



The Commonwealth of Massachusetts  
Executive Office of Health and Human Services  
Department of Public Health  
Bureau of Health Care Safety and Quality  
**Medical Use of Marijuana Program**  
99 Chauncy Street, 11<sup>th</sup> Floor, Boston, MA 02111

CHARLES D. BAKER  
Governor

KARYN E. POLITO  
Lieutenant Governor

MARYLOU SUDDERS  
Secretary

MONICA BHAREL, MD, MPH  
Commissioner

Tel: 617-660-5370  
[www.mass.gov/medicalmarijuana](http://www.mass.gov/medicalmarijuana)

**MANAGEMENT AND OPERATIONS PROFILE**  
**Request for a Certificate to Registration to**  
**Operate a Registered Marijuana Dispensary**

**INSTRUCTIONS**

This application form is to be completed by a non-profit corporation that wishes to apply for a Certificate of Registration to operate a Registered Marijuana Dispensary ("RMD") in Massachusetts, and has been invited by the Department of Public Health (the "Department") to submit a *Management and Operations Profile*.

Once invited by the Department to submit a *Management and Operations Profile*, the applicant must submit the *Management and Operations Profile* within 45 days from the date of the invitation letter, or the applicant must submit a new *Application of Intent* and fee.

If invited by the Department to submit a *Management and Operations Profile* for more than one proposed RMD, you must submit a separate *Management and Operations Profile*, attachments, and application fee for each proposed RMD. Please identify each application of multiple applications by designating it as Application 1, 2 or 3 in the header of each application page. Please note that no executive, member, or any entity owned or controlled by such an executive or member, may directly or indirectly control more than three RMDs.

However, even if submitting a *Management and Operations Profile* for more than one RMD, an applicant need only submit one background check packet, including authorization forms for all required individuals, and fee associated with the background checks.

Unless indicated otherwise, all responses must be typed into the application forms. Handwritten responses will not be accepted. Please note that character limits include spaces.

Attachments should be labelled or marked so as to identify the question to which it relates.

Each submitted application must be a complete, collated response, printed single-sided, and secured with a binder clip (no ring binders, spiral binding, staples, or folders).

Application 2 of 2

Applicant Non-Profit Corporation \_\_\_\_\_

Mail or hand-deliver the *Management and Operations Profile*, with all required attachments, the \$30,000 application fee, and completed Remittance Form to:

Department of Public Health  
 Medical Use of Marijuana Program  
 RMD Applications  
 99 Chauncy Street, 11<sup>th</sup> Floor  
 Boston, MA 02111

**All fees are non-refundable and non-transferable.**

## REVIEW

Applications are reviewed in the order they are received.

After a completed application packet and fee is received by the Department, the Department will review the information and will contact the applicant if clarifications/updates to the submitted application materials are needed. The Department will notify the applicant whether they have met the standards necessary to be invited to submit a *Siting Profile*.

## PROVISIONAL CERTIFICATE OF REGISTRATION

Applicants have one year from the date of the submission of the *Management and Operations Profile* to receive a Provisional Certificate of Registration. If an applicant does not receive a Provisional of Certificate of Registration after one year, the applicant must submit a new *Application of Intent* and fee.

## REGULATIONS

For complete information regarding registration of an RMD, please refer to 105 CMR 725.100.


It is the applicant's responsibility to ensure that all responses are consistent with the requirements of 105 CMR 725.000, et seq., and any requirements specified by the Department, as applicable.

## PUBLIC RECORDS

Please note that all application responses, including all attachments, will be subject to release pursuant to a public records request, as redacted pursuant to the requirements at M.G.L. c. 4, § 7(26).

## QUESTIONS

If additional information is needed regarding the RMD application process, please contact the Medical Use of Marijuana Program at 617-660-5370 or [RMDapplication@state.ma.us](mailto:RMDapplication@state.ma.us).

Information on this page has been reviewed by the applicant, and where provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory here: 

**CHECKLIST**

The forms and documents listed below must accompany each application, and be submitted as outlined above:

- A fully and properly completed *Management and Operations Profile*, signed by an authorized signatory of the applicant non-profit corporation (the "Corporation")
- A copy of the Corporation's *Articles of Incorporation*
- A copy of the Corporation's *Certificate of Good Standing* from the Massachusetts Secretary of State
- A copy of the Corporation's bylaws
- An *Employment and Education* form (use template provided) for each of the following individuals: The Corporation's Chief Executive Officer, Chief Operations Officer, Chief Financial Officer, individual/entity responsible for marijuana for medical use cultivation operations, and individual/entity responsible for the RMD security plan and security operations
- A bank or cashier's check made payable to the *Commonwealth of Massachusetts* for \$30,000
- A completed *Remittance Form* (use template provided)
- A sealed envelope with the name of the Corporation and marked "authorization forms," that contains the background check authorization forms (use forms provided) and fee, for each of the following actors:
  - Chief Executive Officer; Chief Operating Officer; Chief Financial Officer; individual/entity responsible for marijuana for medical use cultivation operations; individual/entity responsible for the RMD security plan and security operations; each member of the Board of Directors; each Member of the Corporation, if any; and each person and entity known to date that is committed to contributing 5% or more of initial capital to operate the proposed RMD. For entities contributing initial capital to operate the proposed RMD, authorizations forms must be completed and signed by the entity's Chief Executive Officer/Executive Director and President/Chair of the Board of Directors.

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Application 2 of 2


Applicant Non-Profit Corporation \_\_\_\_\_

**SECTION A. APPLICANT INFORMATION**

1. MILFORD MEDICINALS, INC.  
\_\_\_\_\_  
Legal name of Corporation
2. MICHAEL DUNDAS  
\_\_\_\_\_  
Name of Corporation's Chief Executive Officer
3. 13 COMMERCIAL WAY  
MILFORD, MA 01757  
\_\_\_\_\_  
Address of Corporation (Street, City/Town, Zip Code)
4. MICHAEL DUNDAS  
\_\_\_\_\_  
Applicant point of contact (name of person Department of Public Health should contact regarding this application)
5. 617-564-1941  
\_\_\_\_\_  
Applicant point of contact's telephone number
6. michael@milfordmedicinals.org  
\_\_\_\_\_  
Applicant point of contact's e-mail address
7. Number of applications: How many *Management and Operations Profiles* do you intend to submit?  
2

**SECTION B. INCORPORATION**

8. Attach a copy of the corporation's *Articles of Incorporation*, documenting that the applicant is a non-profit entity incorporated in Massachusetts.
9. Attach a copy of the corporation's *Certificate of Good Standing* from the Massachusetts Secretary of State.
10. Attach a copy of the corporation's bylaws.


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**SECTION C. NON-PROFIT COMPLIANCE**

Answer each of the questions below to explain how the Corporation will remain in compliance with the non-profit requirements of Ch. 369 of the Acts of 2012, the regulations at 105 CMR 725.000, and "Guidance for Registered Marijuana Dispensaries Regarding Non-Profit Compliance." Please refer to the "Guidance for Registered Marijuana Dispensaries Regarding Non-Profit Compliance" document in completing this form.

- 11. Please identify any management company that the applicant intends to utilize and summarize the terms of any agreement or contract, executed or proposed, with the management company.

Milford Medicinals, Inc. has not, and does not currently intend to utilize a management company.

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12. Please identify any agreements or contracts, executed or proposed, in which the applicant will engage in a Related Party Transaction and summarize the terms of each such agreement.

MMI has entered into loan agreements with three entities and one individual. The terms of each loan are summarized as follows:

**Loan 1:**

**NOTE HOLDER:** GREEN PARTNERS 1, LLC (Mr. Edelstein, Managing Member)

**NOTES:** \$3,500,000.

**TERM:** Ten Years.

**INTEREST RATE:** Interest only, 18% per annum.

**COLLATERAL:** Note is secured by an all assets Security Agreement, excluding DPH-issued registration.

**USE OF FUNDS:** Development of medical marijuana cultivation, processing and retail facilities.

**BOARD OF DIRECTORS:** Right but not obligation to appoint two board members until note is repaid.

**MMI PREPAYMENT OPTION:** After six years.

**Loan 2:**

**NOTE HOLDER:** GREEN PARTNERS 2, LLC (Mr. Rosenberg, Managing Member)

**NOTES:** \$3,500,000.

All other terms identical to Loan 1.

**Loan 3:**

**NOTE HOLDER:** GREEN PARTNERS 3, LLC (Mr. Karger, Managing Member)

**NOTES:** \$3,000,000.

All other terms identical to Loan 1.

**Loan 4:**

**NOTE HOLDER:** Gerald S. Goldberg (Individual)

**NOTES:** \$400,000.

**TERM:** 15 years.

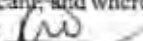
**INTEREST RATE:** Amortized, 18% per annum.

**COLLATERAL:** None.

**USE OF FUNDS:** Development of medical marijuana cultivation, processing and retail facilities.

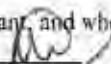
**BOARD OF DIRECTORS:** No board rights.

**MMI PREPAYMENT OPTION:** None.

Information on this page has been reviewed by the applicant, and where provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory here: 

13. Please identify whether any members of the Board of Directors are also serving as employees of the proposed RMD and, if so, their title and role with the proposed RMD.

Mr. Michael Dundas, co-founder and Chief Executive Officer currently serves as a member of the Board of Directors.

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14. Please identify whether any members of the Board of Directors are serving as officials, executives, corporate members or board members for any management company, investor or other third party proposed to contract or otherwise conduct business with the proposed RMD.

1. Mr. Robert Edelstein currently serves as Milford Medicinals' Board Chair. He is a lender to the organization.
2. Mr. David Rosenberg currently serves as Milford Medicinals' Board Treasurer. He is a lender to the organization.
3. Mr. Louis Karger currently serves as a Milford Medicinals' Board Member. He is a lender to the organization.
4. Mr. Gerald Goldberg currently serves as a Milford Medicinals' Board Member. He is a lender to the organization.
5. Mr. Donald Robinson currently serves as a Milford Medicinals' Board Member. He is a lender to the organization.



Application 2 of 2

Applicant Non-Profit Corporation \_\_\_\_\_

15. Please identify any contract or agreement, executed or proposed, under which a percentage or portion of the applicant's revenue will be distributed to a third party and summarize the terms of any such agreement or contract.

Milford Medicinals, Inc. has not engaged in any contract or agreement, executed or proposed, under which a percentage or portion of its revenue will be distributed to a third party.

