



Massachusetts Cannabis Control Commission

Public Record Request

Marijuana Product Manufacturer

General Information:

License Number: MP281630

Original Issued Date: 04/22/2020

Issued Date: 04/22/2020

Expiration Date: 04/22/2021

Payment Received: \$10000 Payment Required: \$10000

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Holistic Industries, Inc.

Phone Number: 917-757-9408 Email Address: david.cohen@holisticindustries.com

Business Address 1: 96 Palmer Road

Business Address 2:

Business City: Monson

Business State: MA

Business Zip Code: 01057

Mailing Address 1: 1900 West Park Drive

Mailing Address 2: Suite 280

Mailing City: Westborough

Mailing State: MA

Mailing Zip Code: 01581

CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Not a DBE

PRIORITY APPLICANT

Priority Applicant: yes

Priority Applicant Type: RMD Priority

Economic Empowerment Applicant Certification Number:

RMD Priority Certification Number: RP201840

RMD INFORMATION

Name of RMD: Holistic Industries, Inc.

Department of Public Health RMD Registration Number: 35

Operational and Registration Status: Obtained Final Certificate of Registration, but is not open for business in Massachusetts

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

If no, describe the circumstances below:

PERSONS WITH DIRECT OR INDIRECT AUTHORITY

Person with Direct or Indirect Authority 1

Percentage Of Ownership: Percentage Of Control:

Role: Other (specify) Other Role: Chief Security Officer

First Name: Ismael Last Name: Canales Suffix:

Gender: Male User Defined Gender:

What is this person's race or ethnicity?: Decline to Answer

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 2

Percentage Of Ownership: 5.55 Percentage Of Control: 5.55

Role: Other (specify) Other Role: Chief Executive Officer

First Name: Joshua Last Name: Genderson Suffix:

Gender: Male User Defined Gender:

What is this person's race or ethnicity?: Decline to Answer

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 3

Percentage Of Ownership: Percentage Of Control:

Role: Other (specify) Other Role: Dispensary Director

First Name: Sarah Last Name: Stretchberry Suffix:

Gender: Female User Defined Gender:

What is this person's race or ethnicity?: Decline to Answer

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 4

Percentage Of Ownership: Percentage Of Control:

Role: Other (specify) Other Role: Compliance Officer

First Name: Jamie Last Name: Ware Suffix:

Gender: Female User Defined Gender:

What is this person's race or ethnicity?: Decline to Answer

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 5

Percentage Of Ownership: Percentage Of Control:

Role: Other (specify) Other Role: Chief Scientific Officer

First Name: Adam Last Name: Kavalier Suffix:

Gender: Male User Defined Gender:

What is this person's race or ethnicity?: Decline to Answer

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 6

Percentage Of Ownership: Percentage Of Control:

Role: Other (specify) Other Role: Chief Financial Officer

First Name: Barry Last Name: Bass Suffix:
Gender: Male User Defined Gender:
What is this person's race or ethnicity?: Decline to Answer
Specify Race or Ethnicity:

Person with Direct or Indirect Authority 7

Percentage Of Ownership: Percentage Of Control:
Role: Other (specify) Other Role: Chief Operating Officer
First Name: Josh Last Name: Bell Suffix:
Gender: Male User Defined Gender:
What is this person's race or ethnicity?: Decline to Answer
Specify Race or Ethnicity:

Person with Direct or Indirect Authority 8

Percentage Of Ownership: Percentage Of Control:
Role: Other (specify) Other Role: Owner
First Name: Lori Last Name: Genderson Suffix:
Gender: Female User Defined Gender:
What is this person's race or ethnicity?: Decline to Answer
Specify Race or Ethnicity:

Person with Direct or Indirect Authority 9

Percentage Of Ownership: 11.11 Percentage Of Control: 11.11
Role: Other (specify) Other Role: Owner
First Name: Richard Last Name: Genderson Suffix:
Gender: Male User Defined Gender:
What is this person's race or ethnicity?: Decline to Answer
Specify Race or Ethnicity:

Person with Direct or Indirect Authority 10

Percentage Of Ownership: 11.11 Percentage Of Control: 11.11
Role: Other (specify) Other Role: Owner
First Name: Staci Last Name: Walkes Suffix:
Gender: Female User Defined Gender:
What is this person's race or ethnicity?: Decline to Answer
Specify Race or Ethnicity:

Person with Direct or Indirect Authority 11

Percentage Of Ownership: 5.55 Percentage Of Control: 5.55
Role: Other (specify) Other Role: Owner
First Name: Morgan Last Name: Genderson Suffix:
Gender: Female User Defined Gender:
What is this person's race or ethnicity?: Decline to Answer

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 12

Percentage Of Ownership: Percentage Of Control:

Role: Other (specify) Other Role: Board Member; MA Operations, Liberty Capital Partners General Partner

First Name: David Last Name: Cohen Suffix:

Gender: Male User Defined Gender:

What is this person's race or ethnicity?: Decline to Answer

Specify Race or Ethnicity:

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

Entity with Direct or Indirect Authority 1

Percentage of Control: 33 Percentage of Ownership: 33

Entity Legal Name: Avery Road, LLC Entity DBA: DBA
City: City:

Entity Description: Acquire, Manage and Lease Real Estate and Any Other Lawful Businesses

Foreign Subsidiary Narrative:

Entity Phone: 202-355-5292 Entity Email: Entity Website:
anna.don@holisticindustries.com

Entity Address 1: 109 Ruth Eager Court Entity Address 2:

Entity City: Pikesville Entity State: MD Entity Zip Code: 21208

Entity Mailing Address 1: 24 School Street, 5th Floor Entity Mailing Address 2: C/O Avery Road LLC

Entity Mailing City: Boston Entity Mailing State: MA Entity Mailing Zip Code:
02108

Relationship Description: Entity is a 33% owner of Holistic Industries, Inc. They have voting rights pursuant to the
Bylaws, and provided capital.

Entity with Direct or Indirect Authority 2

Percentage of Control: 33 Percentage of Ownership: 33

Entity Legal Name: Liberty Capital Partners LLC Entity DBA: DBA
City: City:

Entity Description: Venture Capital

Foreign Subsidiary Narrative:

Entity Phone: 917-757-9408 Entity Email: Entity Website:
david.cohen@holisticindustries.com

Entity Address 1: 24 School Street Entity Address 2:

Entity City: Boston Entity State: MA Entity Zip Code: 02108

Entity Mailing Address 1: 24 School Street Entity Mailing Address 2:

Entity Mailing City: Boston Entity Mailing State: MA Entity Mailing Zip Code:
02108

Relationship Description: Entity is a 33% owner of Holistic Industries, Inc. They have voting rights pursuant to the
Bylaws, and provided capital.

CLOSE ASSOCIATES AND MEMBERS

Close Associates or Member 1

First Name: Michael Last Name: Kessel Suffix:
Describe the nature of the relationship this person has with the Marijuana Establishment: Liberty Capital Partners General Partner

Close Associates or Member 2

First Name: Mitchell Last Name: Kulick Suffix:
Describe the nature of the relationship this person has with the Marijuana Establishment: Liberty Capital Partners General Partner

Close Associates or Member 3

First Name: Mikhail Last Name: Don Suffix:
Describe the nature of the relationship this person has with the Marijuana Establishment: Avery Road LLC General Partner

Close Associates or Member 4

First Name: Beni Last Name: Golani Suffix:
Describe the nature of the relationship this person has with the Marijuana Establishment: Avery Road LLC General Partner

CAPITAL RESOURCES - INDIVIDUALS

Individual Contributing Capital 1

First Name: Josh Last Name: Genderson Suffix:
Types of Capital: Monetary/Equity Other Type of Capital: Total Value of the Capital Provided: \$26666.66 Percentage of Initial Capital: 5.55
Capital Attestation: Yes

Individual Contributing Capital 2

First Name: Richard Last Name: Genderson Suffix:
Types of Capital: Monetary/Equity Other Type of Capital: Total Value of the Capital Provided: \$53333.33 Percentage of Initial Capital: 11.11
Capital Attestation: Yes

Individual Contributing Capital 3

First Name: Staci Last Name: Walkes Suffix:
Types of Capital: Monetary/Equity Other Type of Capital: Total Value of the Capital Provided: \$53333.33 Percentage of Initial Capital: 11.11
Capital Attestation: Yes

Individual Contributing Capital 4

First Name: Morgan Last Name: Genderson Suffix:
Types of Capital: Monetary/Equity Other Type of Capital: Total Value of the Capital Provided: \$26666.66 Percentage of Initial Capital: 5.55
Capital Attestation: Yes

CAPITAL RESOURCES - ENTITIES

Entity Contributing Capital 1

Entity Legal Name: Avery Road, LLC Entity DBA:
Email: anna.don@holisticindustries.com Phone: 202-355-5292
Address 1: 109 Ruth Eager Court Address 2:
City: Pikesville State: MD Zip Code: 21208
Types of Capital: Monetary/Equity Other Type of Capital: Total Value of Capital Provided: \$5000000 Percentage of Initial Capital: 33.33
Capital Attestation: Yes

Entity Contributing Capital 2

Entity Legal Name: Liberty Capital Partners, LLC	Entity DBA:		
Email: david.cohen@holisticindustries.com	Phone: 917-757-9408		
Address 1: 24 School Street, 5th Floor	Address 2:		
City: Boston	State: MA	Zip Code: 02108	
Types of Capital: Monetary/Equity	Other Type of Capital:	Total Value of Capital Provided: \$10000000	Percentage of Initial Capital: 33.33
Capital Attestation: Yes			

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

Business Interest in Other State 1

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

Owner First Name:	Owner Last Name:	Owner Suffix:	
Entity Legal Name: Beach Enlightenment and Compassionate Healing Corporation	Entity DBA:		
Entity Description: Medical Cannabis Dispensary			
Entity Phone: 866-217-4063	Entity Email: holisticindustries@gmail.com	Entity Website:	
Entity Address 1: 1115 W 190th Street	Entity Address 2:		
Entity City: Gardena	Entity State: CA	Entity Zip Code: 90248	Entity Country: United States
Entity Mailing Address 1: 1115 W 190th Street	Entity Mailing Address 2:		
Entity Mailing City: Gardena	Entity Mailing State: CA	Entity Mailing Zip Code: 90248	Entity Mailing Country: United States

Business Interest in Other State 2

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

Owner First Name:	Owner Last Name:	Owner Suffix:	
Entity Legal Name: Holistic Industries LLC	Entity DBA:		
Entity Description: Organic medical cannabis company			
Entity Phone: 866-217-4063	Entity Email: holisticindustries@gmail.com	Entity Website:	
Entity Address 1: 7811 Montrose Road	Entity Address 2: Suite 200		
Entity City: Potomac	Entity State: MD	Entity Zip Code: 20854	Entity Country: United States
Entity Mailing Address 1: 7811 Montrose Road	Entity Mailing Address 2: Suite 200		
Entity Mailing City: Potomac	Entity Mailing State: MD	Entity Mailing Zip Code: 20854	Entity Mailing Country: United States

Business Interest in Other State 3

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

Owner First Name:	Owner Last Name:	Owner Suffix:	
Entity Legal Name: Holistic Farms LLC	Entity DBA:		
Entity Description: Organic cannabis company			
Entity Phone: 866-217-4063	Entity Email: holisticindustries@gmail.com	Entity Website:	
Entity Address 1: 339 West Lancaster Avenue	Entity Address 2: Suite 200		
Entity City: Haverford	Entity State: PA	Entity Zip Code: 19041	Entity Country: United States

Entity Mailing Address 1: 339 West Lancaster Avenue

Entity Mailing Address 2: Suite 200

Entity Mailing City:

Entity Mailing State: PA

Haverford

Entity Mailing Zip Code:

19041

Entity Mailing Country: United

States

Business Interest in Other State 4

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

Owner First Name:

Owner Last Name:

Owner Suffix:

Entity Legal Name: Holistic Pharma LLC

Entity DBA:

Entity Description: Organic cannabis company

Entity Phone: 866-217-4063

Entity Email:

holisticindustries@gmail.com

Entity Website:

Entity Address 1: 339 West Lancaster Avenue

Entity Address 2:

Entity City: Haverford

Entity State: PA

Entity Zip Code: 19041

Entity Country: United States

Entity Mailing Address 1: 339 West Lancaster Avenue

Entity Mailing Address 2:

Entity Mailing City:

Entity Mailing State: PA

Haverford

Entity Mailing Zip Code:

19041

Entity Mailing Country: United

States

Business Interest in Other State 5

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

Owner First Name:

Owner Last Name:

Owner Suffix:

Entity Legal Name: Holistic Remedies LLC

Entity DBA:

Entity Description: Organic cannabis company

Entity Phone: 866-217-4063

Entity Email:

holisticindustries@gmail.com

Entity Website:

Entity Address 1: 1100 H Street N.W.

Entity Address 2: Suite 840

Entity City: Washington

Entity State: DC

Entity Zip Code: 20002

Entity Country: United States

Entity Mailing Address 1: 1100 H Street N.W.

Entity Mailing Address 2: Suite 840

Entity Mailing City:

Entity Mailing State: DC

Washington

Entity Mailing Zip Code:

20002

Entity Mailing Country: United

States

Business Interest in Other State 6

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

Owner First Name:

Owner Last Name:

Owner Suffix:

Entity Legal Name: Organic Wellness LLC

Entity DBA:

Entity Description: Organic cannabis company

Entity Phone: 866-217-4063

Entity Email:

holisticindustries@gmail.com

Entity Website:

Entity Address 1: 1100 H Street N.W.

Entity Address 2: Suite 840

Entity City: Washington

Entity State: DC

Entity Zip Code: 20002

Entity Country: United States

Entity Mailing Address 1: 1100 H Street N.W.

Entity Mailing Address 2: Suite 840

Entity Mailing City:

Entity Mailing State: DC

Washington

Entity Mailing Zip Code:

20002

Entity Mailing Country: United

States

Business Interest in Other State 7

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

Owner First Name: Joshua Owner Last Name: Genderson Owner Suffix:

Entity Legal Name: Schneider's Liquor Co. Entity DBA:

Entity Description: Liquor Store

Entity Phone: 202-543-9300 Entity Email: joe@cellar.com Entity Website:

Entity Address 1: 300 Massachusetts Avenue N.E. Entity Address 2:

Entity City: Washington Entity State: DC Entity Zip Code: 20002 Entity Country: United States

Entity Mailing Address 1: 300 Massachusetts Avenue N.E. Entity Mailing Address 2:

Entity Mailing City: Washington Entity Mailing State: DC Entity Mailing Zip Code: 20002 Entity Mailing Country: United States

DISCLOSURE OF INDIVIDUAL INTERESTS

No records found

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 96 Palmer Road

Establishment Address 2:

Establishment City: Monson Establishment Zip Code: 01057

Approximate square footage of the Establishment: 56623 How many abutters does this property have?: 3

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

HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Certification of Host Community Agreement	Monson Adult Use HCA Certification Form.pdf	pdf	5cee9a28748dc71348c36adb	05/29/2019
Plan to Remain Compliant with Local Zoning	FINAL_Ensuring Zoning Compliance.pdf	pdf	5e17823c0557385733b43dcc	01/09/2020
Community Outreach Meeting Documentation	Abutter Notice Proof Of Mailing.pdf	pdf	5e178260f76dd253236e4460	01/09/2020
Community Outreach Meeting Documentation	Community-Outreach-Meeting-Attestation-Form.pdf	pdf	5e17826300f72d57285f087a	01/09/2020
Community Outreach Meeting Documentation	Monson Community Outreach Proof of Mailing.pdf	pdf	5e178269fe65bd5750703edf	01/09/2020
Community Outreach Meeting Documentation	Monson Filed Validated Community Notice.pdf	pdf	5e17826fb7ff09534ba030fc	01/09/2020
Community Outreach Meeting Documentation	Monson Published Notice.pdf	pdf	5e178277541f65570b949631	01/09/2020

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

PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
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ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Other (specify) Other Role: Chief Security Officer

First Name: Ismael Last Name: Canales Suffix:

RMD Association: RMD Staff

Background Question: no

Individual Background Information 2

Role: Other (specify) Other Role: Chief Executive Officer and Liberty Capital Partners General Partner

First Name: Joshua Last Name: Genderson Suffix:

RMD Association: Not associated with an RMD

Background Question: yes

Individual Background Information 3

Role: Other (specify) Other Role: Dispensary Director

First Name: Sarah Last Name: Stretchberry Suffix:

RMD Association: RMD Manager

Background Question: no

Individual Background Information 4

Role: Other (specify) Other Role: Compliance Officer

First Name: Jamie Last Name: Ware Suffix:

RMD Association: RMD Staff

Background Question: no

Individual Background Information 5

Role: Other (specify) Other Role: Board Member; MA Operations, Liberty Capital Partners General Partner

First Name: David Last Name: Cohen Suffix:

RMD Association: RMD Owner

Background Question: no

Individual Background Information 6

Role: Other (specify) Other Role: Owner

First Name: Richard Last Name: Genderson Suffix:

RMD Association: RMD Owner

Background Question: yes

Individual Background Information 7

Role: Other (specify) Other Role: Chief Scientific Officer

First Name: Adam Last Name: Kavalier Suffix:

RMD Association: RMD Staff

Background Question: no

Individual Background Information 8

Role: Other (specify) **Other Role:** Liberty Capital Partners General Partner

First Name: Michael **Last Name:** Kessel **Suffix:**

RMD Association: RMD Owner

Background Question: no

Individual Background Information 9

Role: Other (specify) **Other Role:** Chief Financial Officer

First Name: Barry **Last Name:** Bass **Suffix:**

RMD Association: RMD Staff

Background Question: no

Individual Background Information 10

Role: Other (specify) **Other Role:** Liberty Capital Partners General Partner

First Name: Mitchell **Last Name:** Kulick **Suffix:**

RMD Association: RMD Owner

Background Question: no

Individual Background Information 11

Role: Other (specify) **Other Role:** Avery Road LLC General Partner

First Name: Mikhail **Last Name:** Don **Suffix:**

RMD Association: RMD Owner

Background Question: no

Individual Background Information 12

Role: Other (specify) **Other Role:** Avery Road LLC General Partner

First Name: Beni **Last Name:** Golani **Suffix:**

RMD Association: RMD Owner

Background Question: no

Individual Background Information 13

Role: Other (specify) **Other Role:** Chief Operating Officer

First Name: Josh **Last Name:** Bell **Suffix:**

RMD Association: RMD Staff

Background Question: no

Individual Background Information 14

Role: Other (specify) **Other Role:** Owner

First Name: Lori **Last Name:** Genderson **Suffix:**

RMD Association: RMD Owner

Background Question: no

Individual Background Information 15

Role: Other (specify) **Other Role:** Owner

First Name: Staci Last Name: Walkes Suffix:
RMD Association: RMD Owner
Background Question: no

Individual Background Information 16

Role: Other (specify) Other Role: Owner
First Name: Morgan Last Name: Genderson Suffix:
RMD Association: RMD Owner
Background Question: no

ENTITY BACKGROUND CHECK INFORMATION

Entity Background Check Information 1

Role: Investor/Contributor Other Role:
Entity Legal Name: Avery Road, LLC Entity DBA:
Entity Description: Acquire, manage and lease real estate, and any other lawful business
Phone: 202-355-5292 Email: anna.don@holisticindustries.com
Primary Business Address 1: 109 Ruth Eager Court Primary Business Address 2:
Primary Business City: Pikesville Primary Business State: MD Principal Business Zip Code: 21208
Additional Information:

Entity Background Check Information 2

Role: Investor/Contributor Other Role:
Entity Legal Name: Liberty Capital Partners, LLC Entity DBA:
Entity Description: Venture Capital
Phone: 917-757-9408 Email: david.cohen@holisticindustries.com
Primary Business Address 1: 24 School Street, 5th Floor Primary Business Address 2:
Primary Business City: Boston Primary Business State: MA Principal Business Zip Code: 02108
Additional Information:

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Bylaws	Holistic Industries_Bylaws_2019.pdf	pdf	5cdad07b1dae681319ce6558	05/14/2019
Secretary of Commonwealth - Certificate of Good Standing	Anna Don Memorandum.pdf	pdf	5e178318d74bf6532ea02957	01/09/2020
Department of Revenue - Certificate of Good standing	MA DOR Certificate of Good Standing 12.5.19.pdf	pdf	5e178323b7ff09534ba0310d	01/09/2020
Secretary of Commonwealth - Certificate of Good Standing	MA Secretary of State Certificate of Good Standing 12.5.19.pdf	pdf	5e17832c00f72d57285f088e	01/09/2020
Articles of Organization	Holistic Articles or Organization Package JAN 2020.pdf	pdf	5e1783315e2d54535a9c4444	01/09/2020

No documents uploaded

Massachusetts Business Identification Number: 001176982

Doing-Business-As Name:

DBA Registration City:

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan for Liability Insurance	FINAL_Plan for Obtaining Liability Insurance.pdf	pdf	5ddd8162160e3b57a3dd44f8	11/26/2019
Business Plan	FINAL_Business Plan.pdf	pdf	5ddd8163bcb01253152f806f	11/26/2019
Proposed Timeline	FINAL_Monson Business Timeline.pdf	pdf	5e1783805e2d54535a9c444a	01/09/2020

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Method used to produce products	FINAL_Methods to Produce Products.pdf	pdf	5ddd8059a9ef3857c445b920	11/26/2019
Sample of unique identifying marks used for branding	FINAL_Samples of Unique Marks for Branding.pdf	pdf	5ddd805e74bb15534cd4e7a7	11/26/2019
Separating recreational from medical operations, if applicable	FINAL_Separating Medical From Recreational.pdf	pdf	5ddd8061d5b0805341c640d5	11/26/2019
Restricting Access to age 21 and older	FINAL_Restricting Access to Age 21 and Older.pdf	pdf	5ddd8063b4f83557d6cc8b7f	11/26/2019
Inventory procedures	FINAL_Inventory Procedures.pdf	pdf	5ddd80aeea4df3530e64686c	11/26/2019
Transportation of marijuana	FINAL_Transportation of Marijuana.pdf	pdf	5ddd80af0f35e05798b392a2	11/26/2019
Prevention of diversion	FINAL_Prevention of Diversion.pdf	pdf	5ddd80b28bdcfd57ae527c9c	11/26/2019
Dispensing procedures	FINAL_Dispensing Procedures.pdf	pdf	5ddd810c26aa77532085d65b	11/26/2019
Quality control and testing	FINAL_Quality Control and Testing.pdf	pdf	5ddd810ebcb01253152f8069	11/26/2019
Qualifications and training	FINAL_Qualifications and Training.pdf	pdf	5ddd8137170b4c5353e3c394	11/26/2019
Personnel policies including background checks	FINAL_Personnel Policies Including Background Checks.pdf	pdf	5e178458541f65570b949660	01/09/2020
Record Keeping procedures	FINAL_Record Keeping Procedures.pdf	pdf	5e17845b38f8ab571d6e4a1a	01/09/2020
Security plan	FINAL_Security Plan.pdf	pdf	5e17845fef24345344e513c1	01/09/2020
Storage of marijuana	FINAL_Storage of Marijuana.pdf	pdf	5e178463cb8cc6573ebd381c	01/09/2020
Types of products Manufactured.	FINAL_Types of Products Manufactured.pdf	pdf	5e1784880557385733b43dfa	01/09/2020
Diversity plan	FINAL_Diversity Plan.pdf	pdf	5e1784895e2d54535a9c4450	01/09/2020
Maintaining of financial records	FINAL_Maintaining Financial Records.pdf	pdf	5e17848a541f65570b949666	01/09/2020

ATTESTATIONS

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

Date generated: 10/16/2020

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

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

Notification: I Understand

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

I 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: I Understand

COMPLIANCE WITH POSITIVE IMPACT PLAN

No records found

COMPLIANCE WITH DIVERSITY PLAN

No records found

PRODUCT MANUFACTURER SPECIFIC REQUIREMENTS

No records found

HOURS OF OPERATION

Monday From: 8:00 AM	Monday To: 6:00 PM
Tuesday From: 8:00 AM	Tuesday To: 6:00 PM
Wednesday From: 8:00 AM	Wednesday To: 6:00 PM
Thursday From: 8:00 AM	Thursday To: 6:00 PM
Friday From: 8:00 AM	Friday To: 6:00 PM
Saturday From: 8:00 AM	Saturday To: 6:00 PM
Sunday From: 8:00 AM	Sunday To: 6:00 PM

Business Plan

Our Business Plan was collaboratively developed by the leadership team of Holistic Industries, Inc. (“Holistic”) and it exemplifies our collective dedication to the systemic, streamlined and cost-effective operation of our facility. Our focus is pragmatic and based on the expertise of our core team, particularly those executives and managers with specific licensed marijuana business operations experience in many jurisdictions across the country. Advice from our in-house and third-party expert advisors assured our core strategies are not only compliant with MA regulations, but are in line with industry standards and best practices. Accordingly, we believe we are primed for success.

Organization

In 2015, Holistic was originally incorporated as a non-profit corporation pursuant to MGL Chapter 180 Section 4 but has recently converted to a for-profit corporation. After the conversion, the operational and executive team remain identical and current operations have not, and will not, be disrupted in any way as a result.

Our leadership team is comprised of marijuana business experts, many of whom have been running successful licensed marijuana businesses in highly regulated state programs. Together, our team brings the requisite business experience, operational know-how and financial discipline needed to successfully operate a business serving qualified adult-use customers in the Commonwealth of Massachusetts.

Mission and Background

At Holistic, our mission is to provide customers with the highest quality, safest marijuana products possible. As our name suggests, we care for the whole person, taking into consideration mental and social factors along with the physical symptoms of a disease or illness. This means our company develops and offers a wide range of product formulations and product types.

We offer top quality products at the lowest possible price for the customer. It is our promise to supply products manufactured using the most environmentally friendly techniques available. We produce our top-grade marijuana-infused products in a professional, controlled, and carefully monitored environment using a cutting edge extraction system.

Our team comprises the nation’s most knowledgeable experts in cultivation, manufacturing and dispensing, along with professionals who are top of their fields in security, agriculture, real estate, and the legal distribution of other highly controlled substances. Our leadership includes public servants, thought leaders, investors, and representatives of one of the most established agricultural companies in Maryland.

