



## Massachusetts Cannabis Control Commission

### Marijuana Retailer

#### General Information:

License Number: MR284855  
Original Issued Date: 05/16/2024  
Issued Date: 05/16/2024  
Expiration Date: 05/16/2025

### ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: GreenSoul Organics, Inc.

Phone Number: 555-555-5555  
Email Address: Taba@smokegreensoul.com

Business Address 1: 251 Little Falls Drive  
Business City: Wilmington Business State: DE Business Zip Code: 02130  
Business Address 2:  
Mailing Address 1: 24 Sigourney Street  
Mailing City: Jamaica Plain Mailing State: MA Mailing Zip Code: 02130  
Mailing Address 2: Unit 2

### CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Not a DBE

### PRIORITY APPLICANT

Priority Applicant: yes  
Priority Applicant Type: Economic Empowerment Priority  
Economic Empowerment Applicant Certification Number: EEA202243  
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: 24.7  
Percentage Of Control: 24.7

Role: Executive / Officer	Other Role:	
First Name: Tabasuri	Last Name: Moses	Suffix:
Gender: Male	User Defined Gender:	

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

Specify Race or Ethnicity:

#### Person with Direct or Indirect Authority 2

Percentage Of Ownership: 51	Percentage Of Control: 51	
Role: Owner / Partner	Other Role:	
First Name: Saba	Last Name: Kahassai	Suffix:
Gender: Female	User Defined Gender:	

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

Specify Race or Ethnicity:

#### Person with Direct or Indirect Authority 3

Percentage Of Ownership: 16.5	Percentage Of Control: 16.5	
Role: Owner / Partner	Other Role:	
First Name: Jason	Last Name: Wild	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

#### Entity with Direct or Indirect Authority 1

Percentage of Control: 11.1	Percentage of Ownership: 11.1	
Entity Legal Name: JW Partners, LP	Entity DBA:	DBA City:
Entity Description: limited partnership		
Foreign Subsidiary Narrative:		
Entity Phone: 212-446-5361	Entity Email: jwild@jwfunds.com	Entity Website:
Entity Address 1: 14 North Lake Road	Entity Address 2:	
Entity City: Armonk	Entity State: NY	Entity Zip Code: 10504
Entity Mailing Address 1: 14 North Lake Road	Entity Mailing Address 2:	
Entity Mailing City: Armonk	Entity Mailing State: NY	Entity Mailing Zip Code: 10504
Relationship Description: Entity holding voting interest for Jason Wild		

#### Entity with Direct or Indirect Authority 2

Percentage of Control:	Percentage of Ownership:	
Entity Legal Name: Green Soul Development LLC	Entity DBA:	DBA City:
Entity Description: limited liability company		
Foreign Subsidiary Narrative:		
Entity Phone: 857-719-1974	Entity Email: taba@smokegreensoul.com	Entity Website:
Entity Address 1: 17 Fort Avenue	Entity Address 2: Unit D	
Entity City: Boston	Entity State: MA	Entity Zip Code: 02119

Entity Mailing Address 1: 17 Fort Avenue

Entity Mailing Address 2: Unit D

Entity Mailing City: Boston

Entity Mailing State: MA

Entity Mailing Zip Code: 02119

Relationship Description: capital contributor

#### CLOSE ASSOCIATES AND MEMBERS

No records found

#### CAPITAL RESOURCES - INDIVIDUALS

No records found

#### CAPITAL RESOURCES - ENTITIES

Entity Contributing Capital 1

Entity Legal Name: Green Soul Development, LLC

Entity DBA:

Email: taba@smokegreensoul.com Phone: 857-719-1974

Address 1: 17 Fort Avenue

Address 2: Unit D

City: Boston

State: MA

Zip Code: 02119

Types of Capital: Monetary/Equity Other Type of Capital: Total Value of Capital Provided: \$2800000 Percentage of Initial Capital: 100

Capital Attestation: Yes

#### BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

No records found

#### DISCLOSURE OF INDIVIDUAL INTERESTS

Individual 1

First Name: Tabasuri

Last Name: Moses

Suffix:

Marijuana Establishment Name: MedMen Boston, LLC

Business Type: Marijuana Retailer

Marijuana Establishment City: Boston

Marijuana Establishment State: MA

#### MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 759 Massachusetts Avenue

Establishment Address 2:

Establishment City: Cambridge

Establishment Zip Code: 02139

Approximate square footage of the establishment: 2342 How many abutters does this property have?: 300

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

#### HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Certification of Host Community Agreement	GreenSoul Organics LLC - Host Community Agreement - Certification Form Cambridge.pdf	pdf	63cb0656a6f09f00085a7dca	01/20/2023
Community Outreach Meeting Documentation	Boston Herald Adportal Self Service Advertising Confirmation.pdf	pdf	63dd6d2c35eb060008803232	02/03/2023
Community Outreach Meeting Documentation	Community Outreach Meeting Documentation.pdf	pdf	63eec56e35eb0600088dc52c	02/16/2023
Plan to Remain Compliant with Local Zoning	GSO Cambridge Plan to stay compliant.pdf	pdf	63eec5e035eb0600088dc5c0	02/16/2023

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.: \$

#### POSITIVE IMPACT PLAN

Positive Impact Plan:

Document Category	Document Name	Type	ID	Upload Date
Plan for Positive Impact	Plan for Postive Impact RFI 1.pdf	pdf	63e17e7c35eb06000882726e	02/06/2023

#### ADDITIONAL INFORMATION NOTIFICATION

Notification:

#### INDIVIDUAL BACKGROUND INFORMATION

##### Individual Background Information 1

Role: Executive / Officer      Other Role:  
First Name: Tabasuri      Last Name: Moses      Suffix:  
RMD Association: Not associated with an RMD  
Background Question: no

##### Individual Background Information 2

Role: Owner / Partner      Other Role:  
First Name: Jason      Last Name: Wild      Suffix:  
RMD Association: Not associated with an RMD  
Background Question: no

##### Individual Background Information 3

Role: Owner / Partner      Other Role:  
First Name: Saba      Last Name: Kahassai      Suffix:  
RMD Association: Not associated with an RMD  
Background Question: no

#### ENTITY BACKGROUND CHECK INFORMATION

##### Entity Background Check Information 1

Role: Investor/Contributor      Other Role:  
Entity Legal Name: JW Partners, LP      Entity DBA:  
Entity Description: limited partnership  
Phone: 212-446-5361      Email: jwild@jwffunds.com  
Primary Business Address 1: 14 North LAke Road      Primary Business Address 2:  
Primary Business City: Armonk      Primary Business State: NY      Principal Business Zip Code: 10504  
Additional Information:

##### Entity Background Check Information 2

Role: Investor/Contributor      Other Role:  
Entity Legal Name: Green Soul Development, Inc.      Entity DBA:  
Entity Description: capital contributor  
Phone: 857-719-1974      Email: taba@smokegreensoul.com  
Primary Business Address 1: 17 Fort Ave      Primary Business Address 2: Unit D

Primary Business City: Boston

Primary Business State: MA Principal Business Zip Code: 02119

Additional Information:

### MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Articles of Organization	Articles of Organization MA.pdf	pdf	63c99be3a8e2750007083607	01/19/2023
Bylaws	BYLAWS of GreenSoul Organics Inc_ (1.24.22 version wrm).pdf	pdf	63c99bf6a8e27500070836b5	01/19/2023
Articles of Organization	GREENSOUL ORGANICS INC - DE - Formation.pdf	pdf	63c99c06a8e27500070836e0	01/19/2023
DUA attestation if no employees	DUA Certificate Affidavit - signed.pdf	pdf	63cb2408a8e27500070a3fd1	01/20/2023
Department of Revenue - Certificate of Good standing	Cert of Good Standing 02022023.pdf	pdf	63e17bf35eb060008827338	02/06/2023
Secretary of Commonwealth - Certificate of Good Standing	MA Cert of Good Standing.pdf	pdf	63e17fd835eb060008827363	02/06/2023

No documents uploaded

Massachusetts Business Identification Number: 001561556

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.pdf	pdf	63cb24ada6f09f00085aa210	01/20/2023
Business Plan	GSO Business plan- Updated .pdf	pdf	63e17ff035eb060008827387	02/06/2023
Proposed Timeline	Proposed Timeline.pdf	pdf	63e180f235eb0600088274a0	02/06/2023

### OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Record Keeping procedures	Record Keeping Procedure.pdf	pdf	63cb29f1a6f09f00085aa3da	01/20/2023
Restricting Access to age 21 and older	Restricting Access to age 21 or older.pdf	pdf	63cb29f2a8e27500070a4206	01/20/2023
Plan for obtaining marijuana or marijuana products	Retail Plan for Obtaining Marijuana or Marijuana Products.pdf	pdf	63cb29f4a8e27500070a421a	01/20/2023
Storage of marijuana	Storage of Marijuana.pdf	pdf	63cb29f5a6f09f00085aa3ee	01/20/2023
Transportation of marijuana	Transportation of Marijuana.pdf	pdf	63cb29f7a8e27500070a422e	01/20/2023
Maintaining of financial records	Maintaining of Financial Records.pdf	pdf	63cb2a1da6f09f00085aa408	01/20/2023
Personnel policies including	Personnel Policies Summary.pdf	pdf	63cb2a1ea8e27500070a4248	01/20/2023

background checks				
Prevention of diversion	Prevention of Diversion.pdf	pdf	63cb2a1fa6f09f00085aa41c	01/20/2023
Qualifications and training	Qualifications and Training.pdf	pdf	63cb2a22a8e27500070a425c	01/20/2023
Quality control and testing	Procedures for Quality Control and Testing.pdf	pdf	63cb2a23a6f09f00085aa430	01/20/2023
Dispensing procedures	Dispensing Procedures.pdf	pdf	63cb2a38a6f09f00085aa444	01/20/2023
Security plan	GSO Security Plan.pdf	pdf	63cb2a39a8e27500070a4270	01/20/2023
Inventory procedures	Inventory procedures summary RFI.pdf	pdf	63e1820a35eb060008827550	02/06/2023
Plan for obtaining marijuana or marijuana products	GreenSoul_Primary_Black_Logo.png	png	63eec639a8e275000727a4c2	02/16/2023
Diversity plan	GreenSoul Organics DP 3.23 edits.pdf	pdf	640124aad523e3000865a29a	03/02/2023

#### MARIJUANA RETAILER SPECIFIC REQUIREMENTS

No documents uploaded

No documents uploaded

#### ATTESTATIONS

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

Commission.: I Agree

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

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

I Agree

Notification:

I 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 - PRE FEBRUARY 27, 2024

No records found

#### COMPLIANCE WITH DIVERSITY PLAN

No records found

#### HOURS OF OPERATION

Monday From: 9:00 AM Monday To: 10:00 PM

Tuesday From: 9:00 AM Tuesday To: 10:00 PM

Date generated: 02/07/2025

Page: 6 of 7

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



# 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:

GreenSoul Organics, LLC

2. Name of applicant's authorized representative:

Tabasuri Moses

3. Signature of applicant's authorized representative:

*tabasuri moses*

dotloop verified  
09/09/21 3:18 PM EDT  
WKB4-7FHQ-EUY9-TZ1L

4. Name of municipality:

City of Cambridge

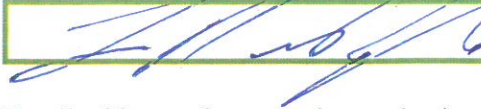
5. Name of municipality's contracting authority or authorized representative:

Louis A. DePasquale, City 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).*):

citymanager@cambridgema.gov

8. Host community agreement execution date:

9/9/21



# THANK YOU for your ad submission!

Your ad has been submitted for publication. Below is a confirmation of your ad placement. You will also receive an email confirmation.

## ORDER DETAILS

**Order Number:**

NY0051168

**Order Status:**

Submitted

**Classification:**

Legal Notices

**Package:**

Legals MA

**MA Boston Herald Legal Online Fee:**

7.15

**Final Cost:**

102.14

**Payment Type:**

Visa

**User ID:**

W0016077

**Username:**

dnmobarbosa

## PREVIEW FOR AD NUMBER NY00511680

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment by Green Soul Organics is scheduled for July 20, 2022 at 6pm at 730 Tavern, Kitchen and Patio, located at 730 Massachusetts Avenue, Cambridge.

The proposed retail recreational cannabis dispensary will be located at 759 Massachusetts Avenue, Cambridge, Ma. There will be an opportunity for the public to ask questions.