**The applicant agrees and attests that it will operate in compliance with all applicable state laws and regulations, including, but not limited to, laws regarding child support and taxation, as well as the "Guidance for Registered Marijuana Dispensaries Regarding Non-Profit Compliance."**

07/31/2015

\_\_\_\_\_  
Signature of Authorized Signatory


\_\_\_\_\_  
Date Signed

MICHAEL DUNDAS

CHIEF EXECUTIVE OFFICER

\_\_\_\_\_  
Print Name of Authorized Signatory

\_\_\_\_\_  
Title of Authorized Signatory

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## SECTION D. EXPERIENCE

16. Attach an Employment and Education form (use template provided) for each of the following individuals: The Corporation's Chief Executive Officer, Chief Operations Officer, Chief Financial Officer, individual/entity responsible for marijuana for medical use cultivation operations, and individual/entity responsible for the RMD security plan and security operations.
17. Describe the experience, and length of experience, of the Corporation's Chief Executive Officer, Chief Operations Officer, and Chief Financial Officer with running a non-profit organization or business.

**Michael Dundas, CEO**


Mr. Dundas is an attorney and founding member of Milford Medicinals. He authored Milford Medicinals successful RMD application to the Department in 2014, and has run the organization in strict compliance with DPH regulations, guidance and nonprofit best practices. From April 2013 to November 2014, he served as Chief Compliance Officer for the organization. He led the development and implementation of board policies regarding non-profit governance best practices, including comprehensive bylaws, conflict of interest policy, executive compensation policy and procedure, whistle blower policy, document retention and financial oversight policies. Mr. Dundas negotiated a financing arrangement with a consortium of lenders that satisfied both the company's capital needs as well as stringent DPH nonprofit requirements. Principles such as mission-driven policy making, community engagement, fostering the development of a strong and productive Board of Directors and dedication to openness and transparency, continue to guide Mr. Dundas' management philosophy and Milford Medicinals' organizational strategy.

**Stephen Jaffe, COO**

Mr. Jaffe brings 8 years of operations management and leadership experience in complex business operations and management. He has experience in managing the operations of complex development projects where his responsibilities included: organizing project structures, detailed operational planning, management of ongoing operations, identifying operational inefficiencies and taking corrective action. Mr. Jaffe has substantial human resources management experience. He has overseen the staffing needs on a number of large projects, including: managing a range of employee classes from managers to support staff, assisting in hiring and termination, performance evaluation, and goal setting to insure satisfactory employee development and training. Mr. Jaffe is skilled in the use of enterprise application software to assist management in decision making and to generate reports of operational and financial results to assist in goal setting and compliance. In his role as COO, Mr. Jaffe will work closely with our department managers to implement the integration of operations across the cultivation, product manufacturing and dispensing components of the organization.

**Eric Wardrop, CFO**

Mr. Wardrop is a finance professional with nearly a decade of experience focusing on corporate financial strategies and funds management. He is skilled in strategic business development and planning, financial analysis, corporate controls and investment management. Mr. Wardrop served as Vice President of Acquisitions for Signature Group Investments from 2007 to 2009, and as a Director for Panther Properties Management from 2009 to the present, where he established and managed a comprehensive investment, acquisition and management platform. Mr. Wardrop oversees all corporate financial functions at Milford Medicinals.

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## 18. Describe the experience, and length of experience, of the Corporation's Chief Executive Officer, Chief Operations Officer, and Chief Financial Officer with providing health care services.

**Michael Dundas, CEO**


Mr. Dundas has been working to implement the provision of medicated products to patients for nearly three years. He has conducted extensive research into patient requirements, medication delivery systems and methods, education and best practices in patient-centered operations. As Chief Compliance Officer of Milford Medicinals, he drafted many of the organization's policies and procedures regarding dispensing medicine and patient education. As a founding member and Board Secretary of the Commonwealth Dispensary Association, he has worked closely with its Executive Director on issues such as marijuana testing, patient education proposals, and streamlining the communications process between RMDs and the Department of Public Health. He has attended many symposia and professional meetings including the American Public Health Association's annual conference, academic gatherings at Harvard University, Dartmouth College, University of Massachusetts and others.

**Stephen Jaffe, COO**

Mr. Jaffe has two years experience in the rollout of an all-inclusive company-wide healthcare employee benefits program. Employee health benefits were offered portfolio wide to over 30+ employees during Mr. Jaffe's tenure with his most recent employer Cross Properties. Mr. Jaffe was responsible for evaluating, understanding and communicating specific details regarding each health care package offered to staff. He was required to stay current on employee benefits trends nationwide as well as participate in continuous education as necessary to be able to deliver appropriate messaging regarding employee healthcare related benefits.

**Eric Wardrop, CFO**

Mr. Wardrop served as a volunteer firefighter for the Lititz Fire Company No. 1 from 1999 to 2005 and the West Chester Fire Department No. 3 from 2002 to 2004. Mr. Wardrop completed his Pennsylvania Emergency Medical Technician (EMT) training in 2000 and served as a volunteer EMT for the Warwick Community Ambulance Association from 2000 to 2005. He also served as the treasurer for the Lititz Fire Company No. 1 from 2001 to 2004. He has undergone hundreds of hours of emergency response, management and operational training and both State and National certification courses.

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19. Describe the experience, and length of experience, of the Corporation's Chief Executive Officer, Chief Operations Officer, and Chief Financial Officer with providing services for marijuana for medical purposes.

**Michael Dundas, CEO**

Mr. Dundas has been working to provide services to medical marijuana patients since 2012. Mr. Dundas brought together a team of cultivation and construction experts to design a state of the art medical marijuana cultivation facility uniquely suited to operations in the northeast. He led a team of product development experts to evaluate the benefits and drawbacks of certain types and dosages of MIPs, and crafted a product line based on safety, efficacy and minimum effective dose. He consulted physicians, patients, and retail operations experts to develop a dispensary model that revolves around patient needs.

In working with so many accomplished team members, Mr. Dundas has gained experience not only in each distinct area of operations, but also with how these operations interact and can be made to work efficiently together, providing better product and service offerings for the patients of Massachusetts. Mr. Dundas co-founded the Commonwealth Dispensary Association, a trade organization dedicated to improving the services of RMDs across the state. In his role as Board Secretary, Mr. Dundas is exposed to regulatory and operational issues experienced by RMD operators, and is engaged with each of them in order to find solutions to common problems. He has been an integral part of the discussion on product testing protocols and is currently engaged in developing ways that the CDA may help patients by standardizing educational information across the industry.

**Stephen Jaffe, COO**

Mr. Jaffe has participated in extensive onboarding and training by the Sage Cannabis team for three months, and has demonstrated an aptitude for quickly applying his operations and management skills in the medical marijuana services space. For example, he has undergone numerous training sessions on the Massachusetts medical marijuana statute and regulations and is now fully conversant in 105 CMR 725.000. He has taken a number of trips to other states where medical marijuana is provided, and interviewed operations managers and employees to gain an understanding of cultivation, product manufacturing and dispensary operations. He has been working closely with CEO Michael Dundas to understand the particular operations to be conducted at the Milford facility, and has contributed to improving the operational plan. Management has no doubt, that Mr. Jaffe's operations experience will assist us in raising the professional standards of operation for medical marijuana facilities in Massachusetts.

**Eric Wardrop, CFO**

Mr. Wardrop has been working with Sage Cannabis for ten months. During that time he has developed accounting and financial planning skills customized for providing services for medical marijuana purposes. These skills have enabled Sage to gain efficiencies in organizational planning, which in turn will provide for the production of higher quality, safe and effective medicine for patients.

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20. Describe the experience, and length of experience, of the Corporation's individual/entity responsible for marijuana for medical use cultivation operations and individual/entity responsible for the RMD security plan and security operations with providing services for marijuana for medical purposes.

**Mark Vlachos, Lead Cultivator**

Mr. Vlachos brings six years of experience in the field of organic cultivation methods and indoor horticultural equipment and systems to his role as Lead Cultivator. He worked for three years at a Massachusetts-based hydroponic and indoor cultivation supply retailer, assisting and consulting for customers regarding equipment and system setup and maintenance, as well as teaching classes on various cultivation methodologies. In addition, he has spent the past three years researching the United States Department of Agriculture regulations concerning organic cultivation and their application to the cultivation of medicinal cannabis under Massachusetts law. He is an expert in the Massachusetts Medical Use of Marijuana Program Revised Laboratory Testing Protocols, and was integral in formulating the Sage Cannabis Quality Control and Testing Procedures. Mr. Vlachos is skilled at diagnosing and formulating correction programs for nutrient deficiencies, plant diseases, and pest infestations in order to ensure optimal crop health, setup and maintenance of horticultural lighting, environmental control systems, and various automated lighting, irrigation, and nutrient delivery systems. Mr. Vlachos holds a state certification for the application of Restricted Use Pesticides on agricultural crops and is trained in the Federal EPA Worker Protection Standards for Pesticide Handling. He holds a Bachelor of Arts in Classics from the University of Massachusetts, Amherst.

**Netwatch USA, LLC, Security Systems Provider**

Founded in 2003, Netwatch is an international provider of high-end security and monitoring systems with an emphasis on proactive monitoring and incident prevention. Netwatch clients represent a cross section of businesses in a variety of industries, including: Toyota, Ernst & Young, A123 Systems, P&G and many more. Netwatch has been working with Milford Medicinals since 2013 and has designed a custom system that has been approved by the DPH Medical Use of Marijuana Program Compliance Division. The system utilizes a combination of high-resolution cameras, motion detection technology, access control systems and real-time monitoring and alerting. Netwatch deploys advanced video processing technologies to alert its Communication Hub to unacceptable behavior on the facility property. Intervention Specialists employed by Netwatch direct operations through remote CCTV monitoring and intervene as soon as security is breached by verbally alerting intruders they are being watched with a personalized warning. By using its unique proactive monitoring solution, the company has prevented more than 35,000 crimes across four continents since its inception in 2003. Netwatch is intimately familiar with DPH security requirements, and is currently working with multiple RMD applicants in the provision of security services.

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**SECTION E. OPERATIONS**

21. Provide a summary of the RMD's operating procedures for the cultivation of marijuana for medical use.


Milford Medicinals' operating procedures for cultivation were designed with compliance and safety in mind. They begin with a floor plan design geared toward efficiency of operations flow and mitigation of potential issues before they develop. The cultivation facility is equipped with a changing room and sanitation area for cultivation employees to prevent contaminants from entering the cultivation area. Every cultivation team member must wear protective clothing and leave all personal items outside of the cultivation areas.

