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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

NON-PROFIT CORPORATION

ARTICLES OF INCORPORATION

PROCESSED
SECRETARY OF STATE
CORPORATIONS DIV
2010 OCT 25 PM 11:06

The undersigned, acting as incorporator(s) of a corporation under Chapter 7-6 of the General Laws of Rhode Island, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is Hope Apothecary ☐
2. The period of its duration is (if perpetual, so state) Perpetual ☐
3. The specific purpose or purposes for which the corporation is organized are:
To operate a Compassion Center as a primary caregiver pursuant to and in compliance with all provisions of
The Edward O. Hawkins and Thomas C. Slater Medical Marijuana Act (Chapter 21-28.6 of the General
Laws of Rhode Island, 1956, as amended).
4. Provisions, if any, not inconsistent with the law, which the incorporators elect to set forth in these articles of incorporation for the regulation of the internal affairs of the corporation are:
See attached

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5. The address of the initial registered office of the corporation is 60 South County Commons Way, G-4
(Street Address, not P.O. Box)
Wakefield, RI 02879-2299, and the name of its initial registered agent at such
(City/Town) (Zip Code)
address is James V. Aukerman
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is 5
(not less than three directors)
and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
<u>Scott DeLotto</u>	<u>40 Lawton Foster Rd South, Hopkinton, RI 02833</u>
<u>Paige A. Munro</u>	<u>40 Lawton Foster Rd South, Hopkinton, RI 02833</u>
<u>Kevin S. Ryan</u>	<u>124 Varnum Ave., Pawtucket, RI 02860</u>
<u>James V. Aukerman</u>	<u>60 South County Commons Way, G-4, Wakefield, RI 02879-2299</u>
<u>Scott A. Coffey</u>	<u>6 Bright Water Dr., Warwick, RI 02886</u>

7. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>James V. Aukerman, Esq.</u>	<u>60 South County Commons Way, G-4, Wakefield, RI 02879-2299</u>

8. Date when corporate existence is to begin Upon filing
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: October 21, 2010

James V. Aukerman

Signature of each Incorporator

ATTACHMENT TO SECTION 4 OF THE ARTICLES OF INCORPORATION OF HOPE
APOTHECARY

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.