



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

CHARLES D. BAKER
Governor

KARYN E. POLITO
Lieutenant Governor

MARYLOU SUDDERS
Secretary

MONICA BHAREL, MD, MPH
Commissioner

Tel: 617-660-6370
www.mass.gov/medicalmarijuana

APPLICATION OF INTENT
Request for a Certificate of Registration to
Operate a Registered Marijuana Dispensary

INSTRUCTIONS

This application form is to be completed by any non-profit corporation that wishes to apply for a Certificate of Registration to operate a Registered Marijuana Dispensary ("RMD") in Massachusetts.

If seeking a Certificate of Registration for more than one RMD, the applicant non-profit corporation ("Corporation") must submit a separate *Application of Intent*, all required attachments, and an application fee for each proposed RMD. Please identify each application of multiple applications by designating it as Application 1, 2 or 3 in the header of each application page. Please note that no executive, member, or any entity owned or controlled by such an executive or member, may directly or indirectly control more than three RMDs.

However, even if submitting an *Application of Intent* for more than one RMD, an applicant need only submit one *Character and Competency form* for each required individual.

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

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

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

Mail or hand-deliver the *Application of Intent*, with all required attachments, the \$1,500 application fee, and Remittance Form to:

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

Application fees are non-refundable and non-transferable.

RECEIVED
JUN 30 2015

MA Dept of Public Health
99 Chauncy Street
Boston, MA 02111

REVIEW

Applications are reviewed in the order they are received.

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

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

PROVISIONAL CERTIFICATE OF REGISTRATION

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

REGULATIONS

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

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

PUBLIC RECORDS

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

QUESTIONS

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

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

CHECKLIST

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

- A fully and properly completed *Application of Intent*, signed by an authorized signatory of the corporation
- A copy of the Corporation's *Certificate of Legal Existence* from the Massachusetts Secretary of State
- Financial account summary(ies) (as outlined in Section D)
- A bank or cashier's check made payable to the *Commonwealth of Massachusetts* for \$1,500.
- A completed *Remittance Form* (use template provided)
- A completed and signed *Character and Competency* form (use template provided) for each of the following actors:
 - Chief Executive Officer; Chief Operating Officer; Chief Financial Officer; individual/entity responsible for marijuana for medical use cultivation operations; individual/entity responsible for the RMD security plan and security operations; each member of the Board of Directors; each Member of the Corporation, if any; and each person and entity known to date that is committed to contributing 5% or more of initial capital to operate the proposed RMD. For entities contributing initial capital to operate the proposed RMD, the *Character and Competency* Form must be completed and signed by the entity's Chief Executive Officer/Executive Director and President/Chair of the Board of Directors.

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SECTION A. APPLICANT INFORMATION

1. Olde World Remedies, Inc.
Legal name of Corporation
2. Alan Rothenberg
Name of Corporation's Chief Executive Officer
3. 1456 Hancock Street Quincy, Massachusetts 02169
Address of Corporation (Street, City/Town, Zip Code)
4. Michael Fitzgerald
Applicant point of contact (name of person the Department should contact regarding this application)
5. 207-357-9145
Applicant point of contact's telephone number
6. Mike@grassroot420.com
Applicant point of contact's e-mail address
7. Number of applications: How many *Applications of Intent* do you intend to submit? 2

SECTION B. INCORPORATION

8. Attach a *Certificate of Legal Existence* from the Massachusetts Secretary of State, documenting that the applicant non-profit entity is incorporated as a non-profit in Massachusetts.

SECTION C. CHARACTER AND COMPETENCY

9. Attach a *Character and Competency* form (use template provided) for each of the following actors:
 - The Chief Executive Officer; Chief Operating Officer; Chief Financial Officer; individual/entity responsible for marijuana for medical use cultivation operations; individual/entity responsible for the RMD security plan and security operations; each member of the Board of Directors; each Member of the Corporation, if any; and each person and entity known to date that is committed to contributing 5% or more of initial capital to operate the proposed RMD. For entities contributing initial capital to operate the proposed RMD, the *Character and Competency* Form must be completed and signed by the entity's Chief Executive Officer/Executive Director and President/Chair of the Board of Directors.