07/06/22

#NY0051168

<< Click here to print a printer friendly version >>

## ACCOUNT INFORMATION

Moacir Barbosa

1670 Center Street

Newton, MA 02461

617-256-0507

dnmobarbosa@yahoo.com

## PAYMENT DETAILS

Visa \*\*\*\*\*8230 06/2023

## TRANSACTION REPORT

**Date**

July 4, 2022 6:00:44 PM EDT

**Amount:**

102.14

**SCHEDULE FOR AD NUMBER  
NY00511680**

July 6, 2022

Boston Herald Legals



# Community Outreach Meeting Attestation Form

## Instructions

Community Outreach Meeting(s) are a requirement of the application to become a Marijuana Establishment (ME) and Medical Marijuana Treatment Center (MTC). 935 CMR 500.101(1), 500.101(2), 501.101(1), and 501.101(2). The applicant must complete each section of this form and attach all required documents as a single PDF document before uploading it into the application. If your application is for a license that will be located at more than one (1) location, and in different municipalities, applicants must complete two (2) attestation forms – one for each municipality. Failure to complete a section will result in the application not being deemed complete. 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).

## Attestation

I, the below indicated authorized representative of that the applicant, attest that the applicant has complied with the Community Outreach Meeting requirements of 935 CMR 500.101 and/or 935 CMR 501.101 as outlined below:

1. The Community Outreach Meeting was held on the following date(s): 7/20/2022
2. At least one (1) meeting was held within the municipality where the ME is proposed to be located.
3. At least one (1) meeting was held after normal business hours (this requirement can be satisfied along with requirement #2 if the meeting was held within the municipality and after normal business hours).



4. A copy of the community outreach notice containing the time, place, and subject matter of the meeting, including the proposed address of the ME or MTC was published in a newspaper of general circulation in the municipality at least 14 calendar days prior to the meeting. A copy of this publication notice is labeled and attached as "Attachment A."

- a. Date of publication:
- b. Name of publication:

5. A copy of the community outreach notice containing the time, place, and subject matter of the meeting, including the proposed address of the ME or MTC was filed with clerk of the municipality. A copy of this filed notice is labeled and attached as "Attachment B."

- a. Date notice filed:

6. A copy of the community outreach notice containing the time, place, and subject matter of the meeting, including the proposed address of the ME or MTC was mailed at least seven (7) calendar days prior to the community outreach meeting to abutters of the proposed address, and residents within 300 feet of the property line of the applicant's proposed location as they appear on the most recent applicable tax list, notwithstanding that the land of the abutter or resident is located in another municipality. A copy of this mailed notice is labeled and attached as "Attachment C." Please redact the name of any abutter or resident in this notice.

- a. Date notice(s) mailed:

7. The applicant presented information at the Community Outreach Meeting, which at a minimum included the following:
- a. The type(s) of ME or MTC 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 ME or MTC to prevent diversion to minors;
  - d. A plan by the ME or MTC to positively impact the community; and
  - e. Information adequate to demonstrate that the location will not constitute a nuisance as defined by law.
8. Community members were permitted to ask questions and receive answers from representatives of the ME or MTC.



Name of applicant:

Green Soul Organics Inc.

Name of applicant's authorized representative:

Saba Kahassai

Signature of applicant's authorized representative:

*Saba kahassai*

OC8C208A129048D...



Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment by Green Soul Organics is scheduled for July 20, 2022 at 6pm at 730 Tavern, Kitchen and Patio, located at 730 Massachusetts Avenue, Cambridge.

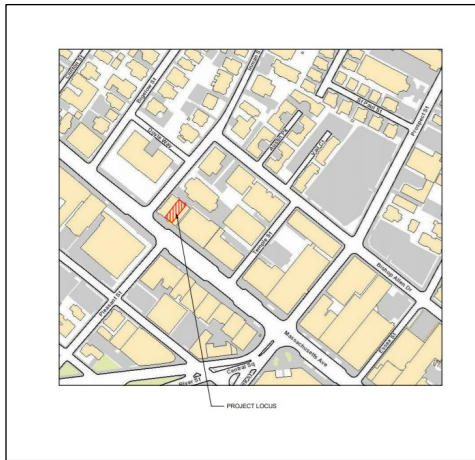
The proposed retail recreational cannabis dispensary will be located at 759 Massachusetts Avenue, Cambridge, Ma. There will be an opportunity for the public to ask questions.

#NY0051168

**Attachment A**

07/06/22

You are invited to join a  
COMMUNITY MEETING  
to learn about this proposed project:  
Green Soul Organics LLc  
to be located at 759 Massachusetts Ave. Cambridge, MA

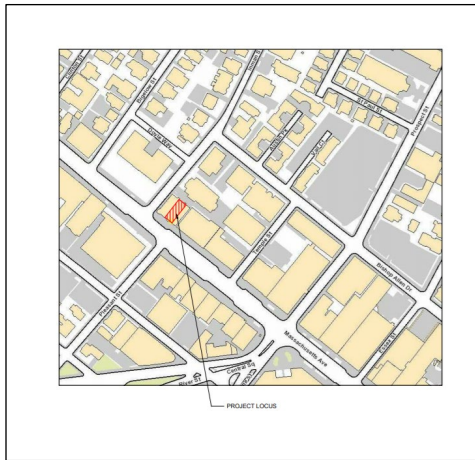


**Wednesday, July 20, 2022**  
**6:00 pm – 7:30pm**  
**at 730 Tavern Kitchen and Patio**  
**730 Massachusetts Ave**  
**Cambridge, Ma**

This is a Community Outreach meeting for a proposed marijuana establishment. There will be an opportunity for the public to ask questions. For more information, please contact Richard Harding at [mokey@smokegreensoul.com](mailto:mokey@smokegreensoul.com), 857-383-0879.



You are invited to join a  
COMMUNITY MEETING  
to learn about this proposed project:  
Green Soul Organics LLc  
to be located at 759 Massachusetts Ave. Cambridge, MA



**Wednesday, July 20, 2022**  
**6:00 pm – 7:30pm**  
**at 730 Tavern Kitchen and Patio**  
**730 Massachusetts Ave**  
**Cambridge, Ma**

This is a Community Outreach meeting for a proposed marijuana establishment. There will be an opportunity for the public to ask questions. For more information, please contact Richard Harding at [mokey@smokegreensoul.com](mailto:mokey@smokegreensoul.com), 857-383-0879.

July 20, 2022

# GreenSoul Community Meeting Contact Sheet

Name	Email address
Louisa Chry	melila1913@gmail.com
London Ham	londonham@gmail.com
DARRELL NUNES	DNUNES1@COMCAST.NET
Tamine Son	Tamine@rootsread.com
Lonnell Wells	Lonnell.Wells@yahoo
Mondelyn Pierre	mondelpierre@gmail.com
Andre Stuart	149 Windsor St Comb. 02139
Jessica I. Reynoso TABSS Everybodygottaeat	seekcha@gmail.com (at tabss with me)
Amine BENALI	Aminebi@gmail.com
Emmanuel Mervil	Everybodygottaeat1@gmail.com
Donald Harding	dhard7275@gmail.com
Khali Tabor	leitabor@gmail.com
Kini Udoniki	Kinightline@gmail.com
Vanessa Sheffield	Vanesss.2011@gmail.com



# GreenSoul Community Meeting Contact Sheet

July 20, 2022

Name	Email address
Shafra Foster	shafrafaria92@gmail.com
Ayan Barre	ayanbarre24@gmail.com
Dan Totten	DTOTTEN@cambridgeMA.gov
Grant Ellis	ellisgr2@gmail.com
David Graham	MAKAVINE@yahoo.com
Johna Plin	jacplixx@gmail.com
Roy Owens Jr	ROYRIZZ@AOL.COM
Damond Hughes	damondhughes@gmail.com
Chris Hunter	chunter91@gmail.com
Armona Lott	Armona.B.Lott@gmail.com
MACAIIKA MOSES	MACAIIKAMOSIS@gmail.com
Deanna Starling	Deanna.Starling@yahoo.com
Kyle Morris	kyle.morris@gmail.com
Alycia Alley	AllyciaAlley@gmail.com
Michelle Saintfort	michoussou@gmail.com

**Green Soul Organics, INC.**  
**Plan to Remain Compliant with Local Zoning**

Green Soul Organics, Inc. ("GSO") will remain compliant at all times with the local zoning requirements set forth in the City of Cambridge's Zoning Ordinance. GSO's proposed Cannabis Retail Store is in the Business B ("BB") District. In accordance with Zoning Ordinance Section 11.803.1(b)(a), Cannabis Retail Stores are allowed by Planning Board Special Permit in the BB district. Through the Planning Board review process, it has been determined that Green Soul complies with the buffer zone standards set forth in Section 11.803.3 relative to:

- Preexisting public or private schools
- Playgrounds
- Public youth athletic fields
- Public youth recreation facilities.

These buffer zone standards include that a Cannabis Retail Store shall not be permitted within 300 feet of a pre-existing public or private school providing education in kindergarten or any of grades one through 12 or any pre-existing public children's playground, public youth athletic field, or public youth recreation facility.

GSO is currently fully compliant with all the requirements outlined in the ordinance. It is the intention of GSO to remain compliant with all local codes, ordinances that are applicable to a Marijuana retail establishment.

Green Soul will apply for any other local permits required to operate at the proposed location, including a Building Permit and a Cannabis Business Permit. GSO has applied for a Cannabis Business Permit pursuant to the Cambridge Cannabis Business Permitting Ordinance which must be received prior to the issuance of a Certificate of Occupancy. GSO will continue to work cooperatively with various municipal departments, boards, and officials to ensure that it remains compliant with all local laws, regulations, rules, and codes with respect to design, construction, operation, and security.

## **Greensoul Organics, Inc.**

### **Plan for Positive Impact**

#### **INTENT**

As the Commonwealth begins to embrace the adult-use cannabis industry in earnest, Greensoul Organics, Inc. (“GSO”) recognizes that it has a responsibility to contribute to areas of disproportionate impact and help disproportionately harmed by marijuana prohibition. Because GSO intends to locate in Cambridge which is not considered a geographic area of disproportionate impact by the CCC, it will focus its time and resources in Fitchburg and Boston, including but not limited to Census Tracts 803, 10103, 10104, 81500, 81700 and 81800 which have been identified by the Commission as containing areas of disproportionate impact. GSO will be submitting an application soon for a cultivation and product manufacturing license in Fitchburg which is why it is focusing its resources there. GSO will also seek to positively impact individuals from one of the 29 identified communities, Economic Empowerment applications, Social Equity Program applicants, MA residents with past drug convictions, and/or MA residents with parents/spouses who have drug convictions.

#### **INITIATIVES AND METRICS**

GSO aims to implement the following initiatives to assist those individuals and/or communities that have been disproportionately impacted by cannabis prohibition.

**Proposed Initiative:** GSO will give hiring preferences to individuals who fall into one of the Commission-identified populations disproportionately impacted by marijuana prohibition with a goal of having a staff consisting of 30% employees from this Plan Population. The Plan Population is defined as: (1) Past or present residents of the geographic “areas of disproportionate impact,” which have been defined by the Commission, such as Boston and Fitchburg (2) Commission-designated Certified Economic Empowerment Priority recipients; (3) Commission-designated Social Equity Program participants; (4) Massachusetts residents who have past drug convictions; and (5) Massachusetts residents with parents or spouses who have drug convictions.

In order to achieve this goal, GSO will host or attend community job fairs, at least one annually, in the Boston and Fitchburg areas to advertise employment opportunities and accept applications from residents of Boston and/or Fitchburg or others from areas of disproportionate impact for any open jobs GSO seeks to fill. If permissible under 935 CMR 5000.105(4)(b) GSO will post employment opportunity advertisements in local newspapers and on various online platforms including but not limited to indeed.com. Job openings will be advertised and solicited as often as GSO seeks employees for its Marijuana Establishment.

**Goal:** GSO will use best efforts to achieve a goal of having a staff consisting of 30% of employees from the above Plan Population.

**Metrics:** GSO will track the percentage of employees hired that meet the criteria of the Plan Population. GSO will keep records of feedback that we receive relative to its

advertising for job postings, if any. This will in turn help us make decisions about adjustments that need to be made in the future.

**Proposed Initiative:** GSO 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. GSO will provide money to CultivatED to support its mission and goals but will not offer any of its own programming through the CultivatED program.

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

## **Conclusion**

GSO 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. GSO 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 GSO 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 shall be reevaluated at least annually and reported to the Commission at least 60 days prior to our annual license renewal.