Founded in 2014, Holistic's affiliate was the first cultivation center to open in Washington D.C. and the first to bring CBD to market. Today we our network operates a total of seven medical marijuana facilities in four states and the District of Columbia – and we are growing. Holistic facilities include cultivation centers, where we grow the highest quality, safest marijuana available; manufacturing/processing centers, where we develop and package marijuana products; and dispensaries, where we ensure our customers have the treatments, products and formulations they need.

At Holistic, our top priority is to provide access to quality, safe marijuana within all of the markets we serve.

Leadership Team

Below are brief biographies of a cross-section of our leadership team. Note, this is not an exhaustive list.

Josh Genderson

Josh has become one of the luminaries in the medical marijuana industry, having grown Holistic into a national medical and consumer goods company and retail dispensary chain. He directly oversees our affiliate operations in Maryland, Massachusetts, Pennsylvania, Washington, D.C., and California. Josh's facilities in Washington, D.C. breed the high-CBD strains that parents have come to rely upon to treat their children's seizure disorders. Josh launched Holistic based on the expertise he gained serving as President of Schneider's of Capitol Hill, the Genderson's third-generation, family-owned liquor store that is a staple of Washington, D.C., He has worked alongside his father, Richard Genderson, and played an instrumental role in the company's growth. Similarly, Josh is a civic leader and generous contributor to charitable causes. He belongs to the Young Presidents Organization, and he serves as a Board Member of Hearts Delight, a subsidiary of the American Heart Association and American Stroke Association.

Barry Bass

Barry is primarily responsible for sourcing capital for our growth, helping to analyze and structure our various transactions and putting systems and controls in place to ensure accurate budgeting and reporting. Prior to joining Holistic, Barry was the Chief Business Officer at Willco, where he was involved in raising capital for a medical cannabis operation in Maryland, including the construction of a state-of-the-art cultivation and processing facility. Prior to Willco, Barry was the Chief Financial Officer of Carr Properties in Washington, D.C., and before that he served as Chief Financial Officer of First Potomac Realty Trust (NYSE:FPO), where he helped the company complete its initial public offering.

Josh Bell

Josh oversees all of Holistic's operations, including the development and management of Holistic's cultivation, processing and dispensary businesses. Prior to joining Holistic, Josh served as Vice President of Operations for another multi-state medical marijuana company where he was instrumental in leading its expansion from a single state operation to a national organization. In particular, Josh was responsible for successfully developing and opening six cultivation and processing operations, as well as leading operations teams in opening five New York State-licensed facilities in less than six months and a cultivation facility in Washington, D.C. in less than 60 days. This included hiring over 200 medical marijuana personnel in cultivation, retail, administrative, and finance positions. Josh was responsible for the day-to-day operations of ten medical dispensaries and over 100,000 square feet of controlled grow environments in six cultivation centers in Washington, D.C., Arizona, New York, Massachusetts, and Illinois.

Dr. Adam Kavalier

Adam leads Holistic's science, processing, manufacturing, research and development teams. With 10+ years of experience in analytical chemistry with specialties in medicinal plants and cancer pharmacology, Adam is especially focused on the purification and isolation of active compounds using optimized solvent extraction, chromatography and distillation. He has helped Holistic develop and validate Standard Operating Procedures and Good Manufacturing Processes that ensure safe and consistent manufacturing of pharmaceutical grade products. Adam holds a Ph.D. in plant chemistry from City University of New York and The New York Botanical Garden, and continued his research at Cornell Medical College, where he focused on cancer bioenergetics. Adam's research has resulted in more than 10 peer-reviewed publications and a patent.

Vince Canales

Vince designed and oversees top-tier, reliable protection and transport for Holistic's grow/process and retail locations in Maryland and directs the local safety and security protocol teams in Holistic's other markets, such as Massachusetts. He currently serves as a member of the Bowie City Ethics Commission, is a member of the Maryland Police Training Commission, and is the President of the Maryland State Fraternal Order of Police. Vince served six years in the United States Air Force (USAF) and was awarded the National Defense Medal for Service during Operation Desert Storm. He is an alumnus of the prestigious Harvard Kennedy School Executive Education program.

Jamie Ware

Jamie ensures the compliance of Holistic's cultivation, processing and dispensing operations. Jamie writes and implements Holistic's Standard Operating Procedures, conducts compliance audits, and works with regulators across all markets. Prior to joining Holistic, Jamie worked with cannabis and healthcare companies as a government relations professional, ensuring their compliance with federal, state and local law. Jamie has received a number of awards for public interest work, has contributed to various publications, has presented at numerous national conferences, and serves on various community boards.

Organizational Principles

To maintain a clear focus on our mission to provide top quality marijuana-infused products at affordable prices, we have developed a core set of organizational principles to guide decision-making in our day-to-day operations, including:

- Maintaining adequate capital funding and sufficient cash reserves to ensure uninterrupted operations in strict adherence to our mandates. Holistic will never prioritize profits over the quality of our performance and our products.
- Maintaining a business model focused on strict regulatory compliance and continual improvement utilizing the newest technologies and research findings in healthcare, medicine, pharmacy, agriculture, genetic selections, environmental conservation, and cannabinoid science.

Holistic has engaged the most qualified team members in marijuana to bring unmatched expertise and access to proprietary intellectual property to our operations in order to speed up our learning curve, obviate common start-up errors, and eliminate preventable mistakes. Our team will ensure we adopt comprehensive policies and procedures addressing these areas as well as: cash management and accounting, adverse events and product recalls, regulatory compliance, contract procurement, emergency preparedness, environmentally conscientious policies, equipment and facility maintenance, incident management, inventory tracking and control, community outreach and communications, extraction, processing and production, quality assurance and quality control, recordkeeping, research and development, safety and security, staffing and training, strategic planning, secure product transportation, and waste management.

Compliance

Holistic demands 100% compliance with regulatory mandates at all times. We will maintain a regulatory compliance program, with guidance and oversight from Jamie Ware (a regulatory compliance expert with vast industry experience), that features:

- Two-agent verification for all critical tasks, audits, transportations, and data entry related to quality assurance and inventory control.

- Engagement of qualified local legal counsel to assist in municipal and state level legal matters.
- Independent audits and site inspections
- Annual compliance training for all employees and management to review governing laws and regulations and to provide all applicable updates, changes and amendments.

Security and Control

The safety of people and products is considered in every planning and operating decision we make. Holistic will maintain a security program, with guidance and oversight from Vince Canales (a retired law enforcement official), that features:

- State-of-the-art security systems and extensive security training for all agents, including regular refresher training and mandatory comprehension testing.
- On-site guard services and commercial security equipment vendors.
- Regular equipment inspections to gauge functionality and updates/enhancements

Quality Assurance and Quality Control

Our operating procedures were developed with a series of redundant quality assurance and quality control measures. Holistic will maintain a quality assurance program that features:

- Extensive quality assurance and quality control training for all agents including regular refresher courses and mandatory comprehension testing.
- Two-agent verification for all critical tasks and data entry related to quality assurance and inventory control.
- Multiple established quality assurance and quality control checkpoints whereby agents are required to inspect plants and products to ensure they meet our stringent standards
- An in-house team dedicated to the continual oversight and audit of the quality of our products.

Sources and Amount of Finances

Holistic's sole sources of finances are our current owners, as identified below.

Owner/Financial Contributor	Approx. Value of Capital Provided
Josh/Morgan Genderson	\$53,333.33
Staci Walkes	\$53,333.33
Richard Genderson	\$53,333.33

Avery Road LLC	\$5,000,000
Liberty Capital Partners	\$10,000,000
TOTAL	\$15,159,999.99

Note, based on our financial planning and projections, the available capital is more than sufficient to cover all anticipated capital expenses related to our business operations. Given our cost structure and access to capital, Holistic is capable of covering all capital and operational expenses for the foreseeable future without the need for further capital injections.

Marketing Plan

All product marketing will be compliant with Massachusetts and local law, rules and regulations. Specifically, Holistic will not market products through broadcast and instead will rely on the following:

- In-store signage and in-store print materials at dispensaries (i.e., daily product offerings will be marketed using a physical menu provided to in-store customers at our affiliated retail locations). No signage or print materials shall be visible from a public right of way.
- Online advertising through our permission-based website that will display photos and information on the day's product offerings at our dispensaries.
- Indirect online advertising through third-party dispensary review websites (e.g., Weedmaps and Leafly).
- Email blasts to customers who opt-in for such digital communications upon registering with our facility (frequency is expected to continue at 1-2 times per week).
- Word of mouth marketing from our customers.
- Printed/digital promotional and sales/marketing materials provided to independent dispensaries who wish to sell Holistic manufactured products.
- Sales team communicating directly with independent dispensary representatives who wish to sell Holistic manufactured products.

Green Practices

Throughout all our affiliate marijuana operations across the country, we employ sustainable green practices and use renewable energy sources with a preference for eco-friendly efforts in all our designs, builds and operations. With regards to operations, we wholeheartedly seek to minimize waste and mitigate our facilities' environmental impact, which is in line with our corporate commitment to "do no harm."

Holistic has developed and refined numerous standard operating procedures as well as other policies focused on improving environmental efficiencies and reducing our resource demand. We

have implemented these same methods in our MA facilities and will continue to introduce new and improved concepts in the future. Below are some examples:

- We only use VOC-free paint
- Wherever practical, we use motion-based lighting systems that automatically shut off after a pre-set period of time (e.g., in our bathrooms, vault, and private patient education/consultation room)
- All staff is encouraged to turn off lights and non-essential electrical devices as they leave a room that is unoccupied
- We provide re-usable food-grade totes for product storage within our vault
- We installed on-demand water heaters in our sinks
- We encourage all staff to walk, bicycle, use public transportation or share-riding services, and/or other green methods to get to work and we also encourage staff to use plug-in hybrid or electric vehicles
- To the extent permissible under current regulations, we strive to be a paperless facility (we create and store as many records as practical in a digital format, as opposed to keeping paper copies)
- We employ a recycling program for cans, cardboard, paper, and other typical office rubbish and use a dedicated recycling dumpster in the back of our facility
- We installed a commercial-grade HVAC system equipped with HEPA filters to reduce airborne contaminants
- We are exploring the possibility of hiring an environmental and sustainability expert to help us improve our facility designs and create and implement additional green policies and procedures

Aside from the above-mentioned green practices and strategies, we strongly prefer to introduce a product packaging recycling program which is currently not permitted under Commonwealth law. In this program, which we deploy in other jurisdictions where it is lawful, we encourage our customers to return product packaging for recycling and re-use purposes in exchange for a discount or other incentive. We then return the packaging to our product suppliers for inclusion in their recycling program (where the containers are cleaned, sanitized and re-used or are otherwise recycled and re-purposed).

Disadvantaged Persons and Local Resident Staffing

Holistic will continue to work side by side with the local community to employ a completely locally based management and staff and train them on our standard operating procedures and established work plans. All positions will be offered reasonable, living wages with benefits, including health care and retirement plans.

All prospective employees are properly screened during the application, interview and hiring process to ensure that they meet both the requirements set by CCC regulations, and our own stringent internal standards for qualifications, experience, character, and professionalism. Our staffing plan includes a job description for each position in the company's structure, and the desired level of education, training, core competencies, and experience required to fill each position. We will ensure that all hired employees are familiar with the company's hierarchy in order to understand the supervisory structure of our organization.

We believe that diversity and inclusion are critically important as core business strategies that contribute to the overall success of an operation locally. When a company's workforce reflects the community it serves, it is better able to understand and meet the needs of patients and the region at large. As many of us are deeply rooted in the MA community, we know firsthand how important this is in practice.

We will implement our mission to advance diversity and inclusion in four core areas of our operations:

1. Company leadership
2. Recruitment and hiring
3. Professional development and retention
4. Partnerships with vendors

We will promote this vision through diversity-oriented hiring events, contracting with companies owned/operated/staffed by disadvantaged groups to fulfil operational needs related to architectural, engineering, design, construction, construction management, security, legal, janitorial, and other supporting services.

In order to reflect diversity throughout our organization, including providing opportunities for leadership, we will establish hiring and placement goals based on labor force statistics in the region. Our official Affirmative Action Plan ("AAP") contains a number of action-oriented objectives which will ensure we reach our placement goals.

Diversity Goal: Recruitment and Hiring

We will strive for, achieve, and maintain employment participation for protected group members (including but not limited to racial minorities, women, veterans, disabled persons, and other disadvantaged local residents) throughout all job categories in proportion to the local labor force. Through active recruiting and careful development of job descriptions and training programs, we will ensure that overly restrictive and unnecessary minimum requirements will not limit our ability to employ diverse and disenfranchised candidates.

Diversity Goal: Professional Development and Retention

We will maintain employment participation for protected group members by retaining diverse employees and ensuring equal opportunity for advancement. Emphasis will be placed on hands-on skill development, promoting from within, and continued education opportunities. We will implement an onboarding process to orient new employees, which will ensure full understanding of their rights and obligations under the company's equal opportunity, anti-discrimination, and anti-harassment policies. It will also apprise them of relevant provisions of the Americans with Disabilities Act.

Diversity Goal: Partnerships with Vendors

We will be seeking partnerships with reputable, high quality diverse vendors and suppliers to provide third-party services necessary to achieve our goals. With all qualifications being equal, we will give preference to engaging locally based certified disadvantaged-owned businesses for support services and supplies.

Plan for Obtaining Liability Insurance

Since Holistic Industries, Inc. ("Holistic") commenced medical marijuana operations as a Massachusetts Registered Marijuana Dispensary ("RMD"), we have consistently maintained adequate liability insurance from a reputable insurer. Upon award of a license to serve adult-use customers, Holistic will continue its existing liability insurance policy in full compliance with all applicable MA law and regulations. Below, please find a copy of Holistic's Certificate of Liability Insurance.

ACORD		HOLIIND-C1		ITERAZAS		
CERTIFICATE OF LIABILITY INSURANCE				DATE (MM/DD/YYYY) 02/08/2019		
THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.						
IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must have ADDITIONAL INSURED provisions or be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).						
PRODUCER Bolton & Company 3475 E. Foothill Blvd., Suite 100 Pasadena, CA 91107		CONTACT NAME: _____ PHONE (A/C, No, Ext): (626) 799-7000 FAX (A/C, No): (626) 441-3233 E-MAIL ADDRESS: propcasualty@boltonco.com				
INSURED Holistic Industries, Inc. 205 E. 42nd Street 20th Floor New York, NY 10017		INSURER(S) AFFORDING COVERAGE		NAIC #		
		INSURER A: First Mercury Insurance Co.		10657		
		INSURER B: Protective Insurance Company		12416		
		INSURER C:				
		INSURER D:				
		INSURER E:				
		INSURER F:				
COVERAGES CERTIFICATE NUMBER: REVISION NUMBER: THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.						
INSR LTR	TYPE OF INSURANCE	ADDL SUBR (NSD, WVD)	POLICY NUMBER	POLICY EFF. (MM/DD/YYYY)	POLICY EXP. (MM/DD/YYYY)	LIMITS
A	☒ COMMERCIAL GENERAL LIABILITY ☐ CLAIMS-MADE ☒ OCCUR GEN'L AGGREGATE LIMIT APPLIES PER: ☒ POLICY ☐ PROJECT ☐ LOC OTHER: _____		CACGL000008194701	02/02/2019	02/02/2020	EACH OCCURRENCE \$ 1,000,000 DAMAGE TO RENTED PREMISES (Ea occurrence) \$ 100,000 MED EXP (Any one person) \$ 5,000 PERSONAL & ADV INJURY \$ 1,000,000 GENERAL AGGREGATE \$ 2,000,000 PRODUCTS - COMPIOP AGG \$ 2,000,000 HNOA \$ 1,000,000
	AUTOMOBILE LIABILITY ANY AUTO OWNED AUTOS ONLY ☐ SCHEDULED AUTOS ☐ HIRED AUTOS ONLY ☐ NON-OWNED AUTOS ONLY ☐					COMBINED SINGLE LIMIT (Ea accident) \$ _____ BODILY INJURY (Per person) \$ _____ BODILY INJURY (Per accident) \$ _____ PROPERTY DAMAGE (Per accident) \$ _____ \$ _____
A	☒ UMBRELLA LIAB ☒ OCCUR ☒ EXCESS LIAB ☐ CLAIMS-MADE DED RETENTION \$ _____		CAEX00000196001	02/02/2019	02/02/2020	EACH OCCURRENCE \$ 5,000,000 AGGREGATE \$ 5,000,000 \$ _____
B	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/EMPLOYEE EXCLUDED? (Mandatory in NH) ☐ Y ☒ N If yes, describe under DESCRIPTION OF OPERATIONS below	N/A	SS230568502	02/02/2019	02/02/2020	PER STATUTE ☐ OTHER ☐ E.L. EACH ACCIDENT \$ 1,000,000 E.L. DISEASE - EA EMPLOYEE \$ 1,000,000 E.L. DISEASE - POLICY LIMIT \$ 1,000,000
DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (ACORD 101, Additional Remarks Schedule, may be attached if more space is required)						
CERTIFICATE HOLDER Proof of Insurance				CANCELLATION SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS. AUTHORIZED REPRESENTATIVE 		

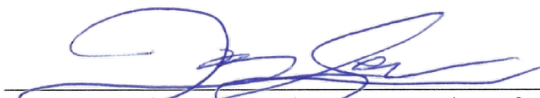
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Host Community Agreement Certification Form

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

Applicant

I, Josh Genderson, (*insert name*) certify as an authorized representative of Holistic Industries, Inc. (*insert name of applicant*) that the applicant has executed a host community agreement with the Town of Monson (*insert name of host community*) pursuant to G.L.c. 94G § 3(d) on 1/15/2019 (*insert date*).


Signature of Authorized Representative of Applicant

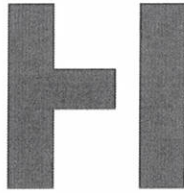
Host Community

I, Evan Brassard, (*insert name*) certify that I am the contracting authority or have been duly authorized by the contracting authority for the Town of Monson (*insert name of host community*) to certify that the applicant and Holistic Industries, Inc. (*insert name of host community*) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on 1/15/2019 (*insert date*).


Signature of Contracting Authority or
Authorized Representative of Host Community

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DEC 09 2019

9:55a

TOWN CLERK, MONSON, MA

Holistic Industries, Inc.
96 Palmer Road
Monson, MA 01057

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for Wednesday, December 23rd at 6pm at the Monson Free Library located at 2 High Street, Monson, MA 01057. The proposed adult use marijuana cultivation & product manufacturing facility is to be located at 96 Palmer Road, Monson, MA 01057. There will be an opportunity for the public to ask questions.



Certificate Of Mailing

This Certificate of Mailing provides evidence that mail has been presented to USPS® for mailing. This form may be used for domestic and international mail.

From: Holistic Industries
175 E 62nd St #5D NY NY 10065

To: 111-72
RJA REALTY HOLDINGS INC
152 BETHANY RD
MONSON, MA 01057-0279

PS Form 3817, April 2007 PSN 7530-02-000-9065



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From: Holistic Industries
175 E 62nd St #5D NY NY 10065

To: 110-1
MAELDUN LLC
5 SQUIER AVE
MONSON, MA 01057-9774

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From: Holistic Industries
175 E 62nd St #5D NY NY 10065

To: 111-69
WALKER DIANA J
3858 VIEWPATH
THE VILLAGES, FL 32163

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From: Holistic Industries
175 E 62nd St #5D NY NY 10065

To: 111-67
GOLF TWO ENTERPRISES INC
P O BOX 220
CHARLTON, MA 01507

PS Form 3817, April 2007 PSN 7530-02-000-9065

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AMOUNT

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R2305K139958-18

Community Outreach Meeting Attestation Form

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

I, David Cohen, (*insert name*) attest as an authorized representative of Holistic Industries (*insert name of applicant*) that the applicant has complied with the requirements of 935 CMR 500 and the guidance for licensed applicants on community outreach, as detailed below.

1. The Community Outreach Meeting was held on December 23, 2019 (*insert date*).
2. A copy of a notice of the time, place, and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was published in a newspaper of general circulation in the city or town on December 12, 2019 (*insert date*), which was at least seven calendar days prior to the meeting. A copy of the newspaper notice is attached as Attachment A (*please clearly label the newspaper notice in the upper right hand corner as Attachment A and upload it as part of this document*).
3. A copy of the meeting notice was also filed on December 9, 2019 (*insert date*) with the city or town clerk, the planning board, the contracting authority for the municipality, and local licensing authority for the adult use of marijuana, if applicable. A copy of the municipal notice is attached as Attachment B (*please clearly label the municipal notice in the upper right-hand corner as Attachment B and upload it as part of this document*).
4. Notice of the time, place and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was mailed on December 6, 2019 (*insert date*), which was at least seven calendar days prior to the community outreach meeting to abutters of the proposed address of the Marijuana Establishment, and residents within 300 feet of the property line of the petitioner as they appear on the most recent applicable tax list, notwithstanding that the land of any such owner is located in another city or town. A copy of one of the notices sent to abutters and parties of interest as described in this section is attached as Attachment C (*please clearly label the municipal notice in the upper right hand corner as Attachment C and upload it as part of this document; please only include a copy of one notice and please black out the name and the address of the addressee*).

5. Information was presented at the community outreach meeting including:
 - a. The type(s) of Marijuana Establishment to be located at the proposed address;
 - b. Information adequate to demonstrate that the location will be maintained securely;
 - c. Steps to be taken by the Marijuana Establishment to prevent diversion to minors;
 - d. A plan by the Marijuana Establishment to positively impact the community; and
 - e. Information adequate to demonstrate that the location will not constitute a nuisance as defined by law.
6. Community members were permitted to ask questions and receive answers from representatives of the Marijuana Establishment.

**Certificate Of Mailing**To pay fee, affix stamps or
meter postage here.This Certificate
This form**HOLISTIC INDUSTRIES, INC.**

mailing

From:

96 PALMER ROAD
MONSON, MA 01057

To:

3G MANAGEMENT LLC
109 RUTH EAGER COURT
PIKESVILLE, MD 21208



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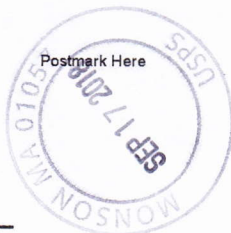
HOLISTIC INDUSTRIES, INC.

From:

96 PALMER ROAD
MONSON, MA 01057

To:

WALKER DIANA J
3858 VIEWPATH
THE VILLAGES, FL 32163



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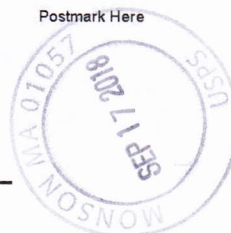
HOLISTIC INDUSTRIES, INC.

From:

96 PALMER ROAD
MONSON, MA 01057

To:

RJA REALTY HOLDINGS INC
152 BETHANY RD
MONSON, MA 01057-0279



PS Form 3817, April 2007 PSN 7530-02-000-9065



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SEP 17, 18
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\$1.40

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SEP 17, 18
AMOUNT

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R2305K133470-07



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MONSON, MA

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SEP 17, 18
AMOUNT

\$1.40

R2305K133470-07

**Certificate Of Mailing**To pay fee, affix stamps or
meter postage here.

This Certificate is for mailing.

From: **HOLISTIC INDUSTRIES, INC.**

- 96 PALMER ROAD
- MONSON, MA 01057

To: **GOLF TWO ENTERPRISES INC**
P O BOX 220
CHARLTON, MA 01507



PS Form 3811, April 2007 PSN 7530-02-000-9065

**Certificate Of Mailing**To pay fee, affix stamps or
meter postage here.

This Certificate is for mailing.

From: **HOLISTIC INDUSTRIES, INC.**

- 96 PALMER ROAD
- MONSON, MA 01057

To: **MAELDUN LLC**
5 SQUIER AVE
MONSON, MA 01057-9774



PS Form 3811, April 2007 PSN 7530-02-000-9065



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SEP 17, 18
AMOUNT
\$1.40
R2305K133470-07



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SEP 17, 18
AMOUNT
\$1.40
R2305K133470-07

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MONSON
109 MAIN ST
MONSON
MA

01057-9800
2447940057

09/17/2018 (800)275-8777 2:53 PM

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Product Description	Sale Qty	Final Price
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CTOM - Individual - Domestic	2	\$2.80
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CTOM - Individual - Domestic	2	\$2.80
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CTOM - Individual - Domestic	1	\$1.40
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CTOM - Individual - Domestic	1	\$0.50
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First-Class Mail Letter

(Domestic)
(MONSON, MA 01057)
(Weight:0 Lb 0.40 Oz)
(Estimated Delivery Date)
(Wednesday 09/19/2018)

First-Class Mail Letter	1	\$0.50
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First-Class Mail Letter

(Domestic)
(THE VILLAGES, FL 32163)
(Weight:0 Lb 0.30 Oz)
(Estimated Delivery Date)
(Thursday 09/20/2018)

First-Class Mail Letter	1	\$0.50
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First-Class Mail Letter

(Domestic)
(MONSON, MA 01057)
(Weight:0 Lb 0.30 Oz)
(Estimated Delivery Date)
(Wednesday 09/19/2018)

First-Class Mail Letter	1	\$0.50
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First-Class Mail Letter

(Domestic)
(CHARLTON, MA 01507)
(Weight:0 Lb 0.30 Oz)
(Estimated Delivery Date)
(Wednesday 09/19/2018)

First-Class Mail Letter	1	\$0.50
-------------------------	---	--------

First-Class Mail Letter

(Domestic)
(PIKESVILLE, MD 21208)
(Weight:0 Lb 0.30 Oz)
(Estimated Delivery Date)
(Thursday 09/20/2018)

Total		\$9.50
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Credit Card Remitd		\$9.50
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(Card Name:MasterCard)
(Account #:XXXXXXXXXX7934)
(Approval #:74478P)
(Transaction #:379)
(AID:A0000000041010 Chip)
(AL:MasterCard)
(PIN:Not Required)

Preview your Mail
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www.informedelivery.com

Card Name: MasterCard
(Account #:XXXXXXXXXX7934)
(Approval #:74478P)
(Transaction #:379)
(AID:A0000000041010 Chip)
(AL:MasterCard)
(PIN:Not Required)

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Thank you for your business

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<https://postalexperience.com/Pos>

840-5010-0033-002-00013-57335-02

or scan this code with
your mobile device:



or call 1-800-410-7420.

