



Massachusetts Cannabis Control Commission

Public Record Request

Marijuana Retailer

General Information:

License Number: MR282801
Original Issued Date: 03/17/2020
Issued Date: 03/17/2020
Expiration Date: 03/17/2021
Payment Received: \$10000 Payment Required: \$10000

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Fidelity Wellness Center, Inc. Federal Tax Identification Number EIN/TIN: [REDACTED]
Phone Number: 978-876-1531 Email Address: Fidelitywellnesscenterinc@gmail.com
Business Address 1: 256 Weymouth Street Business Address 2:
Business City: Rockland Business State: MA Business Zip Code: 02370
Mailing Address 1: 38 Church Street Mailing Address 2:
Mailing City: Winchester Mailing State: MA Mailing Zip Code: 01890

CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Not a DBE

PRIORITY APPLICANT

Priority Applicant: yes
Priority Applicant Type: RMD Priority
Economic Empowerment Applicant Certification Number:
RMD Priority Certification Number: RP201987

RMD INFORMATION

Name of RMD: Fidelity Wellness Center, Inc.
Department of Public Health RMD Registration Number:
Operational and Registration Status: Obtained Provisional Certificate of Registration only
To your knowledge, is the existing RMD certificate of registration in good standing?: yes
If no, describe the circumstances below:

PERSONS WITH DIRECT OR INDIRECT AUTHORITY

Person with Direct or Indirect Authority 1

Percentage Of Ownership: 100 Percentage Of Control: 100
Role: Owner / Partner Other Role:
First Name: Mario Middle Name: Last Name: Chiuccariello Suffix:
Gender: Male User Defined Gender:
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)
Specify Race or Ethnicity:

Person with Direct or Indirect Authority 2

Percentage Of Ownership: Percentage Of Control:
Role: Executive / Officer Other Role:
First Name: Ricardo Middle Name: Last Name: Veiga Suffix:
Gender: Male User Defined Gender:
What is this person's race or ethnicity?: Hispanic, Latino, or Spanish (Mexican or Mexican American, Puerto Rican, Cuban, Salvadoran, Dominican, Colombian)
Specify Race or Ethnicity:

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

Entity with Direct or Indirect Authority 1

Percentage of Control: Percentage of Ownership:
Entity Legal Name: MJ MANAGEMENT SERVICES, INC. Entity DBA: DBA
City: City:

Entity Description: The entity is the Landlord for the Fidelity Wellness facilities and manages the design, build out, human resources, and management of the Fidelity Wellness establishments.

Foreign Subsidiary Narrative:

Entity Phone: 781-808-6322 Entity Email: rgv@fwcmass.com Entity Website:
Entity Address 1: 38 Church Street Entity Address 2:
Entity City: Winchester Entity State: MA Entity Zip Code: 01890
Entity Mailing Address 1: 38 Church Street Entity Mailing Address 2:
Entity Mailing City: Winchester Entity Mailing State: MA Entity Mailing Zip Code: 01890

Relationship Description: MJ Management Services ("MJ") and Fidelity Wellness ("FW") are comprised of the same two individuals, Mario Chiuccariello and Ricardo Veiga. MJ is the management/operations arm of FW and will initially work with contractors and building companies to ensure that the facilities are built to the highest degree of specifications and codes. MJ will work with local governments and municipalities to ensure building, facility and land compliance. MJ will be the Real estate owner for the properties leased by FW as well as provide management services including but not limited to inventory management, security services, cultivation, processing and dispensing facilities. MJ, has a management team of highly experienced business professionals. MJ's business plans incorporate best practices, so we are prepared meet and even exceed state regulations for operations and security.

CLOSE ASSOCIATES AND MEMBERS

No records found

CAPITAL RESOURCES - INDIVIDUALS

Individual Contributing Capital 1

First Name: Mario Middle Name: Last Name: Chiuccariello Suffix:
Types of Capital: Monetary/Equity Other Type of Capital: Total Value of the Capital Provided: \$559275 Percentage of Initial Capital: 100

Capital Attestation: Yes

CAPITAL RESOURCES - ENTITIES

No records found

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

No records found

DISCLOSURE OF INDIVIDUAL INTERESTS

No records found

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 256 Weymouth Street

Establishment Address 2:

Establishment City: Rockland

Establishment Zip Code: 02370

Approximate square footage of the establishment: 20000

How many abutters does this property have?: 14

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

HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan to Remain Compliant with Local Zoning	FWCI_Plan to Remain Compliant with Local Zoning.pdf	pdf	5d2f63afad2c7633c919685f	07/17/2019
Certification of Host Community Agreement	fully executed-host agreement certification form.pdf	pdf	5d3b58a9bc4ba7387cf4e78d	07/26/2019
Community Outreach Meeting Documentation	Community Outreach Meeting Attestation.pdf	pdf	5d842bfd8906c11df69cc901	09/19/2019

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

PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Plan for Positive Impact	Rockland Plan for Positive Impact V2.pdf	pdf	5d8427f68906c11df69cc8fb	09/19/2019

ADDITIONAL INFORMATION NOTIFICATION

Notification: I understand

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Owner / Partner

Other Role:

First Name: Mario

Middle Name: Last Name: Chiuccariello Suffix:

RMD Association: Not associated with an RMD

Background Question: no

Individual Background Information 2

Role: Executive / Officer Other Role:
First Name: Ricardo Middle Name: Last Name: Veiga Suffix:
RMD Association: RMD Manager
Background Question: no

ENTITY BACKGROUND CHECK INFORMATION
Entity Background Check Information 1

Role: Investor/Contributor Other Role: Management Company
Entity Legal Name: MJ MANAGEMENT SERVICES, INC. Entity DBA:
Federal Tax Identification Number
EIN/TIN: [REDACTED]

Entity Description: The entity is the Landlord for the Fidelity Wellness facilities and manages the design, build out, human resources, and management of the Fidelity Wellness establishments.

Phone: 781-808-6322 Email: rgv@fwcmass.com
Primary Business Address 1: 138 Church Street Primary Business Address 2:
Primary Business City: Winchester Primary Business State: MA Principal Business Zip Code: 01890

Additional Information: MJ Management Services ("MJ")and Fidelity Wellness ("FW")are comprised of the same two individuals, Mario Chiucciariello and Ricardo Veiga. MJ is the management/operations arm of FW and will initially work with contractors and building companies to ensure that the facilities are built to the highest degree of specifications and codes. MJ will work with local governments and municipalities to ensure building, facility and land compliance. MJ will be the Real estate owner for the properties leased by FW as well as provide management services including but not limited to inventory management, security services, cultivation, processing and dispensing facilities. MJ, has a management team of highly experienced business professionals. MJ's business plans incorporate best practices, so we are prepared meet and even exceed state regulations for operations and security.

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Table with 5 columns: Document Category, Document Name, Type, ID, Upload Date. Rows include Bylaws, Secretary of Commonwealth - Certificate of Good Standing, Department of Revenue - Certificate of Good standing, and Articles of Organization.

No documents uploaded

Massachusetts Business Identification Number: 001326201

Doing-Business-As Name:

DBA Registration City:

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan for Liability Insurance	FWCI_Plan for Obtaining Liability Insurance_Retail.pdf	pdf	5d142a71622b7c1357f73b60	06/26/2019
Proposed Timeline	Fidelity Rockland Timeline_Retail.pdf	pdf	5d641f3f3567ed1db89e01e1	08/26/2019
Business Plan	FWC business Plan Rockland.pdf	pdf	5d641f57c544c91e011c5632	08/26/2019
Business Plan	FWC business Plan Rockland2.pdf	pdf	5d87d3415d7067034c81d3c1	09/22/2019

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Personnel policies including background checks	FWCI_Personnel Policies_including Background Checks.pdf	pdf	5d14288541a4321320f2a9ab	06/26/2019
Dispensing procedures	FWCI_Dispensing Procedure_Retail.pdf	pdf	5d14289a13edb917cc1ff933	06/26/2019
Inventory procedures	FWCI_Inventory and Tracking SOP_Retail.pdf	pdf	5d1428b8bbb965134133e106	06/26/2019
Maintaining of financial records	FWCI_Maintenance of Financial Records SOP_Retail.pdf	pdf	5d1428cf748dc71348c3acd9	06/26/2019
Separating recreational from medical operations, if applicable	FWCI_Plan for Separating Recreational from Medical Operations.pdf	pdf	5d142910fe6a8617e2090f5c	06/26/2019
Plan for obtaining marijuana or marijuana products	FWCI_Plan to obtain marijuana.pdf	pdf	5d14292e624ce5135e92888b	06/26/2019
Transportation of marijuana	FWCI_Policy and Procedure for the Transportation of Marijuana.pdf	pdf	5d14294969291617ba8627ba	06/26/2019
Restricting Access to age 21 and older	FWCI_Policy for Limiting Access to Age 21 and Older.pdf	pdf	5d142961722cea17c12632bb	06/26/2019
Prevention of diversion	FWCI_Prevention of Diversion Policy and Procedure_Retail.pdf	pdf	5d14297c13edb917cc1ff937	06/26/2019
Qualifications and training	FWCI_Qualifications and Training SOP_Retail.pdf	pdf	5d14299633099617d7947661	06/26/2019
Quality control and testing	FWCI_Quality Control and Testing SOP_Retail.pdf	pdf	5d1429b3622b7c1357f73b5c	06/26/2019
Record Keeping procedures	FWCI_Record Keeping Procedure.pdf	pdf	5d1429cc1dae681319ceca0d	06/26/2019
Security plan	FWCI_Security Plan_Retail.pdf	pdf	5d1429e369291617ba8627be	06/26/2019
Storage of marijuana	FWCI_Storage SOP_Retail.pdf	pdf	5d1429ff41a4321320f2a9b0	06/26/2019
Diversity plan	Fidelity Diversity Plan V2.pdf	pdf	5d841966629a272281d33dee	09/19/2019

MARIJUANA RETAILER SPECIFIC REQUIREMENTS

No documents uploaded

No documents uploaded

ATTESTATIONS

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

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

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

Notification: I Understand

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

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

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

ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

COMPLIANCE WITH POSITIVE IMPACT PLAN

No records found

COMPLIANCE WITH DIVERSITY PLAN

No records found

HOURS OF OPERATION

Monday From: 9:00 AM	Monday To: 8:00 PM
Tuesday From: 9:00 AM	Tuesday To: 8:00 PM
Wednesday From: 9:00 AM	Wednesday To: 8:00 PM
Thursday From: 9:00 AM	Thursday To: 8:00 PM
Friday From: 9:00 AM	Friday To: 8:00 PM
Saturday From: 9:00 AM	Saturday To: 8:00 PM
Sunday From: 9:00 AM	Sunday To: 8:00 PM

Fidelity Wellness Center, Inc. (FWC)



OPPORTUNITY TO BE PART OF THE RAPIDLY GROWING MARIJUANA INDUSTRY IN MASSACHUSETTS

EXECUTIVE SUMMARY

Operational & Financial Model

March 14th, 2019

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Introduction to Fidelity Wellness Center, Inc.

- Companies:** Fidelity Wellness Center, Inc. (FWC) a Marijuana Licensed Massachusetts Corporation and its management partner; MJ Management Services, Inc. (MJ), a Massachusetts S-Corporation, both with offices at 38 Church St, Winchester, MA 01890
- Points of Contact:** **Mario J. Chiuccariello**, Chairman & President of Fidelity Wellness Center, Inc. and President of MJ Management Services, Inc. – E: fidelitywellnesscenterinc@gmail.com C: 978-876- 1531
Ricardo Veiga, CFO of MJ Management Services, Inc. and CFO of Fidelity Wellness Center, Inc. – E: rgv@fwcmass.com C: 781-808-6322
- Scope of Business:** Fidelity Wellness Center, Inc.’s license issued by the Department of Public Health of the Commonwealth of Massachusetts, allow us to operate technologically advanced indoor and Hybrid Greenhouse cannabis cultivation and extraction facilities - maintaining vertical-integration with agriculture, manufacturing, distribution partners, and dispensaries.
- Background:** **Fidelity Wellness Center Inc (FWC)** has a mission to provide the patients and consumers of Massachusetts with high quality medical and Adult use marijuana in the forms and quantities legally prescribed by their medical professionals and state limits, and to develop and operate State of the Art dispensaries and cultivation facilities to assure high quality and consistent supply of medicinal products at reasonable prices.
- MJ Management Services, Inc. (“MJ”)** MJ is the management/operations arm of FWC and will initially work with contractors and building companies to ensure that the facilities are built to the highest degree of specifications and codes. MJ will work with local governments and municipalities to ensure building, facility and land compliance. MJ will work with industry staffing firms to select highly experienced senior staff for cultivation, extraction MJ will charge FWC for its services which will generate substantial returns. MJ will be the Real estate owner for the properties leased by FWC as well as provide management services including but not limited to inventory management, security services, cultivation, processing and dispensing facilities. MJ has a management team of highly experienced business professionals. MJ’s business plans incorporate best practices, so we are prepared meet and even exceed state regulations for operations and security.
- Three Retail Marijuana Dispensaries:** FWC is a licensed medical marijuana corporation, with its Provisional Certificate of Registration (PCR) issued by the Department of Public Health, Commonwealth of Massachusetts, in May 2017, for its Cultivation, Processing and Dispensary facilities located at 380R Dwight Street, Holyoke, MA. (located in Western Massachusetts along the New Haven, Hartford, Springfield, Northampton corridor near the intersection of i-91 and I-90. FWC is in the process of transferring PCR for its dispensary facility in Rockland, MA (south side suburban town 25 minutes from Boston).
- Licensing:** Fidelity Wellness Center, Inc. has been awarded its Provisional Certificate of Registration (“PCR”) in May 2017. This is the licensing approval which designates FWC as an authorized business with the right to develop a cultivation, processing and retail dispensing

facility at our first location, Holyoke has been split between Rockland and Orange. Orange (cultivation, manufacturing, processing center. Rockland, DPH has reviewed the application to transfer and has already moved to the next step with a request to us for our Operating Procedures which are being submitted. The second dispensary location, Malden, is still in process with a great retail site under contract and waiting application instructions from the city. FWC has received the letter of support and signed a Community Host Agreement with the Town of Orange to operate a cultivation and processing facility and is currently in the engineering and permitting phase to start construction.

Cultivation facility: Our state-of-the-art facility will use a fully automated nutrient delivery system; this system will combine our well water with nutrients and distribute through our facility. FWC will have fully automated Climate control system that will give our cultivators control of each grow room individually. Climate system will control dehumidification, odor, and CO2. This is necessary to control PM. Our cultivators will also integrate time tested organic agriculture, floriculture and horticulture methods along with best practice processes for extraction to produce medicinal marijuana and adult use products of the highest quality. By implementing these innovative practices, FWC will consistently produce a steady supply of products, profit, and set a high standard of best practices for the medicinal marijuana in Massachusetts. FWC chose Orange MA for several reasons. 4.11 acres in the industrial zone with ample electricity and the Town is doing everything they can to help expedite the permitting and application process.

Executive Summary

1. Introduction

1.1 Objective

It is the objective and mission of Fidelity Wellness Center, Inc. and its management company, MJ Management Services, Inc., to provide the Commonwealth of Massachusetts with high quality medical marijuana and adult use in the forms and quantities legally prescribed and/or legally allowed by state law, to develop and operate state of the art dispensaries and cultivation facilities to assure high quality and consistent supply at competitive prices.

1.2. Business Description

FWC is a vertically integrated medical marijuana and adult use company, as required in Massachusetts, and is launching the most technologically advanced cannabis cultivation, extraction facility and dispensaries in the Commonwealth of Massachusetts. FWC will incorporate clean energy and organic methods to cultivate high quality cannabis products to sell in our own dispensaries as well as wholesale to other dispensaries. The company has been founded to set the standard in cannabis cultivation, product formulation, and responsible care for patients in the Commonwealth of Massachusetts.

These two organizations. FWC and MJ are comprised of individuals with deep business, healthcare, law enforcement, and medical marijuana experience. We will be implementing a palliative, patient-centered healthcare model with high-quality medical marijuana products, in an inspiring, wellness-oriented setting. FWC will provide unsurpassed complementary care to those who suffer from debilitating conditions by providing non-euphoric medical cannabis, in the form of pills, balms, liquid tinctures, transdermal patches, and salves in addition to other forms of ingestion. Our unique mix of experience and commitment will enable MJ to be a constant and consistent quality provider in meeting the needs of the patient community and improving the quality of life for these patients and those around them.

Our business has received significant amounts of local support. The communities of Orange, Holyoke and Rockland are supporting our development plans and the cultivation and dispensing operations. All of the main principals of FWC and MJ, have networked extensively to create a foundation of local support.

By blending the principals' experience and knowledge with the implementation of a turn-key business model, forward thinking is applied at every level of FWC and MJ's business plan. Environmental conservation and compliance with the state and federal regulatory bodies of the FDA, EPA, USDA, and more set the standard within the Massachusetts medical cannabis industry and beyond. It is this progressive philosophy that guides FWC as opposed to some of its competitors who may want to get into the market to sell subpar products.

State of the Art Cultivation Methods: In many ways, MJ operational plans are likely to be different from its competitors. Through its production methods, MJ will be using a CO2 enriched Hybrid greenhouse cultivation facility. This will allow a higher quality production output than normal for indoor production and a lower cost of production of raw plant material (RPM).

High Quality Standards: At our cultivation facilities we will cultivate the highest quality cannabis flowers to harvest and then sell as well as process this raw plant material at peak potency within 15 minutes of harvest to create the highest quality infused products. This is in contrast to the competition who harvest raw plant material, dry the plants over 3 - 14 days, manicure the raw plant material, and then extract the key chemical compounds.

Consider an example from commercial agriculture. To explain, most people can see that it wouldn't make sense for a producer of fresh fruits or vegetables to wait two weeks after harvest to process and package their commodities. In order to preserve freshness and quality, the commodities are processed, packaged and sent to market as quickly as possible. MJ further increases the quality of the extracts by using specific cultivars that produce high amounts of cannabinoids and terpenes. Rather than just producing cultivars that are excellent just for smoking, FWC and MJ will also be focusing on growing specific cultivars that are excellent for extracted oil production.

Organic cultivation and cutting-edge medical science: Biochemical consistency is key within the medical cannabis industry and will be ensured through quality control and quality assurance procedures. FWC and MJ work with PhD-level food formulation scientists and follow FDA and USDA formulation science guidelines versus creating products without any regulatory oversight. MJ will operate as close to organic as possible. Organic is a term that cannot be used in the cannabis industry as it's federally copyrighted by the USDA. However, all materials that MJ will utilize in cultivation: the soil, nutrients, pesticides, cleaning materials will all be organic. Our processes will all involve organic solvents without using any hydrocarbon solvents or any other material that would put the brand in jeopardy.

Branding: In our retail dispensaries, MJ and FWC will license only the best, most well-known brands from California, Oregon, Colorado, Washington for some of MJ infused products such as patches, suppositories, and other commodities so that MJ can save time, energy, and money on avoiding Research and Development (R&D). This allows MJ to quickly enter the market with products that are known, consistent, and that work time and time again. MJ will extract from its raw plant material and follow the Standard Operating Procedures (SOP) of those companies to manufacture products that are exactly same as the company to whom MJ licensed the intellectual property from. MJ can avoid unnecessary delays and get to market quicker with this method.

MJ and FWC have a plan to manage risks. Product risk will be minimal due to the limited number of producers expected to obtain licenses and develop cultivation facilities in Massachusetts and through utilizing well-known and highly regarded varieties and brands. MJ, on behalf of FWC, will also formulate its own products with zero pesticides; reducing the incidence of recalls. Team risk will be minimal with the founding team having vast experience in business, medicine, and the cannabis industry. This is a well-heeled group with some of the best formulation scientists, pharmacists, consultants, and businesspeople. FWC/MJ will remain strong in any scenario.

By coming into the market with the right amount capital and a proven industry business model, FWC and MJ can execute their joint vision and capture ample market share in one of the newest emerging markets in the United States, Massachusetts. For financial forecasting purposes, we have analyzed the rate at which customers within other legalized marijuana states, including California and Colorado, have utilized our product line. These States have very comparable qualifying conditions and marijuana products that are available in Massachusetts. For instance, the Colorado program has been in place since 2001, but it was not until 2009 that dispensaries were enabled — patient numbers subsequently increased from 5,051 in January 2009 to a peak of 128,698 (2.5% of the state's population) in June 2011 before leveling out to 106,817 (2.1% of the population) in June 2013, then up to 15.5% of the adult population in 2017, only 3 years after legalization of adult use.

1.3 Facility Locations:

1. **Holyoke:** License Holder in process of transferring. Holyoke RMD to Rockland and Holyoke cultivation, processing and manufacturing to Orange

2. **Rockland** is a small town of 17,000 but is surrounded by Boston suburbia with over 450,000 people living with 20 minutes and over 2,000,000 living within 40 minutes. With a very supportive Town administration, Rockland offers MJ and FWC the fast route to retail sales revenue. Our half acre site at 256 Weymouth Street, will hold one of our dispensaries expected to be ready by November/2019 for opening sales.
3. **Orange** will be the site of 30,000 sf of canopy along our state of the art 15,000 sf extraction, manufacturing, packaging, and processing facility. FWC has plans to expand with a 2-season, greenhouses. Greenhouse's will allow us to grow cheaper. Greenhouse product will go to extraction only.

1.4 Financial Models

Within 5 years, our forecasts show Annual Gross Revenue of over \$54 Million & Net Revenue of over \$10 Million. These numbers should continually increase, with some significant variations, up and down, over the first several years while the market is taking off. We do expect an oversupply in the State over the next two years, and a resulting drop in pricing. But this should re-stabilize in the 4th and 5th years, after going thru a shake-out in the market. Similar events and rises and falls in product pricing have been seen in most states as they develop their own marijuana industries. We are confident that we can monitor the market and meet our projections; and that we will not be burdened by under supply or over supply, such that our ability to dispense the herbal medicine we produce will proceed smoothly and provide a consistent high-quality source for marijuana for the communities we serve.

This business plan requires an investment of \$12 million, with which we will complete land and building purchases, apply for additional local licenses, build out our cultivation center and commercial manufacturing/extraction facility, complete with a Class 1A explosion proof laboratory and commercial kitchen, develop site plans and security systems and retrofit our dispensaries. Additionally, funds may be required in the future to buy and retrofit other dispensary locations.

Financial models at the end, will illustrate revenues, costs, and profitability for FWC and MJ cultivation, extraction, and dispensary companies. We are extremely well-positioned to receive a second and third cultivation, commercial manufacturing license and dispensary license in Massachusetts.

As a result, we will be licensed as a cultivation facility and dispensary to allow for vertical-integration, dispensary only locations in Rockland and Malden, and a state-of-the-art cultivation and processing facility in Orange. MJ has its key staff, partners and suppliers in place, and the knowledge to fully execute this multi- million-dollar revenue project. FWC with MJ will build a state of the art, high output set of companies that will become a model showcase for the cannabis industry with the ability to effortlessly increase the size of operations as demand increases. We will preemptively work to design our business plan and project infrastructure to comply with all recently released regulations.

2. Why FWC?

2.1 Solid Business Plan.

FWC has worked to carefully craft a strategic and conservative business plan. Revenue forecasts were developed thru an algorithm program, "Monte Carlo", incorporating four different data sources to pinpoint realistic achievable revenue estimates. Development costs, and operational costs for all facilities are based on local knowledge of Massachusetts construction costs, as well as, industry wide data on equipment and

cultivation/extraction/dispensing system costs. FWC and MJ Management reserve the right to modify business plan for rapidly expanding and changing cannabis Market

2.2 Local Knowledge

FWC and MJ, working together, will ensure a successful operation by planning for all elements of the cannabis program in Massachusetts. All the senior managers and Board Members of FWC and MJ are Massachusetts residents. They have extensive business networks throughout Massachusetts. have established a strategic partnership with the local communities, winning strong support from local law enforcement, as well as the support of local politicians. Local permitting is administrative, as all facilities are within designated marijuana facility zones and are being designed to meet building permit requirements. FWC will be creating over a 100 full time and dozens of part-time positions. FWC will also be compensating its host city by funding for general and targeted needs of the community. Both of these elements have driven local and statewide support. Using state of the art cultivation and processing techniques FWC will produce the best, safest and most effective medical and adult use marijuana products available. Our retail side will provide a safe, secure, welcoming environment.

2.3 Multiple Locations

To ensure maximum participation in the lucrative Massachusetts market, FWC is applying for cultivator-extraction and dispensary licenses at diverse locations within the Commonwealth of Massachusetts. As licensing is vertically integrated, each licensee must develop a strategy to maximize sales. With license already received for Holyoke, in Western Massachusetts, FWC's second license will be obtained for a Boston South Shore suburb, Rockland. The third location under radar is in Malden, just outside of Boston. This gives FWC's vertically integrated facilities ample reach throughout Massachusetts.

2.4 Systems Automation:

Under the guidance of 3C Consulting, MJ will use advanced computer monitoring, supervisory control, and data acquisition which will greatly reduce labor costs and eliminate energy waste and streamline operations.

2.5 Advanced Nutrient Systems:

Again, with expert industry advice FWC will use the best practices, including organic fertilizers and supplements, with high tech, state of the art automation, to generate maximum plant yields of the highest-quality product that simultaneously puts people, planet and profit first.

2.6 Environmental Management:

Utilization of clean energy, organic agriculture, and the highest industry and non-industry standards for control over contamination, pests, and pathogens via positive pressure environment, sensory detection and elimination systems, advanced air filtration monitoring and contamination prevention systems.

2.7 State-of-the-art Grow Facilities

Controlling and offsetting energy usage is the future of commercial cannabis cultivation. Each grow area will have the lowest energy cost with the highest quality product yields in the industry. MJ will cultivate plants in enclosed facilities that adhere to all state and local building regulations. This model incorporates the best of indoor growing methodologies to fully capitalize on agricultural seasons with planned, structured development. The grow facility designs will be drafted with the knowledge of what the Commonwealth of Massachusetts requires for a facility and with respect to ISB codes and operational flow plans. There are many questions that

must be addressed in the planning stage for these facilities including fire suppression requirements, product storage, and biocontrol safety plans.

2.8 Operational Blueprint

Living employee handbook, standard operating procedures, accountability and operational control will provide direction and training to workers tending to the cultivation, enhance time management, and eliminate waste in materials using best industry practices. FWC's partnership with 3C - Comprehensive Cannabis Consulting, will provide guidance in industry practices and standards, with its SOPs having been developed and tested in the legal cannabis industry around the world and having been proven to promote productive, efficient operations in compliance with all applicable regulations and standards.

MJ operations will be best of breed:

- Efficient and effective cultivation and extraction
- Advanced extraction capabilities
- Experienced cultivation team
- Industry-leading integrated pest management strategies
- Fully automated water, light, CO2, HVAC and nutrient controls
- Surveillance to track, maintain, and respond to plant deficiencies, and minimize labor burdens.

Financial Modeling: The sophisticated financial modeling reflects FWC and MJ business plan for vertically integrated facilities in Holyoke (with cultivation and retail dispensary) as well as a second and third dispensary in Rockland and Malden. Additionally, we are flexible in what we can do as each site, that is either purchased, retrofitted, or constructed from the ground up, can fulfill the functional demands of MJ. The financial model includes capital expenditures and operational costs for cultivation for years one thru five, with additional contingencies to cover unforeseen costs or delays in the market being established. This will be sufficient to achieve positive cash flow within the first 12 months of commencing sales.