## 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, which appears to read "Ryan Dominguez". The signature is written in a cursive, flowing style.

Ryan Dominguez



**F  
FPC**

**The Commonwealth of Massachusetts**

**William Francis Galvin**

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

FORM MUST BE TYPED

**Foreign Corporation**

FORM MUST BE TYPED

**Certificate of Registration**

**(General Laws, Chapter 156D, Section 15.03; 950 CMR 113.48)**

(1) Exact name of the corporation, including any words or abbreviations indicating incorporation:

GreenSoul Organics, Inc.

(2) Name under which the corporation will transact business in the commonwealth that satisfies the requirements of G.L. Chapter 156D, Section 15.06:

GreenSoul Organics, Inc.

*If applicable, please attach:*

- an agreement to refrain from use of the unavailable name in the commonwealth; and
- a copy of the doing business certificate filed in the city or town where it maintains its registered office; and
- a copy of the resolution of the corporation's board of directors, certified by its secretary, the name under which the corporation will transact business in the commonwealth pursuant to 950 CMR 113.50(4).

(3) Jurisdiction of incorporation: Delaware

Date of incorporation: December 7, 2021

*(month, day, year)*

Duration if not perpetual: \_\_\_\_\_

(4) Street address of principal office: 251 Little Falls Drive, Wilmington, Delaware 19808

*(number, street, city or town, state, zip code)*

(5) Street address of registered office in the commonwealth: 24 Sigourney Street, Unit #2, Jamaica Plain, MA 02130

*(number, street, city or town, state, zip code)*

Name of registered agent in the commonwealth at the above address: Tabasuri Moses

I, Tabasuri Moses

registered agent of the above corporation consent to my appointment as registered agent pursuant to G. L. Chapter 156D, Section 5.02.\*

*\* Or attach registered agent's consent hereto.*



(6) Fiscal year end: December 31  
(month, day)

(7) Brief description of the corporation's activities to be conducted in the commonwealth:

Wholesale and Retail sales

(8) Names and business addresses of its current officers and directors:

	NAME	BUSINESS ADDRESS
President:	Tabasuri Moses	24 Sigourney Street, Unit #2, Jamaica Plain, MA 02130
Vice-president:		
Treasurer:	Tabasuri Moses	24 Sigourney Street, Unit #2, Jamaica Plain, MA 02130
Secretary:	Tabasuri Moses	24 Sigourney Street, Unit #2, Jamaica Plain, MA 02130
Assistant secretary:		
Director(s):	Tabasuri Moses	

Attach certificate of legal existence or a certificate of good standing issued by an officer or agency properly authorized in the jurisdiction of organization. If the certificate is in a foreign language, a translation thereof under oath of the translator shall be attached.

This certificate is effective at the time and on the date approved by the Division, unless a later effective date not more than 90 days from the date of filing is specified: \_\_\_\_\_

Signed by:



*(signature of authorized individual)*

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

on this 2nd day of February, 2022.

# Delaware

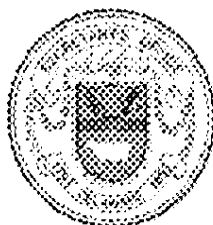
The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GREENSOUL ORGANICS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF JANUARY, A.D. 2022.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GREENSOUL ORGANICS, INC." WAS INCORPORATED ON THE SEVENTH DAY OF DECEMBER, A.D. 2021.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL FRANCHISE TAXES HAVE BEEN ASSESSED TO DATE.



6454019 8300

SR# 20220220265

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature in black ink, appearing to read "JBULLOCK", written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 202465856

Date: 01-24-22

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:

February 08, 2022 10:36 AM

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

WILLIAM FRANCIS GALVIN

*Secretary of the Commonwealth*

**BYLAWS**  
**of**  
**GREENSOUL ORGANICS INC.**  
**A Delaware Corporation**

Adopted: January 24, 2022

BYLAWS  
TABLE OF CONTENTS

ARTICLE I	STOCKHOLDERS .....	1
Section 1.1	Annual Meeting .....	1
Section 1.2	Special Meetings .....	1
Section 1.3	Notice of Meeting .....	1
Section 1.4	Quorum .....	2
Section 1.5	Voting and Proxies.....	2
Section 1.6	Action at Meeting .....	2
Section 1.7	Action Without Meeting .....	2
Section 1.8	Voting of Shares of Certain Holders.....	2
Section 1.9	Stockholder Lists .....	3
ARTICLE II	BOARD OF DIRECTORS .....	3
Section 2.1	Powers.....	3
Section 2.2	Number of Directors; Qualifications .....	4
Section 2.3	Nomination of Directors .....	4
Section 2.4	Election of Directors .....	4
Section 2.5	Vacancies; Reduction of the Board.....	4
Section 2.6	Enlargement of the Board .....	4
Section 2.7	Tenure and Resignation .....	4
Section 2.8	Removal .....	5
Section 2.9	Meetings.....	5
Section 2.10	Notice of Meeting .....	5
Section 2.11	Agenda .....	5
Section 2.12	Quorum .....	5
Section 2.13	Action at Meeting. ....	6
Section 2.14	Action Without Meeting .....	6
Section 2.15	Committees .....	6
ARTICLE III	OFFICERS .....	6
Section 3.1	Enumeration .....	6
Section 3.2	Election .....	6
Section 3.3	Qualification .....	6
Section 3.4	Tenure .....	7
Section 3.5	Removal .....	7
Section 3.6	Resignation .....	7
Section 3.7	Vacancies .....	7
Section 3.8	President.....	7
Section 3.9	Vice-President(s).....	7
Section 3.10	Treasurer and Assistant.....	7
Section 3.11	Secretary and Assistant Secretaries .....	7
Section 3.12	Other Powers and Duties .....	8
ARTICLE IV	CAPITAL STOCK.....	8
Section 4.1	Stock Certificates .....	8
Section 4.2	Transfer of Shares .....	8
Section 4.3	Record Holders .....	8

BYLAWS  
TABLE OF CONTENTS

Section 4.4	Record Date .....	9
Section 4.5	Transfer Agent and Registrar for Shares of Corporation .....	9
Section 4.6	Loss of Certificates .....	10
Section 4.7	Restrictions on Transfer .....	10
Section 4.8	Multiple Classes or Series of Stock .....	10
ARTICLE V	DIVIDENDS .....	10
Section 5.1	Declaration of Dividends .....	10
Section 5.2	Reserves .....	10
ARTICLE VI	POWERS OF OFFICERS TO CONTRACT WITH THE CORPORATION	11
ARTICLE VII	INDEMNIFICATION .....	11
Section 7.1	Definitions .....	11
Section 7.2	Right to Indemnification in General .....	12
Section 7.3	Proceedings Other Than Proceedings in the Right of the Corporation .....	12
Section 7.4	Proceedings by or in the Right of the Corporation .....	12
Section 7.5	Indemnification of a Party Who is Wholly or Partly Successful .....	13
Section 7.6	Indemnification for Expenses of a Witness .....	13
Section 7.7	Advancement of Expenses .....	13
Section 7.8	Notification and Defense of Claim .....	14
Section 7.9	Procedures .....	15
Section 7.10	Action by the Corporation .....	15
Section 7.11	Non-Exclusivity .....	15
Section 7.12	Insurance .....	16
Section 7.13	No Duplicative Payment .....	16
Section 7.14	Expenses of Adjudication .....	16
Section 7.15	Severability .....	16
Section 7.16	No Retroactive Amendment .....	16
ARTICLE VIII	MISCELLANEOUS PROVISIONS .....	16
Section 8.1	Certificate of Incorporation .....	16
Section 8.2	Fiscal Year .....	17
Section 8.3	Corporate Seal .....	17
Section 8.4	Execution of Instruments .....	17
Section 8.5	Voting of Securities. ....	17
Section 8.6	Evidence of Authority .....	17
Section 8.7	Corporate Records .....	17
Section 8.8	Communication of Notices .....	17
Section 8.9	Electronic Transmissions .....	17
Section 8.10	Charitable Contributions .....	18
ARTICLE IX	AMENDMENTS .....	18
Section 9.1	Amendment by Stockholders .....	18
Section 9.2	Amendment by Board of Directors .....	18

**BYLAWS  
OF  
GREENSOUL ORGANICS INC.**

(A Delaware Corporation)

**ARTICLE I  
STOCKHOLDERS**

**Section 1.1**    **Annual Meeting.** The annual meeting of the stockholders of the corporation shall be held on such date as shall be fixed by the Board of Directors, at such time and place within or without the State of Delaware as may be designated in the notice of meeting. If the day fixed for the annual meeting shall fall on a legal holiday, the meeting shall be held on the next succeeding day not a legal holiday. If the annual meeting is omitted on the day herein provided, a special meeting may be held in place thereof, and any business transacted at such special meeting in lieu of annual meeting shall have the same effect as if transacted or held at the annual meeting. At the discretion of the Board of Directors, the meeting may be conducted by remote communication to the extent permitted by law.

**Section 1.2**    **Special Meetings.** Special meetings of the stockholders may be called at any time by the president or by the board of directors. Special meetings of the stockholders shall be held at such time, date and place within or outside of the State of Delaware as may be designated in the notice of such meeting. At the discretion of the Board of Directors, the meeting may be conducted by remote communication to the extent permitted by law.

**Section 1.3**    **Notice of Meeting.**

A written notice stating the place, if any, date, and hour of each meeting of the stockholders, and, in the case of a special meeting, the purposes for which the meeting is called, shall be given to each stockholder entitled to vote at such meeting, and to each stockholder who, under the Certificate of Incorporation or these Bylaws, is entitled to such notice, by delivering such notice to such person or leaving it at their residence or usual place of business, or by mailing it to such stockholder at his address as it appears upon the books of the corporation at least ten days and not more than 60 days before the meeting. Such notice shall be given by the secretary, an assistant secretary, or any other officer or person designated either by the secretary or by the person or persons calling the meeting.

The requirement of notice to any stockholder may be waived (i) by a written waiver of notice, executed before or after the meeting by the stockholder or his attorney thereunto duly authorized, and filed with the records of the meeting, (ii) if communication with such stockholder is unlawful, (iii) by attendance at the meeting without protesting prior thereto or at its commencement the lack of notice, or (iv) as otherwise excepted by law. A waiver of notice of any regular or special meetings of the stockholders need not specify the purposes of the meeting.

If a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place, if any, are announced at the meeting at which the adjournment is taken, except that if the adjournment is for more than 30 days, or if after the



adjournment a new record date is fixed for the adjourned meeting, notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

Section 1.4 Quorum. The holders of a majority in interest of all stock issued, outstanding and entitled to vote at a meeting shall constitute a quorum. Any meeting may be adjourned from time to time by a majority of the votes properly cast upon the question, whether or not a quorum is present.

Section 1.5 Voting and Proxies. Stockholders shall have one vote for each share of stock entitled to vote owned by them of record according to the books of the corporation, unless otherwise provided by law or by the Certificate of Incorporation. Stockholders may vote either in person or by written proxy, but no proxy shall be voted or acted upon after three years from its date, unless the proxy provides for a longer period. Proxies shall be filed with the secretary of the meeting, or of any adjournment thereof. Except as otherwise limited therein, proxies shall entitle the persons authorized thereby to vote at any adjournment of such meeting. A proxy purporting to be executed by or on behalf of a stockholder shall be deemed valid unless challenged at or prior to its exercise and the burden of proving invalidity shall rest on the challenger. A proxy with respect to stock held in the name of two or more persons shall be valid if executed by one of them unless at or prior to exercise of the proxy the corporation receives a specific written notice to the contrary from any one of them.

Section 1.6 Action at Meeting. When a quorum is present at any meeting, a plurality of the votes properly cast for election to any office shall elect to such office, and a majority of the votes properly cast upon any question other than election to an office shall decide such question, except where a larger vote is required by law, the Certificate of Incorporation or these Bylaws. No ballot shall be required for any election unless requested by a stockholder present or represented at the meeting and entitled to vote in the election.

Section 1.7 Action Without Meeting. Any action required or permitted to be taken at any meeting of the stockholders may be taken without a meeting without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holders of the minimum number of votes necessary to authorize or take such action at a meeting at which shares entitled to vote thereon were present and voted and copies are delivered to the corporation in the manner prescribed by law.

Section 1.8 Voting of Shares of Certain Holders.

Shares of stock of the corporation standing in the name of another corporation, domestic or foreign, may be voted by such officer, agent, or proxy as the Bylaws of such corporation may prescribe, or, in the absence of such provision, as the board of directors of such corporation may determine.