YOUR OPINION COUNTS

Bill #: 840-50100033-2-1357335-2
Clerk: 07

Ensuring Zoning Compliance

Given the real-world experience of Holistic Industries, Inc. (“Holistic”) as licensed cannabis business operators in other states, we have a realistic understanding of the disciplined approach necessary to compliantly operate a cutting-edge, customer-focused marijuana business operation in MA. Accordingly, we have secured access to the necessary capital to cover expenses associated with maintaining absolute compliance with all state and local law, rules and regulations. With regards to ensuring continued zoning compliance at each of our facilities, we have conservatively budgeted for in-house and outsourced solutions.

In-House Expertise

To ensure strict compliance with all applicable requirements, including local zoning compliance, we intend to initially rely on both our Compliance Department and in-house counsel to review and analyze our facility’s operational requirements such as state and local permit renewals, changes in zoning requirements and other critical licensing and business authorization matters. Specifically, we will initially rely on our national affiliated Compliance Officer before sourcing a qualified local Compliance Manager from our job fairs, expected to be held in the near future, whose job will be to review all facility activities during construction and operations and ensure regulatory and ongoing zoning compliance. If any violations occur, he/she will cease offending activities, provide a detailed incident report to our CEO and offer remediation measures. Then, the Compliance Manager will oversee the revision of our protocol and any required re-training to ensure absolute compliance moving forward.

Our Compliance Manager will coordinate with each of our facility’s management team to ensure redundant measures are identified and taken to guarantee continuous zoning compliance.

Outsourced Expertise

Holistic has hired local MA legal counsel to advise us on regulatory, operational and zoning compliance related matters as a redundant, but necessary, measure. This law firm, presently Kerbey Harrington Pinkard LLP, will be tasked to review our proposed policies and procedures to ensure absolute compliance with all statutory and regulatory requirements, especially local zoning requirements. Any amendments suggested will be immediately incorporated into our protocol, as overseen by our company’s managers.

Required Local Licensing Requirements

In Monson, Holistic must obtain and comply with a site plan approval (i.e., zoning approval) and applicable building permits from Monson. Holistic must also obtain a certificate of occupancy from Monson prior to opening for business. Holistic has **ALREADY OBTAINED THESE REQUIRED LOCAL LICENSES AT ITS MONSON FACILITY.**

Holistic’s proposed establishment is allowed at the proposed premises as a matter of right and does **NOT** require a special permit. Accordingly, there is no applicable term of a special permit.

**DF
PC****The Commonwealth of Massachusetts****William Francis Galvin**

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

FORM MUST BE TYPED

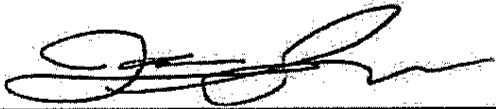
Articles of Correction

FORM MUST BE TYPED

(General Laws Chapter 156D, Section 1.24, 950 CMR 113.12)

- (1) Exact name of corporation: Hollistic Industries, Inc.
- (2) Registered office address: 1900 West Park Drive, Suite 280, Westborough, MA 01581
(number, street, city or town, state, zip code)
- (3) Describe the document to be corrected*: Annual Report, copy attached
- (4) Date the document was filed: October 8, 2019
(month, day, year)
- (5) Specify the typographical error, the incorrect statement and the reason it is incorrect, or the manner in which the execution was defective: Item 5 (corporation's principal office) was incorrect. Item 6 (names and address of
corporation's board of directors and president, treasurer and secretary) was incorrect.
- (6) Correction of the typographical error, incorrect statement or defective execution: _____
Item 5: 1900 West Park Drive, Suite 280, Westborough, MA 01581
Item 6: See attached.

Signed by: _____



(signature of authorized individual)

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

on this 9th day of December, 2019.

* or attach a copy of the document to these articles

MA SOC Filing Number: 201931070500 Date: 10/8/2019 12:33:00 PM



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$100.00

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

Annual Report

(General Laws, Chapter 156D, Section 16.22; 950 CMR 113.57)

Identification Number: 0013772981. Exact name of the corporation: HOLISTIC INDUSTRIES, INC.2. Jurisdiction of Incorporation: State: MA Country:

3,4. Street address of the corporation registered office in the commonwealth and the name of the registered agent at that office:

Name: JOSH GENDERSON
 No. and Street: 1900 WEST PARK DRIVE
SUITE 280

City or Town: WESTBOROUGH State: MA Zip: 01581 Country: USA

5. Street address of the corporation's principal office:

No. and Street: 96 PALMER ROAD
 City or Town: MONSON

State: MA Zip: 01057 Country: USA

6. Provide the name and addresses of the corporation's board of directors and its president, treasurer, secretary, and if different, its chief executive officer and chief financial officer.

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
PRESIDENT	JOSH GENDERSON	24 SCHOOL ST., 5TH FLOOR BOSTON, MA 02108-5113 USA
TREASURER	BARRY BASS	24 SCHOOL ST., 5TH FLOOR BOSTON, MA 02108-5113 USA
SECRETARY	DAVID COHEN	24 SCHOOL ST., 5TH FLOOR BOSTON, MA 02108-5113 USA
DIRECTOR	MICHAEL DON	24 SCHOOL ST., 5TH FLOOR BOSTON, MA 02108-5113 USA
DIRECTOR	JOSH GENDERSON	24 SCHOOL ST., 5TH FLOOR BOSTON, MA 02108-5113 USA
DIRECTOR	JONATHAN GENDERSON	24 SCHOOL ST., 5TH FLOOR BOSTON, MA 02108-5113 USA
DIRECTOR	BENI GOLANI	24 SCHOOL ST., 5TH FLOOR BOSTON, MA 02108-5113 USA
DIRECTOR	RICHARD GENDERSON	24 SCHOOL ST., 5TH FLOOR BOSTON, MA 02108-5113 USA

7. Briefly describe the business of the corporation:

CULTIVATOR AND RETAILER OF CANNABIS

8. Capital stock of each class and series:

Class of Stock	Par Value Per Share Enter 0 if no Par	Total Authorized by Articles of Organization or Amendments		Total Issued and Outstanding
		<i>Num of Shares</i>	<i>Total Par Value</i>	<i>Num of Shares</i>
PNP	\$0.00000	30,000	\$0.00	0
CNP	\$0.00000	250,000	\$0.00	0
PNP	\$0.00000	70,000	\$0.00	0

9. Check here if the stock of the corporation is publicly traded: ☐**10. Report is filed for fiscal year ending:** 12/31/ 2019

Signed by JOSH GENDERSON, its PRESIDENT
on this 8 Day of October, 2019

**Attachment to Articles of Correction
of Holistic Industries, Inc.
Relating to
Annual Report
Filed on October 8, 2019**

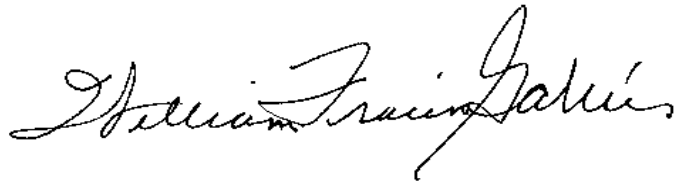
6. Provide the name and addresses of the corporation's board of directors and its president, treasurer, secretary, and if different, its chief executive officer and chief financial officer.

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
PRESIDENT	JOSH GENDERSON	1900 WEST PARK DRIVE, SUITE 280 WESTBOROUGH, MA 01581
TREASURER	BARRY BASS	1900 WEST PARK DRIVE, SUITE 280 WESTBOROUGH, MA 01581
SECRETARY	DAVID COHEN	1900 WEST PARK DRIVE, SUITE 280 WESTBOROUGH, MA 01581
DIRECTOR	JOSH GENDERSON	1900 WEST PARK DRIVE, SUITE 280 WESTBOROUGH, MA 01581
DIRECTOR	BENI GOLANI	1900 WEST PARK DRIVE, SUITE 280 WESTBOROUGH, MA 01581
DIRECTOR	DAVID COHEN	1900 WEST PARK DRIVE, SUITE 280 WESTBOROUGH, MA 01581

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:

December 10, 2019 04:35 PM

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

**DF
PC****The Commonwealth of Massachusetts****William Francis Galvin**

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

FORM MUST BE TYPED

Articles of Correction

FORM MUST BE TYPED

(General Laws Chapter 156D, Section 1.24, 950 CMR 113.12)

- (1) Exact name of corporation: Hollistic Industries, Inc.
- (2) Registered office address: 1900 West Park Drive, Suite 280, Westborough, MA 01581
(number, street, city or town, state, zip code)
- (3) Describe the document to be corrected*: Statement of Change of Supplemental Information, copy attached
- (4) Date the document was filed: May 20, 2019
(month, day, year)
- (5) Specify the typographical error, the incorrect statement and the reason it is incorrect, or the manner in which the execution was defective: Item 3 (Names and street addresses of the directors, president, treasurer, secretary) was
Incorrect.
- (6) Correction of the typographical error, incorrect statement or defective execution: See attached.

Signed by: 

(signature of authorized individual)

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

on this 9th day of December, 2019.

* or attach a copy of the document to these articles

MA SOC Filing Number: 201999243520 Date: 5/20/2019 9:44:00 AM



The Commonwealth of Massachusetts
William Francis Galvin

No Fee

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

Statement of Change of Supplemental Information

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

1. Exact name of the corporation: HOLISTIC INDUSTRIES, INC.

2. Current registered office address:

Name: JOSH GENDERSON

No. and Street: 24 SCHOOL ST., 5TH FLOOR

City or Town: BOSTON

State: MA

Zip: 02108-5113

Country: USA

3. The following supplemental information has changed:

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

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
PRESIDENT	JOSH GENDERSON	24 SCHOOL ST., 5TH FLOOR BOSTON, MA 02108-5113 USA
TREASURER	BARRY BASS	24 SCHOOL ST., 5TH FLOOR BOSTON, MA 02108-5113 USA
SECRETARY	DAVID COHEN	24 SCHOOL ST., 5TH FLOOR BOSTON, MA 02108-5113 USA
DIRECTOR	JOSH GENDERSON	24 SCHOOL ST., 5TH FLOOR BOSTON, MA 02108-5113 USA
DIRECTOR	MICHAEL DON	24 SCHOOL ST., 5TH FLOOR BOSTON, MA 02108-5113 USA
DIRECTOR	BENI GOLANI	24 SCHOOL ST., 5TH FLOOR BOSTON, MA 02108-5113 USA
DIRECTOR	RICHARD GENDERSON	24 SCHOOL ST., 5TH FLOOR BOSTON, MA 02108-5113 USA
DIRECTOR	JONATHAN GENDERSON	24 SCHOOL ST., 5TH FLOOR BOSTON, MA 02108-5113 USA

Fiscal year end:

December

Type of business in which the corporation intends to engage:

CULTIVATOR AND RETAILER OF CANNABIS

X Principal office address:

No. and Street: 96 PALMER ROAD

City or Town: MONSON

State: MA

Zip: 01057

Country: USA

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

No. and Street: 96 PALMER ROAD
City or Town: MONSON State: MA Zip: 01057 Country: USA
which is
☒ its principal office ☐ an office of its transfer agent
☐ an office of its secretary/assistant secretary ☐ its registered office

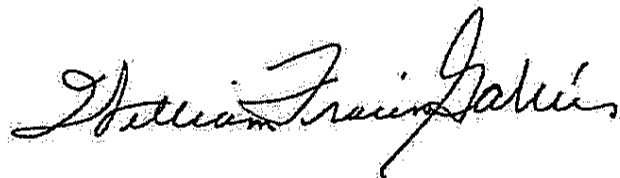
Signed by JOSH GENDERSON, its PRESIDENT
on this 20 Day of May, 2019

MA SOC Filing Number: 201999243520 Date: 5/20/2019 9:44:00 AM

THE COMMONWEALTH OF MASSACHUSETTS

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

May 20, 2019 09:44 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

**Attachment to Articles of Correction
of Holistic Industries, Inc.
Relating to
Statement of Change of Supplemental Information
Filed on May 20, 2019**

3. The following supplemental information has changed:

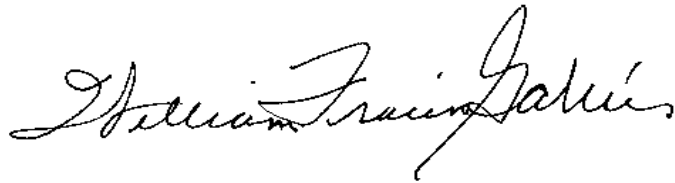
 Names and street addresses of the directors, president, treasurer and secretary

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
PRESIDENT	JOSH GENDERSON	24 SCHOOL ST., 5TH FLOOR BOSTON, MA 02108-5113 USA
TREASURER	BARRY BASS	24 SCHOOL ST., 5TH FLOOR BOSTON, MA 02108-5113 USA
SECRETARY	DAVID COHEN	24 SCHOOL ST., 5TH FLOOR BOSTON, MA 02108-5113 USA
DIRECTOR	JOSH GENDERSON	24 SCHOOL ST., 5TH FLOOR BOSTON, MA 02108-5113 USA
DIRECTOR	BENI GOLANI	24 SCHOOL ST., 5TH FLOOR BOSTON, MA 02108-5113 USA
DIRECTOR	DAVID COHEN	24 SCHOOL ST., 5TH FLOOR BOSTON, MA 02108-5113 USA

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:

December 10, 2019 03:00 PM

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive style with a large, stylized 'G' at the end.

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$35.00

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

Special Filing Instructions

Please file on an expedited basis
(as quickly as possible)

Articles of Organization

(General Laws, Chapter 180)

Identification Number: 001176982

ARTICLE I

The exact name of the corporation is:

HOLISTIC INDUSTRIES, INC.

ARTICLE II

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

THIS CORPORATION IS ORGANIZED FOR ANY CIVIC, EDUCATIONAL, CHARITABLE, BENEVOLENT OR RELIGIOUS PURPOSE, FOR THE PROSECUTION OF ANY ANTIQUARIAN, HISTORICAL, LITERARY, SCIENTIFIC, MEDICAL, CHIROPRACTIC, ARTISTIC, MONUMENTAL OR MUSICAL PURPOSE, AND FOR ANY OTHER LAWFUL PURPOSE PURSUANT TO M.G.L. CHAPTER 180 SECTION 4.

ARTICLE III

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

ARTICLE IV

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

(If there are no provisions state "NONE")

NONE

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

ARTICLE V

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

ARTICLE VI

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

date of filing.

ARTICLE VII

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

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

No. and Street: C/O GARY FIALKY
33 STATE STREET
City or Town: SPRINGFIELD State: MA Zip: 01103 Country: USA

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

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code	Expiration of Term
PRESIDENT	JONATHAN GENDERSON	300 MASSACHUSETTS AVE. NE WASHINGTON, DC 20002 USA 300 MASSACHUSETTS AVE. NE WASHINGTON, DC 20002 USA	Two years
TREASURER	RICHARD GENDERSON	300 MASSACHUSETTS AVE. NE WASHINGTON, DC 20002 USA 300 MASSACHUSETTS AVE. NE WASHINGTON, DC 20002 USA	Two years
CLERK	JOSH GENDERSON	300 MASSACHUSETTS AVE. NE WASHINGTON, DC 20002 USA 300 MASSACHUSETTS AVE. NE WASHINGTON, DC 20002 USA	Two years
DIRECTOR	JOSH GENDERSON	300 MASSACHUSETTS AVE. NE WASHINGTON, DC 20002 USA 300 MASSACHUSETTS AVE. NE WASHINGTON, DC 20002 USA	Two years
DIRECTOR	RICHARD GENDERSON	300 MASSACHUSETTS AVE. NE WASHINGTON, DC 20002 USA 300 MASSACHUSETTS AVE. NE WASHINGTON, DC 20002 USA	Two years
DIRECTOR	JONATHAN GENDERSON	300 MASSACHUSETTS AVE. NE WASHINGTON, DC 20002 USA 300 MASSACHUSETTS AVE. NE WASHINGTON, DC 20002 USA	Two years

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

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

Name: GARY FIALKY
No. and Street: 33 STATE STREET
City or Town: SPRINGFIELD State: MA Zip: 01103 Country: USA

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

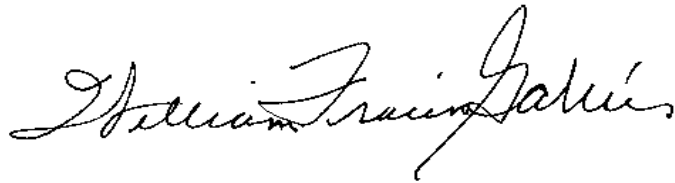
IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address (es) beneath each signature do hereby associate with the intention of forming this business entity under the provisions of General Law, Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this 10 Day of June, 2015. (If an existing corporation is acting as incorporator, type in the exact name of the business entity, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said business entity and the title he/she holds or other authority by which such action is taken.)

JONATHAN GENDERSON 300 MASSACHUSETTS AVE NE WASHINGTON, DC 20002

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:

June 10, 2015 02:54 PM

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

D

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

FORM MUST BE TYPED

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

FORM MUST

Holistic Industries, Inc., which has submitted the
Articles of Entity Conversion, is licensed and approved to
engage in the purposes stated on said document.

Stacy Collins
Stacy Collins
Executive Director
Cannabis Control Commission

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

ARTICLE I

The exact name of the corporation upon conversion is:

Holistic Industries, Inc.

ARTICLE II

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

The general character of the business of the corporation shall be the cultivation, manufacturing, transportation and distribution of marijuana and marijuana products, to the extent permitted and in accordance with Massachusetts law, and any other business in which a corporation formed pursuant to G.L. Chapter 156D is authorized to engage.

D

The Commonwealth of Massachusetts

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

FORM MUST BE TYPED

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

FORM MUST BE TYPED

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

ARTICLE I

The exact name of the corporation upon conversion is:

Holistic Industries, Inc.

ARTICLE II

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

The general character of the business of the corporation shall be the cultivation, manufacturing, transportation and distribution of marijuana and marijuana products, to the extent permitted and in accordance with Massachusetts law, and any other business in which a corporation formed pursuant to G.L. Chapter 156D is authorized to engage.

ARTICLE III

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

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common	250,000			
Preferred	100,000			

ARTICLE IV

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

See Continuation Sheet IV

ARTICLE V

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

None

ARTICLE VI

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

See Continuation Sheet VI

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

HOLISTIC INDUSTRIES, INC.

HOLISTIC INDUSTRIES, INC.

ARTICLES OF ORGANIZATION

CONTINUATION SHEET IV

ARTICLE IV. Preferences, Limitations and Relative Rights of Preferred Stock:

1. The Preferred Stock may consist of one or more series. The Board of Directors may, from time to time, establish and designate the different series and designate variations in the relative rights and preferences between the different series as provided below, but in all other respects all shares of the Preferred Stock shall be identical. In the event that, at any time, the Board of Directors shall have established and designated one or more series of Preferred Stock consisting of a number of shares less than all of the authorized number of shares of Preferred Stock, the remaining authorized shares of Preferred Stock shall be deemed to be shares of an undesignated series of Preferred Stock until designated by the Board of Directors as being a part of a series previously established or a new series then being established by the Board of Directors.

2. Subject to the provisions hereof, the Board of Directors is authorized to establish one or more series of Preferred Stock and, to the extent now or hereafter permitted by the laws of the Commonwealth of Massachusetts, to fix and determine the preferences, voting powers, qualifications and special or relative rights or privileges of each series including, but not limited to:

a. the number of shares to constitute such series and the distinguishing designation thereof;

b. the dividend rate on the shares of such series and the preferences, if any, and the special and relative rights of such shares of such series as to dividends;

c. whether or not the shares of such series shall be redeemable, and, if redeemable, the price, terms and manner of redemption;

d. the preferences, if any, and the special and relative rights of the shares of such series upon liquidation of the Corporation;

e. whether or not the shares of such series shall be subject to the operation of a sinking or purchase fund and, if so, the terms and provisions of such fund

f. whether or not the shares of such series shall be convertible into shares of any other class or of any other series of the same or any other class of stock of the Corporation and, if so, the conversion price or ratio and other conversion rights;

HOLISTIC INDUSTRIES, INC.

g. the conditions under which the shares of such series shall have separate voting rights or no voting rights; and

h. such other designations, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions of such series to the full extent now or hereafter permitted by the laws of the Commonwealth of Massachusetts.

3. Notwithstanding the fixing of the number of shares constituting a particular series, the Board of Directors may at any time authorize the issuance of additional shares of the same series.

HOLISTIC INDUSTRIES, INC.

ARTICLES OF ORGANIZATION

CONTINUATION SHEET VI

ARTICLE VI. Other lawful provisions:

1. Authority of Directors to Create New Classes and Series of Shares. The board of directors, acting without the shareholders, may (a) reclassify any unissued shares of any authorized class or series into one or more existing or new classes or series, and (b) create one or more new classes or series of shares, specifying the number of shares to be included therein, the distinguishing designation thereof and the preferences, limitations and relative rights applicable thereto, provided that the board of directors may not approve an aggregate number of authorized shares of all classes and series which exceeds the total number of authorized shares specified in the articles of organization approved by the shareholders.

2. Minimum Number of Directors. The board of directors may consist of one or more individuals, notwithstanding the number of shareholders.

3. Personal Liability of Directors to Corporation. No director shall have personal liability to the corporation or its shareholders for monetary damages for breach of his or her fiduciary duty as a director notwithstanding any provision of law imposing such liability, provided that this provision shall not eliminate or limit the liability of a director (a) for any breach of the director's duty of loyalty to the corporation or its shareholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) for improper distributions under Section 6.40 of Chapter 156D of the General Laws of Massachusetts, or (d) for any transaction from which the director derived an improper personal benefit. No amendment or repeal of this paragraph shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to the date of such amendment or repeal.

4. Shareholder Vote Required to Approve Matters Acted on by Shareholders. The affirmative vote of the holders of a majority of all the shares in a voting group eligible to vote on a matter shall be sufficient for the approval of the matter, notwithstanding any greater vote on the matter otherwise required by any provision of Chapter 156D of the General Laws of Massachusetts.

5. Shareholder Action Without a Meeting by Less Than Unanimous Consent. Action required or permitted by Chapter 156D of the General Laws of Massachusetts to be taken at a shareholders' meeting may be taken without a meeting by shareholders having not less than the minimum number of votes necessary to take the action at a meeting at which all shareholders entitled to vote on the action are present and voting.

HOLISTIC INDUSTRIES, INC.

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

7. Indemnification of Directors and Officers. The following indemnification provisions shall apply to the persons enumerated below.

(a) Right to Indemnification of Directors and Officers. The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (an “**Indemnified Person**”) who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a “**Proceeding**”), by reason of the fact that such person, or a person for whom such person is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, limited liability company, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys’ fees) reasonably incurred by such Indemnified Person in such Proceeding. Notwithstanding the preceding sentence, except as otherwise provided in subsection (c) of this Section 7(a), the Corporation shall be required to indemnify an Indemnified Person in connection with a Proceeding (or part thereof) commenced by such Indemnified Person only if the commencement of such Proceeding (or part thereof) by the Indemnified Person was authorized in advance by the board of directors, or an authorized committee of the board of directors.

(b) Prepayment of Expenses of Directors and Officers. To the extent permitted by law, the Corporation shall pay the expenses (including attorneys’ fees) incurred by an Indemnified Person in defending any Proceeding in advance of its final disposition, provided, however that, to the extent required by law, such payment of expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the Indemnified Person to repay all amounts advanced if it should be ultimately determined that the Indemnified Person is not entitled to be indemnified under this Section 7 or otherwise.

(c) Claims by Directors and Officers. If a claim for indemnification or advancement of expenses under this Section 7 is not paid in full within 30 days after a written claim therefor by the Indemnified Person has been received by the Corporation, the Indemnified Person may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action the Corporation shall have the burden of proving that the Indemnified Person is not entitled to the requested indemnification or advancement of expenses under applicable law.

HOLISTIC INDUSTRIES, INC.

(d) Indemnification of Employees and Agents. The Corporation may indemnify and advance expenses to any person who was or is made or is threatened to be made or is otherwise involved in any Proceeding by reason of the fact that such person, or a person for whom such person is the legal representative, is or was an employee or agent of the Corporation or, while an employee or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, limited liability company, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such person in connection with such Proceeding. The ultimate determination of entitlement to indemnification of persons who are non-director or officer employees or agents shall be made in such manner as is determined by the board of directors, or an authorized committee of the board of directors, in its sole discretion. Notwithstanding the foregoing sentence, the Corporation shall not be required to indemnify a person in connection with a Proceeding initiated by such person if the Proceeding was not authorized in advance by the board of directors, or an authorized committee of the board of directors.

(e) Advancement of Expenses of Employees and Agents. The Corporation may pay the expenses (including attorneys' fees) incurred by an employee or agent in defending any Proceeding in advance of its final disposition on such terms and conditions as may be determined by the board of directors, or an authorized committee of the board of directors.

(f) Non-Exclusivity of Rights. The rights conferred on any person by this Section 7 shall not be exclusive of any other rights which such person may have or hereafter acquire under any common law, statute, provision of these Articles of Organization, by-laws, agreement, vote of stockholders or disinterested directors or otherwise.

(g) Other Indemnification. The Corporation's obligation, if any, to indemnify any person who was or is serving at its request as a director, officer or employee of another corporation, partnership, limited liability company, joint venture, trust, organization or other enterprise shall be reduced by any amount such person may collect as indemnification from such other corporation, partnership, limited liability company, joint venture, trust, organization or other enterprise.

(h) Insurance. The board of directors may, to the full extent permitted by applicable law as it presently exists, or may hereafter be amended from time to time, authorize the Corporation to purchase and maintain at the Corporation's expense insurance: (i) to indemnify the Corporation for any obligation which it incurs as a result of the indemnification of directors, officers and employees under the provisions of this Section 7; and (ii) to indemnify or insure directors, officers and employees against liability in instances in which they may not otherwise be indemnified by the corporation under the provisions of this Section 7.

ARTICLE VII

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

ARTICLE VIII

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

- a. The street address of the initial registered office of the corporation in the commonwealth:
24 School Street, 5th Floor, Boston, MA 02108-5113
- b. The name of its initial registered agent at its registered office:
Josh Genderson
- c. The names and addresses of the individuals who will serve as the initial directors, president, treasurer and secretary of the corporation (an address need not be specified if the business address of the officer or director is the same as the principal office location):

President: Josh Genderson

Treasurer: Barry Bass

Secretary: David Cohen

Director(s): Michael Don Bení Golani Jonathan Genderson
Josh Genderson Richard Genderson

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

- d. The fiscal year end of the corporation:
December 31
- e. A brief description of the type of business in which the corporation intends to engage:
Cultivate and dispense cannabis as permitted by Massachusetts law
- f. The street address of the principal office of the corporation:
24 School Street, 5th Floor, Boston, MA 02108-5113
- g. The street address where the records of the corporation required to be kept in the commonwealth are located is:

24 School Street, 5th Floor, Boston, MA 02108-5113, which is
(number, street, city or town, state, zip code)

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

Signed by:  _____
(signature of authorized individual)

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

on this 25th day of February, 2019

COMMONWEALTH OF MASSACHUSETTS

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

**Articles of Entity Conversion of a
Domestic Other Entity
to a Domestic Business Corporation**
(General Laws Chapter 156D, Section 9.53; 950 CMR 113.30)

I hereby certify that upon examination of these articles of conversion, duly submitted to me, it appears that the provisions of the General Laws relative thereto have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$_____ having been paid, said articles are deemed to have been filed with me this _____ day of _____, 20_____, at _____ a.m./p.m.
time

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

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

Examiner

Filing fee: Minimum \$200

Name approval

TO BE FILLED IN BY CORPORATION

Contact Information:

C

Gary C. Bubb, Esq.

M

Ruberto, Israel & Weiner, P.C.

255 State Street, 7th Floor, Boston, MA 02109

Telephone: 617-742-4200

Email: gcb@riw.com

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

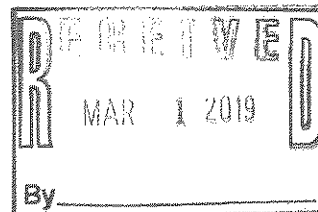


Gary C. Bubb
Ext. 238
E-mail: gcb@riw.com

February 28, 2019

VIA FEDERAL EXPRESS

Cannabis Control Commission
Medical Use of Marijuana Program
Non-Profit Conversion
99 Chauncy Street, 11th Floor
Boston, MA 02111



Re: Holistic Industries, Inc., Articles of Entity Conversion

Dear Sir or Madam,

I have enclosed Articles of Entity Conversion for Holistic Industries, Inc.

Please certify that Holistic Industries, Inc. has an application pending before the Cannabis Control Commission, and return the certified Articles to my attention at:

Ruberto, Israel & Weiner, P.C.
255 State Street, 7th Floor
Boston, MA 02109
Attn: Gary C. Bubb, Esq.

Thank you for your assistance.

Sincerely

Gary C. Bubb

BYLAWS
of
HOLISTIC INDUSTRIES, INC.
A Massachusetts Corporation

Adopted: _____, 2019

BYLAWS
OF
HOLISTIC INDUSTRIES, INC.

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ARTICLE I

SHAREHOLDERS

Section 1. Annual Meeting. The Corporation shall hold an annual meeting of shareholders at a time fixed by the Directors. The purposes for which the annual meeting is to be held, in addition to those prescribed by the Articles of Organization, shall be for electing directors and for such other purposes as shall be specified in the notice for the meeting, and only business within such purposes may be conducted at the meeting. In the event an annual meeting is not held at the time fixed in accordance with these Bylaws or the time for an annual meeting is not fixed in accordance with these Bylaws to be held within 13 months after the last annual meeting was held, the Corporation may designate a special meeting held thereafter as a special meeting in lieu of the annual meeting, and the meeting shall have all of the effect of an annual meeting.

Section 2. Special Meetings. Special meetings of the shareholders may be called by the President or by the Directors, and shall be called by the Secretary, or in case of the death, absence, incapacity or refusal of the Secretary, by another officer, if the holders of at least 10 percent, or such lesser percentage as the Articles of Organization permit, of all the votes entitled to be cast on any issue to be considered at the proposed special meeting sign, date, and deliver to the Secretary one or more written demands for the meeting describing the purpose for which it is to be held. Only business within the purpose or purposes described in the meeting notice may be conducted at a special shareholders' meeting.

Section 3. Place of Meetings. All meetings of shareholders shall be held at the principal office of the Corporation unless a different place is specified in the notice of the meeting or the meeting is held solely by means of remote communication in accordance with Section 11 of this Article.

Section 4. Requirement of Notice. A written notice of the date, time, and place of each annual and special shareholders' meeting describing the purposes of the meeting shall be given to shareholders entitled to vote at the meeting (and, to the extent required by law or the Articles of Organization, to shareholders not entitled to vote at the meeting) no fewer than seven nor more than 60 days before the meeting date. If an annual or special meeting of shareholders is adjourned to a different date, time or place, notice need not be given of the new date, time or place if the new date, time or place, if any, is announced at the meeting before adjournment. If a new record date for the adjourned meeting is fixed, however, notice of the adjourned meeting shall be given under this Section to persons who are shareholders as of the new record date. All notices to shareholders shall conform to the requirements of Article III.

Section 5. Waiver of Notice. A shareholder may waive any notice required by law, the Articles of Organization, or these Bylaws before or after the date and time stated in the notice. The waiver shall be in writing, be signed by the shareholder entitled to the notice, and be delivered to the Corporation for inclusion with the records of the meeting. A shareholder's

attendance at a meeting: (a) waives objection to lack of notice or defective notice of the meeting, unless the shareholder at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and (b) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the shareholder objects to considering the matter when it is presented.

Section 6. Quorum.

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

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

Section 7. Voting and Proxies. Unless the Articles of Organization provide otherwise, each outstanding share, regardless of class, is entitled to one vote on each matter voted on at a shareholders’ meeting. A shareholder may vote his or her shares in person or may appoint a proxy to vote or otherwise act for him or her by signing an appointment form, either personally or by his or her attorney-in-fact. An appointment of a proxy is effective when received by the Secretary or other officer or agent authorized to tabulate votes. Unless otherwise provided in the appointment form, an appointment is valid for a period of 11 months from the date the shareholder signed the form or, if it is undated, from the date of its receipt by the officer or agent. An appointment of a proxy is revocable by the shareholder unless the appointment form conspicuously states that it is irrevocable and the appointment is coupled with an interest, as defined in the MBCA. An appointment made irrevocable is revoked when the interest with which it is coupled is extinguished. The death or incapacity of the shareholder appointing a proxy shall not affect the right of the Corporation to accept the proxy’s authority unless notice of the death or incapacity is received by the Secretary or other officer or agent authorized to tabulate votes before the proxy exercises his or her authority under the appointment. A transferee for value of shares subject to an irrevocable appointment may revoke the appointment if he or she did not know of its existence when he or she acquired the shares and the existence of the irrevocable appointment was not noted conspicuously on the certificate representing the shares or on the information statement for shares without certificates. Subject to the provisions of Section 7.24 of the MBCA and to any express limitation on the proxy’s authority appearing on the face of the appointment form, the Corporation is entitled to accept the proxy’s vote or other action as that of the shareholder making the appointment.

Section 8. Action at Meeting. If a quorum of a voting group exists, favorable action on a matter, other than the election of Directors, is taken by a voting group if the votes cast within the group favoring the action exceed the votes cast opposing the action, unless a greater number of affirmative votes is required by law, the Articles of Organization, these Bylaws, any agreement amongst the shareholders or a resolution of the Board of Directors requiring receipt of a greater affirmative vote of the shareholders, including more separate voting groups. Directors are elected by a plurality of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present. No ballot shall be required for such election unless requested by a shareholder present or represented at the meeting and entitled to vote in the election.

Section 9. Action without Meeting by Written Consent.

(a) Action taken at a shareholders' meeting may be taken without a meeting if the action is taken either: (1) by all shareholders entitled to vote on the action; or (2) to the extent permitted by the Articles of Organization, by shareholders having not less than the minimum number of votes necessary to take the action at a meeting at which all shareholders entitled to vote on the action are present and voting. The action shall be evidenced by one or more written consents that describe the action taken, are signed by shareholders having the requisite votes, bear the date of the signatures of such shareholders, and are delivered to the Corporation for inclusion with the records of meetings within 60 days of the earliest dated consent delivered to the Corporation as required by this Section. A consent signed under this Section has the effect of a vote at a meeting.

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

Section 10. Record Date. The Directors may fix the record date in order to determine the shareholders entitled to notice of a shareholders' meeting, to demand a special meeting, to vote, or to take any other action. If a record date for a specific action is not fixed by the Board of Directors, and is not supplied by law, the record date shall be the close of business either on the day before the first notice is sent to shareholders, or, if no notice is sent, on the day before the meeting or, in the case of action without a meeting by written consent, the date the first shareholder signs the consent. A record date fixed under this Section may not be more than 70 days before the meeting or action requiring a determination of shareholders. A determination of shareholders entitled to notice of or to vote at a shareholders' meeting is effective for any adjournment of the meeting unless the Board of Directors fixes a new record date, which it shall do if the meeting is adjourned to a date more than 120 days after the date fixed for the original meeting.

Section 11. Meetings by Remote Communications. Unless otherwise provided in the Articles of Organization, if authorized by the Directors: any annual or special meeting of shareholders need not be held at any place but may instead be held solely by means of remote communication; and subject to such guidelines and procedures as the Board of Directors may adopt, shareholders and proxyholders not physically present at a meeting of shareholders may, by means of remote communications: (a) participate in a meeting of shareholders; and (b) be deemed present in person and vote at a meeting of shareholders whether such meeting is to be held at a designated place or solely by means of remote communication, provided that: (1) the Corporation shall implement reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a shareholder or proxyholder; (2) the Corporation shall implement reasonable measures to provide such shareholders and proxyholders a reasonable opportunity to participate in the meeting and to vote on matters submitted to the shareholders, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings; and (3) if any shareholder or proxyholder votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by the Corporation.

Section 12. Form of Shareholder Action.

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

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

Section 13. Shareholders List for Meeting.

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

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

(c) A shareholder, his or her agent, or attorney is entitled on written demand to inspect and, subject to the requirements of Section 2(c) of Article VI of these Bylaws, to copy the list, during regular business hours and at his or her expense, during the period it is available for inspection.

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

ARTICLE II

DIRECTORS

Section 1. Powers. All corporate power shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, its Board of Directors.

Section 2. Number and Election. The Board of Directors shall consist of one or more individuals, with the number fixed by the shareholders at the annual meeting or by the Board of Directors, but, unless otherwise provided in the Articles of Organization, if the Corporation has more than one shareholder, the number of Directors shall not be less than three, except that whenever there shall be only two shareholders, the number of Directors shall not be less than two. Except as otherwise provided in these Bylaws or the Articles of Organization, the Directors shall be elected by the shareholders at the annual meeting.

Section 3. Vacancies. If a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of Directors: (a) the shareholders may fill the vacancy; (b) the Board of Directors may fill the vacancy; or (c) if the Directors remaining in office constitute fewer than a quorum of the Board, they may fill the vacancy by the affirmative vote of a majority of all the Directors remaining in office. A vacancy that will occur at a specific later date may be filled before the vacancy occurs but the new Director may not take office until the vacancy occurs. If the vacant office was held by a Director elected by a voting group of shareholders, only the holders of shares of that voting group or the Directors elected by that voting group are entitled to vote to fill the vacancy.

Section 4. Change in Size of the Board of Directors. The number of Directors may be fixed or changed from time to time by the shareholders or the Board of Directors, and the Board of Directors may increase or decrease the number of Directors last approved by the shareholders.

Section 5. Tenure. The terms of all Directors shall expire at the next annual shareholders' meeting following their election. A decrease in the number of Directors does not shorten an incumbent Director's term. The term of a Director elected to fill a vacancy shall expire at the next shareholders' meeting at which Directors are elected. Despite the expiration of a Director's term, he or she shall continue to serve until his or her successor is elected and qualified or until there is a decrease in the number of Directors.

Section 6. Resignation. A Director may resign at any time by delivering written notice of resignation to the Board of Directors, its chairman, or to the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

Section 7. Removal. The shareholders may remove one or more Directors with or without cause but if a Director is elected by a voting group of shareholders, only the shareholders of that voting group may participate in the vote to remove him or her. A Director may be removed for cause by the Directors by vote of a majority of the Directors then in office but, if a Director is elected by a voting group of shareholders, only the Directors elected by that voting group may participate in the vote to remove him or her. A Director may be removed by the shareholders or the Directors only at a meeting called for the purpose of removing him or her, and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the Director.

Section 8. Regular Meetings. Regular meetings of the Board of Directors may be held at such times and places as shall from time to time be fixed by the Board of Directors without notice of the date, time, place or purpose of the meeting provided that notice of the first regular meeting following any such determination shall be given to absent Directors.

Section 9. Special Meetings. Special meetings of the Board of Directors may be called by the President, by the Secretary, by any two Directors, or by one Director in the event that there is only one Director.

Section 10. Notice. Special meetings of the Board must be preceded by at least two days' notice of the date, time and place of the meeting. The notice need not describe the purpose of the special meeting. All notices to directors shall conform to the requirements of Article III.

Section 11. Waiver of Notice. A Director may waive any notice before or after the date and time of the meeting. The waiver shall be in writing, signed by the Director entitled to the notice, or in the form of an electronic transmission by the Director to the Corporation, and filed with the minutes or corporate records. A Director's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless the Director at the beginning of the meeting, or promptly upon his or her arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 12. Quorum. A quorum of the Board of Directors consists of a majority of the Directors then in office, provided always that any number of Directors (whether one or more and whether or not constituting a quorum) constituting a majority of Directors present at any meeting or at any adjourned meeting may make any reasonable adjournment thereof.

Section 13. Action at Meeting. If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present is the act of the Board of Directors. A Director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is considered to have assented to the action taken unless: (a) he or she objects at the beginning of the meeting, or promptly upon his or her arrival, to holding it or transacting business at the meeting; (b) his or her dissent or abstention from the action taken is entered in the minutes of the meeting; or (c) he or she delivers written notice of his or her dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

Section 14. Action Without Meeting. Any action required or permitted to be taken by the Directors may be taken without a meeting if the action is taken by the unanimous consent of the members of the Board of Directors. The action must be evidenced by one or more consents describing the action taken, in writing, signed by each Director, or delivered to the Corporation by electronic transmission, to the address specified by the Corporation for the purpose or, if no address has been specified, to the principal office of the Corporation, addressed to the Secretary or other officer or agent having custody of the records of proceedings of Directors, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section is effective when the last Director signs or delivers the consent, unless the consent specifies a different effective date. A consent signed or delivered under this Section has the effect of a meeting vote and may be described as such in any document.

Section 15. Meetings by Remote Communications. The Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is considered to be present in person at the meeting.

Section 16. Committees. The Board of Directors may create one or more committees and appoint members of the Board of Directors to serve on them. Each committee may have one or more members, who serve at the pleasure of the Board of Directors. The creation of a committee and appointment of members to it must be approved by a majority of all the Directors in office when the action is taken. Article III and Sections 10 through 15 of this Article shall apply to committees and their members. To the extent specified by the Board of Directors, each committee may exercise the authority of the Board of Directors. A committee may not, however: (a) authorize distributions; (b) approve or propose to shareholders action that the MBCA requires be approved by shareholders; (c) change the number of the Board of Directors, remove Directors from office or fill vacancies on the Board of Directors; (d) amend the Articles of Organization; (e) adopt, amend or repeal Bylaws; or (f) authorize or approve reacquisition of shares, except according to a formula or method prescribed by the Board of Directors. The creation of, delegation of authority to, or action by a committee does not alone constitute compliance by a Director with the standards of conduct described in Section 18 of this Article.

Section 17. Compensation. The Board of Directors may fix the compensation of Directors.

Section 18. Standard of Conduct for Directors.

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

(b) In discharging his or her duties, a Director who does not have knowledge that makes reliance unwarranted is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by: (1) one or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent with respect to the information, opinions, reports or statements presented; (2) legal counsel, public accountants, or other persons retained by the Corporation, as to matters involving skills or expertise the Director reasonably believes are matters (i) within the particular person's professional or expert competence or (ii) as to which the particular person merits confidence; or (3) a committee of the Board of Directors of which the Director is not a member if the Director reasonably believes the committee merits confidence.

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

Section 19. Conflict of Interest.

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

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

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

(3) the transaction was fair to the Corporation.

(b) For purposes of this Section, and without limiting the interests that may create conflict of interest transactions, a Director of the Corporation has an indirect interest in a transaction if: (1) another entity in which he or she has a material financial interest or in which he or she is a general partner is a party to the transaction; or (2) another entity of which he or she

is a director, officer, or trustee or in which he or she holds another position is a party to the transaction and the transaction is or should be considered by the Board of Directors of the Corporation.

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

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

Section 20. Loans to Directors. The Corporation may not lend money to, or guarantee the obligation of a Director of, the Corporation unless: (a) the specific loan or guarantee is approved by a majority of the votes represented by the outstanding voting shares of all classes, voting as a single voting group, except the votes of shares owned by or voted under the control of the benefited Director; or (b) the Corporation's Board of Directors determines that the loan or guarantee benefits the Corporation and either approves the specific loan or guarantee or a general plan authorizing loans and guarantees. The fact that a loan or guarantee is made in violation of this Section shall not affect the borrower's liability on the loan.

ARTICLE III

MANNER OF NOTICE

All notices hereunder shall conform to the following requirements:

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

(b) Notice may be communicated in person; by telephone, voice mail, telegraph, teletype, or other electronic means; by mail; by electronic transmission; or by messenger or

delivery service. If these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published; or by radio, television, or other form of public broadcast communication.

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

(d) Written notice by electronic transmission, if in comprehensible form, is effective: (1) if by facsimile telecommunication, when directed to a number furnished by the shareholder for the purpose; (2) if by electronic mail, when directed to an electronic mail address furnished by the shareholder for the purpose; (3) if by a posting on an electronic network together with separate notice to the shareholder of such specific posting, directed to an electronic mail address furnished by the shareholder for the purpose, upon the later of (i) such posting and (ii) the giving of such separate notice; and (4) if by any other form of electronic transmission, when directed to the shareholder in such manner as the shareholder shall have specified to the Corporation. An affidavit of the Secretary or an Assistant Secretary of the Corporation, the transfer agent or other agent of the Corporation that the notice has been given by a form of electronic transmission shall, in the absence of fraud, be prima facie evidence of the facts stated therein.

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

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

ARTICLE IV

OFFICERS

Section 1. Enumeration. The Corporation shall have a President, a Treasurer, a Secretary and such other officers as may be appointed by the Board of Directors from time to time in accordance with these Bylaws. The Corporation may also have such agents, if any, as the Board of Directors from time to time may in its discretion appoint. The Board of Directors may appoint one of its members to the office of Chairman of the Board and from time to time define the powers and duties of that office notwithstanding any other provisions of these Bylaws.

Section 2. Appointment. The officers shall be appointed by the Board of Directors. A duly appointed officer may appoint one or more officers or assistant officers if authorized by the Board of Directors. Each officer has the authority and shall perform the duties set forth in these

Bylaws or, to the extent consistent with these Bylaws, the duties prescribed by the Board of Directors or by direction of an officer authorized by the Board of Directors to prescribe the duties of other officers.

Section 3. Qualification. The same individual may simultaneously hold more than one office in the Corporation.

Section 4. Tenure. Officers shall hold office until the first meeting of the Directors following the next annual meeting of shareholders after their appointment and until their respective successors are duly appointed, unless a shorter or longer term is specified in the vote appointing them.

Section 5. Resignation. An officer may resign at any time by delivering notice of the resignation to the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Corporation accepts the future effective date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor shall not take office until the effective date. An officer's resignation shall not affect the Corporation's contract rights, if any, with the officer.

Section 6. Removal. The Board of Directors may remove any officer at any time with or without cause. The appointment of an officer shall not itself create contract rights. An officer's removal shall not affect the officer's contract rights, if any, with the Corporation.

Section 7. President. The President when present shall preside at all meetings of the shareholders and, if there is no Chairman of the Board of Directors, of the Directors. He or she shall be the chief executive officer of the Corporation except as the Board of Directors may otherwise provide. The President shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

Section 8. Treasurer. The Treasurer shall, subject to the direction of the Directors, have general charge of the financial affairs of the Corporation and shall cause to be kept accurate books of accounts. He or she shall have custody of all funds, securities, and valuable documents of the Corporation, except as the Directors may otherwise provide. The Treasurer shall perform such duties and have such powers additional to the foregoing as the Directors may designate.

Section 9. Secretary. The Secretary shall have responsibility for preparing minutes of the Directors' and shareholders' meetings and for authenticating records of the Corporation. The Secretary shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

Section 10. Standards of Conduct for Officers. An officer shall discharge his or her duties: (a) in good faith; (b) with the care that a person in a like position would reasonably exercise under similar circumstances; and (c) in a manner the officer reasonably believes to be in the best interests of the Corporation. In discharging his or her duties, an officer, who does not have knowledge that makes reliance unwarranted, is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by: (1) one or more officers or employees of the Corporation whom the officer

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

ARTICLE V

PROVISIONS RELATING TO SHARES

Section 1. Issuance and Consideration. The Board of Directors may issue the number of shares of each class or series authorized by the Articles of Organization. The Board of Directors may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, contracts for services to be performed, or other securities of the Corporation. Before the Corporation issues shares, the Board of Directors shall determine that the consideration received or to be received for shares to be issued is adequate. The Board of Directors shall determine the terms upon which the rights, options, or warrants for the purchase of shares or other securities of the Corporation are issued and the terms, including the consideration, for which the shares or other securities are to be issued.

Section 2. Share Certificates. If shares are represented by certificates, at a minimum each share certificate shall state on its face: (a) the name of the Corporation and that it is organized under the laws of The Commonwealth of Massachusetts; (b) the name of the person to whom issued; and (c) the number and class of shares and the designation of the series, if any, the certificate represents. If different classes of shares or different series within a class are authorized, then the variations in rights, preferences and limitations applicable to each class and series, and the authority of the Board of Directors to determine variations for any future class or series, must be summarized on the front or back of each certificate. Alternatively, each certificate may state conspicuously on its front or back that the Corporation will furnish the shareholder this information on request in writing and without charge. Each share certificate shall be signed, either manually or in facsimile, by the President or a Vice President and by the Treasurer or an Assistant Treasurer, or any two officers designated by the Board of Directors, and shall bear the corporate seal or its facsimile. If the person who signed, either manually or in facsimile, a share certificate no longer holds office when the certificate is issued, the certificate shall be nevertheless valid.

Section 3. Uncertificated Shares. The Board of Directors may authorize the issue of some or all of the shares of any or all of the Corporation's classes or series without certificates. The authorization shall not affect shares already represented by certificates until they are surrendered to the Corporation. Within a reasonable time after the issue or transfer of shares

without certificates, the Corporation shall send the shareholder a written statement of the information required by the MBCA to be on certificates.

Section 4. Record and Beneficial Owners. The Corporation shall be entitled to treat as the shareholder the person in whose name shares are registered in the records of the Corporation or, if the Board of Directors has established a procedure by which the beneficial owner of shares that are registered in the name of a nominee will be recognized by the Corporation as a shareholder, the beneficial owner of shares to the extent of the rights granted by a nominee certificate on file with the Corporation.

Section 5. Lost or Destroyed Certificates. The Board of Directors of the Corporation may, subject to Massachusetts General Laws, Chapter 106, Section 8-405, determine the conditions upon which a new share certificate may be issued in place of any certificate alleged to have been lost, destroyed, or wrongfully taken. The Board of Directors may, in its discretion, require the owner of such share certificate, or his or her legal representative, to give a bond, sufficient in its opinion, with or without surety, to indemnify the Corporation against any loss or claim which may arise by reason of the issue of the new certificate.

Section 6. Transfer of Shares. Subject to the restrictions, if any, stated or noted on the stock certificates or any agreement amongst the shareholders and the Corporation, shares of stock may be transferred on the books of the Corporation by the surrender to the Corporation or its transfer agent of the certificate therefor properly endorsed or accompanied by a written assignment and power of attorney properly executed, with necessary transfer stamps affixed, and with such proof of the authenticity of signature as the Board of Directors or the transfer agent of the Corporation may reasonably require. Except as may be otherwise required by law, by the Articles of Organization, by these Bylaws or any agreement among the shareholders and the Corporation, 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 receive notice and 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.

ARTICLE VI

CORPORATE RECORDS

Section 1. Records to be Kept.

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

held by each. The Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

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

(i) its Articles or Restated Articles of Organization and all amendments to them currently in effect;

(ii) its Bylaws or restated Bylaws and all amendments to them currently in effect;

(iii) resolutions adopted by its Board of Directors creating one or more classes or series of shares, and fixing their relative rights, preferences, and limitations, if shares issued pursuant to those resolutions are outstanding;

(iv) the minutes of all shareholders' meetings, and records of all action taken by shareholders without a meeting, for the past three years;

(v) all written communications to shareholders generally within the past three years, including the financial statements furnished under Section 16.20 of the MBCA for the past three years;

(vi) a list of the names and business addresses of its current Directors and officers; and

(vii) its most recent annual report delivered to the Massachusetts Secretary of State.

Section 2. Inspection of Records by Shareholders.

(a) A shareholder is entitled to inspect and copy, during regular business hours at the office where they are maintained pursuant to Section 1(b) of this Article, copies of any of the records of the Corporation described in said Section if he or she gives the Corporation written notice of his or her demand at least five business days before the date on which he or she wishes to inspect and copy.

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

(1) excerpts from minutes reflecting action taken at any meeting of the Board of Directors, records of any action of a committee of the Board of Directors while acting in place of the Board of Directors on behalf of the Corporation, minutes of any meeting of the shareholders, and records of action taken by the shareholders or Board of Directors without a meeting, to the extent not subject to inspection under subsection (a) of this Section;

(2) accounting records of the Corporation, but if the financial statements of the Corporation are audited by a certified public accountant, inspection shall be limited to the financial statements and the supporting schedules reasonably necessary to verify any line item on those statements; and

(3) the record of shareholders described in Section 1(a) of this Article.