Cultivation operations are divided among multiple grow room compartments designed to prevent cross-contamination from plant pests, pathogens, or pollen that would adversely affect crop health. Each compartment is outfitted with commercial grade flood tables on steel benching designed for use in greenhouse cultivation environments to prevent the formation of mold, mildew, and rot on the benching structure. The environment of each compartment is controlled to precise tolerances for temperature, relative humidity and lighting levels, by a central control system that operates multiple redundant process systems.

MMI cultivation operations are consistent with USDA Organic Requirements. We utilize grow media approved for use in organic cultivation, as well as OMRI-listed nutrients approved for organic production of food. These nutrients are delivered through a drip irrigation system designed to minimize the total amount of water used in cultivation, as well as prevent excessive runoff of wastewater. All water used for purposes of cultivation will be filtered through a commercial Reverse Osmosis system designed to filter solids and contaminants from the water prior to its use in cultivation operations.

MMI employs a series of pest management and mitigation practices, including frequent visual inspections of each plant to ensure healthy development, introduction of biological controls, e.g. predatory insects, to combat any pest populations, and an overall culture of vigilance on the part of our cultivation team. Plant cultivation rooms will utilize carbon dioxide augmentation to increase the overall health and size of plants while also making them more pest and pathogen resistant. In order to ensure even distribution of airflow throughout the compartments, the cultivation rooms employ a series of high-capacity fans designed to maximize airflow.

MMI maintains a system of electronic record keeping on the health and life cycle of every plant. At the time of propagation, plants are entered into BioTrackTHC, an electronic tracking system that assigns each plant a 16-digit non-repeatable barcode number and associated system file. Over the course of their life cycle, plants are inspected and information such as their growth characteristics, nutrient regimen, and general development are entered electronically and stored to ensure precise records are kept of the entire cultivation process.

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


22. Describe the types and forms of Marijuana Infused Products ("MIPs") that the RMD intends to produce, if any.

Milford Medicinals intends to begin its MIP program by producing a limited line of MIPs that will expand as the organization collects feedback from patients and caregivers. The first products MMI will produce fall into three categories: (1) concentrates; (2) edibles; and (3) infusions, such as tinctures, lotions and salves.

Supercritical CO2 extractions will be used to extract oils and waxes from plant material. These extractions will be sold on a stand-alone basis as concentrates, as well as being used as a raw feedstock for edible and infused products. From the concentrated extract, MMI will produce cannabinoid infused lipids that will be used in the production of edibles such as brownie-bites, cookies, chocolates, hard candies and chews. MMI will also use concentrated extract to produce products such as vaporizer cartridges, tinctures, lotions and salves.

All MIPs will be available in single dose increments of 10mg. All finished MIPs will be packaged in opaque, childproof and tamper evident packaging, and labeled in compliance with 105 CMR 725.105(E)(2). Among other information required by regulation, all MIP labels will include: the quantity of cannabis medicine contained within the product, the date packaged, a bar code to identify the batch associated with manufacturing and processing, the cannabinoid profile, a statement that the product has been tested for contaminants, that there were no adverse findings, and the date of testing.


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23. Provide a summary of the RMD's methods of producing MIPs, if the RMD intends to produce MIPs.

Milford Medicinals utilizes three methods for producing MIPs (1) Supercritical CO2 extraction (for oils, waxes, and raw feedstock for other MIPs); (2) basic cooking (for brownie-bites, chews, hard candies and other edibles); (3) ice water extraction (for hash and kief).

CO2 extractions are performed using "food grade" liquid CO2. The resulting extract is then purged in a vacuum oven for several hours to remove any water and diffused CO2. The end product is formulated into various products and used as a raw feedstock for various MIP edibles.

MIP edibles are produced in MMI's commercial kitchen. Certified organic, locally sourced butter is used to cook down cannabis flower or trim over low heat for several hours, filtered of the plant material and solidified by chilling for use in edibles such as brownie bites, chews and hard candies. Raw extract is combined with emulsifiers for preparation of products such as tinctures, balms and salves. Ice water extractions are utilized to mechanically separate trichomes from cannabis flower and trim for the production of Hash and Kief. From the starting material prior to extraction (as described in question 29), to post extraction and after being infused into MIP's, all products are tested at each step for cannabinoid profile and potency confirmation.

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24. Provide a summary of the RMD's operating procedures for the provision for security at the RMD.

Milford Medicinals has partnered with the security firm Netwatch to provide security services. The Security Plan conforms to all provisions of 105 CMR 725.110, and has been approved by the Department for the Milford Medicinals cultivation facility and dispensary in Milford. The system is designed to deter and prevent unauthorized entrance into the facility, diversion of medicine, as well as provision of real-time and recorded awareness of all areas in the facility. The main components of the plan are: (1) surveillance cameras; (2) access controls; (3) alarm systems; (4) inventory tracking and control systems; and (5) 24-hour data monitoring.

#### Surveillance Cameras

All points of ingress and egress to the exterior of the facility have fixed camera coverage capable of identifying any activity occurring within a minimum of twenty feet. All areas where medical cannabis is grown, processed or manufactured have a camera placement facing the primary entry door, in adequate fixed positions, at a height that will provide a clear unobstructed view of the regular activity. All cameras are vandal-resistant and equipped to operate in both day and night modes. The cameras allow for the clear and certain identification of all individuals and activities at all times. All surveillance recordings are kept for a minimum of 90 calendar days.

#### Access Controls

Access points in the facility are protected by an automated Access Control System. The system is designed to enhance personal safety by limiting access to work areas to authorized personnel only. Each employee is issued an ID card that will be required for entry via dual-mechanism, vandal-resistant card readers. The system allows MMI to grant temporary card access with automatic expiration dates and times to employees and visitors, without compromising access control. All visitors to the facility are required to wear a visible ID badge and are accompanied by an employee at all times.

#### Alarm Systems

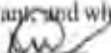
The facility is equipped with two independent alarm systems on all perimeter entry points and perimeter windows. Two independent external monitoring companies monitor the system 24 hours a day. The system provides redundant backup in the event that the primary alarm system fails to function properly.

#### Inventory Tracking and Control

Please see response to Question 28 for a detailed description of our Inventory Control and Tracking System. This system is an integral part of MMI's security system in that it will track and account for all inventory, as well as monitor employee activity as it relates to handling of inventory from seed to sale.

#### 24-Hour Data Monitoring

All of the data generated by the Security System will be monitored in a central control and surveillance room that will be sited off-premises. Surveillance data includes digital information streams from the exterior and interior camera placements, exterior and interior motion detectors, entry and exit access control systems and alarm systems.

Information on this page has been reviewed by the applicant, and where provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory here: 

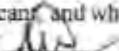
25. Provide a summary of the RMD's operating procedures for the prevention of the diversion of marijuana.

Milford Medicinals' diversion prevention program consists of three interwoven components: (1) an inventory management system; (2) a security system; and (3) training and awareness programs. For details on our security system, please see Question 24. For details on our inventory tracking system, please see Question 28.

Diversion most often occurs through one of two vectors: employees and patients. One of the most effective methods for deterring diversion is promoting the awareness of systems that operate to prevent it. All employees are made aware of our comprehensive Inventory Control and Tracking System. This system requires employees who handle medicated product to take custody of the product in the system. This gives them an incentive to take extra care to be sure that inventory is accounted for at every step of the production process. Employees who are accountable for product custody, take that responsibility very seriously. Moreover, the system minimizes discretionary human interaction. For example, the inventory control system uses fully integrated scales that allow for auto-weighing at each stage of manufacturing. The integrated scales send weight data directly to the system and all actions are tracked via employee authentication, reducing the likelihood of manual data entry error and employee misconduct. All processed marijuana and MIPs are stored in tamper-evident packaging inside MMI's secure inventory safe.

Employees and patients are also made aware of our security system. Employees are trained only in the aspects of the system that they must use to carry out their responsibilities. The facilities are subject to strict access control, and monitored 24 hours a day by a third party security provider. Cameras are strategically placed to monitor all areas of ingress and egress to the facilities, as well as all production and storage areas. Access to the RMD and various cultivation facility departments is controlled by dual-mechanism swipe cards and keypads, and limited to the minimum number of employees essential for efficient operations. The exterior of our facility is well lit and monitored by cameras and motion detectors that immediately notify a security control center of anomalous activity.

Employees are trained to spot the signs of misuse and addictive behaviors and are required to report any suspicious activity to management. Should such activity rise to the level of threatening public health or safety, management must report such activity to the department and local officials. Educational materials on regulatory limits for purchase and possession of medical marijuana are always available for our employees and patients.

Information on this page has been reviewed by the applicant, and where provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory here: 

26. Provide a summary of the RMD's operating procedures for the storage of marijuana for medical use.

The need for storage of medicated products falls into three general timeframes: (1) during cultivation; (2) during processing; and (3) as pre-packaged products ready for sale. During cultivation all marijuana is grown in enclosed, locked rooms with ceilings, specifically designed for marijuana cultivation. Access will only be permitted to cultivation staff, and all access is logged and traceable.

In the processing stage, cannabis plants are harvested and moved through various stages of production. Trained personnel following defined protocols oversee the entire production process. Any cannabis that is not immediately packaged for final sale is secured in a locked storage room accessible only to authorized Dispensary Agents, and stored in secure containers to prevent product spoilage or theft. Various steps in the production process are electronically documented through our inventory tracking system.

At our cultivation facility, we have a reinforced concrete safe room, and maintain a 2,000-pound safe for the storage of medicated products in inventory. All safes and other areas used for the production, cultivation, harvesting, processing, or storage of cannabis and MJPs remain securely locked and protected from entry, except for the actual time required to remove or replace cannabis product. Once medicine is transferred to the Dispensary, it is stored in locked compartments in an enclosed, secured area of the Dispensary that is only accessible to authorized Dispensary Agents.

Information on this page has been reviewed by the applicant, and where provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory here: 

27. Provide a summary of the RMD's operating procedures for the transportation of marijuana for medical use.

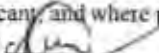
All Milford Medicinals medicine is transported in secure, locked storage compartments that are permanently affixed to our delivery vehicles. Cannabis medicine is stored in such compartments at all times while en route, and is never visible from outside the vehicle. Transportation vehicles are equipped with a global positioning system device that is monitored while in transit. All vehicles are staffed by two Dispensary Agents (DAs), one of whom remains in the vehicle at all times. Both DAs have access to a secure form of communication with the RMD at all times that the vehicle contains cannabis. Both DAs carry their Department-issued identification at all times and are prepared to produce it to appropriate officials upon request.