Shares of stock of the corporation standing in the name of a deceased person, a minor ward or an incompetent person, may be voted by his administrator, executor, court-appointed guardian or conservator without a transfer of such shares into the name of such administrator, executor, court appointed guardian or conservator. Shares of capital stock of the corporation standing in the name of a trustee or fiduciary may be voted by such trustee or fiduciary.

Shares of stock of the corporation standing in the name of a receiver may be voted by such receiver, and shares held by or under the control of a receiver may be voted by such receiver without the transfer thereof into his name if authority so to do be contained in an appropriate order of the court by which such receiver was appointed.

A stockholder whose shares are pledged shall be entitled to vote such shares unless in the transfer by the pledgor on the books of the corporation he expressly empowered the pledgee to vote thereon, in which case only the pledgee or its proxy shall be entitled to vote the shares so transferred.

Shares of its own stock belonging to this corporation shall not be voted, directly or indirectly, at any meeting and shall not be counted in determining the total number of outstanding shares at any given time, but shares of its own stock held by the corporation in a fiduciary capacity may be voted and shall be counted in determining the total number of outstanding shares.

Section 1.9 Stockholder Lists. The secretary (or the corporation's transfer agent or other person authorized by these Bylaws or by law) shall prepare and make, at least ten days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten days prior to the meeting, either at (i) the corporation's principal place of business, (ii) at the place where the meeting is to be held, or (iii) by making it available on an electronic network. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any stockholder who is present.

## **ARTICLE II**

### **BOARD OF DIRECTORS**

Section 2.1 Powers. Except as reserved to the stockholders by law, by the Certificate of Incorporation or by these Bylaws, the business of the corporation shall be managed under the direction of the board of directors, who shall have and may exercise all of the powers of the corporation. In particular, and without limiting the foregoing, the board of directors shall have the power to issue or reserve for issuance from time to time the whole or any part of the capital stock of the corporation which may be authorized from time to time to such person, for such consideration and upon such terms and conditions as they shall determine, including the granting of options, warrants or conversion or other rights to stock. The board of directors, acting without the stockholders, may (i) reclassify any unissued shares of any authorized class or series into one or more existing or new classes or series, and (ii) create one or more new classes or series of shares, specifying the number of shares to be included therein, the distinguishing designation thereof and the preferences, limitations and relative rights applicable thereto, provided that the board of directors may not approve an aggregate number of authorized shares of all classes and series which exceeds the total number of authorized shares specified in the Articles of Organization approved by the stockholders.

Section 2.2    Number of Directors; Qualifications. The board of directors shall consist of such number of directors as shall be fixed initially by the incorporator(s) and thereafter by the stockholders at the annual meeting or the board of directors. The Board of Directors may consist of one or more individuals, notwithstanding the number of stockholders. No director need be a stockholder.

Section 2.3    Nomination of Directors.

Nominations for the election of directors may be made by the board of directors or by any stockholder entitled to vote for the election of directors. Nominations by stockholders shall be made by notice in writing to the secretary of the corporation not less than 14 days nor more than 60 days prior to any meeting of the stockholders called for the election of directors; provided, however, that if less than 21 written days' notice of the meeting is given to stockholders, such notice of nomination by a stockholder shall be given to the secretary of the corporation not later than the close of the fifth day following the day on which notice of the meeting was mailed to stockholders.

Each notice under subsection (a) shall set forth (i) the name, age, business address and, if known, residence address of each nominee proposed in such notice, (ii) the principal occupation or employment of each such nominee, and (iii) the number of shares of stock of the corporation which are beneficially owned by each such nominee.

The chairman of the meeting of stockholders shall determine whether or not a nomination was made in accordance with the procedures of this Section, and if he shall determine that it was not, he shall so declare to the meeting and the defective nomination shall be disregarded.

Section 2.4    Election of Directors. The initial board of directors shall be designated in the certificate of incorporation, or if not so designated, elected by the incorporator(s) at the first meeting thereof. Thereafter, directors shall be elected by the stockholders at their annual meeting or at any special meeting the notice of which specifies the election of directors as an item of business for such meeting.

Section 2.5    Vacancies; Reduction of the Board. Any vacancy in the board of directors, however occurring, including a vacancy resulting from the enlargement of the board of directors, may be filled by the stockholders or by the directors then in office or by a sole remaining director. In lieu of filling any such vacancy the stockholders or board of directors may reduce the number of directors. When one or more directors shall resign from the board of directors, effective at a future date, a majority of the directors then in office, including those who have so resigned, shall have power to fill such vacancy or vacancies, the vote thereon to take effect when such resignation or resignations shall become effective.

Section 2.6.    Enlargement of the Board. The board of directors may be enlarged by the stockholders at any meeting or by vote of a majority of the directors then in office.

Section 2.7    Tenure and Resignation. Except as otherwise provided by law, by the Certificate of Incorporation or by these Bylaws, directors shall hold office until the next annual meeting of stockholders and thereafter until their successors are chosen and qualified. Any director may resign by delivering or mailing postage prepaid a written resignation to the

corporation at its principal office or to the president, secretary or assistant secretary, if any. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Section 2.8 Removal. A director, whether elected by the stockholders or directors, may be removed from office with or without cause at any annual or special meetings of stockholders by vote of a majority of the stockholders entitled to vote in the election of such directors, or for cause by a vote of a majority of the directors then in office; provided, however, that a director may be removed for cause only after reasonable notice and opportunity to be heard before the body proposing to remove him.

Section 2.9 Meetings. Regular meetings of the board of directors may be held without call or notice at such times and such places within or without the State of Delaware as the board may, from time to time, determine, provided that notice of the first regular meeting following any such determination shall be given to directors absent from such determination. A regular meeting of the board of directors shall be held without notice immediately after, and at the same place as, the annual meeting of the stockholders or the special meeting of the stockholders held in place of such annual meeting, unless a quorum of the directors is not then present. Special meetings of the board of directors may be held at any time and at any place designated in the call of the meeting when called by the president, treasurer, or one or more directors. Members of the board of directors or any committee elected thereby may participate in a meeting of such board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at the meeting.

Section 2.10 Notice of Meeting. It shall be sufficient notice to a director to send notice (i) by mail at least 72 hours before the meeting addressed to such person at his usual or last known business or residence address, or (ii) in person, by telephone, facsimile transmission or electronic transmission to the extent provided in Article VIII, at least 24 hours before the meeting. Notice shall be given by the secretary, or in his absence or unavailability, may be given by an assistant secretary, if any, or by the officer or directors calling the meeting. The requirement of notice to any director may be waived by a written waiver of notice, executed by such person before or after the meeting or meetings, and filed with the records of the meeting, or by attendance at the meeting without protesting prior thereto or at its commencement the lack of notice. A notice or waiver of notice of a directors' meeting need not specify the purposes of the meeting.

Section 2.11 Agenda. Any lawful business may be transacted at a meeting of the board of directors, notwithstanding the fact that the nature of the business may not have been specified in the notice or waiver of notice of the meeting.

Section 2.12 Quorum. At any meeting of the board of directors, a majority of the directors then in office shall constitute a quorum for the transaction of business. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

Section 2.13 Action at Meeting. Any motion adopted by vote of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, except where a different vote is required by law, by the Certificate of Incorporation or by these Bylaws. The assent in writing of any director to any vote or action of the directors taken at any meeting, whether or not a quorum was present and whether or not the director had or waived notice of the meeting, shall have the same effect as if the director so assenting was present at such meeting and voted in favor of such vote or action.

Section 2.14 Action Without Meeting. Any action by the directors may be taken without a meeting if all of the directors consent to the action in writing and the consents are filed with the records of the directors' meetings. Such consent shall be treated for all purposes as a vote of the directors at a meeting.

Section 2.15 Committees. The board of directors may, by the affirmative vote of a majority of the directors then in office, appoint an executive committee or other committees consisting of one or more directors and may by vote delegate to any such committee some or all of their powers except those which by law, the Certificate of Incorporation or these Bylaws they may not delegate. In the absence or disqualification of a member of a committee, the members of the committee present and not disqualified, whether or not they constitute a quorum, may by unanimous vote appoint another member of the board of directors to act at the meeting in place of the absence or disqualified member. Unless the board of directors shall otherwise provide, any such committee may make rules for the conduct of its business, but unless otherwise provided by the board of directors or such rules, its meetings shall be called, notice given or waived, its business conducted or its action taken as nearly as may be in the same manner as is provided in these Bylaws with respect to meetings or for the conduct of business or the taking of actions by the board of directors. The board of directors shall have power at any time to fill vacancies in, change the membership of, or discharge any such committee at any time. The board of directors shall have power to rescind any action of any committee, but no such rescission shall have retroactive effect.

### **ARTICLE III**

#### **OFFICERS**

Section 3.1 Enumeration. The officers shall consist of a president, a treasurer, a secretary and such other officers and agents (including one or more vice-presidents, assistant treasurers and assistant secretaries), as the board of directors may, in their discretion, determine.

Section 3.2 Election. The president, treasurer and secretary shall be elected annually by the directors at their first meeting following the annual meeting of the stockholders or any special meeting held in lieu of the annual meeting. Other officers may be chosen by the directors at such meeting or at any other meeting.

Section 3.3 Qualification. An officer may, but need not, be a director or stockholder. Any two or more offices may be held by the same person. Any officer may be required by the directors to give bond for the faithful performance of his duties to the corporation in such amount and with such sureties as the directors may determine. The premiums for such bonds may be paid by the corporation.

Section 3.4    Tenure. Except as otherwise provided by the Certificate of Incorporation or these Bylaws, the term of office of each officer shall be for one year or until his successor is elected and qualified or until his earlier resignation or removal.

Section 3.5    Removal. Any officer may be removed from office, with or without cause, by the affirmative vote of a majority of the directors then in office; provided, however, that an officer may be removed for cause only after reasonable notice and opportunity to be heard by the board of directors prior to action thereon.

Section 3.6    Resignation. Any officer may resign by delivering or mailing postage prepaid a written resignation to the corporation at its principal office or to the president, secretary, or assistant secretary, if any, and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some event.

Section 3.7    Vacancies. A vacancy in any office arising from any cause may be filled for the unexpired portion of the term by the board of directors.

Section 3.8    President. The president shall be the chief executive officer of the corporation except as the board of directors may otherwise provide. Except as otherwise voted by the board of directors, the president shall preside at all meetings of the stockholders and of the board of directors at which present. The president shall have such duties and powers as are commonly incident to the office and such duties and powers as the board of directors shall from time to time designate.

Section 3.9    Vice-President(s). The vice-president(s), if any, shall have such powers and perform such duties as the board of directors may from time to time determine.

Section 3.10    Treasurer and Assistant Treasurers. The treasurer, subject to the direction and under the supervision and control of the board of directors, shall have general charge of the financial affairs of the corporation. The treasurer shall have custody of all funds, securities and valuable papers of the corporation, except as the board of directors may otherwise provide. The treasurer shall keep or cause to be kept full and accurate records of account which shall be the property of the corporation, and which shall be always open to the inspection of each elected officer and director of the corporation. The treasurer shall deposit or cause to be deposited all funds of the corporation in such depository or depositories as may be authorized by the board of directors. The treasurer shall have the power to endorse for deposit or collection all notes, checks, drafts, and other negotiable instruments payable to the corporation. The treasurer shall perform such other duties as are incidental to the office, and such other duties as may be assigned by the board of directors.

Assistant treasurers, if any, shall have such powers and perform such duties as the board of directors may from time to time determine.

Section 3.11    Secretary and Assistant Secretaries. The secretary shall record, or cause to be recorded, all proceedings of the meetings of the stockholders and directors (including committees thereof) in the book of records of this corporation. The record books shall be open at reasonable times to the inspection of any stockholder, director, or officer. The secretary shall notify the stockholders and directors, when required by law or by these Bylaws, of their

respective meetings, and shall perform such other duties as the directors and stockholders may from time to time prescribe. The secretary shall have the custody and charge of the corporate seal, and shall affix the seal of the corporation to all instruments requiring such seal, and shall certify under the corporate seal the proceedings of the directors and of the stockholders, when required. In the absence of the secretary at any such meeting, a temporary secretary shall be chosen who shall record the proceedings of the meeting in the aforesaid books.

Assistant secretaries, if any, shall have such powers and perform such duties as the board of directors may from time to time designate.

Section 3.12 Other Powers and Duties. Subject to these Bylaws and to such limitations as the board of directors may from time to time prescribe, the officers of the corporation shall each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as from time to time may be conferred by the board of directors.

