Department of Commerce, Community, and Economic Development
CORPORATIONS, BUSINESS & PROFESSIONAL LICENSING

ENTITY DETAILS

Name(s)

Type	Name
Legal Name	Great Northern Cannabis, Inc.

Entity Type: Business Corporation

Entity #: 10032664

Status: Good Standing

AK Formed Date: 10/9/2015

Duration/Expiration: Perpetual

Home State: ALASKA

Next Biennial Report Due: 1/2/2021

Entity Mailing Address: 645 G ST STE 100-907, ANCHORAGE, AK 99501

Entity Physical Address: 425 G STREET, SUITE 515, ANCHORAGE, AK 99501

Registered Agent

Agent Name: Stephen Brashear

Registered Mailing Address: 2341 CINNABAR LOOP, ANCHORAGE, AK 99507-3150

Registered Physical Address: 2341 CINNABAR LOOP, ANCHORAGE, AK 99507-3150

Officials

☐Show Former

AK Entity #	Name	Titles	Owned
	AILEEN VANG	Shareholder	0.32
	ALLYSON LAUCK	Shareholder	0.24
	AMY VAIL	Shareholder	1.94
	ANDREW HALCRO	Shareholder	1.08

AK Entity #	Name	Titles	Owned
	ANGELA MILLER	Shareholder	1.38
	ANITA BRADBURY	Shareholder	2.16
	Ann Desalvo	Shareholder	0.32
10071203	Big Sky Holdings, LLC	Shareholder	9.74
10050167	Birch Clearing Holdings, LLC	Shareholder	2.29
	BRENT MILLER	Shareholder	1.10
	BRIAN PIKE	Shareholder	0.32
	CARLA MASON	Shareholder	6.48
	CARLA MILLER	Shareholder	2.56
	COLT MILLER	Shareholder	0.10
	DARCY HOLT	Director, Shareholder	2.39
	Donna Clark	Shareholder	0.03
	GERARDO MARTINEZ	Shareholder	8.00
	JACKLYN ONEY	Shareholder	2.16
	JEFF ROGNES	Shareholder	0.16
	JERAD BROWN	Director, Shareholder	7.64
	JORDAN HUSS	Director, Shareholder, Vice President	11.47
	KRISTIN ROGNES	Shareholder	0.16
	Larry Clark	Shareholder	0.03
	LAWRENCE J. WISSING	Shareholder	0.32
	MICHAEL ELLENBURG	Director, Secretary	
	MORGAN VAIL	Shareholder	1.93
10042246	Morse Capital LLC	Shareholder	2.89
10059404	Murder Lake, LLC	Shareholder	5.89
	PATRICK FLYNN	Shareholder, Treasurer	4.01
	ROBERT THOMPSON	Shareholder	2.31
10049204	Smart Capital Holdings, LLC	Shareholder	4.63
	STEPHEN BRASHEAR	President, Director	
	TERRY HENNESSEY	Shareholder	0.37
	TERRY LAUCK	Shareholder	0.24
	THOMAS DESALVO	Shareholder	4.41
	VICTOR RODRIGUEZ	Shareholder	9.72
	VICTORIA HALCRO	Shareholder	1.08
	VICTORIA RHOADES	Shareholder	0.13

Filed Documents

Date Filed	Type	Filing	Certificate

Date Filed	Type	Filing	Certificate
10/09/2015	Creation Filing	Click to View	Click to View
10/09/2015	Initial Report	Click to View	
6/24/2016	Agent Change	Click to View	
6/24/2016	Change of Officials	Click to View	
7/05/2016	Entity Address Change	Click to View	
8/24/2016	Change of Officials	Click to View	
10/09/2016	Biennial Report	Click to View	
11/17/2016	Change of Officials	Click to View	
1/05/2017	Change of Officials	Click to View	
1/26/2017	Change of Officials	Click to View	
2/10/2017	Change of Officials	Click to View	
6/02/2017	Change of Officials	Click to View	
9/26/2017	Entity Address Change	Click to View	
11/22/2017	Change of Officials	Click to View	
1/19/2018	Change of Officials	Click to View	
4/19/2018	Change of Officials	Click to View	
12/31/2018	Biennial Report	Click to View	

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AK Entity #: 10032664
Date Filed: 10/09/2015
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 Incorporation

Domestic Business Corporation

Web-10/9/2015 12:08:28 PM

1 - Entity Name

Legal Name: Great Northern Cannabis, Inc.

