



# Fairbanks North Star Borough

Mayor's Office

809 Pioneer Road P.O. Box 71267 Fairbanks, AK 99707-1267 T.(907)459-1300 F.(907)459-1102

## MEMORANDUM

TO: Fairbanks North Star Borough Assembly

FROM: Jim Williams, Chief of Staff *JW*

SUBJECT: New Marijuana License

DATE: January 12, 2017

---

Attached you will find copies of the application for the following:

### **PRODUCT MANUFACTURING FACILITY**

**License # 10886**  
**FSE, Inc.**  
**DBA: Good Titrations**  
**1770 Donald Ave. Suite B**  
**Fairbanks, AK 99709**

Pursuant to FNSB 9.17.030 The Assembly is responsible for reviewing state registration applications and providing input to the state. The administration recommends no protest.

/km

cc: Concerned Licensee

# MARIJUANA LICENSE

Date Notice Received: 11/17/2016 60 DAY DUE DATE 1/16/2017

Type of License: License Number: 10886  
 NEW  TRANSFER

- Transfer of location
- Transfer of ownership
- Transfer of stock

- Retail Store
- Standard Cultivation Facility
- Limited Cultivation Facility
- Product manufacturing Facility
- Concentrate manufacturing Facility
- Testing Facility

DBA: Good Titrations

Licensee/Applicant: FSE, Inc.

Physical Address: 1770 Donald Ave. Suite B Fairbanks AK 99701

Mailing Address: PO Box 82011 Fairbanks, AK 99709

## INTERNAL REVIEW SCHEDULE

**PLANNING DEPARTMENT:** Signature: J. Christine Nelson Date: 11-18-16

- Land Use Compliance: Zoning: HI. "Marijuana product manufacturing facility, unlimited"  
is a listed permitted use in the HI zoning district (FWSBC 18.76.020.A.10). The  
applicant was issued a zoning permit # ZP 17682 to use 1,440 SF of an  
existing building.

**ASSESSING DEPARTMENT:** Signature: Jolene Parnick Date: 11/18/16

- Parcel Key Number: 0562874
- Property Description: Lot 11 Block 11 Metro Industrial Airport 5<sup>th</sup> Acker
- Property Owner Name: Tacke, Martin R.

**TREASURY/ BUDGET:** Signature: J Welles Date: 11/18/16

- Property Taxes: ∅

(If either party owes, give amount and attach printout)

*JW*



November 17, 2016

Fairbanks North Star Borough  
Attn: Krista Major  
VIA Email: [kmajor@fnsb.us](mailto:kmajor@fnsb.us)  
Cc: [mayor@fnsb.us](mailto:mayor@fnsb.us)  
[llivingston@fnsb.us](mailto:llivingston@fnsb.us)

<b>License Number:</b>	10886
<b>License Type:</b>	Marijuana Product Manufacturing Facility
<b>Licensee:</b>	FSE, Inc.
<b>Doing Business As:</b>	GOOD TITRATIONS
<b>Physical Address:</b>	1770 Donald Ave Suite B Fairbanks, AK 99701
<b>Designated Licensee:</b>	Shaun Tacke
<b>Phone Number:</b>	907-978-7647
<b>Email Address:</b>	shaun.tacke@gmail.com

**New Application**       **Transfer of Ownership Application**       **Renewal Application**  
 **Onsite Consumption Endorsement**

AMCO has received a completed application for the above listed license (see attached application documents) within your jurisdiction. This is the notice required under 3 AAC 306.025(d)(2).

To protest the approval of this application(s) pursuant to 3 AAC 306.060, you must furnish the director **and** the applicant with a clear and concise written statement of reasons for the protest within 60 days of the date of this notice, and provide AMCO proof of service of the protest upon the applicant.

3 AAC 306.010, 3 AAC 306.080, and 3 AAC 306.250 provide that the board will deny an application for a new license if the board finds that the license is prohibited under AS 17.38 as a result of an ordinance or election conducted under AS 17.38 and 3 AAC 306.200, or when a local government protests an application on the grounds that the proposed licensed premises are located in a place within the local government where a local zoning ordinance prohibits the marijuana establishment, unless the local government has approved a variance from the local ordinance.

This application will be in front of the Marijuana Control Board at our December 6-7, 2016 meeting.

Sincerely,

Cynthia Franklin, Director  
[amco.localgovernmentonly@alaska.gov](mailto:amco.localgovernmentonly@alaska.gov)

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

State of Alaska > Commerce > Corporations, Business, & Professional Licensing > Corporations Search

## NAME(S)

Type	Name
Legal Name	FSE, Inc.

## ENTITY DETAILS

**Entity Type:** Business Corporation  
**Entity #:** 10026238  
**Status:** Good Standing  
**AK Formed Date:** 1/14/2015  
**Duration/Expiration:** Perpetual  
**Home State:** ALASKA  
**Next Biennial Report Due:** 1/2/2017 [File Biennial Report](#)  
**Entity Mailing Address:** 801 PELICAN WAY, FAIRBANKS, AK 99709  
**Entity Physical Address:** 801 PELICAN WAY, FAIRBANKS, AK 99709

## REGISTERED AGENT

**Agent Name:** Frank Berardi  
**Registered Mailing Address:** 801 PELICAN WAY, FAIRBANKS, AK 99709  
**Registered Physical Address:** 801 PELICAN WAY, FAIRBANKS, AK 99709

## OFFICIALS

AK Entity#	Name	Titles	Percent Owned
	Brandon Emmett	Director, Shareholder, Secretary, Vice President	28.61
	CURTIS FRANKLIN	Shareholder	0.72
	DAWSON CARROLL	Shareholder	1.43
	Frank Berardi	Director, Shareholder, President	28.61
	Jeff Weltzin	Shareholder	5.18
	JOANNE ELLSWORTH	Shareholder	0.01
	JUDY BATH	Shareholder	1.43
	MARTIN TACKE	Shareholder	1.79
	SETH HAWKINS	Shareholder	2.86
	Shaun Tacke	Director, Treasurer, Shareholder	28.61
<a href="#">10039028</a>	U.N.ME, LLC	Shareholder	0.72

## FILED DOCUMENTS

Date Filed	Type	Filing	Certificate
1/14/2015	Creation Filing		
3/17/2016	Initial Report		
4/11/2016	Correction		
11/7/2016	Change of Officials		

**Juneau Mailing Address**

P.O. Box 110806  
Juneau, AK 99811-0806

**Physical Address**

333 Willoughby Avenue  
9th Floor  
Juneau, AK 99801-1770

**Phone Numbers**

Main Phone: (907) 465-2550  
FAX: (907) 465-2974

**Anchorage Mailing/Physical Address**

550 West Seventh Avenue  
Suite 1500  
Anchorage, AK 99501-3567

**Phone Numbers**

Main Phone: (907) 269-8160  
FAX: (907) 269-8156

---

State of Alaska © 2016

---

FSE, INC.

Incorporated under the laws  
of the State of Alaska

---

BYLAWS

---

Adopted as of 1/16/15 BCE

---

**BYLAWS  
OF  
FSE, INC.**

**ARTICLE I**

**OFFICES**

**1.1 Registered Office.**

The initial registered office of FSE, Inc. (the "Corporation") in the State of Alaska shall be at 4720 Drake Street Fairbanks, Alaska 99709, and the registered agent in charge thereof shall be Shaun Tacke.

**1.2 Other Offices.**

The Corporation may also have an office or offices at any other place or places within or outside the State of Alaska.

**ARTICLE II**

**MEETING OF SHAREHOLDERS**

**2.1 Annual Meetings.**

The annual meeting of shareholders of the Corporation (the "Shareholders") for the election of directors, and for the transaction of such other business as may properly come before the meeting, shall be held at such place, date and hour as shall be fixed by the board of directors of the Corporation (the "Board") and designated in the notice or waiver of notice thereof, except that no annual meeting need be held if all actions, including the election of directors, required by Alaska Business Corporation Act ("ABCA") to be taken at the annual meeting of Shareholders are taken by written consent in lieu of meeting pursuant to Section 2.11 of this Article II.

## 2.2 Special Meetings.

Special meetings of the shareholders may be called at any time by the Board of Directors, by the Chairperson of the Board of Directors, by the CEO, CFO, COO, or by the holders of shares entitled to cast not less than 10% of the votes at the meeting, such meeting to be held on a date and at a time and place either within or without the state of Alaska as may be stated in the notice of the meeting.

## 2.3 Notice of Meetings.

Except as otherwise required by statute, the Corporation's Certificate of Incorporation (the "Certificate") or these bylaws of the Corporation (the "Bylaws"), notice of each annual or special meeting of the Shareholders shall be given to each Shareholder of record entitled to vote at such meeting not less than 10 nor more than 60 days before the day on which the meeting is to be held, by delivering written notice thereof to him personally, or by mailing a copy of such notice, postage prepaid, directly to him at his address as it appears in the records of the Corporation, or by transmitting such notice thereof to him at such address by telegraph, cable or other telephonic transmission. Every such notice shall state the place, the date and hour of the meeting, and, in case of a special meeting, the purpose or purposes for which the meeting is called. Notice of any meeting of Shareholders shall not be required to be given to any Shareholder who shall attend such meeting in person or by proxy, or who shall, in person or by his attorney thereunto authorized, waive such notice in writing, either before or after such meeting. Except as otherwise provided in these Bylaws, neither the business to be transacted at, nor the purpose of, any meeting of the Shareholders need be specified in any such notice or waiver of notice. Notice of any adjourned meeting of Shareholders shall not be required to be given, except when expressly required by law.

## 2.4 Quorum.

At each meeting of Shareholders, except where otherwise provided by the Certificate or these Bylaws, the holders of a majority of the issued and outstanding shares of Common Share entitled to vote at such meeting, present in person or represented by proxy, shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority in interest of the Shareholders present in person or represented by proxy and entitled to vote, or, in the absence of all the Shareholders entitled to vote, any officer entitled to preside at, or act as secretary of, such meeting, shall have the power to adjourn the meeting from time to time, until Shareholders holding the requisite amount of share to constitute a quorum shall be present or represented. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called.

## 2.5 Place of Meetings.

Annual meetings or special meetings of Shareholders may be held at any place within or without the State of Alaska as may be selected from time to time by the Board, Chairman, CEO, CFO, or COO.

## 2.6 Organization.

Unless otherwise determined by the Board, at each meeting of the Shareholders, one of the following shall act as chairman of the meeting and preside thereat, in the following order of precedence:

- (a) the COO;
- (b) the CEO;
- (c) the CFO;

(d) any director, officer or Shareholder of the Corporation designated by the Board to act as chairman of such meeting and to preside thereat if the Chairman, CEO, CFO, COO shall be absent from such meeting; or

(e) a Shareholder of record who shall be chosen chairman of such meeting by a majority in voting interest of the Shareholders present in person or by proxy and entitled to vote there at.

The secretary of the Corporation (the "Secretary") or, if he shall be presiding over such meeting in accordance with the provisions of this Section 2.6 or if he shall be absent from such meeting, the person (who shall be an Assistant Secretary of the Corporation, if an Assistant Secretary has been appointed and is present) whom the chairman of such meeting shall appoint, shall act as secretary of such meeting and keep the minutes thereof.

