax

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**Order Number:** CN13885089  
**Salesperson:** Deborah Dillon

Jonathan Capano  
Smith Costello & Crawford  
50 Congress St  
Suite 420  
Boston, MA 02109

<b>Title:</b>	<b>MetroWest Daily News</b>	<b>Class:</b>	<b>Legals</b>
<b>Start date:</b>	<b>4/18/2020</b>	<b>Stop date:</b>	<b>4/18/2020</b>
<b>Insertions:</b>	<b>1</b>	<b>#Lines:</b>	<b>23 ag</b>
<b>Price:</b>	<b>\$134.82</b>		

100 SOUTH STREET

**LEGAL NOTICE**

Notice is hereby given that a virtual Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for Thursday May 7th, 2020 at 6:30 PM. The virtual Community Outreach Meeting will be available at the following link and phone number:

Link: [http://bit.ly/atoz\\_labs](http://bit.ly/atoz_labs)

Phone Number: +1 413-240-4743 Conference ID: 429 135 160#

The proposed Independent Testing Laboratory is anticipated to be located 100 South Street, Hopkinton, MA 01748. There will be an opportunity for the public to ask questions.

AD#13885089  
MWDN 4/18/20

# PUBLIC NOTICE

Notice is hereby given that a virtual Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for Thursday May 7th, 2020 at 6:30 PM. The virtual Community Outreach Meeting will be available at the following link and phone number:

**Link:** [http://bit.ly/atoz\\_labs](http://bit.ly/atoz_labs)

(see ad on [hopkintonindependent.com](http://hopkintonindependent.com))

**Phone Number:** +1 413-240-4743

**Conference ID:** 429 135 160#

**QR Code:**



The proposed Independent Testing Laboratory is anticipated to be located 100 South Street, Hopkinton, MA 01748. There will be an opportunity for the public to ask questions.

**Subject:** Re: Virtual Community Outreach Meeting Public Notice  
**Date:** Thursday, April 9, 2020 at 4:55:40 PM Eastern Daylight Time  
**From:** Jonathan Capano  
**To:** editor@hopnews.com

A to Z Laboratories, the host of the meeting, is an applicant for a proposed independent testing laboratory. A to Z will be testing cannabis.

As a part of the Cannabis Control Commission's (CCC) application, our client A to Z Laboratories is required to host a community outreach meeting within six months of filing an application.

The CCC requires that proper notice is filed for this meeting. As a part of these requirements we file notice in three different ways. Our public notice will appear in a local newspaper, with town hall, and a mailing will be sent out to all abutters of the property within 300 feet. We have extended the abutter's list to 500 ft. per local request. This notice is required to be at least fourteen days in advance of the meeting.

**Jonathan Capano, Esq.**  
*Associate*

**Smith, Costello & Crawford**  
Public Policy Law Group.  
Boston, MA 02109  
O: 617-523-0600  
[www.publicpolicylaw.com](http://www.publicpolicylaw.com)

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**From:** "editor@hopnews.com" <editor@hopnews.com>  
**Date:** Thursday, April 9, 2020 at 4:42 PM  
**To:** Jonathan Capano <jcapano@publicpolicylaw.com>  
**Subject:** RE: Virtual Community Outreach Meeting Public Notice

Who is having the meeting?  
Why is the meeting being held?  
What kind of testing establishment is being proposed?  
Your document capitalizes words and phrases that do not appear to be proper names.  
Please resend with corrections/additions.

Robert Falcione  
Editor, Hopkinton News  
Online only and only online  
at [HopNews.com](http://HopNews.com)  
508-435-5534

*About HopNews: Robert Falcione founded the Hopkinton-centric online-only news organization in 2003 to share his feature photos in a colorful presentation. Since then it has been recognized for its pioneering approach to the news*

**Subject:** Virtual Community Outreach Meeting Public Notice  
**Date:** Thursday, April 9, 2020 at 12:34:54 PM Eastern Daylight Time  
**From:** Jonathan Capano  
**To:** Editor@HopNews.com  
**Attachments:** Community Outreach Meeting Notice 4.8.20[5].docx

Good Afternoon,

I am looking to submit a public notice to the Hopkinton News for an upcoming virtual community outreach meeting. The public notice text will read as follows:

Notice is hereby given that a virtual Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for Thursday May 7th, 2020 at 6:30 PM. The virtual Community Outreach Meeting will be available at the following link and phone number:  
Link: Microsoft Teams Virtual Community Outreach Meeting  
Phone Number: +1 413-240-4743 Conference ID: 429 135 160#  
The proposed Independent Testing Laboratory is anticipated to be located 100 South Street, Hopkinton, MA 01748. There will be an opportunity for the public to ask questions.

I've attached a Word Document version for your convenience. It is of vital importance that the hyperlink included in the Word Document works for the online version of this notice. Please confirm the earliest possible date to have this public notice appear in online version of the Hopkinton News.

Thank you for your courtesy and attention to this matter.

**Jonathan Capano, Esq.**

*Associate*

**Smith, Costello & Crawford**  
Public Policy Law Group.

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**Subject:** Virtual Community Outreach Meeting Public Notice  
**Date:** Thursday, April 9, 2020 at 12:26:05 PM Eastern Daylight Time  
**From:** Jonathan Capano  
**To:** amyritterbusch@ehop.org, tarasanda@ehop.org, elysemihajloski@ehop.org,  
charusmitharam@ehop.org, nandabarkerhook@ehop.org, kristywilladsen@ehop.org  
**Attachments:** Community Outreach Meeting Notice 4.8.20[4].docx

Good morning,

Attached please find a copy of our virtual Community Outreach Meeting public notice in regard to the proposed marijuana establishment to be located at 100 South Street, Hopkinton, MA 01748. As a part of the Cannabis Control Commission's (CCC) application, our client A to Z Laboratories is required to host a community outreach meeting within six months of filing an application.

The CCC requires that proper notice is filed for this meeting. As a part of these requirements we file notice in three different ways. Our public notice will appear in a local newspaper, with town hall, and a mailing will be sent out to all abutters of the property within 300 feet. We have extended the abutter's list to 500 ft. per local request. This notice is required to be at least fourteen days in advance of the meeting.

Please confirm your receipt of this notice at your earliest convenience.

Thank you for your attention to this matter.

**Jonathan Capano, Esq.**

*Associate*

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**TOWN OF HOPKINTON**  
**SELECT BOARD MEETING AGENDA**  
Tuesday, April 7, 2020 6:30 PM

Topic: Hopkinton Select Board 4/7/2020  
Time: Apr 7, 2020 06:30 PM Eastern Time (US and Canada)

Join Zoom Meeting

<https://zoom.us/j/852433291?pwd=NzEwNlRqUzZHYVAwbGpob1NUNkpHQOT09>

Meeting ID: 852 433 291

Password: 428973

One tap mobile

+16468769923,,852433291# US (New York)

+13126266799,,852433291# US (Chicago)

Dial by your location

+1 646 876 9923 US (New York)

+1 312 626 6799 US (Chicago)

+1 669 900 6833 US (San Jose)

+1 253 215 8782 US

+1 301 715 8592 US

+1 346 248 7799 US (Houston)

+1 408 638 0968 US (San Jose)

Meeting ID: 852 433 291

Find your local number: <https://zoom.us/u/abGw05Ksoj>

- |                |  |
|----------------|--|
| <b>6:30 PM</b> | <b>CALL TO ORDER</b>   |
| 1.             | PLEDGE OF ALLEGIANCE   |
| <br>           |  |
| <b>6:31 PM</b> | <b>PUBLIC FORUM</b>  |
| 2.             | Residents are invited to share ideas, opinions or ask questions regarding Town Government.   |
| <br>           |  |
| <b>6:35 PM</b> | <b>COVID-19 UPDATE - STATE OF EMERGENCY</b>  |
| 3.             | The Select Board will receive an update from the Board of Health on the Town's response to COVID-19. The Select Board will consider declaring a State of Emergency in the Town of Hopkinton. |
| <br>           |  |
| <b>6:55 PM</b> | <b>APPOINTMENT - POLICE CHIEF</b>  |
| 4.             | The Select Board will review and meet internal candidates for the Police Chief position and consider appointing Hopkinton's next Police Chief.   |
| <br>           |  |
| <b>7:00 PM</b> | <b>POSTED PUBLIC HEARING - PETITION TO RELOCATE AND ADD UTILITY POLES ON WEST ELM STREET - VERIZON AND NSTAR ELECTRIC (EVERSOURCE)</b>   |
| 5.             |  |

The Select Board will consider a petition submitted by Verizon and NSTAR Electric (Eversource) to erect and maintain poles and their respective wires and cables to be placed thereon, together with anchors, guys and other sustaining and protecting fixtures as said Companies may deem necessary, in the public way, in the vicinity of 42 West Main St. The pole is required to be relocated so that the Fire Department can access a new house, and the new pole across the street is required for stability.

1. Relocate one (1) jointly owned pole numbered T.79/E.79 to a point on the northwesterly side of West Elm Street approximately two hundred twenty-two (222) feet southwesterly from the center line of Priscilla Road.
2. Place one (1) jointly owned pole numbered T.79S/E.79S on the northwesterly side of West Elm Street at a point approximately two hundred twenty-two (222) feet southwesterly from the center line of Priscilla Road.

Supporting Exhibits: Petition and supporting documents; Permitting Team Comments & Responses

**7:15 PM**

**CONSENT AGENDA**

6.

i. **MINUTES** - The Select Board will consider approving the Minutes of the 3/12/20 and 3/17/20 meetings.

ii. **RESIGNATION** - The Select Board will consider accepting the resignation of Maryanne Chambers from the Hopkinton Historic District Commission (Historical Society nominee); and affirming the Town Manager's acceptance of Claire Wright's resignation as Hopkinton's representative to the Metropolitan Area Planning Council (MAPC).

Supporting Exhibits: Maryanne Chambers Resignation ; Claire Wright's Resignation.

**7:20 PM**

**COMMUNITY OUTREACH MEETING DISCUSSION - ATOZ LABORATORIES, INC., PROPOSED MARIJUANA TESTING LABORATORY, 100 SOUTH STREET**

7.

The Select Board will consider a request by ATOZ Laboratories to hold the required Community Outreach Meeting virtually rather than in person, given the current public health State of Emergency.

Supporting Exhibit: ATOZ Laboratories, Inc. Request

**7:30 PM**

**TOWNE POUND, WEST MAIN ST. - RESTORATION REQUEST**

8.

The Select Board will review a request from citizen volunteers to restore the old Towne Pound on West Main St. In addition, a historic information sign, similar to those on the Center Trail and Echo Trail, will be installed. The property is under the jurisdiction of the Select Board.

Supporting Exhibit: Towne Pound Citizen Request

**7:40 PM**

**FY 2020 AND FY 2021 BUDGET UPDATES**

9.

The Select Board will consider FY 2020 and 2021 Budget updates.

**7:45 PM**

**2020 ANNUAL TOWN MEETING UPDATE AND ANNUAL TOWN ELECTION DATE**

10.

The Select Board will consider postponing the date of the Annual Town Election to June 29, 2020.

**7:55 PM**

**TOWN MANAGER REPORT**

11.

a. Main Street Corridor Project Update. The Select Board will consider:

April 1, 2020

Norman Khumalo  
Town Manager  
Town of Hopkinton  
18 Main Street  
Hopkinton, MA 01748

Dear Mr. Khumalo,

ATOZ Laboratories, Inc. is formally requesting that the Board of Selectmen approve hosting the community outreach meeting via a virtual platform. The community outreach meeting will comply with all Cannabis Control Commission requirements including the public notices and the ability for community members to participate in a questions and answers interaction.

The following provides a description of the Cannabis Control Commission's requirements for the community outreach meeting (see attached Guidance for Applicants on Community Outreach).

- An applicant must ensure that the meeting notice includes the time, place, and subject matter of the meeting and the proposed address of the marijuana establishment.
- At least 14 calendar days prior to the meeting, the notice must be:
  - published in a newspaper of general circulation in the city or town
  - filed with the town or city clerk, the planning board, the contracting authority for the municipality, and local licensing authority for adult use of Cannabis, if applicable; and
  - mailed to abutters of the proposed address of the Marijuana Establishment, owners of land directly opposite on any public or private street or way, and to the abutters within 300 feet (500 feet per Hopkinton local requirements) 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. (see attached a copy of the abutter's list and map).

Due to the COVID-19 stay at home advisory, ATOZ is requesting to host the community outreach meeting via Microsoft Teams Live Meeting, an online virtual meeting platform where presenter(s) can broadcast video and meeting content to large online audiences (up to 10,000 attendees). The following highlights Teams Live Meetings' key capabilities:

- Meetings are open to any attendee with a link to the meeting
- Events can be up to 4 hours long
- Attendees can watch the live event and interact with the presenters using moderated questions and answers (Q&A)
- Meeting recording can be made available to download and share
- Live transcription/caption/translation (up to 6 languages) is available

- Presenters can share desktops or windows
- Works across desktop, browser, and mobile (iOS, Android)

Furthermore, in addition to the moderated Q&A during the virtual community outreach meeting, ATOZ will provide a link to town residents 24 hours prior to the meeting to solicit questions and comments to be addressed during the meeting for those not able to attend. This will ensure that all town residents are presented with the opportunity to provide their comments and feedback.

The meeting will be advertised in the following local newspapers / online publications:

- Metro Daily West News
- Hopkinton News
- Hopkinton Independent
- eHop

I am attaching our template version of the community outreach meeting notice. We will include the necessary date, time and link information upon approval from the Board of Selectmen.

We kindly ask the Hopkinton Board of Selectmen to approve this virtual community outreach meeting in order to comply with Governor Baker's COVID-19 stay at home advisory which has been extended to May 4th.

Respectfully,

Dr. Bud Zaouk  
President and CEO  
[bud.zaouk@atoz-labs.com](mailto:bud.zaouk@atoz-labs.com)

Attachments:

- Guidance for Applicants on Community Outreach
- 100 South Street 500 ft. Abutters Map
- 100 South Street Abutters List
- Community Outreach Meeting Notice

**Subject:** A to Z Virtual Community Outreach Meeting  
**Date:** Tuesday, May 5, 2020 at 2:57:16 PM Eastern Daylight Time  
**From:** Jonathan Capano  
**To:** Elaine Lazarus, Norman Khumalo  
**CC:** Bud Zaouk  
**Attachments:** ATOZ Hopkinton Community Outreach 05072020.pdf

Good Afternoon,

Attached please find the presentation for A to Z's upcoming virtual community outreach meeting. We kindly ask that these be made available to the public on the Town's website.

I'd also like to inquire on the possibility of a town representative moderating the virtual community outreach meeting. Please let me know who you would think is the best fit as a moderator.

We look forward to hosting our meeting this Thursday.

**Jonathan Capano, Esq.**

*Associate*

**Smith, Costello & Crawford**

Public Policy Law Group.

Boston, MA 02109

O: 617-523-0600

[www.publicpolicylaw.com](http://www.publicpolicylaw.com)

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**Subject:** A to Z Community Outreach Meeting  
**Date:** Wednesday, April 29, 2020 at 9:47:45 AM Eastern Daylight Time  
**From:** Jonathan Capano  
**To:** Norman Khumalo

Good Morning Norman,

Hope all is well, and you are staying safe during these times. I am hoping you are available for a brief phone call sometime this week.

A to Z is looking for a moderator for their virtual community outreach meeting in order to ensure that all community members understand that they will have an opportunity to speak and ask questions. Please let me know a good time to discuss this with you further.