2 - Purpose

The corporation will sell cannabis and related projects including edibles, accessories, and apparel upon receipt of a license from the State of Alaska.

3 - NAICS Code

111419 - OTHER FOOD CROPS GROWN UNDER COVER

4 - Registered Agent

Name: Stephen Brashear
Mailing Address: 25135 Cates Ave, Eagle River, AK 99577-9610
Physical Address: 25135 Cates Ave, Eagle River, AK 99577-9610

5 - Entity Addresses

Mailing Address: 25135 Cates Ave., Eagle River, AK 99577-9610
Physical Address: 25135 Cates Ave., Eagle River, AK 99577-9610

6 - Shares

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Complete the below stock information on record with the Department. You may not change your authorized shares with this form. An amendment is required. Fill in number of shares issued.

Class	Series	Authorized	Par Value	Amount Issued
Common		10000000	$0.00	

7 - Officials

Name	Address	% Owned	Titles
Stephen Brashear			Incorporator

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 Incorporator(s) listed above to act on behalf of this entity.

Name: Stephen W. Brashear

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Alaska Entity #10032664

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

Great Northern Cannabis, Inc.

IN TESTIMONY WHEREOF, I execute the certificate and affix the Great Seal of the State of Alaska effective October 09, 2015.

Chris Hladick
Commissioner

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BYLAWS

OF

GREAT NORTHERN CANNABIS, INC.

ARTICLE I - OFFICES

The mailing address for the principal office of the corporation in the State of Alaska shall be located at 2341 Cinnabar Loop, Anchorage, Alaska 99507. The corporation may have such other offices within or without the State of Alaska, as the board of directors may designate or as the business of the corporation may require from time to time.

The registered office of the corporation, required by the Alaska Business Corporation Act to be maintained in the State of Alaska, may be, but need not be, identical with the principal office in the State of Alaska, and the address of the registered office may be changed from time to time by the board of directors of the corporation.

ARTICLE II - SHAREHOLDERS

Section 1. Annual Meeting. The annual meeting of the shareholders shall be held during the month of January each year, or at such time as the shareholders shall otherwise schedule such meeting, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the election of directors shall not be held on the day designated herein or any annual meeting of the shareholders, or any adjournment or adjournments thereof, the board of directors shall cause the election to be held at a special meeting of the shareholders as soon thereafter as conveniently may be scheduled.

Section 2. Special Meetings. Special meetings of the shareholders, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the president or by the board of directors, and shall be called by the president at the request of any shareholder.

Section 3. Place of Meeting. The board of directors may designate any place, either within or outside of the State of Alaska, as the place of meeting for any annual meeting or for any special meeting of the shareholders. A waiver of notice signed by all shareholders entitled to vote at a meeting may designate any place, either within or outside of the State of Alaska, as the place for the holding of such meeting. Shareholders may participate by phone, video conference, or other electronic means. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal office of the corporation.

Section 4. Notice of Meetings. Written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall, unless otherwise prescribed by statute, be delivered not less than ten nor more than fifty days before the date of the meeting, either personally, by mail, or by electronic mail, by or at the direction of the president, or the secretary, or the persons calling the meeting, to each

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shareholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed delivered when deposited in the United States mail, addressed to the shareholder at his/her address as it appears on the stock transfer books of the corporation, with postage thereon prepaid. If delivered by electronic mail, a delivery receipt or, alternatively, a direct confirmation of receipt from the recipient shall confirm delivery to the electronic mail address furnished by the shareholder.