### **2.7 Order of Business.**

The order of business at each meeting of the Shareholders shall be determined by the chairman of such meeting, but such order of business may be changed by a majority in voting interest of those present in person or by proxy at such meeting and entitled to vote thereat.

### **2.8 Voting.**

Except as otherwise provided by law, the Certificate or these Bylaws, at each meeting of Shareholders, each Shareholder shall be entitled to one vote in person or by proxy for each share of Common Share held by him and registered in his name on the books of the Corporation on the date fixed pursuant to Section 6.7 of Article VI of the Bylaws as the record date for the determination of Shareholders entitled to vote at such meeting. Persons holding share in a fiduciary capacity shall be entitled to vote the shares so held. A person whose share is pledged shall be entitled to vote, unless, in the transfer by the pledgor on the books of the Corporation, he has expressly empowered the pledgee to vote thereon, in which case only the pledgee or his proxy may represent such share and vote thereon. If shares or other securities having voting power stand in the record of two or more persons, whether fiduciaries, members of a partnership, joint tenants, tenants in common, tenants by the entirety or otherwise, or if two or more persons have the same fiduciary relationship respecting the same shares, unless the secretary shall be given written notice to the contrary and furnished with a copy of the instrument or order appointing them or creating the relationship wherein it is so provided, their acts with respect to voting shall have the following effect:

(a) if only one votes, his act binds all;

(b) if more than one votes, the act of the majority so voting binds all; and

(c) if more than one votes, but the vote is evenly split on any particular matter, such shares shall be voted in the manner provided by law.

If the instrument so filed shows that any such tenancy is held in unequal interests, a majority or even-split for the purposes of this Section 2.8 shall be a majority or even-split in interest. The Corporation shall not vote directly or indirectly any share of its own capital share. Any vote of share may be given by the Shareholder entitled thereto in person or by his proxy appointed by an instrument in writing, subscribed by such Shareholder or by his attorney thereunto authorized, delivered to the secretary of the meeting; provided, however, that no proxy shall be voted after three years from its date, unless said proxy provides for a longer period. At all meetings of the Shareholders, all matters (except where other provision is made by law, the Certificate or these Bylaws) shall be decided by the vote of a majority in interest of the Shareholders present in person or by proxy at such meeting and entitled to vote thereon, a quorum being present. Unless demanded by a Shareholder present in person or by proxy at any meeting and entitled to vote thereon, the vote on any question need not be by ballot. Upon a demand by any such Shareholder for a vote by ballot upon any question, such vote by ballot shall be taken. On a vote by ballot, each ballot shall be signed by the Shareholder voting, or by his proxy, if there be such proxy, and shall state the number of shares voted.

### **2.9 Inspection.**

The chairman of the meeting may at any time appoint one or more inspectors to serve at any meeting of the Shareholders. Any inspector may be removed, and a new inspector or inspectors appointed, by the Board at any time. Such inspectors shall decide upon the qualifications of voters, accept and count votes, declare the results of such vote, and subscribe and deliver to the secretary of the meeting a certificate stating the number of shares of share issued and outstanding and entitled to vote thereon and the number of shares voted for and against the question, respectively. The inspectors need not be shareholders of the Corporation, and any director or officer of the Corporation may be an inspector on any question other than a vote for or against his election to any position with the Corporation or on any other matter in which he may be directly interested. Before acting as herein provided, each inspector shall subscribe an oath faithfully to execute the duties of an inspector with strict impartiality and according to the best of his ability.

#### **2.10 List of Shareholders.**

It shall be the duty of the Secretary or other officer of the Corporation who shall have charge of its share ledger to prepare and make, at least 10 days before every meeting of the Shareholders, a complete list of the Shareholders entitled to vote thereat, arranged in alphabetical order, and showing the address of each Shareholder and the number of shares registered in the name of each Shareholder. Such list shall be open to the examination of any Shareholder, for any purpose germane to any such meeting, during ordinary business hours, for a period of at least 10 days prior to such meeting, either at a place within the city where such meeting is to be held, which place shall be specified in the notice of the meeting or, if not so specified, at the place where the meeting is to be held. Such list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any Shareholder who is present.

#### **2.11 Shareholders' Consent in Lieu of Meeting.**

Any action required by the ABCA to be taken at any annual or special meeting of the Shareholders of the Corporation, or any action which may be taken at any annual or special meeting of such Shareholders, may be taken without a meeting, without prior notice and without a vote, by a consent in writing, as permitted by the ABCA.

#### **2.12 Action by Means of Conference Telephone or Similar Communications Equipment.**

Any one or more of the Shareholders may participate in a meeting of the Shareholders by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other, and participation in a meeting by such means shall constitute presence in person at such meeting.

### **ARTICLE III**

#### **BOARD OF DIRECTORS**

##### **3.1 General Powers.**

The business, property and affairs of the Corporation shall be managed by or under the direction of the Board, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by law or by the Certificate directed or required to be exercised or done by the Shareholders.

##### **3.2 Number and Term of Office.**

The number of directors shall be fixed from time to time by the Board. Directors need not be Shareholders. Each director shall hold office until his successor is elected and qualified, or until his earlier death or resignation or removal in the manner hereinafter provided.

##### **3.3 Election of Directors.**

At each meeting of Shareholders for the election of directors at which a quorum is present, the persons receiving the greatest number of votes, up to the number of directors to be elected, of the Shareholders present in person or by proxy and entitled to vote thereon shall be the directors; provided, however, that for purposes of such vote no Shareholder shall be allowed to cumulate his votes. Unless an election by ballot shall be demanded as provided in Section 2.8 of Article II, election of directors may be conducted in any manner approved at such meeting.

### 3.4 Resignation, Removal and Vacancies.

Any director may resign at any time by giving written notice to the Board, Chairman, CEO, CFO, COO or Secretary. Such resignation shall take effect at the time specified therein or, if the time be not specified, upon receipt thereof; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Any director or the entire Board may be removed, with or without cause, at any time, by vote of the holders of a majority of the shares then entitled to vote at an election of directors or by written consent of the Shareholders pursuant to Section 2.11 of Article II.

Vacancies occurring on the Board for any reason may be filled by vote of the Shareholders or by a Shareholders' written consent pursuant to Section 2.11 of Article II, or by vote of the Board or by a directors' written consent pursuant to Section 3.6 of this Article III. If the number of directors then in office is less than a quorum, such vacancies may be filled by a vote of a majority of the directors then in office.

### 3.5 Meetings.

(a) Annual Meetings. As soon as practicable after each annual election of directors, the Board shall meet for the purpose of organization and the transaction of other business, unless it shall have transacted all such business by written consent pursuant to Section 3.6 of this Article III.

(b) Other Meetings. Other meetings of the Board shall be held at such times and at such places as the Board, Chairman, CEO, CFO, COO or any director shall from time to time determine.

(c) Notice of Meetings. Notice shall be given to each director of each meeting, including the time, place and purpose of such meeting. Notice of each such meeting shall be mailed to each director, addressed to him at his residence or usual place of business, at least two days before the date on which such meeting is to be held, or shall be sent to him at such place by telegraph, cable, wireless or other form of recorded communication, or be delivered personally or by telephone not later than the day before the day on which such meeting is to be held. A written waiver of notice, signed by the person entitled thereto, whether before or after the time of the meeting stated therein, shall be deemed equivalent to notice.

(d) Place of Meetings. The Board may hold its meetings at such place or places within or outside the State of Alaska as the Board may from time to time determine, or as shall be designated in the respective notices or waivers of notice thereof.

(e) Quorum and Manner of Acting. A majority of the total number of directors then in office shall be present in person at any meeting of the Board in order to constitute a quorum for the transaction of business at such meeting, and the vote of a majority of those directors present at any such meeting at which a quorum is present shall be necessary for the passage of any resolution or act of the Board, except as otherwise expressly required by law or these Bylaws. In the absence of a quorum for any such meeting, a majority of the directors present thereat may adjourn such meeting from time to time until a quorum shall be present.

(f) Organization. At each meeting of the Board, one of the following shall act as chairman of the meeting and preside thereat, in the following order of precedence:

(i) the Chairman;

- (ii) the CEO (if a director);
- (iii) the CFO or COO (if a director); or
- (iv) any director designated by a majority of the directors present.

The Secretary or, in the case of his absence, an Assistant Secretary, if an Assistant Secretary has been appointed and is present, or any person whom the chairman of the meeting shall appoint shall act as secretary of such meeting and keep the minutes thereof.

### **3.6 Directors' Consent in Lieu of Meeting.**

Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by all of the directors then in office and such consent is filed with the minutes of the proceedings of the Board.

### **3.7 Action by Means of Conference Telephone or Similar Communications Equipment.**

Any one or more members of the Board may participate in a meeting of the Board by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other, and participation in a meeting by such means shall constitute presence in person at such meeting.

### **3.8 Committees.**

The Board may, by resolution or resolutions passed by a majority of the whole Board, designate one or more committees, such committee or committees to have such name or names as may be determined from time to time by resolution adopted by the Board, and each such committee to consist of one or more directors of the Corporation, which to the extent provided in said resolution or resolutions shall have and may exercise the powers of the Board in the management of the business and affairs of the Corporation and may authorize the seal of the Corporation to be affixed to all papers which may require it. A majority of all the members of any such committee may determine its action and fix the time and place of its meetings, unless the Board shall otherwise provide. The Board shall have power to change the members of any such committee at any time, to fill vacancies and to discharge any such committee, either with or without cause, at any time.

## **ARTICLE IV**

### **OFFICERS**

#### **4.1 Executive Officers.**

The principal officers of the Corporation shall be, if appointed, a Chairman, CEO, CFO, COO, Secretary and Treasurer, and such other officers as the Board may appoint pursuant to Section 4.3 of this Article IV. Any two or more offices may be held by the same person.

#### **4.2 Authority and Duties.**

All officers, as between themselves and the Corporation, shall have such authority and perform such duties in the management of the Corporation as may be provided in these Bylaws or, to the extent so provided, by the Board.

#### **4.3 Other Officers.**

The Corporation may have such other officers, agents and employees as the Board may deem necessary, including one or more Vice Presidents, Assistant Secretaries or Assistant Treasurers, each of whom shall hold office for such period, have such authority and perform such duties as the Board, Chairman, CEO, CFO, COO, or President and Secretary may from time to time determine. The Board may delegate to any principal officer the power to appoint and define the authority and duties of, or remove, any such officers, agents or employees.

#### **4.4 Term of Office, Compensation, Resignation and Removal.**

All officers shall be elected or appointed by the Board and shall hold office for such term as may be prescribed by the Board. Each officer shall hold office until his successor has been elected or appointed and qualified or until his earlier death or resignation or removal in the manner hereinafter provided. The Board may require any officer to give security for the faithful performance of his duties.

Any officer may resign at any time by giving written notice to the Board, Chairman, CEO, CFO, COO or Secretary. Such resignation shall take effect at the time specified therein or, if the time be not specified, at the time it is accepted by action of the Board. Except as aforesaid, the acceptance of such resignation shall not be necessary to make it effective.

All officers and agents elected or appointed by the Board shall be subject to removal at any time by the Board or by the Shareholders with or without cause.