## **ARTICLE IV**

### **CAPITAL STOCK**

#### Section 4.1 Stock Certificates.

Each stockholder shall be entitled to a certificate representing the number of shares of the capital stock of the corporation owned by such person in such form as shall, in conformity to law, be prescribed from time to time by the board of directors. Each certificate shall be signed by the president or vice-president and treasurer or assistant treasurer or such other officers designated by the board of directors from time to time as permitted by law, shall bear the seal of the corporation, and shall express on its face its number, date of issue, class, the number of shares for which, and the name of the person to whom, it is issued. The corporate seal and any or all of the signatures of corporation officers may be facsimile if the stock certificate is manually countersigned by an authorized person on behalf of a transfer agent or registrar other than the corporation or its employee.

If an officer, transfer agent or registrar who has signed, or whose facsimile signature has been placed on, a certificate shall have ceased to be such before the certificate is issued, it may be issued by the corporation with the same effect as if he were such officer, transfer agent or registrar at the time of its issue.

Section 4.2 Transfer of Shares. Title to a certificate of stock and to the shares represented thereby shall be transferred only on the books of the corporation by delivery to the corporation or its transfer agent of the certificate properly endorsed, or by delivery of the certificate accompanied by a written assignment of the same, or a properly executed written power of attorney to sell, assign or transfer the same or the shares represented thereby. Upon surrender of a certificate for the shares being transferred, a new certificate or certificates shall be issued according to the interests of the parties.

Section 4.3 Record Holders. Except as otherwise may be required by law, by the Certificate of Incorporation or by these Bylaws, the corporation shall be entitled to treat the record holder of stock as shown on its books as the owner of such stock for all purposes,

including the payment of dividends and the right to vote with respect thereto, regardless of any transfer, pledge or other disposition of such stock, until the shares have been transferred on the books of the corporation in accordance with the requirements of these Bylaws. It shall be the duty of each stockholder to notify the corporation of his post office address.

#### Section 4.4     Record Date.

In order that the corporation may determine the stockholders entitled to receive notice of or to vote at any meeting of stockholders or any adjournments thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the board of directors may fix, in advance, a record date, which shall not be more than sixty days prior to any other action. In such case only stockholders of record on such record date shall be so entitled notwithstanding any transfer of stock on the books of the corporation after the record date.

If no record date is fixed: (i) the record date for determining stockholders entitled to receive notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held; (ii) the record date for determining stockholders entitled to express consent to corporate action in writing without a meeting, when no prior action by the board of directors is necessary, shall be the day on which the first written consent is expressed; and (iii) the record date for determining stockholders for any other purpose shall be at the close of business on the day on which the board of directors adopts the resolution relating thereto.

Section 4.5     Transfer Agent and Registrar for Shares of Corporation. The board of directors may appoint a transfer agent and a registrar of the certificates of stock of the corporation. Any transfer agent so appointed shall maintain, among other records, a stockholders' ledger, setting forth the names and addresses of the holders of all issued shares of stock of the corporation, the number of shares held by each, the certificate numbers representing such shares, and the date of issue of the certificates representing such shares. Any registrar so appointed shall maintain, among other records, a share register, setting forth the total number of shares of each class of shares which the corporation is authorized to issue and the total number of shares actually issued. The stockholders' ledger and the share register are hereby identified as the stock transfer books of the corporation; but as between the stockholders' ledger and the share register, the names and addresses of stockholders, as they appear on the stockholders' ledger maintained by the transfer agent shall be the official list of stockholders of record of the corporation. The name and address of each stockholder of record, as they appear upon the stockholders' ledger, shall be conclusive evidence of who are the stockholders entitled to receive notice of the meetings of stockholders, to vote at such meetings, to examine a complete list of the stockholders entitled to vote at meetings, and to own, enjoy and exercise any other property or rights deriving from such shares against the corporation. Stockholders, but not the corporation, its directors, officers, agents or attorneys, shall be responsible for notifying the transfer agent, in writing, of any changes in their names or addresses from time to time, and failure to do so will relieve the corporation, its other stockholders, directors, officers, agents and attorneys, and its transfer agent and registrar, of liability for failure to direct notices or other documents, or pay



over or transfer dividends or other property or rights, to a name or address other than the name and address appearing in the stockholders' ledger maintained by the transfer agent.

Section 4.6    Loss of Certificates. In case of the loss, destruction or mutilation of a certificate of stock, a replacement certificate may be issued in place thereof upon such terms as the board of directors may prescribe, including, in the discretion of the board of directors, a requirement of bond and indemnity to the corporation.

Section 4.7    Restrictions on Transfer. Every certificate for shares of stock which are subject to any restriction on transfer, whether pursuant to the Certificate of Incorporation, the Bylaws or any agreement to which the corporation is a party, shall have the fact of the restriction noted conspicuously on the certificate and shall also set forth on the face or back either the full text of the restriction or a statement that the corporation will furnish a copy to the holder of such certificate upon written request and without charge.

Section 4.8    Multiple Classes or Series of Stock. The amount and classes of the capital stock and the par value, if any, of the shares, shall be as fixed in the Certificate of Incorporation. At all times when there are two or more classes or series of stock, the several classes or series of stock shall conform to the description and the terms and have the respective preferences, voting powers, restrictions and qualifications set forth in the Certificate of Incorporation and these Bylaws. Every certificate issued when the corporation is authorized to issue more than one class or series of stock shall set forth on its face or back either (i) the full text of the preferences, voting powers, qualifications and special and relative rights of the shares of each class and series authorized to be issued, or (ii) a statement of the existence of such preferences, powers, qualifications and rights, and a statement that the corporation will furnish a copy thereof to the holder of such certificate upon written request and without charge.

## **ARTICLE V**

### **DIVIDENDS**

Section 5.1    Declaration of Dividends. Except as otherwise required by law or by the Certificate of Incorporation, the board of directors may, in its discretion, declare what, if any, dividends shall be paid from the surplus or from the net profits of the corporation for the current or preceding fiscal year, or as otherwise permitted by law. Dividends may be paid in cash, in property, in shares of the corporation's stock, or in any combination thereof. Dividends shall be payable upon such dates as the board of directors may designate.

Section 5.2    Reserves. Before the payment of any dividend and before making any distribution of profits, the board of directors, from time to time and in its absolute discretion, shall have power to set aside out of the surplus or net profits of the corporation such sum or sums as the board of directors deems proper and sufficient as a reserve fund to meet contingencies or for such other purpose as the board of directors shall deem to be in the best interests of the corporation, and the board of directors may modify or abolish any such reserve.

**ARTICLE VI**  
**POWERS OF OFFICERS TO CONTRACT**  
**WITH THE CORPORATION**

Any and all of the directors and officers of the corporation, notwithstanding their official relations to it, may enter into and perform any contract or agreement of any nature between the corporation and themselves, or any and all of the individuals from time to time constituting the board of directors of the corporation, or any firm or corporation in which any such director may be interested, directly or indirectly, whether such individual, firm or corporation thus contracting with the corporation shall thereby derive personal or corporate profits or benefits or otherwise; provided, that (i) the material facts of such interest are disclosed or are known to the board of directors or committee thereof which authorizes such contract or agreement; (ii) if the material facts as to such person's relationship or interest are disclosed or are known to the stockholders entitled to vote thereon, and the contract is specifically approved in good faith by a vote of the stockholders; or (iii) the contract or agreement is fair as to the corporation as of the time it is authorized, approved or ratified by the board of directors, a committee thereof, or the stockholders. Any director of the corporation who is interested in any transaction as aforesaid may nevertheless be counted in determining the existence of a quorum at any meeting of the board of directors which shall authorize or ratify any such transaction. This Article shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common or statutory law applicable thereto.

**ARTICLE VII**  
**INDEMNIFICATION**

Section 7.1 Definitions. For purposes of this Article VII the following terms shall have the meanings indicated:

"Corporate Status" describes the status of a person who is or was a director, officer, employee, agent, trustee or fiduciary of the Corporation or of any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise which such person is or was serving at the express written request of the corporation.

"Court" means the Court of Chancery of the State of Delaware, or any other court in which a Proceeding in respect of indemnification may properly be brought.

"Covered Person" means any person who has a Corporate Status who the corporation, pursuant to the provisions of Section 7.9 hereof, determines is entitled to indemnification as provided herein. It shall in each case include such person's legal representatives, heirs, executors and administrators.

"Disinterested" describes any individual, whether or not that individual is a director, officer, employee or agent of the corporation who is not and was not and is not threatened to be made a party to the Proceeding in respect of which indemnification, advancement of expenses or other action, is sought by a Covered Person.

“Expenses” shall include, without limitation, all reasonable attorneys’ fees, retainers, court costs, transcript costs, fees of experts, witness fees, travel expenses, duplicating costs, printing and binding costs, telephone charges, postage, delivery service fees, and all other disbursements or expenses of the types customarily incurred in connection with prosecuting, defending, preparing to prosecute or defend, investigating or being or preparing to be a witness in a Proceeding.

“Good Faith” shall mean a Covered Person having acted in good faith and in a manner such Covered Person reasonably believed to be in or not opposed to the best interests of the corporation or, in the case of an employee benefit plan, the best interests of the participants or beneficiaries of said plan, as the case may be, and, with respect to any Proceeding which is criminal in nature, having had no reasonable cause to believe such Covered Person’s conduct was unlawful.

“Independent Counsel” means a law firm, or a member of a law firm, that is experienced in matters of corporation law and may include law firms or members thereof that are regularly retained by the corporation but not by any other party to the Proceeding giving rise to a claim for indemnification hereunder. Notwithstanding the foregoing, the term “Independent Counsel” shall not include any person who, under the standards of professional conduct then prevailing and applicable to such counsel, would have a conflict of interest in representing either the corporation or the Covered Person in an action to determine the Covered Person’s rights under this Article.

“Proceeding” includes any actual, threatened or completed action, suit, arbitration, alternate dispute resolution mechanism, investigation (including any internal corporate investigation), administrative hearing or any other proceeding, whether civil, criminal, administrative or investigative, other than one initiated by the Covered Person, but including one initiated by a Covered Person for the purpose of enforcing such Covered Person’s rights under this Article to the extent provided in Section 7.14 of this Article. “Proceeding” shall not include any counterclaim brought by any Covered Person other than one arising out of the same transaction or occurrence that is the subject matter of the underlying claim.

Section 7.2 Right to Indemnification in General. The corporation may indemnify, and advance Expenses to, each Covered Person who is, was or is threatened to be made a party or is otherwise involved in any Proceeding, as provided in this Article and to the fullest extent permitted by applicable law in effect on the date hereof and to such greater extent as applicable law may hereafter from time to time permit.

Section 7.3 Proceedings Other Than Proceedings in the Right of the Corporation. Each Covered Person may be indemnified if, by reason of such Covered Person’s Corporate Status, such Covered Person is or is threatened to be made a party to or is otherwise involved in any Proceeding, other than a Proceeding by or in the right of the corporation. Such Covered Person may be indemnified against Expenses, judgments, penalties, fines and amounts paid in settlements, actually and reasonably incurred by such Covered Person or on such Covered Person’s behalf in connection with such Proceeding or any claim, issue or matter therein, if such Covered Person acted in Good Faith.

Section 7.4 Proceedings by or in the Right of the Corporation. Each Covered Person may be indemnified if, by reason of such Covered Person’s Corporate Status, such Covered Person is, or is threatened to be made, a party to or is otherwise involved in any Proceeding

brought by or in the right of the corporation to procure a judgment in its favor. Such Covered Person may be indemnified against Expenses, judgments, penalties, and amounts paid in settlement, actually and reasonably incurred by such Covered Person or on such Covered Person's behalf in connection with such Proceeding if such Covered Person acted in Good Faith. Notwithstanding the foregoing, no such indemnification shall be made in respect of any claim, issue or matter in such Proceeding as to which such Covered Person shall have been adjudged to be liable to the corporation if applicable law prohibits such indemnification; provided, however, that, if applicable law so permits, indemnification shall nevertheless be made by the corporation in such event if and only to the extent that the Court which is considering the matter shall so determine.

Section 7.5 Indemnification of a Party Who is Wholly or Partly Successful.