2.9 Licensing and Operating Corporate Model – Two-Tiered Corporate Structure

Fidelity Wellness Center, Inc. (“FWC”): Current law requires a two-tiered corporate organizational structure designed to optimize earnings and minimize tax liability. FWC is the licensed corporation, which meets the licensing requirements of the Commonwealth of Massachusetts for medical and adult use marijuana production and sales. MJ is the management/operations company. This two-tiered model is essential in order to comply with State and Federal IRS section 280E. Section 280E prevents cannabis producers, processors and retailers from deducting expenses from their income, except for those considered a Cost of Goods Sold (COGS).

MJ, the operating company, is a S-Corporation, that is designed to operate the facilities on a day-to-day basis. MJ will optimize the businesses and production while also driving output and distribution. MJ will ensure that the entire operation remains compliant with all regulations. This is very important to ensure that overall operations run smoothly and are aligned with local government expectations and ordinances.

MJ will acquire the building and properties, and the equipment. Our investors will have. MJ will be responsible for growing, harvesting the cannabis raw plant material (RPM) and operating the dispensaries. Each corporation will maintain separate insurance policies and liability protections. The two corporations will be run independently

with their own financials and operating procedures.

The current operational model designed by the MJ team, encompasses a vertically integrated layout of the necessary components to operate under the Massachusetts cultivation framework. The Orange site will include administration, production, processing, and storage facilities. Rockland and Malden, we will only have dispensaries, in Orange we will only have cultivation and processing, for cultivation, everything will be designed with flow dynamics, which honor the biological reality of a large-scale agricultural operation. The design carefully considers and brings attention to all contamination vectors that could negatively influence plant health and work to maintain the atmospheric stability that healthy plants require. Additionally, the orientation of each space is designed to aid in the production flow model and maximize worker efficiency and safety, while allowing for compartmentalization of problems that could threaten the entire operation. Ensuring adherence to these construction and cultivation compliance measures, beyond state and local guidelines is key to long-term success.

The ability to scale facilities will be built into the overall architecture of either a retrofit or ground up design, so that flowering bays can be added in a modular fashion.

3. FWC and MJ Strengths, Weaknesses, Opportunities, Threats (SWOT) and Industry Analysis

3.1 Strengths

1. Already Licensed. FWC has already received its Provisional Certification of Registration for Holyoke giving it the right to build a cultivation, processing and dispensing facility. It has an application for its second dispensary and will be applying for its third dispensary and second cultivation and processing in the coming weeks.

2. We are local. We know Massachusetts, and we know agriculture. The principals and partners of MJ have extensive agriculture experience in both cannabis and other types of crop production.

3. We know how to manage a business of this scope and size. MJ and 3C Executives and Staff have an accomplished record of implementing and operating successful industrial cannabis businesses and conventional production agricultural enterprises.

4. We have studied the business and been in the legal cannabis industry for over ten years. By working with clients around the country and internationally 3C provides the experience and guidance to avoid pitfalls and fundamental facility design flaws, as well as proper business structuring.

5. We will utilize the latest sustainable technologies, including green energy, recapture systems, organic agricultural processes, and an efficient workflow. This will result in higher yields, lower overhead and most importantly, a better-quality product. This includes use of responsible growing techniques that decrease cost of production expenditure and hold the health of consumers and planet as a top priority. Thus, while the term 'organic' cannot be appropriately applied to cannabis, our core traits of using organic agricultural production, will result in safety for both people and planet are a primary operating principle for MJ while simultaneously lowering costs and simplifying management practices.

6. We have assembled a strong advisory board, including a diverse group of industry, and community leaders who share our commitment to producing the highest quality cannabis.

7. Our product partners and consultants are industry leaders with a proven track record of near-perfect success assisting entrepreneurs with acquiring cannabis permits.

8. We will employ the highest security standards, which conform to and go beyond all state, county and local mandated security regulations.

9. We can build our business quickly by leveraging our existing network of agricultural experience and connections with distributors, vendors, and wholesale purchasers.

10. The location of our facility is ideal. FWC locations are strategically positioned to capitalize on key population centers in the state with the advantage of a wide consumer base.

11. Competitors. It is difficult for direct competitors to come to market. It would require them to find a location in a city or town that gives them access to a substantial amount of quality land, water rights, sewage rights, tax incentives, permits, licensing, and a good microclimate. Not only would these have to be granted, but also, they would have to be granted in a way that facilitates substantial growth over a period of years. MJ is already positioned with coverage in these areas. Further, given the legal framework, dispensaries face serious legal hurdles in importing cannabis products from jurisdictions outside of Massachusetts, thus minimizing competition from producers elsewhere.

12. Market. Adding to the overall difficulty of running a successful cannabis business, the Massachusetts cannabis market remains chaotic. Therefore, we expect only the most optimized facilities, such as that of MJ, to thrive in such an environment. Considering the large anticipated customer base in contrast with the incredibly small number of granted licenses, producers will have access to large market share and competition will be relatively relaxed compared to other more inclusive cannabis markets. After startup, the next level of real competition will be seen in the ability for producers to maintain a level of consistency and compliance to allow long-term participation in the Massachusetts cannabis industry. MJ will excel on both consistency and compliance.

3.2 Weaknesses

1. **Licensing** process for City of Malden have not been finalized by city officials.
2. **Capital limitations** impacted speed to market.
3. **Regulatory changes** by state, local, and Federal governments are uncertain.

3.3 Opportunities

1. Adult Recreational sales in Rockland. Many towns and cities within the State are banning Adult Use sales. FWC has two locations where the municipalities have approved adult recreational sales, Holyoke and Rockland, and a third location which has approved recreational sales is in the works.
2. First to open Adult Recreational sales. As an approved marijuana dispensary operator, FWC will be prioritized to have its application for Adult Use sales license reviewed in the first wave of applications, in October 2018, many months in advance of non-pre-approved new applicants.
3. Limited number of anticipated competing dispensaries near our locations.
4. State-of-the-art cultivation, hybrid greenhouse cultivation facility in Orange reducing costs in half.
5. Truly turnkey facility built up for both cultivation and commercial manufacturing.
6. Industry-leading intellectual properties, technologies, fertilizer and nutrients, grow systems, standard operating procedures, and research and development.

7. Industry-leading cultivation management team providing quality-assurance protocols, inventory tracking and management, integrated pest management, and human resource management.
8. Meticulous cultivation compliance.
9. Integrated supply chain to facilitate distribution of end products.
10. Faster time to market. Obtaining licenses, permits, commercial space and initial seeds/clones as well as staffing up the business, fundraising and so on are all time-consuming activities that can stretch into months or even years in some cases. It then takes at least a few months between when the first seeds are planted and when the plants are ready to be harvested. FWC and MJ have streamlined its efforts to move this process rapidly forward. Rockland dispensary sales anticipated to start 4/20/2019.
11. We are prepared to begin operations within 7 months and sales in less than 5 months (Purchasing wholesale).
12. Integration of SOPs across all businesses.
13. Bandwidth of verticals and scale, allowing growth and scalability.

3.4 Threats

1. Enforcement of Federal laws.
2. Local municipalities can set stricter guidelines.

4. Industry Analysis

With the legislation recently passed, MJ realizes that it is only a matter of time until this new adult use program scales to a fully operational and expanding market.

Key Statistics:

59.3% of the U.S. population lives in a state where cannabis has been legalized

29 States plus Washington D.C. have medical cannabis laws

19 States plus Washington D.C. have operating dispensaries **8**

States plus Washington D.C. have adult use laws

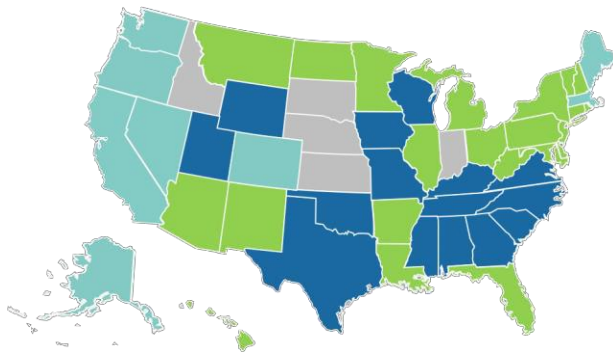


Figure 1: U.S. L e

gal Cannabis Markets

Adult use legalized Medical cannabis

legalized

High CBD/Low THC legalized

Prohibition



Legal National Sales Past and Projected Revenue Overview

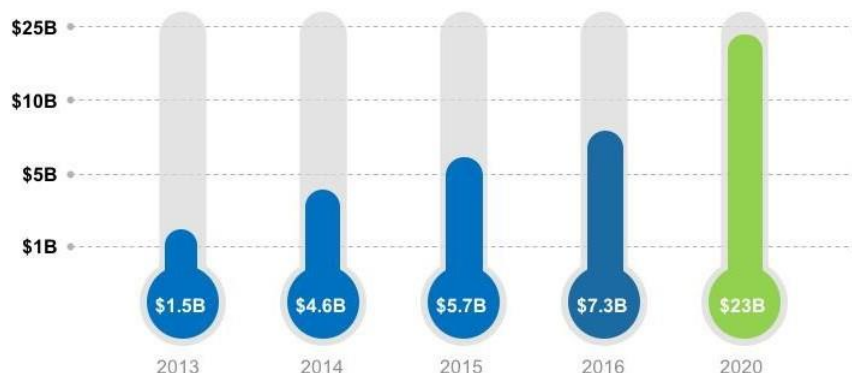


Figure 2: U.S. Cannabis Consumer Market; Recreational and Medicinal

Marijuana Business Daily estimates that retail sales in other state markets of medical marijuana (MMJ) and recreational cannabis could reach \$11 billion in 2020, posting double-digit growth each year along the way. Retail revenue is predicted to soar as high as \$7.8 billion by the end of 2018 and \$9.6 billion in 2019. Overall, retail cannabis sales could almost quadruple from 2015 to 2020. It is estimated that cannabis is the U.S.'s highest-grossing cash crop at \$35 billion when combining both the legal and illegal marketplaces based on statistics released by Ackrell Capital after thoroughly studying the cannabis industry.

5. Our Team and Management Plan

Fidelity Wellness Center, Inc. and MJ Management Services, Inc. have a management team with a combined 200 years of business, scientific, agricultural, and cannabis operations and cannabis production experience. The executive team possesses corporate management skills honed over years of executive level management as well as in-depth knowledge on the cannabis industry both locally in Massachusetts, as well as, nationally. This knowledge is backed by their management and oversight experience in the cannabis cultivation, commercial agricultural, finance, marketing, and sales fields. These skills are now focused on providing industry-leading cultivation and dispensary operations.

Mario Chiuccariello and Ricardo Veiga participated in the launch of this project in late 2016 and later took management control of the nonprofit company which converted to the for profit Fidelity Wellness Center, Inc company in 2018, as the medical marijuana licensed company vehicle working in tandem with MJ Management Services, Inc. to provide state of the art cultivation, processing and dispensing services in Massachusetts.

Mario Chiuccariello, FWC President and Chairman of the Board of Directors and MJ President

Mr. Chiuccariello is a successful local businessman with long term ties in Boston and the North Shore, through his family businesses. Part of a well-established business family in Boston, Mario has access to industry information

and relationships that helped FWC leapfrog forward in its licensing process. Mario was educated at Suffolk University in Boston, where he went on to develop a successful business career in real estate investment and the automotive industry. Mario has been able to draw on a wide network of business experts to help drive our business plan forward. Mario and his family have owned liquor licenses in MA and FL has been in compliance with ownership of this privilege.

George Nedder, MJ Consultant

35 years of combined upper management experience in all aspects of the auto business Sales, service, towing, and finance. Ran new franchise dealerships (BMW, Mercedes, Bentley, Porsche), as service director. Experience dealing with human resources, administration, inventory, coordination of departments, pay structure, incentive, security, customer service and indexes. Interviewed, hiring, counseling and discharging employees. Staff as high as 70 people. Auto loan finance company building a performing finance portfolio to \$46.5 million. Was responsible for Sales, marketing, advertising, underwriting, sales support, dealer associations. Started with 20 people, 70 employees upon exit.

Ricardo Veiga, FWC CFO and MJ CFO

Mr. Veiga graduated in Brazil as a Computer Programmer from a vocational school subsidized by one of the biggest automobile companies in the world, FIAT, where he worked for a little under two years when he decided to abandon his job and Computer Science classes at the Catholic University to pursue the American Dream after receiving an offer to work as a designer in an century old engraving company in Chelsea, MA in 1998. Mr. Veiga as a hard worker seeking the American Dream started to take more and more responsibilities in the company, using his computer skills to drive in new customers and improve production increasing revenues and reducing costs, but the salary just didn't increase as expected, and he decided to move on with his dream and take a job as internet supervisor and inventory manager in a South Shore contractor for AT&T Broadband (now Comcast), becoming responsible for the distribution of equipment and proper installation oversight of over 50 employees. Mr. Veiga then decided to start his own contracting company in 2005, in 2010 he passed the test to become a real estate agent which he later converted into a broker's license. In 2015, he decided to combine his knowledge and licensing and started to buy and remodel real estate properties, meeting Mr. Chiuccariello and joining him in a new dream that has now become the reality of Fidelity Wellness Center, Inc.

Jean Welsh, EdD, MJ COO & FWC Director

Dr. Welsh brings to the executive team senior management experience in business, healthcare and education. She has successfully managed rapid-growth companies such as Prism Health Group and Seniorlink in highly regulated environments requiring strict compliance to standards. Prior to joining FWC, Dr. Welsh worked at Lexia Learning, a division of Rosetta Stone, Inc. where she developed new approaches to customer implementation that yielded nationwide efficiencies. Over the past several years, Dr. Welsh has played an active role in the legal medical marijuana industry in Massachusetts where she is involved with Women Grow, NORML and legislative advocacy. She holds a doctorate in education from Auburn University majoring in Rehabilitation and a BA from Bucknell University. Additionally, she is a 2016 graduate of the Northeastern Institute of Cannabis.

AC3, LLC., Industry Consulting

AC3, LLC. is one of the most knowledgeable consultants in Massachusetts marijuana laws and regulations. Founder Stephen Chaisson had an 18-year career as a police officer on the North Shore and drug enforcement officer with

the Northeast Merrimack Valley Drug Task Force. Stephen was hired by the Department of Public Health as its Director of Compliance and Investigations, Medical Use of Marijuana Program. While at DPH Stephen worked with the first group of Medical Marijuana license applicants reviewing and approving or denying licenses. He received his BA from the University of Massachusetts in Criminal Justice/Law Enforcement Administration. He continued his education earning an MA in Criminal Justice/Law Enforcement from Western New England University. In 2016 Stephen left his position at DPH to found AC3, LLC. offering strategic consulting for Registered Marijuana Dispensaries, applicants and ancillary business in the Medical Marijuana Industry. Stephen is recognized by the top law firms in Massachusetts who specializes in the legal marijuana industry as the “go to” man for understanding our State’s marijuana laws and compliance.

American Alarm and Communications: David Oles and Andrew Klein. AAC is a well-established New England security company with experience in alarm systems, security and many related services. They are currently providing security for multiple Medical Marijuana cultivation, processing and dispensary facilities in Massachusetts. Based in Auburn, Mass. David, Andrew and AAC will provide state of the art security systems and staffing for all of MJ facilities, which will include on site security guards, CCTV systems, remote monitoring of all properties, and will assist in the development of FWC and MJ security protocols.

6. Current Status of FWC

FWC and their consultants have developed the financial infrastructure, the operational infrastructure, the facility concepts & designs, and have a staff of proven executives and operators to launch the business development plan. With its first license obtained (preliminary license called Provisional Certificate of Registration) for Holyoke and two additional licenses in process for Rockland and Orange, we are now forging forward with our development plans and targeting April/2019 for our first dispensary opening. FWC has secured an excellent partner with 3C Consulting, an internationally respected cannabis-consulting firm. FWC’s proactive preparation, business model, team, partnerships, execution, and vision are what will set FWC far apart from its competitors.

FWC & MJ Estimated timeline for the planning, applying, building, and operational start-up

- January 2016 - Fidelity Wellness Center, Inc. is formed and applies for licensing.
- March 2017 - Chiuccariello assume management control of Fidelity Wellness Center, Inc.
- April 2017 - We entered into contract to acquire Holyoke property in the correctly zoned location.
- May 2017 - Commonwealth of Massachusetts, Department of Public Health issues PCR license to FWC.
- June 2017 – We entered into contract to acquire Rockland site in correctly zoned location.
- July 2017 – Fuss & O’Neil hired to Design Facilities in Rockland and Holyoke.
- July 2018 – Purchase property in Orange, MA to build state of the art hybrid greenhouses
- November 2018 – Started construction in Rockland.
- December 2019 – Begin Construction Orange
- December 2019 – Rockland dispensary completed
- January 2019 - First Sales Begin based on wholesale acquisition of product
- March 2020 - Start production of our own product line

7. Financial Forecasts:

Our financial forecasts have been co-developed by MJ, Inc. and 3C Consulting, Inc. Some important highlights in the forecasting are:

- A. **Build Out:** We have gathered building costs from local contractors and architects, reviewed actual costs of many existing dispensary, extraction and cultivation facilities throughout the USA and we have evaluated actual costs of state-of-the-art equipment as available today and which we have seen in use in successful operations at existing facilities.
- B. **Sales:** Our sales figures have been developed very carefully using a sophisticated Monte Carlo modeling application. We have used studies showing the proven percentage of populations in other states who become customers, the anticipated build out of dispensaries in Massachusetts, the average sales per customer, per visit, per month and per year, from data from other legalized marijuana states, as well as other key indicators of likely sales averages. These various sources of raw data were used to generate our forecasts for sales.
- C. **Production:** With 3C Consulting's vast data bank of information on cultivation costs and quantities produced as dozens of operating cultivation facilities, together with local data on actual production results now available in Massachusetts cultivation facilities, we have been able to pinpoint very reliable production expectations. For easy understanding, we expect approximately 6 cycles of harvest per year in our hybrid greenhouse facility with approximately 70gr of flower produced per plant. We have already confirmed existing cultivation facilities in Massachusetts averaging way over 70gr of flower per cycle making our production forecast very conservative.
- D. **Expenses:** Our expense projections, salaries, administrative costs, etc. have been developed by studying a large number of operating facilities through the USA, with adjustments for higher costs in Massachusetts.
- E. **Financial Summary and Financial Details:** At the end of this Executive Summary you will find summary pages of our financial projections. Our complete customized and IP protected, financial models, designed to integrate all financial activities of a marijuana vertically integrated business plan, are available upon request and upon signing appropriate confidentiality agreements.

8. Adult Use Sales

The Commonwealth of Massachusetts has approved a law allowing Adult use and allowing adult use commercial cultivation, manufacturing/processing and commercial sales. Massachusetts is now on the leading edge of this exploding new industry. Medical Marijuana Retail sales are limited to licensed patients. Over the past 10 years it's been found that approximately 2% of a state's population obtained medical marijuana licenses. This means that the customer base for a medical marijuana dispensary is 2% of the population of the area where it is located. Adult Use sales require no license for the customer, and it has been found that close to 20% of the state's adult population are regular users of marijuana, thereby increasing the customer based from 2 to over 15% or more. For Massachusetts, with 6.7 million residents, the customer base increases from 134,000 to over 1,000,000. This translates into a dramatic increase in sales revenues for all dispensaries in towns that will allow Adult Use commercial sales. Two of FWC's towns, Holyoke and Rockland, have embraced Adult Use commercial sales.

SUMMARY

FWC are aggressively pushing forward with additional permitting, design and construction of facilities, and has all

of the staff, partners, suppliers, and knowledge to fully execute this multi-million-dollar revenue opportunity. MJ will build a state of the art, high output set of facilities that will become a model showcase for the cannabis industry with the ability to increase the size of operations as demand increases in a methodical, effortless way. Acting in this proactive fashion, MJ will ensure the highest likelihood of establishing and operating a highly profitable set of companies.

First revenue cash flows are projected for Spring 2020, after we open our Rockland dispensary, with full capacity reached at the Mid of 2020 for dispensaries and our cultivations facility. With real estate and renovating cost at a high point, FWC does not want to focus on obtaining dispensing locations. 280e and deductions favor the Wholesale end of the cannabis industry. FWC and members believe that wholesaling and refining/extracting for other cannabis companies will net us the best ROI.

HOLYOKE SITE: 38,000sf LOT WITH 78,500sf BUILDING
380R Dwight Street, Holyoke
NEW CULTIVATION, PROCESSING AND DISPENSARY FACILITIES



ROCKLAND SITE: 22,000sf LOT for NEW 3,000 SF DISPENSARY
Taken March 2018
256 Weymouth Street, Rockland



Fidelity Wellness Center, Inc. (FWC)
with
MJ Management Services, Inc. (MJ)



OPPORTUNITY TO BE PART OF THE RAPIDLY GROWING MEDICAL MARIJUANA INDUSTRY IN MASSACHUSETTS

(WITH ADULT RECREATIONAL SALES)

EXECUTIVE SUMMARY

Operational & Financial Model
March 14th, 2019

Introduction to Fidelity Wellness Center, Inc.

- Companies:** Fidelity Wellness Center, Inc. (FWC) a Marijuana Licensed Massachusetts Corporation and its management partner; MJ Management Services, Inc. (MJ), a Massachusetts S-Corporation, both with offices at 38 Church St, Winchester, MA 01890
- Points of Contact:** **Mario J. Chiuccariello**, Chairman & President of Fidelity Wellness Center, Inc. and President of MJ Management Services, Inc. – E: fidelitywellnesscenterinc@gmail.com C: 978-876- 1531
Ricardo Veiga, CFO of MJ Management Services, Inc. and CFO and Director of Fidelity Wellness Center, Inc. – E: rgv@fwcmass.com C: 781-808-6322
- Scope of Business:** Fidelity Wellness Center, Inc.’s license issued by the Department of Public Health of the Commonwealth of Massachusetts, allow us to operate technologically advanced indoor and Hybrid Greenhouse cannabis cultivation and extraction facilities - maintaining vertical-integration with agriculture, manufacturing, distribution partners, and dispensaries.
- Background:** **Fidelity Wellness Center Inc (FWC)** has a mission to provide the patients and consumers of Massachusetts with high quality medical and Adult use marijuana in the forms and quantities legally prescribed by their medical professionals and state limits, and to develop and operate State of the Art dispensaries and cultivation facilities to assure high quality and consistent supply of medicinal products at reasonable prices.
- MJ Management Services, Inc. (“MJ”)** MJ is the management/operations arm of FWC and will initially work with contractors and building companies to ensure that the facilities are built to the highest degree of specifications and codes. MJ will work with local governments and municipalities to ensure building, facility and land compliance. MJ will work with 3C Consulting and other industry staffing firms to select highly experienced senior staff for cultivation, extraction MJ will charge FWC for its services which will generate substantial returns. MJ will be the **Real** estate owner for the properties leased by FWC as well as provide management services including but not limited to inventory management, security services, cultivation, processing and dispensing facilities. MJ, has a management team of highly experienced business professionals. MJ’s business plans incorporate best practices, so we are prepared meet and even exceed state regulations for operations and security.

Three Retail Marijuana Dispensaries: FWC is a licensed medical marijuana corporation, with its Provisional Certificate of Registration (PCR) issued by the Department of Public Health, Commonwealth of Massachusetts, in May, 2017, for its Cultivation, Processing and Dispensary facilities located at 380R Dwight Street, Holyoke, MA. (located in Western Massachusetts along the New Haven, Hartford, Springfield, Northampton corridor near the intersection of I-91 and I-90. FWC is in the process of transferring PCR for its dispensary facility in Rockland, MA (south side suburban town 25 minutes from Boston).

Licensing: Fidelity Wellness Center, Inc. has been awarded its Provisional Certificate of Registration (“PCR”) in May, 2017. This is the licensing approval which designates FWC as an authorized business with the right to develop a cultivation, processing and retail dispensing facility at our first location, Holyoke has been split between Rockland and Orange. Orange (cultivation, manufacturing, processing center. Rockland, DPH has reviewed the application to transfer and has already moved to the next step with a request to us for our Operating Procedures which are being submitted. The second dispensary location, Malden, is still in process with a great retail site under contract and waiting application instructions from the city. FWC has received the letter of support and signed a Community Host Agreement with the Town of Orange to operate a cultivation and processing facility and is currently in the engineering and permitting phase to start construction.

Cultivation facility: Our state-of-the-art facility will use a fully automated nutrient delivery system; this system will combine our well water with nutrients and distribute through our facility. FWC will have fully automated Climate control system that will give our cultivators control of each grow room individually. Climate system will control dehumidification, odor, and CO2. This is necessary to control PM. Our cultivators will also integrate time tested organic agriculture, floriculture and horticulture methods along with best practice processes for extraction to produce medicinal marijuana and adult use products of the highest quality. By implementing these innovative practices, FWC will consistently produce a steady supply of products, profit, and set a high standard of best practices for the medicinal marijuana in Massachusetts. FWC chose Orange MA for several reasons. 4.11 acres in the industrial zone with ample electricity and the Town is doing everything they can to help expedite the permitting and application process.

Executive Summary

1. Introduction

1.1 Objective

It is the objective and mission of Fidelity Wellness Center, Inc. and its management company, MJ Management Services, Inc., to provide the Commonwealth of Massachusetts with high quality medical marijuana and adult use in the forms and quantities legally prescribed and/or legally allowed by state law, to develop and operate state of the art dispensaries and cultivation facilities to assure high quality and consistent supply at competitive prices.

1.2. Business Description

FWC is a vertically-integrated medical marijuana and adult use company, as required in Massachusetts, and is launching the most technologically advanced cannabis cultivation, extraction facility and dispensaries in the Commonwealth of Massachusetts. FWC will incorporate clean energy and organic methods to cultivate high quality cannabis products to sell in our own dispensaries as well as wholesale to other dispensaries. The company has been founded to set the standard in cannabis cultivation, product formulation, and responsible care for patients in the Commonwealth of Massachusetts.

These two organizations. FWC and MJ are comprised of individuals with deep business, healthcare, law enforcement, and medical marijuana experience. We will be implementing a palliative, patient-centered healthcare model with high-quality medical marijuana products, in an inspiring, wellness-oriented setting. FWC will provide unsurpassed complementary care to those who suffer from debilitating conditions by providing non-euphoric medical cannabis, in the form of pills, balms, liquid tinctures, transdermal patches, and salves in addition to other forms of ingestion. Our unique mix of experience and commitment will enable MJ to be a constant and consistent quality provider in meeting the needs of the patient community and improving the quality of life for these patients and those around them.

Business Plan co-developed with major international Cannabis Consulting firm 3C Consulting, Inc. With some of the best advisors in the industry working with us, FWC is incorporating industry best practices including clean energy, organic agricultural methods and green technology to cultivate, extract, and dispense the highest quality cannabis-infused products to patients in Massachusetts' medical marijuana market. To do this, FWC and MJ employ a business model, developed by the International Cannabis Management Group, 3C Consulting, which business model is built on best practices, their 12 years of experience and data, proven industry specific financial modeling algorithm, sophisticated facility engineering and designs that are fully compliant with state and local laws. 3C Consulting's of industry knowledge and experience assisting over 75 cannabis companies develop their operations gives us a competitive advantage. This expertise and guidance, encompasses but is not limited to the following areas:

- Business and Operational Planning
- Company Structuring
- Cultivation and Facility Planning
- Dispensary Planning
- Quality Assurance
- Compliance and Regulatory Evaluations
- Efficiency and Productivity Audits
- Safety and Security
- Investment Management Strategies
- Tax and Legal Services

- Marketing, Advertising, Branding and Distribution Models
- Guidance for Ongoing Growth and Business Scaling

Our business has received significant amounts of local support. The townships of Orange, Holyoke and Rockland are supporting our development plans and the cultivation and dispensing operations. All of the main principals of FWC and MJ, have networked extensively to create a foundation of local support.

By blending the principals' experience and knowledge with the implementation of a turn-key business model, forward thinking is applied at every level of FWC and MJ's business plan. Environmental conservation and compliance with the state and federal regulatory bodies of the FDA, EPA, USDA, and more set the standard within the Massachusetts medical cannabis industry and beyond. It is this progressive philosophy that guides FWC as opposed to some of its competitors who may want to get into the market to sell subpar products.

State of the Art Cultivation Methods: In many ways, MJ operational plans are likely to be different from its competitors. Through its production methods, MJ will be using a CO2 enriched Hybrid greenhouse cultivation facility. This will allow a higher quality production output than normal for indoor production and a lower cost of production of raw plant material (RPM).

High Quality Standards: At our cultivation facilities we will cultivate the highest quality cannabis flowers to harvest and then sell as well as process this raw plant material at peak potency within 15 minutes of harvest to create the highest quality infused products. This is in contrast to the competition who harvest raw plant material, dry the plants over 3 - 14 days, manicure the raw plant material, and then extract the key chemical compounds. Consider an example from commercial agriculture. To explain, most people can see that it wouldn't make sense for a producer of fresh fruits or vegetables to wait two weeks after harvest to process and package their commodities. In order to preserve freshness and quality, the commodities are processed, packaged and sent to market as quickly as possible. MJ further increases the quality of the extracts by using specific cultivars that produce high amounts of cannabinoids and terpenes. Rather than just producing cultivars that are excellent just for smoking, FWC and MJ will also be focusing on growing specific cultivars that are excellent for extracted oil production.

Organic cultivation and cutting edge medical science: Biochemical consistency is key within the medical cannabis industry and will be ensured through quality control and quality assurance procedures. FWC and MJ work with PhD-level food formulation scientists and follow FDA and USDA formulation science guidelines versus creating products without any regulatory oversight. MJ will operate as close to organic as possible. Organic is a term that cannot be used in the cannabis industry as it's federally copyrighted by the USDA. However, all materials that MJ will utilize in cultivation: the soil, nutrients, pesticides, cleaning materials will all be organic. Our processes will all involve organic solvents without using any hydrocarbon solvents or any other material that would put the brand in jeopardy.

Branding: In our retail dispensaries, MJ and FWC will license only the best, most well-known brands from California, Oregon, Colorado, Washington for some of MJ infused products such as patches, suppositories, and other commodities so that MJ can save time, energy, and money on avoiding Research and Development (R&D). This allows MJ to quickly enter the market with products that are known, consistent, and that work time and time again. MJ will extract from its raw plant material and follow the Standard Operating Procedures (SOP) of those companies to manufacture products that are exactly same as the company to whom MJ licensed the intellectual property from. MJ can avoid unnecessary delays and get to market quicker with this method.

MJ and FWC have a plan to manage risks. Product risk will be minimal due to the limited number of producers expected to obtain licenses and develop cultivation facilities in Massachusetts and through utilizing well-known and highly regarded varieties and brands. MJ, on behalf of FWC, will also formulate its own products with zero pesticides; reducing the incidence of recalls. Team risk will be minimal with the founding team having vast experience in business, medicine, and the cannabis industry. This is a well-heeled group with some of the best formulation scientists, pharmacists, consultants, and business people. FWC/MJ will remain strong in any scenario.

By coming into the market with the right amount capital and a proven industry business model, FWC and MJ can execute their joint vision and capture ample market share in one of the newest emerging markets in the United States, Massachusetts. For financial forecasting purposes, we have analyzed the rate at which customers within other legalized marijuana states, including California and Colorado, have utilized our product line. These States have very comparable qualifying conditions and marijuana products that are available in Massachusetts. For instance, the Colorado program has been in place since 2001, but it was not until 2009 that dispensaries were enabled — patient numbers subsequently increased from 5,051 in January 2009 to a peak of 128,698 (2.5% of the state’s population) in June 2011 before leveling out to 106,817 (2.1% of the population) in June 2013, then up to 15.5% of the adult population in 2017, only 3 years after legalization of adult use.

1.3 Facility Locations:

1. **Holyoke:** License Holder in process of transferring. Holyoke RMD to Rockland. Holyoke cultivation, processing and manufacturing. to Orange
2. **Rockland** is a small town of 17,000, but is surrounded by Boston suburbia with over 450,000 people living with 20 minutes and over 2,000,000 living within 40 minutes. With a very supportive Town administration, Rockland offers MJ and FWC the fast route to retail sales revenue. Our half acre site at 256 Weymouth Street, will hold one of our dispensaries expected to be ready by November/2019 for opening sales.
3. **Orange** will be the site of 30,000 sq.ft. of canopy along our state of the art 15,000 sq.ft. extraction, manufacturing, packaging, and processing facility. FWC has plans to expand with a 2-season, greenhouses. Greenhouse’s will allow us to grow cheaper. Greenhouse product will go to extraction only.

1.4 Financial Models

Within 5 years, our forecasts show Annual Gross Revenue of over \$54 Million & Net Revenue of over \$10 Million. These numbers should continually increase, with some significant variations, up and down, over the first several years while the market is taking off. We do expect an oversupply in the State over the next two years, and a resulting drop in pricing. But this should re-stabilize in the 4th and 5th years, after going thru a shake-out in the market. Similar events and rises and falls in product pricing have been seen in most states as they develop their own marijuana industries. We are confident that we can monitor the market and meet our projections; and that we will not be burdened by under supply or over supply, such that our ability to dispense the herbal medicine we produce will proceed smoothly and provide a consistent high-quality source for marijuana for the communities we serve.

This business plan requires an investment of \$12 million, with which we will complete land and building purchases, apply for additional local licenses, build out our cultivation center and commercial manufacturing/extraction facility, complete with a Class 1A explosion proof laboratory and commercial kitchen, develop site plans and security systems and retrofit our dispensaries. Additionally, funds may be required in the future to buy and retrofit other dispensary locations.

Financial models at the end, will illustrate revenues, costs, and profitability for FWC and MJ cultivation, extraction, and dispensary companies. We are extremely well-positioned to receive a second and third cultivation, commercial manufacturing license and dispensary license in Massachusetts.

As a result, we will be licensed as a cultivation facility and dispensary to allow for vertical-integration, dispensary only locations in Rockland and Malden, and a state-of-the-art cultivation and processing facility in Orange. MJ has its key staff, partners and suppliers in place, and the knowledge to fully execute this multi-million-dollar revenue project. FWC with MJ will build a state of the art, high-output set of companies that will become a model showcase for the cannabis industry with the ability to effortlessly increase the size of operations as demand increases. We will preemptively work to design our business plan and project infrastructure to comply with all recently released regulations.

1.5 Massachusetts Marijuana Act Overview

Medical Marijuana: Medical marijuana has been legal in Massachusetts under state law since 2012.

Adult Recreational Marijuana: Recreational marijuana use was legalized in the Commonwealth via a statewide ballot question on November 8, 2016, with legalization under state law effective as of December 15, 2016. During June and July, the State House and Senate worked together to create a bill which amends the law. The new bill, became law in August 2017, and it calls for the merger of the oversight administration, Cannabis Control Commission, for both medical and adult recreational use and sales. This new law also eliminated the requirement for medical marijuana licensees to be non-profit corporations. This will simplify the corporate structures and tax planning.

Gating Factor: Acquiring Licenses in Massachusetts

- All cultivation, processing, and distribution can only be done by a Registered Marijuana Business.
- Currently, there are only 298 applicant locations for medical marijuana licenses which only 139 locations have received their PCR (preliminary licensing approval) and only 42 are fully operational. Out of the 139 PCRs issued, only an additional 20-30 are expected to actually build out medical marijuana facilities over the next few years. This provides tremendous advantage to licensed operators as compared to other states where hundreds and even thousands (California) facilities are allowed to operate.
- An RMD can have no more than 3 cultivation locations.

- RMDs must re-register annually: \$50,000 fee CNB will lower in 2019
- Capital requirements: \$500,000 for the first RMD, an additional \$400,000 for the second RMD.
- RMDs must 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.
- All RMD board members, directors, employees, executives, managers, and volunteers must register as dispensary agents. This is an annual fee of \$500.
- Two phases of the application process: Phase 1 – Request to Submit Application (\$1,500 nonrefundable fee); and Phase 2 – Application (\$30,000 nonrefundable fee).

1.6 Newly adopted Commonwealth of Massachusetts Marijuana Law: Chapter 55 and Chapter 94

The State has just signed into law a massive redraft of the medical marijuana laws together with the new Adult Use (recreational) laws that were voted into effect at the 2016 referendum petition. Key changes:

- Licensee no longer needs to be a non-profit corporation.
- Licenses will be granted for separate operations: Retail medical marijuana sales, Retail adult use sales, Cultivation, and Manufacturing. One company can own 3 of each type of license. This eliminates the requirement of being vertically integrated.
- All companies with PCR or FCR (including FWC) were added to the first wave of applicants for review and partially pre-approved, having been already licensed for medical marijuana sales.

2. Why FWC?

2.1 Solid Business Plan.

With the support of 3C Consulting, FWC has worked to carefully craft a strategic and conservative business plan. Revenue forecasts were developed through an algorithm program, “Monte Carlo”, incorporating four different data sources to pinpoint realistic achievable revenue estimates. Development costs, and operational costs for all facilities are based on local knowledge of Massachusetts construction costs, as well as, industry wide data on equipment and cultivation/extraction/dispensing system costs. FWC and MJ Management reserve the right to modify business plan for rapidly expanding and changing cannabis Market

2.2 Local Knowledge

FWC and MJ, working together, will ensure a successful operation by planning for all elements of the cannabis program in Massachusetts. All the senior managers and Board Members of FWC and MJ are Massachusetts residents. They have extensive business networks throughout Massachusetts. have established a strategic partnership with the local communities, winning strong support from local law enforcement, as well as the support of local politicians. Local permitting is administrative, as all facilities are within designated marijuana facility zones and are being designed to meet building permit requirements. FWC will be creating over a 100 full time and dozens of part-time positions. FWC will also be compensating its host city by funding for general and targeted needs of the community. Both of these elements have driven local and statewide support. Using state of the art cultivation and processing techniques FWC will produce the best, safest and most effective medical and adult use marijuana products available. Our retail side will provide a safe, secure, welcoming environment.

2.3 Multiple Locations

To ensure maximum participation in the lucrative Massachusetts market, FWC is applying for cultivator-extraction and dispensary licenses at diverse locations within the Commonwealth of Massachusetts. As licensing is vertically integrated, each licensee must develop a strategy to maximize sales. With license already received for Holyoke, in Western Massachusetts, FWC’s second license will be obtained for a Boston South Shore suburb, Rockland. The third location under radar is in Malden, just outside of Boston. This gives FWC’s vertically integrated facilities ample

reach throughout Massachusetts.

2.3 Systems Automation:

Under the guidance of 3C Consulting, MJ will use advanced computer monitoring, supervisory control, and data acquisition which will greatly reduce labor costs and eliminate energy waste, and streamline operations.

2.4 Advanced Nutrient Systems: Again, with expert industry advice FWC will use the best practices, including organic fertilizers and supplements, with high tech, state of the art automation, to generate maximum plant yields of the highest-quality product that simultaneously puts people, planet and profit first.

2.5 Environmental Management:

Utilization of clean energy, organic agriculture, and the highest industry and non-industry standards for control over contamination, pests, and pathogens via positive pressure environment, sensory detection and elimination systems, advanced air filtration monitoring and contamination prevention systems.

2.6 State-of-the-art Grow Facilities

Controlling and offsetting energy usage is the future of commercial cannabis cultivation. Each grow area will have the lowest energy cost with the highest quality product yields in the industry. MJ will cultivate plants in enclosed facilities that adhere to all state and local building regulations. This model incorporates the best of indoor growing methodologies to fully capitalize on agricultural seasons with planned, structured development. The grow facility designs will be drafted with the knowledge of what the Commonwealth of Massachusetts requires for a facility and with respect to ISB codes and operational flow plans. There are many questions that must be addressed in the planning stage for these facilities including fire suppression requirements, product storage, and biocontrol safety plans.

2.7 Operational Blueprint

Living employee handbook, standard operating procedures, accountability and operational control will provide direction and training to workers tending to the cultivation, enhance time management, and eliminate waste in materials using best industry practices. FWC's partnership with 3C - Comprehensive Cannabis Consulting, will provide guidance in industry practices and standards, with its SOPs having been developed and tested in the legal cannabis industry around the world and having been proven to promote productive, efficient operations in compliance with all applicable regulations and standards.

MJ operations will be best of breed:

- Efficient and effective cultivation and extraction
- Advanced extraction capabilities
- Experienced cultivation team
- Industry-leading integrated pest management strategies
- Fully-automated water, light, CO₂, HVAC and nutrient controls
- Surveillance to track, maintain, and respond to plant deficiencies, and minimize labor burdens.

Financial Modeling: The sophisticated financial modeling reflects FWC and MJ business plan for vertically integrated facilities in Holyoke (with cultivation and retail dispensary) as well as a second and third dispensary in Rockland and Malden. Additionally, we are flexible in what we can do as each site, that is either purchased, retrofitted, or constructed from the ground up, can fulfill the functional demands of MJ. The financial model includes capital expenditures and operational costs for cultivation for years one thru five, with additional contingencies to cover unforeseen costs or delays in the market being established. This will be sufficient to achieve positive cash flow within the first 12 months of commencing sales.

2.8 Licensing and Operating Corporate Model – Two-Tiered Corporate Structure

Fidelity Wellness Center, Inc. (“FWC”): Current law requires a two-tiered corporate organizational structure designed to optimize earnings and minimize tax liability. FWC is the licensed corporation, which meets the licensing requirements of the Commonwealth of Massachusetts for medical and adult use marijuana production and sales. MJ is the management/operations company. This two-tiered model is essential in order to comply with State and Federal IRS section 280E. Section 280E prevents cannabis producers, processors and retailers from deducting expenses from their income, except for those considered a Cost of Goods Sold (COGS).

MJ, the operating company, is a S-Corporation, that is designed to operate the facilities on a day-to-day basis. MJ will optimize the businesses and production while also driving output and distribution. MJ will ensure that the entire operation remains compliant with all regulations. This is very important to ensure that overall operations run smoothly and are aligned with local government expectations and ordinances.

MJ will acquire the building and properties, and the equipment. Our investors will have. MJ will be responsible for growing, harvesting the cannabis raw plant material (RPM) and operating the dispensaries. Each corporation will maintain separate insurance policies and liability protections. The two corporations will be run independently with their own financials and operating procedures.

The current operational model designed by the MJ team, encompasses a vertically-integrated layout of the necessary components to operate under the Massachusetts cultivation framework. The Orange site will include administration, production, processing, and storage facilities. Rockland and Malden, we will only have dispensaries, in Orange we will only have cultivation and processing, for cultivation, everything will be designed with flow dynamics, which honor the biological reality of a large-scale agricultural operation. The design carefully considers and brings attention to all contamination vectors that could negatively influence plant health and work to maintain the atmospheric stability that healthy plants require. Additionally, the orientation of each space is designed to aid in the production flow model and maximize worker efficiency and safety, while allowing for compartmentalization of problems that could threaten the entire operation. Ensuring adherence to these construction and cultivation compliance measures, beyond state and local guidelines is key to long-term success.

The ability to scale facilities will be built into the overall architecture of either a retrofit or ground up design, so that flowering bays can be added in a modular fashion.

3. FWC and MJ Strengths, Weaknesses, Opportunities, Threats (SWOT) and Industry Analysis

4.1 Strengths

1. **Already Licensed.** FWC has already received its Provisional Certification of Registration for Holyoke giving it the right to build a cultivation, processing and dispensing facility. It has an application for its second dispensary and will be applying for its third dispensary and second cultivation and processing in the coming weeks.
2. **We are local.** We know Massachusetts, and we know agriculture. The principals and partners of MJ have extensive agriculture experience in both cannabis and other types of crop production.
3. **We know how to manage a business of this scope and size.** MJ and 3C Executives and Staff have an accomplished record of implementing and operating successful industrial cannabis businesses and conventional production agricultural enterprises.

4. **We have studied the business and been in the legal cannabis industry for over ten years.** By working with clients around the country and internationally 3C provides the experience and guidance to avoid pitfalls and fundamental facility design flaws, as well as proper business structuring.
5. **We will utilize the latest sustainable technologies, including green energy, recapture systems, organic agricultural processes, and an efficient workflow.** This will result in higher yields, lower overhead and most importantly, a better-quality product. This includes use of responsible growing techniques that decrease cost of production expenditure and hold the health of consumers and planet as a top priority. Thus, while the term 'organic' cannot be appropriately applied to cannabis, our core traits of using organic agricultural production, will result in safety for both people and planet are a primary operating principle for MJ while simultaneously lowering costs and simplifying management practices.
6. **We have assembled a strong advisory board,** including a diverse group of industry, and community leaders who share our commitment to producing the highest quality cannabis.
7. **Our product partners and consultants are industry leaders** with a proven track record of near-perfect success assisting entrepreneurs with acquiring cannabis permits.
8. **We will employ the highest security standards,** which conform to and go beyond all state, county and local mandated security regulations.
9. **We can build our business quickly** by leveraging our existing network of agricultural experience and connections with distributors, vendors, and wholesale purchasers.
10. **The location of our facility is ideal.** FWC locations are strategically positioned to capitalize on key population centers in the state with the advantage of a wide consumer base.
11. **Competitors.** It is difficult for direct competitors to come to market. It would require them to find a location in a city or town that gives them access to a substantial amount of quality land, water rights, sewage rights, tax incentives, permits, licensing, and a good microclimate. Not only would these have to be granted, but also, they would have to be granted in a way that facilitates substantial growth over a period of years. MJ is already positioned with coverage in these areas. Further, given the legal framework, dispensaries face serious legal hurdles in importing cannabis products from jurisdictions outside of Massachusetts, thus minimizing competition from producers elsewhere.
12. **Market.** Adding to the overall difficulty of running a successful cannabis business, the Massachusetts cannabis market remains chaotic. Therefore, we expect only the most optimized facilities, such as that of MJ, to thrive in such an environment. Considering the large anticipated customer base in contrast with the incredibly small number of granted licenses, producers will have access to large market share and competition will be relatively relaxed compared to other more inclusive cannabis markets. After startup, the next level of real competition will be seen in the ability for producers to maintain a level of consistency and compliance to allow long-term participation in the Massachusetts cannabis industry. MJ will excel on both consistency and compliance.

4.2 Weaknesses

1. **Licensing** process for City of Malden have not been finalized by city officials.
2. **Capital limitations** impacted speed to market.

3. **Regulatory changes** by state, local, and Federal governments are uncertain.

4.3 Opportunities

1. **Adult Recreational sales in Rockland.** Many towns and cities within the State are banning Adult Use sales. FWC has two locations where the municipalities have approved adult recreational sales, Holyoke and Rockland, and a third location which has approved recreational sales is in the works.
2. **First to open Adult Recreational sales.** As an approved marijuana dispensary operator, FWC will be prioritized to have its application for Adult Use sales license reviewed in the first wave of applications, in October 2018, many months in advance of non-pre-approved new applicants.
3. **Limited number of anticipated competing dispensaries** near our locations.
4. **State-of-the-art cultivation**, hybrid greenhouse cultivation facility in Orange reducing costs in half.
5. **Truly turnkey facility** built up for both cultivation and commercial manufacturing.
6. **Industry-leading intellectual properties**, technologies, fertilizer and nutrients, grow systems, standard operating procedures, and research and development.
7. **Industry-leading cultivation management team** providing quality-assurance protocols, inventory tracking and management, integrated pest management, and human resource management.
8. **Meticulous cultivation compliance.**
9. **Integrated supply chain** to facilitate distribution of end products.
10. **Faster time to market.** Obtaining licenses, permits, commercial space and initial seeds/clones as well as staffing up the business, fundraising and so on are all time-consuming activities that can stretch into months or even years in some cases. It then takes at least a few months between when the first seeds are planted and when the plants are ready to be harvested. FWC and MJ have streamlined its efforts to move this process rapidly forward. Rockland dispensary sales anticipated to start 4/20/2019.
11. **We are prepared to begin operations within 7 months and sales in less than 5 months** (Purchasing wholesale).
12. **Integration of SOPs across all businesses.**
13. **Bandwidth of verticals and scale**, allowing growth and scalability.

4.4 Threats

1. **Enforcement of Federal laws.**
2. **Local municipalities can set stricter guidelines.**

5. Industry Analysis

With the legislation recently passed, MJ realizes that it is only a matter of time until this new adult use program scales to a fully operational and expanding market.

Key Statistics:

59.3% of the U.S. population lives in a state where cannabis has been legalized

29 States plus Washington D.C. have medical cannabis laws

19 States plus Washington D.C. have operating dispensaries **8**

States plus Washington D.C. have adult use laws

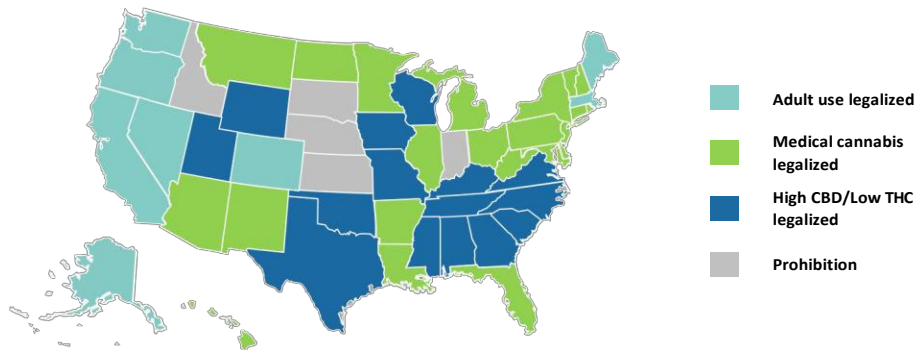


Figure 1: US Legal Cannabis Markets

Legal National Sales Past and Projected Revenue Overview



Figure 2: U.S. Cannabis Consumer Market; Recreational and Medicinal

Marijuana Business Daily estimates that retail sales in other state markets of medical marijuana (MMJ) and recreational cannabis could reach \$11 billion in 2020, posting double-digit growth each year along the way. Retail revenue is predicted to soar as high as \$7.8 billion by the end of 2018 and \$9.6 billion in 2019. Overall, retail cannabis sales could almost quadruple from 2015 to 2020. It is estimated that cannabis is the U.S.'s highest-grossing cash crop at \$35 billion when combining both the legal and illegal marketplaces based on statistics released by Ackrell Capital after thoroughly studying the cannabis industry.

6. Our Team and Management Plan

Fidelity Wellness Center, Inc. and MJ Management Services, Inc. have a management team with a combined 200 years of business, scientific, agricultural, and cannabis operations and cannabis production experience. The executive team possesses corporate management skills honed over years of executive level management as well as in-depth knowledge on the cannabis industry both locally in Massachusetts, as well as, nationally. This knowledge is backed by their management and oversight experience in the cannabis cultivation, commercial agricultural, finance, marketing, and sales fields. These skills are now focused on providing industry-leading cultivation and dispensary operations.

Mario Chiuccariello and Ricardo Veiga participated in the launch of this project in late 2016 and later took management control of the nonprofit company which converted to the for profit Fidelity Wellness Center, Inc company in 2018, as the medical marijuana licensed company vehicle working in tandem with MJ Management Services, Inc. to provide state of the art cultivation, processing and dispensing services in Massachusetts.

Mario Chiuccariello, FWC President and Chairman of the Board of Directors and MJ President

Mr. Chiuccariello is a successful local businessman with long term ties in Boston and the North Shore, through his family businesses. Part of a well-established business family in Boston, Mario has access to industry information and relationships that helped FWC leapfrog forward in its licensing process. Mario was educated at Suffolk University in Boston, where he went on to develop a successful business career in real estate investment and the automotive industry. Mario has been able to draw on a wide network of business experts to help drive our business plan forward. Mario and his family have owned liquor licenses in MA and FL has been in compliance with ownership of this privilege.

George Nedder, FWC CEO and Director

35 years of combined upper management experience in all aspects of the auto business Sales, service, towing, and finance. Ran new franchise dealerships (BMW, Mercedes, Bentley, Porsche), as service director. Experience dealing with human resources, administration, inventory, coordination of departments, pay structure, incentive, security, customer service and indexes. Interviewed, hiring, counseling and discharging employees. Staff as high as 70 people. Auto loan finance company building a performing finance portfolio to \$46.5 million. Was responsible for Sales, marketing, advertising, underwriting, sales support, dealer associations. Started with 20 people, 70 employees upon exit.

Ricardo Veiga, FWC CFO and Financial Director, and MJ CFO

Mr. Veiga graduated in Brazil as a Computer Programmer from a vocational school subsidized by one of the biggest automobile companies in the world, FIAT, where he worked for a little under two years when he decided to abandon his job and Computer Science classes at the Catholic University to pursue the American Dream after receiving an offer to work as a designer in an century old engraving company in Chelsea, MA in 1998. Mr. Veiga as a hard worker seeking the American Dream started to take more and more responsibilities in the company, using his computer skills to drive in new customers and improve production increasing revenues and reducing costs, but the salary just didn't increase as expected, and he decided to move on with his dream and take a job as internet supervisor and inventory manager in a South Shore contractor for AT&T Broadband (now Comcast), becoming responsible for the distribution of equipment and proper installation oversight of over 50 employees. Mr. Veiga then decided to start his own contracting company in 2005, in 2010 he passed the test to become a real estate agent which he later converted into a broker's license. In 2015, he decided to combine his knowledge and licensing and started to buy and remodel real estate properties, meeting Mr. Chiuccariello and joining him in a new dream that has now become the reality of Fidelity Wellness Center, Inc.

Jean Welsh, EdD, MJ COO & FWC Director

Dr. Welsh brings to the executive team senior management experience in business, healthcare and education. She has successfully managed rapid-growth companies such as Prism Health Group and Seniorlink in highly regulated environments requiring strict compliance to standards. Prior to joining FWC, Dr. Welsh worked at Lexia Learning, a division of Rosetta Stone, Inc. where she developed new approaches to customer implementation that yielded nationwide efficiencies. Over the past several years, Dr. Welsh has played an active role in the legal medical marijuana industry in Massachusetts where she is involved with Women Grow, NORML and legislative advocacy. She holds a doctorate in education from Auburn University majoring in Rehabilitation and a BA from Bucknell University. Additionally, she is a 2016 graduate of the Northeastern Institute of Cannabis.

Stephen Chaisson, Industry Consulting

Stephen is one of the most knowledgeable consultants in Massachusetts marijuana laws and regulations. Stephen had an 18-year career as a police officer on the North Shore and drug enforcement officer with the Northeast Merrimack Valley Drug Task Force. Stephen was hired by the Department of Public Health as its Director of Compliance and Investigations, Medical Use of Marijuana Program. While at DPH Stephen worked with the first group of Medical Marijuana license applicants reviewing and approving or denying licenses. He received his BA from the University of Massachusetts in Criminal Justice/Law Enforcement Administration. He continued his education earning an MA in Criminal Justice/Law Enforcement from Western New England University. In 2016 Stephen left his position at DPH to found AC3, offering strategic consulting for Registered Marijuana Dispensaries, applicants and ancillary business in the Medical Marijuana Industry. Stephen is recognized by the top law firms in Massachusetts who specializes in the legal marijuana industry as the “go to” man for understanding our State’s medical marijuana laws and compliance.