The Founders of the Corporation, Brandon Emmett, Frank Berardi, and Shaun Tacke, will act as initial officers and board, and will run all aspects of the business operations, contributing at least 40 hours per a week of time exclusively dedicated to the Corporation's business activities. As such, the Founders are entitled to compensation, payment of which will commence once the Corporation has received its licenses from the state and locality (if applicable) to operate various marijuana establishments. Each founder shall receive an initial annual salary of \$50,000.00 per year, which will be adjusted accordingly based on performance of the Corporation.

#### **4.5 Vacancies.**

If the office of Chairman, CEO, CFO, COO, President or Secretary becomes vacant for any reason, the Board shall fill such vacancy, and if any other office becomes vacant, the Board may fill such vacancy. Any officer so appointed or elected by the Board shall serve only until such time as the unexpired term of his predecessor shall have expired, unless reelected or reappointed by the Board.

#### **4.6 The Chief Operating Officer.**

Subject to the control of the Board and the CEO and CFO the Chief Operating Officer give counsel and advice to the Board and the officers of the Corporation on all subjects concerning the welfare of the Corporation and the conduct of its business and shall perform such other duties as the Board may from time to time determine. Unless otherwise determined by the Board, he shall preside at meetings of the Board and of the Shareholders at which he is present.

#### **4.7 The Chief Executive Officer.**

Subject to the control of the Board and the CFO and COO the CEO shall have general and active management and control of the business and affairs of the Corporation subject to the control of the Board and shall see that all orders and resolutions of the Board are carried into effect. The CEO shall from time to time make such reports of the affairs of the Corporation as the Board of Directors may require and shall perform such other duties as the Board may from time to time determine.

**4.8 The Chief Financial Officer.**

Subject to the control of the Board and the CEO and COO shall in general supervise and control the financial business and affairs of the Corporation.

**4.9 The Secretary.**

The Secretary shall, to the extent practicable, attend all meetings of the Board and all meetings of the Shareholders and shall record all votes and the minutes of all proceedings in a book to be kept for that purpose. He may give, or cause to be given, notice of all meetings of the Shareholders and of the Board, and shall perform such other duties as may be prescribed by the Board, Chairman, CEO, CFO, COO under whose supervision he shall act. He shall keep in safe custody the seal of the Corporation and affix the same to any duly authorized instrument requiring it and, when so affixed, it shall be attested by his signature or by the signature of the Treasurer or, if appointed, an Assistant Secretary or an Assistant Treasurer. He shall keep in safe custody the certificate books and Shareholder records and such other books and records as the Board may direct, and shall perform all other duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Board, Chairman, CEO, CFO, or COO.

**4.10 The Treasurer.**

The Treasurer shall have the care and custody of the corporate funds and other valuable effects, including securities, shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, shall render to the Chairman, CEO, CFO, COO and directors, at the regular meetings of the Board or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Corporation and shall perform all other duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Board, Chairman, CEO, CFO, or COO.

**ARTICLE V****CONTRACTS, CHECKS, DRAFTS, BANK ACCOUNTS, ETC.****5.1 Execution of Documents.**

The Board shall designate, by either specific or general resolution, the officers, employees and agents of the Corporation who shall have the power to execute and deliver deeds, contracts, mortgages, bonds, debentures, checks, drafts and other orders for the payment of money and other documents for and in the name of the Corporation, and may authorize such officers, employees and agents to delegate such power (including authority to redelegate) by written instrument to other officers, employees or agents of the Corporation. Unless so designated or expressly authorized by these Bylaws, no officer, employee or agent shall have any power or authority to bind the Corporation by any contract or engagement, to pledge its credit or to render it liable pecuniarily for any purpose or amount.

**5.2 Deposits.**

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation or otherwise as the Board or Treasurer, or any other officer of the Corporation to whom power in this respect shall have been given by the Board, shall select.

**5.3 Proxies with Respect to Share or Other Securities of Other Corporations.**

The Board shall designate the officers of the Corporation who shall have authority from time to time to appoint an agent or agents of the Corporation to exercise in the name and on behalf of the Corporation the powers and rights which the Corporation may have as the holder of share or other securities

in any other corporation, and to vote or consent with respect to such share or securities. Such designated officers may instruct the person or persons so appointed as to the manner of exercising such powers and rights, and such designated officers may execute or cause to be executed in the name and on behalf of the Corporation and under its corporate seal or otherwise, such written proxies, powers of attorney or other instruments as they may deem necessary or proper in order that the Corporation may exercise its powers and rights.

## ARTICLE VI

### SHARES AND THEIR TRANSFER; FIXING RECORD DATE

#### **6.1 Certificates for Shares.**

Every owner of share of the Corporation shall be entitled to have a certificate certifying the number and class of shares owned by him in the Corporation, which shall be in such form as shall be prescribed by the Board. Certificates shall be numbered and issued in consecutive order and shall be signed by, or in the name of, the Corporation by the Chairman, CEO, CFO, COO, President or any Vice President, and by the Treasurer (or an Assistant Treasurer, if appointed) or the Secretary (or an Assistant Secretary, if appointed). In case any officer or officers who shall have signed any such certificate or certificates shall cease to be such officer or officers of the Corporation, whether because of death, resignation or otherwise, before such certificate or certificates shall have been delivered by the Corporation, such certificate or certificates may nevertheless be adopted by the Corporation and be issued and delivered as though the person or persons who signed such certificate had not ceased to be such officer or officers of the Corporation.

#### **6.2 Record.**

A record in one or more counterparts shall be kept of the name of the person, firm or corporation owning the shares represented by each certificate for share of the Corporation issued, the number of shares represented by each such certificate, the date thereof and, in the case of cancellation, the date of cancellation. Except as otherwise expressly required by law, the person in whose name shares of share stand on the share record of the Corporation shall be deemed the owner thereof for all purposes regarding the Corporation.

Shareholder Records. The Corporation shall keep at its principal executive office or at the office of its transfer agent or registrar a record of the names and addresses of all shareholders and the number and class of shares held by each shareholder.

Corporate Documents and Bylaws. The Corporation shall keep at its principal executive office the original or a copy of the Articles of Incorporation and bylaws as amended to which shall be open to inspection by the shareholders at all reasonable times during office hours. The Corporation shall, upon the written request of any shareholder, furnish to that shareholder a copy of the Articles of Incorporation or bylaws as amended to date.

Minutes and Accounting Records. The minutes of proceedings of the shareholders, the Board of Directors, and committees of the Board, and the accounting books and records will be kept at the principal executive office of the Corporation, or at such other place or places as designated by the Board of Directors. The minutes will be kept in written form, and the accounting books and records will be kept either in written form or in a form capable of being converted into written form.

Inspection by Directors. Subject to applicable Alaska law, every director shall have the right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations for purposes relating to his or her status as director. This inspection by a director may be made in person or by an agent or attorney and the right of inspection includes the right to copy and make extracts of documents.

Section 6.5. Annual Report to Shareholders. Subject to the Alaska Business Corporation Act, for as long as the Corporation has fewer than the number of shareholders specified in the applicable statute, if any, any requirement of an annual report to shareholders is expressly waived. However, nothing in this provision shall

be interpreted as prohibiting the Board of Directors from issuing annual or other periodic reports to the shareholders, as the Board considers appropriate.

At the annual meeting of shareholders, or the meeting held in lieu thereof, the Corporation shall lay before the shareholders a financial statement consisting of:

- a) A balance sheet containing a summary of the assets, liabilities, stated capital, if any, and surplus (showing separately any capital surplus arising from unrealized appreciation of assets, other capital surplus, and earned surplus) of the Corporation as of the end of the Corporation's most recent fiscal year, except that, if consolidated financial statements are laid before the shareholders, the consolidated balance sheet shall show separately or disclose by a note the amount of the consolidated surplus that does not constitute earned surplus of the Corporation or any of its subsidiaries and that is not classified as stated capital or capital surplus on the consolidated balance sheet; and
- b) A statement of profit and loss and surplus, including a summary of profits, dividends or distributions paid, and other changes in the surplus accounts of the Corporation for the period commencing with the date marking the end of the period for which the last preceding statement of profit and loss required under this Section was made and ending with the date of said balance sheet, or in the case of the first statement of profit and loss, from the incorporation of the Corporation to the date of said balance sheet. Financial Statements. The Corporation shall keep a copy of each annual financial statement, quarterly or other periodic income statement, and accompanying balance sheets prepared by the Corporation on file in the Corporation's principal office for 3 years. These documents shall be exhibited at all reasonable times, or copies provided, to any shareholder within 30 days after demand of shareholder.

Form of Records. Any records maintained by the Corporation in the regular course of its business, with the exception of minutes of the proceedings of the shareholders, and of the Board of Directors and its committees, but including the Corporation's share ledger and books of account, may be kept on, or be in the form of magnetic tape, photographs, microphotographs or any other information storage device, provided that the records so kept can be converted into clearly legible form within a reasonable time. The Corporation shall so convert any records so kept upon the request of any person entitled to inspect the same.

### **6.3 Transfer and Registration of Share.**

Share of the Corporation is non-transferable without a super-majority approval from all shareholders of the Corporation. The Founders of the Corporation (Shaun Tacke, Brandon Emmett, and Frank Berardi) have the first right to purchase share from shareholders. In the event the Founders do not exercise their first right of purchase, the share shall be offered to existing shareholders for purchase. In any event, no transfer of share shall occur without super-majority approval of all Corporation shareholders.

Registration of transfers of shares of the Corporation shall be made only on the books of the Corporation upon request of the registered holder thereof, or of his attorney thereunto authorized by power of attorney duly executed and filed with the Secretary of the Corporation, and upon the surrender of the certificate or certificates for such shares properly endorsed or accompanied by a share power duly executed.

### **6.4 Addresses of Shareholders.**

Each Shareholder shall designate to the Secretary an address at which notices of meetings and all other corporate notices may be served or mailed to him, and, if any Shareholder shall fail to designate such address, corporate notices may be served upon him by mail directed to him at his post-office address, if any, as the same appears on the share record books of the Corporation or at his last known post-office address.

### **6.5 Lost, Destroyed and Mutilated Certificates.**

The holder of any shares of the Corporation shall immediately notify the Corporation of any loss, destruction or mutilation of the certificate therefor, and the Board may, in its discretion, cause to be issued to him a new certificate or certificates for such shares, upon the surrender of the mutilated certificates or, in the

case of loss or destruction of the certificate, upon satisfactory proof of such loss or destruction, and the Board may, in its discretion, require the owner of the lost or destroyed certificate or his legal representative to give the Corporation a bond in such sum and with such surety or sureties as it may direct to indemnify the Corporation against any claim that may be made against it on account of the alleged loss or destruction of any such certificate.

#### **6.6 Regulations.**

The Board may make such rules and regulations as it may deem expedient, not inconsistent with these Bylaws, concerning the issue, transfer, restrictions, and registration of certificates for share of the Corporation.

#### **6.7 Fixing Date for Determination of Shareholders of Record.**

(a) In order that the Corporation may determine the Shareholders entitled to notice of or to vote at any meeting of Shareholders or any adjournment thereof, the Board may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board, and which record date shall be not more than 60 nor less than 10 days before the date of such meeting. If no record date is fixed by the Board, the record date for determining Shareholders entitled to notice of or to vote at a meeting of Shareholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held. A determination of Shareholders of record entitled to notice of or to vote at a meeting of Shareholders shall apply to any adjournment of the meeting; provided, however, that the Board may fix a new record date for the adjourned meeting.