Section 5. Quorum. At all meetings of shareholders of the corporation, the presence at the commencement of such meetings in person or by proxy of shareholders holding of record a majority of the total number of shares of the corporation then issued and outstanding and entitled to vote, shall be necessary and sufficient to constitute a quorum for the transaction of any business. The withdrawal of any shareholder after the commencement of a meeting shall have no effect on the existence of a quorum, after a quorum has been established at such meeting.

Section 6. Voting.

(a) Any corporate action, other than the election of directors to be taken by vote of the shareholders, shall be authorized by a majority of votes cast at a meeting of shareholders by the holders of the shares entitled to vote thereon.

(b) At each meeting of shareholders, each holder of record of shares of the corporation entitled to vote thereat, shall be entitled to one vote for each share registered in his/her name on the books of the corporation.

(c) Each shareholder entitled to vote or to express consent or dissent without a meeting may do so by proxy; provided, however, that the instrument authorizing such proxy to act shall have been executed in writing by the shareholder, himself, or by his/her or her attorney-in-fact duly authorized in writing. No proxy shall be valid after the expiration of eleven months from the date of its execution, unless the persons executing it shall have specified therein the length of time it is to continue in force. Such instrument shall be exhibited to the secretary at the meeting and shall be filed with the records of the corporation.

(d) Any resolution in writing, signed by all of the shareholders entitled to vote thereon, either in person or by verified electronic signature, shall be and constitute action by such shareholders to the effect therein expressed, with the same force and effect as if the same had been duly passed by unanimous vote at a duly called meeting of the shareholders and such resolution so signed shall be inserted in the Minute Book and the corporation under its proper date.

ARTICLE III - BOARD OF DIRECTORS

Section 1. Number, Election and Term of Office.

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(a) The number of the directors of the corporation shall be at least five (5).

(b) Except as may otherwise be provided herein or in the articles of incorporation, the members of the board of directors of the corporation need not be shareholders, and shall be elected by a majority of the votes cast at a meeting of shareholders, by the holders of shares entitled to vote in the election.

(c) Each director shall hold office until the annual meeting of the shareholders next succeeding his/her election, and until his/her successor is elected and qualified, or until his/her death, resignation or removal.

Section 2. Duties and Powers. The board of directors shall be responsible for the control and management of the affairs, property and interests of the corporation, and may exercise all powers of the corporation, except as are expressly conferred upon or reserved to the shareholders.

Section 3. Annual and Regular Meetings; Notice.

(a) A regular annual meeting of the board of directors shall be held immediately following the annual meeting of the shareholders, at the place of such annual meeting of shareholders.

(b) The board of directors, from time to time, may provide by resolution for the holding of other regular meetings of the board of directors, and may fix the time and place thereof.

(c) Notice of any regular meeting of the board of directors shall not be required to be given and, if given, need not specify the purpose of the meeting; provided, however, that in case the board of directors shall fix or change the time or place of any regular meeting, notice of such action shall be given to each director who shall not have been present at the meeting at which such action was taken within the time limited, and in the manner set forth in Section 5 of this Article III, with respect to special meetings, unless such notice shall be waived in the manner set forth in Section 5.

Section 4. Special Meetings. Special meetings of the board of directors may be called by or at the request of the president or any director. Such special meeting shall be held at the principal office of the corporation unless the shareholders of the company shall agree in writing that such meeting may be held at another place which may be either within or without the State of Alaska.

Section 5. Notice. Notice of any special meeting shall not be required to be given to any director who shall attend such meeting without protesting prior thereto or at its commencement, the lack of notice to him, or who submits a signed waiver of notice, whether before or after the meeting. Any director may waive notice of any meeting. The attendance of

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a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

Section 6. Chairman. At all meetings of the board of directors, the chairman of the board, if any and if present, shall preside. If there shall be no chairman, or he shall be absent, then the president shall preside, and in his/her absence, a chairman chosen by the directors shall preside.

Section 7. Quorum and Adjournments.

(a) At all meetings of the board of directors, the presence of a majority of the entire board shall be necessary and sufficient to constitute a quorum for the transaction of business.

(b) A majority of the directors present at the time and place of any regular or special meeting, although less than a quorum, may adjourn the same from time to time without notice, until a quorum shall be present.

Section 8. Manner of Acting.

(a) At all meetings of the board of directors, each director present shall have one vote, irrespective of the number of shares of stock, if any, which he/she may hold.

(b) The action of a majority of the directors present at any meeting at which a quorum is present shall be the act of the board of directors. Any action authorized, in writing, by all of the directors entitled to vote thereon and filed with the minutes of the corporation shall be the act of the board of directors.

Section 9. Action Without a Meeting. Any action that may be taken by the board of directors at a meeting may be taken without a meeting if a consent in writing setting forth the action so to be taken, shall be signed before such action by all of the directors.

Section 10. Vacancies. Any vacancy occurring in the board of directors by reason of the death, resignation, disqualification, removal (unless a vacancy created by the removal of a director by the shareholders shall be filled by the shareholders at the meeting at which the removal was effected) or inability to act of any director, or otherwise, may be filled by unanimous vote of the remaining directors. A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by election by the board of directors for a term of office continuing only until the next election of directors by the shareholders.

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Section 11. Resignation. Any director may resign at any time by giving written notice to the board of directors, the president or the secretary of the corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the board of directors or such officer, and the acceptance of such resignation shall not be necessary to make it effective.

Section 12. Removal. Any director may be removed with or without cause at any time by the shareholders, at a special meeting of the shareholders called for that purpose, and may be removed for cause by action of the board.

Section 13. Compensation. By resolution of the board of directors, each director may be paid his/her expenses, if any, of attendance at each meeting of the board of directors, and may be paid a salary as director or a fixed sum for attendance at each meeting of the board of directors or both. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

Section 14. Presumption of Assent. A director of the corporation who is present at a meeting of the board of directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless he/she shall file his/her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 15. Change of Number. The number of directors may at any time be increased or decreased. Such action shall be taken by the vote of two-thirds (2/3) of the voting stock issued and outstanding, at any regular or special meeting if a notice of such meeting (or the waiver of notice signed by all shareholders entitled to vote) contains a statement of the proposed increase or decrease, and in case of any such increase, the shareholders at any general or special meeting held before the board of directors take action, shall have the power to elect such additional directors to hold office until the next annual meeting of the shareholders, and until their successors are elected and qualified.

Section 16. Committees. Standing or temporary committees may be appointed by the board of directors from time to time, and the board of directors may from time to time invest such committees with such powers as it sees fit, subject to such conditions as may be prescribed by the board, and by law. An executive committee may be appointed by resolution passed by a majority of the whole board; it shall have all the powers provided by statute, except as specially limited by the Board. All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in the books kept for that purpose in the office of the corporation, and shall report the same to the board of directors at its next meeting.

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ARTICLE IV - OFFICERS

Section 1. Number. The officers of the corporation shall be a president, a vice president, a secretary and a treasurer, each of whom shall be elected by the board of directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the board of directors. Any two or more offices may be held by the same person, except the office of president and secretary. Notwithstanding the foregoing, in the event there is only one shareholder there need be only one officer to fulfill the functions of all of the offices of the corporation.

Section 2. Election and Term of Office. The officers of the corporation to be elected by the board of directors shall be elected annually by the board of directors at the first meeting of the board of directors held after each annual meeting of the shareholders. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified or until his/her death or until he shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Resignation. Any officer may resign at any time by giving written notice of such resignation to the board of directors, or to the president or the secretary of the corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the board of directors or by such officer, and the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Removal. Any officer or agent may be removed by a majority vote of the board of directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may at any time be filled by the board of directors for the unexpired portion of the term.

Section 6. President. The president shall be the principal executive officer of the corporation and, subject to the control of the board of directors, shall in general supervise and control all of the business and affairs of the corporation. He/she shall, when present, preside at all meetings of the shareholders and of the board of directors. He/she may sign, with the secretary or any other proper officer of the corporation authorized by the board of directors, certificates for shares of the corporation, and deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these bylaws to some other officer or agent of the corporation, or shall be required by law to be

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otherwise signed or executed; and in general shall perform all duties incident to the office of the president and such other duties as may be prescribed by the board of directors from time to time.