Thank you.

**Jonathan Capano, Esq.**

*Associate*

**Smith, Costello & Crawford**

Public Policy Law Group.

Boston, MA 02109

O: 617-523-0600

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Smith, Costello  
& Crawford  
Public Policy Law Group.

'20 APR 14 PM 4:51

April 8, 2020

Dear Sir or Madam,

Notice is hereby given that a virtual Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for Thursday May 7<sup>th</sup>, 2020 at 6:30 PM. The virtual Community Outreach Meeting will be available at the following link and phone number:

Link: [Microsoft Teams Virtual Community Outreach Meeting](#)

Phone Number: +1 413-240-4743 Conference ID: 429 135 160#

The proposed Independent Testing Laboratory is anticipated to be located 100 South Street, Hopkinton, MA 01748. There will be an opportunity for the public to ask questions.

**Subject:** Re: A to Z Laboratories Community Outreach Meeting Notice  
**Date:** Thursday, April 9, 2020 at 3:34:23 PM Eastern Daylight Time  
**From:** John Gelcich  
**To:** Jonathan Capano

Jonathan -

Please consider this email confirmation that the Planning Board received this notice.

John

**John Gelcich, AICP**  
**Principal Planner**  
Town of Hopkinton  
(508) 497-9745  
[jgelcich@hopkintonma.gov](mailto:jgelcich@hopkintonma.gov)

On Thu, Apr 9, 2020 at 12:59 PM Jonathan Capano <[jcapano@publicpolicylaw.com](mailto:jcapano@publicpolicylaw.com)> wrote:

Good Afternoon,

Attached please find a copy of our virtual Community Outreach Meeting public notice in regard to the proposed marijuana establishment to be located at 100 South Street, Hopkinton, MA 01748. As a part of the Cannabis Control Commission's (CCC) application, our client A to Z Laboratories is required to host a community outreach meeting within six months of filing an application.

The CCC requires that proper notice is filed for this meeting. As a part of these requirements we file notice in three different ways. Our public notice will appear in a local newspaper, with town hall, and a mailing will be sent out to all abutters of the property within 300 feet. We have extended the abutter's list to 500 ft. per local request. This notice is required to be at least fourteen days in advance of the meeting.

Please scan back a copy of this notice with the official town department receipt stamp at your earliest convenience.

Thank you for your attention to this matter.

**Jonathan Capano, Esq.**

*Associate*

**Smith, Costello & Crawford**

Public Policy Law Group.

Boston, MA 02109

O: 617-523-0600

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**Subject:** Re: A to Z Laboratories Community Outreach Meeting Notice  
**Date:** Thursday, April 9, 2020 at 12:52:29 PM Eastern Daylight Time  
**From:** Elaine Lazarus  
**To:** Jonathan Capano  
**CC:** Norman Khumalo, Bud Zaouk, Mike Willis, Rob DiCicco

The Town's policy asks for notification to the Town Clerk, Planning Board, Town Manager and Select Board. Your notice to us covers the Town Manager and Select Board, so you will need to send it directly to the Town Clerk and the Planning Board.

The Planning Board notice can be sent to the Chair ([planningboardchair@hopkintonma.gov](mailto:planningboardchair@hopkintonma.gov)) and Principal Planner John Gelcich ([jgelcich@hopkintonma.gov](mailto:jgelcich@hopkintonma.gov)).

The Town Clerk's notice can be sent to [townclerk@hopkintonma.gov](mailto:townclerk@hopkintonma.gov) and [cdegan@hopkintonma.gov](mailto:cdegan@hopkintonma.gov).

Elaine

On Thu, Apr 9, 2020 at 12:49 PM Jonathan Capano <[jcapano@publicpolicylaw.com](mailto:jcapano@publicpolicylaw.com)> wrote:

Elaine,

I have not sent it to the Town departments yet. I typically send it to the Town Clerk's office. If there are other departments, you believe I should notify would you kindly forward me the best email to send the notice to?

Thank you.

**Jonathan Capano, Esq.**

*Associate*

**Smith, Costello & Crawford**

Public Policy Law Group.

Boston, MA 02109

O: 617-523-0600

[www.publicpolicylaw.com](http://www.publicpolicylaw.com)

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**Subject:** Re: Virtual Community Outreach Meeting Public Notice  
**Date:** Thursday, April 9, 2020 at 12:41:55 PM Eastern Daylight Time  
**From:** Bob Hamilton  
**To:** Jonathan Capano  
**CC:** Jim Cozzens, HCAM News

Received, thank you.

On Thu, Apr 9, 2020, 12:30 PM Jonathan Capano <[jcapano@publicpolicylaw.com](mailto:jcapano@publicpolicylaw.com)> wrote:

Good Afternoon,

Attached please find a copy of our virtual Community Outreach Meeting public notice in regard to the proposed marijuana establishment to be located at 100 South Street, Hopkinton, MA 01748. As a part of the Cannabis Control Commission's (CCC) application, our client A to Z Laboratories is required to host a community outreach meeting within six months of filing an application.

The CCC requires that proper notice is filed for this meeting. As a part of these requirements we file notice in three different ways. Our public notice will appear in a local newspaper, with town hall, and a mailing will be sent out to all abutters of the property within 300 feet. We have extended the abutter's list to 500 ft. per local request. This notice is required to be at least fourteen days in advance of the meeting.

Please confirm your receipt of this notice at your earliest convenience.

Thank you for your attention to this matter.

**Jonathan Capano, Esq.**

*Associate*

**Smith, Costello & Crawford**

Public Policy Law Group.

Boston, MA 02109

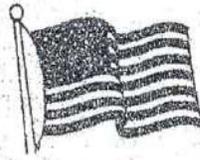
O: 617-523-0600

[www.publicpolicylaw.com](http://www.publicpolicylaw.com)

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Jonathan Capano, Esq.  
101 North Common Street  
Lynn, MA 01902



Attachment C

EMC CORPORATION  
228 SOUTH STREET  
HOPKINTON MA 01748

# Smith, Costello & Crawford

Public Policy Law Group.

April 21, 2020

Dear Sir or Madam,

Notice is hereby given that a virtual Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for Thursday May 7<sup>th</sup>, 2020 at 6:30 PM. The virtual Community Outreach Meeting will be available at the following link and phone number:

Link: [http://bit.ly/atoz\\_labs](http://bit.ly/atoz_labs)



QR Code:

Phone Number: +1 413-240-4743 Conference ID: 429 135 160#

The proposed Independent Testing Laboratory is anticipated to be located 100 South Street, Hopkinton, MA 01748. There will be an opportunity for the public to ask questions.

### 100 South Street Abutters Map



**Property Information**

**Property ID** R29 3 0  
**Location** 100 SOUTH STREET  
**Owner**



**MAP FOR REFERENCE ONLY  
NOT A LEGAL DOCUMENT**

Town of Hopkinton, MA makes no claims and no warranties, expressed or implied, concerning the validity or accuracy of the GIS data presented on this map.

Geometry updated August 2019  
Data updated August 2019

### 100 South Street Abutters Map



**Property Information**

**Property ID** R29 3 0  
**Location** 100 SOUTH STREET  
**Owner**



**MAP FOR REFERENCE ONLY  
NOT A LEGAL DOCUMENT**

Town of Hopkinton, MA makes no claims and no warranties, expressed or implied, concerning the validity or accuracy of the GIS data presented on this map.

Geometry updated August 2019  
Data updated August 2019

[REDACTED]  
228 SOUTH STREET  
HOPKINTON, MA 01748

[REDACTED]  
228 SOUTH STREET  
HOPKINTON, MA 01748

[REDACTED]  
84 SOUTH STREET  
HOPKINTON, MA 01748

[REDACTED]  
P.O. Box 1250  
WEST CONCORD, MA 01742

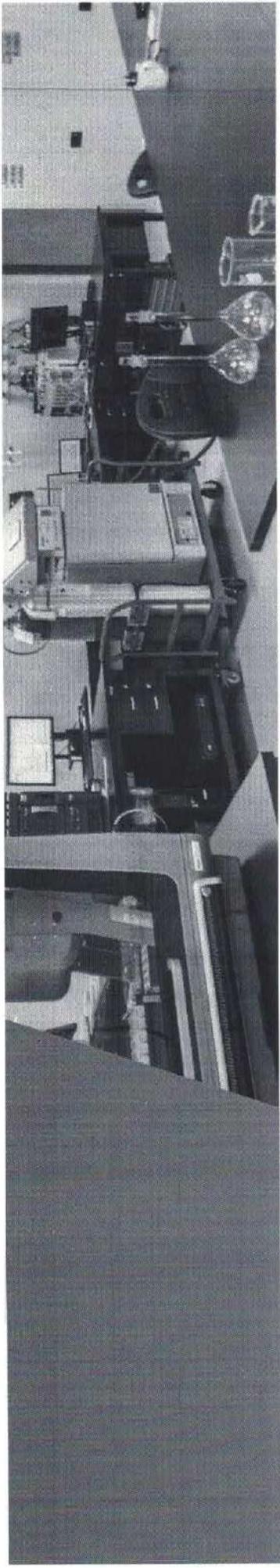
[REDACTED]  
C/O CBRE - NEW ENGLAND  
ANDOVER, MA 01810

[REDACTED]  
PO BOX 701  
MARLBOROUGH, MA 01752

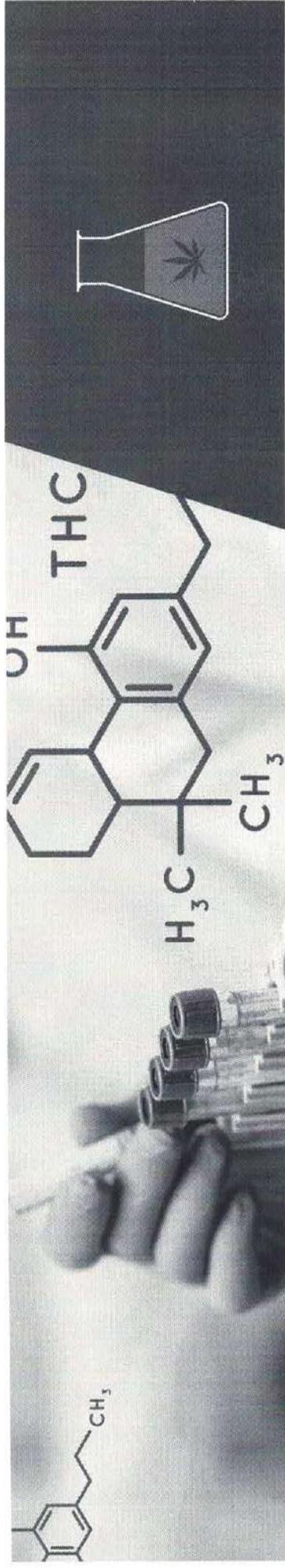
[REDACTED]  
PO BOX 701  
MARLBOROUGH, MA 01752

[REDACTED]  
PO BOX 701  
MARLBOROUGH, MA 01752

[REDACTED]  
P.O. BOX 1250  
WEST CONCORD, MA 01748



Town of Hopkinton  
Community Outreach Meeting  
May 7, 2020



## Background and Mission

- ◆ Established in September 2019
- ◆ Staff comprised of researchers and scientists with experience in academia, analytical chemistry and Cannabis industry landscape

Our mission is to provide analytical testing and R&D Services to the medical and adult use Cannabis market to ensure clean and safe products for the end user

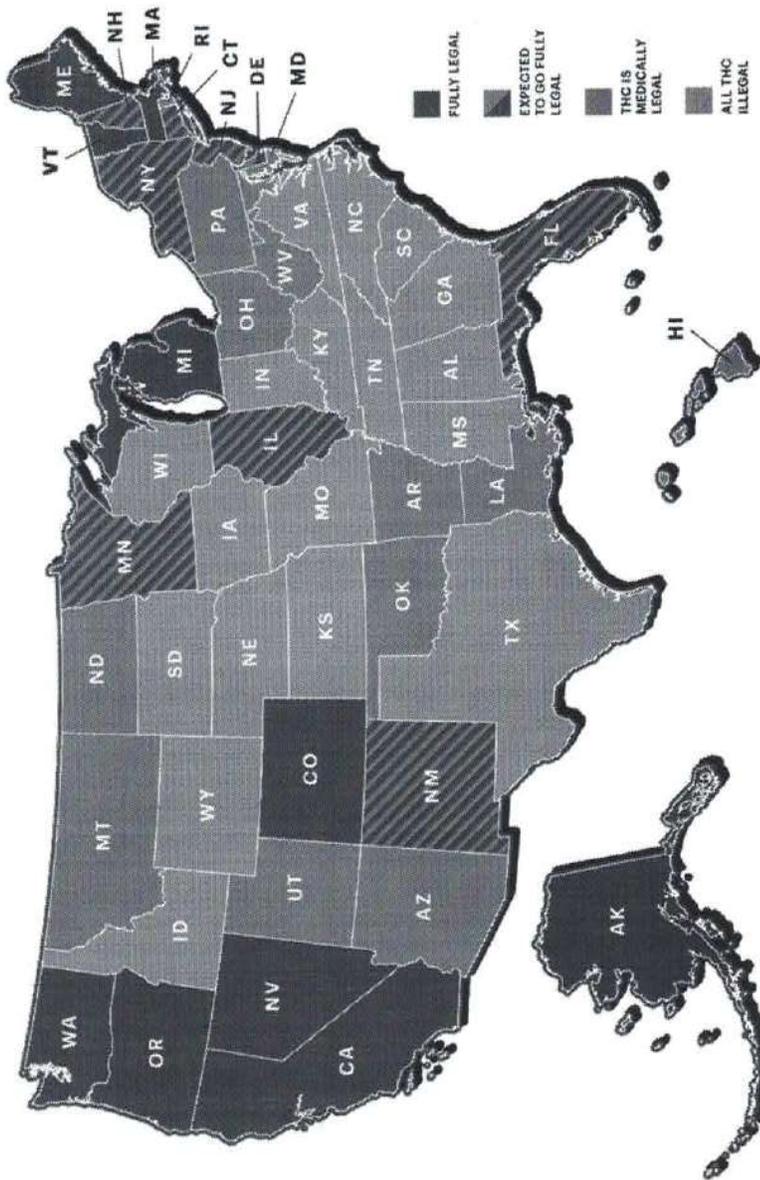
## Current Marijuana Laws by State

34

States have legalized the use of medical cannabis.