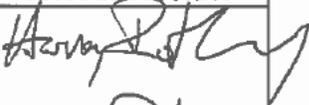
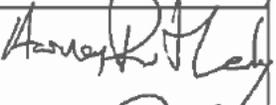
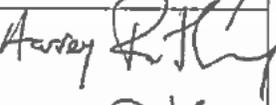
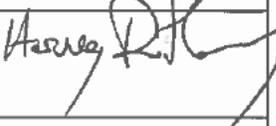
Information on this page has been reviewed by the applicant, and where provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory here: AR

SECTION D. INITIAL CAPITAL REQUIREMENT

Describe the sources, types, and amounts of required initial capital in the table below, showing that the Corporation has at least \$500,000 in its control and available for this *Application of Intent* and at least \$400,000 in its control and available for each additional *Application of Intent*, if any, as evidenced by bank statements, lines of credit, or financial institution statements. Add more tables if needed.

If the required funds are being held in an account in the name of an individual or entity other than the Corporation, the individual or authorized signatory of the entity must provide their signature in the "Signature of Account Holder" column. Their signature below indicates that they are committing the amount of their funds identified in the table to the applicant.

In addition to completing this table, submit a one-page financial account summary for each account listed below documenting the available funds, dated no earlier than 30 days prior to the date the *Application of Intent* was submitted to the Department.

Name on Account	Financial Institution	Type of Account	Amount	Signature of Account Holder
Harvey E Rothenberg	Citi Private Bank	Personal Account	\$ 99,473.94	
Harvey E Rothenberg	Citi Private Bank	Personal Account	\$ 246,466.87	
Harvey E Rothenberg	Citi Private Bank	Personal Account	\$ 592,701.57	
Harvey E Rothenberg	Citigold	revocible trust	\$ 715,238.55	
-----	-----	TOTAL:	\$ 1,653,880.93	----

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

Citi Private Bank



011RUMF00

Citibank, N.A. 292/00240
Sect 2224
New York, N.Y. 10043



000
CITIBANK, N. A.
Account

Statement Period
May 1 - May 31, 2015

ST01
Z06

HARVEY B. ROTENBERG
JUDITH C. ROTENBERG



Relationship Summary:

Checking	
Savings	\$592,701.57
Investments (not FDIC insured)	
Loans	
Credit Cards	

For information on products, rates and charges, please contact your Citigroup Private Bank Team.

CitiBank® Savings Plus

Ending Balance: \$592,701.57

IF YOU HAVE QUESTIONS ON:

Preferred Money Market

YOU CAN CALL:

800-870-1073

YOU CAN WRITE:

Citi Private Bank
Client Services
153 East 63rd Street 18th Floor
New York, New York 10022

Please read the paragraphs below for important information on your accounts with us. Note that some of these products may not be available in all states or in all packages.

The products reported on this statement have been combined onto one monthly statement at your request. The ownership and life of individual products reported here may be different from the addresses(s) on the first page.

06/29/2015 10:22AM 15312876979 PAGE 0001 OF 0001

Citi Private Bank



01/1/12/P000

Citibank, N.A. 292 / 00940
Box 2294
New York, N.Y. 10043

Women & Co. Member

09003648 99 C00 149 JEW36EP AM1 773 0

004
CITIBANK, N. A.
ACCOUNT

Statement Period
May 1 - May 31, 2015

HARVEY E. ROTHENBERG REVOCABLE
JUDITH ROTHENBERG P.O.A.
TRUST 7/1/07 7/24/02

1243
K108



Relationship Summary:

Checking **\$99,473.94**



Balance

Interest Checking

\$99,473.94

Amount

Amount

Women & Co., and Women and Company are registered service marks of Citigroup Inc. and are used in conjunction with its Women & Co. program.

For information on products, rates and charges, please contact your Citigroup Private Bank Team.

Interest Checking

Ending Balance: **\$99,473.94**

Date Description

Amount Subtracted

Amount Added

Balance



05/29/2015 10:22AM 16312876979

4693

ENL0669Y 1876 0719 077005 07 1506542 PAGE 0001 OF 0003

Citi Private Bank



011FND4F00

Citibank, N.A. 802/00940
Soc 2224
New York, N.Y. 10043

Women & Co. Member

000
CITIBANK, N.A.
Account

Statement Period
May 1 - May 31, 2015

37817
12166

HARVEY E. ROTENBERG REVOCABLE
TRUST U/A/D 7/24/02
300 SE 5TH AVENUE, UNIT 4030
BOCA RATON FL 33432-6061



Page 1 of 2

Relationship Summary:

Checking	
Savings	\$246,486.87
Investments (not FDIC Insured)	
Loans	
Credit Cards	

Women & Co. and Women and Company are registered service marks of Citigroup Inc. and are used in conjunction with its Women & Co. program.