Section 7. The Vice-President. In the absence of the president or in the event of his/her death, inability or refusal to act, the vice-president (or in the event there be more than one vice-president, the vice-presidents in the order designated at the time of their election, or in the absence of any designation, then in order of their election) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president, and shall perform such other duties as from time to time may be assigned to him by the president or by the board of directors. In addition to the above-described duties, the vice-president shall use his/her best efforts to assist the president, secretary and treasurer.

Section 8. The Secretary. The secretary shall:

(a) Keep the minutes of the proceedings of the shareholders and of the board of directors in one or more books provided for that purpose.

(b) See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.

(c) Be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized.

(d) Keep a register of the post office address of each shareholder which shall be furnished to the secretary by such shareholder.

(e) Sign with the president, certificates for shares of the corporation, the issuance of which shall have been authorized by resolution of the board of directors.

(f) Have general charge of the stock transfer books of the corporation; and

(g) In general perform all duties as from time to time may be assigned to him by the president or by the board of directors. In addition to the above-described duties, the secretary shall run the day to day operations of the corporation.

Section 9. The Treasurer. The treasurer shall:

(a) Have charge and custody of and be responsible for all funds and securities of the corporation.

(b) Receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation and in such

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banks, trust companies and other depositories as shall be selected in accordance with the provisions of Article VII of these bylaws; and

(c) In general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or by the board of directors. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the board of directors shall determine.

Section 10. Salaries. The salaries of the officers shall be fixed from time to time by the board of directors and no officer shall be prevented from receiving such salary by reason of the fact that he/she is also a director of the corporation. The salary of the officers of the corporation shall not be changed without a majority vote of the board of directors.

Section 11. Shares of Other Corporations. Whenever the corporation is the holder of shares of any other corporation, any right or power of the corporation as such shareholder (including the attendance, acting and voting at shareholders' meetings and execution of waivers, consents, proxies or other instruments) may be exercised on behalf of the corporation by the president, or such other person as the board of directors may authorize.

ARTICLE V. - STOCK CERTIFICATES

Section 1. Certificates for Shares. All certificates of stock shall be signed by the president or vice-president and the secretary or assistant secretary.

Section 2. Treasury Stock. Treasury stock shall neither vote nor participate in dividends.

Section 3. Transfer of Shares. Transfer of stock shall be made only on the books of the corporation and the old certificate, properly endorsed, shall be surrendered and canceled before a new certificate is issued. The stock books of the corporation shall be closed against any transfers for a period of thirty (30) days before the date of payment of a dividend and for fifteen (15) days before each meeting of the shareholders.

Section 4. Loss or Destruction. In the case of loss or destruction of a certificate of stock, no new certificate shall be issued in lieu thereof, except upon satisfactory proof to the board of directors of such loss or destruction, and upon the giving of security as required by the board of directors. Any such new certificate shall be plainly marked "duplicate" upon its face.

ARTICLE VI. - FISCAL YEAR

The fiscal year of the corporation shall begin on the 1st day of January and end on the 31st day of December.

ARTICLE VII. - DIVIDENDS AND FINANCE

Section 1. Dividends. The board of directors may, from time to time, declare and the corporation may pay dividends on its outstanding shares in the manner, and upon the terms and

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conditions provided by law, and its articles of incorporation.

Section 2. Corporate Funds. The funds of the corporation shall be deposited with such bank, or trust company as the directors shall designate, and shall be withdrawn only upon the check or order of the officers designated by the board of directors.