Notwithstanding any other provision of this Article, to the extent that a present or former director or officer or any other person who has a Corporate Status is, by reason of such Corporate Status, a party to or is otherwise involved in and is successful, on the merits or otherwise, in any Proceeding, such person shall be indemnified to the maximum extent permitted by law, against all Expenses, judgments, penalties, fines, and amounts paid in settlement, actually and reasonably incurred by such person or on such person's behalf in connection therewith. If such person is not wholly successful in such Proceeding but is successful, on the merits or otherwise, as to one or more but less than all claims, issues or matters in such Proceeding, the corporation shall indemnify such person to the maximum extent permitted by law, against all Expenses, judgments, penalties, fines, and amounts paid in settlement, actually and reasonably incurred by such person or on such person's behalf in connection with each successfully resolved claim, issue or matter. The termination of any claim, issue or matter in such a Proceeding by dismissal, with or without prejudice, shall be deemed to be a successful result as to such claim, issue or matter.

Section 7.6 Indemnification for Expenses of a Witness. Notwithstanding any other provision of this Article, to the extent that a Covered Person is, by reason of such Covered Person's Corporate Status, a witness in any Proceeding, such Covered Person shall be indemnified against all Expenses actually and reasonably incurred by such Covered Person or on such Covered Person's behalf in connection therewith.

Section 7.7 Advancement of Expenses.

Notwithstanding any provision to the contrary in this Article, the corporation may advance all reasonable Expenses which were incurred by or on behalf of a present director or officer by reason of such person's Corporate Status, in connection with any Proceeding, within 20 days after the receipt by the corporation of a statement or statements from such person requesting such advance or advances, whether prior to or after final disposition of such Proceeding. Such statement or statements shall reasonably evidence the Expenses incurred by the person and shall include or be preceded or accompanied by an undertaking by or on behalf of the person to repay any Expenses if such person shall be adjudged to be not entitled to be indemnified against such Expenses. Any advance and undertakings to repay made pursuant to this paragraph shall be unsecured and interest-free. Advancement of Expenses pursuant to this paragraph shall not require approval of the board of directors or the stockholders of the corporation, or of any other person or body. The secretary of the corporation shall promptly

advise the Board in writing of the request for advancement of Expenses, of the amount and other details of the advance and of the undertaking to make repayment provided pursuant to this paragraph.

Advancement of expenses to any other Covered Person shall be upon such terms and conditions as the board of directors may determine appropriate.

#### Section 7.8 Notification and Defense of Claim.

Promptly after receipt by any person who has a Corporate Status of a notice of the commencement of any Proceeding, such person shall, if a claim is to be made against the corporation under this Article, notify the corporation of the commencement of the Proceeding. The omission of such notice will not relieve the corporation from any liability which it may have to such person otherwise than under this Article. With respect to any such Proceedings as to which the corporation determines to provide indemnification:

The corporation will be entitled to participate in the defense at its own expense.

Except as otherwise provided below, the corporation (jointly with any other indemnifying party similarly notified) will be entitled to assume the defense with counsel reasonably satisfactory to the Covered Person. After notice from the corporation to the Covered Person of its election to assume the defense of a suit, the corporation will not be liable to the Covered Person under this Article for any legal or other expenses subsequently incurred by the Covered Person in connection with the defense of the Proceeding other than reasonable costs of investigation or as otherwise provided below.

The Covered Person shall have the right to employ his own counsel in such Proceeding but the fees and expenses of such counsel incurred after notice from the corporation of its assumption of the defense shall be at the expense of the Covered Person except as follows. The fees and expenses of counsel shall be at the expense of the corporation if (i) the employment of counsel by the Covered Person has been authorized by the corporation, (ii) the Covered Person shall have concluded reasonably that there may be a conflict of interest between the corporation and the Covered Person in the conduct of the defense of such action and such conclusion is confirmed in writing by the corporation's outside counsel regularly employed by it in connection with corporate matters, or (iii) the corporation shall not in fact have employed counsel to assume the defense of such Proceeding. The corporation shall be entitled to participate in, but shall not be entitled to assume the defense of, any Proceeding brought by or in the right of the corporation or as to which the Covered Person shall have made the conclusion provided for in (ii) above and such conclusion shall have been so confirmed by the corporation's said outside counsel.

Notwithstanding any provision of this Article to the contrary, the corporation shall not be liable to indemnify the Covered Person under this Article for any amounts paid in settlement of any Proceeding effected without its written consent. The corporation shall not settle any Proceeding or claim in any manner which would impose any penalty, limitation or disqualification of the Covered Person for any purpose without such Covered Person's written

consent. Neither the corporation nor the Covered Person will unreasonably withhold their consent to any proposed settlement.

If it is determined that the Covered Person is entitled to indemnification other than as afforded under subparagraph (b) above, payment to the Covered Person of the additional amounts for which he is to be indemnified shall be made within 10 days after such determination.

#### Section 7.9 Procedures.

Method of Determination for Present Officers and Directors. A determination (as provided for by this Article or if required by applicable law in the specific case) with respect to entitlement to indemnification by a person who at the date of determination is a director or officer shall be made either (i) by a majority vote of Disinterested directors, even though less than a quorum, or (ii) a committee of Disinterested directors designated by a majority of disinterested Directors, even though less than a quorum, or (iii) if there are no such Disinterested directors, or if the Disinterested directors so direct, by Independent Counsel in a written determination to the board of directors, a copy of which shall be delivered to the Covered Person seeking indemnification, or (iv) by the vote of the holders of a majority of the corporation's capital stock outstanding at the time entitled to vote thereon.

Method of Determination for Others. A determination (as provided for in this Article or if required by applicable law in the specific case) with respect to indemnification of any person other than a present director or officer may be made by the board of directors in such manner as it may determine appropriate.

Initiating Request. A person who seeks indemnification under this Article shall submit a request for indemnification, including such documentation and information as is reasonably available to such person and is reasonably necessary to determine whether and to what extent such person is entitled to indemnification.

Effect of Other Proceedings. The termination of any Proceeding or of any claim, issue or matter therein, by judgment, order, settlement or conviction, or upon a plea of guilty or of *nolo contendere* or its equivalent, shall not (except as otherwise expressly provided in this Article) of itself adversely affect the right of a Covered Person to indemnification or create a presumption that a Covered Person did not act in Good Faith.

Section 7.10 Action by the Corporation. Any action, payment, advance determination (other than a determination made pursuant to Section 7.9 above), authorization, requirement, grant of indemnification or other action taken by the corporation pursuant to this Article shall be effected exclusively through any Disinterested person so authorized by the board of directors of the corporation, including the president or any vice president of the corporation.

Section 7.11 Non-Exclusivity. The rights to indemnification and to receive advancement of Expenses as provided by this Article shall not be deemed exclusive of any other rights to which a person may at any time be entitled under applicable law, the Certificate of Incorporation, these Bylaws, any agreement, a vote of stockholders, a resolution of the board of directors, or otherwise.

Section 7.12 Insurance. The corporation may maintain, at its expense, an insurance policy or policies to protect itself and any director, officer, employee or agent of the corporation or another enterprise against liability arising out of this Article or otherwise, whether or not the corporation would have the power to indemnify any such person against such liability under the Delaware General Corporation Law.

Section 7.13 No Duplicative Payment. The corporation shall not be liable under this Article to make any payment of amounts otherwise indemnifiable hereunder if and to the extent that a Covered Person has otherwise actually received such payment under any insurance policy, contract, agreement or otherwise.

Section 7.14 Expenses of Adjudication. In the event that any Covered Person seeks a judicial adjudication, or an award in arbitration, to enforce such Covered Person's rights under, or to recover damages for breach of, this Article, the Covered Person shall be entitled to recover from the corporation, and shall be indemnified by the corporation against, any and all Expenses actually and reasonably incurred by such Covered Person in seeking such adjudication or arbitration, but only if such Covered Person prevails therein. If it shall be determined in such adjudication or arbitration that the Covered Person is entitled to receive part but not all of the indemnification of expenses sought, the expenses incurred by such Covered Person in connection with such adjudication or arbitration shall be appropriately prorated.

Section 7.15 Severability. If any provision or provisions of this Article shall be held to be invalid, illegal or unenforceable for any reason whatsoever:

the validity, legality and enforceability of the remaining provisions of this Article (including without limitation, each portion of any Section of this Article containing any such provision held to be invalid, illegal or unenforceable, that is not itself invalid, illegal or unenforceable) shall not in any way be affected or impaired thereby; and

to the fullest extent possible, the provisions of this Article (including, without limitation, each portion of any Section of this Article containing any such provision held to be invalid, illegal or unenforceable, that is not itself held to be invalid, illegal or unenforceable) shall be construed so as to give effect to the intent manifested by the provision held invalid, illegal or unenforceable.

Section 7.16 No Retroactive Amendment. No amendment or repeal of this Article or any provision hereof shall affect any right of any person to be indemnified hereunder with respect to any actions, omissions or state of facts existing prior to the date of such amendment or repeal.

## **ARTICLE VIII**

### **MISCELLANEOUS PROVISIONS**

Section 8.1 Certificate of Incorporation. All references in these Bylaws to the Certificate of Incorporation shall be deemed to refer to the Certificate of Incorporation of the corporation, as restated or amended and in effect from time to time.

Section 8.2    Fiscal Year. Except as from time to time otherwise provided by the board of directors, the fiscal year of the corporation shall end on the 31<sup>st</sup> of December of each year.

Section 8.3    Corporate Seal. The board of directors shall have the power to adopt and alter the seal of the corporation.

Section 8.4    Execution of Instruments. All deeds, leases, transfers, contracts, bonds, notes, and other obligations authorized to be executed by an officer of the corporation on its behalf shall be signed by the president or the treasurer except as the board of directors may generally or in particular cases otherwise determine.

Section 8.5    Voting of Securities. Unless the board of directors otherwise provides, the president or the treasurer may waive notice of and act on behalf of this corporation, or appoint another person or persons to act as proxy or attorney in fact for this corporation with or without discretionary power and/or power of substitution, at any meeting of stockholders or shareholders of any other corporation or organization, any of whose securities are held by this corporation.

Section 8.6    Evidence of Authority. A certificate by the secretary or any assistant secretary as to any action taken by the stockholders, directors or any officer or representative of the corporation shall, as to all persons who rely thereon in good faith, be conclusive evidence of such action. The exercise of any power which by law, by the Certificate of Incorporation, or by these Bylaws, or under any vote of the stockholders or the board of directors, may be exercised by an officer of the corporation only in the event of absence of another officer or any other contingency shall bind the corporation in favor of anyone relying thereon in good faith, whether or not such absence or contingency existed.

Section 8.7    Corporate Records. The original, or attested copies, of the Certificate of Incorporation, Bylaws, records of all meetings of the incorporators and stockholders, and the stock transfer books (which shall contain the names of all stockholders and the record address and the amount of stock held by each) shall be kept in Delaware at the principal office of the corporation, or at an office of the corporation, or at an office of its transfer agent or of the secretary or of the assistant secretary, if any. Said copies and records need not all be kept in the same office. They shall be available at all reasonable times to inspection of any stockholder for any purpose but not to secure a list of stockholders for the purpose of selling said list or copies thereof or for using the same for a purpose other than in the interest of the applicant, as a stockholder, relative to the affairs of the corporation.

Section 8.8    Communication of Notices. Any notices required to be given under these Bylaws may be given (i) by delivery in person, (ii) by mailing it, postage prepaid, first class, (iii) by mailing it by nationally or internationally recognized second day or faster courier service, (iv) by facsimile transmission, or (v) by electronic transmission, in each case, to the addressee; provided, however that facsimile transmission or electronic transmission may only be used if the addressee has consented to such means.

Section 8.9    Electronic Transmissions. Notwithstanding any reference in these Bylaws to written instruments, all notices, meetings, consents and other communications contemplated



by these Bylaws may be conducted by means of an electronic transmission, to the extent permitted by law, if specifically authorized by the board of directors of the corporation.

Section 8.10 Charitable Contributions. The board of directors from time to time may authorize contributions to be made by the corporation in such amounts as it may determine to be reasonable to corporations, trusts, funds or foundations organized and operated exclusively for charitable, scientific or educational purposes, no part of the net earnings of which inures to the private benefit of any stockholder or individual.

## **ARTICLE IX**

### **AMENDMENTS**

Section 9.1 Amendment by Stockholders. Prior to the issuance of stock, these Bylaws may be amended, altered or repealed by the incorporator(s) by majority vote. After stock has been issued, these Bylaws may be amended altered or repealed by the stockholders at any annual or special meeting by vote or a majority of all shares outstanding and entitled to vote, except that where the effect of the amendment would be to reduce any voting requirement otherwise required by law, the Certificate of Incorporation or these Bylaws, such amendment shall require the vote that would have been required by such other provision. Notice and a copy of any proposal to amend these Bylaws must be included in the notice of meeting of stockholders at which action is taken upon such amendment.