(b) In order that the Corporation may determine the Shareholders entitled to consent to corporate action in writing without a meeting, the Board may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board, and which date shall be not more than 10 days after the date upon which the resolution fixing the record date is adopted by the Board. If no record date has been fixed by the Board, the record date for determining Shareholders entitled to consent to corporate action in writing without a meeting, when no prior action by the Board is required by the ABCA, shall be the first date on which a signed written consent setting forth the action taken or proposed to be taken is delivered to the Corporation by delivery to its registered office in the State of Alaska, its principal place of business or an officer or agent of the Corporation having custody of the book in which proceedings of meetings of Shareholders are recorded. Delivery made to the Corporation's registered office shall be by hand or by certified or registered mail, return receipt requested. If no record date has been fixed by the Board and prior action by the Board is required by the ABCA, the record date for determining Shareholders entitled to consent to corporate action in writing without a meeting shall be at the close of business on the day on which the Board adopts the resolution taking such prior action.

(c) In order that the Corporation may determine the Shareholders entitled to receive payment of any dividend or other distribution or allotment of any rights or the Shareholders entitled to exercise any rights in respect of any change, conversion or exchange of share, or for the purpose of any other lawful action, the Board may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted, and which record date shall be not more than 60 days prior to such action. If no record date is fixed, the record date for determining Shareholders for any such purpose shall be at the close of business on the day on which the Board adopts the resolution relating thereto.

(d) As the Corporation is a "start-up" business, subject to unpredictable regulatory costs and barriers to entry, the Corporation shall automatically re-invest 100% of its profits back into the Corporation for the first three (3) years of operation for purposes of solidifying the Corporation's market share and expanding the business activities of the Corporation. Thereafter, upon a majority vote of the shareholders, the Corporation will commence issuance of dividends to shareholders in an amount to be determined by the board based on the profit margins and expense of business operations.

## **ARTICLE VII**

### **INDEMNIFICATION AND INSURANCE**

## 7.1 Indemnification.

(a) As provided in the Certificate, to the fullest extent permitted by the ABCA as the same exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or its Shareholders for breach of fiduciary duty as a director.

(b) Without limitation of any right conferred by paragraph (a) of this Section 7.1, each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she is or was a director, officer or employee of the Corporation or is or was serving at the request of the Corporation as a director, officer or employee of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan (hereinafter an "indemnitee"), whether the basis of such proceeding is alleged action in an official capacity while serving as a director, officer or employee or in any other capacity while serving as a director, officer or employee, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the ABCA, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than permitted prior thereto), against all expense, liability and loss (including attorneys' fees, judgments, fines, excise taxes or amounts paid in settlement) reasonably incurred or suffered by such indemnitee in connection therewith and such indemnification shall continue as to an indemnitee who has ceased to be a director, officer or employee and shall inure to the benefit of the indemnitee's heirs, testators, intestates, executors and administrators; provided, however, that such person acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and with respect to a criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful; provided further, however, that no indemnification shall be made in the case of an action, suit or proceeding by or in the right of the Corporation in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such director, officer, employee or agent is liable to the Corporation, unless a court having jurisdiction shall determine that, despite such adjudication, such person is fairly and reasonably entitled to indemnification; provided further, however, that, except as provided in Section 7.1(c) of this Article VII with respect to proceedings to enforce rights to indemnification, the Corporation shall indemnify any such indemnitee in connection with a proceeding (or part thereof) initiated by such indemnitee only if such proceeding (or part thereof) initiated by such indemnitee was authorized by the Board. The right to indemnification conferred in this Article VII shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition (hereinafter an "advancement of expenses"); provided, however, that, if the ABCA requires, an advancement of expenses incurred by an indemnitee in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such indemnitee, including, without limitation, service to an employee benefit plan) shall be made only upon delivery to the Corporation of an undertaking (hereinafter an "undertaking"), by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal (hereinafter a "final adjudication") that such indemnitee is not entitled to be indemnified for such expenses under this Section or otherwise.

(c) If a claim under Section 7.1(b) of this Article VII is not paid in full by the Corporation within 60 days after a written claim has been received by the Corporation, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be 20 days, the indemnitee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit, or in a suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of any undertaking, the indemnitee shall be entitled to be paid also the expense of prosecuting or defending such suit. In (i) any suit brought by the indemnitee to enforce a right to indemnification hereunder (but not in a suit brought by the indemnitee to enforce a right to an advancement of expenses) it shall be a defense that, and (ii) in any suit by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the Corporation shall be entitled to recover such expenses upon a final adjudication that, the indemnitee has not met the applicable standard of conduct set forth in the ABCA. Neither the failure of the Corporation (including the Board, independent legal counsel, or the Shareholders) to have made a determination prior to the commencement of such suit that indemnification of the indemnitee is proper in the circumstances because the indemnitee has met the applicable standard of

conduct set forth in the ABCA, nor an actual determination by the Corporation (including the Board, independent legal counsel or the Shareholders) that the indemnitee has not met such applicable standard of conduct, shall create a presumption that the indemnitee has not met the applicable standard of conduct or, in the case of such a suit brought by the indemnitee, be a defense to such suit. In any suit brought by the indemnitee to enforce a right to indemnification or to an advancement of expenses hereunder, or by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the burden of proving that the indemnitee is not entitled to be indemnified, or to such advancement of expenses, under this Section or otherwise shall be on the Corporation.

(d) The rights to indemnification and to the advancement of expenses conferred in this Article VII shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, the Certificate, agreement, vote of Shareholders or disinterested directors or otherwise.

#### **7.2 Insurance.**

The Corporation may purchase and maintain insurance, at its expense, to protect itself and any person who is or was a director, officer, employee or agent of the Corporation or any person who is or was serving at the request of the Corporation as a director, officer, employer or agent of another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the ABCA.

### **ARTICLE VIII**

#### **8.1 Fiscal Year.**

The fiscal year end of the Corporation shall be December 31 unless otherwise determined by the Board.

#### **8.2 Amendment.**

Any bylaw (including these Bylaws) may be adopted, amended or repealed by the vote of the holders of a majority of the shares then entitled to vote or by the Shareholders' written consent pursuant to Section 2.11 of Article II, or by the vote of the Board or by the directors' written consent pursuant to Section 3.6 of Article III.

*[Remainder of page Intentionally Left Blank]*

**CERTIFICATE BY SECRETARY OF ADOPTION OF BYLAWS BY SOLE  
INCORPORATOR**

**OF FSE, Inc.**

The undersigned, Brandon Emmett, as Secretary of FSE, Inc., an Alaska corporation (the "Corporation"), hereby certifies the attached document is a true and complete copy of the bylaws of the Corporation and that such bylaws were duly adopted by the sole incorporator of the Corporation on the date set forth below.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of January 16, 2015.

  
\_\_\_\_\_  
Brandon Emmett Secretary      1/16/15

**ACTION BY UNANIMOUS WRITTEN CONSENT IN LIEU OF FIRST  
MEETING BY THE BOARD OF DIRECTORS  
OF FSE, Inc.,  
an Alaska Corporation**

The undersigned, constituting all of the members of the board of directors (the "Board") of FSE, Inc., an Alaska corporation (the Corporation), in lieu of holding a meeting of the Board, hereby consent to the taking of the actions set forth herein, and the approval and adoption of the following resolutions by this unanimous written consent ("Written Consent") pursuant to Section 10.06.475 of the Alaska Business Corporation Act:

Articles of Incorporation

RESOLVED, that the Articles of Incorporation of the Corporation filed with the Alaska Secretary of State hereby are adopted, ratified and affirmed in all respects.

RESOLVED FURTHER, that the Secretary of the Corporation is authorized and directed to insert a certified copy of the Articles of Incorporation in the Corporation's minute book.

Stock Issuance

RESOLVED, that the officers of the Corporation are hereby authorized to issue and sell shares of common stock of the Corporation, \$0.01 par value (the "Shares"), which the Board hereby determines to be the fair market value of the Corporation's common stock as of the date hereof, to each person named below (the "Shareholder"), in the amounts specified opposite each name in exchange for cash or contributed property as follows:

<u>Name of Shareholder</u>	<u>Number of Shares</u>	<u>Total Purchase Price(\$)</u>
Frank Berardi	10,000	\$500.00
Shaun Tacke	10,000	\$500.00
Brandon Emmett	10,000	\$500.00

RESOLVED FURTHER, that the Board hereby determines that the consideration to be received for the above-mentioned Shares is adequate for the Corporation's purposes, and that the sale and issuance of the Shares to each of the above-named persons shall be conditioned upon receipt by the Corporation of the purchase price of said Shares and final copies of all appropriate documentation required by Corporation.

RESOLVED FURTHER, that upon the issuance and sale in accordance with the foregoing resolutions, such Shares shall be validly issued, fully paid and non-assessable shares of common stock of the Corporation.

RESOLVED FURTHER, that the officers of the Corporation are hereby authorized and directed, for and on behalf of the Corporation, (i) to take all actions necessary to comply with applicable laws with respect to the sale and issuance of the Shares, (ii) to thereafter execute and deliver on behalf of the Corporation, pursuant to the authorization above, share certificates representing the Shares set forth above, and

(i) to take any such other action as they may deem necessary or appropriate to carry out the issuance of the Shares and intent of these resolutions.

#### Corporate Records and Minute Book

RESOLVED, that the officers of the Corporation are hereby authorized and directed to procure all corporate books, books of account and stock books that may be required by the laws of Alaska or of any foreign jurisdiction in which the Corporation may do business or which may be necessary or appropriate in connection with the business of the Corporation.

RESOLVED FURTHER, that the officers of the Corporation are authorized and directed to maintain a minute book containing the Articles of Incorporation, as filed with and certified by the office of the Alaska Secretary of State and as may be amended from time to time, its Bylaws and any amendments thereto, and the minutes of any and all meetings and actions of the Board, Board committees and the Corporation's shareholders, together with such other documents, including this Written Consent, as the Corporation, the Board or the Corporation's shareholders shall from time to time direct and to ensure that an up to date copy is also kept at the principal executive office of the Corporation (as designated below) .

#### Corporate Seal

RESOLVED, that the Corporation shall have a corporate seal in the form of two concentric circles with the name of the Corporation between the two circles and the year of incorporation and "Alaska" within the inner circle.

### Shares Certificates

RESOLVED, that the form of Shares certificate attached hereto has been presented to the Board for review and is hereby approved and adopted as the form Shares certificate of the Corporation and the Secretary of the Corporation is directed to insert such form Shares certificate in the minute book of the Corporation.

### Annual Accounting Period

RESOLVED, that until otherwise determined by the Board the fiscal year of the Corporation shall end on December 31.

### Principal Executive Office

RESOLVED, that the principal executive office of the Corporation shall initially be located at 801 Pelican Way, Fairbanks, Alaska 99709.

### Bank Accounts

RESOLVED, that the officers of the Corporation are hereby authorized and directed to establish, maintain and close one or more accounts in the name of the Corporation for the funds of the Corporation with any federally insured bank or similar depository; to cause to be deposited, from time to time, in such accounts, such funds of the Corporation as such officer deems necessary or advisable, and to designate, change or revoke the designation, from time to time, of the officer or officers or agent or agents of the Corporation authorized to make such deposits and to sign or countersign checks, drafts or other orders for the payment of money issued in the name of the Corporation against any funds deposited in any of such accounts; and to make such rules and regulations with respect to such accounts as such officers may deem necessary or advisable, and to complete, execute and deliver any documents as banks and similar financial institutions customarily require to establish any such account and to exercise the authority granted by this resolution including, but not limited to, customary signature card forms and form banking resolutions.

RESOLVED FURTHER, that all form resolutions required by any such depository, if any, are adopted in such form used by such depository by this Board, and that the Secretary is authorized to certify such resolutions as having been adopted by the Board and directed to insert a copy of any such form resolutions in the minute book of the Corporation.

RESOLVED FURTHER, that any such depository to which a certified copy of these resolutions has been delivered by the Secretary of the Corporation is entitled to rely upon such resolutions for all purposes until it shall have received written notice of the revocation or amendment of these resolutions, as adopted by the Board.

#### Qualification to do Business

RESOLVED, that the officers of the Corporation are hereby authorized and directed for and on behalf of the Corporation to take such action as they may deem necessary or advisable to effect the qualification of the Corporation to do business as a foreign corporation in each state that the officers may determine to be necessary or appropriate, or to withdraw from or terminate the Corporation's qualification to do business in any such state.

RESOLVED FURTHER, that any resolutions which in connection with the foregoing shall be certified by the Secretary of the Corporation as having been adopted by the Board pursuant to this Written Consent shall be deemed adopted pursuant to this Written Consent with the same force and effect as if presented to the Board and adopted thereby on the date of this Written Consent, and shall be included in the minute book of the Corporation.

#### Payment of Expenses

RESOLVED, that the officers of the Corporation are hereby authorized and directed to pay all expenses of the incorporation and organization of the Corporation, including reimbursing any person for such person's verifiable expenses therefor.

#### Agent for Service of Process in Alaska

RESOLVED, that Shaun Tacke shall be appointed the Corporation's agent for service of process in Alaska.

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 effect 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.

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: January 16, 2015      Directors & Officers:



Frank Berardi  
Director  
CEO



Shaun Tacke  
Director  
CFO



Brandon  
Emmett  
Director  
COO

EXHIBIT B  
FORM OF SHARE CERTIFICATE



THE STATE  
of **ALASKA**

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

**COR**

FOR DIVISION USE ONLY

**Corporations Section**

State Office Building, 333 Willoughby Avenue, 9<sup>th</sup> Floor  
PO Box 110806, Juneau, AK 99811-0806  
Phone: (907) 465-2550 • Fax: (907) 465-2974  
Email: [corporations@alaska.gov](mailto:corporations@alaska.gov)  
Website: [Corporations.Alaska.Gov](http://Corporations.Alaska.Gov)

**Notice of Change of Officials**

**Domestic Business Corporation (AS 10.06)**

- This Notice of Change of Officials form is only for Domestic Business Corporations and is used to report changes in officers, directors, alien affiliates and shareholder information between biennial reporting periods.
- The Notice of Change of Officials will not be filed if the official signing this form does not match an official on record for this entity and/or if your entity's biennial report is not current. To verify your entity and current officials information on record, go online to [Corporations.Alaska.Gov](http://Corporations.Alaska.Gov), *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.

<b>1. Important:</b>	AS 10.06.813
<p>Each Domestic Business Corporation is required to notify this office when there is a change of officials. — AS 10.06.813</p> <p>Failure to meet this requirement may result in involuntary dissolution of the entity's authority to transact business in the State of Alaska. — AS 10.06.633(5)(7)</p> <p>The Domestic Business Corporation is to keep and make available the records of the official(s) changes. — AS 10.06.430</p>	

<b>2. Fee:</b>	<input checked="" type="checkbox"/> \$25 Nonrefundable Filing Fee (CORF)	3 AAC 16.030(b)
<p>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.</p>		

<b>3. Entity Information:</b>
<p>Entity Name: <u>FSE, Inc.</u></p> <p>Alaska Entity Number: <u>10020238</u></p>

**IMPORTANT:** Corporations must have a President, Secretary, Treasurer, and at least one Director. The President and the Secretary cannot be the same person unless the President is a 100 percent shareholder. The entity may change alien affiliates and shareholders who hold at least five percent of the issued shares. AS 10.06.483, 10.06.453

**4. Officials Changing:** (only list officials whose information is changing) AS 10.06.813(b)

- a. If applicable, list the resigning official's name whose information will be removed from the record.
- b. List the updating or new official's information which will be placed on record.

**Changing Official #1**

a. Resigning Official's Name: (if applicable) \_\_\_\_\_

b. Updating or New Official's Name: Shawn Tacke

Mailing Address: PO Box 82011

Fairbanks State: AK ZIP 99709

- Check all that apply:
- |  |  |   |   |
|--|--|---|---|
| <input type="checkbox"/> President           | <input type="checkbox"/> Vice President  | <input type="checkbox"/> Secretary              | <input checked="" type="checkbox"/> Treasurer |
| <input type="checkbox"/> Assistant Secretary |  | <input type="checkbox"/> Assistant Treasurer    |   |
| <input checked="" type="checkbox"/> Director | <input type="checkbox"/> Alien Affiliate | <input checked="" type="checkbox"/> Shareholder | <u>28.618</u> %                               |

**Changing Official #2**

a. Resigning Official's Name: (if applicable) \_\_\_\_\_

b. Updating or New Official's Name: Frank Berardi

Mailing Address: Address: 801 Pelican Way

Fairbanks State: AK ZIP: 99709

- Check all that apply:
- |   |  |   |                                    |
|---|--|---|------------------------------------|
| <input checked="" type="checkbox"/> President | <input type="checkbox"/> Vice President  | <input type="checkbox"/> Secretary              | <input type="checkbox"/> Treasurer |
| <input type="checkbox"/> Assistant Secretary  |  | <input type="checkbox"/> Assistant Treasurer    |                                    |
| <input checked="" type="checkbox"/> Director  | <input type="checkbox"/> Alien Affiliate | <input checked="" type="checkbox"/> Shareholder | <u>28.618</u> %                    |

→ For additional changing officials, continue listing them on the attached form 08-408a. Make copies as necessary.

**5. Required Signature:** AS 10.06.813(b) and AS 10.06.825

The Notice of Change of Officials must be signed by the president or vice president of the corporation. 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: [Handwritten Signature] Date: 11/3/16

Printed Name: Frank Berardi

Title of Authorized Signer:  President — or —  Vice-President

# Notice of Change of Officials Supplement

If used, this supplement must be returned with Form 08-408

Entity Name: FSE, Inc.

Alaska Entity Number: 100260238

## Additional Changing Official

a. Resigning Official's Name: (if applicable) \_\_\_\_\_

b. Updating or New Official's Name: Brandon Emmett

Mailing Address: Address: 1299 Lowbush Ln.

City: Fairbanks State: AK ZIP: 99709

Check all that apply:  President  Vice President  Secretary  Treasurer  
 Assistant Secretary  Assistant Treasurer  
 Director  Alien Affiliate  Shareholder 28.618 %

## Additional Changing Official

a. Resigning Official's Name: (if applicable) \_\_\_\_\_

b. Updating or New Official's Name: Jeff Weltzin

Mailing Address: Address: 3844 Ullrbahn Rd.

City: Fairbanks State: AK ZIP: 99709

Check all that apply:  President  Vice President  Secretary  Treasurer  
 Assistant Secretary  Assistant Treasurer  
 Director  Alien Affiliate  Shareholder 5.188 %

## Additional Changing Official

a. Resigning Official's Name: (if applicable) \_\_\_\_\_

b. Updating or New Official's Name: Dawson Carroll

Mailing Address: Address: 103 Carlyle Way

City: Fairbanks State: AK ZIP: 99709

Check all that apply:  President  Vice President  Secretary  Treasurer  
 Assistant Secretary  Assistant Treasurer  
 Director  Alien Affiliate  Shareholder 1.431 %

# Notice of Change of Officials Supplement

If used, this supplement must be returned with Form 08-408

Entity Name: FSE, Inc.  
Alaska Entity Number: 10020238

**Additional Changing Official**

a. Resigning Official's Name: (if applicable) \_\_\_\_\_

b. Updating or New Official's Name: Seth Hawkins

Mailing Address: Address: PO BOX 70018  
City: Fairbanks State: AK ZIP: 99707

Check all that apply:  President  Vice President  Secretary  Treasurer  
 Assistant Secretary  Assistant Treasurer  
 Director  Alien Affiliate  Shareholder 2.862 %

**Additional Changing Official**

a. Resigning Official's Name: (if applicable) \_\_\_\_\_

b. Updating or New Official's Name: Joanne Ellsworth

Mailing Address: Address: 2581 Goldstream Rd  
City: Fairbanks State: AK ZIP: 99709

Check all that apply:  President  Vice President  Secretary  Treasurer  
 Assistant Secretary  Assistant Treasurer  
 Director  Alien Affiliate  Shareholder 0.014 %

**Additional Changing Official**

a. Resigning Official's Name: (if applicable) \_\_\_\_\_

b. Updating or New Official's Name: Martin Tacke

Mailing Address: Address: 1770 Donald Ave  
City: Fairbanks State: AK ZIP: 99701

Check all that apply:  President  Vice President  Secretary  Treasurer  
 Assistant Secretary  Assistant Treasurer  
 Director  Alien Affiliate  Shareholder 1.789 %

# Notice of Change of Officials Supplement

If used, this supplement must be returned with Form 08-408

Entity Name: FSE, Inc.  
Alaska Entity Number: 10026238

**Additional Changing Official**

a. Resigning Official's Name: (if applicable) \_\_\_\_\_

b. Updating or New Official's Name: Judy Bath

Mailing Address: Address: SAS Freeman Rd  
City: North Pole State: AK ZIP: 99705

Check all that apply:  President  Vice President  Secretary  Treasurer  
 Assistant Secretary  Assistant Treasurer  
 Director  Alien Affiliate  Shareholder 1.431 %

**Additional Changing Official**

a. Resigning Official's Name: (if applicable) \_\_\_\_\_

b. Updating or New Official's Name: V.N.M.E., LLC

Mailing Address: Address: 607 Old Steese Hwy Ste. B209  
City: Fairbanks State: AK ZIP: 99701

Check all that apply:  President  Vice President  Secretary  Treasurer  
 Assistant Secretary  Assistant Treasurer  
 Director  Alien Affiliate  Shareholder 0.715 %

**Additional Changing Official**

a. Resigning Official's Name: (if applicable) \_\_\_\_\_

b. Updating or New Official's Name: Curtis Franklin

Mailing Address: Address: 3760 Mitchell Ave.  
City: Fairbanks State: AK ZIP: 99709

Check all that apply:  President  Vice President  Secretary  Treasurer  
 Assistant Secretary  Assistant Treasurer  
 Director  Alien Affiliate  Shareholder 0.715 %



THE STATE  
of **ALASKA**

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

**COR**

FOR DIVISION USE ONLY

**Corporations Section**

State Office Building, 333 Willoughby Avenue, 9<sup>th</sup> Floor  
PO Box 110806, Juneau, AK 99811-0806  
Phone: (907) 465-2550 • Fax: (907) 465-2974  
Email: [corporations@alaska.gov](mailto:corporations@alaska.gov)  
Website: [Corporations.Alaska.Gov](http://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:	FSE, Inc.		
AK Entity #:	10026238		

Contact Person		Whom may we contact with any questions or problems with this filing?	
Company:			
Contact:	Frank Berardi		
Mailing Address:	Address: 801 Pelican Way		
	City:	Fairbanks	State: AK ZIP: 99709
Phone:			
Email:	frankberardi185@gmail.com		

Document Return Address		Provide an address for the return of your filed documents.	
<input type="checkbox"/> Return my filings to the address provided <b>ABOVE</b> <input checked="" type="checkbox"/> Return my filings to this address provided <b>BELOW</b>			
Company:	JDW, LLC		
Contact:	JANA Weltzin		
Mailing Address:	Address: 3003 Minnesota drive, Suite 201		
	City:	Anchorage	State: AK ZIP: 99503

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

State of Alaska > Commerce > Corporations, Business, & Professional Licensing > Corporations Search

## NAME(S)

Type	Name
Legal Name	U.N.ME, LLC

## ENTITY DETAILS

**Entity Type:** Limited Liability Company  
**Entity #:** 10039028  
**Status:** Good Standing  
**AK Formed Date:** 6/6/2016  
**Duration/Expiration:** Perpetual  
**Home State:** ALASKA  
**Next Biennial Report Due:** 1/2/2018  
**Entity Mailing Address:** 607 OLD STEESE HWY., STE. B #209, FAIRBANKS, AK 99701  
**Entity Physical Address:** 607 OLD STEESE HWY., STE. B #209, FAIRBANKS, AK 99701

## REGISTERED AGENT

**Agent Name:** Melissa Cervantes  
**Registered Mailing Address:** 607 OLD STEESE HWY., STE. B #209, FAIRBANKS, AK 99701  
**Registered Physical Address:** 607 OLD STEESE HWY., STE. B #209, FAIRBANKS, AK 99701

## OFFICIALS

AK Entity#	Name	Titles	Percent Owned
	Melissa Cervantes	Member, Manager	100

## FILED DOCUMENTS

Date Filed	Type	Filing	Certificate
6/6/2016	Creation Filing		
10/27/2016	Initial Report		

### Juneau Mailing Address

P.O. Box 110806  
Juneau, AK 99811-0806

### Physical Address

333 Willoughby Avenue  
9th Floor  
Juneau, AK 99801-1770

### Phone Numbers

Main Phone: (907) 465-2550  
FAX: (907) 465-2974

### Anchorage Mailing/Physical Address

550 West Seventh Avenue  
Suite 1500  
Anchorage, AK 99501-3567

### Phone Numbers

Main Phone: (907) 269-8160  
FAX: (907) 269-8156

## OPERATING AGREEMENT OF U.N.ME, LLC

THIS OPERATING AGREEMENT OF U.N.ME, LLC (the "Operating Agreement"), is entered into effective as of the Effective Date, by Melissa Cervantes, the sole Member and Manager of the company.

The undersigned has agreed to organize and operate a limited liability company in accordance with the terms and subject to the conditions set forth in this Agreement.

NOW, THEREFORE, for good and valuable consideration, the sufficiency and receipt of which is hereby acknowledged, the undersigned, intending legally to be bound, agrees as follows:

**1. Definitions.** Unless the context otherwise specifies or requires, capitalized terms used in this Operating Agreement shall have the respective meanings assigned to them in this Section 1 for all purposes of this Operating Agreement (such definitions to be equally applicable to both the singular and the plural forms of the terms defined). Unless otherwise specified, all references in this Operating Agreement to Sections are to Sections of this Operating Agreement.

1.1 "**Act**" means the Alaska Limited Liability Company Act, Alaska Statutes § 10.50.010, *et seq.*, as in effect and hereafter amended, and, unless the context otherwise requires, applicable regulations thereunder. Any reference herein to a specific section or sections of the Act shall be deemed to include a reference to any corresponding provisions of future law.

1.2 "**Additional Capital Contribution**" means any Capital Contribution made by any Member after the Initial Capital Contribution pursuant to Section 3.2.

1.3 "**Articles of Organization**" or "**Articles**" means the Articles of Organization filed for the Company in accordance with the Act.

1.4 "**Bankruptcy**" means, and a Member shall be deemed "**Bankrupt**" upon, (i) the entry of a decree or order for relief of the Member by a court of competent jurisdiction in any involuntary case involving the Member under any bankruptcy, insolvency, or other similar law now or hereafter in effect; (ii) the appointment of a receiver, liquidator, assignee, custodian, trustee, sequestration, or other similar agent for the Member or for any substantial part of the Member's assets or property; (iii) the ordering of the winding up or liquidation of the Member's affairs; (iv) the filing with respect to the Member of a petition in any such involuntary bankruptcy case, which petition remains undismissed for a period of ninety (90) days or which is dismissed or suspended pursuant to Section 305 of the Federal Bankruptcy Code (or any corresponding provision of any future United States bankruptcy law); (v) the commencement by the Member of a voluntary case under any bankruptcy, insolvency, or other similar law now or hereafter in effect; (vi) the consent by the Member to the

entry of an order for relief in an involuntary case under any such law or to the appointment of or taking possession by a receiver, liquidator, assignee, trustee, custodian, sequestration, or other similar agent for the Member or for any substantial part of the Member's assets or property; (vii) the making by the Member of any general assignment for the benefit of creditors; or (viii) the failure by the Member generally to pay his or her debts as such debts become due.

1.5 "**Capital Account**" means the separate account established and maintained for each Member pursuant to Section 3.3.

1.6 "**Capital Contribution**" means any property, including cash, contributed to the Company by or on behalf of a Member.

1.7 "**Code**" means the Internal Revenue Code, as in effect and hereafter amended, or any corresponding provision of any succeeding law.

1.8 "**Company**" means U.N.ME, LLC.

1.9 "**Dollars**" and "\$" mean the lawful money of the United States.

1.10 "**Effective Date**" means the date of governmental or regulatory approval of any required licensure of the corporations or business entities in which the Company possesses shares or other ownership interests.

1.11 "**GAAP**" means generally accepted accounting principles set forth in the opinions and pronouncements of the American Institute of Certified Public Accountants' Accounting Principles Board and Financial Accounting Standards Board or in such other statements by such other entity as may be in general use by significant segments of the accounting profession as in effect from time to time.

1.12 "**Initial Capital Contribution**" means the initial contribution of capital to the Company made by the Members as set forth in Section 3.1 and on Exhibit "A" attached hereto and incorporated herein.

1.13 "**Manager**" means any person or his or her successor as may be appointed pursuant to the terms of this Operating Agreement.

1.14 "**Member**" or "**Members**" means Melissa Cervantes, and any other Person who shall in the future execute this Operating Agreement pursuant to the provisions of this Operating Agreement.

1.15 "**Membership Interest**" means the Percentage Interest of a Member in the Company.

1.16 "**Operating Agreement**" means this Operating Agreement, as this Operating Agreement may be amended or modified from time to time, together with all

addenda, exhibits, and schedules attached to this Operating Agreement from time to time.

1.17 "**Percentage Interest**" means a Member's percentage share of ownership of the Company, which shall be equal to the percentage that such Member's Capital Contributions bears to the sum of all Capital Contributions.

1.18 "**Person**" or "**Persons**" means any individual, corporation, association, partnership, limited liability company, joint venture, trust, estate, or other entity or organization.

## **2. Organization and Purpose.**

2.1 Name of Company. The name of the Company shall be U.N.ME, LLC.

2.2 Purpose. The Company is organized to hold shares in other corporations incorporated under the laws of the State of Alaska, and to conduct any or all lawful affairs for which a limited liability company is organized under AS 10.50. The Company shall have the power to do any and all lawful acts for the furtherance of the purposes of the Company and this Operating Agreement.

2.3 Term. The term of the Company shall begin upon the acceptance of the Articles of Organization by the State of Alaska, Department of Commerce, Community, and Economic Development, Corporations Section. The term of the Company shall continue until terminated pursuant to Section 10 of this Agreement or the mandatory provisions of the Act.

2.4 Principal Office. The principal office of the Company in the state of Alaska shall be located at 607 Old Steese Highway, Suite B209, Fairbanks, AK 99701, or at any other place within the state of Alaska as the Manager determines. The Manager may, in the Manager's sole and absolute discretion, establish and maintain such other offices and additional places of business of the Company, either within or without the state of Alaska, as the Manager deems appropriate.

2.5 Registered Office and Registered Agent. The street address of the initial registered office of the Company is 607 Old Steese Highway, Suite B209, Fairbanks, AK 99701, and the Company's registered agent at such address shall be Melissa Cervantes.

## **3. Capital.**

3.1 Initial Capital Contributions of the Members. Concurrently with the execution of this Operating Agreement, each Member shall contribute to the Company property in the form of cash in the amounts set forth on Exhibit "A." Concurrently with the Effective Date: (i) the Manager shall cause the Company to purchase fifty

(50) shares of FSE, Inc. (“Shares”); and (ii) the Members shall agree to assign the Shares to the Company. The amount of the initial contribution of the Members shall be recorded as a contribution to the capital of the Company, after such assignment.

3.2 Additional Capital Contributions of the Members. A Member's share of the total Additional Capital Contribution shall be equal to the product obtained by multiplying the Member's Percentage and the total Additional Capital Contribution required.

3.3 Capital Accounts. A separate Capital Account shall be established and maintained for each Member. The Capital Account of each Member shall be (i) increased by the amount of any Capital Contributions made to the Company by the Member, (ii) increased or decreased by items of Net Income or Net Loss allocated to the Member pursuant to Section 4.1, and (iii) decreased by any distributions made from the Company to the Member.

3.4 No Interest on Capital Contributions or Capital Accounts. No Member shall be entitled to receive any interest on such Member's Capital Contributions or outstanding Capital Account balance.

3.5 Advances to Company. No Member shall advance funds or make loans to the Company in excess of the amounts required hereunder to be contributed by such Member to the capital of the Company without the express written consent of the Manager. Any such approved advances or loans by a Member shall not result in any increase in the amount of such Member's Capital Account or entitle such Member to any increase in its Percentage Interest. The amounts of such advances or loans shall be a debt of the Company to such Member and shall be payable or collectible only out of the Company's assets in accordance with terms and conditions agreed upon by the Manager.

3.6 Liability of Members and Manager. Except as otherwise provided in the Act, the debts, obligations, and liabilities of the Company, whether arising in contract, tort, or otherwise, shall be solely the debts, obligations, and liabilities of the Company, and neither the Members nor the Manager shall be obligated personally for any such debt, obligation, or liability of the Company solely by reason of being a Member or the Manager. The failure of the Company to observe any formalities or requirements relating to the exercise of its powers or management of its business or affairs under the Act or this Operating Agreement shall not be grounds for imposing personal liability on the Members or the Manager for debts, obligations, and liabilities of the Company.

3.7 Return of Capital. Except upon the dissolution of the Company or as may be specifically provided in this Operating Agreement, no Member shall have the right to demand, or to receive the return of, all or any part of the Member's Capital Account or the Member's Capital Contributions to the Company.

#### **4. Allocation of Profits and Losses; Distributions; Taxes.**

4.1 Allocation of Net Income or Net Loss. Except as otherwise provided in Section 4.2, the net income or net loss, other items of income, gains, losses, deductions, and credits, and the taxable income, gains, losses, deductions, and credits of the Company, if any, for each fiscal year (or portion thereof) shall be allocated to the Members in proportion to their Percentage Interests.

4.2 Allocation of Income and Loss With Respect to Company Interests Transferred. If any interest is transferred during any fiscal year, the net income or net loss (and other items referred to in Section 4.1) attributable to such interest for such fiscal year shall be allocated between the transferor and the transferee by closing the books of the Company as of the date of the transfer.

4.3 Distributions. Distributions to the Members may be made at times and in amounts as are determined by the Manager in the Manager's sole discretion. Approved distributions shall be made to the Members in proportion to their Percentage Interests. Distributions may be made in cash or by distributing property in kind.

#### 4.4 Taxes.

4.4.1 Reports. As soon as practicable after the end of each fiscal year, the Company shall prepare and mail to each Member a report containing all information necessary for the Member to include such Member's share of taxable income or loss (or items thereof) in an income tax return.

#### 4.4.2 Nonrecourse Loans.

(a) For federal income tax purposes, any loss attributable to a nonrecourse loan made to the Company by a Member (*i.e.*, any loss that would be economically borne by such Member in the capacity as lender) shall be allocated to such Member in accordance with Treas. Reg. §1.704-1(b)(4)(iv)(g). If any allocation of loss is made pursuant to the preceding sentence, subsequent income and gain of the Company shall first be allocated to such Member until the amount of income and gain so allocated equals the amount of loss previously allocated to the Member pursuant to the preceding sentence.

(b) For federal income tax purposes, any loss attributable to a nonrecourse loan made to the Company other than by a Member shall be allocated pursuant to Treas. Reg. §1.704-1(b)(4)(iv) according to the Percentage Interests in the Company.

4.4.3 Contributions of Property. In accordance with Section 704(c) of the Code and the Treasury Regulations thereunder, depreciation, amortization, gain, and loss, as determined for tax purposes, with respect to any contributed property the book value of which differs from its adjusted basis for federal income tax purposes,

shall, for tax purposes, be allocated between the Members so as to take account of any variation between the adjusted basis of such property to the Company for federal income tax purposes and its book value.

4.4.4 Purpose of Tax Allocations. Allocations pursuant to this Section 4.4 are solely for purposes of federal, state, and local taxes and shall not affect, or in any way be taken into account in computing, the Capital Account of any Member or such Member's share of profit, loss, other items, or distributions pursuant to any provision of this Operating Agreement. The provisions of this Section 4.4 relating to federal income tax treatment of an item shall apply for state and local income tax purposes to the extent permitted under applicable law. Any elections or other decisions relating to such allocations shall be made by the Manager pursuant to Section 4.1 of this Operating Agreement.

4.4.5 Modifications. If the Manager determines that any of the provisions of this Section 4.4 do not comply with the rules of Treas. Reg. §1.704-1(b)(3) for allocating income, gain, loss, and deductions of the Company in accordance with the Percentage Interests in the Company, the Manager may make any modifications required to cause such provisions to comply with such rules.

## **5. Management of Company.**

5.1 Manager. The Members agree that the Company shall be managed by a Manager, who initially shall be Melissa Cervantes. The Manager shall hold office until her resignation, removal from office, or death. Upon the happening of any of these events, a successor Manager shall be appointed to fill the vacancy by a majority vote of the Members.

5.2 Management of Company. Except as specifically limited in this Operating Agreement, or under applicable law, the Manager shall have the sole and exclusive right to manage, control, and conduct the business and affairs of the Company. Accordingly, the Manager shall: (i) manage the affairs and business of the Company; (ii) exercise the authority and powers granted to the Company; and (iii) otherwise act in all other matters on behalf of the Company. The Manager shall take all actions necessary or appropriate to accomplish the Company's purposes in accordance with the terms of this Operating Agreement.

5.3 Rights and Powers of Manager. In addition to the rights and powers which the Manager may have in accordance with Section 5.2, and except as otherwise specifically limited in this Operating Agreement or under applicable law, the Manager shall have specific rights and powers required for the management of the business of the Company, including, the right to do the following:

5.3.1 Establish overall policy decisions with respect to the business and affairs of the Company;

5.3.2 Review and approve annual budgets and operating guidelines;

5.3.3 Approve contracts, agreements, and commitments of the Company in an amount not to exceed the value of the assets then owned by the Company;

5.3.4 Approve the choice of bank depositories, and approve arrangements relating to signatories on bank accounts;

5.3.5 Approve the choice of the Company's attorneys, independent accountants, and any other consultants, including, without limitation, market consultants, leasing agents, management agents, and advertising and public relations agents;

5.3.6 Approve any change to the Company's fiscal year;

5.3.7 Approve all distributions to the Members;

5.3.8 Approve the conveyance, sale, transfer, assignment, pledge, encumbrance, or disposal of, or the granting of a security interest in, any assets of the Company;

5.3.9 Incur indebtedness or loan or extend credit to any Person in an amount not to exceed the value of the assets then owned by the Company;

5.3.10 Employ, appoint, and remove any Company employee who is involved in the day-to-day management or business of the Company;

5.3.11 Change any accounting principles used by the Company, except to the extent required by GAAP;

5.3.12 Notify entities owned in whole or in part by the Company of any changes in ownership of the Company; and

5.3.13 Approve any tax elections of the Company.

5.4 Extraordinary Transactions. Notwithstanding anything to the contrary in this Operating Agreement, the Manager shall not undertake any of the following without the approval of the Members:

5.4.1 The admission of additional Members to the Company;

5.4.2 Discontinuance of the Company's business;

5.4.3 Sale of the Company's business or substantial portion thereof, or the sale, exchange, or other disposition of all, or substantially all, of the Company's assets;

5.4.4 Any merger, reorganization, or recapitalization of the Company;

5.4.5 Settlement or confession of judgment in any legal matter;

5.4.6 Taking or effecting any action that would render the Company bankrupt or insolvent or, except as expressly provided in this Operating Agreement, cause the termination, dissolution, liquidation, or winding-up of the Company; and

5.4.7 Such other matters and decisions as the Members may from time to time designate.

5.5 Third Party Reliance. Third parties dealing with the Company shall be entitled to rely upon the power and authority of the Manager as set forth herein.

5.6 Standard of Care. The Manager shall not be liable to the Company or its Members for monetary damages for breach of fiduciary duty or otherwise liable, responsible, or accountable to the Company or its Members for monetary damages or otherwise for any acts performed, or for any failure to act. However, this provision shall not eliminate or limit the liability of the Manager: (i) for any breach of her duty of loyalty to the Company or its Members; (ii) for acts or omissions which involve intentional misconduct or a knowing violation of law, gross negligence, or fraud; (iii) for any transaction from which the Manager received any improper personal benefit; or (iv) if proven in court to have knowingly and actively acted against the financial interest of a Member.

5.7 Management Fee; Reimbursement of Expenses.

5.7.1 The Manager shall not be compensated for her services without the consent of the Members.

5.7.2 All expenses incurred by the Manager with respect to the organization, operation, and management of the Company may be paid or reimbursed upon submission of a request for reimbursement accompanied by appropriate receipts and documentation of the business purposes of the expense.

5.8 Conflicts of Interest. The Manager need not devote full time to the Company's business, but shall devote such time as she in her discretion, deems necessary to manage the Company's affairs in an efficient manner. Subject to the limitations of AS 10.50.140, the Manager, at any time, may engage in and possess interests in other business ventures of any and every type independently or with others,

with no obligation to offer to the Company or any Member the right to participate therein. The Company may transact business with any Member or the Manager subject to the limitations of AS 10.50.140.

5.9 Agents. The Manager may designate one or more individuals as agents of the Company for any purpose. No agent need be a Member. Each agent shall have the authority and shall perform the duties designated by the Manager. Vacancies may be filled or new offices created and filled by the Manager. Any agent appointed by the Manager may be removed by the Manager whenever, in her sole judgment, the best interests of the Company would be served. However, such removal shall be without prejudice to the contract rights, if any, of the person so removed.

5.10 Removal and Voluntary Resignation of Manager. The Manager may be removed by a majority vote of the Members at a meeting of the Members called for that purpose, provided that notice has been given as required by this Operating Agreement. The Manager may resign at any time, without prejudice to any rights of the Company, by giving written notice to the Members.

## **6. Members**

6.1 Meetings. Meetings of the Members may be called by any Member or by the Manager. The meeting shall be held at the principal place of business of the Company or as designated in the notice or waivers of notice of the meeting.

6.2 Notice. Notice of any meeting of the Members shall be given no fewer than five (5) days and no more than thirty (30) days prior to the date of the meeting. Notices shall be delivered in the manner set forth in Section 11.3 and shall specify the purpose or purposes for which the meeting is called. The attendance of a Member at any meeting shall constitute a waiver of notice of such meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

6.3 Quorum. The holders of a majority of the Membership Interests, present in person or represented by proxy, shall constitute a quorum for transaction of business at any meeting of the Members, provided that if the holders of less than a majority of the Membership Interests are present at said meeting, the holders of a majority of the Membership Interests may adjourn the meeting at any time without further notice.

6.4 Manner of Acting. The act of the holders of a majority of the Membership Interests present at a meeting at which a quorum is present shall be the act of the Members, unless the act of a greater number is required by statute, this Operating Agreement, or the Articles.

6.5 Action Without Meeting. Any action required to be taken at a meeting of the Members, or any other action which may be taken at a meeting of the

Members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by the Members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which the Members were present and voting. Prompt notice of the taking of the action without a meeting by less than unanimous consent shall be given in writing to those Members who were entitled to vote but did not consent in writing.

6.6 Telephonic Meetings. The Members may participate in and act at any meeting of the Members through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the Person or Persons so participating.

6.7 Proxies. Each Member entitled to vote at a meeting of the Members, or to express consent or dissent to action in writing without a meeting, may authorize another Person or Persons to act for such Member by proxy. Such proxy shall be deposited at the principal offices of the Company not less than forty-eight (48) hours before a meeting is held or action is taken, but no proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

6.8 Voting of Interests. Each Member shall be entitled to vote according to the Member's Membership Interest in the Company upon each matter submitted to a vote of the holders thereof.

6.9 Other Activities of Members; Restrictions on Competition. Any Member, or any affiliate thereof, may have other business interests or may engage in other business ventures of any nature or description whatsoever, whether currently existing or hereafter created, and may compete, directly or indirectly, with the business of the Company, subject to the limitations of AS 10.50.140, to the extent applicable to such Member. No Member, or affiliate thereof, shall incur any liability to the Company as a result of his, her, or its pursuit of such other permitted business interests, ventures, and competitive activity, and neither the Company nor the other Members shall have any right to participate in such other business ventures or to receive or share in any income or profits derived therefrom, subject to the limitations of AS 10.50.140, to the extent applicable to such Member.

6.10 All expenses incurred with respect to the organization or operation of the Company shall be paid or reimbursed by the Company.