The delivery vehicles do not bear any markings on their exterior indicating they are owned or operated by Milford Medicinals or indicating their use to transport cannabis. The vehicles travel directly to the delivery destination without any stops en route. All delivery times and routes are randomized. We document and report any unusual discrepancy in weight or inventory, as well as any vehicle accidents, diversions, losses, or other reportable incidents that occur during transport to the Department and local law enforcement within 24 hours of any incident. In case of an emergency stop, a log will be kept describing the reason for the event, the duration, the location, and any activities of personnel exiting the vehicle.

## 28. Provide a summary of the RMD's operating procedures for inventory management.

Milford Medicinals employs a comprehensive inventory management system that serves three primary purposes: (1) to prevent diversion, (2) to ensure transparent compliance with all Department regulations, and (3) to offer real-time awareness of inventory and processes.

MMI uses BioTrackTHC, a leading developer of tracking software for the cannabis industry. MMI's electronic system captures all steps of the production process, from seed to harvest and packaging to final sale. This system chronicles every step, ingredient, activity and transaction. It logs the actions of every employee who handles any medicated product. The system assigns a unique barcode to every plant and batch at each phase where cannabis must be separately identifiable. Each bar-coded plant or batch will have an associated system file, detailing all aspects of plant development, including strain information, nutrient timing and amounts, periodic health reports, harvest information, processing and packaging information, and final sales data. This process logic allows MMI to be able to take a real-time snapshot of every cannabis product component as it exists in the manufacturing process. It also creates an unbroken, traceable audit trail, enabling MMI to trace all in-process products as well as end-products and waste, back to the original plant or batch. These logs are stored on redundant, backup servers that employ multiple layers of information security and tamper resistance.


Information on this page has been reviewed by the applicant, and where provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory here: 

Application 2 of 2 Applicant Non-Profit Corporation \_\_\_\_\_

29. Provide a summary of the RMD's operating procedures for quality control and testing of product for potential contaminants.

Testing of marijuana products will be performed at various stages throughout the production process, and will include testing for potential contaminants (including pesticides, heavy metals, mycotoxins and microbiological contaminants), as well as the profiling of cannabinoid constituents. All analytical testing will be conducted by an independent, ISO 17025 accredited laboratory and will include environmental media used in cultivation as well as finished medical marijuana and marijuana infused products.

The protocols for sampling and testing will follow the guidelines in the "Protocol for Sampling and Analysis of Environmental Media" and the "Protocol for Sampling and Analysis of Finished Medical Marijuana Products and Marijuana-Infused Products" as set forth by the Department. Testing will ensure the suitability of materials used in all cultivation activities, and document the absence of potential contamination. Additional cannabinoid profiling will be implemented at intermediate stages of production to assist in the manufacture of products with well-defined, reproducible cannabinoid profiles. The results from all testing will be incorporated into product labeling information. As part of an ongoing effort to understand the shelf-life and stability of each MIP product line, additional samples will be collected from the initial production of each product type to be set aside and stored under the recommended conditions for periodic future testing.

Information on this page has been reviewed by the applicant, and where provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory here: 


30. Provide a summary of the RMD's operating procedures for maintaining confidentiality of registered qualifying patients, personal caregivers, and dispensary agents, as required by law.

MMI is not a "covered entity" under the Health Insurance Portability and Accountability Act. It is therefore not required to conform to standards set by HIPAA. MMI has nonetheless adopted technical and privacy policies commensurate with HIPAA requirements when reasonable. These include the following: Access control: electronic information systems that maintain protected health information allowing access only to those persons who have been granted authority. Unique user identification: within our patient record keeping system, all users are assigned a unique identifier for tracking access. Emergency access: procedures for obtaining necessary electronic protected health information during an emergency. Automatic logoff: procedures that terminate an electronic session after a predetermined time of inactivity. Encryption and decryption: a mechanism to encrypt and decrypt electronic protected health information. Audit controls: mechanisms that record and examine activity of information systems that contain or use electronic protected health information. Data integrity: policies and procedures to protect electronic protected health information from improper alteration or destruction. Person or entity authentication: procedures to verify that a person or entity seeking access to electronic protected health information is the one claimed. Transmission security: security measures to guard against unauthorized access to information that is being transmitted over a network.

Information on this page has been reviewed by the applicant, and where provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory here: *AD*

## 31. Provide a summary of the RMD's personnel policies.

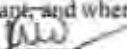
Milford Medicinals implements standard best practices in its human resources policies and procedures. MMI places a heightened level of scrutiny on employees given the compliance environment and particularities of the medical marijuana industry. Every potential employee is carefully pre-screened for compliance with DPH regulations prior to hiring. Once onboard, our staff is provided with an employee handbook containing information about the policies and procedures of the organization, as well as benefits and opportunities available to employees. The Handbook contains all company personnel policies, including but not limited to: Company Policies; rules of conduct, dress code, alcohol and drug abuse, discipline, confidentiality, conflict of interest, ethics, whistle blower, discrimination and harassment, reasonable accommodation, zero tolerance, prohibition of retaliation, emergency procedures, work hours, attendance and time off, performance evaluations, injuries, and termination. Leave Policies: holidays, vacation, personal and sick days, maternity/paternity, military leave, and jury duty. Benefits: insurance, HIPAA, COBRA, Worker's Compensation and Unemployment Compensation. Milford Medicinals maintains personnel records for all employees, including, job descriptions, verification documents including CORI and other background check information, training records, performance evaluations and any disciplinary actions. Employee records are confidential.

Information on this page has been reviewed by the applicant, and where provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory here: 



32. Provide a summary of the RMD's operating procedures for dispensing of marijuana for medical use.

Prior to entering the RMD, a Dispensary Security Agent authenticates the patient or caregiver's registration card and proof of identification pursuant to DPH regulation. Patients who are unable to produce a registration card and valid proof of identification, or who do not have a valid certification that is verifiable in the DPH interoperable database do not gain admittance to the facility. Patients first enter a waiting area where they may browse menu displays and speak with staff. During the first visit to the RMD, each patient/caregiver will be counseled on what their certification allows for under law. Patients will be called onto the dispensing floor as space allows. Once called, a patient will approach a dispensing station where they will be able to view individual samples of a variety of cannabis strains, MIPs, and administration devices. The Dispensary Agent will determine a patient's eligible limit and the patient will place an order. The order will be entered into the BioTrack/THC POS order system. The patient will pay for the medicine, take possession of the medicine, and be required to immediately exit the facility. Upon exiting the RMD, each patient/caregiver will have their purchase inspected and matched with their receipt. All Milford Medicinals products will be pre-packaged in properly labeled, tamper evident, childproof packaging as required by regulation.

Information on this page has been reviewed by the applicant, and where provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory here: 

## 33. Provide a summary of the RMD's operating procedures for record keeping.

Milford Medicinals has partnered with BioTrackTHC, a leading developer of database and tracking software for the medical cannabis industry. Patient records will be originated from a questionnaire that will include biographical and summary medical data, as well as a scanned copy of the patient's Department issued ID card. The system automatically generates a unique Customer ID for every patient record. Each subsequent visit to the RMD will generate an entry in the patient's record indicating their access to the RMD, purchase and sales data such as type, quantity, batch and pricing information. To fill a patient order, the system creates a new sales ticket and enters information that links a specific client record to specific product inventory. Upon completion of the order, the system updates the transaction record, the product inventory record, and the client record accordingly. Our patient record keeping system keeps information confidential and is consistent with HIPAA requirements.

Milford Medicinals uses industry standard applications for accounting and personnel recordkeeping. We maintain audit and compliance procedures that generate and maintain accounting and other financial records. MMI also uses a comprehensive inventory control and tracking system that generates records relating to products and inventory. This system chronicles every step, ingredient, activity, and transaction in the life cycle of our plants. All activity is fully auditable.

Information on this page has been reviewed by the applicant, and where provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory here: 

## 34. Provide a summary of the RMD's plans for providing patient education.


When a qualified patient visits Milford Medicinals for the first time, a trained Dispensary Agent (DA) gives them a brief orientation. Patients and caregivers are given information about available cannabis strains, cannabinoid profiles, strength, symptoms alleviated, and guidance about identifying minimum effective dosage. Patients are given a chart on which to track usage, administration methods and dosages. This information can be reviewed with the patient's recommending physician to determine which strain(s) and minimum effective doses are appropriate for the patient. The material is available in English, Spanish and Portuguese, and is written in simple text as close to 6th grade reading level as possible. These materials are made available in other languages on an as-needed basis.

The DAs also review warnings for medical cannabis users. These warnings encompass the following points: medical cannabis has not been analyzed or approved by the FDA; there is limited information on side effects of cannabis use; there may be health risks associated with using medical cannabis; driving is prohibited while under the influence of medical cannabis and operation of machinery is not recommended; cannabis should be kept away from children and may not be distributed to those not authorized to use it; unused, excess or contaminated product must be returned to Milford Medicinals for destruction. Patients will be asked to acknowledge that this information has been explained to them.

35. Provide a summary of the RMD's operating procedures for patient or personal caregiver home-delivery, if the RMD plans to provide home-delivery services.

Milford Medicinals' home delivery policy is centered on those patients who are unable to travel to the RMD to obtain their medicine. All medicine is transported in a secure storage compartment that is permanently affixed to the delivery vehicle. Vehicles are unmarked and equipped with GPS monitoring devices. All vehicles are staffed by two Dispensary Agents (DAs), one of whom remains in the vehicle at all times. Both DAs have access to a secure communication channel, and both DAs carry their DA identification at all times. All delivery times and routes are randomized. All medicine is inventoried prior to delivery. Transport manifests are generated for every delivery and retained for one year. Any undelivered products are re-inventoried.

No sales are made to any individual who is unable to produce a registration card and valid proof of identification, and who does not have a valid certification in the Department's interoperable database. A DA may refuse to dispense to any individual if, in the opinion of the DA, the patient or the public would be placed at risk. DAs are trained in emergency preparedness procedures. In case of an emergency stop, a detailed log will be maintained describing the reason for the event, the duration, the location, and any activities of personnel exiting the vehicle. DAs report any vehicle accidents or other reportable incidents that occur during transport to the Department and local law enforcement within 24 hours.