Section 9.2 Amendment by Board of Directors.

These Bylaws may be amended or altered by the board of directors at a meeting duly called for the purpose by majority vote of the directors then in office, except that directors shall not amend the Bylaws in a manner which:

changes the stockholder voting requirements for any action;

alters or abolishes any preferential right or right of redemption applicable to a class or series of stock with shares already outstanding;

alters the provisions of Article IX hereof; or

permits the board of directors to take any action which under law, the Certificate of Incorporation, or these Bylaws is required to be taken by the stockholders.

Any amendment of these Bylaws by the board of directors may be altered or repealed by the stockholders at any annual or special meetings of stockholders.

# Delaware

The First State

Page 1

*I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF  
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT  
COPY OF THE CERTIFICATE OF INCORPORATION OF "GREENSOUL  
ORGANICS, INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF  
DECEMBER, A.D. 2021, AT 2:53 O`CLOCK P.M.*

  
Jeffrey W. Bullock, Secretary of State

6454019 8100  
SR# 20214006743

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 204918351  
Date: 12-09-21

STATE OF DELAWARE  
CERTIFICATE OF INCORPORATION  
A STOCK CORPORATION

The undersigned Incorporator, desiring to form a corporation under pursuant to the General Corporation Law of the State of Delaware, hereby certifies as follows:

1. The name of the Corporation is GreenSoul Organics, Inc..
2. The Registered Office of the corporation in the State of Delaware is located at 251 Little Falls Drive (street),  
in the City of Wilmington, County of New Castle  
Zip Code 19808. The name of the Registered Agent at such address upon  
whom process against this corporation may be served is Corporation Service Company.
3. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
4. The total amount of stock this corporation is authorized to issue is  
6,000,000 shares (number of authorized shares) with a par value of  
\$0.0001 per share.
5. The name and mailing address of the incorporator are as follows:  
  
Name William R. Moriarty  
Mailing Address Sassoon Cymrot Law, LLC, 84 State Street, Suite 820  
Boston, Massachusetts Zip Code 02109

By: William R. Moriarty  
Incorporator

Name: William R. Moriarty  
Print or Type



Commonwealth of Massachusetts  
Department of Revenue  
Geoffrey E. Snyder, Commissioner

mass.gov/dor

Letter ID: L1038853664  
Notice Date: February 1, 2023  
Case ID: 0-001-865-419



## CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



GREENSOUL ORGANICS INC  
112 TEN HILLS RD  
SOMERVILLE MA 02145-1033

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

The Commissioner of Revenue certifies that, as of the date of this certificate, GREENSOUL ORGANICS 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, 9:00 a.m. to 4:00 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



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

William Francis Galvin  
Secretary of the  
Commonwealth

Date: February 01, 2023

To Whom It May Concern :

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

**GREENSOUL ORGANICS, INC.**

a corporation organized under the laws of

**DELAWARE**

on **December 07, 2021** was qualified to do business in this Commonwealth on

**February 08, 2022** under the provisions of the General Laws, and I further certify that said

corporation is still qualified to do business in this Commonwealth.

I also certify that said corporation is not delinquent in the filing of any annual reports required to  
date.



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: 23020021190

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

Processed by: ili

**Greensoul Organics, Inc.**  
**Plan for Obtaining Liability Insurance**

**I. Purpose**

The purpose of this plan is to outline how Greensoul Organics, Inc. (“GSO”) 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**

GSO 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**

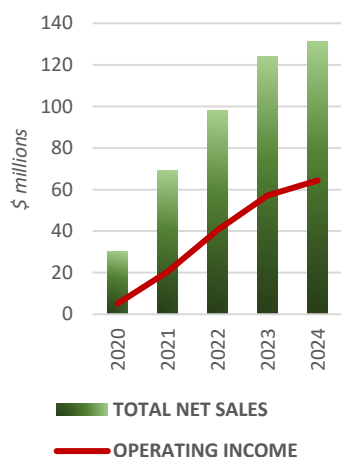
1. Once GSO receives its Provisional Marijuana Establishment License, we will engage with an insurance provider who is experienced in the legal marijuana industry.
  - a. GSO will obtain and maintain general liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, 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 pick-up and delivery shall carry liability insurance in an amount not less than \$1,000,000 combined single limit.
2. In the event that GSO cannot obtain the required insurance coverage, GSO will place a minimum of \$250,000 in an escrow account. These funds will be used solely for the coverage of these liabilities.
  - a. GSO will replenish this account within ten business days of any expenditure.
3. GSO 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.

## GREEN SOUL ORGANICS

<b>STAGE OF DEVELOPMENT:</b>	State-approved Economic Empowerment Licenses pending. Community Host Agreement in place for cultivation site in Fitchburg.
<b>LICENSING STRATEGY:</b>	Seed-to-Sale
<b>COMMUNITY COMMITMENT:</b>	Green Soul Foundation (501c3) established and funded, key personnel identified and hired, and currently developing Learn-to-Grow program to reconnect disadvantaged populations with economic opportunity
<b>RETAIL LOCATIONS:</b>	Boston, Cambridge, and Somerville
<b>RETAIL MILESTONES:</b>	Retail locations identified and locked with LOIs
<b>CULTIVATION MILESTONES:</b>	Building for cultivation facility acquired. Production technology licensing, design and management agreements with nationally recognized firms secured. Technical designs for first 25,000 square feet of canopy completed.
<b>R&amp;D MILESTONES:</b>	Secured exclusive agreement with renowned researcher and professor of Organismic and Evolutionary Biology at a prestigious local university.
<b>REVENUE START YEAR:</b>	2020
<b>EXPECTED REVENUES:</b>	2020: \$1.6 million   2021: \$31.3 million   2022: \$51.9 million
<b>EXPECTED EBITDA:</b>	2020: \$-0.3 million   2021: \$9.3 million   2022: \$21.1 million



### Fitchburg Community Host Agreement RECEIVED.



### IN BRIEF:

Green Soul Organics (GSO) is a local minority-owned company that has received a Host Community Agreement for cannabis cultivation, processing and manufacturing in Fitchburg, Massachusetts, and is in the process of procuring host community agreements and licenses for retail stores in prime locations in Boston, Cambridge and Somerville. The company plans to own and operate three retail stores, one cultivation facility with a canopy capacity of 100,000 square feet, and multiple 9.9% equity stakes in retail and cultivation licenses throughout the state.

GSO has positioned itself to be the gold standard in the Massachusetts adult-use cannabis market. It will establish a lifestyle brand that is recognized as one of the industry's high-end destination locations, attracting tourists, regional customers, weekly and daily local consumers, as well as social and first-time consumers. Its ability to deliver high quality products and a customer experience to match will ensure customer loyalty, retention, and repeat business.

GSO retail shops will be located in prime locations in Boston, Cambridge and Somerville with ease of access to the highest population densities and most favorable customer demographics. They will be designed to create a customer experience similar to Apple® stores: provide premium brand-name products and deliver the best customer service in the cannabis industry.

The company's branding strategy will go beyond "mainstreaming cannabis." It will emphasize GSO's commitment to inclusion and diversity. It will project the strength of an institution whose mission is not only to sell the highest quality products but also to

contribute in meaningful and measurable ways to building a just society. The brand will be supported by cultural icons from the music, arts, community development worlds.

The company is finalizing partnership agreements with the finest industry providers of flower and extracts in the country to incorporate best-of-class growing, curing and processing practices. It will introduce premium co-branded products grown and processed in its planned cultivation facility in Fitchburg, MA.

The company projects that it will reach annual Net Revenues of \$78 million and EBITDA of \$41 million by 2024, when its retail and cultivation businesses will be fully developed. The company will sustain its revenue growth by expanding its network of affiliates, by licensing its branded products nationally, and by offering innovative cannabis-based therapies and consumer products.

Finally, GSO is reinforcing its commitment to local community development and inclusion by founding the Green Soul Foundation to help disconnected youth create pathways to meaningful work and a successful future. The foundation will introduce Learn-To-Grow, a job development and training program. The program is intended to help the Commonwealth of Massachusetts as well as the cities extend the economic and social benefits gained from the cannabis industry to individuals from communities that have been disproportionately harmed by marijuana law enforcement.



#### STRATEGIC PARTNERSHIPS

*Cookies*



*Nathan Gibbs – Founder*



*Ranson Shepherd – Co-Owner*

VIRTUE

## COMPETITIVE ADVANTAGES

- **Economic Empowerment Priority Review Status Approved in 2018:** GSO has qualified for Economic Empowerment (EE) Priority Review status and is on track to be one of the first Economic Empowerment applicants to receive retail and cultivation licenses. These licenses provide GSO with the most significant competitive advantage over in-state enterprises and out-of-state companies seeking to enter the Massachusetts market: **first mover advantage in prime markets**. The City of Boston and the City of Somerville have passed legislation that established a one-to-one ratio of EE and non-EE licenses; a retail license to an empowerment applicant must be awarded for every non-empowerment retail license awarded. The City of Cambridge passed legislation in September 2019 that restricts permitting to EE applicants for the two years starting at the time the legislation will be entered into law.
- **Local Founders and Management | Local Expertise:** GSO's team has developed an extensive network of support within local and state government. The team also has a full working knowledge of the Greater Boston marketplace. The team's support network and market expertise have enabled GSO to procure (all in various stages of the approval process) three prime locations in the Boston/Cambridge/Somerville markets.
- **Partnerships with Industry-Leading Companies:** GSO is committed to becoming the best at all aspects of the business (prime locations, premium brand products, industry-best growing and processing practices, superior customer service). This



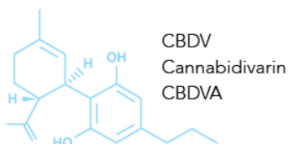


## Forbes Magazine

“If you’re going to be a non-profit in this space, you must, at a bare minimum, align your group to right the wrongs that have been done in whatever state that your nonprofit operates.

”

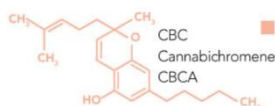
- TABA MOSES, Founder  
Green Soul Foundation



**Benefits:** Anti-inflammatory,  
analgesic, protects cells lining  
digestive tract

positioning will ensure the company’s long-term success and sustainability. The company has secured an exclusive partnership with Cookies, the premium brand in strains. The partnership will guarantee GSO exclusive access to Cookies strains and products, shorten GSO time-to- market, and ensure best-in-class grow practices.

- **Strong business economics:** GSO will leverage its cultivation and processing capabilities to capture the economics of the nascent cannabis industry. Procuring products from its own cultivation facility will ensure product availability, which has become a significant hurdle for new dispensaries that have not developed strong procurement partnerships. It will also ensure high gross margins that will protect the business from adverse price movements.
- **Social Justice and Workforce Development Program:** The government support of GSO is furthered by its unique social justice and workforce development program, which is a central part of GSO’s mission. The company has received commitments for \$1 million to launch the GS Foundation. The foundation will ensure that GSO will have an immediate positive impact in the community, setting the standard for inclusionary access and opportunity for the rest of the country. The foundation will operate the Learn-to-Grow Program (L2G), which is a job creation and training program targeting under-privileged minorities and intended to broaden the economic opportunities available to local communities. L2G will be focused on inclusion and creating balance in the Massachusetts Cannabis industry. The program will hire, train and certify minority workers at GSO’s state-of-the-art cultivation facility.
- **Long-Term Strategy:** GSO is committed to becoming a leader in the cannabis industry. Leadership will depend on the ability to innovate and contribute to the marketplace. The company will fund a Research and Development program, headed by the most recognized and renowned academic and scientific minds, not only to improve cultivation and extraction processes but also to develop new cutting-edge pharmaceutical therapies and consumer products.
- **Built for Success:** In addition to the strong management team that the company has assembled, it has retained leading strategic business advisors who will guide its success through the cannabis value chain.



**Benefits:** Anti-inflammatory, analgesic, treats acid reflux, anti-anxiety, antidepressant

## FUNDING NEEDS AND PROJECTED USE OF PROCEEDS:

Green Soul Organics projects its total capital needs at \$15,000,000 over the next 24 months. This amount reflects the anticipated costs of the build-out of the retail stores and the construction and development of the cultivation and processing facility. It is currently raising \$2,500,000 in convertible debt to support its startup activities and prepare for the opening of its first retail store.

## KEY FINANCIAL METRICS\*:

	2020	2021	2022	2023
<b>REVENUES</b>				
Flowers	899,942	16,523,090	23,984,253	21,614,300
Concentrates - Cartridges & Vapes	256,869	5,827,055	12,242,518	14,395,124
Concentrates - Shatters & Wax	128,820	2,922,277	6,139,641	7,219,176
Edibles	241,056	4,738,579	7,943,702	8,105,363
Accessories	80,352	1,579,526	2,647,901	2,701,788
Other Bulk Flower Sales	0	0	0	8,963,513
Other - Licensing Revenues	0	-328,125	-984,375	-4,134,375
<b>Net Revenues</b>	<b>1,607,040</b>	<b>31,262,403</b>	<b>51,973,641</b>	<b>58,864,889</b>
EBITDA	-280,179	9,305,524	21,103,481	37,039,241

*\*Metrics represents the company's best estimates at the time of preparation of this document. Several factors can cause actual numbers to differ materially from the estimates, including shifting licensing timelines and changing market conditions.*

### **Record Keeping Procedures**

Greensoul Organics, Inc. (GSO) 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).

GSO will also keep all waste disposal records as required by 500.105(12), including record keeping procedures. GSO 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, GSO 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. GSO 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 GSO, 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 GSO 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 GSO will be available for inspection by the Commission upon request. GSO’s records will be maintained in accordance with generally accepted accounting principles. GSO 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).

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

Upon entry into the premise of Greensoul Organics, Inc. (GSO) by an individual, a GSO agent shall immediately inspect the individual's proof of identification. An individual shall not be admitted to the premise unless the retailer has verified that the individual is 21 years of age or older by offering proof of identification.

GSO's management team is responsible for ensuring that all persons who enter the facility or are otherwise associated with the operations of GSO are 21 years of age or older.

To verify an individual's age, an GSO 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; 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 GSO. 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.

GSO will train all Retail and 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.

GSO 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 GSO employees while at the facility or engaged in transportation. GSO will positively identify all individuals seeking access to the facility to limit access solely to individuals 21 years of age or older.

While at the facility or transporting marijuana for the facility all GSO Agents must carry their valid Agent Registration Card issued by the Commission. All GSO 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 GSO facility. The visitor log will be available for inspection by the Commission at all times. All visitor badges will be returned to GSO 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

Greensoul Organics, Inc.  
Management and Operations Profile  
Operating Policies and Procedures

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

### **Maintaining of Financial Records**

Greensoul Organics, Inc. (“GSO”) 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.

(As a future co-located Marijuana Establishment and Registered Marijuana Dispensary,) GSO will provide bi-annual sales data report for purposes of ensuring adequate marijuana supply in accordance with 935 CMR 500.140(6)(h). Additionally, GSO will implement separate accounting practices for marijuana and non-marijuana sales pursuant to 935 CMR 500.140(6)(f).

GSO 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). GSO will not utilize software or other methods to manipulate or alter sales data in compliance with 935 CMR 500.140(5)(c). GSO 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. GSO will maintain records that it has performed the monthly analysis and produce it upon request to the Commission. If GSO 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

Following the closure of GSO, all records will be kept for at least two years at the expense of GSO 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).

## **Personnel Policies**

It is Greensoul Organics, Inc. (“GSO”) 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. GSO 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 GSO to be involved in discriminatory practices are subject to disciplinary action and may be terminated. GSO 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 GSO 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. GSO 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, and key state and local laws.

All GSO 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). GSO will also implement policies to ensure the maintenance of confidential information pursuant to 935 CMR 500.105(1)(k). GSO will enforce a policy for the dismissal of agents for prohibited offenses according to 935 CMR 105(1)(l).

All GSO 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 GSO 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).

### **Qualifications and Training**

Pursuant to 935 CMR 500.105(2)(a) Greensoul Organics, Inc. (“GSO”) will ensure all dispensary agents complete training prior to performing job functions. Training will be tailored to the role and responsibilities of the job function. Dispensary 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 dispensary agents will receive employee orientation prior to beginning work with GSO. Each department managed will provide orientation for dispensary 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 GSO 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. GSO 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 employees will be registered as agents, in accordance with 935 CMR 500.030. All GSO 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 registered agents of GSO shall meet suitability standards of 935 CMR 500.800.

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



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

Pursuant to 935 CMR 500.160, Greensoul Organics, Inc. (“GSO”) will not sell or market any marijuana product that is not capable of being tested by Independent Testing Laboratories, including testing of marijuana products and environmental media. GSO will implement a written policy for responding to 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 GSO for at least one year. All transportation of marijuana to or from testing facilities shall comply with 935 CMR 500.105(13) and any marijuana product returned to GSO by the testing facility will be disposed of in accordance with 935 CMR 500.105(12). GSO will never sell or market adult use marijuana products that have not first been tested by an Independent Testing Laboratory and deemed to comply with the standards required under 935 CMR 500.160.

In accordance with 935 CMR 500.130(2), GSO will prepare, handle and store all edible marijuana products in compliance with the sanitation requirements in 105 CMR 500.000: *Good Manufacturing Practices for Food*, and with the requirements for food handlers specified in 105 CMR 300.000: *Reportable Diseases, Surveillance, and Isolation and Quarantine Requirements*. In addition, GSO’s policies include requirements for handling of marijuana, pursuant to 935 CMR 500.105(3), including sanitary measures that include, but are not limited to: hand washing stations; sufficient space for storage of materials; removal of waste; clean floors, walls and ceilings; sanitary building fixtures; sufficient water supply and plumbing; and storage facilities that prevent contamination.

Pursuant to 935 CMR 500.105(11)(a)-(e), GSO will provide adequate lighting, ventilation, temperature, humidity, space and equipment, in accordance with applicable provisions of 935 CMR 500.105 and 500.110. GSO 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. GSO 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 GSO storage areas will be maintained in accordance with the security requirements of 935 CMR 500.110.

GSO has a Quality Manager who will oversee the manufacturing at the GSO facility to maintain strict compliance with DPH regulations and protocols for quality control and analytical testing. In accordance with 935 CMR 500.160 GSO grow areas are monitored for temperature, humidity, and CO2 levels this monitoring helps reduce the risk of crop failure. Ethical pest management procedures are utilized to naturally maintain a pest free environment alongside our True Living Organics (“TLO”) growing method.

All Marijuana Infused Products (“MIPs”) are produced using good manufacturing practices and safe practices for food handling to ensure quality and prevention of contamination.

All GSO agents whose job includes contact with marijuana or nonedible marijuana products is

Greensoul Organics, Inc.  
Management and Operations Profile  
Operating Policies and Procedures

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

GSO 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), GSO'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 GSO facility. GSO 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.

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

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

Samples that pass testing will be packaged for use or utilized in MIPs.

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.

## **GreenSoul Organics, Diversity Plan**

### **I. Intent**

GreenSoul Organics is a local organization with deep roots in our community, we recognize the importance of diversity and inclusion in all aspects of our business operations. With this in mind, we are proud to present our Diversity plan, which seeks to promote diversity and equity in our workforce amount people of color, women, veterans, persons with disabilities, and LGBTQ+ individuals.

As a locally founded organization led by a diverse group of minority executives and founders, we believe that it is our responsibility to lead by example in promoting diversity and inclusion within the cannabis industry. The intent of this plan is to ensure that our hiring practices are inclusive and equitable, and that our workforce reflects the diversity of our community and creates opportunities for people of color, women, veterans, LGBTQ+ individuals, and persons with disabilities. We are committed to actively seeking out and recruiting candidates from underrepresented groups, and to creating a work environment that is welcoming and inclusive to all.

### **II. Purpose**

The GreenSoul diversity plan is designed to proactively address and overcome systemic barriers that have historically prevented underrepresented groups from accessing an entry point within established and emerging industries. In the cannabis industry, there is a significant lack of diversity among employees and in particular, leadership roles. Our diversity plan aims to address this imbalance by creating a more equitable and inclusive hiring process, which ultimately leads to a more diverse workforce.

Creating a diverse workforce is important for many reasons, including improving decision-making and innovation, increasing employee engagement and satisfaction, and creating a more representative and responsive organization. In addition, having a diverse workforce can also help to promote equity and fairness in the industry, by providing equal opportunities for all individuals to succeed and advance.

Creating a discrimination-free environment that provides opportunities for internal growth within GreenSoul is also an important aspect of our diversity plan. It means that GreenSoul is committed to creating an atmosphere that is free from discrimination and bias, and that all employees are treated fairly and with respect. It also means that the company is committed to providing opportunities for professional development and advancement, regardless of an employee's background, sexual preference, or gender identity. This can help to ensure that all employees are able to reach their full potential, and that GreenSoul is able to attract and retain top talent from diverse backgrounds.

## **GreenSoul Organics, Diversity Plan**

### **III. Goals**

The goal of the diversity plan is to proactively recruit, hire and maintain a diverse workforce that reflects the communities we serve. To achieve this goal, the plan includes several specific strategies and initiatives, such as:

Participating in and creating local hiring events that target underrepresented groups. Such as minorities – especially those of African and Hispanic descent, Indigenous people, Latinx people, women, veterans, persons with disabilities and LGBTQ+ individuals.

- We will advertise the hiring events and hiring initiatives through our various social media platforms such as Instagram, Facebook, and Twitter.
- We will partner with local community organizations (community centers, non-profits) that work in and for the underserved communities identified as areas of disproportional impact to promote hiring events
- Place ads on job boards and classified websites such as craigs list and indeed
- Flyer and poster distribution in high traffic areas; of underrepresented communities (as identified by the CCC guidelines for areas that have been disproportionally impacted)
- Use email Campaigns to promote the hiring events and open positions

Hiring a workforce that is comprised of at least 30% African and Hispanic descent, Indigenous people, Latinx people, 50% women, 10% veterans, 5% persons with disabilities and 10% LGBTQ+ employees to ensure that the organizations representative of the communities it serves and is a safe and inclusive environment for all.

Implementing anti racism and anti-bias training programs for executives and employees will be a key aspect of on-boarding. All executives and employees will be required to take this training after their initial hiring and then once annually thereafter. These programs aim to educate and raise awareness about the impact of systemic racism and bias and provide tools and strategies to actively address and overcome these issues.

Create mentorship and sponsorship programs that connect employees from underrepresented groups with senior leaders within the organization, to provide guidance and support for career development. These programs will be open to all employees in a management role, including assistant managers. These programs will be voluntary, but strongly encouraged by incentivizing them through internal recognition of program completion. Enrollment for the mentorship program will occur twice a year with a different cohort of employees selected for each enrollment period. The number of employees who participate will depend upon enrollment interest. We will review and document the progress of the mentorship programs annually, one year from provisional licensure, and each year thereafter.

Regularly assessing and evaluating the effectiveness of the diversity plan and adjusting as needed to ensure that the organization is meeting its goals and making progress towards an inclusive and equitable workforce and working environment.

GreenSoul 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. GreenSoul acknowledges that the progress or success of its plan must be documented upon renewal (one year from the provisional licensure, and each year thereafter).

#### **IV. Metrics and Evaluation**

GreenSoul will annually assess and review the demographics of the workforce to ensure that it is meeting the goal of at least 65% of employees are comprised of African and Hispanic descent, Indigenous people, Latinx people, women, veterans, persons with disabilities and LGBTQ+ individuals.

1. GreenSoul will assess via voluntary employee engagement surveys. GreenSoul will report its first survey results within one year of opening and continue to report the results annually. GreenSoul will evaluate the data to determine if the organization is meeting its goal of a 65% diverse workforce.
2. GreenSoul will keep track of the number of hiring events attended and organized that target underrepresented groups and document the number of hires made from these events.
3. GreenSoul will keep records of the number of executives and employees who have completed anti-racism and anti-bias training programs and gather feedback to evaluate the effectiveness of the programs.
4. GreenSoul will track the number of mentorship and sponsorship programs established and the number of employees from underrepresented groups who have participated in these programs.
5. Regularly conduct assessments and evaluations of the diversity plan and adjust as needed based on the findings.

#### **V. Conclusion**

GreenSoul will conduct continuous and regular reviews of the implementation of its initiatives and strategies towards achieving the goals of our diversity plan in order to effectively accomplish the goals laid out in this diversity plan.

While no specific organizations have yet been identified as a recipient of a financial donation, which may help in furthering the goals within this diversity plan, we will contact and receive approval that a donation can be accepted prior to making any donation, financial or otherwise. Any actions taken, or programs instituted, by the applicant will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws. GreenSoul will adhere to all requirements set forth in 935 CMR500.105(4) relative to the permitted and prohibited advertising, brand, marketing, and sponsorship practices of Cannabis establishments.