For information on products, rates and charges, please contact your Citigroup Private Bank Team.

Citibank Savings Plus

Ending Balance: \$246,486.87

Date	Description	Amount Subtracted	Amount Added	Balance
05/29	Interest for 31 days, Average Daily Balance \$246,426.81 Average Rate 0.20%, Annual Percentage Yield Earned 0.20%		41.86	246,486.87

Year to date Interest paid \$289.85

IF YOU HAVE QUESTIONS ON:

Preferred Money Market

YOU CAN CALL:

800-870-1073

YOU CAN WRITE:

Citi Private Bank
Client Services
150 East 53rd Street 18th Floor
New York, New York 10022

Please read the paragraphs below for important information on your accounts with us. Note that some of these products may not be available in all states or in all products.

The products reported on this statement have been combined onto one monthly statement at your request. The ownership and title of individual products reported here may be different from the addressee(s) on the first page.

05/29/2015 10:22AM 16312876979 PAGE 03/03 OF 03/03



Citigold

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ISSN 1548-2320 CREDIT CARD 15001 050001
NAME HARVEY HARVEY/AMM

001R14050796

May 1 - May 31, 2015
Citigold Account

Page 1 of 10

HARVEY E ROTHENBERG, REVOC TRUST
HARVEY E ROTHENBERG, TTEE
JUDITH ROTHENBERG, POA
DATE: 07/24/2002

CITIGOLD SERVICES
PO Box 789007
San Antonio, Texas 78245
For banking call: Citigold Services at (899) 248-4485*
For special and hearing impaired customers only: TTY 800-788-8775.
Website: www.citibankonline.com

IMPORTANT CHANGES TO TELLER-ASSISTED CASH TRANSACTIONS:
Citibank will now begin to require additional information from individuals conducting cash transactions. If you are not able to submit/enter your identity using a Citibank Banking Card, you will have to provide a government issued identification as well as other information to complete the transaction. Please stop by your local branch to learn more.

CHIEF OF BRANCH: [REDACTED]

DATE: [REDACTED]

AMOUNT: [REDACTED]

DESCRIPTION: [REDACTED]

DATE: [REDACTED]

AMOUNT: [REDACTED]

DESCRIPTION: [REDACTED]

DATE: [REDACTED]

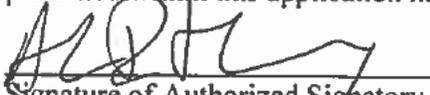
AMOUNT: [REDACTED]

DESCRIPTION: [REDACTED]

DATE: [REDACTED]

ATTESTATIONS

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

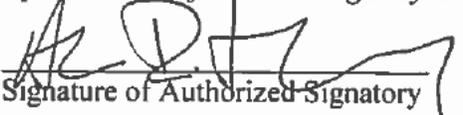

Signature of Authorized Signatory
Alan Rothenberg

06/29/2015
Date Signed

Print Name of Authorized Signatory
President, Treasurer, Director, CEO, CFO

Title of Authorized Signatory

I hereby attest that if the non-profit corporation is allowed to proceed to submit a *Management and Operations Profile*, the applicant non-profit corporation is prepared to pay a non-refundable application fee of \$30,000 and the cost of all required background checks, and comply with all *Management and Operations Profile* and *Siting Profile* requirements.


Signature of Authorized Signatory
Alan Rothenberg

06/29/2015
Date Signed

Print Name of Authorized Signatory
President, Treasurer, Director, CEO, CFO

Title of Authorized Signatory

I hereby attest that I understand that registered marijuana dispensaries are required to conduct background investigations of proposed Dispensary Agents, that such background investigations are subject to the Department's inspection and review, and that the applicant non-profit corporation will not engage the services of a Dispensary Agent that has ever been convicted of a felony drug offense in Massachusetts, or a like violation of the laws of another state, the United States, or a military, territorial, or Indian tribal authority.


