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THE STATE of ALASKA

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

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Corporations Section
State Office Building, 333 Willoughby Avenue, 9th Floor
PO Box 110806, Juneau, AK 99811-0806
Phone: (907) 465-2550 • Fax: (907) 465-2974
Email: *corporations@alaska.gov*
Website: *Corporations.Alaska.Gov*

Notice of Change of Officials

Domestic Cooperative (AS 10.15)

- This Notice of Change of Officials form is only for Domestic Cooperatives and is used to report changes in officers, directors, and shareholder information between biennial reporting periods.
- This Notice of Change of Officials will not be filed if the entity's biennial report is not current. To verify the entity's biennial report due date, go online to www.Corporations.Alaska.Gov and select *Search Corporations Database*
- Standard processing time for complete and correct filings submitted to this office is approximately 10-15 business days. All filings are reviewed in the date order they are received.
- The information you submit is a public record and will be posted on the State's website.

1. Important: AS 10.15.331

Each Domestic Cooperative is required to notify this office when there is a change of officials.
— *AS 10.15.331*

Failure to meet this requirement may result in involuntary dissolution of the entity's authority to transact business in the State of Alaska.
— *AS 10.15.505 and AS 10.06.633(5)(7)*

The Domestic Cooperative is to keep and make available the records of the official(s) changes.
— *AS 10.15.315*

2. Fee: ☐ $25 Nonrefundable Filing Fee (CORF) 3 AAC 16.040(c)

Mail this form and the non-refundable $25 filing fee in U.S. dollars to the letterhead address. Make the check or money order payable to the State of Alaska, or use the attached credit card payment form.

3. Entity Information: AS 10.15.331

Entity Name: CC Enterprises, Inc.

Alaska Entity Number: 10079083

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4. REMOVE from Record:

AS 10.15.331(b)

The following officials (officers, directors, shareholders, and general manager) will be completely removed from the record as a result of this filing:

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Name: _____ Name: _____

Name: _____ Name: _____

If an official is not being removed from record, then list them in Item #5 below (with their current information).

5. ALL Current Officials:

AS 10.15.331(b) and AS 10.15.580

The following is a complete list of ALL remaining and new officials who will be on record as a result of this filing.

Domestic Cooperatives must have a President, Vice-President, Secretary, Treasurer, and at least three (3) Directors. Each principal officer must be a Director of the Cooperative, except for Secretary, Treasurer and one Vice-President (if the by-laws provide for more than one). — *AS 10.15.175 and 10.15.140(b)*

List **ALL** officials and their current information to be on record.

BOLD fields are required.

FULL LEGAL NAME	COMPLETE MAILING ADDRESS	% Owned	Shareholder	PRESIDENT	VICE-PRESIDENT	SECRETARY	TREASURER	DIRECTOR (3)	General Manager	Assistant Secretary	Assistant Treasurer
James Casey Protzman	P.O. Box 220083, Anchorage	50	×	×			×	×			
	AK 99522										
Mason Ryder	P.O. Box 220083, Anchorage	50	×		×	×		×			
Spadafore	AK 99522										

→ If necessary, use the following supplement page and include all information required above in Item #5.

6. Required Signature:

AS 10.15.331(b) and AS 10.06.825

The Notice of Change of Officials must be signed by a principal officer (i.e., the president or vice-president) of the cooperative. Persons who sign documents filed with the commissioner that are known to the person to be false in material respects are guilty of a class A misdemeanor.

Signature: James Casey Protzman Date: 02/28/2019

Printed Name: James Casey Protzman

Title of Authorized Signer: President

(Must be signed by a principal officer. A director is not an authorized signer.)

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Notice of Change of Officials SUPPLEMENT

If used, this supplement must be returned with Form 08-468

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Entity Name: _____

Alaska Entity Number: _____

4. REMOVE from Record (continued from Page 2): AS 10.15.331(b)

The following officials (officers, directors, shareholders, and general manager) will be completely removed from the record as a result of this filing:

Name: _____ Name: _____

Name: _____ Name: _____

If an official is not being removed from record, then list them in Item #5 below (with their current information).

5. ALL Current Officials (continued from Page 2): AS 10.15.331(b) and AS 10.15.580

The following is a complete list of ALL remaining and new officials who will be on record as a result of this filing.