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

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

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

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

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

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

Section 3. Scope of Inspection Right.

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

(b) The Corporation may, if reasonable, satisfy the right of a shareholder to copy records under Section 2 of this Article by furnishing to the shareholder copies by photocopy or other means chosen by the Corporation including copies furnished through an electronic transmission.

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

(d) The Corporation may comply at its expense, with a shareholder’s demand to inspect the record of shareholders under Section 2(b)(3) of this Article by providing the shareholder with a list of shareholders that was compiled no earlier than the date of the shareholder’s demand.

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

Section 4. Inspection of Records by Directors. A Director is entitled to inspect and copy the books, records and documents of the Corporation at any reasonable time to the extent

reasonably related to the performance of the Director's duties as a Director, including duties as a member of a committee, but not for any other purpose or in any manner that would violate any duty to the Corporation.

ARTICLE VII

INDEMNIFICATION

Section 1. Definitions. In this Article the following words shall have the following meanings unless the context requires otherwise:

"Corporation", includes any domestic or foreign predecessor entity of the Corporation in a merger.

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

"Disinterested Director", a Director who, at the time of a vote or selection referred to in Section 4 of this Article, is not (i) a party to the proceeding, or (ii) an individual having a familial, financial, professional, or employment relationship with the Director whose indemnification or advance for expenses is the subject of the decision being made, which relationship would, in the circumstances, reasonably be expected to exert an influence on the Director's judgment when voting on the decision being made.

"Expenses", includes counsel fees.

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

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

"Proceeding", any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitative, or investigative and whether formal or informal.

Section 2. Indemnification of Directors and Officers.

(a) Except as otherwise provided in this Section, the Corporation may indemnify to the fullest extent permitted by law an individual who is a party to a proceeding because he or she is a Director or officer against liability incurred in the proceeding if: (1) (i) he or she conducted

himself or herself in good faith; and (ii) he or she reasonably believed that his or her conduct was in the best interests of the Corporation or that his or her conduct was at least not opposed to the best interests of the Corporation; and (iii) in the case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful; or (2) he or she engaged in conduct for which he or she shall not be liable under a provision of the Articles of Organization authorized by Section 2.02(b)(4) of the MBCA or any successor provision to such Section.

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

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

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

Section 3. Advance for Expenses. The Corporation may, before final disposition of a proceeding, advance funds to pay for or reimburse the reasonable expenses incurred by a Director or officer who is a party to a proceeding because he or she is a Director or officer if he or she delivers to the Corporation:

(a) a written affirmation of his or her good faith belief that he or she has met the relevant standard of conduct described in Section 2 of this Article or that the proceeding involves conduct for which liability has been eliminated under a provision of the Articles of Organization as authorized by Section 2.02(b)(4) of the MBCA or any successor provision to such Section; and

(b) his or her written undertaking to repay any funds advanced if he or she is not wholly successful, on the merits or otherwise, in the defense of such proceeding and it is ultimately determined pursuant to Section 4 of this Article or by a court of competent jurisdiction that he or she has not met the relevant standard of conduct described in Section 2 of this Article. Such undertaking must be an unlimited general obligation of the Director or officer but need not be secured and shall be accepted without reference to the financial ability of the Director or officer to make repayment.

Section 4. Determination of Indemnification. The determination of whether a Director or officer has met the relevant standard of conduct set forth in Section 2 shall be made:

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

(b) by special legal counsel (1) selected in the manner prescribed in clause (a); or (2) if there are fewer than two disinterested Directors, selected by the Board of Directors, in which selection Directors who do not qualify as disinterested Directors may participate; or

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

Section 5. Authorization of Indemnification and Advances.

(a) Authorization of indemnification and advances shall be made in the same manner as the determination that indemnification is permissible under Section 4 of this Article, except that if there are fewer than two disinterested Directors, authorization of indemnification shall be made by the Board of Directors, in which authorization Directors who do not qualify as disinterested Directors may participate.

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

Section 6. Notification and Defense of Claim; Settlements.

(a) In addition to and without limiting the foregoing provisions of this Article and except to the extent otherwise required by law, it shall be a condition of the Corporation's obligation to indemnify under Section 2 of this Article (in addition to any other condition provide in these Bylaws or by law) that the person asserting, or proposing to assert, the right to be indemnified, must notify the Corporation in writing as soon as practicable of any action, suit, proceeding or investigation involving such person for which indemnity will or could be sought, but the failure to so notify shall not affect the Corporation's objection to indemnify except to the extent the Corporation is adversely affected thereby. With respect to any proceeding of which the Corporation is so notified, the Corporation will be entitled to participate therein at its own expense and/or to assume the defense thereof at its own expense, with legal counsel reasonably acceptable to such person. After notice from the Corporation to such person of its election so to assume such defense, the Corporation shall not be liable to such person for any legal or other expenses subsequently incurred by such person in connection with such action, suit, proceeding or investigation other than as provided below in this subsection (a). Such person shall have the right to employ his or her own counsel in connection with such action, suit, proceeding or investigation, but the fees and expenses of such counsel incurred after notice from the Corporation of its assumption of the defense thereof shall be at the expense of such person unless (1) the employment of counsel by such person has been authorized by the Corporation, (2) counsel to such person shall have reasonably concluded that there may be a conflict of interest or position on any significant issue between the Corporation and such person in the conduct of the defense of such action, suit, proceeding or investigation or (3) the Corporation shall not in fact have employed counsel to assume the defense of such action, suit, proceeding or investigation, in each of which cases the fees and expenses of counsel for such person shall be at the expense of the Corporation, except as otherwise expressly provided by this Article. The Corporation shall

not be entitled, without the consent of such person, to assume the defense of any claim brought by or in the right of the Corporation or as to which counsel for such person shall have reasonably made the conclusion provided for in clause (2) above.

(b) The Corporation shall not be required to indemnify such person under this Article for any amounts paid in settlement of any proceeding unless authorized in the same manner as the determination that indemnification is permissible under Section 4 of this Article, except that if there are fewer than two disinterested Directors, authorization of indemnification shall be made by the Board of Directors, in which authorization Directors who do not qualify as disinterested Directors may participate. The Corporation shall not settle any action, suit, proceeding or investigation in any manner which would impose any penalty or limitation on such person without such person's written consent. Neither the Corporation nor such person will unreasonably withhold their consent to any proposed settlement.

Section 7. Insurance. The Corporation may purchase and maintain insurance on behalf of an individual who is a Director or officer of the Corporation, or who, while a Director or officer of the Corporation, serves at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another domestic or foreign corporation, partnership, joint venture, trust, employee benefit plan, or other entity, against liability asserted against or incurred by him or her in that capacity or arising from his or her status as a Director or officer, whether or not the Corporation would have power to indemnify or advance expenses to him or her against the same liability under this Article.

Section 8. Application of this Article.

(a) The Corporation shall not be obligated to indemnify or advance expenses to a Director or officer of a predecessor of the Corporation, pertaining to conduct with respect to the predecessor, unless otherwise specifically provided.

(b) This Article shall not limit the Corporation's power to (1) pay or reimburse expenses incurred by a Director or an officer in connection with his or her appearance as a witness in a proceeding at a time when he or she is not a party or (2) indemnify, advance expenses to or provide or maintain insurance on behalf of an employee or agent.

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

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

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

ARTICLE VIII

FISCAL YEAR

The fiscal year of the Corporation shall be the year ending with December 31 in each year.

ARTICLE IX

AMENDMENTS

(a) The power to make, amend or repeal these Bylaws shall be in the shareholders. If authorized by the Articles of Organization, the Board of Directors may also make, amend or repeal these Bylaws in whole or in part, except with respect to any provision thereof which by virtue of an express provision in the MBCA, the Articles of Organization, or these Bylaws, requires action by the shareholders.

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

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

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

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

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



Commonwealth of Massachusetts
Department of Revenue
Christopher C. Harding, Commissioner

mass.gov/dor

Letter ID: L0565790784
Notice Date: December 5, 2019
Case ID: 0-000-693-299



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



CHRISTINE SULLIVAN
HOLISTIC INDUSTRIES INC
96 PALMER RD
MONSON MA 01057-9509

Why did I receive this notice?

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

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

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

What if I have questions?

If you have questions, call us at (617) 887-6400 or toll-free in Massachusetts at (800) 392-6089, Monday through Friday, 8:30 a.m. to 4:30 p.m..

Visit us online!

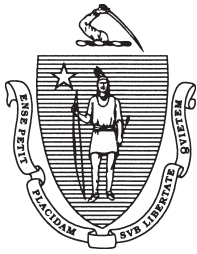
Visit mass.gov/dor to learn more about Massachusetts tax laws and DOR policies and procedures, including your Taxpayer Bill of Rights, and MassTaxConnect for easy access to your account:

- 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

Anna Don Memorandum

Anna Don is the daughter of Mikhail Don, and helped us obtain documents, and certificates. She is the National Director of Badging, and a registered Marijuana Agent with Massachusetts for Holistic Industries.



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

William Francis Galvin
Secretary of the
Commonwealth

Date: December 04, 2019

To Whom It May Concern :

I hereby certify that according to the records of this office,
HOLISTIC INDUSTRIES, INC.

is a domestic corporation organized on **April 04, 2019** , under the General Laws of the Commonwealth of Massachusetts. I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

A handwritten signature in blue ink, reading "William Francis Galvin".

Secretary of the Commonwealth

Certificate Number: 19120116890

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

Processed by:

Diversity Plan

Goals

The goals of our Diversity Plan include:

- Holistic shall hire 50% of its staff that are minorities, persons with disabilities and women
- Holistic shall hire one national Diversity Officer to establish new diversity plan policies and ensure their implementation through our employee staffing, retention and promotion plans

Programs

Diverse Staffing

To promote diverse hiring practices, Holistic will target minorities, persons with disabilities and women when filling open positions at our MA facilities. We will set a goal that 50% of the positions created within our MA facilities be held by minorities, persons with disabilities and women. In order to hire 50% of our staff from these identified diverse categories, the following programs will be instituted:

- The applicant shall post monthly advertisements in the local paper, The Journal Register stating that the establishment is specifically looking for minorities, persons with disabilities and women to fill positions at our facilities
- The applicant shall post monthly advertisements on Indeed, the popular digital job posting website, stating that the establishment is specifically looking for minorities, persons with disabilities and women to fill positions at our facilities

Onboarding a Diversity Officer

Holistic plans to create an important position to establish new diversity plan policies and ensure their implementation through our employee staffing, retention and promotion plans, namely the Diversity Officer. This management team member will be charged with independently reviewing the HR department's interviewing, hiring and staffing practices and ensuring all persons are meeting or exceeding our organization's diversity goals. In order to hire a Diversity Officer, the following programs will be instituted

- The applicant shall post monthly advertisements in the local paper, The Journal Register stating that the establishment is specifically looking for a qualified Diversity Officer to fill the position
- The applicant shall post monthly advertisements on Indeed, the popular digital job posting website, stating that the establishment is specifically for a qualified Diversity Officer to fill the position

Measurements

Diverse Staffing

In order to measure the hiring of 50% of our staff from diverse categories (i.e., minorities, persons with disabilities, women), the following metrics will be instituted:

- Annually, the applicant will count the total number of positions across all our MA facilities and then will count the number of individuals hired who are verified minorities, persons with disabilities and/or women. These numbers will be assessed to ensure that 50% or more of all individuals hired fall within this goal.

Onboarding a Diversity Officer

In order to measure the hiring of a Diversity Officer, the following metrics will be instituted:

- The applicant will create an open position of Diversity Officer, interview candidates and hire a qualified applicant. The hire will be reviewed by HR to ensure the position is satisfactorily filled at that this goal is met. Annually, HR will review this position and ensure it is filled by a qualified individual.

NOTE: Holistic acknowledges that the progress or success of this Diversity Plan, in its entirety, must be documented annually upon renewal (one year from provisional licensure, and each year thereafter regardless of whether or not Holistic has secured a final license).

ALSO NOTE: Holistic 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.

ALSO NOTE: Any actions taken, or programs instituted, by Holistic will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.

Maintaining Financial Records

Recordkeeping Processes and Policies

Holistic Industries, Inc. (“Holistic”) uses established recordkeeping procedures with strict protocols for the efficient and effective creation and maintenance all required reports, records, logs, recordings, and other important business data, information, and documentation. All recordkeeping systems will strictly comply with 830 CMR 62C.25.1 and any other recordkeeping requirements under Massachusetts law, including without limitation 935 CMR 500.140. In conforming with these protocols, we will create and maintain written and/or electronic records, as appropriate, and securely store them for a period of at least 5 years.

Electronic Recordkeeping Software

To generate and maintain electronic records, including but not limited to financial records, Holistic utilizes the LeafLogix recordkeeping software system.

LeafLogix is a widely utilized, proprietary seed-to-sale inventory tracking and recordkeeping system with the capability to digitally record and store records for instant and long-term analysis purposes. Generally, we will use LeafLogix to track and record all actions/information/documentation related to cultivation, manufacturing, processing, production, extraction, infusion, shipping, receiving, packaging, labeling, handling, transferring, transporting, storing, stocking, disposing, returning and recalling marijuana products in accordance with all applicable laws, rules, and regulations.

All entries into the LeafLogix system will include the unique employee ID number of the staff member taking the relevant action and recording the information in the system so that we know who is/was responsible for each step in our integrated processes, including who created each record or report. All appropriately authorized staff members will be thoroughly trained in the use and functionality of the LeafLogix software system to ensure the accuracy and integrity of our recordkeeping system.

All equipment and data will be analyzed on a monthly basis to ensure that the data has not been manipulated and that no software has been installed that could manipulate or alter sales data. If Holistic suspects tampering, it will immediately contact with the Commission and act in accord with 935 CMR 500.140(6)(e). Records of the monthly analyses will be kept and produced upon request to the Commission.

Financial Records Retention

Holistic uses best security practices for records storage, including but not limited to sales records, audit records, banking records, accounts payable/receivable records, budget and financial planning records, and other business records. All physical financial records will be securely stored in a manager’s office (which will be access-controlled) within a commercial grade storage cabinet, closet, or other secure place to protect them from tampering or theft. Only authorized and properly credentialed agents may access the records. All electronic records will be stored in LeafLogix in a manner that is password protected, TLS/SSL encrypted, and accessible only to those authorized persons with proper credentials.

Our facility will have an electronic back-up system for *all* written and electronic financial records. Duplicate records will be stored within an access-controlled facility maintained or recommended by our trusted commercial security monitoring service provider (e.g., Iron Mountain), if approved by the CCC. Holistic will require our offsite record storage location to be protected by 2 independent security alarm systems monitored by 2 independent commercial security monitoring services, if requested by the CCC.

Processing Transaction Records

Upon the successful completion of a marijuana infused-product transaction, a Holistic agent will issue a transaction receipt then access and update our electronic recordkeeping system with all pertinent sales information, including information recorded on the sales receipt, including:

- The date and time of distribution
- The quantity, type, and form(s) of marijuana-infused products distributed
- Any other required data

Upon each completed transaction, Holistic will immediately update our electronic tracking system with the information contained on the sales transaction receipt, thereby ensuring real-time, accurate information on processing sales activities are readily available to system users.

At all times, Holistic will implement sound accounting practices to ensure separate accounting for marijuana and non-marijuana sales in accordance with 935 CMR 500,140(6)(f).

Notably, Holistic's processing facility will not be co-located with a cannabis retailer. However, the company will maintain and provide to CCC on a biannual basis accurate sales data collected by Holistic during the 6 months immediately preceding this application for the purpose of ensuring an adequate supply of marijuana and marijuana products.

Financial Records

In accordance with 935 CMR 500.105(9) as well as industry best practice, Holistic will create and maintain the following financial records:

- Annual budgets
- Financial forecasts and other business planning reports
- Balance sheets
- Income statements
- Cash flow statements
- Transaction and sales records, including copies of receipts
- Expenses and expenditures records
- Bank statements
- Tax records
- Financing agreements (e.g., copies of loan documents, lines of credit, etc.)
- Financial audit records, both internally and independently produced

All financial records will be made available to the CCC upon request and during any inspection of our sites and facilities.

Business Records

In accordance with 935 CMR 500.105(9) as well as industry best practice, Holistic will create and maintain the following business records:

- Assets and liabilities;
- Monetary transactions;
- Books of accounts;
- Sales records; and
- Salary and wages paid to each employee

Personnel Policies Including Background Checks

Hiring Policies

All prospective Holistic Industries, Inc. (“Holistic”) agents will be properly screened during the application, interview and hiring process to ensure that they meet both the requirements set by Massachusetts regulations and our own stringent internal standards for qualifications, experience, character and professionalism. Our hiring plan will include a job description for each position in the company’s structure, and the desired level of education, training, core competencies, and experience required to fill each position. We will also make sure that hired employees understand the company’s hierarchical structure in order to appreciate the supervisory structure of our organization.

All employees must be at least 21 years of age and must be registered with the Commonwealth’s program prior to commencing work. If our required background checks during the hiring process uncover any felony convictions or other disqualifying criminal offenses, the subject applicant will not be hired. Similarly, upon discovering that any employee has a felony conviction or other disqualifying criminal offense after hire, the subject employee will be terminated. All agents are subject to random drug screening as well as follow-up criminal background checks.

In addition to comprehensive criminal background checks and thorough interviews prior to hire, each employee will be required to sign a company Code of Conduct affirming each person’s commitment to, among other things, the following:

- Reviewing and complying at all times with MA law and regulations related to the person’s job responsibilities
- Reviewing federal law relating to adult-use marijuana
- Prevention of theft and diversion
- Strict product control
- Prevention of onsite consumption of adult-use marijuana
- Maintain an unbroken chain of custody for all marijuana on the premises
- Adhering at all times to our strict quality assurance measures
- Adhering at all times to our facility access policies and procedures, including our check-in protocol and visitor policy

Staff will reaffirm such commitment on a yearly basis, or they will be subject to suspension and possible termination.

New Hire Paperwork

Prospective employees shall be provided with the necessary documents in order to register with Holistic as a new employee, including:

- Application for employment
- New employee information form
- W-4 (Federal Withholding Allowance Certificate)
- Employee Withholding Allowance Certificate
- I-9 (Employment Eligibility Verification)

- Direct deposit enrollment
- Health and Dental Plan Information
- Health and Dental Plan Enrollment
- Health and Dental Plan Waiver
- Instructions to obtain required fingerprinting and criminal background check
- Registration information for Agent Training Curriculum

Employee File

Upon initiating employment, a personnel file with all new hire paperwork and other appropriate documentation is created for every employee and maintained by Holistic.

Employee files shall contain, at least:

- Name, address, and occupation
- Rate of pay
- Amount that is paid each pay period
- Hours worked each day and workweek
- Proof of eligibility to work in the U.S.
- Candidate screening
- Resume
- Employment application
- References
- Interview feedback
- Proof of completing fingerprinting and criminal background check
- Executed copy of the Holistic Employee Handbook Acknowledgement
- Performance evaluations
- Disciplinary discussions and actions
- Incident reports involving the employee
- Offer letter

Personnel records maintained by Human Resources will also include:

- **Job descriptions for each agent**
- **A personnel record for each agent**
- **A staffing plan that will demonstrate accessible business hours and safe cultivation/processing/production/manufacturing conditions**
- **Personnel policies and procedures**
- **All background check reports obtained in accordance with 935 CMR 500.030**

An employee's personnel file shall be confidential and accessed only on a "need to know" basis by authorized employees. Access to all personnel files will be tracked.

Employees have a right to review the contents of their personnel file and may do so by contacting their supervisor.

Upon written request, copies of personnel documents with the exception of confidential reference materials shall be made available to an employee.

Employees shall promptly report to their supervisor or Human Resources any changes in name, address, telephone number, direct deposit banking information, and/or changes to dependent on W-4.

Employee files shall be maintained for a period of four years following separation as an employee from Holistic, for any reason.

New Hire Training

New employees shall complete new hire training during their first week as an employee of Holistic.

New hire training shall include:

- Distribution of the Employee Handbook
- Substance abuse
- Non-discrimination and anti-harassment
- Confidential information
- Conflicts of interest
- Detection and prevention of diversion
- Incident reporting
- Federal and state marijuana laws and regulations
- Employee conduct
- Security procedures
- Safety procedures
- Completion of Marijuana Training Course
- Job duties and responsibilities
- Proper procedure to clean and sanitize work surfaces utilizing sanitizing agents registered by the United States Environmental Protection Agency
- Employees shall acknowledge and agree to the terms of Holistic' Employee Handbook by signing the Holistic Employee Handbook Acknowledgement form

Attendance of new hire training shall be documented by retaining all materials presented during training in addition to the training attendance log.

Continuing Training

Holistic shall conduct continuing education and training for all employees which will include, at a minimum, up to date information concerning:

- The pharmacology of marijuana and its active components

- The potential therapeutic and adverse effects of marijuana
- Dosage forms of marijuana and their pharmacodynamical impact
- Potential drug interactions and consumer safety issues with marijuana use
- Recognition of symptoms of substance use disorders and acute intoxication
- MA laws, rules and regulations pertaining to the sale of marijuana

Attendance of new hire training shall be documented by retaining all materials presented during training in addition to the training attendance log.

Optimal Staffing

Holistic shall maintain a concentrated core of supervisory positions and an adequately sized staff in order to provide a consistent level of:

- Experienced staff that is cross-trained to provide redundancy in the event of an unforeseen loss of a staff member (eg, due to sickness, termination, or other separation/departure)
- Safe processing operations
- Adequate security and threat prevention

Holistic shall adjust staff as appropriate in coordination with observable and sustained changes in market demand that require an adjustment to our supply plan.

Staffing Plan and Records

Holistic will maintain a staffing plan and records in compliance with 935 CMR 500.105(9), which will include but not be limited to:

- **Job descriptions for each employee and volunteer position, as well as organizational charts consistent with the job descriptions**
- **A personnel record for each marijuana establishment agent. Such records shall be maintained for at least 12 months after termination of the individual's affiliation with the Marijuana Establishment and shall include, at a minimum, the following:**
 - all materials submitted to the Commission pursuant to 935 CMR 500.030(2)
 - documentation of verification of references
 - the job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision
 - documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the individual indicating the date, time, and place he or she received said training and the topics discussed, including the name and title of presenters
 - documentation of periodic performance evaluations
 - a record of any disciplinary action taken
 - notice of completed responsible vendor and eight-hour related duty training.
- **A staffing plan that will demonstrate accessible business hours and safe cultivation/processing/production/manufacturing conditions**

- **Personnel policies and procedures**
- **All background check reports obtained in accordance with 935 CMR 500.030.**

Employee Separation

As a company policy, any Holistic agent found intentionally violating Commonwealth law or established company protocol will be immediately terminated. Similarly, at all times all agents must strictly comply with the suitability standards for registration as a Marijuana Establishment Agent as set forth in 935 CMR 500.802 or they will be immediately dismissed as an employee of the company.

Holistic will implement a policy for the immediate dismissal of any agent who has diverted marijuana, engaged in unsafe practices, or been convicted or entered a guilty plea for a felony charge of distribution of a drug to a minor, in accordance with 935 CMR 500.105(1).

Once an individual's employment with Holistic has completed:

- The supervisory manager or designee will take custody of the individual's ID card, restrict access to the facility and notify the state
- Obtain any keys or access control devices
- Discontinue use of individual's Holistic email account
- Confirm return of confidential Holistic documentation
- Notify security personnel that the individual may not access Holistic premises absent written authorization from an officer of Holistic

Within one business day of a Holistic employee's separation from the company, whether voluntary or involuntary, the supervisory manager will notify the state of an employee's separation including:

- The circumstances of the employee's separation
- Whether any further investigation and/or follow up is required
- An exit interview may be performed

Federal Regulations Acknowledgment

Holistic shall require all employees to sign an Attestation Form upon initial hire acknowledging that they understand that the United States Congress has determined that marijuana is still considered a controlled substance and it has been placed in Schedule I of the Controlled Substances Act.

Cultivating, manufacturing, processing, dispensing, handling, distributing and possessing marijuana in any capacity, other than as part of a federally authorized research program, is a violation of federal laws. MA's law authorizing the Commonwealth's Medical/Adult-Use Marijuana Program will not excuse any individual from any violation of the federal laws governing marijuana or authorize any registrant to violate federal laws.

Equal Employment Opportunity (EEO) Commitment

Holistic is an equal opportunity employer. We are committed to hiring the highest quality employment applicants regardless of race, creed, color, religion, sex, gender identity, sexual orientation, disability, age, socioeconomic status, political views, veteran status or national origin.

Our hiring practices will reflect our core belief that a diverse organization is crucial to fostering innovation, tolerance, high achievement, and a safe and accepting workplace environment. We will hire and train diverse staff sourced from the local talent pool proximal to our facility location which will mirror the diversity of the community.

Our EEO policies will be memorialized within our Employee Handbook issued to all new employees upon hire. During employee initial training and annual retraining, management tasked with training responsibilities will reiterate and reinforce our EEO policies and will address any questions or concerns related thereto.

Diversity reports will record the participation level (by raw figure and by percentage) of diverse groups as owners, officers, financial backers, managers, staff, independent contractors and third-party service providers. These reports will include details on salaries, promotions and other compensation for diverse persons and companies.

All analytics and related measures will be recorded in quarterly diversity reports for internal executive-level review to ensure we are meeting our diversity goals and staying true to our diversity commitments. While reviewing these reports, Holistic executives will also review diversity reports of all new hires, all new promotions, all recent terminations and other relevant staffing and employment records. If appropriate, we will determine areas in need of improvement and develop a corrective plan of action for immediate implementation.

Non-Discrimination and Anti-Harassment Policy

Holistic is committed to maintaining a work environment which values human diversity and respects individuals. This policy applies to all jobs at Holistic.

It is the policy of Holistic to not discriminate or allow the harassment of employees or applicants for employment on the basis of gender identity or expression, sexual orientation, race, color, religious creed, national origin, physical or mental disability, protected veteran status, age, genetic information, marital status, pregnancy, childbirth, or any other characteristic protected by law with regard to any employment practices, including recruitment, advertising, job application procedures, hiring, upgrading, training, promotion, transfer, compensation, job assignments, benefits, and/or other terms, conditions, or privileges of employment, provided the individual is qualified, with or without reasonable accommodations, to perform the essential functions of the job.