Signature of Authorized Signatory
Alan Rothenberg

06/29/2015
Date Signed

Print Name of Authorized Signatory
President, Treasurer, Director, CEO, CFO

Title of Authorized Signatory

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



**The Commonwealth of Massachusetts
William Francis Galvin**

Minimum Fee: \$35.00

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

Articles of Organization

(General Laws, Chapter 180)

Identification Number: 001179457

ARTICLE I

The exact name of the corporation is:

OLDE WORLD REMEDIES, INC.

ARTICLE II

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

TO PROVIDE ALTERNATIVE THERAPY OPTIONS AND ALL OTHER LEGAL ACTIONS PERMISSIBLE FOR A CORPORATION FORMED PURSUANT TO CHAPTER 180 OF THE MASSACHUSETTS GENERAL LAWS. THIS CORPORATION IS FORMED FOR SCIENTIFIC AND EDUCATIONAL PURPOSES WITHIN THE MEANING OF 501(C)(3) OF THE IRS, AS AMENDED.

ARTICLE III

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

NOT APPLICABLE.

ARTICLE IV

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

(If there are no provisions state "NONE")

NONE.

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

ARTICLE V

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

ARTICLE VI

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

date of filing

06/29/2015

ARTICLE VII

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

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

No. and Street: 1456 HANCOCK STREET
City or Town: QUINCY State: MA Zip: 02169 Country: USA

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

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code	Expiration of Term
PRESIDENT	ALAN ROTHENBERG	54 GERALD ROAD MARBLEHEAD, MA 01945 USA 54 GERALD ROAD MARBLEHEAD, MA 01945 USA	n/a
TREASURER	ALAN ROTHENBERG	54 GERALD ROAD MARBLEHEAD, MA 01945 USA 54 GERALD ROAD MARBLEHEAD, MA 01945 USA	n/a
VICE PRESIDENT	MICHAEL FITZGERALD	108 CALIFORNIA AVE., UNIT 301 QUINCY, MA 02169 USA 108 CALIFORNIA AVE., UNIT 301 QUINCY, MA 02169 USA	n/a
CLERK	MELISSA FITZGERALD	108 CALIFORNIA AVE., UNIT 301 QUINCY, MA 02169 USA 108 CALIFORNIA AVE., UNIT 301 QUINCY, MA 02169 USA	n/a
DIRECTOR	MELISSA FITZGERALD	108 CALIFORNIA AVE., UNIT 301 QUINCY, MA 02169 USA 108 CALIFORNIA AVE., UNIT 301 QUINCY, MA 02169 USA	n/a
DIRECTOR	MICHAEL FITZGERALD	108 CALIFORNIA AVE., UNIT 301 QUINCY, MA 02169 USA 108 CALIFORNIA AVE., UNIT 301 QUINCY, MA 02169 USA	n/a
DIRECTOR	ALAN ROTHENBERG	54 GERALD ROAD MARBLEHEAD, MA 01945 USA 54 GERALD ROAD MARBLEHEAD, MA 01945 USA	n/a

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

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

Name: MICHAEL F. FITZGERALD
No. and Street: 1456 HANCOCK STREET
City or Town: QUINCY State: MA Zip: 02169 Country: USA

I/We, the below signed incorporator(s), do hereby certify under the pains and penalties of perjury that I/we have not been convicted of any crimes relating to alcohol or gaming within the past ten years.

I/We do hereby further certify that to the best of my/our knowledge the above-named officers have not been similarly convicted. If so convicted, explain:

N/A

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address (es) beneath each signature do hereby associate with the intention of forming this business entity under the provisions of General Law, Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this 29 Day of June, 2015. (If an existing corporation is acting as incorporator, type in the exact name of the business entity, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said business entity and the title he/she holds or other authority by which such action is taken.)

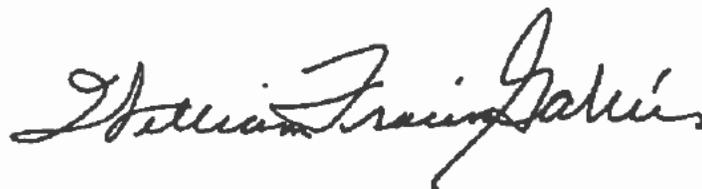
ALAN ROTHENBERG

THE COMMONWEALTH OF MASSACHUSETTS

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

deemed to have been filed with me on:

June 29, 2015 01:05 PM

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

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth