Alcohol & Marijuana Control Office
550 W 7th Avenue, Suite 1600
Anchorage, AK 99501
marijuana.licensing@alaska.gov
https://www.commerce.alaska.gov/web/amco
Phone: 907.269.0350

Alaska Marijuana Control Board

Cover Sheet for Marijuana Establishment Applications

What is this form?

This cover sheet **must** be completed and submitted any time a document, payment, or other marijuana establishment application item is emailed, mailed, or hand-delivered to AMCO's main office.

Items that are submitted without this page will be returned in the manner in which they were received.

Section 1 – Establishment Information

Enter information for the business seeking to be licensed, as identified on the license application.

Licensee:	Babylon Company, LLC	**License Number:**		10322	
License Type:	Marijuana Concentrate Manufacturing Facility				
Doing Business As:	BABYLON COMPANY, LLC				
Physical Address:	6820 Rosewood Street #9				
City:	Anchorage	**State:**	AK	**Zip Code:**	99518
Designated Licensee:	Jason West				
Email Address:	thebabyloncompany@gmail.com				

Section 2 – Attached Items

List all documents, payments, and other items that are being submitted along with this page.

Attached Items:	Entity documents

OFFICE USE ONLY					
Received Date:		Payment Submitted Y/N:		Transaction #:	

OPERATING AGREEMENT
OF
BABYLON COMPANY, LLC

This Operating Agreement is made and entered effective as of the 15th day of July 2016, by and amongst DAVID CALDWELL, DAVE DELUCA, MATTHEW JONES and JASON WEST (referred to herein as the "Members"). The Members have caused to be formed an Alaska Limited Liability Company and desire to set forth certain operation provisions as provided herein.

The Members hereto agree as follows:

1. The name of the Company is Babylon Company, LLC (sometimes referred to herein as the "Company").

2. The Members hereby agree to form and operate the Company under the terms and conditions set forth herein, and as provided in the Company's Articles of Organization. Except as otherwise provided herein and the Articles of Organization, the rights and liabilities of the Members and any person who may hereafter become a member (referred to herein as "Members") shall be governed by the Alaska Revised Limited Liability Act, AS 10.50, as amended (the "Act").

3. A failure to observe any formalities or requirements of this Operating Agreement, the Articles of Organization for the Company or the Act shall not be grounds for imposing personal liability on the Members for liabilities of the Company.

4. The Members have formed the Company under the Act, and expressly do not intend hereby to form a joint venture or a partnership under either the Alaska Uniform Partnership Act or the Alaska Uniform Limited Partnership Act, or a corporation under the Alaska Corporations Code. The Members do not intend to be a partner to any other member, or a partner as to any third party. The Members hereto agree and acknowledge that the Company is to be treated as a partnership or sole proprietorship, as applicable, for federal and state income tax purposes.

5. The Company has been organized for the purpose of engaging in activities related to marijuana concentrate manufacturing and any other lawful activity.

6. Subject to the provisions of this Operating Agreement and the Act, the Company shall have the following powers:

(a) To conduct and operate the business of the Company and to execute documents and instruments relating to the Company business, including, but not limited to agreements, notes, leases, contracts and other documents.

(b) To obtain short or longterm borrowings as reasonably necessary for the business of the Company.

(c) To procure and maintain insurance covering the various risks to which the Company or its operations may be subject.

(d) To open bank accounts in the name of the Company, designate the authorized signatures therefor and make deposits and withdrawals from Company accounts on the signatures of one or more designated individuals.

(e) To pay expenses incurred in performing the business and purposes of the Company.

(f) To employ, discharge and pay the compensation of accountants, lawyers, and others whose services are required or necessary.

(g) To prosecute or defend, as the case may be, suits, arbitration or administrative proceedings asserted against or brought on behalf of the Company.

(h) To acquire and dispose of real and personal property and interests therein.

(i) To do all things necessary, incidental or convenient to the exercise of the foregoing powers or to the accomplishment of the Company's purposes.

7. This Operating Agreement is entered into among the Company and the Members for the exclusive benefit of the Company, the Members and their successors and assigns. This Operating Agreement is expressly not intended for the benefit of any creditor of the Company or any other person. Except and only to the extent provided by applicable statute, no such creditor or third party shall have any rights under the Operating Agreement or any agreement between the Company and the Members with respect to any contribution or otherwise.

8. All Company property shall be owned by the Company as an entity and the Members shall not have any ownership interest in such property in the Members' individual name or right, and the Members' interest in the Company shall be personal property for all purposes. Except as otherwise provided in this Operating Agreement, the Company shall hold all Company property in the name of the Company and not in the name or names of the Members.

9. The principal office and mailing address of the Company shall be located at 6820 Rosewood St. Suite 9, Anchorage AK 99518, or at such other place designated by the Members. The Company's registered office address is 921 W6th Ave. Suite 200, Anchorage, AK 99501, and the Company's registered agent at such address is Ryan Stuart. The Company may have other places of business at any other place or places as the Members may from time to time deem advisable.

10. The Members' initial respective percentage interest in the Company shall be as follows:

David Caldwell	5%
Dave DeLuca	70%
Matthew Jones	20%
Jason West	5%

Any additional capital contributions shall be upon agreement of the Members. The Company shall establish and maintain a capital account for the Members in accordance with treasury regulations issued under IRC Section 704. Except as may otherwise be required by applicable law or as otherwise set out herein, net profits, net losses, and other items of income, gain, loss, deduction and credit shall be apportioned among the Members in proportion with their respective percentage interests in the Company. From time to time, the Members may determine in their reasonable

judgment to what extent, if any, the Company's cash on hand exceeds the current and anticipated needs, including, without limitation, needs for operating expenses, debt service, acquisitions, reserves, and mandatory distributions, if any. To the extent such excess cash is determined to exist, the excess cash shall be distributed to the Members in accordance with their percentage interests.