David Macklin, Director of Cultivation Operations

FWC is excited for the future of the cannabis business in Massachusetts. We plan to be at the forefront of sustainable, organic, clean practices that set us apart from other companies who are solely profit driven. This all starts with our Director of Cultivation, David Macklin. He has been cultivating clean medicine for the last decade. He was in charge of keeping hundreds of plants at optimum health from seed to harvest in Hayfork and Weaverville California. Working for two nonprofit organizations encouraged him to focus on providing the cleanest medicine possible for their patients. As Director of Cultivation, Dave will train and supervise department staff and oversee the plant health program. He will work closely with the production team to optimize plant production while implementing sustainable methods and technologies for reducing environmental impact while ensuring the quality and health of the plants. The future could not be brighter for Massachusetts and we are excited to be at the forefront of this new industry.

Nic Easley, Consultant/Advisor, CEO of 3C Consulting

Nic is the founder and CEO of the nationally recognized cannabis consulting firm Comprehensive Cannabis Consulting (3C Consulting). Nic is one of the pioneers in the legal medical marijuana industry in the United States. For the past 12 years, his company, 3C, has helped more than 70 clients design, start up, build, and optimize their cultivation and commercial cannabis operations. 3C uses agricultural science, research, and education as guiding principles, prioritizing ROI, profitability and shareholder value while recommending both socially and environmentally responsible practices. Nic holds degrees in Environmental Studies and Biology, and is a veteran of the United States Air Force. Nic's scientific background, combined with over 15 years of agricultural field and biological experience offers the industry new possibilities of productivity, profitability, and professionalism. Over the past nine years, both in Massachusetts and nationwide, Nic has been asked to speak and keynote at multiple industry conferences, sits on the Colorado Department of Agriculture's Marijuana Workgroup, and contributes to numerous industry publications. Nic is one of the most visionary, educated, and inspired entrepreneurs who is revolutionizing the nascent cannabis industry. Nic is playing a key role in the oversight and guidance for our cultivation, processing and dispensing design and development and will assist in finding and selecting candidates for key management and cultivation positions for MJ and FWC.

American Alarm and Communications: David Oles and Andrew Klein. AAC is a well-established New England security company with experience in alarm systems, security and many related services. They are currently providing security for 11 Medical Marijuana cultivation, processing and dispensary facilities in Massachusetts. Based in Auburn, Mass. David, Andrew and AAC will provide state of the art security systems and staffing for all of MJ facilities, which will include on site security guards, CCTV systems, remote monitoring of all properties, and will assist in the development of FWC and MJ security protocols.

7. Current Status of FWC

FWC and their consultants have developed the financial infrastructure, the operational infrastructure, the facility concepts & designs, and have a staff of proven executives and operators to launch the business development plan. With its first license obtained (preliminary license called Provisional Certificate of Registration) for Holyoke and

two additional licenses in process for Rockland and Orange, we are now forging forward with our development plans and targeting April/2019 for our first dispensary opening. FWC has secured an excellent partner with 3C Consulting, an internationally-respected cannabis-consulting firm. FWC's proactive preparation, business model, team, partnerships, execution, and vision are what will set FWC far apart from its competitors.

7.1 FWC & MJ Estimated timeline for the planning, applying, building, and operational start-up

- January 2016 - Fidelity Wellness Center, Inc. is formed and applies for licensing.
- March 2017 - Chiuccariello assume management control of Fidelity Wellness Center, Inc.
- April 2017 - We entered into contract to acquire Holyoke property in the correctly zoned location.
- May 2017 - Commonwealth of Massachusetts, Department of Public Health issues PCR license to FWC.
- June 2017 – We entered into contract to acquire Rockland site in correctly zoned location.
- July 2017 – Fuss & O’Neil hired to Design Facilities in Rockland and Holyoke.
- July 2018 – Purchase property in Orange, MA to build state of the art hybrid greenhouses
- November 2018 – Started construction in Rockland.
- January 2019 – Begin Construction Orange
- August 2019 – Rockland dispensary completed
- November 2019 - First Sales Begin based on wholesale acquisition of product
- November 2019 - Start production of our own product line

7. Financial Forecasts:

Our financial forecasts have been co-developed by MJ, Inc. and 3C Consulting, Inc. Some important highlights in the forecasting are:

- Build Out:** We have gathered building costs from local contractors and architects, reviewed actual costs of many existing dispensary, extraction and cultivation facilities throughout the USA and we have evaluated actual costs of state-of-the-art equipment as available today and which we have seen in use in successful operations at existing facilities.
- Sales:** Our sales figures have been developed very carefully using a sophisticated Monte Carlo modeling application. We have used studies showing the proven percentage of populations in other states who become customers, the anticipated build out of dispensaries in Massachusetts, the average sales per customer, per visit, per month and per year, from data from other legalized marijuana states, as well as other key indicators of likely sales averages. These various sources of raw data were used to generate our forecasts for sales.
- Production:** With 3C Consulting’s vast data bank of information on cultivation costs and quantities produced as dozens of operating cultivation facilities, together with local data on actual production results now available in Massachusetts cultivation facilities, we have been able to pinpoint very reliable production expectations. For easy understanding, we expect approximately 6 cycles of harvest per year in our hybrid greenhouse facility with approximately 70gr of flower produced per plant. We have already confirmed existing cultivation facilities in Massachusetts averaging way over 70gr of flower per cycle making our production forecast very conservative.
- Expenses:** Our expense projections, salaries, administrative costs, etc. have been developed by studying a large number of operating facilities through the USA, with adjustments for higher costs in Massachusetts.
- Financial Summary and Financial Details:** At the end of this Executive Summary you will find summary pages of our financial projections. Our complete customized and IP protected, financial models, designed to integrate all financial activities of a marijuana vertically integrated business plan, are available upon request and upon signing appropriate confidentiality agreements.

8. Adult Use Sales

The Commonwealth of Massachusetts has approved a law allowing Adult use and allowing adult use commercial cultivation, manufacturing/processing and commercial sales. Massachusetts is now on the leading edge of this exploding new industry. Medical Marijuana Retail sales are limited to licensed patients. Over the past 10 years its been found that approximately 2% of a state's population obtained medical marijuana licenses. This means that the customer base for a medical marijuana dispensary is 2% of the population of the area where it is located. Adult Use sales require no license for the customer and it has been found that close to 20% of the state's adult population are regular users of marijuana, thereby increasing the customer based from 2 to over 15% or more. For Massachusetts, with 6.7 million residents, the customer base increases from 134,000 to over 1,000,000. This translates into a dramatic increase in sales revenues for all dispensaries in towns that will allow Adult Use commercial sales. Two of FWC's towns, Holyoke and Rockland, have embraced Adult Use commercial sales.

SUMMARY

FWC are aggressively pushing forward with additional permitting, design and construction of facilities, and has all of the staff, partners, suppliers, and knowledge to fully execute this multi-million-dollar revenue opportunity. MJ will build a state of the art, high-output set of facilities that will become a model showcase for the cannabis industry with the ability to increase the size of operations as demand increases in a methodical, effortless way. Acting in this proactive fashion, MJ will ensure the highest likelihood of establishing and operating a highly profitable set of companies.

First revenue cash flows are projected for Fall 2019, after we open our Rockland dispensary, with full capacity reached at the Mid of 2020 for dispensaries and two cultivations facilities. With real estate and renovating cost at a high point, FWC does not want to focus on obtaining dispensing locations. 280e and deductions favor the Wholesale end of the cannabis industry. FWC and members believe that wholesaling and refining/extracting for other cannabis companies will net us the best ROI .

Appendix 1: Financial Summary

HOLYOKE SITE: 38,000sf LOT WITH 78,500sf BUILDING
380R Dwight Street, Holyoke
NEW CULTIVATION, PROCESSING AND DISPENSARY FACILITIES



ROCKLAND SITE: 22,000sf LOT for NEW 3,000 SF DISPENSARY
Taken March 2018
256 Weymouth Street, Rockland





Fidelity Wellness Center, Inc.

Plan for Obtaining Liability Insurance

Retail Marijuana Establishment

Fidelity Wellness Center, Inc. is planning to operate a Retail Marijuana Establishment in Rockland. Fidelity Wellness will be in compliance with the Cannabis Control Commissions requirement under 935 CMR 500.105(10).

Purpose

The purpose of this plan is to outline how Fidelity Wellness Center, Inc. will maintain the required General Liability and Product Liability insurance coverage as required pursuant to 935 CMR 500.105(10), or otherwise comply with this requirement.

Plan

1. Fidelity Wellness will obtain and will maintain an insurance policy in place that satisfies the requirement under 935 CMR 500.105(10).
 - a. Fidelity Wellness will obtain and maintain general liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually, and product liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually.
 - b. The deductible for each policy is not higher than \$5,000 per occurrence.
2. Fidelity Wellness Center, Inc. will maintain reports documenting compliance with 935 CMR 500.105(10) in a manner and form determined by the Commission and make these reports available to the Commission up request.

Host Community Agreement Certification Form

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

Applicant

I, Mario J. Chivucariello, (*insert name*) certify as an authorized representative of Fidelity Wellness Center Inc (*insert name of applicant*) that the applicant has executed a host community agreement with The town of Rockland (*insert name of host community*) pursuant to G.L.c. 94G § 3(d) on September 4th 2018 (*insert date*).



Signature of Authorized Representative of Applicant

Host Community

I, Larry J. Ryan, (*insert name*) certify that I am the contracting authority or have been duly authorized by the contracting authority for Rockland (*insert name of host community*) to certify that the applicant and Rockland (*insert name of host community*) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on 7/3/19 (*insert date*).



Signature of Contracting Authority or
Authorized Representative of Host Community

Community Outreach Meeting Attestation Form

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

I, MARZO J CHEUCCLARFELLO, (*insert name*) attest as an authorized representative of Fidelity Wellness Center Inc (*insert name of applicant*) that the applicant has complied with the requirements of 935 CMR 500 and the guidance for licensed applicants on community outreach, as detailed below.

1. The Community Outreach Meeting was held on April 17th 2019 (*insert date*).
2. A copy of a notice of the time, place, and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was published in a newspaper of general circulation in the city or town on March 28, 2019 (*insert date*), which was at least seven calendar days prior to the meeting. A copy of the newspaper notice is attached as Attachment A (*please clearly label the newspaper notice in the upper right hand corner as Attachment A and upload it as part of this document*).
3. A copy of the meeting notice was also filed on March 27, 2019 (*insert date*) with the city or town clerk, the planning board, the contracting authority for the municipality, and local licensing authority for the adult use of marijuana, if applicable. A copy of the municipal notice is attached as Attachment B (*please clearly label the municipal notice in the upper right-hand corner as Attachment B and upload it as part of this document*).
4. Notice of the time, place and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was mailed on March 22, 2019 (*insert date*), which was at least seven calendar days prior to the community outreach meeting to abutters of the proposed address of the Marijuana Establishment, and residents within 300 feet of the property line of the petitioner as they appear on the most recent applicable tax list, notwithstanding that the land of any such owner is located in another city or town. A copy of one of the notices sent to abutters and parties of interest as described in this section is attached as Attachment C (*please clearly label the municipal notice in the upper right hand corner as Attachment C and upload it as part of this document; please only include a copy of one notice and please black out the name and the address of the addressee*).

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

6. Community members were permitted to ask questions and receive answers from representatives of the Marijuana Establishment.

Classifieds

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NOTICES

klecha estate



COMMONWEALTH OF MASSACHUSETTS LAND COURT DEPARTMENT OF THE TRIAL COURT 18 SM 006395 ORDER OF NOTICE TO THE HEIRS, DEVISEES AND LEGAL REPRESENTATIVES OF THE ESTATE OF ANDREW KLECHA a/k/a Andrew Jannopoulos a/k/a Andrew Jannopoulos; Candace L. Mitchell and to all persons entitled to the benefit of the Servicemembers Civil Relief Act, 50 U.S.C. App. § 3901 et seq.: Deutsche Bank National Trust Company, as Trustee for Morgan Stanley ABS Capital I Inc. Trust 2004-NC8, claiming to have an interest in a mortgage covering real property in Brockton, numbered 90 Cairn Road, given by Andrew Klecha a/k/a Andrew Jannopoulos and Sheila L. Klecha to New Century Mortgage Corporation, dated May 11, 2004, and recorded at Plymouth County Registry of Deeds in Book 28251, Page 271, affected by Loan Modification Agreement dated November 14, 2012 recorded in Book 42389 Page 153, and now held by Plaintiff by assignment, has filed with this court a complaint for determination of Defendants' Servicemembers status. If you now are, or recently have been, in the active military service of the United States of America, then you may be entitled to the benefits of the Servicemembers Civil Relief Act. If you object to a foreclosure of the above-mentioned property on that basis, then you or your attorney must file a written appearance and answer in this court at Three Pemberton Square, Boston, MA 02108 on or before April 22, 2019 or you will be forever barred from claiming that you are entitled to the benefits of said Act. Witness, Gordon H. Piper, Chief Justice of said Court on March 7, 2019 Attest: Deborah J. Patterson Recorder 3/28/2019

13781890 3/28/19

game bird season

PUBLIC HEARING NOTICE
321 CMR 3.02(2)

In accordance with the Massachusetts General Laws, Chapter 131, Sections 5 and 63, and Chapter 30A, Section 2, NOTICE is hereby given of a public hearing to be held on Thursday, April 18, 2019, at 11:00 a.m., at the Division of Fisheries and Wildlife's Field Headquarters, Richard Cronin Building, 1 Rabbit Hill Road, off North Drive, Westborough, Massachusetts, to establish rules and regulations relative to the 2019-2020 migratory game bird seasons. Due to federal requirements for reporting the state's migratory game bird season selections, the Board will vote on the proposed regulations at the close of the hearing, and there will be no written comment period following the public hearing. Mark S. Tisa, Director

13783347 3/28/19

Legals

30 Homesite Road

NOTICE OF MORTGAGEE'S SALE OF REAL ESTATE

By virtue and in execution of the Power of Sale contained in a certain Mortgage given by Alexander Strangis dated May 5, 2005 to First Horizon Home Loan Corporation now known as FIRST TENNESSEE BANK NATIONAL ASSOCIATION SUCCESSOR THROUGH MERGER WITH FIRST HORIZON HOME LOAN CORPORATION, recorded in the Plymouth County Registry of Deeds, Land Court as Document No. 585794 noted on Certificate No. 98411

Of which mortgage FIRST TENNESSEE BANK NATIONAL ASSOCIATION SUCCESSOR THROUGH MERGER WITH FIRST HORIZON HOME LOAN CORPORATION is the present holder, for breach of the conditions of said mortgage and for the purpose of foreclosing, the same will be sold at Public Auction at 2:00 p.m. on April 4, 2019 at 30 Homesite Road, Brockton, Plymouth County, MA

all and singular the premises described in said mortgage:

TO WIT:
A CERTAIN PARCEL OF LAND SITUATE IN BROCKTON, IN THE COUNTY OF PLYMOUTH AND SAID COMMONWEALTH OF MASSACHUSETTS, DESCRIBED AS FOLLOWS:
BEING LOT NO. 32 ON SUBDIVISION PLAN #19967B, DRAWN BY HAROLD S. CROCKER, CITY ENGINEER, DATED JULY 31, 1947 AND FILED WITH CERTIFICATE OF TITLE NO. 11382.

These premises will be sold and conveyed subject to and with the benefit of all rights, rights of way, restrictions, easements, covenants, liens or claims in the nature of liens, improvements, public assessments, any and all unpaid taxes, tax titles, tax liens, water and sewer liens and any other municipal assessments or liens or existing encumbrances of record which are in force and are applicable, having priority over said mortgage, whether or not reference to such restrictions, easements, improvements, liens or encumbrances is made in the deed.

TERMS OF SALE:

A deposit of FIVE THOUSAND (\$5,000.00) DOLLARS by certified or bank check will be required to be paid by the purchaser at the time and place of sale. The balance is to be paid by certified or bank check at Braucher & Amann, PLLC, 65 Market Street, Manchester, NH 03101, within thirty (30) days from the date of sale. Deed will be provided to purchaser for recording upon receipt in full of the purchase price. The description of the premises contained in said mortgage shall control in the event of an error in this publication.

Other terms, if any, to be announced at the sale.

FIRST TENNESSEE BANK NATIONAL ASSOCIATION SUCCESSOR THROUGH MERGER WITH FIRST HORIZON HOME LOAN CORPORATION
Present holder of said mortgage
By its attorneys,
Matthew R. Braucher, Esq.
Braucher & Amann, PLLC
65 Market Street
Manchester, NH 03101
(603) 486-1530

13777951 3/14,21,28, 2019

PITTMAN

Commonwealth of Massachusetts
The Trial Court
Probate and Family Court
Plymouth Division
Docket No. PL19P0476EA
INFORMAL PROBATE PUBLICATION NOTICE
Estate of:
Willie C. Pittman
Also Known As: Willie C. Pittman Sr.
Date of Death:
January 26, 2018

To all persons interested in the above captioned estate, by Petition of Petitioner Willie C. Pittman Jr. of Randolph MA a Will has been admitted to informal probate.

Willie C. Pittman Jr. of Randolph MA has been informally appointed as the Personal Representative of the estate to serve without surety on the bond. The estate is being administered under informal procedure by the Personal Representative under the Massachusetts Uniform Probate Code without supervision by the Court. Inventory and accounts are not required to be filed with the Court, but interested parties are entitled to notice regarding the administration from the Personal Representative and can petition the Court in any matter relating to the estate, including distribution of assets and expenses of administration. Interested parties are entitled to petition the Court to institute formal proceedings and to obtain orders terminating or restricting the powers of Personal Representatives appointed under informal procedure. A copy of the Petition and Will, if any, can be obtained from the Petitioner.

13784354 3/28/19

Legals

88 coleman st.

MORTGAGEE'S NOTICE OF SALE OF REAL ESTATE

By virtue and in execution of the Power of Sale contained in a certain Mortgage given by George Chase and Lisa Chase to Mortgage Electronic Registration Systems, Inc., as nominee for Decision One Mortgage Company, LLC, its successors and assigns, dated August 31, 2005 and recorded with the Plymouth County Registry of Deeds at Book 31276, Page 44 as affected by a Loan Modification recorded on September 6, 2012 in Said Registry of Deeds at Book 41909, Page 157, subsequently assigned to Deutsche Bank National Trust Company, as Trustee under the Pooling and Servicing Agreement Relating to IMPAC Secured Assets Corp., Mortgage Pass-Through Certificates, Series 2006-2 by Mortgage Electronic Registration Systems, Inc. by assignment recorded in said Plymouth County Registry of Deeds at Book 39647, Page 216 for breach of the conditions of said Mortgage and for the purpose of foreclosing same will be sold at Public Auction at 10:00 AM on April 11, 2019 at 88 Coleman Street, Abington, MA, all and singular the premises described in said Mortgage, to wit:

The land in Abington, Plymouth County, Massachusetts, with the buildings thereon, being shown as Lot 29 on a plan entitled "Plan of Lots in Abington, Mass." dated July 23, 1949, Russell H. Whiting, C.E., duly recorded with Plymouth County Registry of Deeds, bounded and described as follows: Northwest by a private way known as Coleman Street, sixty-five feet; Northeast by Lot 30 as shown on said plan, one hundred three and 8/10 (103.8) feet; Southeast by Land of Owners unknown, sixty-five (65) feet; and Southwest by Lot 28 on said plan, one hundred four (104) feet. Containing 6,753 square feet of land according to said plan. For Title Reference, See Deed to Paula and Jorge Moscoso, recorded at Book 26332, Pages 204-205, on August 26, 2003.

The premises are to be sold subject to and with the benefit of all easements, restrictions, encroachments, building and zoning laws, liens, unpaid taxes, tax titles, water bills, municipal liens and assessments, rights of tenants and parties in possession, and attorney's fees and costs.

TERMS OF SALE:

A deposit of FIVE THOUSAND DOLLARS AND 00 CENTS (\$5,000.00) in the form of a certified check, bank treasurer's check or money order will be required to be delivered at or before the time the bid is offered. The successful bidder will be required to execute a Foreclosure Sale Agreement immediately after the close of the bidding. The balance of the purchase price shall be paid within thirty (30) days from the sale date in the form of a certified check, bank treasurer's check or other check satisfactory to Mortgagee's attorney. The Mortgagee reserves the right to bid at the sale, to reject any and all bids, to continue the sale and to amend the terms of the sale by written or oral announcement made before or during the foreclosure sale. If the sale is set aside for any reason, the Purchaser at the sale shall be entitled only to a return of the deposit paid. The purchaser shall have no further recourse against the Mortgagee, the Mortgagee or the Mortgagee's attorney. The description of the premises contained in said mortgage shall control in the event of an error in this publication. **TIME WILL BE OF THE ESSENCE.**

Other terms, if any, to be announced at the sale.
Deutsche Bank National Trust Company, as Trustee under the Pooling and Servicing Agreement Relating to IMPAC Secured Assets Corp., Mortgage Pass-Through Certificates, Series 2006-2

Present Holder of said Mortgage,
By Its Attorneys,
ORLANS PC
PO Box 540540
Waltham, MA 02454
Phone: (781) 790-7800
16-014885

13779539 3/21, 28, 4/4, 2019

CITY OF BROCKTON CONSERVATION COMMISSION PUBLIC HEARING

The Brockton Conservation Commission will conduct a hearing on Thursday, April 4, 2019 at 7:00 p.m. in GAR Room, City Hall to consider the Notice of Intent application filed by CDM Smith on behalf of City of Brockton Department of Public Works for replacement of the existing West Elm St. Bridge.

David Zaff, Chairman
March 28, 2019
13781778

marijuana

Notice is hereby given that a Community Outreach Meeting for Fidelity Wellness Center, Inc., a proposed Marijuana Establishment, is scheduled for April 17th at 6:30PM at The Rockland Eagles. The Rockland Eagles is located at 29 Park Street, Rockland, MA 02370. Fidelity Wellness Center, Inc. is proposing to locate a Marijuana Retail Establishment at its anticipated location at 256 Weymouth Street, Rockland, MA 02370. There will be an opportunity for the public to ask questions. For more information regarding Marijuana License types go to: <http://mass-cannabis-control.com/wp-content/uploads/2018/04/Guidance-License-Types.pdf>

13783524 3/28/19

Legals

210 court st.

NOTICE OF MORTGAGEE'S SALE OF REAL ESTATE

Premises: 210 Court Street, Brockton, Massachusetts

By virtue and in execution of the Power of Sale contained in a certain mortgage given by Audrey J. Dearth and Eugene F. Dearth to Financial Freedom Senior Funding Corporation, a subsidiary of Indy Mac Bank, F.S.B. and now held by Bank of New York Mellon Trust Company, N.A. as Trustee for Mortgage Assets Management Series I Trust, said mortgage dated May 17, 2006, and recorded in the Plymouth County Registry of Deeds, in Book 32714 at Page 108, as affected by an Assignment of Mortgage dated September 25, 2009, and recorded with said Deeds in Book 37781 at Page 164, as affected by an Assignment of Mortgage dated October 1, 2015, and recorded with said Deeds in Book 46147 at Page 38, as affected by an Assignment of Mortgage dated August 27, 2018, and recorded with said Deeds in Book 50322, Page 145, of which mortgage the undersigned is the present holder, for breach of the conditions in said mortgage and for the purpose of foreclosing the same will be sold at Public Auction on April 11, 2019, at 12:00 PM Local Time upon the premises, all and singular the premises described in said mortgage, to wit:

The land with the buildings thereon situated in Brockton on the Northerly side of Court Street, bounded and described as follows:

Beginning at a point in the northerly line of said Court Street at the southerly corner of said premises; thence

Running northerly by land now or formerly of Farrell, one hundred one and five tenths (101.5) feet; thence

Running westerly on a line parallel with the northerly line of Court Street, fifty (50) feet; thence

Running southerly by land of owners unknown, one hundred three feet (103) more or less to Court Street; thence

Running easterly by Court Street, fifty (50) feet to the point of beginning. For Grantor's title see Deed recorded at Book 3076, Page 173

The description of the property contained in the mortgage shall control in the event of a typographical error in this publication.

For Mortgagee's Title see deed dated December 14, 1963, and recorded in Book 3076 at Page 173 with the Plymouth County Registry of Deeds.

TERMS OF SALE: Said premises will be sold and conveyed subject to all liens, encumbrances, unpaid taxes, tax titles, municipal liens and assessments, if any, which take precedence over the said mortgage above described.

TEN THOUSAND (\$10,000.00) Dollars of the purchase price must be paid in cash, certified check, bank treasurer's or cashier's check at the time and place of the sale by the purchaser. The balance of the purchase price shall be paid in cash, certified check, bank treasurer's or cashier's check within forty five (45) days after the date of sale.

Other terms to be announced at the sale.
Marinosci Law Group, P.C.
275 West Natick Road, Suite 500
Warwick, RI 02886
Attorney for Bank of New York Mellon Trust Company, N.A. as Trustee for Mortgage Assets Management Series I Trust
Present Holder of the Mortgage
Telephone: (401) 234-9200
MLG File No.: 18-08945

13780637 3/21,28,4/4, 2019

name change

CITATION ON PETITION TO CHANGE NAME

Commonwealth of Massachusetts
The Trial Court
Plymouth Probate and Family Court
Docket No. PL19C0050CA

In the matter of: Jean Griffin Pendoley

A Petition to Change Name of Adult has been filed by Jean Griffin Pendoley of Abington MA requesting that the court enter a Decree changing their name to: Jean Susan Griffin

IMPORTANT NOTICE
Any person may appear for purposes of objecting to the petition by filing an appearance at: Plymouth Probate and Family Court before 10:00 a.m. on the return day of 04/18/2019. This is NOT a hearing date, but a deadline by which you must file a written appearance if you object to this proceeding.

WITNESS, Hon Edward G. Boyle, First Justice of this Court
Date: March 18, 2019

Matthew J. McDonough
Register of Probate
13783622 3/28/19

Legals

south middle st.

CITY OF BROCKTON CONSERVATION COMMISSION

The Brockton Conservation Commission will conduct a hearing on Thursday, April 4, 2019 at 7:00 p.m. in the GAR Room of City Hall to consider the following Request for Determination of Applicability filed by Timothy Carpenter, Superintendent on behalf of the City of Brockton Park Department:

1. Harold Bent Playground (Ash St.): repurposing of the existing tennis courts. RDA is being filed to confirm that there work is no subject to the Wetlands Protection Act.

2. Danny Goodwin Memorial Park (East Middle School): repurposing of the existing tennis courts. RDA is being filed to confirm that there work is no subject to the Wetlands Protection Act.

David Zaff, Chairman
March 28, 2019
13781761

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The place where bargains are discovered everyday!

Legals

210 court st.