Information on this page has been reviewed by the applicant, and where provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory here: 

36. Provide a summary of the RMD's policies and procedures for the provision of marijuana for medical use to registered qualifying patients with verified financial hardship without charge or at less than the market price.

Milford Medicinals provides reduced cost or free marijuana to qualified patients who demonstrate a Verified Financial Hardship. Verified Financial Hardship means that an individual is a recipient of MassHealth, or Supplemental Security Income, or the individual's income does not exceed 300% of the federal poverty level, adjusted for family size.

Patients must meet all eligibility criteria to be accepted:

- Valid registration card
- Valid identification
- Verification of eligibility as defined by 105 CMR 725.004
- Completed Financial Hardship Application

The financial hardship application form solicits information and documentation supporting the patient's eligibility. Trained staff members evaluate the completed forms, and make a decision as to the patient's eligibility to receive discounted or free medicine. Information contained in the form is kept family size confidential and retained by the Milford Medicinals records department for a period of one year from the date that eligibility to participate in the program is determined. Financial hardship applications are reviewed monthly. Decisions will be made within 10 business days from the day that Milford Medicinals receives the completed Financial Hardship Application form and required documentation. Applicants receive a written notification stating whether or not the application has been approved. Milford Medicinals will offer reduced cost or free marijuana to all patients who demonstrate a Verified Financial Hardship.

Information on this page has been reviewed by the applicant, and where provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory here:   *DB*

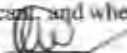
Application 2 of 2 Applicant Non-Profit Corporation \_\_\_\_\_

## 37. Provide a summary of the training(s) that the RMD intends to provide to Dispensary Agents.

Milford Medicinals relies on Dispensary Agents (DAs) to be engaged, compassionate, committed and collaborative. DAs are required to have the applicable skills to successfully carry out assigned duties, be prepared to respond appropriately to patient needs, and comply with operational and regulatory protocols. DAs undergo an intensive orientation to introduce the Dispensary Agent Handbook, Code of Conduct, Emergency Preparedness Guide, Incident Management Protocols and a review of the DPH regulations 105 CMR 725.000 et. seq. Employees are cross-trained within areas they are authorized to access.

RMD security protocols and updates are reviewed with all DAs on a periodic basis to include patient, facility and personal safety, as well as information security. Patient and individual security drills are practiced at random intervals (when patients are not present) to aid in implementation of the security training and to improve reaction to a crisis.

Milford Medicinals teaches the fundamental skills required to properly and safely dispense medicine to our patients. Specific training topics include how to listen as a part of effective communication, how to speak with patients with disabilities for whom communication may be difficult, and recognizing signs of abuse/misuse and addiction. DAs will also be trained on a variety of other employment policies such as our: Social Media Policy, Cell Phone Policy, Discrimination and Harassment Policy, Copyright Policy, among others.

Information on this page has been reviewed by the applicant, and where provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory here: 

38. Will the Corporation provide worker's compensation coverage to the RMD's Dispensary Agents?

Yes  No

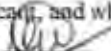
39. Will the Corporation obtain professional and commercial insurance coverage?

Yes  No

40. Describe the Corporation's plan to obtain liability insurance or place in escrow the required amount to be expended for coverage of liabilities.

Milford Medicinals will maintain general liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually, and product liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually, as required by 105 CMR 725.105(Q), as well as additional coverage not required by the Department, including Directors and Officers coverage, Governmental Action coverage, Damage to Premises, and Medical Payments. Additionally, the policy may contain provisions for: Business Personal Property, Tenants Improvements and Betterments, Grow Equipment, Loss of Business Income, Stock/Inventory at Dispensaries, Sign Damage, Stock on Display at Dispensary Locations, Special Form Including Theft (Subject to maintenance of a Central Station Burglar Alarm & Safe), Water damage to include back-up of sewer & drains, Property of Others, Glass Coverage, Property Extension Endorsement, Money & Securities, Accounts Receivable, Valuable Papers and Equipment Breakdown.

Milford Medicinals currently maintains Directors and Officers liability coverage from the Evanston Insurance Company. The policy has a one-year term and can be renewed upon application. Members of the Milford Medicinals Board of Directors and company Officers are covered up to \$1,000,000 per claim and in aggregate.


Information on this page has been reviewed by the applicant, and where provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory here: 

Application 2 of 2 Applicant Non-Profit Corporation \_\_\_\_\_**SECTION F. CAPITAL CONTRIBUTORS**

List all persons and entities known to date that are committed to contributing 5% or more of initial capital to operate the proposed RMD. For entities contributing initial capital to operate the proposed RMD, list the entity's Chief Executive Officer/Executive Director and President/Chair of the Board of Directors.

Attach additional tables if needed.

Individual Name	Amount of Initial Capital Committed	Percentage of Initial Capital Committed
LOUIS KARGER	\$ 500,000.00	33%
DAVID ROSENBERG	\$ 500,000.00	33%
ROBERT EDELSTEIN	\$ 500,000.00	33%
	\$	
	\$	


Information on this page has been reviewed by the applicant and where provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory here: 



Application 2 of 2

Applicant Non-Profit Corporation \_\_\_\_\_

Entity Name	Leadership Names	Amount of Initial Capital Committed	Percentage of Initial Capital Committed
N/A	Entity CEO/ED:  Entity President/Chair:	\$	
N/A	Entity CEO/ED:  Entity President/Chair:	\$	
N/A	Entity CEO/ED:  Entity President/Chair:	\$	
N/A	Entity CEO/ED:  Entity President/Chair:	\$	
N/A	Entity CEO/ED:  Entity President/Chair:	\$	

Information on this page has been reviewed by the applicant, and where provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory here: 

Application 2 of 2

Applicant Non-Profit Corporation \_\_\_\_\_

**ATTESTATIONS**

Signed under the pains and penalties of perjury, I, the authorized signatory of the non-profit applicant corporation, agree and attest that all information included in this application is complete and accurate and that I have an ongoing obligation to submit updated information to the Department if the information presented within this application has changed.



Signature of Authorized Signatory

07/31/2015

Date Signed

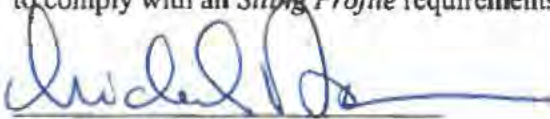
MICHAEL DUNDAS

Print Name of Authorized Signatory

CHIEF EXECUTIVE OFFICER

Title of Authorized Signatory

I hereby attest that if the corporation is allowed to proceed to submit a *Siting Profile*, the corporation is prepared to comply with all *Siting Profile* requirements.



Signature of Authorized Signatory

07/31/2015

Date Signed

MICHAEL DUNDAS

Print Name of Authorized Signatory

CHIEF EXECUTIVE OFFICER

Title of Authorized Signatory

Information on this page has been reviewed by the applicant, and where provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory here: 

*[Handwritten signature]*

Examiner

*[Handwritten signature]*

Name  
Approved

# The Commonwealth of Massachusetts

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

## ARTICLES OF ORGANIZATION (General Laws, Chapter 180)

### ARTICLE I

The exact name of the corporation is:

Bay State Patients Group, Inc.

### ARTICLE II

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

The purpose of Bay State Patients Group, Inc. is to offer patient centered therapies in a holistic way in the spirit of renewing the age old concept that good physical health is intimately related to the body's connection to both the healthy mind and healthy soul.

The Corporation is and shall at all times be operated exclusively within the meaning of Massachusetts General Laws c. 180, as amended.

In connection therewith, the Corporation may engage in any such other activities and programs, including grant making, in furtherance of the foregoing purposes as may be carried out by a corporation organized under Massachusetts General Laws, c. 180.

- C
- P
- M
- R.A.

*[Handwritten number 7]*  
P.C.

*Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.*

### **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 qualification 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:

The corporation shall have no members.

### **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:

See Continuations Sheet IVA, attached and incorporated herein.

### **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.

*\*\*If there are no provisions, state "None".*

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

Continuation Sheet IVA

Bay State Patients Group, Inc.  
Continuation Sheet to Articles of Organization

Article IV.

4. 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 power of the corporation, or of its directors, officers, or members are as follows:
- (a) In addition to the powers granted to the corporation by General Laws, Chapter 180, the corporation shall have and may exercise in furtherance of its corporate purposes each of the powers specified in Sections 9A of Massachusetts General Laws Chapter 156B.
  - (b) The directors may make, amend or repeal the By-laws in whole or in part.
  - (c) No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its directors, officers, private shareholders or individuals except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the corporation's purposes set forth in Article 2 of these Articles of Organization.
  - (d) Except as may be otherwise required by law, the corporation may at any time authorize a petition for its dissolution to be filed with the Supreme Judicial Court of the Commonwealth of Massachusetts by the affirmative vote of a majority of the directors of the corporation then in office; provided, however, that in the event of any liquidation, dissolution, termination or winding up of the corporation (whether voluntary, involuntary or by operation of the law), the property or assets of the corporation remaining after providing for the payment of its debt and obligations shall be conveyed, transferred, distributed and set over outright to one or more nonprofit organizations having similar purposes, as a majority of the total number of the directors of the corporation may by vote designate and in such proportions and in such manner as may be determined in such vote.
  - (g) No officer or director shall be personally liable to the corporation for monetary damages for any breach of fiduciary duty by such officer or director as an officer or director notwithstanding any provision of law imposing such liability, except that, to the extent provided by applicable law, this provision shall

not eliminate or limit the liability of any officer or director (i) for breach of the officer's or director's duty of loyalty to the corporation (ii) for acts or omission not in good faith or which involve intentional misconduct or a knowing violation of law or (iii) for any transaction from which the officer or director derived an improper personal benefit. No amendment or repeal of this provision shall deprive an officer or director of the benefit hereof with respect to any act or omission occurring prior to such amendment or repeal.

**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:

909 Beacon Street, Boston, MA 02215

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

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:			
Treasurer:		See Continuation Sheet VII b attached	
Clerk:		and incorporated herein	
Directors: (or officers having the powers of <i>directors</i> )			

c. The fiscal year of the corporation 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 corporation is:

*n/a*

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.

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) are clearly typed or printed beneath each signature, do hereby associate with the intention of forming this corporation under the provisions of General Laws, Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this 13 day of June, 20 13.