ARTICLE VIII. - NOTICE REQUIREMENTS

Whenever any notice is required to be given to any shareholder or director of the corporation under the provisions of these bylaws, such notice may be delivered by electronic mail, provided there is a means of confirming delivery. A waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE IX. - INDEMNIFICATION

A. The corporation may indemnify a person who was, is, or is threatened to be made a party to any completed, pending, or threatened action or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he/she is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation, partnership, joint venture, trust, or other enterprise. Indemnification may include reimbursement of expenses, attorney fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with the action or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the corporation and, with respect to a criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful, provided, however, if the action or proceeding was, is, or is threatened to be by or in the right of the corporation, indemnification may not be made in respect of any claim, issue, or matter as to which the person has been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the corporation, except to the extent that the court in which the action was brought determines upon application that, despite the adjudication of liability, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for expenses which the court considers proper. The termination of an action or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent does not create a presumption that the person did not meet the requisite standard of conduct set forth in this paragraph.

B. To the extent that a director, officer, employee, or agent of the corporation has been successful on the merits or otherwise in defense of an action or proceeding referred to in paragraph A of this article, or in defense of a claim, issue, or matter in the action or proceeding, he/she shall be indemnified against expenses and attorney fees actually and reasonably incurred by him in connection with the defense.

C. Unless otherwise ordered by a court, indemnification under paragraph A of this article may only be made by the corporation upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he/she has met the requisite standard of conduct set out in paragraph A of this article. The determination shall be made:

1. by the board of directors by a majority vote of a quorum consisting of

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directors who were not parties to the action or proceeding; or

2. by independent legal counsel in a written opinion if:

   a. a quorum under subparagraph 1 of this article is not obtainable; or

   b. a quorum under subparagraph 1 of this article is obtainable but a majority of disinterested directors so directs; or

3. by the shareholders.

D. Expenses incurred in defending a civil or criminal action or proceeding may be paid by the corporation in advance of the final disposition of the action or proceeding as authorized in the manner provided in paragraph C of this article upon receipt of an undertaking by or on behalf of this director, officer, employee, or agent to repay the amount if ultimately determined that he/she is not entitled to be indemnified by the corporation as authorized in this article.

E. The indemnification provided by this article is not exclusive of any other rights to which a person seeking indemnification may be entitled under an agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding the office. The right to indemnification continues as to a person who has ceased to be a director, officer, employee, or agent, and inures to the benefit of the heirs, executors, and administrators of the person.

F. The corporation may purchase and maintain insurance on behalf of a person who is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in that capacity, or arising out of that status, whether or not the corporation has the power to indemnify him against the liability under the provisions of this section.

ARTICLE X. DISSOLUTION AND DISTRIBUTION

Section 1. Approval of Dissolution. The Corporation may elect to terminate its affairs and voluntarily dissolve: (i) by the vote of three-fourths of the shares entitled to vote at a special or annual shareholder meeting after notice to each shareholder stating that the one of the purposes of the meeting is to consider approval of voluntary dissolution of the Corporation; or (ii) upon unanimous written consent of the Shareholders. The Board may dissolve the Corporation upon majority vote in the event the Corporation is adjudicated bankrupt.

Section 2. Procedures for Dissolution and Distribution. Upon dissolution of the Corporation, the directors shall:

a) Pay or adequately provide for payment of all of the known debts and liabilities of the Corporation, pursuant to AS 10.06.668;

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b) Direct the distribution of all the remaining corporate assets among the shareholders, proportionately in accordance with their respective rights and preferences under the shares issued and outstanding; and

c) Take such other steps as may be reasonable or beneficial to wind up the affairs of the Corporation, including filing any certificates, decrees or articles respecting such dissolution with the appropriate State agency.

ARTICLE XI. - CONFLICT OF BYLAWS WITH ARTICLES OF INCORPORATION OR ALASKA STATUTES

In the event these bylaws should in any manner conflict with the articles of incorporation of the corporation or Alaska Statutes, then the articles of incorporation of the corporation and the Alaska Statutes will govern.

ARTICLE XII. - AMENDMENTS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority vote of the board of directors at any regular or special meeting of the board of directors.

ARTICLE XIII. - ADOPTION OF BYLAWS

These bylaws were duly amended by the board of directors of the corporation on the 21st day of September, 2016 at Anchorage, Alaska, and the same do now constitute the bylaws of the corporation.