Domestic Cooperatives must have a President, Vice-President, Secretary, Treasurer, and at least three (3) Directors. Each principal officer must be a Director of the Cooperative, except for Secretary, Treasurer and one Vice-President (if the by-laws provide for more than one). — *AS 10.15.175 and 10.15.140(b)*

List **ALL** officials and their current information to be on record.

BOLD fields are required.

FULL LEGAL NAME	COMPLETE MAILING ADDRESS	% Owned	Shareholder	PRESIDENT	VICE-PRESIDENT	SECRETARY	TREASURER	DIRECTOR (3)	General Manager	Assistant Secretary	Assistant Treasurer

If necessary to complete Items #4 and #5, make copies of this SUPPLEMENT page.

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Email: *corporations@alaska.gov*
Website: *Corporations.Alaska.Gov*

Contact Information

- Return this form with your filing
- This information may be used by the Division to assist with processing your attached filings
- This form will not be filed for record, or appear online

Entity Information	Enter your entity information as it appears on this filing.
Entity Name:	CC Enterprises, Inc.
AK Entity #:	10079083

Contact Person	Whom may we contact with any questions or problems with this filing?
Company:	JDW, LLC
Contact:	Jana Weltzin
Mailing Address:	Address: 3003 Minnesota Dr. #201
	City: Anchorage State: AK ZIP: 99503
Phone:	907-231-3750
Email:	jana@jdwcounsel.com

Document Return Address	Provide an address for the return of your filed documents.
☒ Return my filings to the address provided **ABOVE**	
☐ Return my filings to this address provided **BELOW**	
Company:	
Contact:	
Mailing Address:	Address:
	City: State: ZIP:

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Alaska Entity #10079083

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

Certificate of Incorporation

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

CC Enterprises, Inc.

IN TESTIMONY WHEREOF, I execute the certificate and affix the Great Seal of the State of Alaska effective **February 27, 2018**.

Mike Navarre
Commissioner

BYLAWS

OF

CC ENTERPRISES, INC.

Adopted the 28th day of Febuary, 2019.

PREAMBLE

THESE BYLAWS (these "Bylaws") are adopted as of the 28th day of Febuary, 2019, by and among the shareholders, or a counterpart thereof, of CC Enterprises, Inc., an Alaska business corporation (hereinafter referred to as the "Corporation").

ARTICLE I. CORPORATE FORMATION AND ARTICLES

1.1. References Thereto. Any reference made herein to the Corporation's "Articles" will be deemed to refer to its Articles of Incorporation and all amendments thereto which are on file with the Alaska Department of Commerce, Community, and Economic Development at any given time, together with any and all certificates theretofore filed by the Corporation with the Alaska Department of Commerce, Community, and Economic Development pursuant to the Alaska Statutes.

1.2. Seniority Thereof. The Articles will in all respects be considered senior and superior to these Bylaws, with any inconsistency to be resolved in favor of the Articles, and with these Bylaws to be deemed automatically amended from time to time to eliminate any such inconsistency which may then exist.

1.3. Purpose. The purpose of the Corporation shall be to operate a commercial marijuana manufacturing and cultivation facility, and any other lawful purpose as determined by the Board of Directors (the "Board").

ARTICLE II. SHAREHOLDERS' MEETINGS

2.1. Annual Meetings. Annual meetings of the shareholders shall be held on the 1st day of December of each year at a time of day and place as determined by the Board (or, in the absence of action by the Board, as set forth in the notice given, or waiver signed, with respect to such meeting pursuant to Section 2.3 below). If any such annual meeting is for any reason not held on the date determined as aforesaid, a special meeting may thereafter be called and held in lieu thereof, and the same proceedings (including the election of directors) may be conducted thereto as at an annual meeting.

2.2. Special Meetings. Special meetings of the shareholders may be held whenever and wherever called for by the President or the Board, or by the written demand of the holders of not fewer than ten percent (10%) of all issued and outstanding shares of stock, regardless of class. The

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business which may be conducted at any such special meeting will be confined to the purposes stated in the notice thereof, and to such additional matters as the chairman of such meeting may rule to be germane to such purpose.

2.3. Notices. At least ten (10) but no more than sixty (60) days (inclusive of the date of meeting) before the date of any meeting of the shareholders, the Secretary will cause a written notice setting forth the day, time and place and, in the case of a special meeting the purpose or purposes of the meeting, to be deposited in the mail, with postage prepaid, addressed to each shareholder of record at her last address as it then, or on the applicable record date, appears on the stock transfer books of the Corporation. Any shareholder may expressly waive call or notice of any annual or special meeting (and any adjournment thereof) at any time before, during or after it is held. The waiver shall be in writing, signed by the shareholder entitled to the call or notice and delivered to the corporation for inclusion in the minutes or filing with the corporate records. Attendance by a shareholder at any such meeting in person or by proxy will automatically evidence her waiver thereof without a writing unless she or her proxy at the beginning of the meeting objects to holding the meeting or transacting business at the meeting. A shareholder's attendance shall also be deemed a waiver of objection to a consideration of a particular matter at the meeting that is not within the purposes described in the meeting notice, unless the shareholder objects to considering the matter when it is presented. No call or notice of a meeting of the shareholders will be necessary if each of them waives the same in writing or by attendance as aforesaid.

2.4. Registered Shareholders. To determine the shareholders entitled to notice of any shareholders' meeting, to demand a special meeting, to vote or to take any other action by consent or otherwise, the Board may fix in advance a date, not exceeding seventy (70) days preceding the date of such meeting or action, as a record date for the determination of shareholders of record entitled to notice of, and to vote at, such meeting or to take such action. The shares of stock, and the shareholders, "entitled to vote" (as that or any similar term is hereafter used) at any meeting of the shareholders will be determined as of the applicable record date if one has been fixed as aforementioned; otherwise, as of four o'clock in the afternoon (4:00 P.M.) on the day before notice of the meeting is sent, first demand is made, or action is taken; or, if notice is waived, at the commencement of the meeting.

2.5. Proxies. Any shareholder entitled to vote thereat may vote by proxy at any meeting of the shareholders (and at any adjournment thereof) which is specified in such proxy, provided that her proxy is executed in writing by him (or by her duly authorized attorney-in-fact) within twelve (12) months prior to the date of the meeting so specified, unless otherwise provided in the proxy or permitted or prohibited by law. The burden of proving the validity of any undated proxy at any such meeting of the shareholders will rest with the person seeking to exercise the same. An electronic message, telegram, cablegram or other means of electronic transmission appearing to have been transmitted by a shareholder (or by her duly authorized attorney-in-fact) may be accepted as a sufficiently written and executed proxy.

2.6 Corporate Shareholders. Any other corporation entitled to vote shares of the Corporation's stock at any meeting of the Corporation's shareholders may be represented at the meeting by such persons designated by the bylaws of such corporation or by resolution of its board of

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directors, and such officer or other person so designated may vote such corporation's stock in this Corporation in person or by proxy appointed by him.

2.7. Quorum. At any meeting of the shareholders, the presence in person or by proxy of the holders of a majority of all issued and outstanding shares of the Corporation which would then be entitled to vote on any single subject matter which may be brought before the meeting will constitute a quorum of the shareholders for all purposes. In the absence of a quorum, any meeting may be adjourned from time to time, until a quorum is present, by the affirmative vote thereof by the holders of a majority of shares then present, without notice other than by announcement thereat of the time and place of the adjourned meeting, except as otherwise provided by law. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at a meeting as originally noticed. The shareholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum, provided, that if the shares then represented are less than required to constitute a quorum, the affirmative vote on any matter must be such as would constitute a majority if a quorum were present.

2.8. Participation in Shareholders' Meeting. The Board may permit any or all shareholders to participate in an annual or special shareholders' meeting by or conduct the meeting through use of any means of communication by which all shareholders participating may simultaneously hear each other during the meeting. If the Board in its sole discretion elects to permit participation by such means of communication, the notice of the meeting shall specify how a shareholder may participate in the meeting by such means of communication. The participation may be limited by the Board in its sole discretion to specified locations or means of communications. A shareholder participating in a meeting by this means is deemed to be present in person at the meeting.

2.9. Election Inspectors. The Board, in advance of any shareholders' meeting, may appoint an election inspector or inspectors to act at such meeting (and any adjournment thereof). If an election inspector or inspectors are not so appointed, the chairman of the meeting may, or upon the request of any person entitled to vote at the meeting will, make such appointment. If any person appointed as an inspector fails to appear or to act, a substitute may be appointed by the chairman of the meeting. If appointed, the election inspector or inspectors (acting through a majority of them if there is more than one) will determine the number of shares outstanding, the authenticity, validity and effect of proxies and the number of shares represented at the meeting in person and by proxy; they will receive and count votes, ballots and consents and announce the results thereof; they will hear and determine all challenges and questions pertaining to proxies and voting; and, in general, they will perform such acts as may be proper to conduct elections and voting with complete fairness to all shareholders. No such election inspector need be a shareholder of the Corporation.

2.10. Organization and Conduct of Meetings. Each shareholders' meeting will be called to order and thereafter chaired by the President, or if the President is unavailable, then by such other officer of the Corporation or such shareholder as may be appointed by the Board. The Corporation's Secretary will act as secretary of each shareholders' meeting; in her absence, the chairman of the meeting may appoint any person (whether a shareholder or not) to act as secretary thereat. After

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calling a meeting to order, the chairman thereof may require the registration of all shareholders intending to vote in person, and the filing of all proxies, with the election inspector or inspectors, if one or more have been appointed (or, if not, with the secretary of the meeting). After the announced time for such filing of proxies has ended, no further proxies or changes, substitutions or revocations of proxies will be accepted. If directors are to be elected, a tabulation of the proxies so filed will, if any person entitled to vote in such election so requests, be announced at a meeting (or adjournment thereof) prior to the closing of the election polls. Absent a showing of bad faith on her part, the chairman of a meeting will, among other things, have absolute authority to fix the period of time allowed for the registration of shareholders and the filing of proxies, to determine the order of the business to be conducted at such meeting and to establish reasonable rules for expediting the business of the meeting (including any informal, or question and answer portions thereof).

2.11. Voting. Except for the election of directors (which will be governed by the cumulative voting laws of Alaska) and except as may otherwise be required by the Corporation's Articles or by statutes, each issued and outstanding share of the Corporation's capital stock (specifically excluding shares held in the treasury of the Corporation) represented at any meeting of the shareholders in person or by a proxy given as provided in Section 2.5 above, will be entitled to one (1) vote. The voting on any question as to which a ballot vote is demanded, prior to the time the voting begins, by any person entitled to vote on such question; otherwise, a voice vote will suffice. No ballot or change of vote will be accepted after the polls have been declared closed following the ending of the announced time for voting.

2.12. Shareholder Approval or Ratification. The Board may submit any contract or act for approval or ratification at any duly constituted meeting of the shareholders, the notice of which either includes mention of the proposed submittal or is waived as provided in Section 2.3 above. If any contract or act so submitted is approved or ratified by a majority of the votes cast thereon at such meeting, the same will be valid and as binding upon the Corporation and all of its shareholders as it would be if approved and ratified by each and every shareholder of the Corporation, except as specifically provided to the contrary by statute.

2.13. Action Without a Meeting. Any action required to be taken at a meeting of the shareholders of the Corporation, or any action that may be taken at a meeting of the shareholders, may be taken without a meeting and without notice if a consent in writing setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof. This consent shall have the same effect as a unanimous vote of the shareholders. Unless otherwise specified in the consent or consents, the action is effective on the date that the last consenting shareholder signs, except where notice to non-voting shareholders requires a different effective date as specified under the Alaska Statues.

2.14. Informalities and Irregularities. All informalities or irregularities in any call or notice of a meeting, or in the areas of credentials, proxies, quorums, voting and similar matters, will be deemed waived if no objection is made regarding call, notice, proxy or quorum, at the beginning of the meeting, and regarding voting for specific matters, when the matter is presented.

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2.15. List of Shareholders. The officer who has charge of the stock ledger of the Corporation or its equivalent shall prepare and make available, at least ten (10) days before every meeting of shareholders, a complete list of the shareholders entitled to vote, arranged in alphabetical order, and showing the address and number of shares issued in the name of each shareholder. Such list shall be open to the examination of any shareholder, for any purpose germane to the meeting at the corporation's principal office, the office of the corporation's transfer agent if specified in the meeting notice or at another place identified in the meeting notice in the city where the meeting will be held. The list shall also be produced and kept at the place of the meeting during the whole time thereof, and may be inspected by any shareholder present.

ARTICLE III. BOARD OF DIRECTORS

3.1. Number and Qualification. The business and affairs of the Corporation shall be managed by a Board of Directors comprised of no less than one (1), but no more than five (5) members. The directors need not be shareholders of the Corporation or residents of the State of Alaska. The Board may appoint from its members a "Chairman of the Board" to preside over all meetings of shareholders and of the Board.

3.2. Election. The members of the initial Board shall hold office until the first annual meeting of the shareholders and until their successors shall have been elected and qualified. At the first annual meeting of shareholders, and at each annual meeting thereafter or special meeting in lieu of an annual meeting called for such purpose, the shareholders shall elect the directors to hold office until the next succeeding annual meeting. The directors shall hold office for the term for which they are elected and until their successors shall be elected and qualified.

3.3. Vacancies. Except as provided in Section 3.4 below, any vacancy in the Board caused by death, resignation, removal, increase in the number of directors, or any other cause, may be filled for the unexpired term by a majority vote of the remaining directors though less than a quorum, or by a sole remaining director. In the event that there are no directors then in office, the vacancy may be filled by majority vote of the shareholders at the next annual meeting or at any special meeting called for that purpose.

3.4. Removal of Directors. Unless prohibited or restricted by an agreement to the contrary, any director may be removed at any time, either with or without cause, by the affirmative vote of the holders of a majority of the stock of the Corporation issued and outstanding and entitled to vote, given at a special meeting of such shareholders called for that purpose, provided that if less than the entire Board is to be removed, one of the directors may not be removed if the votes cast against her removal would be sufficient to elect him if then cumulatively voted at an election of the entire Board, and the vacancy in the Board caused by any such removal may be filled by the shareholders at such meeting.

3.5. Regular Meetings. A regular annual meeting of the directors is to be held immediately after the adjournment of each annual shareholders' meeting at the place at which such shareholders' meeting was held for the purpose of organization, election of officers and consideration of any other business that may properly come before the meeting. Regular meetings, other than as

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specified herein, may be held at regular intervals at such places and at such times as the Board may provide.

3.6. Participation in Directors' Meetings. The Board 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 deemed to be present in person at the meeting.

3.7. Special Meetings. Special meetings of the Board may be held whenever and wherever called for by the President or the number of directors which would be required to constitute a quorum.

3.8. Notices. No notice need be given of regular annual meetings of the Board. Written notice of the day, place and time (but not necessarily the purpose or all the purposes) of any regular meeting, other than annual meetings, or any special meeting shall be given to each director in person or by mail or telefacsimile addressed to him at her latest address appearing on the Corporation's records. Notice to any director of any such special meeting will be deemed given sufficiently in advance when, if given by mail, the same is deposited in the United States mail, with postage prepaid, at least four (4) days before the meeting date. Notice is sufficiently given if delivered personally or by telefacsimile to the director, or by telephone, at least forty-eight (48) hours prior to the convening of the meeting. Any director may expressly waive call or notice of any meeting (and any adjournment thereof) at any time before, during or after it is held. Such waiver shall be in writing, signed by the director entitled to the call or notice and filed with the minutes or corporate records. Attendance of a director at any meeting shall evidence her waiver without a writing of call and notice of such meeting (and any adjournment thereof) unless the director, at the beginning of the meeting or promptly upon 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. No call or notice of a meeting of directors will be necessary if each of them waives the same in writing or by attendance as aforementioned. Any meeting, once properly called and noticed (or as to which call and notice have been waived as aforementioned) and at which a quorum is present, may be adjourned to another time and place by a majority of those in attendance, and notice of any adjourned meeting need not be given, other than by announcement at the meeting at which such action to adjourn be taken.

3.9. Quorum. A quorum for the transaction of business at any meeting or adjourned meeting of the directors will consist of a majority of the number of directors in office immediately before the meeting begins. Any act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board unless the act of a greater number is required by statute, the Articles or these Bylaws. If a quorum shall not be present at any meeting of the Board, any meeting may be adjourned from time to time until a quorum is present by the affirmative vote of the directors then present, without notice other than by announcement thereat of the time and place of the adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the original meeting which was adjourned.

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3.10. Executive Committee. The Board may, by resolution adopted by a majority of the whole Board, name two (2) or more of its members as an "Executive Committee." Except as otherwise prohibited by statute, such Executive Committee will have and may exercise the powers of the Board in the management of the business and affairs of the Corporation while the Board is not in session, subject to such limitations as may be included in the Board's resolution and the prohibited actions in the Alaska Statutes. A majority of those named to the Executive Committee will constitute a quorum. In the event that vacancy occurs in the Executive Committee, the vacancy shall be filled by the Board.