*Andrew Gold*

Andrew Gold


*Note: If an existing corporation is acting as incorporator, type in the exact name of the corporation, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said corporation and the title he/she holds or other authority by which such action is taken.*

**Continuation Sheet VII.b**


**Article VII.b**

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

**Officers**

<u>Office</u>	<u>Name</u>	<u>Residential Address</u>	<u>Post Office Address</u>
President	Andrew Gold		Same
Treasurer	Andrew Gold		Same
Secretary/ Clerk	Andrew Gold		Same ✓

**Directors**

<u>Name</u>	<u>Residential Address</u>	<u>Post Office Address</u>
Andrew Gold		



THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION

(General Laws, Chapter 180)

1208

I hereby certify that, upon examination of these Articles of Organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$ 35 having been paid, said articles are deemed to have been filed with me this 18 day of June 2013.

Effective date: \_\_\_\_\_



WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

1200702

SECRETARY OF THE  
CORPORATIONS DIVISION  
2013 JUN 18 PM 3:57

TO BE FILLED IN BY CORPORATION

Contact information:

Elizabeth S. Reinhardt

Law Offices of Elizabeth S. Reinhardt

33 Bradford Street, Concord, MA 01742

Telephone: (978) 341-4628

Email: [ereinhardt@lizreinhardtllaw.com](mailto:ereinhardt@lizreinhardtllaw.com)

A copy this filing will be available on-line at [www.state.ma.us/sec/cor](http://www.state.ma.us/sec/cor) once the document is filed.



**The Commonwealth of Massachusetts  
William Francis Galvin**

Minimum Fee: \$15.00

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

**Articles of Amendment**

(General Laws, Chapter 180, Section 7)

Federal Employer Identification Number: 001109862 (must be 9 digits)

We, ANDREW GOLD  President  Vice President,

and ANDREW GOLD  Clerk  Assistant Clerk,

of BAY STATE PATIENTS GROUP, INC.  
located at: 99 BEACON ST, BOSTON, MA 02215 USA

do hereby certify that these Articles of Amendment affecting articles numbered:

Article 1  Article 2  Article 3  Article 4

(Select those articles 1, 2, 3, and/or 4 that are being amended)

of the Articles of Organization were duly adopted at a meeting held on 8/18/2013, by vote of: 0 members, all directors, or 0 shareholders, being at least two-thirds of its members/directors legally qualified to vote in meetings of the corporation (or, in the case of a corporation having capital stock, by the holders of at least two thirds of the capital stock having the right to vote therein):

**ARTICLE I**

The exact name of the corporation, *as amended*, is:  
(Do not state Article I if it has not been amended.)

BAY STATE RELIEF, INC.

**ARTICLE II**

The purpose of the corporation, *as amended*, is to engage in the following business activities:  
(Do not state Article II if it has not been amended.)

**ARTICLE III**

A corporation may have one or more classes of members. *As amended*, 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**

*As amended*, 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 business entity, or of its

directors or members, or of any class of members, are as follows:  
(If there are no provisions state "NONE")

The foregoing amendment(s) will become effective when these Articles of Amendment are filed in accordance with General Laws, Chapter 180, Section 7 unless these articles specify, in accordance with the vote adopting the amendment, a *later* effective date not more than *thirty days* after such filing, in which event the amendment will become effective on such later date.

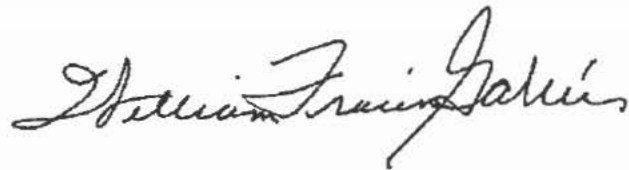
**Later Effective Date:**

Signed under the penalties of perjury, this 19 Day of August, 2013, ANDREW GOLD, its ,  
President / Vice President,  
ANDREW GOLD, Clerk / Assistant Clerk.

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:

August 19, 2013 08:07 PM

A handwritten signature in cursive script, reading "William Francis Galvin". The signature is written in black ink and is centered on the page.

WILLIAM FRANCIS GALVIN

*Secretary of the Commonwealth*



**The Commonwealth of Massachusetts  
William Francis Galvin**

Minimum Fee: \$15.00

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

**Articles of Amendment**

(General Laws, Chapter 180, Section 7)

Federal Employer Identification Number: 001109862 (must be 9 digits)

We, GERALD GOLDBERG  President  Vice President,

and MELISSA DANTZ-ZERBEL  Clerk  Assistant Clerk,

of BAY STATE RELIEF, INC.

located at: 909 BEACON STREET, UNIT 6 BOSTON, MA 02215 USA

do hereby certify that these Articles of Amendment affecting articles numbered:

Article 1  Article 2  Article 3  Article 4

(Select those articles 1, 2, 3, and/or 4 that are being amended)

of the Articles of Organization were duly adopted at a meeting held on 2/12/2014, by vote of: 0 members, 8 directors, or 0 shareholders,

being at least two-thirds of its members/directors legally qualified to vote in meetings of the corporation (or, in the case of a corporation having capital stock, by the holders of at least two thirds of the capital stock having the right to vote therein):

**ARTICLE I**

The exact name of the corporation, *as amended*, is:  
(Do not state Article I if it has not been amended.)

MILFORD MEDICINALS INC.

**ARTICLE II**

The purpose of the corporation, *as amended*, is to engage in the following business activities:  
(Do not state Article II if it has not been amended.)

**ARTICLE III**

A corporation may have one or more classes of members. *As amended*, 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**

*As amended*, 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 business entity, or of its

directors or members, or of any class of members, are as follows:  
(if there are no provisions state "NONE")

The foregoing amendment(s) will become effective when these Articles of Amendment are filed in accordance with General Laws, Chapter 180, Section 7 unless these articles specify, in accordance with the vote adopting the amendment, a *later* effective date not more than *thirty days* after such filing, in which event the amendment will become effective on such later date.

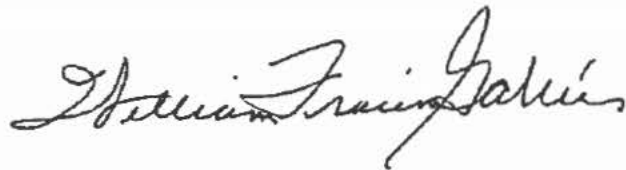
**Later Effective Date:**

Signed under the penalties of perjury, this 14 Day of February, 2014, GERALD GOLDBERG , Its ,  
President / Vice President,  
MELISSA DANTZ-ZERBEL , Clerk / Assistant Clerk.

THE COMMONWEALTH OF MASSACHUSETTS

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

February 14, 2014 04:13 PM

A handwritten signature in cursive script, reading "William Francis Galvin". The signature is written in black ink and is centered on the page.

WILLIAM FRANCIS GALVIN

*Secretary of the Commonwealth*



William Francis Galvin  
Secretary of the  
Commonwealth

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

Date: July 13, 2015

To Whom It May Concern :

I hereby certify that according to the records of this office,  
**MILFORD MEDICINALS INC.**

is a domestic corporation organized on **June 18, 2013**

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 180 section 26 A, for revocation of the charter of said corporation; that the State Secretary has not received notice of dissolution of the corporation pursuant to Massachusetts General Laws, Chapter 180, Section 11, 11A, or 11B; that said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



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

*William Francis Galvin*

Secretary of the Commonwealth

Certificate Number: 15074226610

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

Processed by: smc



Amended on: April 4, 2015

**By-laws  
Milford Medicinals Inc.**

**ARTICLE I - NAME AND PRINCIPAL OFFICE**

The name of this corporation shall be Milford Medicinals, Inc. (hereafter "MMI"). Its principal office shall be as specified in the Articles of Organization, or such other address as the Board of Directors shall from time to time select.

**ARTICLE II – CORPORATE MISSION AND GOALS**

The corporation's mission is provision of safe and legal access to quality medical cannabis with individualized care and attention to qualified patients. The Corporation shall at all times operate on a nonprofit basis for the benefit of registered qualifying patients, and shall ensure that revenue of the RMD is used solely in furtherance of its nonprofit purpose.

**ARTICLE III - MEMBERS AND MEMBERSHIP**

MMI shall have no voting corporate members and any action or vote required or permitted by Massachusetts General Laws Chapter 180, as amended, or any other law, rule or regulation to be taken by corporate members shall be taken by action or vote of the same percentage of the Directors of MMI.

**ARTICLE IV - BOARD OF DIRECTORS**

1. Powers – The affairs of MMI shall be managed by a Board of Directors, who shall exercise all of the powers of the Corporation. In the event of a vacancy in the Board of Directors, the remaining Directors, except as otherwise provided by law, may exercise the powers of the full Board until the vacancy is filled.

2. Number and Classes – The Board of Directors shall consist of no more than eleven members. There shall be two classes of Directors: (1) Elected Directors; and (2) Appointed Directors. Appointed Directors shall be those Directors who hold office pursuant to contractual Board appointment rights. Elected Directors shall be all other Directors.

3. Qualification of Directors – All Appointed and Elected Directors shall be chosen with a view toward maintaining a balanced Board of Directors having in aggregate the kinds of skills and experience which can contribute to the purposes and mission of MMI. These qualifications may include expertise in medicine, education, horticulture, business, law, finance, development, public relations and a cross section of the community served. Each Director must be in a position to attend Board of Director meetings regularly, to serve on committees, to devote

a substantial amount of time to the affairs of MMI, and to become and remain acquainted with current developments.

4. Election, Appointment, and Term of Office of Directors – Elected Directors shall be elected solely by other Elected Directors. The initial Elected Directors shall be those persons holding office on February 15, 2015. Those Elected Directors then holding office shall designate among themselves approximately one-third of their members as having a one (1) year term, approximately one-third as having a two (2) year term, and approximately one-third as having a three (3) year term. Thereafter, Elected Directors shall be elected at the Annual Meeting of the Corporation. Each Elected Director shall be elected for a term of three (3) years and shall hold office until a successor has been elected. Terms of Elected Directors are intended to be staggered so that approximately one-third of the Directors are elected each year at the annual meeting. Appointed Directors shall be appointed to the Board pursuant to contractual appointment rights as such rights shall, from time to time, be in effect.

5. Vacancies – Any vacancy of an Elected Director, however occurring, may be filled for the unexpired portion of the term by vote of a majority of the Elected Directors then in office. Any vacancy of an Appointed Director, however occurring, shall be filled pursuant to contractual appointment procedures, if any, that are in effect at the time of such vacancy.