GREAT NORTHERN CANNABIS, INC.
An Alaska corporation

Dated: 09/21/2016

By: Stephen W. Brashear
Stephen Brashear
Its: President

Received by AMCO 6.11.19

GREAT NORTHERN CANNABIS, INC.,

RESOLUTION NO. 2016 - 02

A RESOLUTION AMENDING THE BYLAWS OF THE CORPORATION TO PROVIDE FOR RATABLE DISTRIBUTIONS TO SHAREHOLDERS UPON DISSOLUTION, AND AMENDING THE SHAREHOLDER AGREEMENT TO PROVIDE CERTAIN TERMS UPON ISSUANCE OF NEW SHARES

WHEREAS Great Northern Cannabis, Inc. ("Corporation") desires to amend its bylaws to provide for procedures in the event of voluntary dissolution and to provide for distribution of the net assets of the Corporation upon dissolution to the Shareholders, in proportion to each Shareholder's ownership interest in the Corporation; and

WHEREAS the Corporation is presently in the process of issuing shares to new investors in exchange for capital contributions and desires each issuance of new shares approved by the Board to constitute a deemed, automatic amendment to the Shareholder Equity Table (Exhibit A of that certain Shareholder Agreement), and wishes to amend the Shareholder Agreement to clarify that the issuance of additional shares will result in the dilution of existing ownership interests.

NOW THEREFORE BE IT RESOLVED THAT Effective September 21, 2016, the following new Article X shall be added to the Bylaws of the Corporation and subsequent Articles renumbered accordingly:

ARTICLE X

DISSOLUTION AND DISTRIBUTION.

Section 1. Approval of Dissolution. The Corporation may elect to terminate its affairs and voluntarily dissolve: (i) by the vote of three-fourths of the shares entitled to vote at a special or annual shareholder meeting after notice to each shareholder stating that the one of the purposes of the meeting is to consider approval of voluntary dissolution of the Corporation; or (ii) upon unanimous written consent of the Shareholders. The Board may dissolve the Corporation upon majority vote in the event the Corporation is adjudicated bankrupt.

Section 2. Procedures for Dissolution and Distribution. Upon dissolution of the Corporation, the directors shall:

a) Pay or adequately provide for payment of all of the known debts and liabilities of the Corporation, pursuant to AS 10.06.668;

b) Direct the distribution of all the remaining corporate assets among the shareholders, proportionately in accordance with their respective rights and preferences under the shares issued and outstanding; and

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c) Take such other steps as may be reasonable or beneficial to wind up the affairs of the Corporation, including filing any certificates, decrees or articles respecting such dissolution with the appropriate State agency.

FURTHER RESOLVED THAT the Shareholder Agreement is amended effective September 21, 2016 to add new Section 6, to read in full as follows, with subsequent sections renumbered accordingly:

6. Right to Raise Additional Capital. The Board of the Corporation may authorize the Officers of the Corporation to raise additional capital through the issuance of additional shares of the Corporation and the admission of additional Shareholders to the Corporation, upon terms and conditions as the Board may approve. Any person who acquires shares shall be required to sign a subscription agreement, requiring the person to be bound by this Agreement. Such acknowledgement shall not require the re-execution of this Agreement by existing Shareholders. By virtue of this provision, an existing shareholder's ownership interest may be diluted upon the issuance of such additional shares and each Shareholder hereby consents to such dilution provided the conditions of this Section have been complied with. The Shareholder Equity Table, attached hereto as Exhibit A, shall be deemed automatically amended to reflect such dilution and the relevant terms and conditions respecting issued and outstanding shares. The President or his/her designee shall prepare and distribute a revised Shareholder Equity Table reflecting such changes within a reasonable period after issuance of additional shares is final.

These resolutions were duly adopted by vote of the shareholders of the Corporation on the 21st day of September, 2016, at Anchorage, Alaska, and the same do now constitute the acts of the Corporation.

GREAT NORTHERN CANNABIS, INC.

An Alaska corporation

Dated: 09/21/2016

By: Stephen A. Brashear

Stephen Brashear

Its: President

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