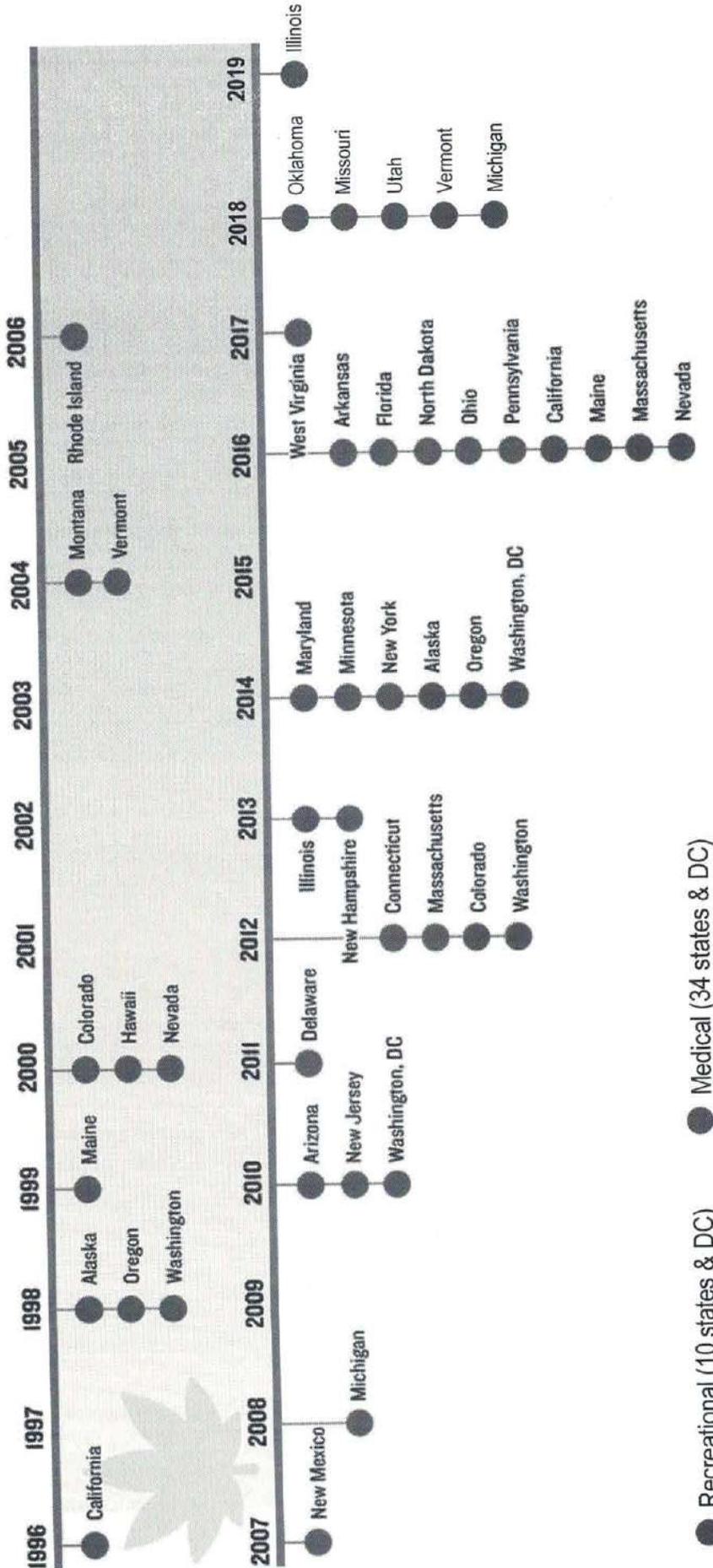
10

states and Washington, D.C., have legalized the adult use of cannabis.



Source: <http://www.rollupjoints.com/2016/06/01/medical-cannabis-legislation-states-map-2016/>

# Timeline of State Marijuana Legalization Laws

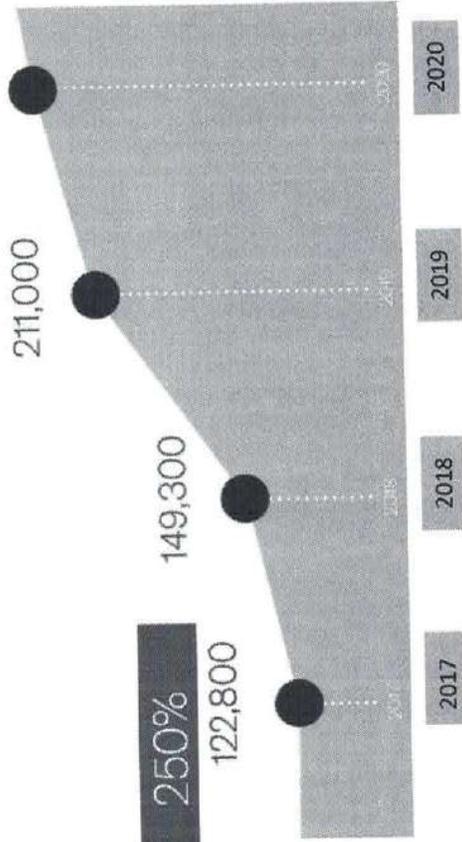
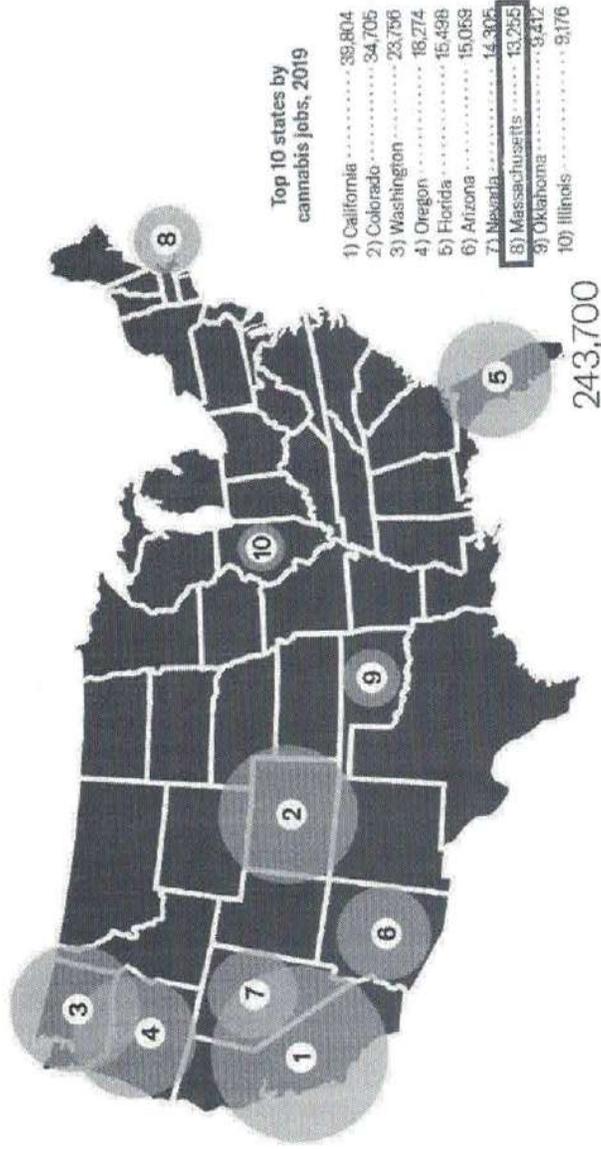
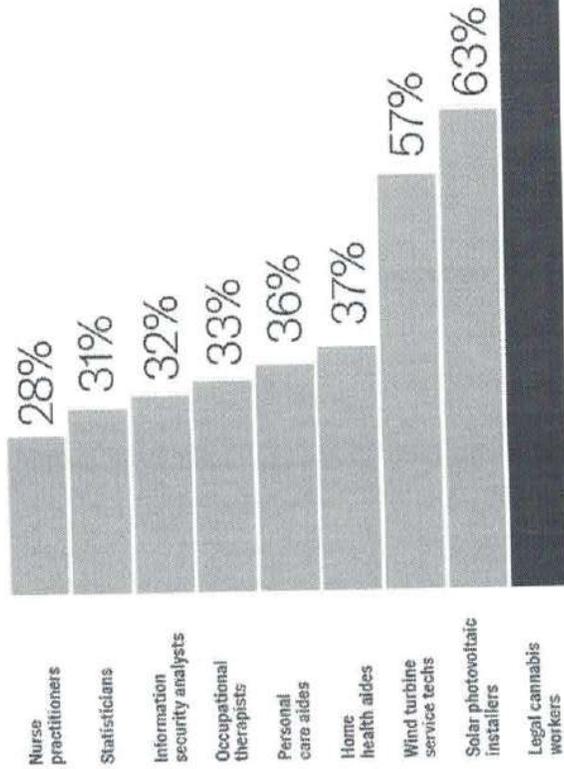


● Recreational (10 states & DC) ● Medical (34 states & DC)

Date Source: <http://www.brownsonline.com/press-releases/2019/01/10/2019-marijuana-legalization-2019>



# Cannabis Jobs Growth

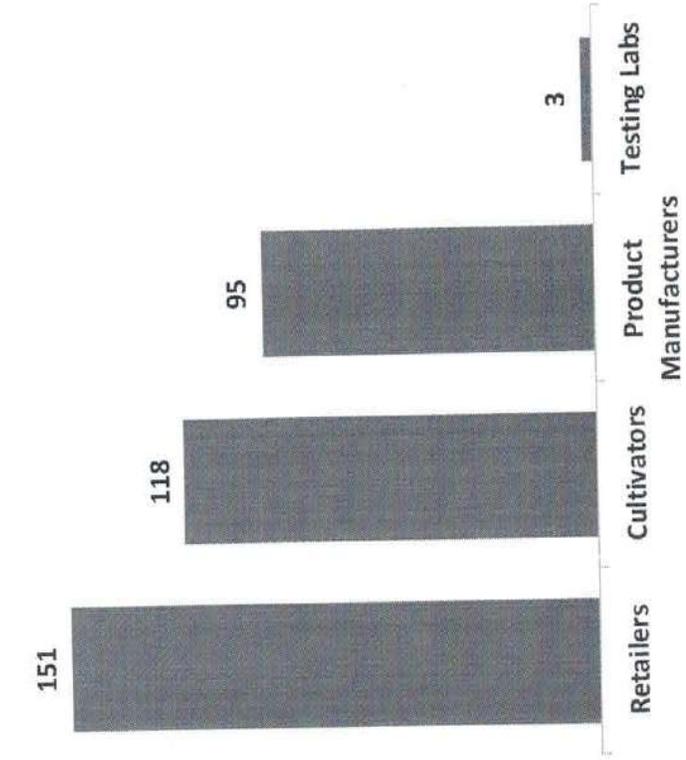


Data Source: Leafly Job Report 2020 (<https://data.leafly.com/reports/cannabis-jobs-report-2020>)

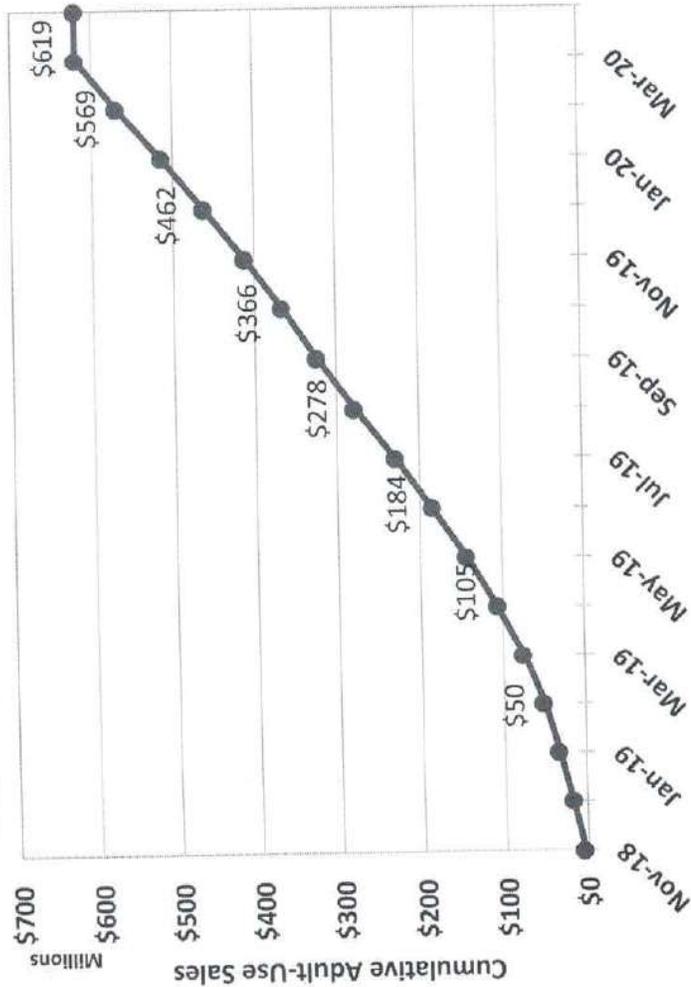


# MA Adult-Use Market – Sales & Licenses

Number of Licensed Businesses as of 5/1/2020



Total Adult-Use Cannabis Sales as of 5/1/2020



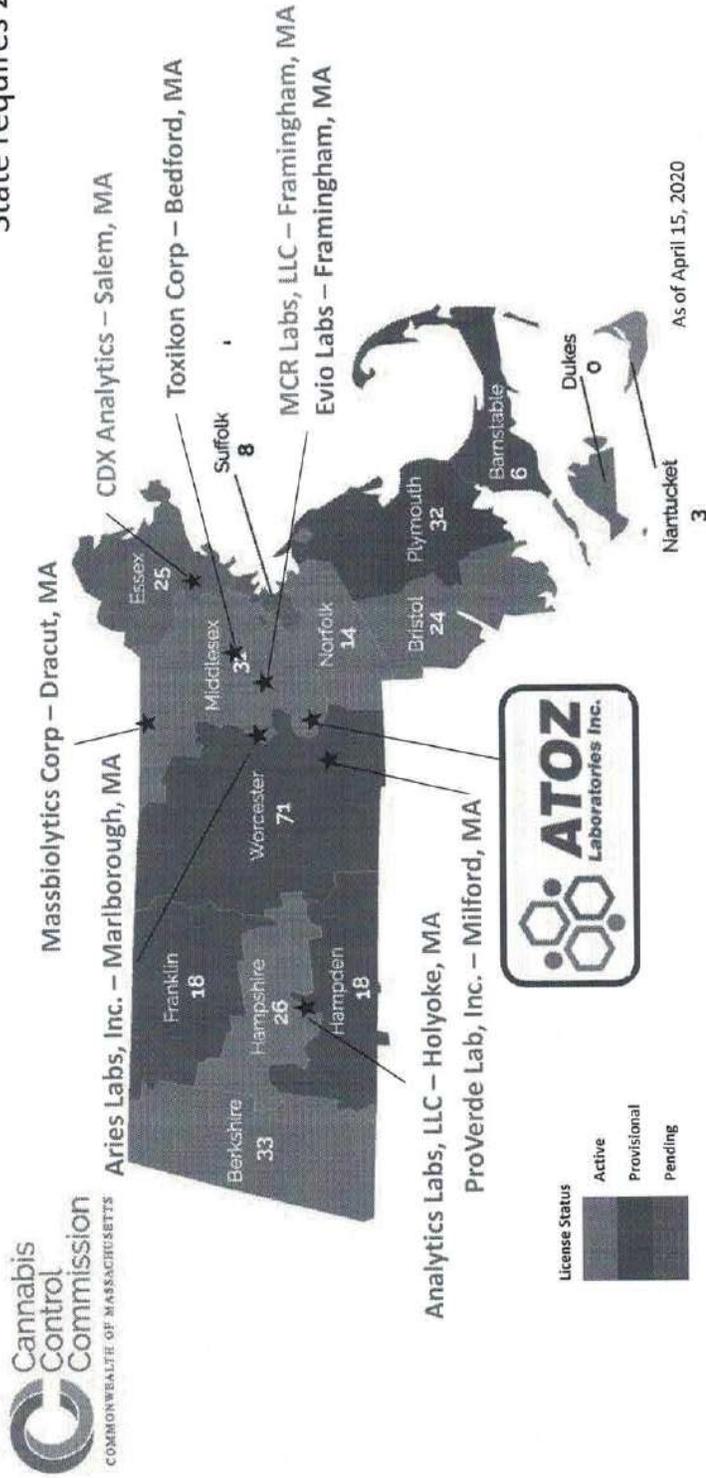
Data Source: MA Cannabis Control Commission (<https://openstate.ma.us/cannabis-control.com/>)





# Total Number of Licenses that have been Approved by County

State requires 2 active labs



Data Source: MA Cannabis Control Commission (<https://apps2.datamaps.mass.gov/cannabis-control/>)





# Labs Are Not Retail

No lines or customers waiting outside of the building.