6. Resignation – Any Director may resign by delivering his or her written resignation to MMI at its principal office, or to the President or Secretary/Clerk. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event. Any Director, who fails to attend two consecutive meetings of the Board of Directors without adequate reason and approval of the President, shall be deemed to have delivered his or her resignation as a Director as of the close of business of the meeting of the Board at which such second consecutive failure to attend shall have occurred.

7. Removal – A Director may be removed from office with or without cause by vote of two-thirds (2/3) of the Directors then in office. A Director may be removed for cause only after reasonable notice and opportunity to be heard before the Board of Directors.

8. Annual Meeting of the Board of Directors – The Annual Meeting of the Board of Directors will be held in June of each year at such time and place as the Board shall determine. In addition to those prescribed by law, the Articles of Organization, or these By-laws, further purposes for which an Annual Meeting is to be held may be specified by the Board of Directors or by the President. If an Annual Meeting is not held in accordance with the foregoing provisions, a special meeting may be held in place thereof with all the force and effect of an Annual Meeting.

9. Other Meetings – Regular meetings of the Board of Directors shall be held without call or notice at such places and at such times as the Board of Directors may from time to time determine, provided that any Director who is absent when such determination is made shall be given notice of the determination. Special meetings of the Directors may be held upon the written call by the President, or two or more Directors, designating the date, hour and place thereof.

10. Notice of Special Meetings – Notice of the date, hour and place of all special meetings of the Board of Directors shall be given to each Director by the Secretary/Clerk, or, in case of the death, absence, incapacity, or refusal of such person, by the President or one of the Directors calling the meeting. Notice shall be given to each Director either in person, by telephone, telecopier, e-mail, or by telegram sent to the Director's business or home address at least twenty-four hours in advance of the meeting, or by written notice mailed postage-prepaid to such business or home address at least seventy-two hours in advance of the meeting. Notice need not be given to a Director if a written waiver of notice is executed by such Director before or after a meeting and is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto or at its commencement of the lack of notice to such Director. A notice or waiver of notice of a meeting of the Board of Directors need not specify the purposes of the meeting.

11. Quorum – At any meeting of the Board of Directors, a majority of the Directors then in office shall constitute a quorum. Less than a quorum may adjourn any meeting from time to time, and the meeting may be held as adjourned without further notice. Unless otherwise provided by law or the Articles of Organization, Directors may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can communicate with each other at the same time. Participation in a meeting pursuant to the foregoing sentence shall constitute presence in person at such meeting.

12. Action at Meeting – At any meeting of the Board of Directors at which a quorum is present, a majority of those present and voting shall decide any question, including election of officers, unless otherwise provided by law, the Articles of Organization, or these By-laws.

13. Action Without Meeting – Any action by the Board of Directors may be taken without a meeting if a written consent thereto is signed by all the Directors then in office and filed with the records of the meetings of the Board of Directors. Such consents shall be treated as a vote of the Board of Directors for all purposes.

14. Honorary Directors - The Board of Directors may designate persons and groups of persons as honorary Directors, advisors, sponsors, benefactors, contributors, advisors or friends of MMI (or such other title as it deems appropriate). In such capacity these persons and groups shall have no right to notice of, or vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no fiduciary duties, other rights or responsibilities.

15. Committees – The Board of Directors may elect or appoint one or more committees as it sees fit and shall, by vote of a majority of the Directors then in office, elect as Standing Committees of the Board an Audit and Finance Committee, Executive Compensation and Evaluation Committee, and a Governance Committee. Unless otherwise specified below, the Chair of each committee shall be a Director. Each Committee shall have only such power and authority as the Board, in its discretion, shall choose to delegate, provided, however, that the Board shall not delegate its powers to any committee not solely comprised of Directors. Each Committee shall conduct its business as nearly as may be in the same manner as is provided by these By-laws for the Board of Directors.

16. Duties - A Director shall perform the duties of a Director, including duties as a member of any Board Committee on which the Director may serve, in good faith, in a manner such Director believes to be in the best interest of MMI, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared under the supervision of, or presented by: (1) one or more officers or employees of MMI whom the Director believes to be reliable and competent as to the matters presented; (2) counsel, independent accountants, or other person as to matters which the Director believes to be within such person's professional or expert competence; or (3) a Committee upon which the Director does not serve, as to matters within its designated authority, provided that the Director believes such committee merits confidence; so long as in each such case, the Director acts in good faith after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in the Articles of Organization, a person who performs the duties of a Director in accordance with this Section shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a Director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or nonprofit purpose to which the corporation, or assets held by it, are dedicated.

17. Inspection. Every Director shall have the right upon reasonable notice and at any reasonable time to inspect all books, records, and documents, and to inspect the physical properties of MMI.

18. No Compensation. The Directors of MMI shall serve as such on a volunteer basis, without compensation. Directors may be reimbursed for reasonable expenses incurred in connection with their service on or to the Board. Nothing herein precludes payment of reasonable compensation to Directors for services rendered the corporation in another capacity.

## ARTICLE V – OFFICERS

1. Enumeration – The Officers of MMI shall be a President, Vice President, Treasurer, and a Secretary/Clerk. The Officers of MMI may also include such other Officers as the Board of Directors may determine shall serve the best interests of the organization.

2. Election – The President, Vice President, Treasurer, and Secretary/Clerk shall be elected annually by the Board of Directors at the Annual Meeting of the Corporation. Other Officers may be chosen and their terms designated by the Board of Directors at such meeting or at any other meeting.

3. Qualification – An officer may be, but need not be a director. One person may hold more than one office, except no person may simultaneously hold the offices of President

and Treasurer. The Secretary/Clerk shall be a resident of Massachusetts, unless MMI has a resident agent appointed for the purpose of service of process.

4. Tenure – The President, Treasurer, Secretary/Clerk and any other Officers shall hold office until the next Annual Meeting of the Corporation and until their respective successors are chosen and qualified, unless a different term is specified in the vote choosing or appointing them.

5. Resignation - Any Officer may resign by delivering his or her written resignation to MMI at its principal office, or to the President or Secretary/Clerk and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

6. Removal – The Board of Directors may remove any Officer with or without cause, upon a two thirds (2/3) vote of the directors then in office, provided that an Officer may be removed for cause only after reasonable notice and opportunity to be heard by the Board of directors.

7. Vacancies – Any vacancy, however arising, in any office, may be filled for the un-expired portion of the term thereof by the Board of Directors

8. President – The President shall preside at all meetings of the Board except as the directors shall otherwise determine. The President shall have any such other powers and duties as may be determined by the directors. Unless otherwise determined by the directors, the President shall be the chief executive officer of the corporation and, subject to the control of the directors, shall have general charge and supervision of the affairs of the corporation. The President shall have any such other powers as may be designated from time to time by the Board of Directors. The President may serve as a voting member of any committee of the Board to which he may be appointed or elected and shall serve as an ex officio (without vote) member of all other committees of MMI.

9. Treasurer – The Treasurer shall, subject to the direction of the Board of Directors, have general charge of the financial affairs of MMI and shall cause to be kept accurate books of account. The Treasurer shall chair the Audit and Finance Committee and shall have custody of all funds, securities, and valuable documents of MMI, except as the Board of Directors may otherwise provide. If MMI employs a CFO or other Senior Financial Manager, then the duties of the Treasurer shall be to work with such person in connection with the conduct and recording of the financial affairs of the corporation.

10. Secretary/Clerk – The Secretary/Clerk shall attend and shall cause to be kept a record of all of the meetings of the Board of Directors. In addition, the Secretary/Clerk shall perform such other duties and have such other powers as may be designated from time to time by the Board of Directors. The Secretary/Clerk shall keep or cause to be kept, the records of MMI.



11. Vice President - The Vice-President shall perform such duties and have such powers as may be designated from time to time by the Board of Directors. In the event that the President is absent, the Vice President shall preside over meetings of the Board of Directors.

12. Other Officers – Each other Officer that may be chosen by the Board of Directors shall perform such duties and have such powers as may be designated from time to time by the Board of Directors.

13. Other Powers and Duties – Each Officer shall, subject to these By-laws, and in addition to the duties and powers specifically set forth in these By-laws, have such duties and powers as are customarily incident to his or her office.

## ARTICLE VI – CONFLICT OF INTEREST

The Board of Directors shall adopt a Conflict of Interest policy and procedures consistent with the requirements of state and federal law and best practices governing nonprofit corporations operating in Massachusetts.

## ARTICLE VII - NO PERSONAL LIABILITY AND INDEMNIFICATION

1. No Personal Liability. The directors and officers of MMI shall not be personally liable for any debt, liability, or other obligation of MMI.

2. Indemnification

- a. MMI shall, to the extent legally permissible, indemnify any director or officer, or former director or officer, of MMI against all expenses and liabilities (including court costs, attorneys' fees, judgments, fines, excise taxes, penalties, and the amount of any judgment or reasonable settlement) reasonably incurred by such person in connection with any threatened, pending or completed action, suit or other proceeding, whether civil, criminal, administrative, or investigative, in which such person may become involved by reason of serving or having served in such capacity.
- b. This provision does not apply to a proceeding voluntarily initiated by such person unless he or she is successful on the merits and the proceeding was authorized in advance by MMI.
- c. No indemnification shall be provided with respect to any matter in which such person is finally adjudicated not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation; or, with respect to a claim of willful misconduct, default, or gross negligence in the conduct of the office of such director or officer, unless there be an adjudication of freedom there from.

- d. Indemnification and payment hereunder shall include payment of expenses incurred in defending a civil or criminal action, or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification under this section, which undertaking may be accepted without regard to the financial ability of such person to make repayment.
- e. Any payment hereunder in connection with a matter disposed of by a compromise payment (pursuant to a consent decree or otherwise) shall have been approved by MMI in advance, which approval shall not be unreasonably withheld, or by a court of competent jurisdiction.
- f. The right of indemnification hereunder shall inure to the benefit of the heirs, executors or administrators of each such director or officer indemnified hereunder and shall be in addition to, and not exclusive of all, any other rights to which such persons might have. Nothing herein shall affect any other rights to indemnification which may be available by contract, or otherwise by law.
- g. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or other agent of the corporation, against any liability incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation might indemnify him against such liability. No vote of the directors to purchase or maintain any such insurance shall be invalid solely because any director participating therein is or may be a person insured by any such insurance.