11. The Company shall be managed by the Members. The Members shall make decisions by majority vote on the basis of their percentage interests.

12. This Operating Agreement may be amended or modified from time to time only by a written instrument adopted and executed by the Members.

13. A member shall not have the right to transfer or assign that member's membership interest to a non-member without the written consent of the non-transferring members.

14. This Operating Agreement shall be effective as of July 15, 2016.

IN WITNESS WHEREOF the parties have caused to be executed this Operating Agreement as of the date first written above.

MEMBERS:

DAVE CALDWELL

By: _____

DAVE DELUCA

By: _____

MATTHEW JONES

By: _____

JASON WEST

By: _____

AK Entity #: 10034994
Date Filed: 01/27/2016
State of Alaska, DCCED

THE STATE of ALASKA

Department of Commerce, Community, and Economic Development
Division of Corporations, Business, and Professional Licensing
PO Box 110806, Juneau, AK 99811-0806
(907) 465-2550 • Email: *corporations@alaska.gov*
Website: *Corporations.Alaska.gov*

FOR DIVISION USE ONLY

Limited Liability Company

Initial Biennial Report

Web-1/27/2016 10:12:14 AM

Entity Name: Babylon Company, LLC
Entity Number: 10034994
Home Country: UNITED STATES
Home State/Province: ALASKA

Registered Agent

Name: Ryan Stewart
Physical Address: 921 W. 6TH AVE,. STE. 200, ANCHORAGE, AK 99501
Mailing Address: 921 W. 6TH AVE,. STE. 200, ANCHORAGE, AK 99501

Entity Physical Address: 3730 GARY COOPER CIR., ANCHORAGE, AK 99507

Entity Mailing Address: 3730 GARY COOPER CIR., ANCHORAGE, AK 99507

Please include all officials. Check all titles that apply. Must use titles provided. Please list the names and addresses of the members of the domestic limited liability company (LLC). There must be at least one member listed. If the LLC is managed by a manager(s), there must also be at least one manager listed. Please provide the name and address of each manager of the company. You must also list the name and address of each person owning at least 5% interest in the company and the percentage of interest held by that person.

Name	Address	% Owned	Titles
jason West	3730 GARY COOPER CIR, anchorage, AK 99507	2	Member
Dave DeLuca	3160 W. 70th Place, anchorage, AK 99502-3212	78	Member
matthew jones	1813 rogers park ct, anchorage, AK 99508	20	Member

NAICS Code: 111998 - ALL OTHER MISCELLANEOUS CROP FARMING

New NAICS Code (optional):

I certify under penalty of perjury under the Uniform Electronic Transaction Act and the laws of the State of Alaska that the information provided in this application is true and correct, and further certify that by submitting this electronic filing I am contractually authorized by the Official(s) listed above to act on behalf of this entity.

Name: matthew jones

AK Entity #: 10034994
Date Filed: 01/18/2016
State of Alaska, DCCED

THE STATE of ALASKA

Department of Commerce, Community, and Economic Development
Division of Corporations, Business, and Professional Licensing
PO Box 110806, Juneau, AK 99811-0806
(907) 465-2550 • Email: *corporations@alaska.gov*
Website: *Corporations.Alaska.gov*

FOR DIVISION USE ONLY

Articles of Organization

Domestic Limited Liability Company

Web-1/18/2016 12:43:22 PM

1 - Entity Name

Legal Name: Babylon Company, LLC

2 - Purpose

Indoor horticulture and oil extraction

3 - NAICS Code

111998 - ALL OTHER MISCELLANEOUS CROP FARMING

4 - Registered Agent

Name: Ryan Stewart
Mailing Address: 921 W. 6th Ave,. Ste. 200, Anchorage, AK 99501
Physical Address: 921 W. 6th Ave,. Ste. 200, Anchorage, AK 99501

5 - Entity Addresses

Mailing Address: 3730 Gary Cooper Cir., Anchorage, AK 99507
Physical Address: 3730 Gary Cooper Cir., Anchorage, AK 99507

6 - Management

The limited liability company is managed by its members.

7 - Officials

Name	Address	% Owned	Titles
Dave DeLuca			Organizer
Matt Jones			Organizer
Jason West			Organizer

Name of person completing this online application

I certify under penalty of perjury under the Uniform Electronic Transaction Act and the laws of the State of Alaska that the information provided in this application is true and correct, and further certify that by submitting this electronic filing I am contractually authorized by the Official(s) listed above to act on behalf of this entity.

Name: Cheyenne Moseley

Alaska Entity #10034994

State of Alaska
Department of Commerce, Community, and Economic Development
Corporations, Business, and Professional Licensing

Certificate of Organization

The undersigned, as Commissioner of Commerce, Community, and Economic Development of the State of Alaska, hereby certifies that a duly signed and verified filing pursuant to the provisions of Alaska Statutes has been received in this office and has been found to conform to law.

ACCORDINGLY, the undersigned, as Commissioner of Commerce, Community, and Economic Development, and by virtue of the authority vested in me by law, hereby issues this certificate to

Babylon Company, LLC

IN TESTIMONY WHEREOF, I execute the certificate and affix the Great Seal of the State of Alaska effective January 18, 2016.

Chris Hladick
Commissioner