NOTICE OF MORTGAGEE'S SALE OF REAL ESTATE

Premises: 210 Court Street, Brockton, Massachusetts

By virtue and in execution of the Power of Sale contained in a certain mortgage given by Audrey J. Dearth and Eugene F. Dearth to Financial Freedom Senior Funding Corporation, a subsidiary of Indy Mac Bank, F.S.B. and now held by Bank of New York Mellon Trust Company, N.A. as Trustee for Mortgage Assets Management Series I Trust, said mortgage dated May 17, 2006, and recorded in the Plymouth County Registry of Deeds, in Book 32714 at Page 108, as affected by an Assignment of Mortgage dated September 25, 2009, and recorded with said Deeds in Book 37781 at Page 164, as affected by an Assignment of Mortgage dated October 1, 2015, and recorded with said Deeds in Book 46147 at Page 38, as affected by an Assignment of Mortgage dated August 27, 2018, and recorded with said Deeds in Book 50322, Page 145, of which mortgage the undersigned is the present holder, for breach of the conditions in said mortgage and for the purpose of foreclosing the same will be sold at Public Auction on April 11, 2019, at 12:00 PM Local Time upon the premises, all and singular the premises described in said mortgage, to wit:

The land with the buildings thereon situated in Brockton on the Northerly side of Court Street, bounded and described as follows:

Beginning at a point in the northerly line of said Court Street at the southerly corner of said premises; thence

Running northerly by land now or formerly of Farrell, one hundred one and five tenths (101.5) feet; thence

Running westerly on a line parallel with the northerly line of Court Street, fifty (50) feet; thence

Running southerly by land of owners unknown, one hundred three feet (103) more or less to Court Street; thence

Running easterly by Court Street, fifty (50) feet to the point of beginning. For Grantor's title see Deed recorded at Book 3076, Page 173

The description of the property contained in the mortgage shall control in the event of a typographical error in this publication.

For Mortgagee's Title see deed dated December 14, 1963, and recorded in Book 3076 at Page 173 with the Plymouth County Registry of Deeds.

TERMS OF SALE: Said premises will be sold and conveyed subject to all liens, encumbrances, unpaid taxes, tax titles, municipal liens and assessments, if any, which take precedence over the said mortgage above described.

TEN THOUSAND (\$10,000.00) Dollars of the purchase price must be paid in cash, certified check, bank treasurer's or cashier's check at the time and place of the sale by the purchaser. The balance of the purchase price shall be paid in cash, certified check, bank treasurer's or cashier's check within forty five (45) days after the date of sale.

Other terms to be announced at the sale.
Marinosci Law Group, P.C.
275 West Natick Road, Suite 500
Warwick, RI 02886
Attorney for Bank of New York Mellon Trust Company, N.A. as Trustee for Mortgage Assets Management Series I Trust
Present Holder of the Mortgage
Telephone: (401) 234-9200
MLG File No.: 18-08945

13780637 3/21,28,4/4, 2019

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ATTACHMENT B

Fidelity Wellness Center, Inc.

Community Outreach Public Notice

March 27, 2019

Mr. James Purcell
Interim Town Administrator
242 Union Street
Rockland, MA 02370

Notice is hereby given that a **Community Outreach Meeting** for Fidelity Wellness Center, Inc., a proposed **Marijuana Establishment, is scheduled for April 17th at 6:30PM** at The Rockland Eagles. The Rockland Eagles is located at 29 Park Street, Rockland, MA 02370. Fidelity Wellness Center, Inc. is proposing to locate a Marijuana Retail Establishment at its anticipated location at 256 Weymouth Street, Rockland, MA 02370. There will be an opportunity for the public to ask questions. For more information regarding Marijuana License types go to: <http://mass-cannabis-control.com/wp-content/uploads/2018/04/Guidance-License-Types.pdf>

Thank You,

Fidelity Wellness Center, Inc.



Fidelity Wellness Center, Inc.

Community Outreach Public Notice

March 22, 2019

Dear Abutter,

Notice is hereby given that a Community Outreach Meeting for Fidelity Wellness Center, Inc., a proposed Marijuana Establishment, is scheduled for April 17th at 6:30PM at The Rockland Eagles. The Rockland Eagles is located at 29 Park Street, Rockland, MA 02370. Fidelity Wellness Center, Inc. is proposing to locate a Marijuana Retail Establishment at its anticipated location at 256 Weymouth Street, Rockland, MA 02370. There will be an opportunity for the public to ask questions. For more information regarding Marijuana License types go to: <http://mass-cannabis-control.com/wp-content/uploads/2018/04/Guidance-License-Types.pdf>

Thank You,

Fidelity Wellness Center, Inc.

Fidelity Wellness Center, Inc.

Plan to Remain Compliant with Local Zoning

Retail Marijuana Establishment

Purpose

The purpose of this plan is to outline how Fidelity Wellness Center, Inc. will remain in compliance and ensure that the Marijuana Establishment is and will remain compliant with local codes, ordinances and bylaws for the physical address of our Retail Marijuana Establishment at 256 Weymouth Street, Rockland, Massachusetts which includes, but not be limited to, the identification of any local licensing requirements for the adult use of marijuana.

Background

The Town of Rockland enacted a Zoning Bylaw that established zoning restrictions for Adult-Use Retail Marijuana Establishments. A marijuana establishment shall only be allowed by special permit from the Planning Board in accordance with MGL c. 40A, §9, and these Zoning Bylaws, including §415-89, are subject to the following regulations, requirements and conditions.

Article VIII, §§ 415-58 and 415-89 of the Rockland Zoning Bylaw allow adult use retail establishments in the Retail zoning district with a special permit issued by Special Permit by the Planning Board. Our location 256 Weymouth Street, Rockland, is compliant with all other requirements outlined in the Bylaw. Fidelity Wellness has also executed a Host Community Agreement with the Town of Rockland and received its Special Permit.

Plan:

Fidelity Wellness Center, Inc. is currently fully compliant with the requirements outlined in the Bylaw and Special Permit. It is the intention of Fidelity Wellness to remain compliant with all relevant local codes, and Bylaws applicable to a Retail Marijuana Retail Establishment.

In addition to Fidelity Wellness Center, Inc. remaining compliant with the existing Rockland Zoning Bylaw, our executive management team and General Counsel will continually engage with the Town of Rockland to remain up to date with local codes zoning ordinances and by-laws, to remain fully compliant.

D

The Commonwealth of Massachusetts

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

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

Fidelity Wellness Center, Inc. is a registrant
with the Department of Public Health
in accordance with 105 CMR 725.100(C)
as of May 3, 2018.
Bryan Harter
Director
Medical Use of Marijuana Program
Bureau of Healthcare Safety and Quality
Massachusetts Department of Public Health

- (1) Exact name of the non-profit: Fidelity Wellness Center, Inc. 001218066
(2) A corporate name that satisfies the requirements of G.L. Chapter 156D, Section 4.01:
Fidelity Wellness Center, Inc.
(3) The plan of entity conversion was duly approved in accordance with the law.
(4) The following information is required to be included in the articles of organization pursuant to G.L. Chapter 156D, Section 2.02(a) or permitted to be included in the articles pursuant to G.L. Chapter 156D, Section 2.02(b):

ARTICLE I

The exact name of the corporation upon conversion is:

Fidelity Wellness Center, Inc.

ARTICLE II

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

To engage in the cultivation, production, dispensing and sale of marijuana and marijuana products in Massachusetts, as permitted by Massachusetts law, and to engage in all activities that are related or incidental thereto and all other activities that are permitted to Domestic Business Corporations in Massachusetts.

Handwritten signature and P.C. text

ARTICLE III

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

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common	275,000			

ARTICLE IV

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

N/A

ARTICLE V

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

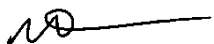
N/A

ARTICLE VI

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

See Attachment Pages 6A

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



ARTICLE VII

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

ARTICLE VIII

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

- a. The street address of the initial registered office of the corporation in the commonwealth:
c/o Smith, Costello & Crawford, 50 Congress Street, Boston, MA 02127
- b. The name of its initial registered agent at its registered office:
Jennifer K. Crawford, Esq.
- c. The names and addresses of the individuals who will serve as the initial directors, president, treasurer and secretary of the corporation (an address need not be specified if the business address of the officer or director is the same as the principal office location):

President: Mario Chiuccariello, 38 Church Street, Winchester, MA 01890

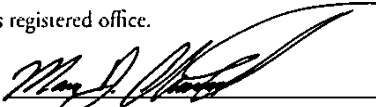
Treasurer: Mario Chiuccariello, 38 Church Street, Winchester, MA 01890

Secretary: Mario Chiuccariello, 38 Church Street, Winchester, MA 01890

Director(s): Mario Chiuccariello, 38 Church Street, Winchester, MA 01890

- d. The fiscal year end of the corporation:
December 31
- e. A brief description of the type of business in which the corporation intends to engage:
Marijuana establishments pursuant to Massachusetts law
- f. The street address of the principal office of the corporation:
38 Church Street, Winchester, MA 01890
- g. The street address where the records of the corporation required to be kept in the commonwealth are located is:
38 Church Street, Winchester, MA 01890, which is
(number, street, city or town, state, zip code)

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

Signed by:  _____
(signature of authorized individual)

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

on this 11 day of April, 2018



COMMONWEALTH OF MASSACHUSETTS

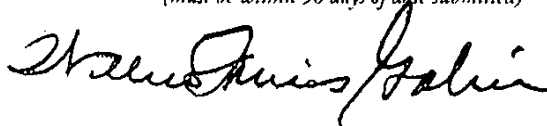
William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

499

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

I hereby certify that upon examination of these articles of conversion, duly submitted to me, it appears that the provisions of the General Laws relative thereto have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$495 having been paid, said articles are deemed to have been filed with me this 4 day of May, 2018, at _____ a.m./p.m.
time

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



WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

Filing fee: Minimum \$250

TO BE FILLED IN BY CORPORATION
Contact Information:

Jennifer K. Crawford, Esq.

Smith, Costello & Crawford, 50 Congress Street, Ste 420

Boston, MA 02109

Telephone: (617) 523-0600

Email: jcrawford@publicpolicylaw.com

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

CB
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Name approval

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SECRETARY OF THE
COMMONWEALTH
2018 MAY -4 PM 3:10
CORPORATIONS DIVISION

REC-30131

ATTACHMENT PAGES 6A TO THE ARTICLES OF ENTITY CONVERSION OF FIDELITY
WELLNESS CENTER, INC.,
FROM A DOMESTIC NON-PROFIT TO A DOMESTIC BUSINESS CORPORATION

1. Minimum Number of Directors. The Board of Directors may consist of one or more individuals, notwithstanding the number of shareholders.
2. Personal Liability of Directors to Corporation. No Director shall have personal liability to the Corporation for monetary damages for breach of his or her fiduciary duty as a Director notwithstanding any provision of law imposing such a liability, provided that this provision shall not eliminate or limit the liability of the Director (a) for any breach of the Director's duty of loyalty to the Corporation or its shareholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) for improper distributions under Section 6.40 of Chapter 156D of the General Laws of Massachusetts, or (d) for any transaction from which the Director derived an improper personal benefit.
3. Shareholder Vote Required to Approve Matters Acted on by Shareholders. With respect to any matter as to which the affirmative vote of more than a majority of the shares in any voting group shall be required by the provisions of Chapter 156D of the General Laws of Massachusetts for the approval of the matter, the affirmative vote of a majority of all the shares in any such voting group eligible to vote on the matter shall be sufficient for the approval of the matter, notwithstanding that such greater vote on the matter would be otherwise required.
4. Shareholder Action Without a Meeting by Less Than Unanimous Consent. Action required or permitted by Chapter 156D of the General Laws of Massachusetts to be taken at a shareholders' meeting may be taken without a meeting by shareholders having not less than the minimum number of votes otherwise necessary to take the action at a meeting at which all shareholders entitled to vote on the action would be present and voting.
5. Authorization of Directors to Make, Amend or Repeal Bylaws. The Board of Directors may make, amend, and repeal the bylaws of the Corporation, in whole or in part, except with respect to any provision thereof which, by virtue of an express provision in Chapter 156D of the General Laws of Massachusetts, these Articles of Organization or the bylaws, requires action directly and exclusively by the shareholders.
6. Authority of Directors to Create New Classes and Series of Shares. The Board of Directors, acting without the shareholders, may (a) reclassify any unissued shares of any authorized class or series into one or more existing or new classes or series, and (b) create

one or more new classes or series of shares, specifying the number of shares to be included therein, the distinguishing designation thereof, and the preferences, limitations and relative rights applicable thereto, provided that the Board of Directors may not approve an aggregate number of authorized shares of all classes and series which exceeds the total number of authorized shares specified in these Articles of Organization.

7. Meetings of Shareholders. All meetings of shareholders may be held within the Commonwealth of Massachusetts or elsewhere within the United States. Such meetings may be held by telephone, webinar or other electronic means.
8. Partnership Authority. The Corporation may be a partner, general or limited, in any business enterprise which it would have the authority to conduct by itself.
9. Shareholder Examination of Corporation Records. Except as otherwise provided by law, no shareholder shall have any right to examine any property or any books, accounts or other writings of the Corporation if there is reasonable ground for belief that such examination will, for any reason, be adverse to the interests of the Corporation. A vote of the Board of Directors refusing permission to make such examination shall be prima facie evidence that such examination would be adverse to the interests of the Corporation. Every such examination shall be subject to reasonable regulations as Board of Directors may establish in regard thereto.

BYLAWS
OF
FIDELITY WELLNESS CENTER, INC.

BYLAWS

Table of Contents

		<u>Page</u>
ARTICLE I	SHAREHOLDERS	1
1.1.	Annual Meeting	1
1.2.	Special Meetings	1
1.3.	Place of Meetings	1
1.4.	Requirement of Notice	1
1.5.	Waiver of Notice	1
1.6.	Quorum.	2
1.7.	Voting and Proxies.	2
1.8.	Action at Meeting	3
1.9.	Conduct of Meetings	3
1.10.	Action Without Meeting by Written Consent.	3
1.11.	Record Date	4
1.12.	Meetings by Remote Communication	4
1.13.	Form of Shareholder Action.	5
1.14.	Shareholder List for Meeting.	5
ARTICLE II	DIRECTORS	6
2.1.	Powers	6
2.2.	Number and Election	6
2.3.	Vacancies	6
2.4.	Change in Size of the Board of Directors	6
2.5.	Tenure	6
2.6.	Resignation	6
2.7.	Removal	6
2.8.	Regular Meetings	7
2.9.	Special Meetings	7
2.10.	Notice	7
2.11.	Waiver of Notice	7
2.12.	Quorum	7
2.13.	Action at Meeting	7
2.14.	Action Without Meeting	8
2.15.	Telephone Conference Meetings	8
2.16.	Committees	8
2.17.	Compensation	8
2.18.	Standard of Conduct for Directors.	8
2.19.	Conflict of Interest.	9
2.20.	Loans to Directors	10
ARTICLE III	MANNER OF NOTICE	10
ARTICLE IV	OFFICERS	11
4.1.	Enumeration	11

		<u>Page</u>
4.2.	Appointment	11
4.3.	Qualification	11
4.4.	Tenure	11
4.5.	Resignation	11
4.6.	Removal	12
4.7.	Vacancies	12
4.8.	Chairman of the Board and Vice Chairman of the Board	12
4.9.	President; Chief Executive Officer	12
4.10.	Vice Presidents	12
4.11.	Treasurer and Assistant Treasurers	13
4.12.	Secretary and Assistant Secretaries	13
4.13.	Salaries	13
4.14.	Standard of Conduct for Officers	13
ARTICLE V	PROVISIONS RELATING TO SHARES	14
5.1.	Issuance and Consideration	14
5.2.	Share Certificates	14
5.3.	Uncertificated Shares	14
5.4.	Transfers; Record and Beneficial Owners	15
5.5.	Replacement of Certificates	15
ARTICLE VI	CORPORATE RECORDS	15
6.1.	Records to be Kept.	15
6.2.	Inspection of Records by Shareholders.	16
6.3.	Scope of Inspection Right.	17
6.4.	Inspection of Records by Directors	17
ARTICLE VII	INDEMNIFICATION	18
7.1.	Definitions	18
7.2.	Indemnification of Directors and Officers.	18
7.3.	Advance for Expenses	20
7.4.	Procedures for Indemnification; Determination of Indemnification.	20
7.5.	Notification and Defense of Claim; Settlements.	21
7.6.	Partial Indemnification	22
7.7.	Insurance	22
7.8.	Merger or Consolidation	22
7.9.	Application of this Article.	22
ARTICLE VIII	MISCELLANEOUS	23
8.1.	Fiscal Year	23
8.2.	Seal	23
8.3.	Voting of Securities	23
8.4.	Evidence of Authority	23
8.5.	Articles of Organization	23
8.6.	Severability	23
8.7.	Pronouns	23

		<u>Page</u>
ARTICLE IX	AMENDMENTS	23
9.1.	General	23
9.2.	Notice	24
9.3.	Quorum and Required Vote.	24

ARTICLE I

SHAREHOLDERS

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

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

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

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

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

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

1.6. Quorum.

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

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

1.7. Voting and Proxies.

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

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

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

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

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

1.10. Action Without Meeting by Written Consent.

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

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

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

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

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

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

1.13. Form of Shareholder Action.

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

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

1.14. Shareholder List for Meeting.

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

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

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

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

ARTICLE II S DIRECTORS

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

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

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

II.4. Change in Size of the Board of Directors. The number of Directors may be fixed or changed from time to time by the shareholders or the Board of Directors.

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

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

II.7. Removal. The shareholders may remove one or more Directors with or without cause, but if a Director is elected by a voting group of shareholders, only the shareholders of that voting group may participate in the vote to remove him or her. A Director may be removed for

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

II.8. Regular Meetings. Regular meetings of the Board of Directors may be held at such times and places as shall from time to time be fixed by the Board of Directors without notice of the date, time, place or purpose of the meeting.

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

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

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

II.12. Quorum. Unless otherwise provided by law, the Articles of Organization or these Bylaws, a quorum of the Board of Directors consists of a majority of the Directors then in office, provided always that any number of Directors (whether one or more and whether or not constituting a quorum) constituting a majority of Directors present at any meeting or at any adjourned meeting may make an adjournment thereof.

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

II.14. Action Without Meeting. Any action required or permitted to be taken by the Directors may be taken without a meeting if the action is taken by the unanimous consent of the members of the Board of Directors. The action must be evidenced by one or more consents describing the action taken, in writing, signed by each Director, or delivered to the Corporation by electronic transmission, to the address specified by the Corporation for the purpose or, if no address has been specified, to the principal office of the Corporation, addressed to the Secretary or other officer or agent having custody of the records of proceedings of Directors, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section 2.14 is effective when the last Director signs or delivers the consent, unless the consent specifies a different effective date. A consent signed or delivered under this Section 2.14 has the effect of a meeting vote and may be described as such in any document.

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

II.16. Committees. The Board of Directors may create one or more committees and appoint members of the Board of Directors to serve on them. Each committee may have one or more members, who serve at the pleasure of the Board of Directors. The creation of a committee and appointment of members to it must be approved by a majority of all the Directors in office when the action is taken. Article III and Sections 2.10 through 2.15 of these Bylaws shall apply to committees and their members. To the extent specified by the Board of Directors, each committee may exercise the authority of the Board of Directors to the extent permitted by law. The creation of, delegation of authority to, or action by a committee does not alone constitute compliance by a Director with the standards of conduct described in Section 2.18 of these Bylaws.

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

II.18. Standard of Conduct for Directors.

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

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

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

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

II.19. Conflict of Interest.

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

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

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

(3) the transaction was fair to the Corporation.

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

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

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

II.20. Loans to Directors. The Corporation may not lend money to, or guarantee the obligation of a Director of, the Corporation unless: (a) the specific loan or guarantee is approved by a majority of the votes represented by the outstanding voting shares of all classes, voting as a single voting group, except the votes of shares owned by or voted under the control of the benefited Director; or (b) the Board of Directors determines that the loan or guarantee benefits the Corporation and either approves the specific loan or guarantee or a general plan authorizing loans and guarantees. The fact that a loan or guarantee is made in violation of this Section 2.20 shall not affect the borrower's liability on the loan.

ARTICLE III

MANNER OF NOTICE

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

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

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

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

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

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

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

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

ARTICLE IV

OFFICERS

IV.1. Enumeration. The Corporation shall have a President, a Treasurer, a Secretary and such other officers as may be appointed by the Board of Directors from time to time in accordance with these Bylaws, including, but not limited to, a Chairman of the Board, a Vice Chairman of the Board, a Chief Executive Officer and one or more Vice Presidents, Assistant Treasurers and Assistant Secretaries.

IV.2. Appointment. The officers shall be appointed by the Board of Directors. A duly appointed officer may appoint one or more officers or assistant officers if authorized by the Board of Directors. Each officer has the authority and shall perform the duties set forth in these Bylaws or, to the extent consistent with these Bylaws, the duties prescribed by the Board of Directors or by direction of an officer authorized by the Board of Directors to prescribe the duties of other officers. The appointment of an officer shall not itself create contract rights.

IV.3. Qualification. The same individual may simultaneously hold more than one office in the Corporation. No officer need be a shareholder.

IV.4. Tenure. Except as otherwise provided by law, the Articles of Organization or these Bylaws, each officer shall hold office until his or her successor is duly appointed, unless a different term is specified in the vote appointing him or her, or until his or her earlier death, resignation or removal.

IV.5. Resignation. An officer may resign at any time by delivering notice of the resignation to the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Corporation accepts the future effective date, the Board of Directors may fill the pending

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

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

IV.7. Vacancies. The Board of Directors may fill any vacancy occurring in any office for any reason and may, in its discretion, leave unfilled for such period as it may determine any offices other than those of President, Treasurer and Secretary. Each such successor shall hold office for the unexpired term of his or her predecessor and until his or her successor is duly appointed, or until he or she sooner dies, resigns or is removed.

IV.8. Chairman of the Board and Vice Chairman of the Board. The Board of Directors may appoint from its members a Chairman of the Board, who need not be an employee or officer of the Corporation. If the Board of Directors appoints a Chairman of the Board, he or she shall perform such duties and possess such powers as are assigned to him or her by the Board of Directors and, if the Chairman of the Board is also designated as the Corporation's Chief Executive Officer, shall have the powers and duties of the Chief Executive Officer prescribed in Section 4.9 of these Bylaws. Unless otherwise provided by the Board of Directors, the Chairman of the Board shall preside at all meetings of the Board of Directors and shareholders.

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

IV.9. President; Chief Executive Officer. Unless the Board of Directors has designated the Chairman of the Board or another person as Chief Executive Officer, the President shall be the Chief Executive Officer. The Chief Executive Officer shall have general charge and supervision of the business of the Corporation, subject to the direction of the Board of Directors. The President shall perform such other duties and shall have such other powers as the Board of Directors or the Chief Executive Officer (if the President is not the Chief Executive Officer) may from time to time prescribe. In the event of the absence, inability or refusal to act of the Chief Executive Officer or the President (if the President is not the Chief Executive Officer), the Vice President (or, if there shall be more than one, the Vice Presidents in the order determined by the Board of Directors) shall perform the duties of the Chief Executive Officer and, when so performing such duties, shall have all the powers of and be subject to all the restrictions upon, the Chief Executive Officer.

IV.10. Vice Presidents. Any Vice President shall perform such duties and shall possess such powers as the Board of Directors, the Chief Executive Officer or the President may from time to time prescribe. The Board of Directors may assign to any Vice President the title Executive Vice President, Senior Vice President or any other title selected by the Board of Directors.

IV.11. Treasurer and Assistant Treasurers. The Treasurer shall perform such duties and shall have such powers as may from time to time be assigned to him or her by the Board of Directors, the Chief Executive Officer or the President. In addition, the Treasurer shall perform such duties and have such powers as are incident to the office of treasurer, including without limitation the duty and power to keep and be responsible for all funds and securities of the Corporation, to deposit funds of the Corporation in depositories, to disburse such funds as ordered by the Board of Directors, the Chief Executive Officer or the President, to make proper accounts of such funds, and to render as required by the Board of Directors, the Chief Executive Officer or the President statements of all such transactions and of the financial condition of the Corporation.

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

IV.12. Secretary and Assistant Secretaries. The Secretary shall perform such duties and shall possess such powers as the Board of Directors, the Chief Executive Officer or the President may from time to time prescribe. In addition, the Secretary shall perform such duties and shall have such powers as are incident to the office of the secretary, including without limitation the duty and power to give notices of all meetings of shareholders and Directors, to attend all meetings of shareholders and Directors, to prepare minutes of the meetings of shareholders and Directors, to authenticate the records of the Corporation, to maintain a stock ledger and prepare listSas of shareholders and their addresses as required, to be custodian of corporate records and the corporate seal and to affix and attest to the same on documents.

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

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

IV.13. Salaries. Officers of the Corporation shall be entitled to such salaries, compensation or reimbursement as shall be fixed or allowed from time to time by the Board of Directors.

IV.14. Standard of Conduct for Officers. An officer shall discharge his or her duties: (a) in good faith; (b) with the care that a person in a like position would reasonably exercise under similar circumstances; and (c) in a manner the officer reasonably believes to be in the best interests of the Corporation. In discharging his or her duties, an officer who does not have knowledge that makes reliance unwarranted is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented

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

ARTICLE V

PROVISIONS RELATING TO SHARES

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

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

V.3. Uncertificated Shares. The Board of Directors may authorize the issue of some or all of the shares of any or all of the Corporation's classes or series without certificates. The

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

V.4. Transfers: Record and Beneficial Owners. Subject to the restrictions, if any, stated or noted on the stock certificates, shares of stock may be transferred on the books of the Corporation by the surrender to the Corporation or its transfer agent of the certificate representing such shares properly endorsed or accompanied by a written assignment or power of attorney properly executed, and with such proof of authority or the authenticity of signature as the Corporation or its transfer agent may reasonably require. The Corporation shall be entitled to treat the record holder of shares as shown on its books as the owner of such shares for all purposes, including the payment of dividends and other distributions and the right to vote with respect thereto, regardless of any transfer, pledge or other disposition of such shares until the shares have been transferred on the books of the Corporation in accordance with the requirements of these Bylaws. Notwithstanding anything to the contrary herein, to the extent the Board of Directors has established a procedure by which the beneficial owner of shares that are registered in the name of a nominee will be recognized by the Corporation as a shareholder, the Corporation shall be entitled to treat the beneficial owner of shares as the shareholder to the extent of the rights granted by a nominee certificate on file with the Corporation.

V.5. Replacement of Certificates. The Board of Directors may, subject to applicable law, determine the conditions upon which a new share certificate may be issued in place of any certificate alleged to have been lost, destroyed or wrongfully taken. The Board of Directors may, in its discretion, require the owner of such share certificate, or his or her legal representative, to give a bond, sufficient in its opinion, with or without surety, to indemnify the Corporation against any loss or claim which may arise by reason of the issue of the new certificate.

ARTICLE VI

CORPORATE RECORDS

VI.1. Records to be Kept.

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

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

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

VI.2. Inspection of Records by Shareholders.

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

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

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

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

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

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

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

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

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

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

VI.3. Scope of Inspection Right.

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

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

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

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

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

VI.4. Inspection of Records by Directors. A Director is entitled to inspect and copy the books, records and documents of the Corporation at any reasonable time to the extent reasonably related to the performance of the Director's duties as a Director, including duties as a member of a committee, but not for any other purpose or in any manner that would violate any duty to the Corporation.

ARTICLE VII

INDEMNIFICATION

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

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

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

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

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

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

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

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

VII.2. Indemnification of Directors and Officers.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

VII.4. Procedures for Indemnification; Determination of Indemnification.

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

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

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

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

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

VII.5. Notification and Defense of Claim; Settlements.

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

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

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

VII.6. Partial Indemnification. If a Director or officer is entitled under any provision of this Article VII to indemnification by the Corporation for a portion of the liabilities incurred by him or her or on his or her behalf in connection with any proceeding, but not for the total amount thereof, the Corporation shall nevertheless indemnify such Director or officer for the portion of such liabilities to which such Director or officer is entitled.

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

VII.8. Merger or Consolidation. If the Corporation is merged into or consolidated with another corporation and the Corporation is not the surviving corporation, the surviving corporation shall assume the obligations of the Corporation under this Article VII with respect to any proceeding arising out of or relating to any actions, transactions or facts occurring prior to the date of such merger or consolidation.

VII.9. Application of this Article.

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

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

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

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

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

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

ARTICLE VIII

MISCELLANEOUS

VIII.1. Fiscal Year. Except as otherwise determined from time to time by the Board of Directors, the fiscal year of the Corporation shall in each year end on December 31.

VIII.2. Seal. The seal of the Corporation shall, subject to alteration by the Board of Directors, bear the Corporation's name, the word "Massachusetts" and the year of its incorporation.

VIII.3. Voting of Securities. Except as the Board of Directors may otherwise designate, the Chief Executive Officer, President or Treasurer may waive notice of, and act as, or appoint any person or persons to act as, proxy or attorney-in-fact for the Corporation (with or without power of substitution) at, any meeting of shareholders of any other corporation or organization, the securities of which may be held by the Corporation.

VIII.4. Evidence of Authority. A certificate by the Secretary, an Assistant Secretary or a temporary Secretary as to any action taken by the shareholders, Directors, any committee or any officer or representative of the Corporation shall as to all persons who rely on the certificate in good faith be conclusive evidence of such action.

VIII.5. Articles of Organization. All references in these Bylaws to the Articles of Organization shall be deemed to refer to the Articles of Organization of the Corporation, as amended and in effect from time to time.

VIII.6. Severability. Any determination that any provision of these Bylaws is for any reason inapplicable, illegal or ineffective shall not affect or invalidate any other provision of these Bylaws.

VIII.7. Pronouns. All pronouns used in these Bylaws shall be deemed to refer to the masculine, feminine or neuter, singular or plural, as the identity of the person or persons may require.

ARTICLE IX

AMENDMENTS

IX.1. General. The power to make, amend or repeal these Bylaws shall be in the shareholders. If authorized by the Articles of Organization, the Board of Directors may also make, amend or repeal these Bylaws in whole or in part, except with respect to any provision

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

IX.2. Notice. Not later than the time of giving notice of the meeting of shareholders next following the making, amending or repealing by the Board of Directors of any Bylaw, notice stating the substance of the action taken by the Board of Directors shall be given to all shareholders entitled to vote on amending these Bylaws. Any action taken by the Board of Directors with respect to these Bylaws may be amended or repealed by the shareholders.

IX.3. Quorum and Required Vote.

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

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

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

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

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



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



MARIO J. CHIUCCARIELLO
FIDELITY WELLNESS CENTER INC
38 CHURCH ST
WINCHESTER MA 01890-2522

Why did I receive this notice?

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

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

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

What if I have questions?

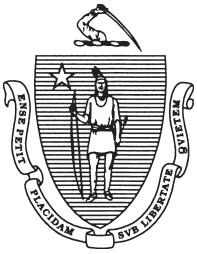
If you have questions, call us at (617) 887-6400 or toll-free in Massachusetts at (800) 392-6089, Monday through Friday, 8:30 a.m. to 4:30 p.m..

Visit us online!

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

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

Edward W. Coyle, Jr., Chief
Collections Bureau



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

William Francis Galvin
Secretary of the
Commonwealth

Date: June 25, 2019

To Whom It May Concern :

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

FIDELITY WELLNESS CENTER, INC.

is a domestic corporation organized on **May 04, 2018** , under the General Laws of the Commonwealth of Massachusetts. I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

Certificate Number: 19060502050

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

Processed by:

Fidelity Wellness Center, Inc.

Dispensing Policy and Procedure

Retail Marijuana Establishment

I. Intent

Fidelity Wellness Center, Inc. is committed to being compliant with The Regulations and any other requirements or sub-regulatory guidance issued by the Massachusetts Cannabis Control Commission (“CNB” or “the Commission”) or any other regulatory agency.

To provide clear and concise instructions for Fidelity Wellness Center, Inc. employees regarding the dispensing of marijuana and marijuana product to consumers that are in compliance with the Regulations.

II. Purpose

The purpose of this policy is to outline the responsibilities of the Company, the Company’s management team and Agents to ensure specific, methodical, and consistent compliance of the Regulations and to ensure that the dispensing of marijuana and marijuana products are in compliance with all regulations and laws.

III. Definitions

Adult-use Cannabis or Marijuana means Marijuana that is cultivated, processed, transferred, tested or sold to adults 21 years of age or older in compliance with 935 CMR 500.000: Adult Use of Marijuana.

Adult-use Cannabis or Marijuana Products means Marijuana Products that are processed manufactured, transferred, tested or sold to adults 21 years of age or older in compliance with 935 CMR 500.000: Adult Use of Marijuana.

Cannabis or Marijuana Products means cannabis or marijuana and its products unless otherwise indicated. Cannabis or Marijuana Products includes products that have been manufactured and contain cannabis or marijuana or an extract from cannabis or marijuana, including concentrated forms of marijuana and products composed of marijuana and other ingredients that are intended for use or consumption, including edible products, beverages, topical products, ointments, oils and tinctures. Cannabis or marijuana products are the equivalent of marijuana-infused products (MIPs) defined in 935 CMR 501.003: Definitions.

Consumer means a person who is 21 years of age or older.

Customer means a consumer.

Edible Marijuana-infused Products (Edible MIPs) means a Marijuana-infused Product (MIP) that is to be consumed by eating or drinking. Edible MIPs are the equivalent of edible marijuana products under 935 CMR 500.000: Adult Use of Marijuana.

Law Enforcement Authorities means local law enforcement unless otherwise indicated.

Marijuana Establishment Agent means a board member, director, employee, executive, manager, or volunteer of a Marijuana Establishment, who is **21 years of age or older**.

Employee includes a consultant or contractor who provides on-site services to a Marijuana Establishment related to the cultivation, harvesting, preparation, packaging, storage, testing, or dispensing of marijuana.

Proof of Identification means a government issued photograph that contains the name, date of birth, physical description and signature of the individual and is currently valid (in other words, not expired). Fidelity Wellness will only accept the following forms of proof of identification that include all of the above criteria;

1. Massachusetts driver's license
2. Massachusetts Issued ID card
3. Out-of-state driver's license or ID card
4. Government issued Passport
5. U.S. Military I.D.

Visitor means an individual, other than a Marijuana Establishment Agent authorized by the Marijuana Establishment, on the premises of an establishment for a purpose related to its operations and consistent with the objectives of St. 2016, c. 334, as amended by St. 2017, c. 55 and 935 CMR 500.000, provided, however, that **no such individual shall be younger than 21 years old.**

IV. Requirements

Pursuant to 935 CMR 500.140, Fidelity Wellness will ensure that upon entry into our facility by an individual, a Fidelity Wellness Agent will immediately inspect the individual's proof of identification and determine the individual's age. No one will be admitted to the premises unless the Agent has verified that the individual is 21 years of age or older by an individual's proof of identification.

Pursuant to 935 CMR 500.140(4) and in accordance with M.G.L. c. 94G, § 7, Fidelity Wellness Center, Inc. will not sell more than one ounce of marijuana or five grams of marijuana concentrate to an individual.

Pursuant to 935 CMR 500.140(5), Fidelity Wellness:

1. Will refuse to sell marijuana to any consumer who is unable to produce valid proof of identification.
2. Will refuse to sell marijuana products to a consumer if, in the opinion of a Fidelity Wellness Agent based on the information available to the agent at that time, the individual or the public would be placed at risk.
3. Will not sell to a consumer more than one ounce of marijuana or five grams of marijuana concentrate per transaction.
4. Will not sell or offer for sale marijuana products containing nicotine.
5. Will not sell or offer for sale marijuana products containing alcohol, if sales of such alcohol would require licensure pursuant to M.G.L. c. 138.

Fidelity Wellness Center, Inc.:

1. Will only utilize a point-of-sale (POS) system approved by the Commission, in consultation with the DOR.
2. Will utilize a sales recording module approved by the DOR.

3. Will not utilize software or other methods to manipulate or alter sales data.
4. Will conduct a monthly analysis of its equipment and sales data to determine that no software has been installed that could be utilized to manipulate or alter sales data and that no other methodology has been employed to manipulate or alter sales data. A Marijuana Retailer shall maintain records that it has performed the monthly analysis and produce it upon request to the Commission. If a retailer determines that software has been installed for the purpose of manipulation or alteration of sales data or other methods have been utilized to manipulate or alter sales data:
 - a. it shall immediately disclose the information to the Commission;
 - b. it shall cooperate with the Commission in any investigation regarding manipulation or alteration of sales data; and
 - c. take such other action directed by the Commission to comply with 935 CMR 500.105.
5. Will comply with 830 CMR 62C.25.1: Record Retention and DOR Directive 16-1 regarding recordkeeping requirements.
6. Will adopt separate accounting practices at the point-of-sale for marijuana and marijuana product sales, and non-marijuana sales.
7. Understands that the Commission and the DOR may audit and examine the point-of-sale system used by a retailer in order to ensure compliance with Massachusetts tax laws and 935 CMR 500.000.

Fidelity Wellness will make available educational materials about marijuana products to consumers. We will have an adequate supply of current educational material available for distribution. These materials will be available in commonly spoken languages designated by the Commission, which will include, but not be limited to appropriate materials for the visually and hearing-impaired. These materials will be made available for inspection by the Commission upon request. The Commission will establish fines or other civil penalties for a Marijuana Establishment's failure to provide these materials. These educational materials must include at least the following:

1. A warning that marijuana has not been analyzed or approved by the FDA, that there is limited information on side effects, that there may be health risks associated with using marijuana, and that it should be kept away from children;
2. A warning that when under the influence of marijuana, driving is prohibited by M.G.L. c. 90, § 24, and machinery should not be operated;
3. Information to assist in the selection of marijuana, describing the potential differing effects of various strains of marijuana, as well as various forms and routes of administration;
4. Materials offered to consumers to enable them to track the strains used and their associated effects;
5. Information describing proper dosage and titration for different routes of administration. Emphasis shall be on using the smallest amount possible to achieve the desired effect. The impact of potency must also be explained;
6. A discussion of tolerance, dependence, and withdrawal;
7. Facts regarding substance abuse signs and symptoms, as well as referral information for substance abuse treatment programs;
8. A statement that consumers may not sell marijuana to any other individual;

9. Information regarding penalties for possession or distribution of marijuana in violation of Massachusetts law; and

10. Any other information required by the Commission.

No marijuana product, including marijuana, will be sold or otherwise marketed by Fidelity Wellness that is not capable of being tested by Independent Testing Laboratories, except as allowed under 935 CMR 500.000. The product must be deemed to comply with the standards required under 935 CMR 500.160.

Consumer Access to the Facility

Consumers access to the retail areas of the facility will be done through the main entrance. The main entrance is locked at all times and the customer must present an authorized government issued ID card to either a Fidelity Wellness Agent (“Agent”) or to a video intercom located adjacent to the door. Once that ID is presented, the door will be opened, and the customer can access the waiting area.

The waiting areas is, in essence, a mantrap where the customer must go through another secure door to access the sales floor. This area will be used to limit the number of customers in the sales area. For security reasons there will be a limit on the number of customers in the sales area. In the waiting area an Agent will take the ID and verify that the ID is valid, and that the customer is 21 or older.

1. To verify a customer is 21 or older an Agent must receive and examine from the customer one of the following authorized government issued ID Cards;
 - a. Massachusetts Issued driver’s license
 - b. Massachusetts Issued ID card
 - c. Out-of-state driver’s license or ID card (with photo)
 - d. Passport
 - e. U.S. Military I.D.
2. To verify the age of the customer the Agent will use an Age Verification Smart ID Scanner that will be supplied by Fidelity Wellness.
 - a. In the event that the ID is not a scannable ID, or if for any reason the scanner is not operational or available or if the ID is questionable the Agent must use the **FLAG** methodology of ID verification:

F. Feel

- ✓ Have the customer remove the ID from their wallet or plastic holder (never accept a laminated document).
- ✓ Feel for information cut-out or pasted on (especially near photo and birth date areas).
- ✓ Feel the texture – most driver’s license should feel smooth, or (depending on your State) they will have an identifying texture.

L. Look

- ✓ Look for the State seals or water marks; these seals are highly visible without any special light.

- ✓ Look at the photograph. Hairstyles, eye makeup and eye color can be altered, so focus your attention on the person's nose and chin as these features don't change. When encountering people with beards or facial hair, cover the facial hair portion of the photo and concentrate on the nose or ears.
- ✓ Look at the height and weight. They should reasonably match the person.
- ✓ Look at the date of birth and do the math!
- ✓ Compare the age on the ID with the person's apparent age.
- ✓ Look at the expiration date. If the ID has expired, it is not acceptable.
- ✓ If needed, compare the ID to the book of Government Issued ID's.

A. Ask

- ✓ Ask questions of the person, such as their middle name, zodiac sign, or year of high school graduation. Ask them the month they were born. If they respond with a number, they may be lying. If the person is with a companion, ask the companion to quickly tell you the person's name.
- ✓ If you have questions as to their identity, ask the person to sign their name, and then compare signatures.

G. Give Back

- ✓ If the ID looks genuine, give the ID back to the customer and allow entry.

Access to the Sales Floor

On the sales floor, customers will have access to marketing material, educational material and displays of non-marijuana products. There will also be video monitors located in the sales area showing the days menu of items.

Sales Agents are encouraged to engage customers in conversation and allow them to ask questions about the products, delivery methods and other product questions.

If a customer does not speak English or is visually or hearing impaired, the Facility Manager will be notified. Pursuant to our Interpreter Policy and Procedure the Facility Manager will implement our interpretation procedure:

- a. For Language barriers we will provide telephone interpretation services to all non-English speaking customers. This service connects a live human interpreter via phone. During these appointments, interpretation is consecutive which means the interpreter waits until the speaker is finished to convert what was said from one language to another.
- b. For visually impaired customers we will have our forms and education materials transcribed in a process that meets or exceeds the standards set forth by the Braille Authority of North America (BANA) and Unified English Braille (UEB).
 - i. Our Sales Agents will also offer verbal translation of the material in a confidential area to all visually impaired customers.

- ii. For the hearing-impaired customers, we will contract with a contractor that offers video interpretation in American Sign Language.

At the sales counter customers will have their ID's scanned again at the POS station. A first-time customer may be asked other questions regarding their product preferences, usage habits or other data. They will also be given customer education materials if they wish.

Fidelity Wellness will only sell marijuana and marijuana products that are pre-packed for individual sale. Customers will place their order with the sales agent. The sales agent will:

- a. Submit the order to the fulfillment area;
- b. Once the entire order has been retrieved the Sales Agent will enter or scan each individual stock keeping unit (SKU) in to the POS System.
- a. Our POS system will not allow over 1 ounce of marijuana flower product or more than 5 grams of concentrate to be entered into a single transaction.
- c. After the order has been entered into the POS system the customer will pay the Sales Agent in cash or electronically with a Debit Card (if allowed).
- d. Before placing the order into an exit-bag the Sales Agent will ensure that each individual item is contained in a Tamper and Child-resistant package.
- e. The Sales Agent will then place the order in an exit bag, staple the bag closed and give the order and the paper receipt to the customer.

After the sale has been completed the customer will exit through the waiting area and main entrance.

Fidelity Wellness Diversity Plan

Intent

Fidelity Wellness will ensure that our Diversity Plan will include operations of our Marijuana Establishment will attract, hire, contract, promote, and retain contractors, executive, employees, managers and service providers. We have tailored our Diversity Plan to promote equity, ensuring everyone is treated the same.

It is the policy of Fidelity Wellness to promote principles of diversity management that will enhance the level of effectiveness and efficiency of its programs. It is also our policy to promote equity among the following demographics; minorities, women, veterans, people with disabilities and people of all gender identities and sexual orientations.

Purpose

The purpose of this policy is to outline the responsibilities of the Company, the Company's management team and Agents to ensure that Fidelity Wellness is a diverse and inclusive company that promotes a discrimination-free, and equitable work environment, providing opportunities for all employees to use their diverse talents to support the company's mission.

Fidelity Wellness will comply with the requirements of 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of every Marijuana Establishment.

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

Plan Population

1. Minorities;
2. Women;
3. Veterans;
4. People with disabilities; and
5. People who are LGBTQ and/or identify as a non-normative sexual identity.

Goals

Fidelity Wellness is committed to achieving the following goals though this plan includes;

1. Fidelity Wellness workplace and management team will be as diverse as possible to increase the number of individuals falling into the Plan Population working in the marijuana establishment and providing tools to ensure their success. This goal will include attracting and retaining qualified employees with no regard to race, gender, disability, sexual orientation, or any other non-merit factor. Our goal is to have the following workforce demographic:
 - 50% female and
 - 30% will meet the criteria of the Plan Population outlined above excluding gender.
2. Fidelity Wellness will increase the number of individuals in the above listed demographics in management and executive positions in our establishment and will provide them tools to ensure their success.

Programs

Recruitment and Hiring Program

Fidelity Wellness looks to recruit and hire diverse employees among minorities, women, veterans, people with disabilities, and people who are LGBTQ and/or identify as a non-normative sexual identity in the operation of our company. To promote equity within our diverse staffing, Fidelity Wellness will;

1. Give hiring preference to individuals who meet the criteria of the Plan Populations that are outlined above.
2. Institute a “blind hiring” policy that anonymizes or “blinds” demographic-related information about a candidate from the recruiter or hiring manager that can lead to bias regarding the candidate.
3. Provide constant training for Human Resources staff and Hiring Managers that address unconscious bias and cultural sensitivity.
 - a. Our Hiring Manager(s) will receive this training at least 60 days prior to our projected opening date and prior to the hiring of any employees for our Retail Marijuana Establishment. Yearly training will be performed as well.
4. Promote our Diversity Hiring policy on recruitment websites, our social media presence and traditional hiring platforms. We will target our job postings to the communities of Abington and Braintree.
 - a. We will post all employment opportunities with MassHire Quincy Career Center. In addition to posting employment opportunities with MassHire Quincy Career Center, we will also promote our job fairs through this organization.
 - i. Our first job fair will be held approximately 60 days prior to our expected opening date.
 - ii. Second and subsequent job fairs will be held as needed.
 - b. All job postings will clearly promote our hiring priorities and encourage individuals who fall into the Plan to apply.
 - c. We will work directly with local veteran organizations, including the Braintree American Legion, and the Rockland Eagles to notify their members of any and all hiring fairs and open positions and will actively recruit veterans.

Inclusion and Retention Program

Fidelity Wellness is determined to provide a work environment that is a diverse and inclusive workplace where employees and stakeholders form long term relationships and tenure. We encourage a broad range of opinions, ideas and perspectives that drives creativity, innovation and excellence. Our goal is to ensure that every employee, contractor and visitor feels safe, respected, welcome, comfortable, supported and accepted. To ensure inclusion in our workplace Fidelity Wellness will:

1. Provide training to all employees regarding inclusion in the workplace.
 - a. This training will be conducted as part of the new employee training curriculum and annually during in-service trainings.

2. Provide advanced training to managers to continue to foster an inclusive workplace environment.
 - a. This training will occur within 60 days of the manager being hired/promoted and annually thereafter.
3. Implement a Non-Discrimination, Harassment and Retaliation Policy. This policy will include provisions for responding to complaints, discipline for non-compliance and evaluation of the circumstances to see if this plan needs improvements.
4. Periodically evaluate the workplace climate through observations, employee meetings and individual conversations with employees to ensure our workplace is inclusive.

PLAN MEASUREMENT

Fidelity Wellness will perform an ongoing and comprehensive evaluation of this plan to ensure that it accomplishes our 2 goals. We will produce a full report annually which outlines this policy, data collected, whether the goals have been met and if any changes are necessary. This report will be made available to the Commonwealth of Massachusetts. Fidelity Wellness Managers and appropriate community leaders will meet to discuss the report and make any necessary adjustments. 45 days prior to our License renewal this report will be completed and available for review by the Commission.

This report, at a minimum will include:

1. The demographics of all employees and applicants;
2. Number of hires versus actual hires, where the employees and/or applicants came from, their training, pay, benefits, and advancement;
3. Report of workplace environment that includes feedback from employees;
4. Rate of retention of all employees and
5. Conclusions and recommendations.

60 days prior to License renewal, and annually thereafter Fidelity Wellness will produce a comprehensive report on our Goals and Programs which will outline the metrics for each program and whether we have met our goals. This report will be made available to the Commission.

Fidelity Wellness Managers and appropriate community stakeholders will meet to discuss the report and make any necessary adjustments.

Fidelity Wellness Center, Inc.

Maintaining Financial Records Policy and Procedure

Retail Marijuana Establishment

I. Intent

Fidelity Wellness is committed to being compliant with all regulations outlined in 935 CMR 500.000 et. seq. (“the Regulations”) and any other requirements or sub-regulatory guidance issued by the Massachusetts Cannabis Control Commission (“CNB” or “the Commission”) or any other regulatory agency.

To provide clear and concise instructions for Fidelity Wellness employees regarding the Maintenance of Financial Records that are in compliance with the Regulations.

II. Purpose

The purpose of this policy is to outline the responsibilities of the Company, the Company’s management team and Agents to ensure specific, methodical, and consistent compliance of the Regulations and to ensure that our financial records are maintained in a compliant manner in compliance with all regulations and laws.

III. Policy

All Fidelity Wellness financial records will be kept and maintained according to generally accepted accounting principles. Our CFO is responsible for all accounting responsibilities and will engage the services of external Accountants and Tax Professionals to ensure proper accounting compliance. We will also hire or engage as a contractor a bookkeeper with experience in business accounting to assist in the maintaining of these records.

1. All Fidelity Wellness financial/business records will be available for inspection to the Commission upon request.
2. Fidelity Wellness will maintain all business records in Manual and electronic (computerized) form. These records include, but are not limited to;
 - a. Assets and liabilities;
 - b. Monetary transactions;
 - c. Books of accounts, which shall include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
 - d. Sales records including the quantity, form, and cost of marijuana products; and
 - e. Salary and wages paid to each employee, stipend paid to each board member, and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with a Marijuana Establishment, including members of the nonprofit corporation, if any.

In relation to the maintenance of financial records, Fidelity Wellness Center, Inc. will incorporate the following into our business operations;

1. Fidelity Wellness will engage the services of a professional payroll and human resources company to assist in Human resources management and payroll services for our employees.
2. Fidelity Wellness has and will maintain a banking relationship with Century Bank to provide banking services for our company.
3. Fidelity Wellness will use up to date financial software programs for all financial transactions.
4. Fidelity Wellness does not plan to make cash transactions with other Marijuana Establishments. All transactions will be done through traditional banking transactions including checks, wire transfers or credit cards.
5. On an annual basis Fidelity Wellness will engage the services of an independent certified public accountant who is preferably experienced in the legal marijuana industry, to conduct a financial audit of Fidelity Wellness's finances (books).
6. Fidelity Wellness will engage the services of an industry experienced tax professional for the filing of all required state and federal tax documents.
7. At the end of each business day a reconciliation audit will be done on each POS station by the Facility Manager or designee.
8. Comprehensive financial audits will be done at the end of every day by the CFO or designee. At the discretion of the CFO the frequency of these audits may be changed to weekly and then monthly.
9. At a minimum, a comprehensive audit by the CFO or designee of all sales transactions will be completed every month.
10. For the first year of operation the CFO will conduct a comprehensive audit of all of the facility's financial records every 3 months and report their findings to the CEO and COO.

Access to the Commission

Fidelity Wellness electronic and hard copy (written) records will be available to the Commission upon request pursuant to 935 CMR 500.105(9). The records will be maintained in accordance with generally accepted accounting principles. All written records required in any section of 935 CMR 500.000 are subject to inspection.

Access to the Massachusetts Department of Revenue ("DOR")

Fidelity Wellness books, records, papers and other data will be made available upon request by the DOR. Accounting records and information in electronic format will be provided in a searchable electronic format if requested by the Commission of the DOR. Any additional reports and schedules relating to the preparation of tax returns will be maintained and made available upon request. Inventory system data as well as any additional purchase reports, schedules or documentation that reconcile to other books and records, such as purchase journals or a general ledger, will also be maintained and made available upon request.

These records will be kept so long as their contents are material in the administration of Massachusetts tax laws. At a minimum, unless the DOR Commissioner consents in writing to an earlier destruction, the records will be preserved until the statute of limitations for making additional assessments for the period for which the return was due has expired. The DOR may require a longer retention period, such as when the records are the subject of an audit, court case, or other proceeding.

Additionally, Fidelity Wellness will comply with all records retention requirements outlined in the DOR Regulations including but limited to 830 CMR 62C.25.1: Record Retention.

Point of Sale (POS) Systems

Fidelity Wellness will utilize a POS system that complies with the requirements in G.L. c. 62C, § 25; 830 CMR 62C.25.1 (the Records Retention Regulation); and the Massachusetts Department of Revenue (“DOR”) Directive 16-1 “*Recordkeeping Requirements for Sales and Use Tax Vendors Utilizing Point of Sale (POS) Systems*”. The POS System will be approved by the Commission.

1. Our POS system will record all transactions in a manner that will allow the DOR to verify what was sold and whether the appropriate amount of tax was collected. Along with the data in the POS system, Fidelity Wellness will maintain the following records:
 - a. A journal or its equivalent, which records daily all non-cash transactions affecting accounts payable;
 - b. A cash journal or its equivalent, which records daily all cash receipts and cash disbursements, including any check transactions;
 - c. A sales slip, invoice, cash register tape, or other document evidencing the original transaction, which substantiates each entry in the journal or cash journal;
 - d. Memorandum accounts, records or lists concerning inventories, fixed assets or prepaid items, except in cases where the accounting system clearly records such information; and
 - e. A ledger to which totals from the journal, cash journal and other records have been periodically posted. The ledger must clearly classify the individual accounts receivable and payable and the capital account.
2. Each POS transaction record will provide enough detail to independently determine the taxability of each sale and the amount of tax due and collected. Information on each sales transaction will include, but is not limited to the:
 - a. individual item(s) sold,
 - b. selling price,
 - c. tax due,
 - d. invoice number,
 - e. date of sale,
 - f. method of payment, and
 - g. POS terminal number and POS transaction number.
3. Fidelity Wellness will maintain auditable internal controls to ensure the accuracy and completeness of the transactions recorded in the POS system. The audit trail details include, but are not limited to:
 - a. Internal sequential transaction numbers;
 - b. Records of all POS terminal activity; and
 - c. Procedures to account for voids, cancellations, or other discrepancies in sequential numbering.
 - d. The POS audit trail or logging functionality must be activated and operational at all times, and it must record:

- e. Any and all activity related to other operating modes available in the system, such as a training mode; and
 - f. Any and all changes in the setup of the system.
4. Fidelity Wellness will comply with the provisions of 935 CMR 500.140(6): Recording Sales.
- a. Fidelity Wellness will only utilize a point-of-sale (POS) system approved by the Commission, in consultation with the DOR.
 - b. Fidelity Wellness may utilize a sales recording module approved by the DOR.
 - c. Fidelity Wellness will not utilize software or other methods to manipulate or alter sales data.
 - d. Fidelity Wellness will conduct a monthly analysis of our equipment and sales data to determine that no software has been installed that could be utilized to manipulate or alter sales data and that no other methodology has been employed to manipulate or alter sales data. Fidelity Wellness will maintain records that it has performed the monthly analysis and produce it upon request to the Commission. If Fidelity Wellness determines that software has been installed for the purpose of manipulation or alteration of sales data or other methods have been utilized to manipulate or alter sales data:
 - i. We will immediately disclose the information to the Commission;
 - ii. We will cooperate with the Commission in any investigation regarding manipulation or alteration of sales data; and
 - iii. We will take such other action directed by the Commission to comply with 935 CMR 500.105.
 - e. Fidelity Wellness will comply with 830 CMR 62C.25.1: Record Retention and DOR Directive 16-1 regarding recordkeeping requirements.
 - f. Fidelity Wellness will adopt separate accounting practices at the point-of-sale for marijuana and marijuana product sales, and non-marijuana sales.
 - g. Fidelity Wellness will allow the Commission and the DOR may audit and examine our point-of-sale system in order to ensure compliance with Massachusetts tax laws and 935 CMR 500.000.

Fidelity Wellness Center, Inc.

Personnel and Background Check Policy

Retail Marijuana Establishment

Intent

To provide clear and concise instructions for Fidelity Wellness employees regarding Personnel Policies that are compliant with the regulations.

Fidelity Wellness Center, Inc. is committed to being compliant with all regulations outlined in 935 CMR 500.000 et. seq. (“the Regulations”) and any other requirements or sub-regulatory guidance issued by the Massachusetts Cannabis Control Commission (“CNCB” or “the Commission”) or any other regulatory agency.

Purpose

The purpose of this policy is to outline the responsibilities of the company, the company’s management team and agents to ensure specific, methodical, and consistent compliance of the regulations and to ensure that our personnel policies are compliant with all relevant regulations and laws.

Personnel Records

Fidelity Wellness will maintain the following information in personnel records:

1. Job descriptions for each employee and volunteer position, as well as organizational charts consistent with the job descriptions;
2. A personnel record for each Fidelity Wellness Agent. Such records shall be maintained for at least 12 months after termination of the individual’s affiliation with Fidelity Wellness and shall include, at a minimum, the following:
 - a. All materials submitted to the Commission pursuant to 935 CMR 500.030(2);
 - b. Documentation of verification of references;
 - c. The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision;
 - d. Documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the individual indicating the date, time, and place he or she received said training and the topics discussed, including the name and title of presenters;
 - e. Documentation of periodic performance evaluations;
 - f. A record of any disciplinary action/performance issues; and
 - g. Notice of completed responsible vendor and eight-hour related duty training.
3. A staffing plan that will demonstrate accessible business hours;
4. Personnel policies and procedures; and
5. All background check reports obtained in accordance with 935 CMR 500.030.

These personnel records will be held electronically and in hard copy. The electronic records will be stored in a secure server with encryption software that protects against unauthorized access to the files. Access to

the electronic records will only be allowed to Fidelity Wellness Management Agents who require access as part of their job duties. Hard Copy (written records) will be stored in a secure, locked cabinet, in a locked room accessible to only Fidelity Wellness Management Agents who require access. These records will be made available for inspection by the Commission upon request.

Fidelity Wellness Center, Inc. Agents

All Fidelity Wellness board members, directors, employees, executives, managers and volunteers will register with the Commission as Fidelity Wellness Marijuana Establishment Agents. For clarity, an employee means, any consultant or contractor who provides on-site services to a Marijuana Retail Establishment related to the packaging, storage, testing, or dispensing of marijuana.

All Fidelity Wellness Agents shall:

1. Be 21 years of age or older;
2. Not been convicted of an offense in the Commonwealth involving the distribution of controlled substances to minors, or a like violation of the laws of another state, the United States or foreign jurisdiction, or a military, territorial, or Native American tribal authority; and;
3. Be determined suitable for registration consistent with the provisions of 935 CMR 500.800 and 500.802.

Fidelity Wellness will submit to the Commission an application for every Fidelity Wellness Agent. The application will include;

1. The full name, date of birth, and address of the individual;
2. All aliases used previously or currently in use by the individual, including maiden name, if any;
3. A copy of the applicant's driver's license, government-issued identification card, liquor purchase identification card issued pursuant to M.G.L. c. 138, § 34B, or other verifiable identity document acceptable to the Commission;
4. An attestation that the individual will not engage in the diversion of marijuana products;
5. Written acknowledgment by the applicant of any limitations on his or her authorization to cultivate, harvest, prepare, package, possess, transport, and dispense marijuana in the Commonwealth;
6. Background information, including, as applicable:
 - a. A description and the relevant dates of any criminal action under the laws of the Commonwealth, or another state, the United States or foreign jurisdiction, or a military, territorial, or Native American tribal authority, whether for a felony or misdemeanor and which resulted in conviction, or guilty plea, or plea of nolo contendere, or admission of sufficient facts;
 - b. A description and the relevant dates of any civil or administrative action under the laws of the Commonwealth, another state, the United States or foreign jurisdiction, or a military, territorial, or Native American tribal authority relating to any professional or occupational or fraudulent practices;
 - c. A description and relevant dates of any past or pending denial, suspension, or revocation of a license or registration, or the denial of a renewal of a license or registration, for any type of business or profession, by any federal, state, or local government, or any foreign jurisdiction;
 - d. A description and relevant dates of any past discipline by, or a pending disciplinary action or unresolved complaint by, the Commonwealth, or a like action or complaint by another state, the United States or foreign jurisdiction, or a military, territorial, or Native American

tribal authority with regard to any professional license or registration held by the applicant;
and

7. A nonrefundable application fee paid by the Marijuana Establishment with which the marijuana establishment agent will be associated; and
8. Any other information required by the Commission.

Fidelity Wellness agents will register with the Department of Criminal Justice Information Systems pursuant to 803 CMR 2.04: iCORI Registration and will submit to the Commission a Criminal Offender Record Information (CORI) report and any other background check information required by the Commission for each individual for whom Fidelity Wellness seeks a marijuana establishment agent registration which was obtained within 30 days prior to submission.

Fidelity Wellness will notify the Commission no more than one business day after a Fidelity Wellness Agent ceases to be associated with the establishment. The registration shall be immediately void when the agent is no longer associated with the establishment.

The Agent registration card is valid for one year from the date of issue, Fidelity Wellness will renew each Fidelity Wellness Agent Registration Card on an annual basis upon a determination by the Commission that the applicant for renewal continues to be suitable for registration.

After obtaining a registration card for a Fidelity Wellness Agent registration card, Fidelity will notify the Commission, in a form and manner determined by the Commission, as soon as possible, but in any event, within five business days of any changes to the information that the establishment was previously required to submit to the Commission or after discovery that a registration card has been lost or stolen.

All agents will carry the registration card at all times while in possession of marijuana products, including at all times while at the establishment or while transporting marijuana products.

Background Checks

Fidelity Wellness will comply with all Background Check requirements in the regulations and any other sub-regulatory guidance issued by the Commission.

1. **Application Process-** During the application process, Fidelity Wellness will complete the Background Check Packet as outlined in 935 CMR 500.101(1)(b) which includes;
 - a. The list of individuals and entities in 935 CMR 500.101(1)(a)1. (all executives, managers, persons or entities having direct or indirect authority over the management, policies, security operations or cultivation operations of the Marijuana Establishment; close associates and members of the applicant, if any; and a list of all persons or entities contributing 10% or more of the initial capital to operate the Marijuana Establishment including capital that is in the form of land or buildings);
 - b. Information for each individual identified in 935 CMR 500.101(1)(a)1., which shall include:
 - i. The individual's full legal name and any aliases;
 - ii. The individual's address;
 - iii. The individual's date of birth;
 - iv. A photocopy of the individual's driver's license or other government-issued identification card;
 - v. A CORI Acknowledgment Form, pursuant to 803 CMR 2.09: Requirements for Requestors to Request CORI, provided by the Commission, signed by the individual and notarized;

- vi. Authorization to obtain a full set of fingerprints, in accordance with M.G.L. c. 94G, § 21, submitted in a form and manner as determined by the Commission;
- c. Relevant Background Check Information. Applicants for licensure will also be required to provide information detailing involvement in any criminal or civil or administrative matters:
 - i. A description and the relevant dates of any criminal action under the laws of the Commonwealth, or another state, the United States or foreign jurisdiction, or a military, territorial, or Native American tribal authority, whether for a felony or misdemeanor including, but not limited to, action against any health care facility or facility for providing marijuana for medical or recreational purposes, in which those individuals either owned shares of stock or served as board member, executive, officer, director or member, and which resulted in conviction, or guilty plea, or plea of nolo contendere, or admission of sufficient facts;
 - ii. A description and the relevant dates of any civil action under the laws of the Commonwealth, another state, the United States or foreign jurisdiction, or a military, territorial, or Native American tribal authority, including, but not limited to a complaint relating to any professional or occupational or fraudulent practices;
 - iii. A description and relevant dates of any past or pending legal or enforcement actions in any other state against any board member, executive, officer, director or member, or against any entity owned or controlled in whole or in part by them, related to the cultivation, processing, distribution, or sale of marijuana for medical or recreational purposes;
 - iv. A description and the relevant dates of any administrative action, including any complaint, order or disciplinary action, by the Commonwealth, or like action by another state, the United States or foreign jurisdiction, or a military, territorial, or Native American tribal authority, including, but not limited to any complaint or issuance of an order relating to the denial, suspension, or revocation of a license, registration, or certification;
 - v. A description and relevant dates of any administrative action, including any complaint, order or disciplinary action, by the Commonwealth, or a like action by another state, the United States or foreign jurisdiction, or a military, territorial, Native American tribal authority or foreign jurisdiction, with regard to any professional license, registration, or certification, held by any board member, executive, officer, director, or member that is part of the applicant's application, if any;
 - vi. A description and relevant dates of actions against a license to prescribe or distribute controlled substances or legend drugs held by any board member, executive, officer, director or member that is part of the applicant's application, if any; and
 - vii. Any other information required by the Commission.

Fidelity Wellness will not present any individual in our application whose background check will result in a Mandatory Disqualification or Presumptive Negative Suitability Determination as outlined in Table A of 935 CMR 500.801.

2. **Background Checks not included in the Application Process-** For all Marijuana Establishment Agent Registrations not included in the application process Fidelity Wellness will submit Marijuana Establishment Agent applications for all required individuals. Fidelity Wellness will

perform its own due diligence and perform background checks, including a CORI report, in the hiring of employees and contractors and will not knowingly submit an employee or contractor's application if the background check would result in a Mandatory Disqualification or Presumptive Negative Suitability Determination as outlined in Table B: Retail and Transporter Marijuana Establishment Agents, under 935 CMR 500.802.

Equal Opportunity Employment Policy

It is the policy of Fidelity Wellness to provide equal employment opportunities to all employees and employment applicants without regard to unlawful considerations of race, religion, creed, color, national origin, sex, pregnancy, sexual orientation, gender identity, age, ancestry, physical or mental disability, genetic information, marital status or any other classification protected by applicable local, state or federal laws. This policy prohibits unlawful discrimination based on the perception that anyone has any of those characteristics or is associated with a person who has or is perceived as having any of those characteristics. This policy applies to all aspects of employment, including, but not limited to, hiring, job assignment, working conditions, compensation, promotion, benefits, scheduling, training, discipline and termination.

Fidelity Wellness expects all employees to support our equal employment opportunity policy, and to take all steps necessary to maintain a workplace free from unlawful discrimination and harassment and to accommodate others in line with this policy to the fullest extent required by law. For example, Fidelity Wellness will make reasonable accommodations for employees' observance of religious holidays and practices unless the accommodation would cause an undue hardship on Fidelity's operations. If an employee desires a religious accommodation, they are required to make the request in writing to their manager as far in advance as possible. Employees requesting accommodations are expected to attempt to find co-workers who can assist in the accommodation (e.g. trade shifts) and cooperate with Fidelity Wellness in seeking and evaluating alternatives.

Moreover, in compliance with the Americans with Disabilities Act (ADA), Fidelity Wellness will provide reasonable accommodations to qualified individuals with disabilities to the fullest extent required by law. Fidelity Wellness may require medical certification of both the disability and the need for accommodation. Keep in mind that Fidelity Wellness can only seek to accommodate the known physical or mental limitations of an otherwise qualified individual. Therefore, it is the employees' responsibility to come forward if they are in need of an accommodation. Fidelity Wellness will engage in an interactive process with the employee to identify possible accommodations, if any will help the applicant or employee perform the job.

Anti-Harassment and Sexual Harassment Policy

Fidelity Wellness will promote a workplace that is free from discrimination and harassment, whether based on race, color, gender, age, religion, creed, national origin, ancestry, sexual orientation, marital status or disability. Inappropriate interference with the ability of Fidelity Wellness employees to perform their expected job duties will not be tolerated.

It is illegal and against Fidelity Wellness Center, Inc.'s policy for any employee, male or female, to harass another employee. Examples of such harassment include making sexual advances or favors or other verbal or physical conduct of a sexual nature a condition of any employee's employment; using an employee's submission to or rejection of such conduct as the basis for, or as a factor in, any employment decision affecting the individual; or otherwise creating an intimidating, hostile, or offensive working environment by such conduct.

The creation of an intimidating, hostile, or offensive working environment may include but is not limited to such actions as persistent comments on an employee's sexual preferences, the display of obscene or sexually oriented photographs or drawings, or the telling of sexual jokes. Conduct or actions that arise out of a personal or social relationship and that are not intended to have a discriminatory employment effect

may not be viewed as harassment. Fidelity Wellness will determine whether such conduct constitutes sexual harassment, based on a review of the facts and circumstances of each situation.

Fidelity Wellness will not condone any sexual harassment of its employees. All employees, including supervisors and managers, will be subject to severe discipline, up to and including discharge, for any act of sexual harassment they commit.

Fidelity Wellness will not condone sexual harassment of its employees by non-employees, and instances of such harassment should be reported as indicated below for harassment by employees.

If you feel victimized by sexual harassment you should report the harassment to your manager immediately. If your immediate manager is the source of the alleged harassment, you should report the problem to the Human Resources Department.

Managers who receive a sexual harassment complaint should carefully investigate the matter, questioning all employees who may have knowledge of either the incident in question or similar problems. The complaint, the investigative steps and findings, and disciplinary actions (if any) should be documented as thoroughly as possible.

Any employee who makes a complaint, or who cooperates in any way in the investigation of same, will not be subjected to any retaliation or discipline of any kind.

In addition to the above, if you believe you have been subjected to sexual harassment, you may file a formal complaint with either or both of the government agencies set forth below. Using our complaint process does not prohibit you from filing a complaint with these agencies. Each of the agencies has a short time period for filing a claim (EEOC - 300 days; MCAD - 300 days).

The United States Equal Employment Opportunity Commission ("EEOC") One Congress Street, 10th Floor Boston, MA 02114, (617) 565-3200.

The Massachusetts Commission Against Discrimination ("MCAD") One Ashburton Place, Rm. 601, Boston, MA 02108, (617) 994-6000.

Americans with Disability Act

Fidelity Wellness strongly supports the policies of the Americans with Disabilities Act and is completely committed to treating all applicants and employees with disabilities in accordance with the requirements of that act. Fidelity Wellness judge's individuals by their abilities, not their disabilities, and seeks to give full and equal employment opportunities to all persons capable of performing successfully in the company's positions. Fidelity will provide reasonable accommodations to any persons with disabilities who require them, who advise Fidelity of their particular needs. Information concerning individuals' disabilities and their need for accommodation will of course be handled with the utmost discretion.

Drug/Alcohol Free Workplace

Fidelity Wellness is committed to providing its employees with a safe and productive work environment. In keeping with this commitment, it maintains a strict policy against the use of alcohol and the unlawful use of drugs in the workplace. Consequently, no employee may consume or possess alcohol, or use, possess, sell, purchase or transfer illegal drugs at any time while on Fidelity Wellness Center Inc.'s premises or while using Fidelity vehicles or equipment, or at any location during work time.

No employee may report to work with illegal drugs (or their metabolites) or alcohol in his or her bodily system. The only exception to this rule is that employees may engage in moderate consumption of alcohol that may be served and/or consumed as part of an authorized Company social or business event. "Illegal drug" means any drug that is not legally obtainable or that is legally obtainable but has not been legally obtained. It includes prescription drugs not being used for prescribed purposes or by the person to whom it is prescribed or in prescribed amounts. It also includes any substance a person holds out to another as an illegal drug. Any violation of this policy will result in disciplinary action, up to and including termination.

Any employee who feels he or she has developed an addiction to, dependence upon, or problem with alcohol or drugs, legal or illegal, is strongly encouraged to seek assistance before a violation of this policy occurs. Any employee who requests time off to participate in a rehabilitation program will be reasonably accommodated. However, employees may not avoid disciplinary action, up to and including termination, by entering a rehabilitation program after a violation of this policy is suspected or discovered.

Smoke Free Workplace

Smoking is prohibited throughout the workplace. This policy applies equally to all employees, clients, partners, and visitors.

Employee Assistance Policy

To help employees in circumstances where counseling services would be helpful, Fidelity Wellness will offer an Employee Assistance Program (EAP) counseling service available to employees, when needed, at no personal cost.

Employee Diversion of Marijuana

If a Fidelity Wellness Agent is found to have diverted marijuana, that agent will immediately be dismissed and have their Marijuana Establishment Registration Card confiscated. The Director of HR will immediately be notified. The Director of HR will make a detailed report of the event and report it to local law enforcement and the Commission within 24 hours.

Employee Handbook

Fidelity Wellness Center, Inc. will provide a comprehensive employee handbook to all employees that will outline all the information pertinent to their employment with Fidelity Wellness. These subjects will include, but not be limited to;

1. Fidelity's Mission and Vision
2. Organizational Structure
3. General Employment Policies
4. Employee Categories
5. Conflicts of Interest
6. Access to Personnel Files
7. Performance Evaluations
8. Hours of Work
9. Compensation
10. Benefits
11. Code of Conduct
12. Discipline
13. Training

Fidelity Wellness Center, Inc.

Qualifications and Training Policy and Procedure

Retail Marijuana Establishment

I. Intent

Fidelity Wellness Center, Inc. is committed to being compliant with all regulations outlined in 935 CMR 500.000 et. seq. (“the Regulations”) and any other requirements or sub-regulatory guidance issued by the Massachusetts Cannabis Control Commission (“CNB”) or any other regulatory agency.

To provide clear and concise instructions for Fidelity Wellness employees regarding the qualifications for employment and agent training that are in compliance with the Regulations.

II. Purpose

The purpose of this policy is to outline the responsibilities of the Company, the Company’s management team and Agents to ensure specific, methodical, and consistent compliance of the Regulations and to ensure that we only hire qualified Marijuana Establishment Agents and that our training process and curriculum are in compliance with all regulations and laws.

III. Qualifications for a Fidelity Wellness Center, Inc. Marijuana Establishment Agent

The minimum requirements to become a Fidelity Wellness Marijuana Establishment Agent (“Fidelity Wellness Agent”) are outlined below. All Fidelity Wellness Center, Inc. board members, directors, employees, executives, managers or volunteers will register with the Commission as a Fidelity Wellness Center, Inc. Marijuana Establishment Agent. For clarity an employee means, any consultant or contractor who provides on-site services to a Marijuana Establishment related to the cultivation, harvesting, preparation, packaging, storage, testing, or dispensing of marijuana.

All Fidelity Wellness Agents must;

1. Be 21 years of age or older;
2. Not been convicted of an offense in the Commonwealth involving the distribution of controlled substances to minors, or a like violation of the laws of another state, the United States or foreign jurisdiction, or a military, territorial, or Native American tribal authority; and
3. Be determined suitable for registration consistent with the provisions of 935 CMR 500.800 and 935 CMR 500.802.

Fidelity Wellness will develop a job description for all positions with the company. While all Fidelity Wellness Agents must meet the qualifications listed above, many of our positions will require additional qualifications depending on the required duties.

III. Required Training for Fidelity Wellness Center, Inc. Agents

Pursuant to 935 CMR 500.105(2)(a) Fidelity Wellness Center, Inc. will ensure all Fidelity Wellness Agents complete training prior to performing job functions. Training will be tailored to the role and responsibilities of the job function.

1. Fidelity Wellness will train all marijuana establishment agents in compliance with 935 CMR 500.105(2)(a) and (b). Agents responsible for tracking and entering product into the Seed-to-sale SOR must receive training in a form and manner determined by the Commission.
2. Our initial training begins during employee orientation where all new employees will be issued their employee handbook. Classroom or online training on this day will include, but not be limited to;
 - a. Code of Conduct;
 - b. Marijuana Regulations;
 - c. Security and Safety;
 - d. Emergency Procedures/Disaster Plan;
 - e. Diversion of Marijuana;
 - f. Terminatable Offences;
 - g. Confidential Information;
 - h. Employee Policies (all employee policies from the handbook will be covered) including but not limited to;
 - i. Alcohol, smoke and drug-free workplace;
 - ii. Equal Employment Policy;
 - iii. Anti-Harassment and Sexual Harassment Policy;
 - iv. Americans with Disability Act;
 - v. Employee Assistance Policy; and
 - vi. Diversity Plan
3. After the initial training is complete agents will be trained on job specific areas depending on their duties. This training can be done in a classroom setting, online or computerized or by means of on the job training (“OJT”).
4. All Fidelity Wellness Agents will receive a minimum of 8 hours of training annually.
5. Fidelity Wellness will record, maintain and store documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the individual indicating the date, time, and place he or she received said training and the topics discussed, including the name and title of presenters. These records will be stored in the Agents Personnel File. Training records will be retained by Fidelity Wellness for at least one year after Agents’ termination.
6. When implemented, Fidelity Wellness will require all of its Agents to attend and complete a Responsible Vendor Training Program to become designated as a “responsible vendor”.
 - a. After the responsible vendor designation is applied each Fidelity Wellness Center, Inc. owner, manager, and employee involved in the handling and sale of marijuana for adult use will successfully complete the program once every year thereafter to maintain designation as a “responsible vendor.”

- b. Although administrative employees who do not handle or sell marijuana are not required to take the responsible vendor program, Fidelity Wellness will allow and encourage them to attend on a voluntary basis.
 - c. Fidelity Wellness will maintain records of responsible vendor training program compliance for four years and make them available to inspection by the Commission and any other applicable licensing authority upon request during normal business hours.
7. All retail employees will be trained on:
- a. Safety and Security;
 - b. Disaster plan;
 - c. Privacy ;
 - d. Cash handling;
 - e. Diversion prevention and prevention of sales to minors, including best practices;
 - f. Compliance with all tracking requirements;
 - g. Acceptable forms of identification. This training will include:
 - i. How to check identification;
 - ii. Spotting false identification; and
 - iii. Common mistakes made in verification

Fidelity Wellness Center, Inc.

Quality Control and Testing of Marijuana Products Policy and Procedure Retail Marijuana Establishment

This policy and procedure outlines the Quality Control and Testing of marijuana and marijuana products at our facility. This policy and procedure is compliant with both 935 CMR 500.000 (“the Regulations”)

Intent

To provide clear and concise instructions for Fidelity Wellness Center, Inc. employees who will be involved with product sampling or testing that are in compliance with The Regulations set forth by the State of Massachusetts.

Superb quality control and the testing of marijuana products are essential for the operation of Fidelity Wellness Center, Inc. marijuana establishments. Fidelity uses best industry practices when it comes to quality control and product testing, and Fidelity will not produce or sell any marijuana product that is a potentially hazardous food (PHF) or time/temperature control for safety food (TCS food).

Our retail facility in Rockland will not manufacture or package marijuana or marijuana products. All marijuana products will be received in a pre-packaged, ready for retail state. We will not have any food preparation equipment or surfaces.

I. General Requirements

Quality Control- Quality Control will be maintained through the strict adherence to Good Manufacturing Practices and compliance with the Regulations, 105 CMR 590.000: *Minimum Sanitation Standards for Food Establishments*, the sanitation requirement in 105 CMR 500.000: *Good Manufacturing Practices for Food*, and with the requirements for food handlers specified in 105 CMR 300.000: *Reportable Diseases, Surveillance, and Isolation and Quarantine*.

Fidelity Wellness will test all of our marijuana products in accordance with the Regulations. All untested final marijuana products will be segregated from tested product that will be used for retail sales or whole product that will be sold to other Marijuana Establishments.

All non-marijuana ingredients will be obtained from sources and/or companies that are in full compliance with the regulations.

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

Any testing results indicating noncompliance with M.G.L. c.132B and the regulations at 333 CMR 2.00 through 333 CMR 14.00 will be immediately reported to the Commission, who may refer any such result to the Massachusetts Department of Agricultural Resources.

Fidelity Wellness will not prepare, sell or otherwise transfer an edible marijuana product with potency levels exceeding the following, as tested by an independent marijuana testing facility licensed in accordance with M.G.L. c. 94G, § 15:

1. For a single serving of an edible marijuana product, five milligrams of active tetrahydrocannabinol (THC); and
2. In a single package of multiple edible marijuana product to be eaten, swallowed, or otherwise ingested, not more than 20 servings or 100 milligrams of active THC.
3. The THC content must be homogenous, or evenly distributed throughout the edible marijuana product.

Fidelity Wellness will satisfy minimum energy efficiency and equipment standards established by the Commission and meet all applicable environmental laws, regulations, permits and other applicable approvals, including those related to water quality and solid waste disposal, and to use additional best management practices as determined by the Commission in consultation with the working group established under St. 2017, c. 55, § 78(b) to reduce energy and water usage, engage in energy conservation and mitigate other environmental impacts.

As the standards or best management practices are not established at this time, Fidelity Wellness will satisfy such standards or best management practices as a condition of license renewal, in addition to any the terms and conditions of any environmental permit regulating the licensed activity.

Testing of Marijuana Products- Fidelity Wellness will ensure all marijuana products are tested as required by the Regulations. Our policy and procedure for sampling and testing are compliant with the Regulations and more specifically with the testing requirements outlined in 935 CMR 500.160 and the *“Protocol for sampling and analysis of finished medical marijuana products and marijuana-infused products for Massachusetts Registered Medical Marijuana Dispensaries”* and *“Protocol for sampling and analysis of environmental media for Massachusetts Registered Medical Marijuana Dispensaries.”*

Fidelity Wellness will not sell or otherwise market for adult use any marijuana product that is not capable of being tested by Independent Testing Laboratories, except as allowed under 935 CMR 500.000. Testing of marijuana products shall be performed by an Independent Testing Laboratory in compliance with the *Protocol for Sampling and Analysis of Finished Medical Marijuana Products and Marijuana-infused Products*, as amended in November 2016, published by the DPH. *Testing of environmental media (e.g., soils, solid growing media, and water) shall be performed in compliance with the Protocol for Sampling and Analysis of Environmental Media for Massachusetts Registered Medical Marijuana Dispensaries* published by the DPH.

II. Laboratory Testing

If at a later time, Fidelity Wellness manufactures products, we will retain two Licensed Independent Testing Laboratories to test all marijuana batches and final marijuana products prior to packaging to ensure contaminant-free purity and correct dosage and potency. Fidelity will ensure all products available for consumers have been tested by a Licensed Independent Testing Laboratory. These labs, CDX Analytics and MCR Labs are Accredited to International Organization for Standardization (ISO) 17025 by a third-party accrediting body that is a signatory to the International Laboratory Accreditation Cooperation (ILAC) Mutual Recognition Arrangement and are licensed by the Commission.

Required testing includes:

1. Cannabinoid Profile
2. Contaminants as specified by the Department/Commission including, but not limited to:
 - a. Mold

- b. Mildew
- c. Heavy metals
- d. Plant-Growth Regulators and Pesticides
- e. Bacteria
- f. Fungi
- g. Mycotoxins.

This policy and procedure requires that:

1. Fidelity Wellness maintains these results of all testing for no less than one year.
2. All Marijuana products will be transported to and from the lab, by the lab in accordance with the Fidelity Wellness Transportation SOP and the Regulations, specifically 935 CMR 500.105(13).
3. Fidelity Wellness will ensure that the storage of all marijuana products at the laboratory complies with 935 CMR 500.105(11).
4. Fidelity Wellness will arrange for testing to be conducted in accordance with the frequency required by the Regulations and sub-regulatory guidance.
5. Any and all excess marijuana product samples used in testing will be disposed of in compliance with 935 CMR 500.105(12), either by the Independent Testing Laboratory returning excess marijuana to our facility for disposal or by the Independent Testing Laboratory disposing of it directly.

V. Policy for Responding to Laboratory Results that Indicate Contaminant Levels are Above Acceptable Limits

If a laboratory test result indicates that a Fidelity Wellness marijuana product sample has contaminant levels above the acceptable limits established in the DPH protocols identified in 935 CMR 500.160(1) Fidelity Wellness will:

1. Immediately segregate the production batch and evaluate next steps.
 - a. Using the flowchart titled *“Actions in Response to Laboratory Analytical Results”*, the CEO or designee will determine whether to:
 - i. Retest the Production Batch
 - ii. Remediate the Production Batch
 - iii. Dispose of Production Batch
2. If the test result indicates has a contaminant level for Pesticides that are above the acceptable limits the Production Batch will be immediately disposed of.
3. If it is determined that the Production Batch cannot be remediated, it will be disposed of.
4. In the case of disposal under 1 and 2 above the Old Planters of Cape Ann CEO will:
 - a. Notify the Commission within 72 hours of the laboratory testing results indicating that the contamination cannot be remediated.
 - b. The notification to the Commission will describe the proposed plan of action for both the destruction of the contaminated product and the assessment of the source of contamination.

5. In the case of any test result that indicates that an Old Planters of Cape Ann marijuana product sample has contaminant levels above the acceptable limits, the CEO and COO will conduct an assessment of the source of the contamination.
 - a. This extensive assessment will include investigating all possible sources of contamination including source products and ingredients, environmental conditions and employee factors.
 - b. The assessment should include a corrective action plan and be shared as a training tool with all production and processing agents.

VI. Quality Control

Facility

The Fidelity Wellness Retail facility (“the facility”) is designed and constructed with safe food handling and sanitation in mind. All equipment in the facility will comply with the design and construction standards of appropriate nationally recognized standards and/or code requirements and bear the certification mark of an ANSI accredited organization (e.g. NSF, UL, ETL).

1. Hand-washing facilities are adequate and convenient and are furnished with running water at a suitable temperature.
 - a. Located in all areas and where good sanitary practices require employees to wash and sanitize their hands.
 - b. Provide effective hand-cleaning and sanitizing preparations and sanitary towel service or suitable drying devices.
2. The facility water supply comes from the Town of Rockland and is sufficient for necessary operations.
 - a. Testing will be completed showing sufficient flow and pressure and has been tested in accordance with the Regulations.
3. The facilities plumbing is of adequate size and design, and adequately installed and maintained to carry sufficient quantities of water to required locations throughout the facility.
 - a. Plumbing properly conveys sewage and liquid disposable waste from the facility.
 - b. There is no cross-connections between the potable and wastewater lines;
4. The facility provided its employees with adequate, readily accessible toilet facilities that are maintained in a sanitary condition and in good repair.
5. All storage areas are constructed in a manner that will protect its contents against physical, chemical, and microbial contamination as well as against deterioration of marijuana products or their containers.

Contamination Control

1. All entrance and exit doors to the facility are self-closing and rodent proof;
 - a. Our mantrap doors help prevent insects and microbial contaminants from entering the building when doors are in use;

- b. Insect screening, HEPA, and carbon filters will prevent pest and microbial contaminants from entering through vents and exhaust from the outside; and
 - c. Fidelity Wellness will engage the services of a licensed commercial pest control company to inspect and control any pest infiltration into the facility.
2. Training
- a. The facility manager will be trained on pest prevention, pest management, pest detection, and pest treatments.
3. Handling and storage of non-marijuana waste.
- a. All non-marijuana waste will be placed into the appropriate impervious covered waste receptacles:
 - i. Recyclable
 - ii. Organic
 - iii. Solid waste
 - b. At the end of every day these containers will be emptied, and the contents removed from the building and placed in the appropriate containers to await pickup.
4. All toxic materials including cleaning compounds, pesticides, sanitizers, etc. are stored in an area away from production, processing and storage areas.

Personnel

1. Any employee or contractor who, by medical examination or supervisory observation, is shown to have, or appears to have, any disease transmissible through food, an illness, open lesion, including boils, sores, or infected wounds, or any other abnormal source of microbial contamination by which there is a reasonable possibility of marijuana products, production or processing surfaces, or packaging materials becoming contaminated, shall be excluded from any operations which may be expected to result in such contamination until the condition is corrected. Personnel shall be instructed to report such health conditions to their supervisors.
- a. Any manager, when he or she knows or has reason to believe that an employee has contracted any disease transmissible through food or has become a carrier of such disease, or any disease listed in 105 CMR 300.200(A) will report the same immediately by email to the Rockland Board of Health.
 - b. Fidelity Wellness will voluntarily comply with any and all isolation and/or quarantine orders issued by the Rockland Board of Health or the Department of Public Health.
 - c. Fidelity Wellness Agents must report any flu-like symptoms, diarrhea, and/or vomiting to their supervisor. Employees with these symptoms will be sent home with the exception of symptoms from a noninfectious condition.
 - i. Agents may be re-assigned to activities so that there is no risk of transmitting a disease through food/product.
2. All Fidelity Wellness Agents shall conform to sanitary practices while on duty, including:
- a. Maintain adequate personal cleanliness.

Grooming:

- i. Arrive at work clean – clean hair, teeth brushed, bathed and used deodorant daily.
- ii. Maintain short, clean, and polish-free fingernails. No artificial nails are permitted in the food/product production or processing area.
 - a. Fingernails should be trimmed, filed, and maintained so edges and surfaces are cleanable and not rough.
- iii. Wash hands (including under fingernails) and up to forearms vigorously and thoroughly with soap and warm water for a period of 20 seconds:
 - When entering the facility before work begins.
 - Immediately before preparing or processing food/products or handling equipment.
 - As often as necessary during food/product preparation when contamination occurs.
 - In the restroom after toilet use and when you return to your work station.
 - When switching between working with raw foods/products and working with ready-to-eat or cooked foods/products.
 - After touching face, nose, hair, or any other body part, and after sneezing or coughing.
 - After cleaning duties.
 - Between each task performed and before wearing disposable gloves.
 - After eating or drinking.
 - Any other time an unsanitary task has been performed – i.e. taking out garbage, handling cleaning chemicals, wiping tables, picking up a dropped item, etc.
 - a. Wash hands only in hand sinks designated for that purpose.
 - b. Dry hands with single use towels. Turn off faucets using a paper towel, in order to prevent recontamination of clean hands.

Proper Attire:

- i. Wear appropriate clothing – clean uniform with sleeves and clean non-skid close-toed work shoes (or leather tennis shoes) that are comfortable for standing and working on floors that can be slippery.
- ii. Wear apron or lab coat on site, as appropriate.
 - Do not wear apron or lab coat to and from work.
 - Take off apron or lab coat before using the restroom.
 - Remove apron or lab coat when leaving the production or processing area.
 - Change apron or lab coat if it becomes soiled or stained.
- iii. Wear disposable gloves with any cuts, sores, rashes, or lesions.

- iv. Change disposable gloves as often as handwashing is required. Wash hands before donning and after discarding gloves.

Cuts, Abrasions, and Burns:

- i. Bandage any cut, abrasion, or burn that has broken the skin.
- ii. Cover bandages on hands with gloves and finger cots and change as appropriate.
- iii. Inform supervisor of all wounds.

Smoking, eating, and gum chewing:

- i. The Fidelity Wellness retail facility is a smoke free facility. No smoking or chewing tobacco shall occur on the premises.
- ii. Eat and drink in designated areas only. A closed beverage container may be used in the production area if the container is handled to prevent contamination of 1) the employee's hands, 2) the container, and 3) exposed food, clean equipment, utensils, linens, and unwrapped single-service and single-use articles.
- iii. Refrain from chewing gum or eating candy during work in a food/product production or processing area.

Fidelity Wellness Center, Inc.

Record Keeping Procedure

Retail Marijuana Establishment

Intent

Fidelity Wellness Center, Inc. is committed to being compliant with all regulations outlined in 935 CMR 500.000 et. seq. (“the Regulations”) and any other requirements or sub-regulatory guidance issued by the Massachusetts Cannabis Control Commission (“CNCB”) or any other regulatory agency.

To provide clear and concise instructions for Fidelity Wellness employees regarding Record Keeping that are in compliance with the Regulations.

Purpose

The purpose of this policy is to outline the responsibilities of the Company, the Company’s management team and Agents to ensure specific, methodical, and consistent compliance of the Regulations and to ensure that our Record Keeping Procedures are compliant will all regulations and laws.

Access to the Commission

Fidelity Wellness electronic and hard copy (written) records will be available to the Commission upon request pursuant to 935 CMR 500.105(9). The records will be maintained in accordance with generally accepted accounting principles. All written records required in any section of 935 CMR 500.000 are subject to inspection.

Types of Records

The following records will be maintained and stored by Fidelity Wellness and available to the Commission upon request:

1. Operating procedures as required by 935 CMR 500.105(1)
 - a. Security measures in compliance with 935 CMR 500.110;
 - b. Employee security policies, including personal safety and crime prevention techniques;
 - c. A description of the Marijuana Establishment’s hours of operation and after-hours contact information, which shall be provided to the Commission, made available to law enforcement officials upon request, and updated pursuant to 935 CMR 500.000.
 - d. Storage of marijuana in compliance with 935 CMR 500.105(11);
 - e. Description of the various strains of marijuana to be cultivated, processed or sold, as applicable, and the form(s) in which marijuana will be sold;
 - f. Procedures to ensure accurate recordkeeping, including inventory protocols in compliance with 935 CMR 500.105(8) and (9);
 - g. Plans for quality control, including product testing for contaminants in compliance with 935 CMR 500.160;
 - h. A staffing plan and staffing records in compliance with 935 CMR 500.105(9);

- i. Emergency procedures, including a disaster plan with procedures to be followed in case of fire or other emergencies;
 - j. Alcohol, smoke, and drug-free workplace policies;
 - k. A plan describing how confidential information will be maintained;
 - l. A policy for the immediate dismissal of any marijuana establishment agent who has:
 - i. Diverted marijuana, which shall be reported to law enforcement officials and to the Commission;
 - ii. Engaged in unsafe practices with regard to operation of the Marijuana Establishment, which shall be reported to the Commission; or
 - iii. Been convicted or entered a guilty plea, plea of nolo contendere, or admission to sufficient facts of a felony drug offense involving distribution to a minor in the Commonwealth, or a like violation of the laws of another state, the United States or a foreign jurisdiction, or a military, territorial, or Native American tribal authority.
 - m. A list of all board members and executives of a Marijuana Establishment, and members, if any, of the licensee must be made available upon request by any individual. 935 CMR This requirement may be fulfilled by placing this information on the Marijuana Establishment's website.
 - n. Policies and procedures for the handling of cash on Marijuana Establishment premises including but not limited to storage, collection frequency, and transport to financial institution(s).
 - o. Policies and procedures to prevent the diversion of marijuana to individuals younger than 21 years old.
 - p. Policies and procedures for energy efficiency and conservation that shall include:
 - i. Identification of potential energy use reduction opportunities (including but not limited to natural lighting, heat recovery ventilation and energy efficiency measures), and a plan for implementation of such opportunities;
 - ii. Consideration of opportunities for renewable energy generation, including, where applicable, submission of building plans showing where energy generators could be placed on the site, and an explanation of why the identified opportunities were not pursued, if applicable;
 - iii. Strategies to reduce electric demand (such as lighting schedules, active load management and energy storage); and
 - iv. Engagement with energy efficiency programs offered pursuant to M.G.L. c. 25, § 21, or through municipal lighting plants.
2. Operating procedures as required by 935 CMR 500.120(12);
 - a. Methods for identifying, recording, and reporting diversion, theft, or loss, and for correcting all errors and inaccuracies in inventories. The policies and procedures, at a minimum, must be in compliance with 935 CMR 500.105(8);

- b. Policies and procedures for handling voluntary and mandatory recalls of marijuana. Such procedures shall be adequate to deal with recalls due to any action initiated at the request or order of the Commission, and any voluntary action by a Marijuana Establishment to remove defective or potentially defective marijuana from the market, as well as any action undertaken to promote public health and safety;
 - c. Policies and procedures for ensuring that any outdated, damaged, deteriorated, mislabeled, or contaminated marijuana is segregated from other marijuana and destroyed. Such procedures shall provide for written documentation of the disposition of the marijuana. The policies and procedures, at a minimum, must be in compliance with 935 CMR 500.105(12);
 - d. Policies and procedures for transportation. The policies and procedures, at a minimum, must be in compliance with 935 CMR 500.105(13);
 - e. Policies and procedures to reduce energy and water usage, engage in energy conservation and mitigate other environmental impacts. The policies and procedures at a minimum, must be in compliance with 935 CMR 500.105(15) and 935 CMR 500.120(11); and
 - f. Policies and procedures for the transfer, acquisition, or sale of marijuana between Marijuana Establishments.
- 3. Inventory records as required by 935 CMR 500.105(8); and
 - 4. Seed-to-sale tracking records for all marijuana products are required by 935 CMR 500.105(8)(e).
 - 5. Personnel records required by 935 CMR 500.105(9)(d), including but not limited to;
 - a. Job descriptions for each employee and volunteer position, as well as organizational charts consistent with the job descriptions;
 - b. A personnel record for each marijuana establishment agent. Such records shall be maintained for at least 12 months after termination of the individual's affiliation with the Marijuana Establishment and shall include, at a minimum, the following:
 - i. All materials submitted to the Commission pursuant to 935 CMR 500.030(2);
 - ii. Documentation of verification of references;
 - iii. The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision
 - iv. Documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the individual indicating the date, time, and place he or she received said training and the topics discussed, including the name and title of presenters;
 - v. Documentation of periodic performance evaluations;
 - vi. A record of any disciplinary action taken; and
 - vii. Notice of completed responsible vendor and eight-hour related duty training.
 - c. A staffing plan that will demonstrate accessible business hours and safe work conditions;
 - d. Personnel policies and procedures; and
 - e. All background check reports obtained in accordance with 935 CMR 500.030

6. Business records, which shall include manual or computerized records of:
 - a. Assets and liabilities;
 - b. Monetary transactions;
 - c. Books of accounts, which shall include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
 - d. Sales records including the quantity, form, and cost of marijuana products; and
 - e. Salary and wages paid to each employee, stipend paid to each board member, and an executive compensation, bonus, benefit, or item of value paid to any individual affiliated with a Marijuana Establishment, including members of the nonprofit corporation, if any.
7. Waste disposal records as required under 935 CMR 500.105(12); and
8. Following closure of a Marijuana Establishment, all records must be kept for at least two years at the expense of the Marijuana Establishment and in a form and location acceptable to the Commission.
9. Responsible vendor training program compliance records.
10. Vehicle registration, inspection and insurance records.

All records kept and maintained by Fidelity Wellness will be securely held. Access to these records will only be accessible to Fidelity Wellness Agents who require access as a part of their job duties.

Fidelity Wellness Center, Inc.

Policy for Restricting Access to Age 21 and Older

Retail Marijuana Establishment

I. Intent

Fidelity Wellness Center, Inc. Retail Marijuana Establishment operations will be compliant with all regulations outlined in 935 CMR 500.000 et. seq. (“the Regulations”) and any other requirements or sub-regulatory guidance issued by the Massachusetts Cannabis Control Commission (“CNCB”) or any other regulatory agency.

II. Purpose

The purpose of this policy is to outline the responsibilities of the Company, the Company’s management team and Agents to ensure specific, methodical, and consistent compliance of the Regulations and to ensure that access to our facility is restricted to only persons who are 21 years of age or older.

III. Definitions

Consumer means a person who is 21 years of age or older.

Law Enforcement Authorities means local law enforcement unless otherwise indicated.

Marijuana Establishment Agent means a board member, director, employee, executive, manager, or volunteer of a Marijuana Establishment, who is **21 years of age or older**. Employee includes a consultant or contractor who provides on-site services to a Marijuana Establishment related to the cultivation, harvesting, preparation, packaging, storage, testing, or dispensing of marijuana.

Proof of Identification means a government issued photograph that contains the name, date of birth, physical description and signature of the individual and is currently valid (in other words, not expired). Fidelity Wellness will only accept the following forms of proof of identification that include all of the above criteria;

1. Massachusetts driver’s license
2. Massachusetts Issued ID card
3. Out-of-state driver’s license or ID card
4. Government issued Passport
5. U.S. Military I.D.

Visitor means an individual, other than a Marijuana Establishment Agent authorized by the Marijuana Establishment, on the premises of an establishment for a purpose related to its operations and consistent with the objectives of St. 2016, c. 334, as amended by St. 2017, c. 55 and 935 CMR 500.000, provided, however, that **no such individual shall be younger than 21 years old**.

IV. Responsibilities

Fidelity Wellness Center, Inc.'s Management team is responsible for ensuring that all persons who enter the facility or are otherwise associated with the operations of Fidelity Wellness are 21 years of age or older.

V. Access to the Facility

Fidelity Wellness retail facility located at 256 Weymouth Street, in Rockland will allow only the following individuals access to our facility. For the purposes of this Policy the term facility also refers to any vehicle owned, leased, rented or otherwise used by Fidelity Wellness for the transportation of Marijuana:

1. Fidelity Wellness Agents (including board members, directors, employees, executives, managers, or volunteers)
 - a. While at the facility or transporting marijuana for the facility all Fidelity Wellness Agents must carry their valid Agent Registration Card issued by the Commission.
 - b. All Fidelity Wellness Agents are verified to be 21 years of age or older prior to being issued a Marijuana Establishment Agent card.
2. Customers/Consumers (Note: All Agents will be trained in the Verification and Identification of individuals.)
 - a. To verify a customer is 21 or older a Fidelity Wellness Agent must receive and examine from the customer one of the following authorized government issued ID Cards;
 - i. Massachusetts Issued driver's license
 - ii. Massachusetts Issued ID card
 - iii. Out-of-state driver's license or ID card (with photo)
 - iv. Passport
 - v. U.S. Military I.D.
 - b. To verify the age of the customer the Agent will use an Age Verification Smart ID Scanner that will be supplied by Fidelity Wellness Center, Inc.
 - c. In the event that the ID is not a scannable ID, or if for any reason the scanner is not operational or available or if the ID is questionable the Agent must use the **FLAG** methodology of ID verification:

F. Feel

- ✓ Have the customer remove the ID from their wallet or plastic holder (never accept a laminated document).
- ✓ Feel for information cut-out or pasted on (especially near photo and birth date areas).
- ✓ Feel the texture – most driver's license should feel smooth, or (depending on your State) they will have an identifying texture.

L. Look

- ✓ Look for the State seals or water marks; these seals are highly visible without any special light.

- ✓ Look at the photograph. Hairstyles, eye makeup and eye color can be altered, so focus your attention on the person's nose and chin as these features don't change. When encountering people with beards or facial hair, cover the facial hair portion of the photo and concentrate on the nose or ears.
- ✓ Look at the height and weight. They should reasonably match the person.
- ✓ Look at the date of birth and do the math!
- ✓ Compare the age on the ID with the person's apparent age.
- ✓ Look at the expiration date. If the ID has expired, it is not acceptable.
- ✓ If needed, compare the ID to the book of Government Issued ID's.

A. Ask

- ✓ Ask questions of the person, such as their middle name, zodiac sign, or year of high school graduation. Ask them the month they were born. If they respond with a number, they may be lying. If the person is with a companion, ask the companion to quickly tell you the person's name.
- ✓ If you have questions as to their identity, ask the person to sign their name, and then compare signatures.

G. Give Back

- ✓ If the ID looks genuine, give the ID back to the customer and allow entry.

- d. If for any reason the identity of the customer or the validity of the ID is in question, do not allow the customer to enter the facility.

3. Visitors (including outside vendors and contractors)

- a. Prior to being allowed access to the facility or any Limited Access Area, the visitor must produce a Government issued Identification Card to a member of the management team and have their age verified to be 21 years of age or older.
 - i. If there is any question as to the visitor's age, or if the visitor cannot produce a Government Issued Identification Card, they will not be granted access.
- b. After the age of the visitor is verified they will be given a Visitor Identification Badge.
- c. Visitors will be escorted at all times by a marijuana establishment agent authorized to enter the limited access area.
- d. Visitors will be logged in and out of the facility and must return the Visitor Identification Badge upon exit.
 - i. The visitor log will be available for inspection by the Commission at all times.

4. Access to the Commission, Emergency Responders and Law Enforcement.

- a. The following individuals shall have access to a Marijuana Establishment or Marijuana Establishment transportation vehicle:

- i. Representatives of the Commission in the course of responsibilities authorized by St. 2016, c. 334, as amended by St. 2017, c. 55 or 935 CMR 500.000;
 - ii. Representatives of other state agencies of the Commonwealth; and
 - iii. Emergency responders in the course of responding to an emergency.
 - iv. Law enforcement personnel or local public health, inspectional services, or other permit-granting agents acting within their lawful jurisdiction.
- b. Individuals described above in this policy will be granted immediate access to the facility.

VI. Training

Fidelity Wellness will train all Agents on the verification and identification of individuals. This training will be done prior to Agents performing age verification duties. Management will supply Age Verification Smart ID Scanners and hardcover books to assist Agents in age verification.

All Fidelity Wellness Agents will enroll and complete the Responsible Vendor Training Program when it is available. This curriculum will include:

- a. Diversion prevention and prevention of sales to minors;
- b. Acceptable forms of identification, including:
 - i. How to check identification;
 - ii. Spotting false identification;
 - iii. Medical registration cards issued by the DPH;
 - iv. Provisions for confiscating fraudulent identifications; and
 - v. Common mistakes made in verification.

Fidelity Wellness Center, Inc.

Plan for Separating Recreational from Medical Operations

Retail Marijuana Establishment

Not Applicable

Fidelity Wellness Center, Inc. is a retail establishment in Rockland and will not be a Medical-Use of Marijuana RMD.

Plan for Positive Impact

Intent

Fidelity Wellness Center, Inc. is committed to allowing people from areas of disproportionate impact experience a positive impact from the operation of our Marijuana Establishments. The cities of Abington and Braintree are the closest of the 29 communities designated as “areas of disproportionate impact” meaning these municipalities have been disproportionately affected by cannabis prohibition and enforcement.

Fidelity Wellness Center will comply with the requirements of 935 CMR 500.105(4) which provided the permitted and prohibited advertising, branding, marketing, and sponsorship practices of every Marijuana Establishment.

Any actions taken or programs instituted by Fidelity Wellness Center will not violate the Commissions regulations with respect to limitations on ownership control or other applicable state laws.

Plan Populations

1. Past or present residents of the geographic “areas of disproportionate impact,” which have been defined by the Commission and identified in its Guidance for Identifying Areas of Disproportionate Impact, specifically the Towns of Abington and Braintree.
2. Commission-designated Economic Empowerment Priority applicants;
3. Commission-designated Social Equity Program participants;
4. Massachusetts residents who have past drug convictions; and
5. Massachusetts residents with parents or spouses who have drug convictions

Goals

1. Create jobs for people from areas of disproportionate impact with a progressive compensation structure, employee benefits and growth opportunities that provide a living wage. Our goal is to hire 25% of our workforce from individuals who meet the Plan Population criteria.
2. Create opportunities for individuals and businesses to participate in the industry by utilizing qualified contractors, suppliers and vendors who have been negatively impacted from marijuana prohibition. Our goal is to source 20% of our contractors, suppliers and vendors who meet the criteria of the Plan Population.

Programs

Recruitment and Hiring Program

Expanding opportunities for gainful employment is a key driver in helping populations disproportionately affected by marijuana prohibition. Fidelity Wellness plans to positively impact employment in these areas as follows:

1. Promote our Positive Impact Plan on recruitment websites, our social media presence and traditional hiring platforms. We will target our job postings to the communities of Abington and Braintree which are Areas of Disproportionate Impact.
 - a. We will post all employment opportunities with MassHire Quincy Career Center and MassHire Greater Brockton Career Center. These organizations are Career Centers that serves Abington and Braintree. In addition to posting employment opportunities with these organizations, we will also post all employment opportunities to promote our job fairs through these organizations.
 - i. We plan to implement this hiring program 90 days prior to our expected opening date.
 - ii. Our first job fair will be held approximately 60 days prior to our expected opening date.
 - iii. Second and subsequent job fairs will be held as needed to fill any open positions.
 - iv. All job postings will clearly promote the hiring priorities of this plan and encourage individuals who fall into the plan populations to apply.
2. Hiring preference will be given to individuals who meet the criteria of the plan.

Supplier Contractor Program

To expand access to the marijuana industry for individuals and businesses who meet the Plan Populations, Fidelity Wellness will give preference to suppliers, contractors and Marijuana Establishments that meet these population criteria. Our goal is to have at least 25% of our suppliers, contractors and wholesale partners meet the criteria of the Plan Populations that are outlined above.

1. This Program will be implemented once we receive Provisional Licensure from the Commission and we begin to source contractors and vendors for the buildout of our facility, and any continued upgrades to the retail facility including but not limited to snow removal, and landscaping.
2. Priority will be given to vendors and contractors whose owners or a majority of the employees meet the Plan Population criteria.
 - a. Fidelity Wellness will advertise opportunities for vendors, suppliers and contractors on our website and with local media outlets in Abington and Braintree along with the preferences outlined in this plan.
 - i. We will begin to advertise these opportunities once we receive our Provisional License and ongoing as needed for the particular service needed.
 - b. Demographics will be collected from these individuals and/or companies as to their compliance with the Plan.
3. Wholesale Marijuana partners who are Commission-designated Economic Empowerment Priority applicants or whose ownership or a majority of its employees are: 1) past or

present residents of “areas of disproportionate impact”, 2) Commission-designated Economic Empowerment Priority applicants or 3) Massachusetts residents who have, or whose parents or spouses have past drug convictions will be given priority when establishing wholesale contracts.

- a. Fidelity Wellness will *proactively* contact cultivators and product manufacturers who are Commission-designated Economic Empowerment Priority applicants or otherwise meet this programs requirement for the sourcing of our marijuana products for our establishment.
- b. We will promote this program on our website and in through social media sites that target the Massachusetts Cannabis industry such as Twitter, Instagram, LinkedIn, Leafly and other appropriate media.

Plan Measurement

Fidelity Wellness realizes that any plan needs to be evaluated once it is implemented. We will perform an ongoing and comprehensive evaluation of this plan to ensure that it accomplishes our 2 goals. We will produce a full report annually which outlines this policy, data collected, whether the goals have been met and if any changes are necessary.

This report will be made available to the Commonwealth of Massachusetts. Managers and appropriate community leaders will meet to discuss the report and make any necessary adjustments. Fidelity Wellness will ensure 45 days prior to our License renewal, this report will be completed and available for review by the Commission.

This report, at a minimum will include:

1. The demographics of all employees and applicants;
2. Attempts to hire, actual hires, from where they came, their training, pay, benefits, and advancement;
3. The demographics, numbers, amounts and percentages of all third-party suppliers, contractors and Marijuana Industry Partners that Fidelity Wellness has engaged with and done business with;
4. The number and percentage of Commission-designated Economic Empowerment Priority applicants or Social Equity Program participants that we have contracted with as our wholesale partners; and
5. Conclusions and recommendations.

60 days prior to our license renewal, and annually thereafter, Fidelity Wellness will produce a comprehensive report on our Goals and Programs which will outline the metrics for each program and whether we have met our goals. Fidelity Wellness Managers and appropriate community stakeholders will meet to discuss the report and make any necessary adjustments. This report will be made available to the Commission.