#### ARTICLE VIII - MISCELLANEOUS PROVISIONS

1. Fiscal Year – Except as from time to time otherwise determined by the Board of directors, the fiscal year of MMI shall end on the last day of December in each year.
2. Seal – If the Board of Directors determines to adopt a seal of MMI, such seal shall, subject to alteration by the Board of directors, bear its name, the word “Massachusetts” and year of its incorporation.
3. Execution of Instruments – All deeds, leases, transfers, contracts, bonds, notes and other obligations authorized to be executed by an Officer of MMI in its behalf shall be signed by the President or the Treasurer except as the Board of directors may generally, or in particular cases, otherwise determine.
4. Corporate Records – The original, or attested copies, of the Articles of Organization, these By-laws, and records of all meetings of the directors, which shall contain the names and the record address of all directors and Officers, and any other legally required records shall be kept in Massachusetts at the principal office of MMI or at an office of its

Secretary/Clerk, or Resident Agent. Said copies and records need not all be kept in the same office.

5. Evidence of Authority – A certificate by the Secretary/Clerk as to any action taken by the directors or any Officer or representative of MMI shall, as to all who rely thereon in good faith, be conclusive evidence of such action.

6. Ratification – Any action taken on behalf of MMI by a director or any Officer or representative of MMI, which requires authorization by the Board of directors, shall be deemed to have been duly authorized if subsequently ratified by the Board of directors, if action by it was necessary for authorization.

#### **ARTICLE IX - AMENDMENTS**

These bylaws may be altered, amended or repealed in whole or in part by vote of two thirds (2/3) of the directors then in office.

#### **ARTICLE X - EFFECTIVE DATE**

These By-laws were adopted on June 13, 2103, amended on August 18, 2013, July 19, 2014 and March \_\_, 2015 and shall remain in full force and effect, unless and until further amended by the Board of Directors as provided in ARTICLE IX above.



Applicant Non-Profit Corporation \_\_\_\_\_

**SECTION D. EMPLOYMENT AND EDUCATION FORM**

This Employment and Education form must be completed and signed by each of the following individuals: The Corporation's Chief Executive Officer, Chief Operations Officer, Chief Financial Officer, individual/entity responsible for marijuana for medical use cultivation operations, and individual/entity responsible for the RMD security plan and security operations. Submit one Employment and Education form for each of the above individuals when submitting a *Management and Operations Profile* to the Department of Public Health.

**Name**

MICHAEL DUNDAS

**Residential Address**

[REDACTED]

**Title (at applicant non-profit corporation)**

CHIEF EXECUTIVE OFFICER

**Name of Applicant Non-Profit Corporation**

MILFORD MEDICINALS, INC.

**Highest Education Attained – Institution, Degree, and Year**


UNIVERSITY OF SAN FRANCISCO SCHOOL OF LAW  
JURIS DOCTOR  
2011

Applicant Non-Profit Corporation \_\_\_\_\_

**Past 10 Years of Employment by Employer, Title and Time Period. List chronologically, beginning with most recent employment. Add more forms if space is needed for additional employment history entries.**

Employer	Title	Time Period
MILFORD MEDICINALS, INC.	CHIEF EXECUTIVE OFFICER CHIEF COMPLIANCE OFFICER	APRIL 2013 - PRESENT
SOLO LEGAL PRACTICE OAKTOWN LEGAL	ATTORNEY	APR 2012 - APR 2013
CHINA NATIONAL RADIO	RADIO HOST/SEGMENT PRODUCER	AUG 2006 - JUN 2009
BEIJING NORMAL UNIVERSITY	POST GRADUALTE ENGLISH INSTRUCTOR	AUG 2003 - JUL 2007

Signed under the pains and penalties of perjury, I agree and attest that all information included in this form is complete and accurate.

  
Signature of the Individual

07/11/2015

Date Signed

Applicant Non-Profit Corporation \_\_\_\_\_

**SECTION D. EMPLOYMENT AND EDUCATION FORM**

This Employment and Education form must be completed and signed by each of the following individuals: The Corporation's Chief Executive Officer, Chief Operations Officer, Chief Financial Officer, individual/entity responsible for marijuana for medical use cultivation operations, and individual/entity responsible for the RMD security plan and security operations. Submit one Employment and Education form for each of the above individuals when submitting a *Management and Operations Profile* to the Department of Public Health.

**Name**

STEPHEN JAFFE

**Residential Address**

[REDACTED]

**Title (at applicant non-profit corporation)**

CHIEF OPERATIONS OFFICER

**Name of Applicant Non-Profit Corporation**

SAGE CANNABIS, INC.

**Highest Education Attained – Institution, Degree, and Year**

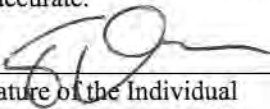
TEMPLE UNIVERSITY, FOX SCHOOL OF BUSINESS  
BACHELOR OF SCIENCE  
2009

Applicant Non-Profit Corporation \_\_\_\_\_

Past 10 Years of Employment by Employer, Title and Time Period. List chronologically, beginning with most recent employment. Add more forms if space is needed for additional employment history entries.

Employer	Title	Time Period
CROSS PROPERTIES, LLC	DIRECTOR OF PROPERTY MANAGEMENT	MARCH 2015-PRESENT
CAMPUS CREST COMMUNITIES	GENERAL MANAGER	12/2013 - 2/2015
THE GELMAN GROUP	REGIONAL PROPERTY MANAGER	2009-2013
SIGNATURE INVESTMENT GROUP	ACQUISITIONS SPECIALIST	2008-2009

Signed under the pains and penalties of perjury, I agree and attest that all information included in this form is complete and accurate.

  
\_\_\_\_\_  
Signature of the Individual

12/8/15  
Date Signed

Applicant Non-Profit Corporation \_\_\_\_\_

**SECTION D. EMPLOYMENT AND EDUCATION FORM**

This Employment and Education form must be completed and signed by each of the following individuals: The Corporation's Chief Executive Officer, Chief Operations Officer, Chief Financial Officer, individual/entity responsible for marijuana for medical use cultivation operations, and individual/entity responsible for the RMD security plan and security operations. Submit one Employment and Education form for each of the above individuals when submitting a *Management and Operations Profile* to the Department of Public Health.

**Name**

ERIC JAMES WARDROP

**Residential Address**

[REDACTED]

**Title (at applicant non-profit corporation)**

CHIEF FINANCIAL OFFICER (CFO)

**Name of Applicant Non-Profit Corporation**

MILFORD MEDICINALS, INC.

**Highest Education Attained – Institution, Degree, and Year**

DREXEL UNIVERSITY  
BACHELOR OF SCIENCE IN BUSINESS ADMINISTRATION  
2007

Applicant Non-Profit Corporation \_\_\_\_\_

**Past 10 Years of Employment by Employer, Title and Time Period. List chronologically, beginning with most recent employment. Add more forms if space is needed for additional employment history entries.**

Employer	Title	Time Period
PANTHER PROPERTIES MANAGEMENT, LLC	DIRECTOR	2009 - PRESENT
SIGNATURE GROUP INVESTMENTS, LLC	VICE PRESIDENT OF ACQUISITIONS	2007-2009
INTERSTATE COMMERCIAL REAL ESTATE, INC.	VICE PRESIDENT OF COMMERCIAL REAL ESTATE DEVELOPMENT	2004-2007

Signed under the pains and penalties of perjury, I agree and attest that all information included in this form is complete and accurate.

  
\_\_\_\_\_  
Signature of the Individual

07/13/2015

\_\_\_\_\_  
Date Signed

Applicant Non-Profit Corporation \_\_\_\_\_

**SECTION D. EMPLOYMENT AND EDUCATION FORM**

This Employment and Education form must be completed and signed by each of the following individuals: The Corporation's Chief Executive Officer, Chief Operations Officer, Chief Financial Officer, individual/entity responsible for marijuana for medical use cultivation operations, and individual/entity responsible for the RMD security plan and security operations. Submit one Employment and Education form for each of the above individuals when submitting a *Management and Operations Profile* to the Department of Public Health.

**Name**

MARK VLACHOS

**Residential Address****Title (at applicant non-profit corporation)**

LEAD CULTIVATOR

**Name of Applicant Non-Profit Corporation**

SAGE CANNABIS, INC.

**Highest Education Attained – Institution, Degree, and Year**

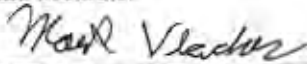
University of Massachusetts Amherst, Bachelor of Arts, 2014

## Applicant Non-Profit Corporation \_\_\_\_\_

Past 10 Years of Employment by Employer, Title and Time Period. List chronologically, beginning with most recent employment. Add more forms if space is needed for additional employment history entries.

Employer	Title	Time Period
GYOStuff	Manager	March 2013 - October 2014
GYOStuff	Retail Associate	June 2011 - February 2013
UMass Amherst Annual Fund	Student Caller	June 2012 - November 2012
UMass Amherst University Helpline	Helpline Staff	June 2012 - August 2012

Signed under the pains and penalties of perjury, I agree and attest that all information included in this form is complete and accurate.



Signature of the Individual

05/09/2016

Date Signed



Applicant Non-Profit Corporation \_\_\_\_\_

**SECTION D. EMPLOYMENT AND EDUCATION FORM**

This Employment and Education form must be completed and signed by each of the following individuals: The Corporation's Chief Executive Officer, Chief Operations Officer, Chief Financial Officer, individual/entity responsible for marijuana for medical use cultivation operations, and individual/entity responsible for the RMD security plan and security operations. Submit one Employment and Education form for each of the above individuals when submitting a *Management and Operations Profile* to the Department of Public Health.

**Name**

NETWATCH USA, LLC

**Residential Address**

[REDACTED]

**Title (at applicant non-profit corporation)**

SECURITY SYSTEMS PROVIDER

**Name of Applicant Non-Profit Corporation**

MILFORD MEDICINALS, INC.

**Highest Education Attained – Institution, Degree, and Year**

N/A

Applicant Non-Profit Corporation \_\_\_\_\_

**Past 10 Years of Employment by Employer, Title and Time Period. List chronologically, beginning with most recent employment. Add more forms if space is needed for additional employment history entries.**

Employer	Title	Time Period
N/A		

Signed under the pains and penalties of perjury, I agree and attest that all information included in this form is complete and accurate.

  
\_\_\_\_\_  
Signature of the Individual

07/13/2015  
\_\_\_\_\_  
Date Signed