3.11. Other Committees. Other standing or temporary committees may from time to time be appointed from its own membership by the Board and be vested with such powers as the Board may lawfully delegate. All committees are to keep regular minutes of the transactions of their meetings and make such minutes available to the Board at large.

3.12. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board, or of any committee, at which action is taken on any corporate matter will be presumed to have assented to the action taken unless her dissent is entered in the minutes of the meeting or unless she files her written dissent to such action with the Secretary of the Corporation by five o'clock in the afternoon (5:00 P.M.) of the next day after the adjournment of the meeting, holidays and weekends excepted. A right to dissent will not be available to a director who voted in favor of the action.

3.13. Action Without A Meeting. Any action that may be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the directors or committee members, whichever is applicable. Such consent shall have the same effect as a unanimous vote. Unless otherwise specified in the consent or consents, the action is effective on the date that the last consenting director signs.

3.14. Compensation. Each director, in consideration of her serving as such, shall be entitled to receive from the Corporation such amount per annum or such fees for attendance at directors' meetings, or both, as the Board shall from time to time determine, together with reimbursement for the reasonable expenses incurred by him in connection with the performance of her duties. Nothing contained herein shall preclude the director from serving the Corporation, its affiliates or subsidiaries in any other capacity and receiving proper compensation therefore. Members of any committee established may be allowed such similar compensation and reimbursement as determined by the Board.

ARTICLE IV. OFFICERS

4.1. Officers. The officers of the Corporation shall consist of a President, Secretary and Treasurer, and may consist of one or more Vice-Presidents and such additional officers, agents and employees as shall be appointed in accordance with the provisions of Section 4.2 hereof. Any two (2) or more offices may be held by the same person. Officers need not be directors of the Corporation. The Board may require any such officer, agent or employee to give security for the faithful performance of her duties.

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4.2. Additional Officers. The Board may appoint such subordinate officers, agents or employees as it may deem necessary or advisable, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as the Board may from time to time determine. The Board may delegate to any executive officer or to any committee the power to appoint any such additional officers, agents or employees.

4.3. Election; Term of Office. The officers of the Corporation shall be elected at the annual meeting of the Board, each of whom shall serve with such power and duties and for such tenure as provided by these Bylaws or as the Board may from time to time determine and shall hold office until her successor has been duly elected and qualified, or until her death, resignation or removal.

4.4. Removal. Unless prohibited or restricted by an agreement to the contrary, any officer of the Corporation may be removed, either with or without cause, at any time, by a majority of the whole Board at a special meeting thereof called for that purpose, or by any committee or executive officer upon whom such power of removal may be conferred by the Board.

4.5. Resignations. Any director or officer may resign her office at any time, by giving written notice of her resignation to the President or Secretary of the Corporation. Such resignation shall take effect at the time specified therein, or if no time be specified therein, at the time of the receipt thereof, and the acceptance thereof shall not be necessary to make it effective.

4.6. Vacancies. A vacancy in any office, because of death, resignation, removal, or any other cause, shall be filled by the Board, and the officer so elected shall hold office until her successor is elected and qualified.

4.7. Salaries. The salaries of the officers and employees of the Corporation, if any, shall be fixed from time to time by the Board, or (except as to her own) be left to the discretion of the President, and none of the officers of the Corporation shall be prevented from receiving a salary by reason of the fact that she is also a member of the Board; and any officer who shall also be a member of the Board shall be entitled to vote in the determination of the amount of the salary that shall be paid to him.

4.8. The President. The President shall be the chief executive officer of the Corporation and shall supervise and manage the business and affairs of the Corporation, subject to the control of the Board. He shall see that all orders and resolutions of the Board are carried into effect. He may sign, with the Secretary or an Assistant Secretary, certificates of stock of the Corporation; and he may sign, execute and deliver in the name of the Corporation all instruments of conveyance, evidences of indebtedness, contracts or other instruments authorized by the Board, except in cases where the signing, execution or delivery thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation or where any thereof shall be required by law to be otherwise signed, executed and delivered. In general, he shall perform all duties as may from time to time be assigned to him by these Bylaws or by the Board.

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4.9. Vice-President. Each Vice-President shall have such powers and perform such other duties as the Board or the President may, from time to time, prescribe.