This is a service. No products produced or distributed.

All transactions are done through online portal.

No police detail required.

No smell.

# Lab Testing & The Cannabis Industry



Cultivators must test every production batch (limit approx. 10lbs).



All concentrates and MIP's (marijuana infused products) must be tested.



Testing lab must be entirely independent third-party facility.



Testing lab must be ISO/IEC: 17025 accredited (International Organization for Standardization).



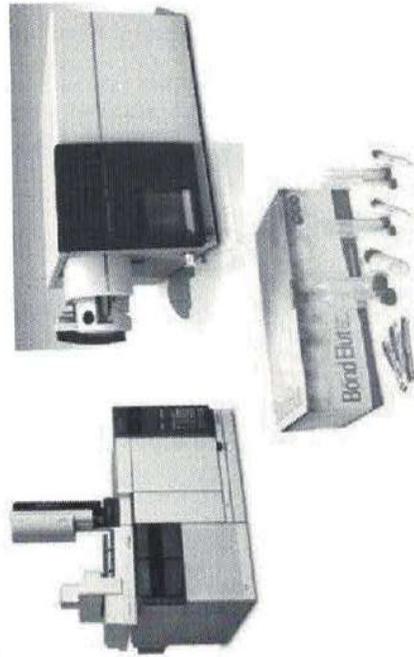
Testing lab must receive Host Community Agreement from the municipality in which it plans to operate.



# Cannabis Testing Solutions

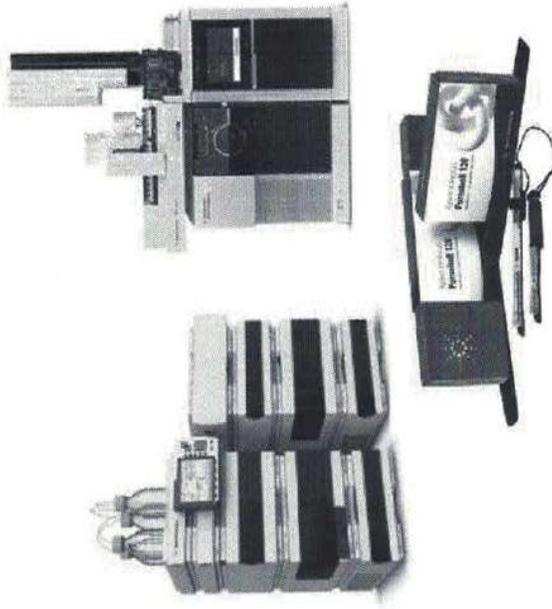
## Pesticide Analysis

- ❖ Liquid & Gas Chromatography and Mass Spectrometry
- ❖ Detects and quantifies any pesticides that might be present.



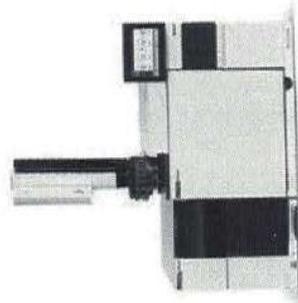
## Terpene

- ❖ Liquid & Gas Chromatography
- ❖ Provides quantitative terpene values for flowers and concentrates.

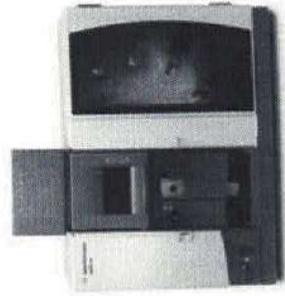


## Potency

- ❖ Liquid & Gas Chromatography
- ❖ Provides quantitative potency values of the major cannabinoids in flowers, concentrates, etc.



# Cannabis Testing Solutions Continued



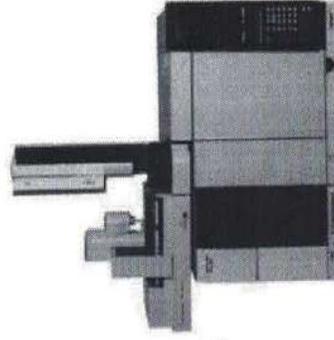
## Heavy Metals

- ❖ Atomic Absorption Spectroscopy & ICP-MS
- ❖ Allows for detection and quantification of any toxic heavy metals that might be present in your flowers, concentrates, etc.

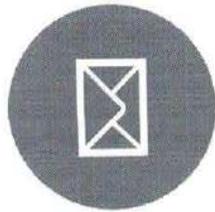


## Residual Solvents

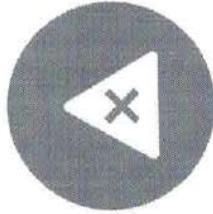
- ❖ Gas Chromatography
- ❖ Detects and quantifies any harmful solvents that might be leftover from production.



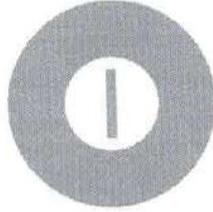
# Results



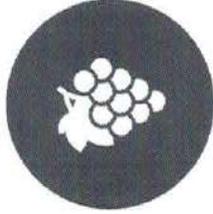
CERTIFICATE OF ANALYSIS IS SENT TO CUSTOMER ELECTRONICALLY UPON COMPLETION OF SAMPLE TEST.



ANY FAILED TEST IS IMMEDIATELY REPORTED TO MDPH.



A FAILED SAMPLE TEST REQUIRES CULTIVATOR OR DISTRIBUTOR TO DESTROY ENTIRE PRODUCTION BATCH.



IF ALL COMPLIANCE STANDARDS ARE MET, THE CANNABIS PRODUCT CAN THEN BE PACKAGED, LABELED AND SOLD.

Orange Velvet - 1g  
 Harvested: 12/28/2017  
 Net Weight: 1.000 g  
 Potency Analysis: CBDA 0.06%, CBD 0%, THC  
 1.02%, THCA 14.45%, Total THC 13.66%,  
 Total CBD 0.06%, Total Cannabinoids  
 13.74%

Wild Man 1g Package  
 HIGH-5 CANNIBIS  
 UBI# 603404017  
 Usable 1.000 g  
 Potency: 19.1% Total 16.3% THC

Double Dipper - Cannalope Kush  
 Total Cannabinoids: 78.89%  
 Total THC: 87.48% CBG: 50.78%  
 Date Harvested: 02/20/17 - Best By: 01/20/19  
 Net Weight: 1g

Jeffrey 1g  
 Maui Waii Bud 15.46% THC  
 Roundstem Rosin 80% THC  
 Hybrid  
 1g Total (40) 0.0032016  
 UBI# 6033003  
 MARIJUANA  
 LABORATORIES, INC.

CONTAINS THC



This product has not been analyzed or approved by the 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 breastfeeding 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.

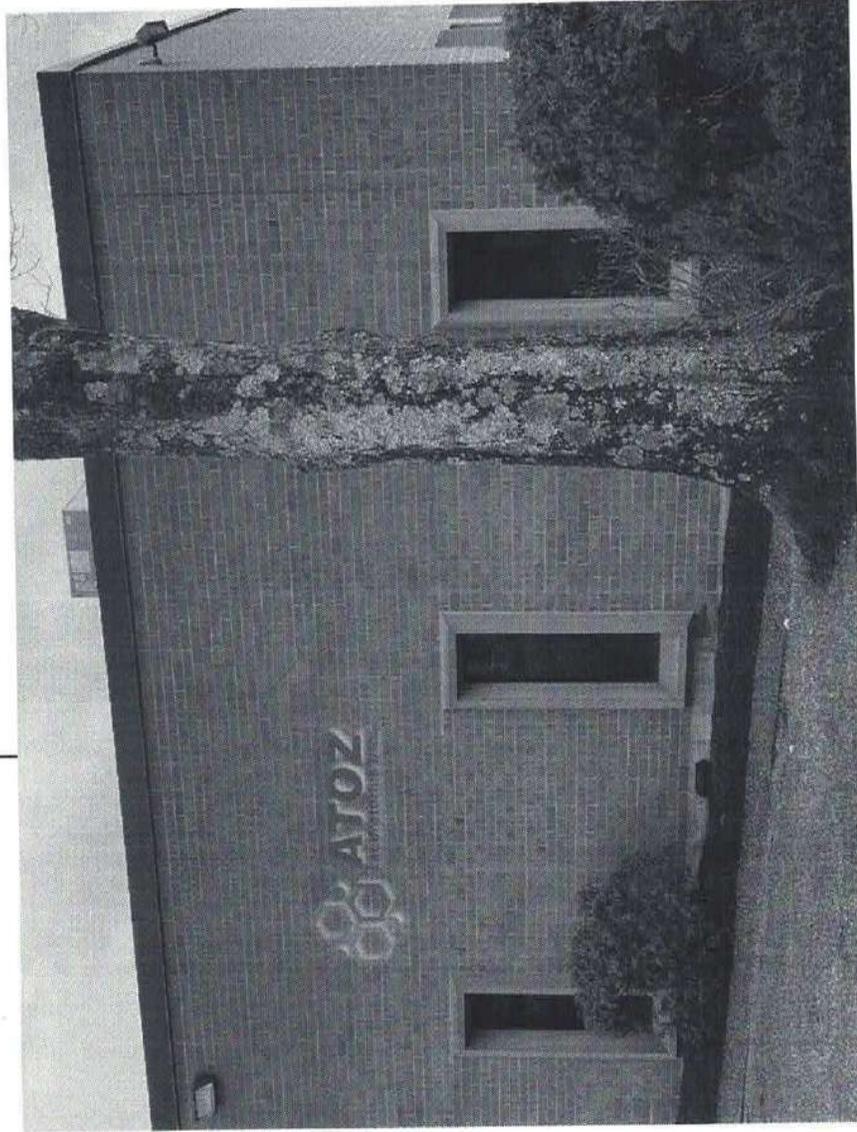


# Labeling



# Location

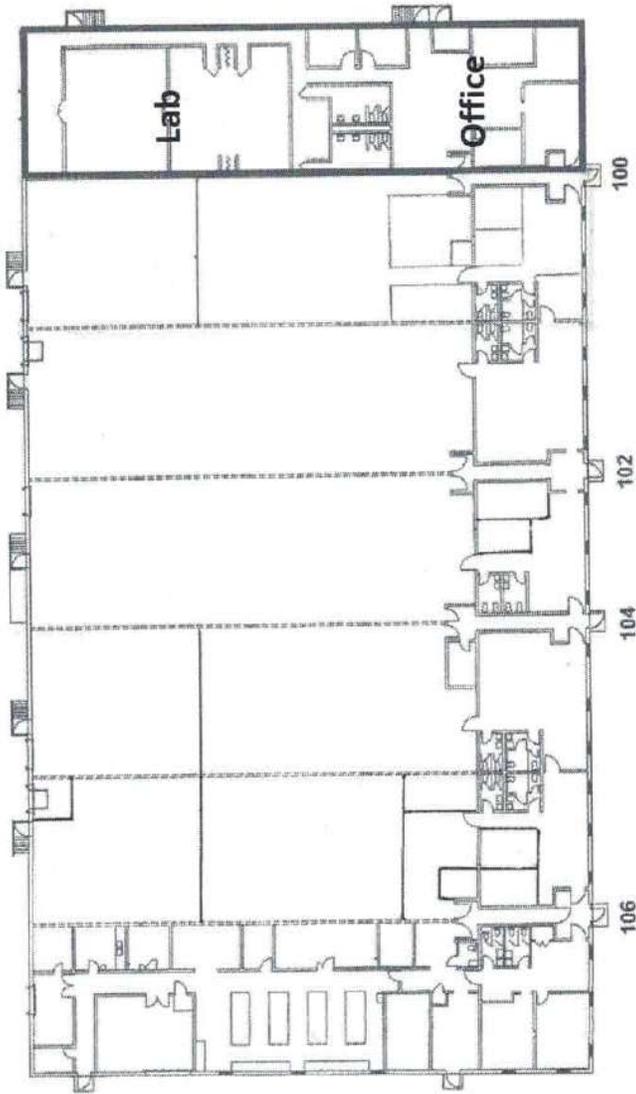
100 South Street Hopkinton, MA  
Single Story Brick Office



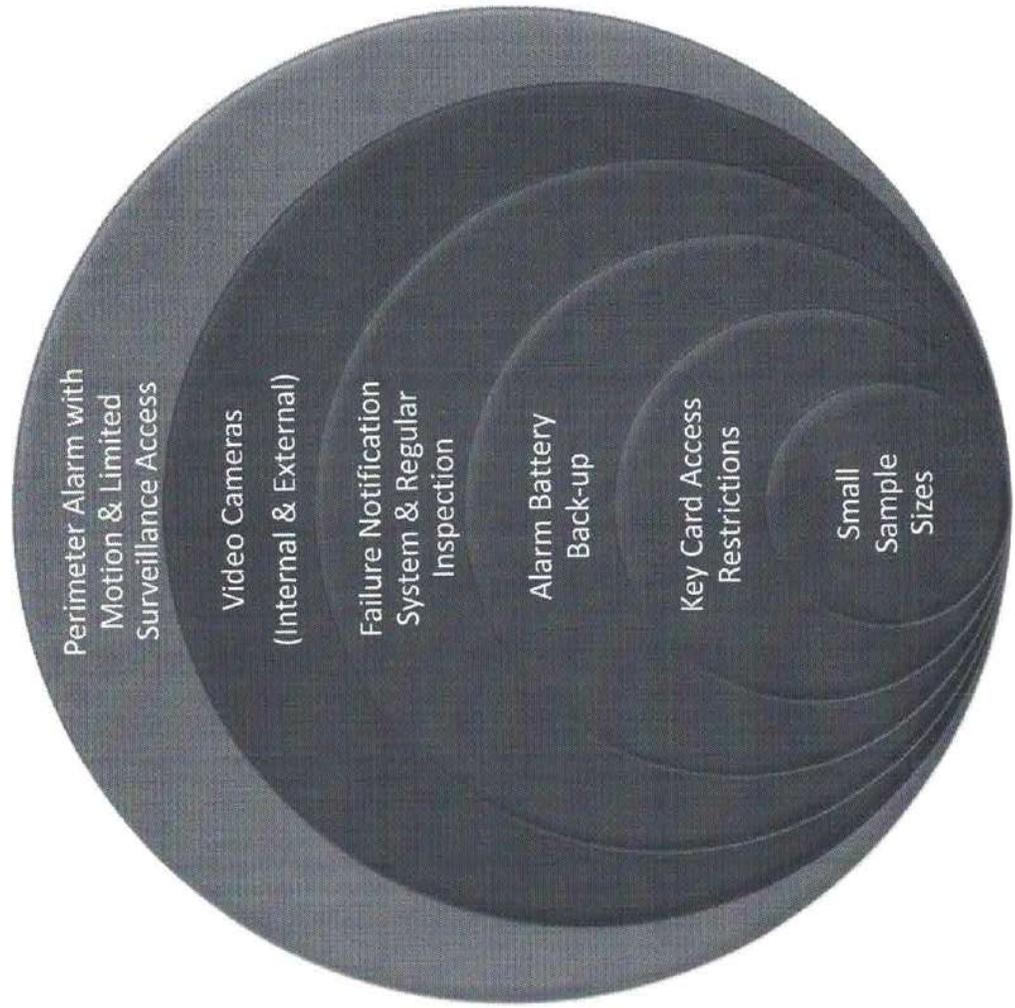


# Facility Layout

100 - 106 South Street , Hopkinton, MA



# Security Features



## Transportation

- ◆ Samples stored in secured vault, limited access only
- ◆ Loading dock area will be secured
- ◆ Samples from the vehicle will enter the loading dock area, no exterior facility doors will be open until the loading dock door is closed and secured
- ◆ Randomized routes for pick-up and delivery
- ◆ Small, unmarked and unarmed commercial vehicles
- ◆ GPS monitoring and tracking
- ◆ Two employees in the vehicle, a driver and an assistant
- ◆ Constant video surveillance





# Waste Disposal



From the time samples first arrive, they are scanned and weighed at every step of process.



The technician who performs sample intake is not the same technician who disposes of sample waste.



Waste room has video monitoring.



All sample waste is recorded at the time of disposal.



Samples are rendered unusable with a solvent and stored in waste room inside facility.



Once waste is full, waste management is scheduled and picks up 55gal drum inside facility for proper disposal set forth by MDPH.

# The Team



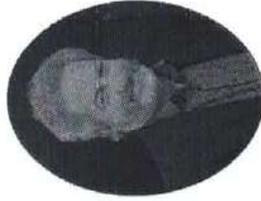
**Dr. Bud Zaouk**  
Founder and CEO



**Michael Willis**  
Chief Operating Officer



**Rob DiCicco**  
Chief Financial Officer



**Tim Allen**  
Director of Scientific  
Operations



**Neeraj Dalal**  
ISO/Quality Manager



**Brittany Walnista**  
Administrative Manager

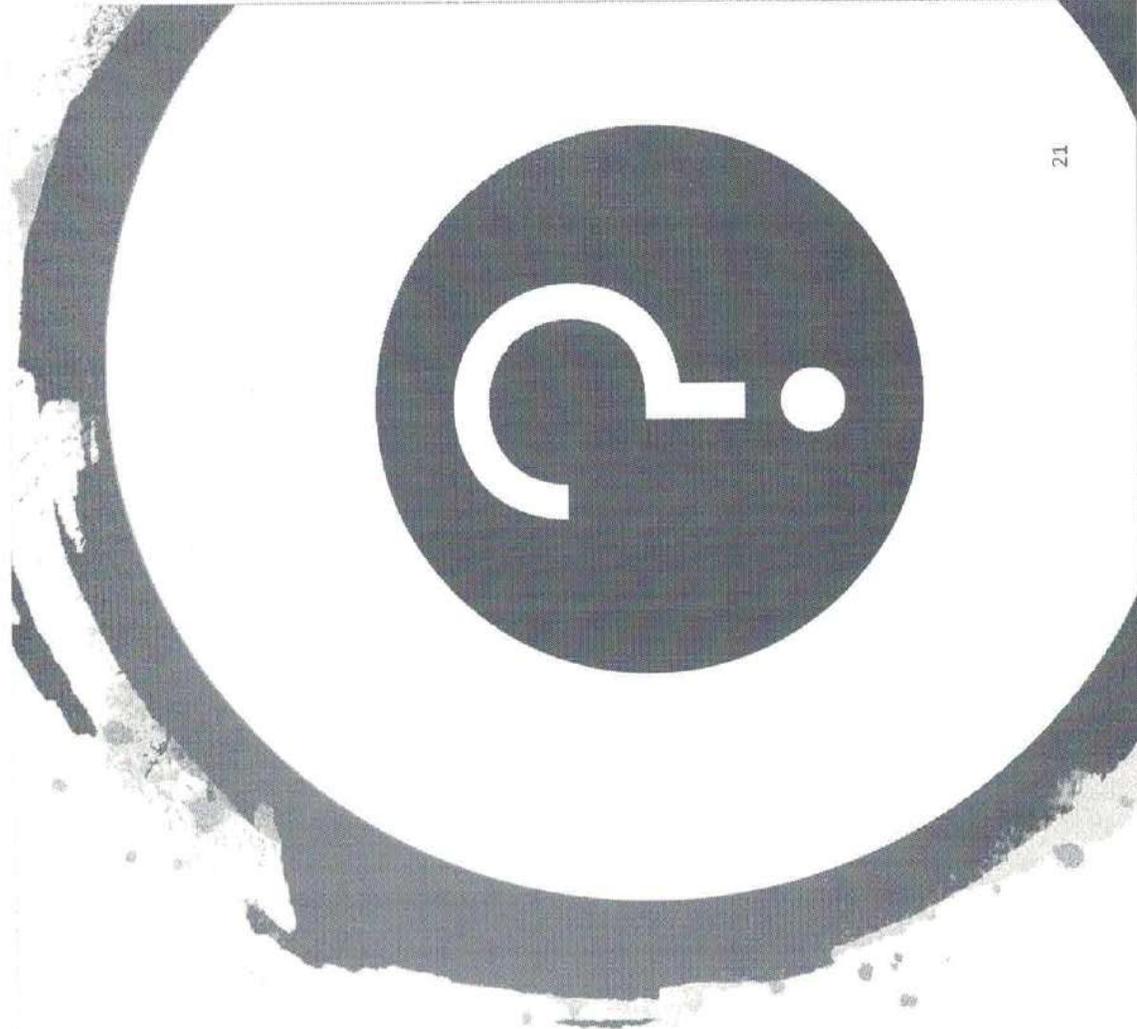


**Cory Novak**  
Lab Manager

## Initial Hiring Plan

- ◆ We plan to hire the following personnel:
  - 3 laboratory technicians
  - 2 driver/sample technician
  - Administrative Assistant
  - Director of Business Development

# Questions



Thank You!

[hopcom@atoz-labs.com](mailto:hopcom@atoz-labs.com)





Search

Town of Hopkinton Text  
Community Outreach Meeting  
May 7, 2020

**ATOZ**  
Laboratories Inc.

CC(C)C1=C(C=C(C=C1)O)C2=CC=CC=C2

THC

7:50 / 9:24

### ATOZ Community Outreach Meeting

Unlisted

12 views • May 8, 2020

0 0 0

SHARE

SAVE

...

# Host Community Agreement Certification Form

## Instructions

Certification of a host community agreement is a requirement of the application to become a Marijuana Establishment (ME) and Medical Marijuana Treatment Center (MTC). Applicants must complete items 1-3. The contracting authority for the municipality must complete items 4-8. Failure to complete a section will result in the application not being deemed complete. This form should be completed and uploaded into your application. 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(2) and 501.400(2).

## Certification

The parties listed below do certify that the applicant and municipality have executed a host community agreement on the specified date below pursuant to G.L. c. 94G § 3(d):

1. Name of applicant:

A to Z Laboratories, Inc.

2. Name of applicant’s authorized representative:

Dr. Bud Zaouk

3. Signature of applicant’s authorized representative:

*A. Zaouk*

4. Name of municipality:

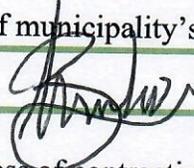
Hopkinton

5. Name of municipality’s contracting authority or authorized representative:

Norman Khumalo, Town Manager



6. Signature of municipality's contracting authority or authorized representative:



7. Email address of contracting authority or authorized representative of the municipality (*this email address may be used to send municipal notices pursuant to 935 CMR 500.102(1) and 501.102(1).*):

`nkhumalo@hopkintonma.gov`

8. Host community agreement execution date:

July 22, 2020



### **Plan to Remain Compliant with Local Zoning**

The purpose of this plan is to outline how A to Z Laboratories, Inc. (“ATOZ”) is and will remain in compliance with local codes, ordinances and bylaws for the physical address of the marijuana establishment at 100 South Street, Hopkinton, MA 01748 which shall include, but not be limited to, the identification of any local licensing requirements for the adult use of marijuana.

100 South Street is properly zoned pursuant to the Town of Hopkinton Zoning Bylaw. In accordance with Article XXXIII A Marijuana Establishments, all types of marijuana establishments, as defined in M.G.L. c.94G, §1, are prohibited in the Town of Hopkinton; provided, however, that Registered Marijuana Dispensaries, and Marijuana Testing Laboratories and Marijuana Research Facilities, including those that develop detection systems for cannabinal compounds, both as defined in M.G.L. c.94G, are not deemed to be Marijuana Establishments.

In addition to ATOZ remaining compliant with existing Zoning Bylaw; ATOZ will continuously engage with Town of Hopkinton officials to remain up to date with local zoning bylaws to remain fully compliant.

A to Z Laboratories, Inc.  
Application of Intent



## TOWN OF HOPKINTON

OFFICE OF  
**INSPECTIONAL SERVICES**  
TOWN HALL 18 MAIN STREET  
HOPKINTON, MASSACHUSETTS 01748  
Tel: 508-497-9745

May 19, 2020

Michael Willis  
ATOZ Laboratories, Inc.  
400 Donald Lynch Blvd, Ste 102  
Marlborough, MA 01752

Dear Mr. Willis,

Regarding your request for a written statement that the proposed use is a permitted, use in the IA zoning District, specifically, 100 South Street, please find the following:

Article XXXIIIA of Chapter 210, Town of Hopkinton Zoning Bylaws states:  
*"Consistent with M.G.L. c94G, section3(a), all types of marijuana establishments, as defined in M.G.L. c.94G, section1, shall be prohibited in the Town of Hopkinton; provided, however, that Registered Marijuana Dispensaries, and Marijuana Testing Laboratories and Marijuana Research Facilities, including those that develop detection systems for cannabinol compounds, both as defined in M.G.L. c.94G, shall not be deemed to be a Marijuana Establishments."*

Section 210-34A(1) of Chapter 210, provides that "Research and development, Research centers and laboratories" are allowed by right in the Industrial A (IA) zoning district.

It is my understanding that this proposal does not include a Registered Marijuana Dispensary therefore, no special permit is required from the Planning Board.

Given all the above, it is my opinion that the proposed use is allowed by right in the IA Zoning District specifically at 100 South Street.

Respectfully,

Charles E. Kadlik  
Director of Municipal Inspections  
Zoning Enforcement Officer

## **Plan for Positive Impact**

### **INTENT**

Cannabis prohibition has disproportionately impacted certain communities in Massachusetts. As the Commonwealth begins to embrace the adult-use cannabis industry in earnest, A to Z Laboratories, Inc. (“ATOZ”) recognizes that it has a responsibility to contribute to areas of disproportionate impact and help disproportionately harmed by marijuana prohibition. ATOZ will focus its time and resources on its host community of Fitchburg which has been identified by the Commission as an area of disproportionate impact. ATOZ is fully committed to ensuring that it is making positive and lasting contributions to the communities where ATOZ resides.

### **PURPOSE**

The purpose of this document is to summarize ATOZ’s plan to ensure its business creates positive and lasting impacts on the communities in which it will be involved.

ATOZ is committed to fostering positive relationships within the community and endeavoring to identify ways in which to give back. ATOZ seeks to utilize our resources, including time, talent and monies, to provide assistance to those who may be underserved and/or in need. We plan to achieve these goals through charitable giving, volunteer time and community engagement.

### **INITIATIVES AND METRICS**

ATOZ aims to implement the following initiatives to assist those communities that have been disproportionately impacted and will adhere to the requirements set forth in 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of Marijuana Establishments.

*Proposed Initiative:* ATOZ will make a minimum annual financial contribution of at least \$5,000 to the CultivatED program to help promote participation in the cannabis industry by those who were disproportionately harmed by marijuana prohibition. CultivatED is a jails-to-jobs cannabis program that focuses on issues such as expungement, education and employment for those harmed populations. ATOZ will provide money to CultivatED to support its mission and goals but will not offer any of its own programming through the CultivatED program. Attached, please find a letter from CultivatED acknowledging acceptance of funds from cannabis license holders.

Goal: ATOZ will make an annual financial contribution to the CultivatED program which will in turn support the mission of empowering, educating, and employing individuals from areas of disproportionate impact, as identified by the Massachusetts Cannabis Control Commission.

Metrics: ATOZ will maintain a record of its annual donations to the CultivatED program. ATOZ will keep records of feedback that we receive relative to the impact of our contributions, if any. This will in turn help us make decisions about adjustments that need to be made in the future.

A to Z Laboratories, Inc.  
Application of Intent

*Proposed Initiative:* ATOZ will commit to provide employees with a minimum of 8 hours per year paid time to participate in a neighborhood clean-up initiative that serves identified areas of disproportionate impact. ATOZ will focus their clean-ups in Fitchburg. Employees will be notified of these clean-up days through a routine employee newsletter or public posting around the establishment.

Goal: ATOZ is committed to serving communities that have been disproportionately impacted by serving individuals and organization through the contribution of employee volunteer time courtesy of the company with a goal of donating 8 hours per employee per year. ATOZ will have a goal of 85% participation in the neighborhood clean-up program by its employees each calendar year.

Metrics: ATOZ will maintain records of each employee who participates in the neighborhood clean-up program and the number of hours contributed by each employee. ATOZ will host two clean-up days annually, one in the Spring and one in the Fall. These clean-ups will take begin once ATOZ obtains its Provisional License with both clean-up days taking place within the first year of its provisional license. ATOZ will then solicit feedback from each employee to learn about their experiences and determine whether adjustments should be made in the future with regards to this program. These metrics will be outlined in a comprehensive report that will be completed 60 days prior to our annual license renewal (one year from provisional licensure, and each year thereafter) to the Cannabis Control Commission. ATOZ will adhere to the requirements set forth in 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of Marijuana Establishments.

## **CONCLUSION**

ATOZ will conduct continuous and regular evaluations of the implementation of its goals and at any point will retool its policies and procedures in order to better accomplish the goals set out in this Plan for Positive Impact. Any actions taken, or programs instituted by ATOZ will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws. Progress and/or success of this plan will be documented one year from provisional licensure and each year thereafter.



## MASS CultivatED

February 24, 2020

Cannabis Control Commission  
Union Station  
2 Washington Square  
Worcester, MA 01604

RE: Acceptance of Cannabis Funds

Dear Cannabis Control Commission:

It is with great pleasure that we inform you that we will be graciously accepting contributions from licensed Massachusetts cannabis companies in order to assist in funding our program, CultivatED.

CultivatED is a first in the nation jails to jobs cannabis program that focuses on issues such as expungement, education and employment for those who have been affected by the prohibition of cannabis in the Commonwealth. We are an innovative public-private partnership providing our fellows with a robust co-op education program, legal services, workforce preparedness training, and cannabis externships with livable wages and benefits. We work closely with organizations such as Greater Boston Legal Services, Roxbury Community College and the Urban League of Eastern Massachusetts to achieve our program goals.

We appreciate the opportunity to allow Massachusetts licensed cannabis companies to participate through their contributions. Please do not hesitate to contact us should you have any additional questions.

Sincerely,

A handwritten signature in black ink that reads "Ryan Dominguez". The signature is written in a cursive style and is positioned above a horizontal line.

Ryan Dominguez



**The Commonwealth of Massachusetts  
William Francis Galvin**

Minimum Fee: \$250.00

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

**Articles of Organization**

(General Laws, Chapter 156D, Section 2.02; 950 CMR 113.16)

Identification Number: 001402741

**ARTICLE I**

The exact name of the corporation is:

ATOZ LABORATORIES, INC.

**ARTICLE II**

Unless the articles of organization otherwise provide, all corporations formed pursuant to G.L. C156D have the purpose of engaging in any lawful business. Please specify if you want a more limited purpose:

**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.

Class of Stock	Par Value Per Share Enter 0 if no Par	Total Authorized by Articles of Organization or Amendments		Total Issued and Outstanding Num of Shares
		Num of Shares	Total Par Value	
CNP	\$0.00000	275,000	\$0.00	220,000

G.L. C156D eliminates the concept of par value, however a corporation may specify par value in Article III. See G.L. C156D Section 6.21 and the comments thereto.

**ARTICLE IV**

If more than one class of stock is authorized, state a distinguishing designation for each class. Prior to the issuance of any shares of a class, if shares of another class are outstanding, the Business Entity must provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of that class and of each other class of which shares are outstanding and of each series then established within any class.

**ARTICLE V**

The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are:

EXCEPT TO THE EXTENT PROVIDED BY WRITTEN AGREEMENT AMONG ALL SHAREHOLDERS OF THE CORPORATION AND THE CORPORATION, A SHAREHOLDER MAY NOT SELL, ASSIGN, TRANSFER, PLEDGE, HYPOTHECATE OR OTHERWISE DISPOSE OF ANY OF HIS/HERS/ITS SHARES OF CAPITAL STOCK OF THE CORPORATION.

## ARTICLE VI

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

1) MINIMUM NUMBER OF DIRECTORS. THE BOARD OF DIRECTORS OF THE CORPORATION MAY CONSIST OF ONE OR MORE INDIVIDUALS, NOTWITHSTANDING THE NUMBER OF SHAREHOLDERS. 2) PERSONAL LIABILITY OF DIRECTORS TO CORPORATION. NO DIRECTOR SHALL HAVE PERSONAL LIABILITY TO THE CORPORATION FOR MONETARY DAMAGES FOR BREACH OF HIS OR HER FIDUCIARY DUTY AS A DIRECTOR NOTWITHSTANDING ANY PROVISION OF LAW IMPOSING SUCH LIABILITY, PROVIDED THAT THIS PROVISION SHALL NOT ELIMINATE OR LIMIT THE LIABILITY OF A DIRECTOR: (A) FOR ANY BREACH OF THE DIRECTOR'S DUTY OF LOYALTY TO THE CORPORATION OR ITS SHAREHOLDERS, (B) FOR ACTS OR OMISSIONS NOT IN GOOD FAITH, OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW, (C) FOR IMPROPER DISTRIBUTIONS UNDER SECTION 6.40 OF CHAPTER 156D OF THE MASSACHUSETTS GENERAL LAWS, OR (D) FOR ANY TRANSACTION FROM WHICH THE DIRECTOR DERIVED AN IMPROPER PERSONAL BENEFIT. THE CORPORATION SHALL INDEMNIFY AND HOLD HARMLESS EACH PRESENT OR FORMER DIRECTOR OR OFFICER OF THE CORPORATION TO THE FULLEST EXTENT PERMITTED BY LAW, SUBJECT TO SUCH DETERMINATION AS THE LAW MAY REQUIRE THAT INDEMNIFICATION IS PERMISSIBLE, FOR ANY THREATENED, PENDING, OR COMPLETED ACTION, SUIT, OR PROCEEDING, WHETHER CIVIL, CRIMINAL, ADMINISTRATIVE, ARBITRATIVE, OR INVESTIGATIVE, AND WHETHER FORMAL OR INFORMAL ("PROCEEDING"), AGAINST SUCH DIRECTOR OR OFFICER IN HIS OR HER CAPACITY AS SUCH OR IN HIS OR HER CAPACITY AS A DIRECTOR, OFFICER, PARTNER, TRUSTEE, MANAGER, EMPLOYEE, OR AGENT OF ANOTHER DOMESTIC OR FOREIGN CORPORATION, PARTNERSHIP, JOINT VENTURE, TRUST, LIMITED LIABILITY COMPANY, EMPLOYEE BENEFIT PLAN, OR OTHER ENTITY, IF THE CORPORATION REQUESTED HIM OR HER TO SO SERVE. A DIRECTOR OR OFFICER IS CONSIDERED TO BE SERVING AN EMPLOYEE BENEFIT PLAN AT THE CORPORATION'S REQUEST IF HIS OR HER DUTIES TO THE CORPORATION ALSO IMPOSE DUTIES ON, OR OTHERWISE INVOLVE SERVICES BY, HIM OR HER TO THE PLAN OR TO PARTICIPANTS IN OR BENEFICIARIES OF THE PLAN. THE CORPORATION MAY, BEFORE FINAL DISPOSITION OF ANY PROCEEDING, ADVANCE FUNDS TO PAY FOR OR REIMBURSE THE REASONABLE EXPENSES INCURRED BY A DIRECTOR OR OFFICER WHO IS A PARTY TO A PROCEEDING TO THE EXTENT PERMITTED BY LAW. NOTHING IN THIS SECTION SHALL AFFECT ANY RIGHTS TO INDEMNIFICATION TO WHICH ANY PERSON MAY BE ENTITLED BY CONTRACT OR OTHERWISE UNDER LAW. NO AMENDMENT OR REPEAL OF ANY PROVISION OF THIS SECTION SHALL ADVERSELY AFFECT THE RIGHT OF A PERSON TO INDEMNIFICATION UNDER THIS PARAGRAPH WITH RESPECT TO HIS OR HER ACTS OR OMISSIONS THAT OCCURRED AT ANY TIME PRIOR TO SUCH AMENDMENT OR REPEAL. 3) SHAREHOLDER ACTION WITHOUT A MEETING BY LESS THAN UNANIMOUS CONSENT. ACTION REQUIRED OR PERMITTED BY CHAPTER 156D OF THE GENERAL LAWS OF MASSACHUSETTS TO BE TAKEN AT A SHAREHOLDERS' MEETING MAY BE TAKEN WITHOUT A MEETING BY SHAREHOLDERS OF THE CORPORATION HAVING NOT LESS THAN THE MINIMUM NUMBER OF VOTES NECESSARY TO TAKE THE ACTION AT A MEETING AT WHICH ALL SHAREHOLDERS OF THE CORPORATION ENTITLED TO VOTE ON THE ACTION ARE PRESENT AND VOTING. 4) AUTHORIZATION OF DIRECTORS TO MAKE, AMEND OR REPEAL BYLAWS. THE BOARD OF DIRECTORS OF THE CORPORATION MAY MAKE, AMEND OR REPEAL THE CORPORATION'S BYLAWS IN WHOLE OR IN PART, EXCEPT WITH RESPECT TO ANY PROVISION THEREOF THAT BY VIRTUE OF AN EXPRESS PROVISION IN CHAPTER 156D OF THE GENERAL LAWS OF MASSACHUSETTS, THE CORPORATION'S ARTICLES OF ORGANIZATION OR THE CORPORATION'S BYLAWS REQUIRES ACTION BY THE SHAREHOLDERS.

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

**ARTICLE VII**

The effective date of organization 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.

**Later Effective Date: Time:**

**ARTICLE VIII**

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

**a,b. The street address of the initial registered office of the corporation in the commonwealth and the name of the initial registered agent at the registered office:**

Name: ERIC I. COLLINS, ESQ.  
No. and Street: FOUR 13TH STREET  
City or Town: BOSTON State: MA Zip: 02129 Country: USA

**c. The names and street 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):**

Title	Individual Name <small>First, Middle, Last, Suffix</small>	Address (no PO Box) <small>Address, City or Town, State, Zip Code</small>
PRESIDENT	ABDULLATIF ZAOUK	400 DONALD LYNCH BOULEVARD, SUITE 102 MARLBOROUGH, MA 01752 USA
TREASURER	ABDULLATIF ZAOUK	400 DONALD LYNCH BOULEVARD, SUITE 102 MARLBOROUGH, MA 01752 USA
SECRETARY	ABDULLATIF ZAOUK	400 DONALD LYNCH BOULEVARD, SUITE 102 MARLBOROUGH, MA 01752 USA
DIRECTOR	ABDULLATIF ZAOUK	400 DONALD LYNCH BOULEVARD, SUITE 102 MARLBOROUGH, MA 01752 USA

**d. The fiscal year end (i.e., tax year) of the corporation:**  
December

**e. A brief description of the type of business in which the corporation intends to engage:**

ORGANIZING TO APPLY FOR A LICENSE WITH THE CCC

**f. The street address (post office boxes are not acceptable) of the principal office of the corporation:**

No. and Street: 400 DONALD LYNCH BOULEVARD  
SUITE 102  
City or Town: MARLBOROUGH State: MA Zip: 01752 Country: USA

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

No. and Street: 400 DONALD LYNCH BOULEVARD  
SUITE 102  
City or Town: MARLBOROUGH State: MA Zip: 01752 Country: USA

**which is**

its principal office

an office of its transfer agent

— an office of its secretary/assistant secretary

— its registered office

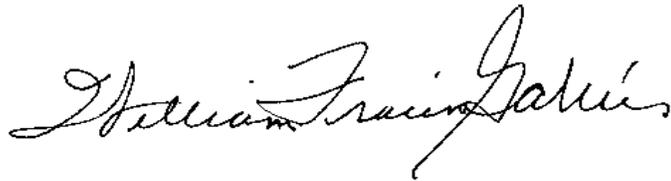
**Signed this 19 Day of September, 2019 at 10:11:04 AM by the incorporator(s).** *(If an existing corporation is acting as incorporator, type in the exact name of the business entity, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said business entity and the title he/she holds or other authority by which such action is taken.)*

/ERIC I. COLLINS/

THE COMMONWEALTH OF MASSACHUSETTS

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

September 19, 2019 10:10 AM

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

WILLIAM FRANCIS GALVIN

*Secretary of the Commonwealth*



## CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



ATOZ LABORATORIES, INC.  
400 DONALD LYNCH BLVD STE 102  
MARLBOROUGH MA 01752-4733

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

The Commissioner of Revenue certifies that, as of the date of this certificate, ATOZ LABORATORIES, 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) 887-6400 or toll-free in Massachusetts at (800) 392-6089, Monday through Friday, 8:30 a.m. to 4:30 p.m..

### *Visit us online!*

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

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

Edward W. Coyle, Jr., Chief  
Collections Bureau



000013

Department of Unemployment Assistance  
Certificate of Compliance Request

I, Abdullatif Zaouk, do hereby certify that I have been unable to register A to Z Laboratories, Inc. with the Department of Unemployment Assistance and request a certificate of compliance because A to Z Laboratories, Inc. does not currently have any employees. As soon as A to Z Laboratories, Inc. can register with the Department of Unemployment Assistance, I will provide the Cannabis Control Commission with a Certificate of Compliance.

  
\_\_\_\_\_  
A to Z Laboratories, Inc.

July 29, 2020  
\_\_\_\_\_  
Date

By: Abdullatif Zaouk

Its: Owner

BYLAWS  
OF  
ATOZ Laboratories, Inc.

# BYLAWS

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## ARTICLE I

### SHAREHOLDERS

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

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

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

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

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

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

1.6. Quorum.

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

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

1.7. Voting and Proxies.

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

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

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

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

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

1.10. Action Without Meeting by Written Consent.

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

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

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

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

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

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

1.13. Form of Shareholder Action.

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

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

1.14. Shareholder List for Meeting.

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

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

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

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

## ARTICLE II

### DIRECTORS

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

2.18. Standard of Conduct for Directors.

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

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

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

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

#### 2.19. Conflict of Interest.

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

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

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

(3) the transaction was fair to the Corporation.

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

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

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

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

### **ARTICLE III**

#### **MANNER OF NOTICE**

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

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

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

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

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

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

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

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

## ARTICLE IV

### OFFICERS

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

## ARTICLE V

### PROVISIONS RELATING TO SHARES

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

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

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

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

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

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

## ARTICLE VI

### CORPORATE RECORDS

#### 6.1. Records to be Kept.

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

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

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

#### 6.2. Inspection of Records by Shareholders.

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

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

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

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

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

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

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

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

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

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

### 6.3. Scope of Inspection Right.

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

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

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

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

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

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

## ARTICLE VII

### INDEMNIFICATION

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

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

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

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

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

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

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

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

7.2. Indemnification of Directors and Officers.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

7.4. Procedures for Indemnification; Determination of Indemnification.

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

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

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

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

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

#### 7.5. Notification and Defense of Claim; Settlements.

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

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

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

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

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

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

7.9. Application of this Article.

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

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

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

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

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

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

## ARTICLE VIII

### MISCELLANEOUS

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

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

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

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

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

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

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

## ARTICLE IX

### AMENDMENTS

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

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

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

9.3. Quorum and Required Vote.

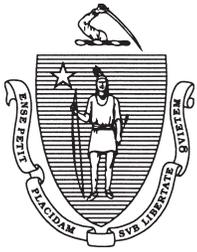
(a) If authorized by the Articles of Organization, a Bylaw amendment adopted by shareholders may provide for a greater or lesser quorum requirement for action by any voting group of shareholders, or for a greater affirmative voting requirement, including additional separate voting groups, than is provided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

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

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

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

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



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

William Francis Galvin  
Secretary of the  
Commonwealth

Date: August 19, 2020

To Whom It May Concern :

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

**ATOZ LABORATORIES, INC.**

is a domestic corporation organized on **September 19, 2019** , under the General Laws of the Commonwealth of Massachusetts. I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

*William Francis Galvin*

Secretary of the Commonwealth

Certificate Number: 20080372480

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

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## Certificate Number Verification

Any certificate that contains a **validation number** in the bottom left hand corner under the Massachusetts state seal can be validated. Any certificate that contains a gold embossed seal cannot be validated.

**Enter certificate number:**

20080372480

Certificate number:

**20080372480**

Certificate type:

**Good Standing**

Business Entity name:

**ATOZ LABORATORIES, INC.**

Date certificate issued:

**08-19-2020**

Cancel

Clear data

Verify Certificate

William Francis Galvin, Secretary of the Commonwealth of Massachusetts

[Terms and Conditions](#)

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## Plan for Obtaining Liability Insurance

(This document is a summary of A to Z Laboratories, Inc.'s plan to obtain Liability Insurance.)

### **I. Purpose**

The purpose of this plan is to outline how A to Z Laboratories, Inc. ("ATOZ") will obtain and maintain the required General Liability and Product Liability insurance coverage as required pursuant to 935 CMR 500.105(10), or otherwise comply with this requirement.

### **II. Research**

ATOZ has engaged with multiple insurance providers offering General and Product Liability Insurance coverage in the amounts required in 935 CMR 500.105(10). These providers are established in the legal marijuana industry. We are continuing these discussions with the insurance providers and will engage with the provider who best suits the needs of the company once we receive a Provisional License.

### **III. Plan**

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



# ATOZ BUSINESS PLAN

A Cannabis Testing Laboratory



Cannabis analytical testing is an essential part of the legal marijuana industry and now state government mandated. Both grow facilities and dispensaries are required to test their products by an independent 3rd party laboratory for safety, potency, and purity. The testing industry is the next big market and is on track to be worth an estimated \$1.4 Billion by 2021. However, as the Cannabis industry continues to grow as a whole, the lab market is not evolving quickly enough to keep up with the rapid influx of products that will need to be tested. This bottleneck in the industry has created a significant challenge not only for the producers and distributors (by delaying production and sales), but also the ability of the state government to truly regulate the process to ensure that communities are receiving products that are accurately tested and safe to consume. A recent survey of growers and dispensary owners in Massachusetts expressed that there is already a significant gap in the analytics industry that is not being met, leading to long lead times and testing variability.

Given the sparse existence of cannabis analytical labs, there is an exceptional opportunity for a new testing company to thrive, especially one with a proven platform and business model for success. As we establish the set process that maximizes throughput and consistency with a first location in Massachusetts, we will plan a controlled expansion into other states that we deem to be an equivalent or next emerging market. Right from the starting gate, we will immediately be on track as a major player within the cannabis testing industry, with the ultimate goal to create the standard for which all future analytical testing will be based.

### **Company Summary**

A to Z Laboratories, Inc. (ATOZ) will provide patients, consumers, cultivators, producers and dispensaries with important information about the safety, quality, and potency of their medical/recreational cannabis products. ATOZ intends to start its testing business from 100 South Street, Hopkinton, MA in 6,000 sq. ft, well-equipped cannabis laboratory.

### ***Main Goals:***

- ✓ To provide unrivaled customer service, and accurate results at an affordable price.
- ✓ To be fully compliant with all state and local municipalities.
- ✓ To be ISO/IEC 17025:2017 accredited laboratory
- ✓ To be on the cutting edge since company's inception.

### ***Mission:***

- ✓ To adopt "best practices" in cannabis testing.

### ***Main Objectives:***

- ✓ Successfully negotiation a Host Community Agreement with the town of Hopkinton, MA
- ✓ Obtaining the Massachusetts Cannabis Testing license.
- ✓ Net annual income to support operational expenses.
- ✓ Monthly sales and capacity increasing steadily throughout the first years.

### ***Products & Services:***

ATOZ intends to provide a comprehensive menu of services to stakeholders in the medical/recreational Cannabis industry. From Cannabinoid profiling, microbiological screening, pesticide screening, terpene analysis, infused-product formulation charts and more, ATOZ offers tests and services aimed to guarantee the safety, quality and potency of all cannabis products. We look to establish long-lasting relationships with our clients through accurate data, quick turnaround, and exemplary service.

### **Market Opportunities**

The U.S. legal cannabis market amounted to almost \$14 billion in 2019, growing by approximately 32 percent on the year. Analysts predict the overall cannabis market for legal adult- use and medical sales in North America to reach \$30 billion by 2025 with the compound annual growth rate (CAGR) to over 20%.

Over 60% of the U.S. population now lives in states and territories that have legalized some form of cannabis use and sale.

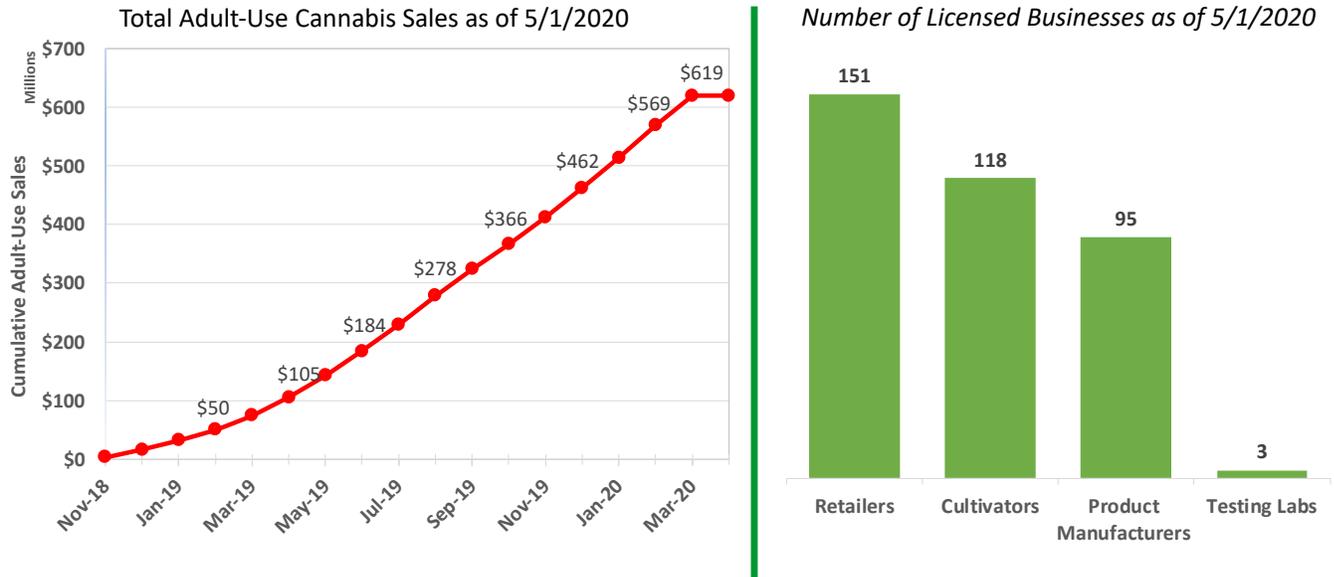
In 2008 Massachusetts voters decriminalized the possession of small amounts of cannabis and in 2012 Massachusetts became the 18th state to open Massachusetts cannabis market to medical users through a ballot.

In November 2016, Massachusetts voters approved Question 4, the initiative to legalize the recreational use of cannabis for adults 21 years of age and older. In December 2016, the Massachusetts state legislature voted to delay sales of recreational cannabis for six months. Originally, licensing for cannabis shops was set to begin in January 2018, but the delay moved the date and first retail cannabis business opened in Massachusetts in November 2018.

In 2018, there were over 60,000 (up from 19,000 in early 2016) people who have gotten medical cannabis cards that allow them to use medical cannabis legally to treat a variety of ailments. They were served by 47 medical cannabis dispensaries.

As of May 2020, 371 pending applications have been submitted, including 148 retailer, 111 cultivator, 82 manufacturer, 7 microbusinesses, 6 independent testing laboratories, 5 research facilities and 2 craft marijuana cooperative, and 421 licenses have been awarded, including 172 retailer, 129 cultivator, 101 manufacturer, 11 microbusiness, 4 transporter, 3 independent testing laboratories and 1 craft marijuana cooperative. The review process includes a background check and a 60-day window during which the municipality in which the business hopes to locate must certify that the applicant has met all local requirements.

Since November 2018 the total legal cannabis sales in MA exceeded \$600 million with over 365 licenses approved for retailers, cultivators and product manufacturers , according to figures released by the Cannabis Control Commission as shown in Figure 1.



**Figure 1. MA adult use market sales and licenses**

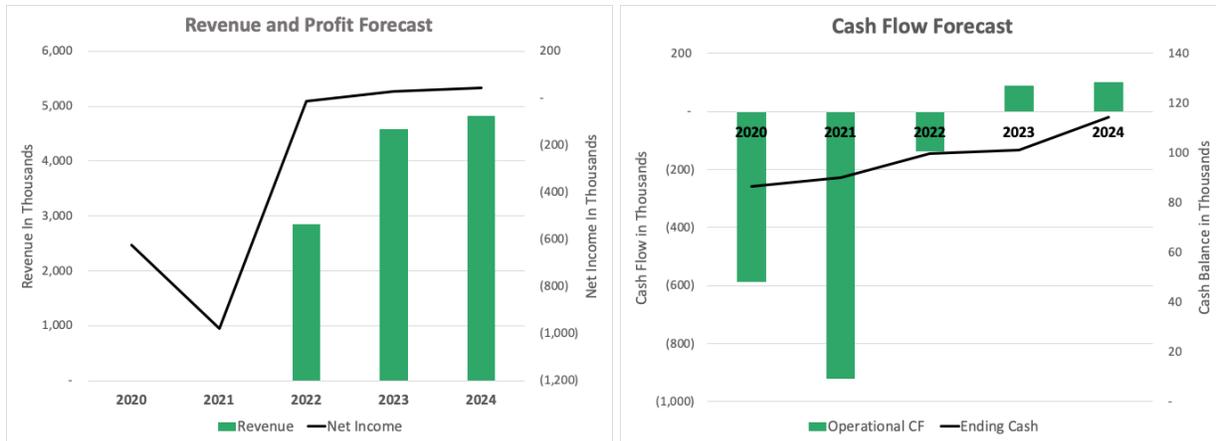
The Massachusetts Department of Public Health requires that anyone who has a license to grow or distribute cannabis or related products must send samples to a third-party International Organization for Standardization (ISO) accredited lab for testing. The samples cannot be mailed but must be picked up by the testing laboratory and are required to be tested in the same state that they are grown or distributed. Marijuana sales in MA are estimated to reach \$1.2B by 2021. Start-up Summary

The business will be fully funded with \$1.9 million. This will include total capital cost of over \$255K, leaving nearly \$1.6 million as working capital.

**Financial Summary**

ATOZ will fund its startup costs largely through personal savings. From a total investment of \$1.9 million, ATOZ is expected to generate nearly \$2.8 million in gross revenues with net (loss) of nearly \$10K in Year 3, its first full year of operations.

Revenues are expected to grow to nearly \$4.6 million in Year 4 and \$4.8 million in Year 5, with net income of nearly \$30K and over \$50K respectively.



After the first year of operations, it is expected that ATOZ will be able to trim expenses through realizing business efficiencies, gaining operational experience and industry knowledge.

**Direct and Indirect Social Impacts**

ATOZ will initially create more than 7 new jobs in Hopkinton with over \$600K in salaries, \$400K Social Security taxes, \$9K Medicare taxes and \$200K for Insurance each year. ATOZ also intends to allocate \$10,000 to different community programs.

**Table 1. Taxes and Community programs flow**

	Year 1	Year 2	Year 3	Year 4	Year 5
<b>Federal Tax</b>	13,200	110,880	181,440	186,833	192,438
<b>State Tax</b>	5,500	19,800	32,400	33,372	34,373
<b>Community programs</b>	2,146	3,296	4,298	5,408	6,317

ATOZ Laboratories, Inc.  
Management and Operations Profile  
Operating Policies and Procedures

### **Separating Recreational from Medical Operations**

ATOZ Laboratories, Inc., (“ATOZ”) does not intend to sell marijuana or marijuana products. As a result, ATOZ will not need to separate its recreational operations from its medical operations.

### **Procedures for Quality Control and Testing of Product**

Pursuant to 935 CMR 500.160, A to Z Laboratories, Inc., (“ATOZ”) will implement a written policy for laboratory results that indicate contaminant levels that are above acceptable levels established in DPH protocols identified in 935 CMR 500.160(1) and subsequent notification to the Commission of such results. Results of any tests will be maintained by ATOZ for at least one year. All transportation of marijuana to or from testing facilities shall comply with 935 CMR 500.105(13).

All ATOZ agents whose job includes contact with marijuana or nonedible marijuana products is subject to the requirements for food handlers specified in 105 CMR 300.000: *Reportable Diseases, Surveillance, and Isolation and Quarantine Requirements*. All ATOZ agents working in direct contact with marijuana or nonedible marijuana products shall conform to sanitary practices while on duty, including personal cleanliness and thorough handwashing. The hand-washing facilities will be adequate and convenient with running water at a suitable temperature and conform with all requirements of 935 CMR 500.105(3)(b)(3).

Pursuant to 935 CMR 500.105(11)(a)-(e), ATOZ will provide adequate lighting, ventilation, temperature, humidity, space and equipment, in accordance with applicable provisions of 935 CMR 500.105 and 500.110. ATOZ will have a separate area for storage of marijuana that is outdated, damaged, deteriorated, mislabeled, or contaminated, or whose containers or packaging have been opened or breached, unless such products are destroyed. ATOZ storage areas will be kept in a clean and orderly condition, free from infestations by insects, rodents, birds and any other type of pest. The ATOZ storage areas will be maintained in accordance with the security requirements of 935 CMR 500.110.

Pursuant to 935 CMR 500.160 testing of Marijuana Products performed by ATOZ will be in compliance with a protocol(s) established in accordance with M.G.L. c. 94G, § 15 and in a form and manner determined by the Commission including, but not limited to, the Protocol for Sampling and Analysis of Finished Medical Marijuana Products and Marijuana-infused Products. Testing of environmental media (e.g., soils, solid growing media, and water) shall be performed in compliance with the Protocol for Sampling and Analysis of Environmental Media for Massachusetts Registered Medical Marijuana Dispensaries published by the Commission.

In accordance with 935 CMR 500.160(2) Marijuana shall be tested for the Cannabinoid Profile and for contaminants as specified by the Commission including, but not limited to, mold, mildew, heavy metals, plant growth regulators, and the presence of Pesticides. The Commission may require additional testing.

Pursuant to 935 CMR 500.160(3) ATOZ will ensure Marijuana Establishments submitting samples have a written policy for responding to laboratory results that indicate contaminant levels are above acceptable limits established in the protocols identified in 935 CMR 500.160(1). These policies will include:

1. Notifying the Commission within 72 hours of any laboratory testing results indicating that the contamination cannot be remediated and disposing of the Production Batch.
2. Notifying the Commission of any information regarding contamination as specified by the Commission or immediately upon request by the Commission.

A to Z Laboratories, Inc.  
Management and Operations Profile  
Operating Policies and Procedures

The notification will be from both the Marijuana Establishment and ATOZ, separately and directly. The notification from the Marijuana Establishment must describe a proposed plan of action for both the destruction of the contaminated product and the assessment of the source of contamination.

Pursuant to 935 CMR 500.160(12) Marijuana and Marijuana Products submitted for retesting prior to remediation must be submitted to an Independent Testing Laboratory other than the laboratory which provided the initial failed result. Marijuana submitted for retesting after documented remediation may be submitted to the same Independent Testing Laboratory that produced the initial failed testing result prior to remediation.

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

Pursuant to 935 CMR 500.105(3)(b)(11), ATOZ's water supply will be sufficient for necessary operations able to meet our needs. The plumbing requirements of 935 CMR 500.105(3)(b)(12) will be met through adequate size and design and adequately installed and maintained to carry sufficient quantities of water to required locations throughout the ATOZ facility. ATOZ will also provide our employees with adequate, readily accessible toilet facilities that are maintained in sanitary condition and in good repair. All products that can support the rapid growth of undesirable microorganisms will be held in a manner that prevents the growth of these microorganisms.

Environmental media will be tested in compliance with the *Protocol for Sampling and Analysis of Environmental Media for Massachusetts Registered Medical Marijuana Dispensaries* published by the Department of Public Health pursuant to 935 CMR 500.160(1). All testing results will be maintained by ATOZ for no less than one year in accordance with 935 CMR 500.160(3).

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

## **Personnel Policies**

It is A to Z Laboratories, Inc., (“ATOZ”) policy to provide equal opportunity in all areas of employment, including recruitment, hiring, training and development, promotions, transfers, termination, layoff, compensation, benefits, social and recreational programs, and all other conditions and privileges of employment, in accordance with applicable federal, state, and local laws. ATOZ will make reasonable accommodations for qualified individuals with known disabilities, in accordance with applicable law.

Management is primarily responsible for seeing that equal employment opportunity policies are implemented, but all members of the staff share the responsibility for ensuring that, by their personal actions, the policies are effective and apply uniformly to everyone. Any employee, including managers, determined by ATOZ to be involved in discriminatory practices are subject to disciplinary action and may be terminated. ATOZ strives to maintain a work environment that is free from discrimination, intimidation, hostility, or other offenses that might interfere with work performance. In keeping with this desire, we will not tolerate any unlawful harassment of employees by anyone, including any manager, co-worker, vendor or clients.

In accordance with 935 CMR 500.105(2), all current owners, managers and employees of ATOZ that are involved in the handling of marijuana will successfully complete Responsible Vendor Training Program, and once designated a “responsible vendor” require all new employees involved in handling of marijuana to complete this program within 90 days of hire. This program shall then be completed annually and those not handling marijuana may participate voluntarily. ATOZ will maintain records of responsible vendor training compliance, pursuant to 935 CMR 500.105(2)(b). Responsible vendor training shall include: discussion concerning marijuana effect on the human body; diversion prevention; compliance with tracking requirements; identifying acceptable forms of ID, including medical patient cards; and key state and local laws.

All ATOZ policies will include a staffing plan and corresponding records in compliance with 935 CMR 500.105(1)(h) and ensure that all employees are aware of the alcohol, smoke, and drug-free workplace policies in accordance with 935 CMR 500.105(1)(j). ATOZ will also implement policies to ensure the maintenance of confidential information pursuant to 935 CMR 500.105(1)(k). ATOZ will enforce a policy for the immediate dismissal of agents for prohibited offenses including but not limited to diversion of marijuana, unsafe practices, or a conviction or guilty pleas for a felony charge of distribution to a minor according to 935 CMR 105(1)(l).

All ATOZ employees will be duly registered as marijuana establishment agents and have to complete a background check in accordance with 935 CMR 500.030(1). All marijuana establishment agents will complete a training course administered by ATOZ and complete a Responsible Vendor Program in compliance with 935 CMR 500.105(2)(b). Employees will be required to receive a minimum of eight hours of on-going training annually pursuant to 935 CMR 500.105(2)(a).

### **Maintaining of Financial Records**

ATOZ Laboratories, Inc. (“ATOZ”) policy is to maintain financial records in accordance with 935 CMR 500.105(9)(e). The records will include manual or computerized records of assets and liabilities, monetary transactions; books of accounts, which shall include journals, ledgers, and supporting documents, agreements, checks, invoices and vouchers; sales records including the quantity, form, and cost of marijuana products; and salary and wages paid to each employee, stipends paid to each board member, and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with a Marijuana Establishment, including members of the non-profit corporation.

ATOZ will conduct monthly sales equipment and data software checks and initiate reporting requirements for discovery of software manipulation as required by 935 CMR 500.140(6)(d). ATOZ will not utilize software or other methods to manipulate or alter sales data in compliance with 935 CMR 500.140(5)(c). ATOZ will conduct a monthly analysis of its equipment and sales data to determine that no software has been installed that could be utilized to manipulate or alter sales data and that no other methodology has been employed to manipulate or alter sales data. ATOZ will maintain records that it has performed the monthly analysis and produce it upon request to the Commission. If ATOZ determines that software had been installed for the purpose of manipulation or alteration of sales data or other methods have been utilized to manipulate or alter sales data we will: disclose the information to the Commission; cooperate with the Commission in an investigation relative to data manipulation; and take other action as directed by the Commission to comply with the applicable regulations. Pursuant to 935 CMR 500.140(6)(e), ATOZ will comply with 830 CMR 62C.25.1: *Record Retention* and DOR Directive 16-1 regarding recordkeeping requirements.

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

### **Restricting Access to Age 21 or Older**

Upon entry into the premise of A to Z Laboratories, Inc., (“ATOZ”) by an individual, a ATOZ agent shall immediately inspect the individual’s proof of identification. An individual shall not be admitted to the premise unless the agent has verified that the individual is 21 years of age or older by offering proof of identification.

ATOZ’s management team is responsible for ensuring that all persons who enter the facility or are otherwise associated with the operations of ATOZ are 21 years of age or older. To verify an individual’s age, a ATOZ Agent must receive and examine from the individual one of the following authorized government issued ID cards: Massachusetts issued driver’s license; Massachusetts issued ID card; Out-of-state driver’s license or ID card (with photo); Passport; valid Agent Registration Card issued by the Commission; or U.S. Military ID. To verify the age of the individual the Agent will use an Age Verification Smart ID Scanner that will be supplied by ATOZ. If for any reason the identity of the customer or the validity of the ID is in question, the individual will not be granted access to the facility.

ATOZ will train all Security Agents on the verification and identification of individuals. All Agents will enroll in and complete the Responsible Vendor Training Program when it is available. This curriculum will include: Diversion prevention and prevention of sales to minors; and Acceptable forms of identification, including how to check identification, spotting false identification, provisions for confiscating fraudulent identifications, and common mistakes made in verification.

ATOZ will have limited access areas identified with clear signage designating the access point for authorized personnel only, pursuant to 935 CMR 500.110(4). Identification badges will be required to be worn at all times by ATOZ employees while at the facility or engaged in transportation. ATOZ will positively identify all individuals seeking access to the facility to limit access solely to individuals 21 years or age or older.

While at the facility or transporting marijuana for the facility all ATOZ Agents must carry their valid Agent Registration Card issued by the Commission. All ATOZ Agents are verified to be 21 years of age or older prior to being issued a Marijuana Establishment Agent card. All outside vendors, contractors and visitors shall be required to wear visitor badges prior to entering limited access areas and shall be displayed at all times. Visitors shall be logged in and out and be escorted while at the ATOZ facility. The visitor log will be available for inspection by the Commission at all times. All visitor badges will be returned to ATOZ upon exit.

The following individuals shall be granted immediate access to the facility: Representatives of the Commission in the course of responsibilities authorized by Chapter 334 of the Acts of 2016, as amended by Chapter 55 of the Acts of 2017 or 935 CMR 500.000; representatives of other state agencies in the Commonwealth; emergency responders in the course of responding to an emergency; and law enforcement personnel or local public health, inspectional services, or other permit-granting agents acting within their lawful jurisdiction.

All Limited Access areas will be clearly described by the filing of a diagram of the registered

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premises, as determined by the Commission, reflecting, where applicable, entrances and exits, walls, partitions, storage, disposal areas. Access to Limited Access areas will be restricted to employees, agents or volunteers specifically permitted by ATOZ, agents of the Commission, state and local law enforcement and emergency personnel. All ATOZ employees will visibly display an employee identification badge issued by ATOZ at all times while ATOZ's Marijuana Establishments or transporting marijuana.

### **Record Keeping Procedures**

A to Z Laboratories, Inc., (“ATOZ”) records will be available to the Cannabis Control Commission (“CCC”) upon request pursuant to 935 CMR 500.105(9). The records will be maintained in accordance with generally accepted accounting principles. All written records required in any section of 935 CMR 500.000 are subject to inspection, in addition to written operating procedures as required by 935 CMR 500.105(1), inventory records as required by 935 CMR 500.105(8) and seed-to-sale tracking records for all marijuana products are required by 935 CMR 500.105(8)(e).

ATOZ will also keep all waste disposal records as required by 500.105(12), including record keeping procedures. ATOZ will ensure that at least 2 Marijuana Establishment Agents witness and document how the marijuana waste is disposed or otherwise handled in accordance with 935 CMR 500.105(12). When the marijuana products or waste is disposed or handled, ATOZ will create and maintain a written or electronic record of the date, the type, and quantity disposed or handled, the manner of disposal or other handling, the location of the disposal or other handling, and the names of the Agents present during the disposal or handling, with their signatures. ATOZ will keep these records for at least 3 years.

Personnel records will also be maintained, in accordance with 935 CMR 500.105(9)(d), including but not limited to, job descriptions for each employee, organizational charts, staffing plans, personnel policies and procedures and background checks obtained in accordance with 935 CMR 500.030. Personnel records will be maintained for at least 12 months after termination of the individual’s affiliation with ATOZ, in accordance with 935 CMR 500.105(9)(d)(2). Additionally, business will be maintained in accordance with 935 CMR 500.104(9)(e) as well as waste disposal records pursuant to 935 CMR 500.104(9)(f), as required under 935 CMR 500.105(12).

Following the closure of the Marijuana Establishment, all records will be kept for at least two years at the expense of ATOZ and in a form and location acceptable to the Commission, pursuant to 935 CMR 500.105(9)(g). In accordance with 935 CMR 500.105(9), records of ATOZ will be available for inspection by the Commission upon request. ATOZ’s records will be maintained in accordance with generally accepted accounting principles. ATOZ will have all required written records and available for inspection, including all written operating procedures as required by 935 CMR 500.105(1) and business records as outlined by 935 CMR 500.105(9)(e).

## Diversity Plan

### I. Intent

ATOZ Laboratories, Inc., (“ATOZ”) is committed to creating a diverse workforce by utilizing hiring practices that do not discriminate against women, minorities, veterans, persons with disabilities and LGBTQ+ individuals. Furthermore, it is our belief that the more diverse and inclusive our team is the more successful ATOZ will be in Massachusetts as we seek to utilize ideas and innovations from a variety of backgrounds, experiences and cultures.

### II. Purpose

ATOZ’s Diversity Plan has been created to ensure that our hiring practices create a diverse and inclusive organization. In doing so, individuals will be able to apply their life experiences and talents to support the goals of the company.

ATOZ’s Diversity Plan is meant to be an evolving document designed to guide decisions and practices that ensure we are able to reach our goals described below. The Diversity Plan represents an initial approach to establish a comprehensive management plan with goals and measures for inclusion and diversity. The Diversity Plan will be evaluated and modified, when necessary, as our company grows and expands.

Any actions taken, or programs instituted, by ATOZ will not violate the Cannabis Control Commission’s regulations with respect to limitations on ownership or control or other applicable state laws or regulations.

### III. Proposed Initiatives, Goals and Metrics

**GOAL 1:** Recruit and hire a diverse group of employees that values and promotes inclusiveness among the workforce

**Proposed Initiative:** As part of its hiring plan, ATOZ will seek to hire a workforce that is made up of at least 20% women and 20% described as minorities, 10% veterans, 10% people with disabilities, and 10% LGBTQ+ individuals with a goal to increase the number of individuals falling into these demographics working in the establishment. To achieve this goal, ATOZ will:

- Create gender-neutral job descriptions;
- Recruit from state and local employment staffing groups such as Masshire Career Center;
- Post monthly advertisements in the local newspaper, stating that the establishment is specifically looking for women, minorities, or persons with disabilities to work for the establishment;
- Post hiring needs in diverse publications such as a variety of web-based recruitment platforms such as indeed.com;

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- Participate in local hiring events and job fairs, at least two annually, including events held by the Massachusetts Cannabis Business Association (MassCBA);
- Attend community group meetings in and around Hopkinton, at least two annually, to introduce ATOZ and address our existing hiring needs to attract a diverse array of individuals, with an emphasis on those affiliated with the cannabis industry.

ATOZ will adhere to the requirements set forth in 935 CMR 500.105(4) relative to the permitted and prohibited advertising, brand, marketing, and sponsorship practices of marijuana establishments. ATOZ will engage with community groups and leaders to further identify ways in which to attract candidates that may not otherwise be aware of employment opportunities with ATOZ. To ensure that our workplace is an inclusive environment and to promote equity among our team, all hiring managers will undergo training to address bias and cultural sensitivity.

**Metrics and Evaluation:** ATOZ will assess the demographics of its employees to see if it is meeting its goal of increasing diversity in these positions. ATOZ will annually analyze the staffing makeup and based upon the outcome of those analytics, determine what steps are necessary to further increase the diversity of ATOZ. ATOZ will assess and review its progress within a year of receiving its Final License from the Cannabis Control Commission for an adult-use marijuana establishment and then annually, thereafter. Based upon this annual review and in conjunction with the renewal of its license, ATOZ will be able to demonstrate to the Commission the success of this initiative. The progress or success will be documented one year from provisional licensure.

**GOAL 2:** Ensure that all participants in our supply chain and ancillary services are committed to the same goals of promoting equity and diversity in the adult-use marijuana industry.

**Proposed Initiative:** To accomplish this goal, ATOZ will prioritize working with businesses in our supply chain and required ancillary services that are owned and/or managed by minority groups; women, veterans, people with disabilities, and LGBTQ+ individuals. (herein referred to as Plan Populations).

**Metrics and Evaluation:** ATOZ will measure how many of its ancillary services and participants in its supply chain are owned and/or managed by Plan Populations and will calculate the percentage of services and members of its supply chain who meet this requirement. ATOZ will ask suppliers and ancillary services if they would identify themselves as a business that is owned or managed by one of the Plan Populations and give supplier contractor priority to these businesses. In order to target a diverse supplier base, ATOZ will post hiring needs in diverse publications such as a variety of web-based recruitment platforms and attend community group meetings, at least two annually, to introduce ATOZ and address the existing hiring needs to attract a diverse array of suppliers. ATOZ will adhere to the requirements set forth in 935 CMR 500.105(4) relative to the permitted and prohibited advertising, brand, marketing, and sponsorship practices of marijuana establishments. During its engagement with community groups and leaders referenced in Goal 1, ATOZ will further identify ways in which to attract diverse supply chain candidates that may not otherwise be aware of employment opportunities

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with ATOZ. ATOZ's goal will be to work with at least 15% of businesses who identify as one of the Plan Populations throughout its supply chain and services. ATOZ will assess these percentages annually and will be able to demonstrate and document to the Commission the progress or success will be documented one year from provisional licensure.

**IV. Conclusion**

ATOZ will conduct continuous and regular evaluations of the implementation of its goals and at any point will retool its policies and procedures in order to better accomplish the goals set out in this Diversity Plan. Any actions taken, or programs instituted by ATOZ will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.

### **Qualifications and Training**

Pursuant to 935 CMR 500.105(2)(a) ATOZ Laboratories, Inc., (“ATOZ”) will ensure all agents complete training prior to performing job functions. Training will be tailored to the role and responsibilities of the job function. Agents will be trained for one week before acting as a dispensary agent. At a minimum, staff shall receive eight hours of on-going training annually. New agents will receive employee orientation prior to beginning work with ATOZ. Each department managed will provide orientation for agents assigned to their department. Orientation will include a summary overview of all the training modules.

In accordance with 935 CMR 500.105(2), all current owners, managers and employees of ATOZ that are involved in the handling and sale of marijuana will successfully complete Responsible Vendor Training Program, and once designated a “responsible vendor” require all new employees involved in handling and sale of marijuana to complete this program within 90 days of hire. This program shall then be completed annually and those not selling or handling marijuana may participate voluntarily. ATOZ will maintain records of responsible vendor training compliance, pursuant to 935 CMR 500.105(2)(b). Responsible vendor training shall include discussion concerning marijuana effect on the human body; diversion prevention; compliance with tracking requirements; identifying acceptable forms of ID, including medical patient cards; and key state and local laws. Responsible Vendor Program documentation will be retained for four (4) years pursuant to 935 CMR 500.105(2).

All employees will be registered as agents, in accordance with 935 CMR 500.030. All ATOZ employees will be duly registered as marijuana establishment agents and have to complete a background check in accordance with 935 CMR 500.030(1). A list of anticipated positions and their qualifications will be posted in accordance with 935 CMR 500.105. All registered agents of ATOZ shall meet suitability standards of 935 CMR 500.800. ATOZ will ensure that employees are trained on job specific duties prior to performing job functions in accordance with 935 CMR 500.105(2).

Training will be recorded and retained in agents file. Training records will be retrained by ATOZ for at least one year after agents’ termination. Agents will have continuous quality training and a minimum of 8 hours annual on-going training.