Holistic will continue to ensure that individuals are employed, and that employees are treated during employment, without regard to any of the above characteristics or any other characteristic protected by law in all employment practices as follows:

- Employment decisions at Holistic are based on legitimate job-related criteria
- All actions or programs that affect qualified individuals, such as employment, reclassification, demotion, transfer, recruitment, advertising, termination, rate of pay or

- other forms of compensation, and selection for training, are made without discrimination
- Holistic will upon request disclose information concerning minority employees
- Holistic employees may choose to voluntarily disclose their gender identity or expression, race, national origin, disability, protected veteran status, or sexual orientation at any time by contacting Human Resources
- Such information will be maintained in a confidential manner and will not be used against an individual when making any employment decisions
- Employees and applicants with disabilities are encouraged to inform Holistic if they need a reasonable accommodation to perform a job for which they are otherwise qualified
- Holistic will make reasonable accommodations to the known physical or mental limitations of an otherwise qualified applicant or employee to promote the employment of qualified individuals with disabilities

Holistic employees and applicants for employment will not be subjected to harassment, intimidation, threats, coercion, or discrimination because they have engaged in, or may have engaged in, filing a complaint, assisting or participating in an investigation, compliance review or hearing, or other activity related to the administration of Section 503 of the Rehabilitation Act of 1973, the Vietnam Era Veterans' Readjustment Assistance Act of 1974, Executive Order 11246, all as amended, and/or any other federal, state, or local law or regulation regarding equal employment opportunity, opposing any act or practice made unlawful, or exercising any other right protected by such laws or regulations.

Holistic will not discharge or in any other manner discriminate against employees or applicants for employment because they have inquired about, discussed, or disclosed their own pay or the pay of another employee or applicant for employment. However, employees who have access to the compensation information of other employees or applicants as a part of their essential job functions should not disclose the pay of other employees or applicants to individuals who do not otherwise have access to compensation information, unless the disclosure is:

- In response to a formal complaint or charge
- In furtherance of an investigation, proceeding, hearing, or action, including an investigation conducted by Holistic; or
- Consistent with Holistic' legal duty to furnish information.

Complaints of Discrimination & Anti-Harassment

Holistic has developed the following procedure to provide prompt and equitable resolution of complaints concerning equal employment opportunities/discrimination/harassment complaints. By using this complaint process, other complainant rights and remedies that may be available under federal or state statutes prohibiting discrimination will not be affected.

Any Holistic employee, visitor, customer, or contractor claiming to have been discriminated against by Holistic may use this procedure to file a complaint.

The Discrimination Complaint Form will be available to all complainants upon request. Holistic will take seriously and will promptly investigate all such complaints.

Complaints should be addressed to Human Resources. Complaints must be filed, in writing, within 180 days after the complainant became aware of the alleged discrimination.

Complaints must contain the following information:

- Name, address, and telephone number of the person filing the complaint
- A brief description of the illegal discrimination, including the location and date of the illegal discrimination

If the complaint has not been informally resolved within thirty (30) days of receipt of the complaint, Human Resources, or the HR designee, will conduct a formal investigation of the discrimination complaint. A formal investigation may also commence upon the complainant's request or Holistic's discretion. Human Resources, or the HR designee, shall issue a written report of the results of the investigation. The report will provide a determination of the merits of the complaint as they may relate to applicable federal or state law, including but not limited to: Title VI of the Civil Rights Act of 1964, Section 504 of the Rehabilitation Act of 1973 (revised 1992), Title VII of the Civil Rights Act of 1964, and the Americans with Disabilities Act of 1990. Additionally, if applicable, the report will provide options for substantive resolution of the complaint and recommendations for corrective measures. The written report should be submitted to a Compliance Officer within 180 days of the receipt of the complaint. The Compliance Officer will make a decision based on the record and will notify the complainant, in writing, of the decision and the basis for the decision, within twenty days of receipt of the written report.

Accommodation of Individuals with Disabilities

Holistic complies with the Americans with Disabilities Act ("ADA"), as amended, and applicable state and local laws providing for nondiscrimination in employment against qualified individuals with disabilities. We are committed to providing equal employment opportunities to all individuals, including those with disabilities, and will engage in an interactive process to determine the availability of a reasonable accommodation to any qualified individual who:

- Requests a reasonable accommodation during the application process
- Requests a reasonable accommodation to enable them to perform essential job functions or gain access to company facilities; or
- Asks for a reasonable accommodation to enjoy equal benefits and privileges of employment

It is Holistic's policy to, without limitation:

- Ensure that qualified individuals with disabilities are treated in a nondiscriminatory manner in the pre-employment process and that employees with disabilities are treated in a nondiscriminatory manner in all terms, conditions, and privileges of employment
- Keep all medical-related information confidential in accordance with the requirements of the AD and retain such information in separate confidential files
- Engage in an interactive process with applicants and employees with disabilities to determine if a reasonable accommodation exists that would allow the applicant or

employee to perform the essential functions of the position, and would not create an undue hardship on Holistic

- Notify individuals with disabilities that Holistic provides reasonable accommodation to qualified individuals with disabilities, by including this policy in Holistic' employee handbook.

Holistic employees experiencing a disability that is contributed to or caused by pregnancy may request a reasonable accommodation.

Holistic will explore all possible means of providing the reasonable accommodation.

Options that will be considered by Holistic include changing job duties, changing work hours, relocation, providing mechanical or electrical aids, transfers to less strenuous or less hazardous positions, and providing leave. All requests for reasonable accommodations will be processed in a timely manner and, as appropriate, Holistic will provide reasonable accommodations promptly.

Human Resources will administer this program and any employees needing a reasonable accommodation should contact their immediate supervisor or Human Resources for assistance.

Whistleblower Protections

Holistic maintains its commitment to integrity and ethical behavior. Additionally, Holistic is committed to maintaining a workplace where employees are free to raise good faith concerns regarding its business practices.

It is the responsibility of every employee to immediately report suspected violations of Holistic policies and procedures, or federal, state, or local law.

In accordance with Whistleblower Protection regulations, Holistic will not tolerate harassment, retaliation, or any type of discrimination against any employee who:

- Makes a good faith complaint regarding suspected company or employee violations of the law
- Makes a good faith complaint regarding accounting, internal accounting controls, or auditing matters that may lead to incorrect, or misrepresentations in, financial accounting
- Provides information to assist in an investigation regarding violations of the law; or
- Files, testifies, or participates in a proceeding in relation to alleged violations of the law.

Examples of violations include, but are not limited to:

- Theft or other misappropriation of assets
- Billing for services not performed
- Misstatements and other irregularities in the records of Holistic, including the intentional misstatement of the results of operations
- Forgery, falsification, or other wrongful alteration of documents; and

- Fraud and other acts that are in violation of federal, state, or local laws.

If a Holistic employee has knowledge of or a concern of illegal or dishonest fraudulent activity, the employee must exercise sound judgment to avoid baseless allegations.

An employee who intentionally files a false report of wrongdoing will be subject to discipline up to and including termination.

Adverse employment actions, such as demotion or termination, and discrimination, threats, and harassment, as a result of an employee's decision to provide good faith information regarding violations of the law, will not be tolerated.

Anyone violating this policy may be subject to discipline, up to and including termination of employment.

Drug and Alcohol Policy

Holistic will make every reasonable effort to prevent the use of alcohol and drugs, including marijuana, on the registered premises (including adjacent parking areas) in any form and will prohibit any paraphernalia showing evidence of marijuana consumption from being brought into a facility.

Any employee found to be in violation of this rule will be terminated immediately and reported to law enforcement for further actions. Any patron found to be in violation of this rule will be subject to suspension or permanent expulsion from the facility, and, if appropriate, will be reported to law enforcement.

Prevention measures include the following:

- Train all staff upon hire on the company's rules, including the prohibition against the use of alcohol and drugs, including marijuana, on the registered premises
- Require all staff to read and execute an acknowledgment that they are aware of MA regulations and Holistic policies regarding the use of alcohol and drugs onsite and agree to abide by such rules and regulations
- Provide customers with a written statement describing the prohibition (as part of the initial onboarding and registration process) and require each individual to initial/sign an acknowledgment that they have read and understand the rules and regulations regarding the use of alcohol and drugs, including marijuana, onsite and agree to abide by such rules and regulations
- Display clear, legible signage in at the entrance to each facility, as well as in the waiting room and service/dispensing room (if applicable), which restates the prohibition.
- Roaming security guards tasked with observing the behavior of staff and patrons, including the detection and prevention of the use alcohol and drugs on the registered premises
- The monitoring of live surveillance feeds from our surveillance cameras located throughout our facility

Smoke-Free Workplace Policy

It is our strict policy to prohibit smoking anywhere on the registered premises (including adjacent parking areas) in order to provide and maintain a safe and health workplace environment for all agents, patrons and visitors. Employees who violate the prohibition against smoking are subject to suspension and possible termination.

Pay Periods

Holistic employees shall be paid on a bi-weekly basis through direct deposit.

Paydays shall be scheduled on Fridays, and if a scheduled payday falls on a bank holiday, employees shall be paid on the Thursday preceding the bank holiday.

All required deductions, such as for federal, state, and local taxes, and all authorized voluntary deductions, such as for health insurance contributions, shall be withheld automatically from an employee's paycheck.

Employees shall be instructed to review all of their paychecks for errors.

Any mistake in an employee's paycheck shall be reported to their supervisor or Human Resources immediately so necessary steps may be taken to correct the error.

Overtime Pay

In order to provide the best possible service to our customers and maintain an efficient operation, it may be necessary for Holistic employees to work overtime.

Non-exempt employees shall be paid one and one-half times (1½) their regular hourly rate of pay for all hours worked beyond forty (40) in any given workweek.

Workweeks shall begin on Sunday and end on Saturday.

Employees shall obtain prior approval from their supervisor to work any overtime.

Holistic shall expect employees to be willing and able to work overtime upon request.

Holistic shall attempt to provide employees with reasonable notice when the need for overtime work arises though advance notice may not always be possible.

Employee Classifications

Holistic employees shall be informed of their initial employment classification and status as an exempt or non-exempt employee upon hire.

If an employee changes positions during their employment as a result of promotion, transfer, or employment responsibilities change, Human Resources shall inform the employee of any change

in their exemption status.

Regular, full-time employees shall mean employees hired to work thirty (30) hours per workweek on a regular basis. Such employees may be “exempt” or “non-exempt” as defined below.

Regular, part-time employees shall mean employees hired to work fewer than forty (40) hours per week on a regular basis. Such employees may be “exempt” or “non-exempt” as defined below.

Temporary employees shall mean employees engaged to work full time or part time on Holistic payroll, usually to fill in for vacations, leaves of absence, or projects of a limited duration, with the understanding that their employment will end no later than six (6) months after their start date. With written approval from Human Resources, temporary employment may be extended beyond six (6) months.

Non-exempt employees shall mean employees who are required to be paid overtime at the rate of one and a half times (1½) their regular rate of pay for all hours worked beyond forty (40) hours in a workweek, in accordance with applicable federal, state, and local wage and hour laws.

Exempt employees shall mean employees who are not required to be paid overtime, in accordance with applicable federal, state, or local law. Executives, professional employees, outside sales representatives, and employees in certain administrative or computer-related positions are typically exempt.

On the Job Training

Holistic shall pay for any required training programs including safety training, security training, continuing education when necessary for job safety and work performance.

Training shall be conducted during regular working hours whenever possible.

Holistic employees may be tested from time to time to evaluate the effectiveness of any training programs.

Promotion

Promotion decisions regarding eligible employees shall be based on the employee’s qualifications and past performance as well as supervisor evaluations of an employee’s potential.

All promotions or transfers are made in accordance with Holistic’ Non-Discrimination and Anti-Harassment policy.

Attendance and Punctuality

All agents are expected to arrive to work on time before their shift begins. Patterns of absenteeism or tardiness are grounds for disciplinary action. Absences due to illnesses or injuries that qualify under the Family and Medical Leave Act (“FMLA”) are acceptable so long as medical documentation within the guidelines of the FMLA have been provided.

Vacations and holidays must be scheduled in advance with management. Sick leave may be used in the case of emergencies or sudden illness without prior scheduling, however the agent is expected to notify dispensary management of the situation as soon as practical.

Not reporting to work and not calling to notify management of the absence is grounds for disciplinary action. The first violation will result in a written warning. A subsequent violation may result in suspension or termination of employment.

Staff Hygiene

All Holistic employees will be required to come to work in a clean and hygienic manner. Staff will be required to frequently wash their hands, particularly after handling marijuana, handling equipment coming into contact with marijuana, coming into contact with a customer, visitor or any other person, and after eating or using the restroom.

Employees failing to follow hygienic protocols may be subject to suspension or termination. The hygiene policy will help ensure a safe, sanitary, sterile, contamination-free workplace environment. All uniforms and work attire must be clean and free of dirt, debris, dust, and the like. Staff found wearing soiled uniforms or work attire will be asked to immediately rectify the issue and may be sent home by management for failure to do so.

Holistic will provide our employees with adequate and convenient hand-washing facilities furnished with running water at a temperature suitable for sanitizing hands. Such hand-washing facilities will be located within adequate, readily accessible lavatories that are maintained in a sanitary condition and in good repair. Effective non-toxic sanitizing cleansers and sanitary towel service or suitable hand drying devices will be provided.

Additional hand-washing facilities will be located within each facility where good sanitary practices require employees to wash and sanitize their hands.

OSHA Compliance

The health and safety of all employees is of paramount importance to Holistic. Therefore, we require absolute compliance with all applicable Occupational Safety and Health Administration (“OSHA”) standards, including the General Duty Clause of the OSH Act which requires employers to keep their workplace free of serious recognized hazards, to assure a safe and healthful workplace.

In accordance with our SOPs, we will ensure our employees are accorded a suitable workplace environment free from recognized hazards that may cause death or serious physical harm. In doing so, we will comply with occupational safety and health standards promulgated under the OSH Act of 1970.

Holistic expects each employee to comply at all times with occupational safety and health standards and all rules, regulations, and orders issued pursuant to the OSH Act which are applicable to his or her own actions and conduct. To facilitate, we will provide sufficient employee training, written SOPs,

and written guidelines, as applicable, so all staff is knowledgeable about and can maintain compliance with these standards.

Notably, in accordance with Section 11(c) of the OSH Act, Holistic does not discriminate against our agents for exercising their rights under the OSH Act. These rights include filing an OSHA complaint, participating in an inspection or talking to an inspector, seeking access to employer exposure and injury records, reporting an injury, and raising a safety or health complaint with the employer.

Injury and Illness Prevention Program

Holistic will require all agents to report to a supervisor any personal health condition that might compromise the cleanliness, sanitation, integrity, safety, or quality of our adult-use dispensary facility or the products the dispensary agent might handle, or that might impact the health and safety of customers, visitors, or other staff members. All illnesses and health conditions reported will be treated with extreme precaution. Employees will never be reprimanded for disclosing a health condition to a supervisor.

When notified, supervisors will in turn notify the applicable manager of the circumstances of the employee's health condition. The manager will use their best judgment to protect the interests of the company, always erring on the side of caution. Optional action plans include:

- Addressing the situation to eliminate the possibility of a cleanliness or quality issue with marijuana which might be handled by the employee (such as providing gauze or a band-aid in case of a minor cut)
- Segregating the employee from interacting with other persons and prohibiting them from handling marijuana
- Sending the subject employee home for the day to rest
- Advise the subject employee visit the emergency room or medical specialist

If the condition is more serious, the subject employee will be asked to refrain from returning to our facility until cleared by a physician.

Upon any instance of a reported health condition, the employee's personnel file will be updated by the human resources for historical record keeping purposes.

Disciplinary Action and Separation

As a company policy, any Holistic agent found intentionally violating Commonwealth law or established company protocol will be immediately terminated. Similarly, at all times all agents must strictly comply with the suitability standards for registration as a Marijuana Establishment Agent as set forth in 935 CMR 500.802 or they will be immediately dismissed as an employee of the company.

All policies and procedures will be administered by Holistic based upon its interpretation of the facts of any incident(s).

All issues of misconduct will be investigated thoroughly and any application of this policies and procedures will be handled in a fair and consistent manner.

Holistic may adapt disciplinary procedures or use immediate termination in certain circumstances, including but not limited to:

- Unauthorized removal of Holistic or a Holistic employee's property;
- Dishonesty;
- Breach of confidentiality;
- Fighting;
- Deliberate violations of policies and procedures adopted by Holistic; and
- Any unlawful conduct that reflects negatively on Holistic.

Holistic considers extended absence without proper notification, and failure to return to work after the conclusion of a leave of absence, paid time off, vacation, etc. as voluntary forms of termination.

Prior to an employee's departure, an exit interview may be scheduled to discuss the reasons for departure and the effect on employee benefits.

Once an individual is no longer associated with Holistic as an employee due to either voluntary or involuntary termination of employment, the individual is required to return:

- Their ID card;
- Any keys, fobs, or other entry/access devices;
- Company-issued electronic devices or other property; and
- Confidential documents (e.g. manuals, customer lists, etc.).

Former employees shall not attempt to access Holistic premises in the future without express written approval from an officer of Holistic.

Qualifications and Training

Processing Position, Responsibilities and Required Qualifications

Below are job descriptions identifying the initial positions and responsibilities at Holistic Industries, Inc.'s ("Holistic") processing facility.

SENIOR PROCESSING MANAGER

Job Summary: Supervise and coordinate activities of workers engaged in handling, extracting, infusing, testing, packaging and storing marijuana products. Apply knowledge of scientific and laboratory structures, systems, and techniques.

Responsibilities:

1. Oversee Supply Plan, including the management of various stages of product processing and production and ensuring a steady and consistent supply of usable, contaminant-free high-grade marijuana products
2. Prepare and assign daily tasks to Assistant Processors based on Supply Plan
3. Observe in-process products to ascertain condition
4. Oversee extraction and infusion processes, including all equipment and controls, to ensure conformance with quality control standards
5. Train new employees in processing techniques and problem solving
6. Inspect facility for signs of disrepair, infection, contamination and other problems that may affect proper processing conditions
7. Maintain Inventory Records and submit documentation to Information & Records Manager
8. Perform extra duties based on the needs of the organization

Qualifications: Strong business management background, preferably with 5+ years of experience in a licensed commercial marijuana processor facility. Strong science/laboratory experience or equivalent outside of marijuana industry plus a college degree in a related field is strongly preferred. Must be able to manage a team of diverse backgrounds, maintain compliance with company processing SOPs, and oversee facility compliance with internal standards and MA regulations.

ASSISTANT PROCESSORS

Job Summary: Perform tasks based on the schedule provided by the Senior Processing Manager. Apply knowledge of scientific and laboratory structures, systems, and techniques.

Responsibilities:

1. Assist the Senior Processing Manager in all aspects associated with marijuana extraction, infusion and processing
2. Observe and examine laboratory environment to determine optimal conditions
3. Administer and maintain nutrient schedule
4. Identify any pests, diseases, or contamination and manage the outbreak
5. Maintain, clean and disinfect extraction systems, infusion systems, and laboratory systems
6. Record environmental conditions such as temperature, humidity, and any other pertinent information as requested by the Senior Processing Manager
7. Perform additional tasks as may be required by the Senior Processing Manager

Qualifications: Strong indoor marijuana cultivation skills, preferably with 2+ years of experience in a licensed marijuana processing facility setting. College degree preferred. Must be able to follow direction and handle typical extraction, infusion, and processing tasks.

SECURITY MANAGER

Job Summary: Manage and direct security personnel in identifying, developing, implementing, and maintaining security processes and procedures across the organization to reduce risks, respond to incidents, and limit liability in all areas of financial, physical, and personal risk

Responsibilities:

1. Establish appropriate standards and risk controls associated with the physical property, marijuana, and electronic records
2. Act as liaison to the local police department.
3. Investigate any incidents regarding the physical property, marijuana, or electronic records
4. Organize periodic trainings pertaining to security for all security and administrative personnel

Qualifications: Strong law enforcement and security background, preferably with 5+ years of experience in law enforcement. Must be able to manage a team of diverse backgrounds and professionally handle a variety of potential security concerns. College degree required.

SECURITY GUARDS

Job Summary: Assist the Security Manager in maintaining the safety and security of the staff, adult-use marijuana, and the facility

Responsibilities:

1. Conduct periodic inspection of premises to protect against fire, theft, vandalism, and illegal activity
2. Maintain logbooks and visitor/guest sign-in book
3. Prevent access to any unauthorized persons inside the registered premises
4. Assist any staff with security access issues
5. Monitor any suspicious behavior by guests, visitors, and personnel
6. Ensure compliance with MA regulations and organization policies
7. Prepare reports as requested by Security Manager
8. Perform additional tasks as required by the Security Manager

Qualifications: Strong law enforcement and security background, preferably with 2+ years of experience in law enforcement, military or other security setting. Must be able to follow direction, observe suspicious behavior and react accordingly, and professionally handle a variety of potential security concerns. College degree preferred.

INFORMATION & RECORDS MANAGER

Job Summary: Oversee the safekeeping and security of all Holistic books, records, invoices, reports, and other documentation, both confidential and otherwise

Responsibilities:

1. Maintain all records and reports as required by MA regulations and organization policies
2. Oversee and maintain security camera recordings
3. Establish and implement policies and procedures relating to data security
4. Maintain extensive knowledge of MA regulations governing adult-use marijuana cultivation
5. Design and manage business procedures for the detection, investigation, correction, disciplinary action, and/or prosecution related to information security breaches, violations, and incidents
6. Act as liaison to the local police department.
7. Act as liaison to CCC during inspections and audits

Qualifications: Strong bookkeeping experience, preferably in a highly regulated industry or security related industry requiring attention to detail and impeccable compliance standards. College degree required. Must have strong communication and writing skills.

TRANSPORTATION PERSONNEL

Job Summary: Safely and securely account for transportation of marijuana to independent laboratories for testing and to licensed retail dispensary customers

Responsibilities:

1. Strategically plan and implement the delivery routes to ensure safety and security of the delivered goods
2. Ensure the purchase order is identical to the delivery order
3. Disclose any discrepancies immediately to management
4. Maintain all required transaction documents for the Information & Records Manager's recordkeeping

Qualifications: Must be licensed to drive in MA with impeccable driving record. Strong preference for security, military or law enforcement background. Must be able to quickly assess security threats and possess strong communication skills. College degree preferred.

Staff Training and Education

Our staff training and education plan is comprehensive, detailed and consistent with industry best practices. Trainers may include marijuana experts from our national team such as processing/manufacturing experts, inventory and quality control specialists, attorneys, lab techs, scientists, researchers, and other subject matter specialists.

All trainers must be experienced in marijuana operations related matters relevant to operating a processing facility so that trainees are afforded the opportunity to become experts themselves on the topics discussed. All training programs and materials must be vetted and approved by our managers prior to use in staff training.

In our staff training modules, trainees will be issued written (digital) materials and workbooks, undergo group and one-on-one training, be paired with an experience “mentor” who can provide ongoing advice and counsel even beyond the training period, perform situational drills to practice lessons under varying circumstances, watch instructional videos, shadow senior agents in action as they perform learned tasks at the facility and be tested on their retention of all pertinent information using multiple choice, open-ended question and/or oral examinations upon the completion of each training modules.

Our managers will oversee our training program. Generally, before being authorized to work at our facility, new hires must complete at least 25 hours of mandatory training. Additionally, staff will take at least 10 hours of annual on-going trainings. Mandatory training covers the following subjects:

- Instruction on the extraction, infusion and processing of marijuana
- Marijuana pests and diseases
- Marijuana storage guidelines
- Adult-use marijuana packaging and labeling procedures

Additional initial-hire training includes:

- Training on the use and functionality of METRC and LeafLogix, our electronic inventory tracking and record keeping system
- MA Medical/Adult Use Marijuana Program law, rules and regulations
- Holistic's rule, policies and prohibitions

- Proper use of security equipment, measures and controls to prevent diversion, theft or loss of marijuana, including law enforcement and emergency responder interaction
- Legal requirements for maintaining status as a registered Holistic agent
- Duties and responsibilities of each staff position
- Adult-use marijuana shipping, testing, storage, quarantine, returns, recall, disposal and handling protocol
- Record keeping, quality assurance inspections and other operational protocol

Our staff training program guarantees advanced ongoing and continuing education for Holistic employees on all of the above identified subjects as well as those listed below:

- Updates to standard operating procedures
- The safe handling of marijuana, including an overview of common industry hazards, current health and safety standards and Holistic best practices
- Legal updates training pertaining to the Commonwealth's Marijuana Program
- Key advancements in marijuana research
- Pharmacology of marijuana and its active ingredients
- Potential therapeutic and adverse effects of marijuana
- Dosage and forms of marijuana and their pharmacodynamic impact
- Potential consumer safety issues with marijuana use
- Other pertinent subjects which could enhance the level of production generated by Holistic staff and the safety and satisfaction of our customers

As part of our commitment to keep staff current with advancements in training and education, staff will be offered elective training. Elective training subjects will be based on the employee's interest as well as skills needed to increase productivity and improve overall job performance. Included in such elective training will be advanced courses covering all previously identified topics.

All individuals engaged in operational activities must master all mandatory training modules. After completing this training, employees will be tested to qualify the information retained and ascertain whether they are ready to begin hands-on training. All module-specific test results will be retained in the employee's file. Records regarding responsible vendor training will be maintained for a minimum of five years and will be available to the Commission and other licensing authorities upon request.

Each training module consists of:

- *Prerequisites:* concepts, procedures and certifications required for the particular training module at hand.
- *Objectives:* goals and skills expected to be acquired and the concepts to be mastered upon completion of the module.
- *Course content:* topics, procedures and protocols covered in the specific module.
- *Instructor supporting materials:* packet that includes additional handouts and articles not yet incorporated in the module but considered of value in helping trainees achieve the stated objectives of the training module.
- *Supplemental reading:* list of books, articles, published papers and documents that could help the trainee retain the course information and expand their knowledge base.

- *Training Completion Documentation:* Certificate of Completion that must be completed and signed by the trainee and the instructor upon completion of the training module. This will be stored in the employee's file.
- *Evaluation:* series of quizzes and tests before and after attending a specific module to quantify how much program participants have improved their knowledge and skills on the topics covered. Trainees are also asked to evaluate their learning environment and the efficacy of our methods and instructors. This help us to improve our training program based on participant feedback. Examples include exit interviews, evaluation forms and focus groups.

Before engaging in hands-on training, trainees must have demonstrated proficiency on the topics covered in the training modules by having average test scores no lower than 75%. Once trainees have met this requirement, they will receive hands-on training in our facility from a manager or senior employee qualified to train new prospective employees.

This phase of our training program is very important and consists of four steps:

- *Step 1.* (Trainee watches, instructor performs the task). Trainees observe the instructor perform the tasks learned in the modules and may ask questions and take notes. After the trainee has observed the task being properly performed enough times, they move on to the next step.
- *Step 2.* (Trainee helps, instructor performs the task). In this stage, trainees provide help to the instructor in performing the task. After the instructor feels that the trainee has mastered the basics skills and procedures, the trainee moves to the next step.
- *Step 3.* (Trainee performs, instructor helps). Here, the roles are reversed and the trainee is now in charge of performing the specific task while still being helped by the instructor. Once the trainee and instructor are comfortable with the trainee's performance, they jointly decide to move to the next step.
- *Step 4.* (Trainee performs, instructor watches). At this point, the trainee is performing the task on his/her own under the supervision of the instructor who will correct the trainee if necessary but will try to avoid direct assistance.

After the trainee has repeated Step 4 enough times and the instructor is satisfied with their performance, the instructor will schedule an on-the-job-evaluation. The trainee is expected to perform the required duties at the level of a full-fledged employee. Trainees are encouraged not to rush as they are only given two chances to pass the evaluation. If a trainee fails both attempts, their training ends and they must either repeat Steps 1-4 or will be terminated from employment.

Responsible Vendor Training

In accord with 935 CMR 500.105(2)(b), all owners, managers and employees that handle marijuana or conduct sales of marijuana must successfully complete a responsible vendor program in an effort to be designated a "responsible vendor." Such program must be completed within 90 days of hire. All those agents involved in the handling and sale of marijuana must successfully complete the program once every year thereafter to maintain designation as a "responsible vendor." HR shall maintain records of all responsible vendor training program compliance for 4 years and make them available to inspection by CCC and any other applicable licensing authority upon request during normal business hours.

Quality Control and Testing

Holistic has learned that designing and implementing a comprehensive quality assurance (QA) program is absolutely critical to ensure quality control (QC). We strive to create a systematic approach to processing/manufacturing that ensures uniformity, consistency and predictability from product batch/lot to product batch/lot, which in turn facilitates the production of uniform, consistent and predictable product for consumers. Our QA program consists of detail reviews, inspections and testing at key checkpoints during the processing process. So long as each member of our team is performing to expectations, particularly with regards to adhering to our QA protocol, we will produce products that meet our internal QC standards of excellence, which are pre-determined standards for each product form.

To verify the effectiveness of our QA program and to verify adherence to our internal QC standards, we test our marijuana products both internally and externally (using an independent testing laboratory). Agents working in our processing department will be tasked with, among other things, analyzing in-process materials throughout the production process to ascertain the safety, health, integrity, viability, stability and purity of our products.

All staff will be required to immediately report to departmental managers any actual or potential QA violations and/or QC issues, including any matters affecting product integrity, facility cleanliness and sterility, tool and equipment functionality, storage conditions issues, and so on. All issues which may ultimately adversely affect consumers will be immediately rectified, which may include measures to quarantine, dispose and destroy contaminated or otherwise unsafe products that do not meet our standards of excellence. Further, the internal procedures will comply with the reporting, surveillance, isolation and quarantine requirements of 105 CMR 300.000.

Quality Assurance and Quality Control Policies & Procedures

Inventory Management

As a critical component of our QA program, every action taken to marijuana products throughout our systematic process is recorded in our electronic inventory tracking system, LeafLogix. Analyses of inventory reports by management are used for quality monitoring and quality improvement purposes.

To implement this aspect of our program, every batch of harvested marijuana is issued a unique batch number for tracking purposes; similarly, every lot of processed marijuana extract is issued a unique lot number at the conclusion of the extraction process (as is each lot of infused marijuana product upon the conclusion of the infusion/formulation process). The assigned bar code remains with the product throughout the entire manufacturing cycle. All actions taken to in-process products, including all extractions, solvents, infusion, ingredients, excipients, environmental conditions, etc., will be recorded in LeafLogix. Upon each milestone in the production process, all data generated, including individual product weight, extraction date, infusion date, testing date, batch/lot identifier, number of manufactured products, and general manufacturing notes will also be recorded in LeafLogix.

Using this method, we are able to create detailed reports for each item that can accurately identify the location of the product (or its product batch/lot), each agent who handled the product at any point in time, and to whom the product was distributed (ie, a laboratory for testing or dispensary for sale, as the case may be). This is particularly useful in the event of an adverse event, such as a product recall.

All marketed adult-use marijuana products for sale must first be tested by an Independent Testing Laboratory. No products will be authorized for sale to a customer unless and until: 1) such testing has been completed in accordance with MA regulations, 2) such testing affirms the product has passed safety testing, 3) such products meet internal quality control standards, and 4) such products are compliantly packaged and labeled for sale to the customer.

Notably, prior to any sale, a Holistic agent must designate whether the marijuana products are intended for sale for adult use or medical use through tracking methodology approved by CCC under 935 CMR 500.000.

Additionally, in compliance with 935 CMR 500.105(8):

- Holistic shall establish all inventory controls and procedures for the conduct of inventory reviews.
- Holistic shall promptly transcribe inventories if taken by use of an oral recording device.
- Holistic's seed-to-sale tracking requirements shall include: tag and track all marijuana seeds, clones, plants, and marijuana products, using a seed-to-sale methodology in a form and manner to be approved by the Commission
- Since Holistic will operate as a co-located medical *and* adult use marijuana cultivation/processing facility, prior to effectuating any sale, the company shall designate whether marijuana products are intended for sale for adult or medical use through METRC.

NOTE: Applicant acknowledges that the only approved seed-to-sale tracking or inventory system is METRC. LeafLogix will be used as a secondary system. All applicable data entries and records stored identified in this document will be made to and recorded in METRC as well as LeafLogix.

Quality Assurance Inspections

Authorized staff will be tasked with constantly analyzing and assessing all in-process materials during every stage of manufacturing and processing to prevent and/or mitigate any deficiencies, contaminants, pest/disease outbreaks or other issues which could be detrimental to the safety and quality of our products. Redundant techniques include daily spot checks, staff and managerial inspections, and internal testing.

Additional measures to ensure product quality and quality improvement as part of our QA program include: implementing clean room protocols (similar to pharmaceutical manufacturing and pharmacy standards), daily facility and equipment sterility and cleanliness protocols, utilizing HEPA filters and other filtration devices as appropriate, safe and adequate potable water supply, promoting staff hygiene, ensuring Good Manufacturing Practices (GMP), Good Handling Practices (GHP), using process validation testing and confirmation prior to full adoption, and promoting a healthy workplace environment.

Inspection Schedules

Holistic will continuously perform visual inspections of in-process material and final adult-use marijuana products ready for distribution to ensure there is no visible mold, mildew, pests, rot, or grey or black plant material.

Integrated within our SOPs are regularly-scheduled inspections and scouting. All products post-harvest (if produced by our company) or upon receipt (if acquired from another cultivation facility within the Commonwealth, which is not anticipated at this time), including all extracts and infused products, must also undergo scheduled QA inspections. Staff will be instructed to carefully review each product/material for signs of contamination or other issues at key process checkpoints (e.g., upon/during/after the trimming process, upon/during/after the drying process, upon/during/after the curing process, immediately after the extraction process, upon each transfer of product from one room to another, upon/during/after packaging, upon/during/after shipment preparation, upon/during/after product delivery, etc.).

Any products suspected of an issue will be transferred to quarantine immediately for further investigation.

Additionally, all room surfaces, air filters, and irrigation equipment are examined for evidence of pest and pathogen contagions. Remediation and corrective measures must be taken immediately to ensure a clean-room workplace environment.

Pre-Distribution Quality Assurance Measures

Below are some of Holistic's QA policies and procedures covering aspects of our QA program after the successful manufacturing/processing of marijuana products.

- All products manufactured/processed must undergo multiple internal QC and regulatory compliance inspections prior to approval for release to an independent laboratory for testing and prior to approval for release to our customers after passing such independent testing.
 - The first such review will take place in the packaging room at the time of initial packaging and labeling by the employee responsible for the same.
 - Prior to the packaged products' transfer to the vault for storage, a manager, or authorized designee, will conduct the second inspection.
 - Thereafter, each time an item is transferred from the vault, its packaging and labeling will be inspected by the person responsible for the transfer.
- On the day of shipment, authorized agents will carefully transfer all itemized products identified on the transport manifest from the vault to the shipment preparation area for staging and a final audit/inspection prior to delivery.
 - As items are removed from storage, they will be carefully inspected and reviewed for packaging and labeling QA compliance, ensuring all items are compliant with MA regulations and meet our stringent internal QA standards. All QA inspections and confirmations will be recorded in LeafLogix.
- Once in the shipment preparation area, transportation personnel will carefully pack each item

in the shipment into proper bulk shipment packaging (i.e., an unmarked, tamper-evident opaque box affixed with a copy of the transportation log and sealed with tamper-evident tape) while simultaneously conducting a physical audit, on a line item basis, against the transport manifest to ensure the shipment matches the log.

- At this time, items will undergo a redundant QA inspection, including product packaging and labeling compliance, to ensure they are undamaged, unexpired and otherwise qualified for distribution. All inspections and confirmations will again be recorded in LeafLogix.
- Marijuana products may not be mishandled or mistreated.
- Unfit items failing QA inspection must be rejected and either corrected (e.g., relabeled or repackaged) or transferred for further inspection and/or destruction and disposal in accordance with company procedures.
 - All rejected items will be replaced with suitable products such that the shipment matches the transport manifest in all respects.
- Once placed in proper shipment packaging, the shipment packaging itself will be affixed with a label which clearly displays the unique shipment identification number, the description, including the weight, of each item, date and time of the sealing of the package for shipment, the name and ID number of the agent who prepared and sealed the package, and the name and address of Holistic. Shipment labels will also display the name and address of the approved recipient.
 - Transport agents will ensure the shipment label is conspicuously located on each package (i.e., must be of sufficient size, not obscured, and in a noticeable location).
 - All labels, including their placement on the package, must be inspected for QA compliance and approved prior to continuing to the next step in the transportation procedure. All inspections and confirmations will be recorded in LeafLogix.
- Prior to sealing any shipment packaging, transport agents must carefully inspect the packaged products and again cross-reference items with the transport manifest (which identifies all the products meant for shipment to the same recipient). Once confirmed, the agent will make a record of the inspection in LeafLogix and release the shipment for delivery.

Quarantine

Our facility is equipped with a quarantine room for the inspection, and destruction/disposal (if necessary), of marijuana, including products whose packaging or labeling does not meet regulatory or internal QA standards. Our quarantine room is a separate, locked, alarmed and monitored limited-access area used exclusively for the storage and inspection of marijuana plants and adult-use products that are unfit, expired, damaged, deteriorated, mislabeled, contaminated, recalled or whose containers or packaging have been opened or breached.

Quarantine Transfers

All materials that have been deemed marijuana waste will first be collected into waste bins, which will be clearly marked “FOR QUARANTINE,” located in all operational rooms that contain plant materials at any stage of production. Once collected, such waste will be transferred to the quarantine room, where it will be carefully inspected by our QA team for any signs of contamination. Each batch of marijuana waste will be given a unique barcode for identification and tracking purposes, then the waste batch’s weight, contents and date of collection will be recorded in LeafLogix for recordkeeping purposes.

Upon confirmed determination as marijuana waste (or suspicion of qualification as waste), management will be immediately notified, and the subject materials will be further segregated and redundantly reviewed. Within the quarantine room, the inspected waste will be stored for no longer than 24 hours until destroyed or disposed of according to protocol. All quarantine product transfer procedures will be handled by a minimum of two authorized employees and will be conducted in the presence of security agents and within the view of our recording surveillance system.

Quarantine Protocol

After transfer to quarantine, authorized agents must inspect all quarantined materials (and their packaging, if applicable) to assess the integrity of the material, the likelihood of the spread of contamination throughout the facility or to other inventory, and/or any other threats posed by the waste. They must also update LeafLogix to note the quarantine transfer and details of the inspection. Immediately following the safe transfer of all quarantined materials, employees will notify management. Once in quarantine, materials will be subject to redundant investigation, examination and testing by authorized QA staff. Quarantine materials will remain in the quarantine room until the marijuana is either salvaged (based on the results of the quarantine review and the nature and reason for quarantine), destroyed or otherwise disposed of in accordance with protocol.

Marijuana Product Handler Requirements

Employees must conform to best hygiene and sanitary practices while on duty, including:

- Maintaining adequate personal hygiene
- Wearing proper clothing, including gloves
- Washing hands thoroughly in an adequate hand-washing area before starting work and at any other time when hands may have become soiled or contaminated

Employees handling marijuana must utilize facemasks and gloves in good operable condition, as applicable to their job functions and must comply with the requirements for food handlers specified in 105 CMR 300.000: *reportable Diseases, Surveillance, and Isolation and Quarantine Requirements*. Employees preparing edible must comply with Minimum Sanitation Requirements for Food Establishments, in accord with 935 CMR 500.105(3)(c).

Employees must wash hands per established SOPs when handling marijuana. These requirements include washing hands with soap and hot water before beginning work, after using the lavatory and after meal breaks. Employees who are showing signs of illness, open wounds, sores or skin infections will be sent home and not allowed to handle marijuana until fully recovered. These instructions will be

posted in appropriate areas such as lavatories, kitchens, breakrooms and lunch areas, and in multiple languages, as needed.

All areas, including contact surfaces, will be maintained with the utmost attention to cleanliness. The facility will be regularly cleaned to prevent contamination and unsanitary conditions. All cleanings will be closely monitored to ensure that the marijuana plants are not contaminated or come into contact with cleaning solutions.

Those employees failing to follow marijuana product handler requirements will be subject to discipline, up to and including suspension or termination.

Prevention of Contaminants Entering the Facility

In accordance with 935 CMR 500.105(3)(b)4, Holistic will have sufficient equipment space necessary for sanitary operations, including space for placement of equipment and storage of materials (ie, supply and janitorial closets). Related, all toxic items will be identified, held, and stored in a manner that protects against contamination of marijuana products (they will be stored in a segregated storage closet designated for toxic item storage only).

In compliance with 935 CMP 500.105(3)(b)6, our facility, including all floors, walls and ceilings, is constructed in a manner allowing for adequate cleaning and repair. Related, the facility has compliant plumbing systems and compliant lavatory systems (employees are provided adequate, readily accessible toilet facilities that are maintained in a sanitary condition and in good repair), which was required to obtain our local C/O. Our plumbing is of adequate size and design, and is adequately installed and maintained to carry sufficient quantities of water to required locations throughout the facility. Plumbing properly conveys sewage and liquid disposable waste from the facility. There is no cross-connections between the potable and wastewater lines.

Holistic will monitor and control the access of people and materials entering and exiting the facility. All persons (employees, visitors, inspectors, law enforcement, etc.) entering the processing areas of the facility will be required to undergo a decontamination process before entering. After pre-admission decontamination protocols have been met, only security may clear the individuals seeking access beyond the common areas of the facility.

Within the operational zones of the facility, specific safety, security and sanitation standards of operation are strictly enforced to guide employees in the proper execution of their various work tasks and product handling. Staff will only have authorized access to the specific areas where they work, eliminating unnecessary employee traffic within the facility, thus reducing the likelihood of any contamination.

All interactions between agents and products (including in-process and final products) are recorded in LeafLogix and any potential source of problems must be recorded, reported and addressed before agents engage other daily duties.

Upon finding a potential problem that may cause a sanitation or other QA concern, the agent must immediately place a red magnetic triangle at the entrance door of the affected room. The triangle at the door acts as a visual notification for agents who may be coming to work on a new shift or are otherwise unaware of the triggering event. After proper recording, reporting and addressing of the problem, staff will affix a written warning notice to the room's door explaining the event so all staff who attempt to enter the room are aware of the situation and can adjust their procedures accordingly.

All information on the notice will also be documented in our recordkeeping software. Once the event has been remedied, the warning triangle and the warning notice are removed.

To further guard against contamination, all materials entering our facility undergo a specific screening process. Prior to accepting a delivery, receiving agents will confirm that the delivery is expected, and the items being delivered match the order placed. After accepting the delivery, agents will separate the items from packaging materials. These packaging materials are potentially a source of contaminants and therefore will be discarded promptly outside of the facility and never allowed to enter the facility from beyond the shipment preparation area. The items delivered will be visually inspected for contaminants and cleaned with a sanitizing product. Only then will the delivery be approved for transfer to the interior of the facility (after a final visual inspection for contaminants).

Testing

Prior to approval for distribution to our customers (or for continued in-house processing, as the case may be), all products produced by Holistic are required to successfully pass both internal QC standards (including pre-determined strain and product specifications, within 95%-105% of set profile standards) and independent testing performed by a licensed and approved laboratory in MA.

Independent testing will be conducted after the materials have undergone the extraction process (and after they have undergone the infusion process, depending on the final product type) according to protocol.

Representative samples of sufficient sizes/quantities will be selected randomly and provided to the independent lab. If our products pass testing, they will either be packaged for sale or transferred to the next phase in the production process, as the case may be. Note that all labels affixed to final products earmarked for distribution to customers will display the test results conducted by the independent laboratory.

If laboratory results indicate contaminate levels are above acceptable limited established levels set by regulatory protocols, Holistic will comply with 935 CMR 500.160(2) and transfer the affected batch/lot to quarantine and notify CCC within 72 hours (if the contamination cannot be remediated) in accord with 935 CMR 500.160(2). The notification itself will describe our proposed plan of action for both destruction of the contaminated product and the assessment of the source of contamination.

The quarantine area will be access-controlled. In compliance with 935 CMR 500.105(11)(b), the quarantine area will be used for the storage of marijuana that is expired, damaged, deteriorated, mislabeled, contaminated, recalled, returned, or whose containers or packaging have been opened or breached, until such products are either a) salvaged and approved for safe dispensation or further processing (depending on the nature of the issue and the results of internal testing and quality assurance inspections), or b) destroyed or otherwise disposed of in accordance with 935 CMR 500.105(12).

Upon identifying a product batch/lot that fails lab testing, management will be immediately notified and staff will commence the secure transfer of affected products to quarantine. Authorized agents tasked with quarantine transfers will:

- Inspect all quarantined products to assess:
 - The integrity of the containers/products

- The likelihood of the spread of contamination to our facility or other inventory
- Any other health, sanitation, safety, or security threats posed by such products
- Update LeafLogix reflecting the transfer

Once the above has been confirmed, agents will immediately transfer all affected products to the access-controlled quarantine room and carefully place the affected items in the appropriately designated secure, lockable air-tight storage bin for the safe and segregated storage of the quarantined products. These storage bins will be utilized as single-purpose, dedicated units for the secure storage of specific types of quarantined products, and will be color-coded and clearly labeled accordingly (e.g., there will be a blue bin specifically dedicated for “recalled products,” an orange bin specifically dedicated for “expired products,” a red bin specifically dedicated for “contaminated products,” and so on). The purpose of this segregation system is to:

- Allow for a proper investigation or examination of affected products without risk of confusion, cross-contamination, or other concerns which could affect the integrity of an investigation or examination
- Facilitate the organization of the quarantine area
- Facilitate the accuracy and integrity of any recall activities and related recordkeeping
- Facilitate the orderly destruction, disposal, and removal of unsalvageable products

All quarantine transfers will be handled by a minimum of two trained agents and will be conducted both in the presence of security agents and within the view of our recording surveillance system. Agents effectuating the quarantine procedures must wear appropriate protective gear (e.g., pharmaceutical-grade nitrile gloves, eye goggles, smocks/lab coats, etc.). Once a quarantine product transfer has been completed, agents will:

- Exit the quarantine room ensuring the door has been fully closed, secured, locked, and alarmed
- Update LeafLogix with all actions taken to the products
- Immediately notify management that all affected products have been safely transferred to quarantine

Once in quarantine, products will be subject to further investigation, examination, and testing by highly trained staff. Quarantine products will remain in quarantine until they are either:

- Salvaged (based strictly on the results of any investigation, examination, and/or testing and the nature and reason for the quarantine), or
- Destroyed or otherwise disposed of

Note, if a product can be safely salvaged, it must be re-tested by an independent laboratory and successfully pass all testing before approval for sale.

Record Keeping Procedures

Recordkeeping Processes and Policies

Holistic Industries, Inc. (“Holistic”) uses established recordkeeping procedures with strict protocols for the efficient and effective creation and maintenance all required reports, records, logs, recordings, and other important business data, information, and documentation. In conforming with these protocols, we will create and maintain written and/or electronic records, as appropriate, and securely store them for a period of at least 5 years.

Electronic Recordkeeping Software

To generate and maintain electronic records, including but not limited to inventory and sales records, Holistic utilizes the LeafLogix inventory tracking and recordkeeping software system.

LeafLogix is a widely utilized, proprietary seed-to-sale inventory tracking and recordkeeping system with the capability to track products through the entire cultivation, manufacturing/processing and dispensing process, allowing for accurate real-time inventory records. Upon entering a product into the system, a unique product ID will be issued for tracking and recordkeeping purposes. All actions taken to inventory as whole, by grouping, or by individual product will be digitally recorded for instant and long-term analysis purposes. Moreover, detailed records can be stored for several years. LeafLogix also allows us to create precise inventory records at a moment’s notice, so any discrepancies or breaks in the chain of custody will become immediately apparent, igniting swift corrective measures to investigate and resolve issues.

Generally, we will use LeafLogix to track and record all actions/information/documentation related to cultivation, manufacturing, processing, production, extraction, infusion, shipping, receiving, packaging, labeling, handling, transferring, transporting, storing, stocking, disposing, returning and recalling adult-use marijuana products in accordance with all applicable MA laws, rules, and regulations.

All entries into the LeafLogix system will include the unique employee ID number of the staff member taking the relevant action and recording the information in the system so that we know who is/was responsible for each step in our integrated processes, including who created each record or report. All appropriately authorized staff members will be thoroughly trained in the use and functionality of the LeafLogix software system to ensure the accuracy and integrity of our recordkeeping system.

NOTE: Applicant acknowledges that the only approved seed-to-sale tracking or inventory system is METRC. LeafLogix will be used as a secondary system. All applicable data entries and records stored identified in this document will be made to and recorded in METRC as well as LeafLogix.

Records and Record Retention

Holistic uses best security practices for records storage, including but not limited to surveillance footage, security records, customer records, sales records, inventory records, and other business

records. All physical records, except for surveillance footage, will be securely stored in a manager's office (which will be access-controlled) within a commercial grade storage cabinet, closet, or other secure place to protect them from tampering or theft. Only authorized and properly credentialed agents may access the company's records.

All records will be available for inspection by the Commission upon request, and maintained in accordance with widely accepted accounting principles.

All electronic records will be stored in LeafLogix in a manner that is password protected, TLS/SSL encrypted, and accessible only to those authorized persons with proper credentials.

Our facility will have an electronic back-up system for *all* written and electronic records, including surveillance recordings. Duplicate records, including surveillance recordings, will be stored within an access-controlled facility maintained or recommended by our trusted commercial security monitoring service provider (e.g., Iron Mountain), if approved by the CCC. Holistic will require our offsite record storage location to be protected by 2 independent security alarm systems monitored by 2 independent commercial security monitoring services, if requested by the CCC.

Surveillance Recordings

Surveillance recordings will be stored onsite on password-protected hard drives, which will be secured within a limited-access security room to protect recordings from tampering or theft. Only the facility manager and security manager will have the passwords to the hard drives. The security room will remain locked, alarmed, and monitored at all times and will contain security and surveillance monitoring equipment. To ensure redundancy of protection, we will install a secondary security alarm system (separate from the facility's primary security system, but meeting the same specifications) covering the limited-access surveillance room where surveillance recordings are stored. This room will be accessible only to authorized security CCC members who are essential to maintaining security and surveillance operations. Additionally, we will grant access to the security room to federal, state, and local law enforcement who are on official duty, security surveillance system service employees (only for the limited time necessary to perform their job responsibilities), the CCC or its authorized agents, and other persons with the prior written approval of the CCC (which is not anticipated at this time).

Within one business day following a request, we will provide unaltered copies of a video surveillance recording to the CCC or its authorized agents, law enforcement or other federal, state or local government officials if necessary to perform the government officials' functions and duties. If we have been notified in writing by the CCC or its authorized agents, law enforcement or other federal, state, or local government officials of a pending criminal or administrative investigation for which a recording may contain relevant information, Holistic Industries will retain an unaltered copy of the recording for 5 years or until the investigation or proceeding is closed or the entity conducting the investigation or proceeding notifies the company that it is not necessary to retain the recording, whichever is longer.

Human Resources Records

Holistic's Human Resources Department will retain records of job applicants and employees, including but not limited to job applications, signed registration forms, signed employment agreements, state and federal criminal background reports, annual reviews, initial and refresher training certificates of completion, etc., in accordance with our Human Resources policies. Human Resources will also retain electronic and hardcopy versions of all training materials and attendance records for at least 5 years. All employee files and other relevant records will be made available for inspection by the CCC upon request.

Personnel records maintained by Human Resources will include:

- **Job descriptions for each agent**
- **A personnel record for each agent**
- **A staffing plan that will demonstrate accessible business hours and safe cultivation/processing/production/manufacturing conditions**
- **Personnel policies and procedures**
- **All background check reports obtained in accordance with 935 CMR 500.030**

Diversity Plan Records

Holistic is committed to our Diversity Plan and will keep accurate records to ensure its implementation, ongoing improvements where needed, and reporting. We will maintain applicant and employment records that reflect recruiting activities, the number and characteristics of applicants and employees, and our employment practices, such as hires, transfers, promotions, compensation decisions, and terminations. This includes maintaining applicants' voluntary self-report form on race, ethnicity, and veteran, veteran-disabled, and disability status. This information will help us analyze whether we are attracting a diverse pool of applicants.