4.10. The Treasurer. The Treasurer shall have charge and custody of, and be responsible for, all the funds and securities of the Corporation and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation in such banks or other depositories as may be designated by the Board; he shall disburse the funds of the Corporation under the direction of the President or the Board, taking proper vouchers for such disbursements, and shall render to the President and to the directors at the regular meetings of the Board or whenever they may require it, a statement of all him transactions as Treasurer and a statement of the financial condition of the Corporation; and, in general, he shall perform all the duties incident to the office of Treasurer and such other duties as the Board or the President may from time to time prescribe.

4.11. The Secretary. The Secretary shall attend all meetings of the shareholders and of the Board, and shall keep, or cause to be kept in a book provided for the purpose, a true and complete record of the proceedings of these meetings. He shall be custodian of the stock book and also of other books, records and the seal of the Corporation, if any, and shall affix the seal of the Corporation to all certificates of stock and all documents, the execution of which on behalf of the Corporation under its seal is duly authorized. He may sign, with the President or a Vice-President, certificates of stock of the Corporation. He shall cause to be given all notices of meetings of the shareholders and directors, and shall perform such other duties as the Board or the President may from time to time prescribe.

ARTICLE V. RECORDS

5.1. Records to be Kept. The Corporation shall keep as permanent records, minutes of all meetings of its shareholders and the Board, a record of all actions taken by the shareholders or Board without a meeting and a record of all actions taken by a committee of the Board in place of the Board on behalf of the Corporation. The Corporation shall also keep appropriate accounting records.

5.2. Shareholder List. 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 and in alphabetical order by class of shares showing the number and class of shares held by each.

5.3. Form of Records. The Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

5.4. Records Available for Inspection. The Corporation shall keep a copy of all of the following records, at its known place of business or at the office of its agents, for the purpose of inspection within five (5) days of an appropriate demand by a qualifying shareholder: (i) the Articles or restated Articles of Incorporation and all amendments to them currently in effect; (ii) the Bylaws or restated Bylaws and all amendments to them currently in effect; (iii) resolutions adopted by the Board creating one (1) or more classes or series of shares and fixing their relative rights, preferences and limitations, if shares issued pursuant to those resolutions are outstanding; (iv) the minutes of all

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shareholders' meetings and records of all action taken by shareholders without a meeting for the past three (3) years; (v) all written communications to shareholders generally within the past three (3) years, including the financial statements furnished for the past three (3) years; (vi) a list of the names and business addresses of the current directors and officers; (vii) the most recent Annual Report delivered to the Alaska Department of Commerce, Community, and Economic Development; and (viii) any agreements among shareholders.

ARTICLE VI. INDEMNIFICATION; SHAREHOLDER LIABILITY

6.1. Indemnification. The Corporation shall indemnify every director (including outside directors) and every officer, employee or agent to the full extent consistent with public policy and to the full extent permitted by and in fulfillment of the conditions found in the indemnification provisions of the Alaska Statutes or of any amended or successor statute thereto. Such indemnification shall be mandatory and shall extend to both liability and expenses (including advances for expenses) as those terms are defined in under Alaska law.

6.2. Shareholder Liability. The private property of the shareholders of the Corporation shall be exempt from liability for corporate debts.

ARTICLE VII. STOCK CERTIFICATES

7.1. Certificates. Certificates of stock shall be in such form as required by statute and as approved by the Board and shall be issued and signed by the President or a Vice-President and by the Secretary or an Assistant Secretary, and impressed with the seal of the Corporation, if any.

7.2. Shares Without Certificates. The Board of the Corporation may authorize the issuance of some or all of the shares of any or all of its classes or series without certificates. Notwithstanding such authorization by the Board, every holder of uncertified shares is entitled to receive a certificate that complies with statutory requirements upon request to the Corporation. The authorization does not affect shares already represented by certificates until such certificates are surrendered to the Corporation. Within a reasonable time after the issuance or transfer of shares without certificates, the Corporation shall send the shareholder a written statement of the information required on certificates by statute.

7.3. Ownership. The Corporation will be entitled to treat the registered owner of any share as the absolute owner thereof and, accordingly, will not be bound to recognize any beneficial, equitable or other claim to, or interest in, such share on the part of any other person, whether or not it has notice thereof, except as may expressly be provided by statute.

7.4. Transfers. Transfers of stock shall be made only on the books of the Corporation by the holder of the shares in person, or by her duly authorized attorney or legal representative, and upon surrender and cancellation of certificates for a like number of shares.

7.5. Lost Certificates. In the event of the loss, theft or destruction of any certificate of stock of this Corporation or of any predecessor corporation, the Corporation may issue a certificate

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in lieu of that alleged to be lost, stolen or destroyed, and cause the same to be delivered to the owner of the stock represented thereby, provided that the owner shall have submitted such evidence showing the circumstances of the alleged loss, theft or destruction, and her ownership of the certificate, as the Corporation considers satisfactory, together with any other facts which the Corporation considers pertinent, and, if required by the Board of Directors, a surety bond in the form and amount satisfactory to the Corporation, unless the stock represented by the certificate lost, stolen or destroyed has at the time of issuance of the new certificate a market value of five hundred dollars ($500.00) or less (as determined by the Corporation on the basis of such information as it may select), in which case the requirement of a surety bond shall be waived.

ARTICLE VIII. DIVIDENDS

8.1. Dividends. Subject to such restrictions or requirements as may be imposed by law or the Corporation's Articles or as may otherwise be binding upon the Corporation, the Board may from time to time declare dividends on stock of the Corporation outstanding on the dates of record fixed by the Board, to be paid in cash, in property or in shares of the Corporation's stock on or as of such payment or distribution dates as the Board may prescribe.

ARTICLE IX. AMENDMENT

9.1. Amendment. These Bylaws may be altered, amended, repealed or temporarily or permanently suspended, in whole or in part, or new bylaws adopted, at any duly constituted meeting of the shareholders or the Board, the notice of which meeting either includes the proposed action in respect thereof or is waived as provided above in Section 2.3 or 3.8 (whichever is applicable). If, however, any such action arises as a matter of necessity at any such meeting and is otherwise proper, no notice thereof will be required. The Board may exercise all emergency powers permitted under the Alaska Statutes. These Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not prohibited by law or the Articles.

ARTICLE X. TERMINATION OF CORPORATION

10.1. Termination of Corporation. The Corporation shall cease to exist only upon the first to happen of the following events: (i) the death of the last surviving shareholder; or (ii) voluntary or involuntary dissolution pursuant to the laws governing the same for an Alaska private corporation organized for profit.

ARTICLE XI. MISCELLANEOUS

11.1. Gender. All pronouns and any variations thereof shall be deemed to refer to the masculine, feminine, neuter, singular or plural as the identity of the person or persons may require.

11.2. Governing Law. These Bylaws shall be construed and enforced in accordance with the laws of the State of Alaska, as interpreted by the courts of the State of Alaska, notwithstanding any rules regarding choice of law to the contrary.

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11.3. Separability of Provisions. Each provision of these Bylaws shall be considered separable. If for any reason any provision or provisions herein are determined to be invalid and contrary to any existing or future law, such invalidity shall not impair the operation of or affect those portions of these Bylaws which are valid.

11.4. Section Titles. Section titles are for descriptive purposes only and shall not control or alter the meaning of these Bylaws as set forth in the text.

11.5. Entire Agreement. These Bylaws embody the entire agreement and understanding between the shareholders, officers and Board hereto with respect to the subject matter hereof and supersedes all prior agreements and understandings relating to such subject matter.

11.6 In the Event Shareholder becomes Disqualified to be Licensee. Shareholders understand and agree that in the event any shareholder becomes ineligible to hold a commercial Alaska marijuana establishment license, that Shareholder has deemed to have offered the shares back to the company first, and then to remaining share holders in exchange for consideration in the amount of $1.00. Any capital contributed from said disqualified shareholder shall be repaid in the form of a promissory note on a payment schedule that does not negatively impact the operations of the corporation.

Authorization of Further Actions

RESOLVED, that the officers of the Corporation are, and each of them hereby is, authorized, empowered and directed, for and on behalf of the Corporation, to execute all documents and to take all further actions they may deem necessary, appropriate or advisable to affect the purposes of each of the foregoing resolutions.

RESOLVED, that any and all actions taken by any officer of the Corporation in connection with the matters contemplated by the foregoing resolutions are hereby approved, ratified and confirmed in all respects as fully as if such actions had been presented to the Board for approval prior to such actions being taken.

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IN WITNESS WHEREOF, each of the undersigned, being all the directors of the Corporation, has executed this Written Consent as of the date set forth below.

Date: Feb 28th, 2019

James Casey Protzman – Shareholder, President, Treasurer, Director

Mason Ryder Spadafore – Shareholder, Vice President, Secretary, Director

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