Additionally, we will keep materials evidencing our affirmative action efforts to ensure equity within Holistic. This includes items such as copies of documents that indicate employment policies and practices, copies of letters sent to suppliers and vendors stating the Affirmative Action Policy and copies of letters sent to recruitment sources and community organizations.

Furthermore, Holistic will maintain documentation of the following as part of our internal AAP/equity auditing and recordkeeping system:

- An applicant flow log showing the name, race, sex, date of application, job title, interview status, and the action taken for all individuals applying for jobs
- Log of job offers, hires, promotions, resignations, terminations, and layoffs by employment category, gender, and diversity group
- Employment applications
- Compensation records

Holistic will report on the participation level, by percentage, of diverse groups as owners, managers, staff, contractors, and professional service providers. These reports will include reports on promotions and advancements of individuals who are members of Diverse Groups, along with dollar amounts contracted to businesses representing Diverse Groups. These reports will be in addition to anything explicitly required by the CCC.

Inspections, Servicing, Alteration, and Maintenance Records

Holistic will conduct maintenance inspections at least once every month to ensure all tools and equipment are in good working condition and that any repairs, alterations or upgrades to the alarm, security, and surveillance systems are made for the proper operation of the systems. Staff will keep written logs of all maintenance activities performed which record the dates, times, affected equipment, actions taken, and the name and employee ID number of the agent performing the maintenance. We will retain records of all inspections, servicing, alterations, and upgrades performed on the systems for at least 5 years and will make the records available to the CCC and its authorized agents within one business day following a request.

Visitor Records

Only authorized employees, authorized visitors and the CCC or its authorized agents, or other federal, state, or local government officials performing their official functions and duties may enter our facilities.

When admitting a visitor, Holistic will require the visitor to sign a visitor log upon entering and leaving any limited access area. We will maintain the visitor log in digital and hard copy for 5 years and make the log available to the CCC, state or local law enforcement and other state or local government officials upon request if necessary to perform the government officials' functions and duties. The log will include:

- Full name of each visitor
- Visitor identification badge number
- Time of arrival
- Time of departure
- Purpose of the visit
- Name and employee ID of the assigned escort

A copy of the visitor's identification documents will be affixed to the visitor log and stored for recordkeeping purposes.

Transport Manifest and Shipping Records

In accordance with 935 CMR 500.105(13), Holistic will generate printed and electronic transport manifests for each product shipment to accompany every transport vehicle should we ever transport marijuana. The manifest will, at a minimum, identify:

- Our name, address, and permit number
- The name and contact information for a Holistic representative who has direct knowledge of the transport
- The name, address, and permit number of the delivery recipient
- The name and contact information for a representative of the recipient
- The name of the Holistic agent that packaged/shipped the shipment
- The quantity, by weight or unit, of each marijuana batch or lot contained in the transport, including each batch/lot identification number

- The total number of individual packages/items in the shipment
- The date and approximate time of departure
- The date and approximate time of arrival
- The transport vehicle's make, model, and license plate number
- The identification numbers of each transport agent accompanying the transport

In any instance where the transport team is tasked with multiple deliveries within a single planned trip, Holistic Industries will create separate transport manifests for each recipient which correctly reflects the specific marijuana in transit. Accordingly, each recipient must provide our team with a printed receipt for the adult-use marijuana received.

In accordance with company protocol, Holistic will provide a copy of the applicable transport manifest to the recipient receiving the adult-use marijuana described in the transport manifest at least one day in advance of the scheduled delivery. Upon arrival, the transport team will provide a second copy of the transport manifest which may reflect any amendments or updates.

For quality assurance purposes, each transport manifest must be reviewed for accuracy and compliance and approved by a manager, or an authorized designee, who must record their approval prior to providing a copy of the manifest to the recipient and releasing the shipment for delivery.

Additionally, we will generate and maintain records the following transportation records:

- All daily delivery schedules, including routes and delivery times (i.e., the trip plan)
- Any vehicle accidents, diversions, losses, or other reportable events that occur during transport of adult-use marijuana

All transportation related records, including transport manifests, transport logs, trip plans, transport incident reports, and the like, will be stored for at least 5 years. Moreover, authorized staff will record in LeafLogix in real-time:

- All transfers of product from the vault to the shipping area for shipment preparation
- All information contained on the packaging label and the transport manifest, including the name and address of the recipient
- All transfers of product from the shipping/receiving area to the transport vehicle, including all loading activities
- All transfers of product from the transport vehicle to the recipient, including all unloading activities
- The results of all audits and product packaging/labeling inspections
- The name of the person(s) making the entry, packaging the shipment, and completing the transport to maintain an unbroken chain of custody report
- The name and employee ID numbers of the manager or security manager overseeing the transport activities
- The name and employee ID numbers of all staff participating in the transport activities
- The date and time of shipment departure
- Trip plan details, including the route of delivery

- If applicable, any deviations from the trip plan, including time, location, reason for the deviation, and any trip plan modifications/updates
- The date and time of shipment arrival
- The date and time of the transfer of custody of the products
- The name and permit number of the recipient
- The names of all receiving staff from the recipient who participate in the delivery process

Upon request, we will provide copies of any transport manifest, printed receipts, and/or any other transportation related record to the CCC or its or its authorized agents, law enforcement or other federal, state, or local government officials if necessary to perform the government officials' functions and duties.

Inventory Audit Records

Holistic will establish inventory controls and procedures to conduct routine scheduled as well as unannounced daily, monthly, and annual inventory audits to confirm that our physical inventory matches our digital records stored in LeafLogix. A written record will be created and maintained for each inventory audit which will include the date of the inventory audit, a summary of the inventory findings, and the names, signatures, and titles or positions of the individuals who conducted the inventory. All audit reports will be recorded digitally and in hard copy. All electronic records will be securely stored onsite for a minimum of 5 years and backed up for secure offsite storage.

Holistic will maintain inventory records as required by 935 CMR 500.105(8) and 935 CMR 500.105(9), including but not limited to records of each inventory audit taken (including, at a minimum, the date of the inventory, a summary of the inventory findings, and the names, signatures, and titles of the individuals who conducted the inventory).

Recordkeeping Security Incidents

Our security department will investigate any reports or notification of recordkeeping misconduct. Any loss or unauthorized alteration of company records discovered or suspected by any employee will be reported to the security manager immediately. Our security manager will report such incidents to the CCC and law enforcement as necessary. Upon discovery of a records security breach, the security manager must review all recordkeeping and security policies to identify deficiencies and necessary corrective measures. The security manager may engage the service of a third-party data security expert, as needed.

The alteration, falsification, loss or misplacement of records, failure to complete records/logs, gross inaccuracies, negligence or other errors of records will be considered policy violations and will not be tolerated. Employees will be investigated and disciplined, terminated and/or prosecuted, based upon investigation findings.

Recalls and Returns Records

Holistic will notify the CCC and any affected customers immediately upon becoming aware of any complaint made to Holistic by a customer who reports an adverse event from using marijuana produced by our facility. The company will then cease producing the affected adult-

use marijuana and coordinate the return of the recalled adult-use marijuana with the affected parties. All information related to the recall, including all steps taken to collect and transfer products, will be recorded in LeafLogix, including:

- A copy of the complaint
- The name, address, permit number of the customer, if applicable, who sold and/or possess the affected product
- The name, product type, quantity, and unique product ID numbers of all recalled products
- Nature of the recall or complaint
- The date and time of any returned products
- The date and time of the product transfer to the quarantine room
- The name and ID number of all employees participating in any recall or product transfer activity
- If applicable, the date and time of product pickup from or transportation of affected products for purposes of destruction and disposal, including the employee ID numbers of all staff participating in each step of the pickup/transportation activities
- If applicable, the date and time of product destruction and/or disposal, including the method of destruction/disposal and the employee ID numbers of all staff participating in each step of the destruction/disposal activities

Upon identifying or receiving any returned, unfit (including but not limited to expired, damaged, deteriorated, mislabeled, or contaminated products), and/or recalled adult-use marijuana products, the manager will immediately update the our electronic recordkeeping system.

Business Records

In accordance with 935 CMR 500.105(9) as well as industry best practice, Holistic Industries will create and maintain the following business records:

- **Assets and liabilities**
- **Monetary transactions**
- **Books of accounts**
- **Sales records**
- **Salary and wages paid to each employee**
- Employment policies and procedures
- Facility rules, guidelines, and policies
- Training materials
- Employment handbooks, manuals, and other documents
- Security policies and procedures, including:
 - Staff identification measures
 - Monitoring attendance of staff and visitors
 - Alarm system plan
 - Video surveillance plan
 - Monitoring and tracking inventory
 - Personnel security
- Policies and procedures for cultivating, processing, producing, shipping, receiving, packaging, labeling, handling, tracking, transporting, storing, disposing, returning, and

recalling products containing marijuana in accordance with all applicable laws, rules, and regulations

- Workplace safety policies and procedures
- Maintenance, cleaning, and sanitation policies and procedures for the site, facility, tools, and equipment
- Inventory maintenance and reporting procedures
- Policies and procedures to investigate complaints and potential adverse events from other marijuana establishments or customers
- Other plans of operation
- Annual budgets, financial forecasts, and other business planning reports
- Transaction and sales records
- Expenses and expenditures records
- Inventory audit records, both internally and independently produced
- List of all current management and employees, including a separate list of all employees permitted to access any security and surveillance areas
- List of all company vendors, contractors, consultants, and permitted marijuana suppliers
- All notices and written communications with the CCC
- Other business records used in the operation of our facility

All business records, including full and complete plans of operation, will be made available to the CCC upon request and during any inspection of our sites and facilities.

Other Records, Logs, and Reports

Holistic will maintain many other records, logs, and reports which are not identified above, including but not limited to:

- Employee access logs, including the dates, times, and identities of those who entered/exited the facility
- Facility and equipment maintenance, sanitation, and cleaning logs
- Records whenever adult-use marijuana products or waste is disposed or handled, including date, type and quantity disposed or handled, the manner of disposal or handling, location, and the names of the 2 agents present with their signatures. These records will be kept for at least three years, or longer in the instance of any enforcement action
- Quarantine transfer logs and inspection reports
- Product destruction and disposal records, including date, time, and method of destruction/disposal (if applicable)
- Security incident reports, including:
 - Reports of attempted breaches/break-ins
 - Reports of vandalism, theft, violence, and other crimes
 - Reports of the expulsion of persons from the premises
 - Smoke, fire, and other alarm notifications
 - Copies of police reports related to any event taking place on the site
 - Diversion and other criminal activity internal investigatory reports, including preliminary reports, 7-day follow-up reports, and final reports written within 30 days of the applicable incident

- Inventory discrepancy reports
- Loss of power reports
- Reports of emergency events (e.g., fire, flood, other natural disasters)

Holistic will also maintain written operating procedures as required by 935 CMR 500.105(1), including but not limited to:

- Security measures in compliance with 935 CMR 500.110
- Employee security policies, including personal safety and crime prevention techniques
- A description of the Marijuana Establishment's hours of operation and after-hours contact information, which shall be provided to the Commission, made available to law enforcement officials upon request, and updated pursuant to 935 CMR 500.000.
- Storage of marijuana in compliance with 935 CMR 500.105(11)
- Description of the various strains of marijuana to be cultivated, processed or sold, as applicable, and the form(s) in which marijuana will be sold
- Procedures to ensure accurate recordkeeping, including inventory protocols in compliance with 935 CMR 500.105(8) and (9)
- Plans for quality control, including product testing for contaminants in compliance with 935 CMR 500.160
- A staffing plan and staffing records in compliance with 935 CMR 500.105(9)
- Emergency procedures, including a disaster plan with procedures to be followed in case of fire or other emergencies
- Alcohol, smoke, and drug-free workplace policies
- A plan describing how confidential information will be maintained
- A policy for the immediate dismissal of any marijuana establishment agent who has:
 - Diverted marijuana, which shall be reported to law enforcement officials and to the Commission
 - Engaged in unsafe practices with regard to operation of the Marijuana Establishment, which shall be reported to the Commission
 - Been convicted or entered a guilty plea, plea of nolo contendere, or admission to sufficient facts of a felony drug offense involving distribution to a minor in the Commonwealth, or a like violation of the laws of another state, the United States or a foreign jurisdiction, or a military, territorial, or Native American tribal authority.
- A list of all board members and executives of a Marijuana Establishment, and members, if any, of the licensee must be made available upon request by any individual. 935 CMR 500.105(1)(m) requirement may be fulfilled by placing this information on the Marijuana Establishment's website.
- Policies and procedures for the handling of cash on Marijuana Establishment premises including but not limited to storage, collection frequency, and transport to financial institution(s).
- Policies and procedures to prevent the diversion of marijuana to individuals younger than 21 years old.

- **Policies and procedures for energy efficiency and conservation that shall include:**
 - **Identification of potential energy use reduction opportunities (including but not limited to natural lighting, heat recovery ventilation and energy efficiency measures), and a plan for implementation of such opportunities**
 - **Consideration of opportunities for renewable energy generation, including, where applicable, submission of building plans showing where energy generators could be placed on the site, and an explanation of why the identified opportunities were not pursued, if applicable**
 - **Strategies to reduce electric demand (such as lighting schedules, active load management and energy storage)**
 - **Engagement with energy efficiency programs offered pursuant to M.G.L. c. 25, § 21, or through municipal lighting plants.**

Restricting Access to Age 21 and Older

Holistic Industries, Inc. (“Holistic”) will leverage our experience operating licensed marijuana businesses across the U.S. to ensure our age verification processes, procedures and controls exceed Massachusetts regulatory requirements.

Holistic will implement strict measures to ensure only authorized persons are provided access to our integrated cultivation/manufacturing/processing facility premises. Holistic staff will be trained to follow our check-in and verification standard operating procedures (“SOPs”) requiring redundant review and verification of visitor identification documents and age upon arrival to our facility. This duplicative review and verification process includes the authentication of presented government identification documents using an identification scanner approved by the Massachusetts Cannabis Control Commission (“CCC”) to determine the validity of the card and confirmation that the visitor is of appropriate age to access our facility. Staff will be thoroughly trained on identification authentication measures and will be provided sophisticated identification verification equipment, as well as written guidelines, on the authentication procedure.

Our protocols will deter, prevent, and uncover any unauthorized attempts to gain access to our facilities. Our agents will first inspect the person’s proof of identification, in order to determine if they are 21 years of age or older. If the person is younger than 21 years old, they shall not be admitted. Our agents will refuse entry to any person’s who do not fulfill these requirements, *without exceptions*.

See below for detailed information on our age verification policies and procedures evincing our vast experience and operational knowhow.

Facility Access Policies

Strict measures to control access to, and within, Holistic’s facility allows for a streamlined, effective means to verify the authenticity of any presented identification documents. Our facility is access-controlled both internally and externally, particularly in sensitive areas including those which may contain marijuana using a pin pad and swiped-card reader so only those agents with proper credentials may enter. Agents will only be granted access to restricted areas depending on their particular job responsibilities and specific authorizations. Note, the Security Manager will immediately update security clearance for each agent upon advancements, demotions, suspensions and separations, as the case may be. Upon separation, agents must return their identification cards, keys and key codes, which will all be destroyed or wiped clean accordingly.

Accordingly, only those with proper credentials and authorization may enter. In accordance with MA regulations, only the following persons may enter our premises:

- A Holistic agent (who, according to policy, must be at least 21 years of age)
- An authorized representative of the CCC, the Commonwealth, the local government authority, the local and/or state law enforcement and the like
- Any person not listed above who is at least 21 years of age and is otherwise authorized to gain entry (e.g., a serviceman, a vendor, an authorized visitor, etc.)

Upon arriving, visitors will enter through our front door leading to a “man-trap” lobby area, meaning the door leading to the interior of the facility from the lobby area will remain locked until: a) the facility front door is completely and securely closed, and b) a Holistic agent buzzes the person into the second door after initial review of the person’s identification documents and approval of the purpose for the visit. Persons who do not provide the required identification documents (e.g., current, valid government-issued identification card with photograph showing that the visitor is at least 21 years old) will be asked to leave the premises immediately. Those who provide the required identification will be granted access to a waiting area while staff further verifies and authenticates the documentation provided.

Holistic will only accept identification documents that contain both an unobstructed photograph and date of birth of the person clearly indicating their age. Such identification documents must be valid and unexpired, as verified by careful review, including the use of an identification scanner approved by the CCC. The following forms of identification will be accepted:

- Driver’s license or instruction permit issued by the Commonwealth of Massachusetts or any other state or territory of the United States
- Identification card issued by the Commonwealth of Massachusetts or any other state or territory of the United States for the purpose of proof of age of the holder of the card
- United States military identification card
- A Merchant Marine Credential or other similar document issued by the United States Coast Guard
- A passport issued by the United States Government or a permanent resident card issued by the United States Citizenship and Immigration Services of the Department of Homeland Security, or
- A tribal identification card issued by a tribal government which requires proof of the age of the holder of the card for issuance

Our check-in procedure must be completed upon every visit without exception.

To ensure the safety of our facility, staff, and products, all persons who enter our facility are subject to security searches of their bags, purses and other personal effects, particularly upon reasonable suspicion of possession of illicit contraband or diverted product.

During all non-working hours, all entrances/exits to and from the facility must be securely locked. During the work day, all interior doors must remain locked to control access to each segregated area of the facility. Such doors can only be opened by authorized personnel and will only remain open for the limited time necessary to allow entry; once entry has been completed, the door must be shut closed again to prevent unauthorized access.

Verification Equipment

Over the years, Holistic has utilized several identification scanner equipment at our affiliated marijuana businesses across the country. For our agents tasked with age verification procedures, we will provide CCC-approved identification scanners. Our preference, if approved by the CCC, is the Intellicheck. Age ID® or a similar system. Key features include:

- Real time ID authentication and age calculation
- Easy to use software
- Authentication data includes highlighted fields in red, yellow, and green so the user is clearly alerted as to whether or not a sale should be completed
- Works on mobile devices (e.g., iOS and Android devices) and existing point-of-sale solutions, which is ideal for a brick and mortar store that also provides delivery services
- Manages do-not-serve and banned patron lists
- Used by countless restaurants, liquor stores, bar/nightclubs, national concession providers, distilleries, alcohol associations, and alcohol enforcement authorities across the nation
- Offers regulatory-compliant audit capabilities, such as capturing and recording a consumer's age and time of entry and it enables export of historical data
- Notifications alert system users if the same ID is used within a set amount of time
- Patented ID verification technology reads and authenticates more than 250 unique DMV barcode formats from every U.S. state and populated territories, all Canadian provinces, and all Mexican States where driver licenses include 2-D barcodes

Separating Recreational from Medical Operations

Physical Layout Changes to the Facility

Medical and adult-use marijuana plants are propagated, cultivated, harvested, processed, extracted, manufactured, produced, tested, packaged and stored in identical fashion with no physical separation of the two types of products until such products are eventually packaged for sale and labelled accordingly prior to transport to a dispensary customer. As such, there will be **NO** physical alterations to our integrated cultivation/manufacturing/processing facility necessary upon award of an adult use license. When ultimately earmarked as medical or adult-use, finished product stored in the vault will be physically separated within the vault to facilitate tracking and shipping procedures.

Inventory Tracking Changes

To generate and maintain an unbroken chain of custody for all marijuana in our possession, Holistic Industries, Inc. (“Holistic”) will utilize the LeafLogix inventory tracking software system. Upon entering an item into the system, a unique product ID will be issued for tracking and recordkeeping purposes.

Holistic will use the LeafLogix electronic tracking system to track inventory production, sales, returns, recalls, disposal/destruction, transport, etc. We will also use the system to designate whether a product is for “medical” or “adult use,” once such determination has been made, using that designation to create a virtual separation of the products. All staff will be thoroughly trained on the use and functionality of the electronic tracking system.

NOTE: Applicant acknowledges that the only approved seed-to-sale tracking or inventory system is METRC. LeafLogix will be used as a secondary system. All applicable data entries and records stored identified in this document will be made to and recorded in METRC as well as LeafLogix.

Packaging & Labeling Changes

Once a designation has been assigned to a finished marijuana product, staff will ensure the product is packaged compliantly and affixed with a compliant label which clearly indicates whether the product is intended for medical or adult-use customers. We may decide to color code labels to facilitate quick recognition of medical vs adult use products.

Positive Impact Plan

Holistic Industries, Inc. (“Holistic”) has already, and plans to continue, positively impacting areas of disproportionate impact in the Commonwealth of Massachusetts.

Holistic acknowledges and is aware, and will adhere to, the requirements set forth in 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of every Marijuana Establishment.

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

Goals

Our Positive Impact goals are:

- The applicant shall hire 20% or more of its Monson cultivation/manufacturing facility staff that are residents of Monson, a community of disproportionate impact.
- Supporting at least two local organizations in Monson, a community of disproportionate impact, whose goals align with our own in providing assistance to or new economic opportunities for residents in an area of disproportionate impact by contributing at least \$10,000 per year to such organizations in the aggregate

Programs

NOTE: Monson, MA is one of the 29 communities of disproportionate impact, as identified by the Commonwealth of Massachusetts.

Creating Jobs for the Local Monson Talent Pool

To promote economic development in an area of disproportionate impact, Holistic will create jobs at our Monson cultivation/manufacturing facility and generate new tax revenue for the community. We will set a goal that 20%+ of the positions created within our local facility be held by Monson residents each year that we operate. In order to hire 20%+ of our cultivation/manufacturing staff from Monson, the following programs will be instituted:

- The applicant shall post monthly advertisements in the local paper, The Journal Register stating that the establishment is specifically looking for MA residents of Monson to fill positions at our Monson facility
- The applicant shall post monthly advertisements on Indeed, the popular digital job posting website, stating that the establishment is specifically looking for MA residents of Monson to fill positions at our Monson facility

Supporting Local Monson Organizations

Holistic will also annually contribute company resources (at least \$10,000 total) to positively affect areas of disproportionate impact. Representatives have already discussed our proposed program with the Town Administrator of Monson, MA. Our program will consist of charitable giving, consisting of donations to at least two local non-profits on an annual basis. In order to achieve this goal, the following programs will be instituted:

- Monson Free Public Library: Holistic will contribute financially to the non-profit arm of the Monson Free Public Library on an annual basis. This amount shall be a minimum of \$5000 annually.
- Monson Council on Aging: Holistic will contribute financially to this organization on an annual basis. This amount shall be a minimum of \$5000 annually.

Measurements

Creating Jobs Earmarked for the Local Monson Talent Pool

In order to measure the hiring of 20% of our cultivation/manufacturing facility staff from Monson residents, the following metrics will be instituted:

- The applicant will count the total number of positions in the cultivation/manufacturing facility and then will count the number of individuals hired who have verified residency in Monson. These numbers will be assessed to ensure that 20% or more of all individuals hired fall within this goal.

In order to measure the contribution of at least \$10,000 annually in the aggregate to at least two Monson non-profits, the following metrics will be instituted:

- Monson Free Public Library: HR will track financial contributions made to this organization and produce an annual report. HR will maintain proof of financial contributions by a document produced by the Library evincing the date and amount of contribution. This record will be maintained by the company for 5 years at a minimum. These records will be made available to CCC upon request.
- Monson Council on Aging: HR will track financial contributions made to this organization and produce an annual report. HR will maintain proof of financial contributions by a document produced by the Council on Aging evincing the date and amount of contribution. This record will be maintained by the company for 5 years at a minimum. These records will be made available to CCC upon request.

The applicant plans to demonstrate its progress or success towards its goals of hiring 20% of its staff from the residents of Monson upon the first license renewal and annually thereafter.

The applicant plans to demonstrate its progress or success towards its goals of contributing at least \$10,000 annually to at least two Monson non-profits upon the first license renewal and annually thereafter.

NOTE: Holistic acknowledges that the progress or success of this Diversity Plan, in its entirety, must be documented annually upon renewal (one year from provisional licensure, and each year thereafter regardless of whether or not Holistic has secured a final license).

ALSO NOTE: Holistic 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.

ALSO NOTE: Any actions taken, or programs instituted, by Holistic will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.

*Attached, please find letters from the Monson Free Public Library and Monson Council on Aging acknowledging our first annual contributions to these organizations. Note, total contributions were \$15,000 (\$5,000 to the Free Public Library and \$10,000 to the Council on Aging).

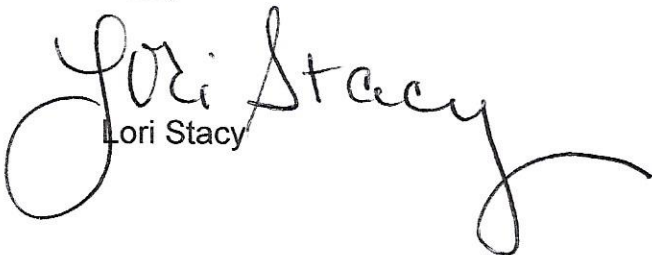


Holistic Industries, Inc.
c/o David Cohen
175 E 62nd Street Apt 5D
New York, NY 10065

August 12, 2019

I would like to acknowledge and thank Holistic Industries for their \$10,000 contribution towards the Town of Monson's Council on Aging. We anticipate utilizing the funds to increase access to our transportation services not just for the elderly but for all residents in need. Because of the lack of public transit in town these services are a real lifeline to our citizens. We appreciate Holistic Industries effort to be a worthwhile partner by not just offering potential employment in town, but real improvements to our resident's services.

Best,


Lori Stacy

Monson Senior Center
106 Main Street, Monson, MA 01057
Telephone (413) 267-4121 • Fax (413) 267-4143



August 9, 2019

Holistic Industries, Inc.
c/o David Cohen
175 E 62nd Street Apt 5D
New York, NY 10065

Dear Mr. Cohen,

I would like to thank Holistic Industries for their \$5,000 donation to the Monson Free Library (via check #2704, dated 08/08/19). We will use these funds to develop a Health & Wellness series. This initiative will include lectures and events focusing on local health concerns and targeting all ages and ability levels in our community.

It is the Library's mission to be a continually evolving community resource center, providing Monson residents with access to cultural and educational resources, services, and collections centered around community priorities. This generous donation will support our mission and enrich our community.

We look forward to Holistic Industries continued support for our programs and welcome this new partnership.

With Gratitude,

A handwritten signature in blue ink, appearing to read 'HB', with a long, flowing horizontal line extending to the right.

Hope Bodwell
Library Director