6.11 No Member may participate in the management and operation of the Company's business and its investment activities or bind the Company to any obligation or liability whatsoever; however, a Member may exercise any power authorized by the Act that a Member may exercise without being considered to be taking part in the control of the business of the Company.

## **7. Indemnification.**

7.1 Right of Indemnification. In accordance with the Act and this Operating Agreement, the Company shall indemnify, defend, and hold harmless any Member, the Manager, or other officers, directors, partners, joint venturers, employees, or agents of the Company (individually, in each case, an "Indemnitee") to the fullest extent permitted by law, from and against any and all losses, claims, demands, costs, damages, liabilities (joint or several), expenses of any nature (including attorneys' fees and disbursements), judgments, fines, settlements, and other amounts arising from any and all claims, demands, actions, suits, or proceedings, whether civil, criminal, administrative, or investigative, in which the Indemnitee may be involved or threatened to be involved, as a party or otherwise, arising out of or incidental to the business or activities of or relating to the Company, regardless of whether the Indemnitee continues to be a Member, Manager, or officer, director, partner, joint venturer, employee, or agent of the Company, at the time any such liability or expense is paid or incurred; provided, however, that this provision shall not eliminate or limit the liability of an Indemnitee (i) for any breach of the Indemnitee's duty of loyalty to the Company or the Members, (ii) for acts or omissions which involve intentional misconduct or a knowing violation of law, gross negligence, or fraud, or (iii) for any transaction from which the Indemnitee received any improper personal benefit.

7.2 Advances of Expenses. Expenses incurred by an Indemnitee in defending any claim, demand, action, suit, or proceeding subject to this Section 7 shall, from time to time, upon request by the Indemnitee, be advanced by the Company prior to the final disposition of such claim, demand, action, suit, or proceeding upon receipt by the Company of an undertaking by or on behalf of the Indemnitee to repay such amount if it shall be determined in a judicial proceeding or a binding arbitration that such Indemnitee is not entitled to be indemnified as authorized in this Section 7.

7.3 Other Rights. The indemnification provided by this Section 7 shall be in addition to any other rights to which an Indemnitee may be entitled under any agreement, vote of the Members, as a matter of law or equity, or otherwise, both as to an action in the Indemnitee's capacity as a Member, officer, or any affiliate thereof, and as to an action in another capacity, and shall continue as to an Indemnitee who has ceased to serve in such capacity and shall inure to the benefit of the heirs, successors, assigns, and legal representatives of the Indemnitee.

7.4 Insurance. The Company may purchase and maintain insurance on behalf of the Manager, the Members, and such other Persons as the Manager shall determine, against any liability that may be asserted against or expense that may be incurred by such Members or Persons in connection with the offering of interests in the Company or the business or activities of the Company, regardless of whether the Company would have the power to indemnify such Members or Persons against such liability under the provisions of this Operating Agreement.

## **8. Bank Accounts; Books and Records; Taxes; Fiscal Year.**

8.1 Bank Accounts. All funds of the Company shall be deposited in the Company's name in such checking and savings accounts, time deposits, certificates of deposit, or other accounts in such Alaska banking or brokerage houses or invested in such mutual funds or money market instruments as shall be designated by the Manager from time to time, and the Manager shall arrange for the appropriate conduct of such account or accounts.

8.2 Books and Records. The Manager shall keep, or cause to be kept, accurate, full and complete books and accounts, showing assets, liabilities, income, operations, transactions, and the financial condition of the Company, copies of the Company's financial statements and the federal, state, and local tax returns of the Company for at least the last six (6) fiscal years. Such books and accounts shall be prepared on the accrual basis of accounting. Any Member or its designee shall have access thereto at any reasonable time during regular business hours and shall have the right to copy said records at such Member's expense.

8.3 Where Maintained. The books, accounts, and records of the Company at all times shall be maintained at the Company's principal office.

8.4 Financial Statements and Information.

8.4.1 Periodic Reports. The Company shall report to the Members on the significant transactions affecting the Company.

8.4.2 Other Reports. The Company shall provide to the Members such other reports and information concerning the business and affairs of the Company as may be required by the Act, other law or regulation of any regulatory body applicable to the Company or the Members, and this Operating Agreement.

8.5 Accounting Decisions. All decisions as to accounting matters, except as specifically provided to the contrary in this Operating Agreement, shall be made by the Manager.

**9. Transfer and Conversion of Membership Interests and the Addition, Substitution, and Withdrawal of Members.**

9.1 Transfer of Company Interests.

9.1.1 Definition of Transfer. The term "transfer," when used in this Section 9 with respect to a Membership Interest, shall include any sale, assignment, gift, pledge, hypothecation, mortgage, exchange, or other disposition, except that such term shall not include any pledge, mortgage, or hypothecation of or granting of a security interest in a Membership Interest in connection with any financing obtained on behalf of the Company.

9.1.2 Void Transfers. No Membership Interest shall be transferred, in whole or in part, except in accordance with the terms and conditions set forth in this Section 9. Any transfer or purported transfer of any Membership Interest not made in accordance with this Section 9 shall be void *ab initio*.

9.2 Restrictions of Transfers.

9.2.1 Consent Required. No Member may transfer all or any portion of such Member's Membership Interest or such Member's Capital Account without the express written consent of the nontransferring Members.

9.2.2 Substitution. Any transferee of a Membership Interest shall become a substituted Member upon (i) the express written consent of the nontransferring Members in the exercise of their sole and absolute discretion; (ii) the transferee agreeing to be bound by all the terms and conditions of the Certificate and this Operating Agreement as then in effect; (iii) documentation satisfactory to the nontransferring Members that the proposed substituted Member is a resident of the State of Alaska, as defined by any and all applicable Alaska laws, and is otherwise permitted to own the Membership Interests and have ownership of the Shares pursuant to Alaska law; and (iv) receipt of any necessary regulatory approvals. Unless and until a transferee is admitted as a substituted Member, the transferee shall have no right to exercise any of the powers, rights, and privileges of a Member hereunder. A Member who has transferred such Member's Membership Interest shall cease to be a Member upon transfer of the Member's entire Membership Interest and thereafter shall have no further powers, rights, and privileges as a Member hereunder except as provided in Section 9.

9.2.3 Dealing with Members. The Company, each Member, and any other Person or Persons having business with the Company need deal only with Members who are admitted as Members or as substituted Members of the Company, and they shall not be required to deal with any other person by reason of transfer by a Member, except as otherwise provided in this Operating Agreement.

9.3 No Right to Withdraw. No Member shall have any right to resign or otherwise withdraw from the Company without the express written consent of all the other Members.

9.4 Admission by Consent of Members. No person, firm, corporation, trust, partnership, limited liability company, or other legal entity shall be admitted to the Company as an additional Member without the consent of a majority of all of the Membership Interests; and documentation satisfactory to the Members that the proposed additional Member is a resident of the State of Alaska, as defined by any and all applicable Alaska laws, and is otherwise permitted to own the Membership Interests and have ownership of the Shares pursuant to Alaska law

9.4.1 Capital Contributions and Fair Market Value. The fair market value of any property other than cash or publicly-traded securities to be contributed by an additional Member as its initial Capital Contribution shall be agreed upon by the additional Member and the holders of a majority of the Membership Interests before contribution, or, alternatively, shall be determined by a disinterested appraiser selected by the Manager.

9.4.2 Limitations. Notwithstanding the provisions of Section 9.4.1, no additional Member shall be admitted until such prospective Member also completes the following actions: (i) provides evidence satisfactory to the Manager that such an admission will not violate any applicable securities law or cause a termination of the Company under applicable provisions of the Code; (ii) pays all reasonable expenses connected with such admission; and (iii) agrees to be bound by all of the terms and provisions of this Agreement by becoming a signatory hereto.

9.4.3 Admissions in Violation of this Section. Any admission of an additional Member in violation of this Section 9 shall be null and void and of no force or effect whatsoever.

## **10. Dissolution, Liquidation, and Termination.**

10.1 Events Causing Dissolution. The Company shall be dissolved and shall commence winding up its affairs upon the first to occur of any of the following events:

10.1.1 The consent in writing to dissolve and wind up the affairs of the Company by all of the Members;

10.1.2 The sale or other disposition by the Company of all or substantially all of the Company's assets and the collection of all amounts derived from any such sale or other disposition, including all amounts payable to the Company under any promissory notes or other evidence of indebtedness taken by the Company and the satisfaction of contingent liabilities of the Company in connection with such other disposition (unless the Members shall elect to distribute such indebtedness to the Members in liquidation);

10.1.3 The Bankruptcy, dissolution, or liquidation of a Member;

10.1.4 The time fixed in this Operating Agreement or the Articles as the expiration of the term of the Company; or

10.1.5 The occurrence of any default that, under the Act or other applicable Alaska laws, would cause the dissolution of the Company or that would make it unlawful for the business of the Company to be continued.

10.2 Winding Up. Upon the dissolution of the Company, the Manager, or, if there is no Manager, the Members, shall wind up the Company's affairs and satisfy the Company's liabilities. If there is no Manager, the Members shall liquidate all of the Company property and assets as quickly as possible consistent with obtaining the full fair market value of said property and assets. During this period, the Members, if there is no Manager, shall continue to operate the Company property and assets, and all of the provisions of this Operating Agreement shall remain in effect. The Members, if there is no Manager, shall notify all known creditors and claimants of the dissolution of the Company in accordance with the provisions of the Act.

10.3 Final Distribution. The proceeds from the liquidation of the Company shall be distributed as follows:

10.3.1 First, to creditors, including any Member who is a creditor, until all of the Company's debts and liabilities are paid and discharged (or provision is made for payment thereof); and

10.3.2 The balance, if any, to the Members, in proportion to their Percentage Interests as of the date of such distribution, after giving effect to all contributions, distributions, and allocations for all periods.

10.4 Distributions in Kind. In connection with the termination and liquidation of the Company, the Members, if there is no Manager, shall attempt to sell all of the Company property and assets. To the extent that property or assets are not sold, each Member will receive such Member's Percentage Interest of any distribution in kind. Any property or assets distributed in kind upon liquidation of the Company shall be valued on the basis of an independent appraisal and treated as though the property or assets were sold and the cash proceeds distributed.

10.5 No Recourse against the Manager. The Members shall look solely to the assets of the Company for the return of their investment, and, if the property remaining after the payment or discharge of the debts and liabilities of the Company is insufficient to return such investment, the Members shall have no recourse against the Manager or any other Member.

10.6 Deficit Capital Accounts. Notwithstanding anything to the contrary contained in this Operating Agreement, and notwithstanding any custom or rule of law to the contrary, the deficit, if any, in the Capital Account of any Member upon dissolution of the Company shall not be an asset of the Company, and such Member shall not be obligated to contribute such amount to the Company to bring the balance of such Member's Capital Account to zero.

10.7 Articles of Dissolution. On completion of the distribution of Company property and assets as provided herein, the Company is terminated, and the Members (or such other Person or Persons as the Act may require or permit) shall file articles of dissolution with the appropriate state agency, cancel any other filings made

pursuant to the Act, and take such other actions as may be necessary to terminate the Company.

## **11. General Provisions.**

11.1 Compliance with Act. The Members agree not to take any action or fail to take any action which, considered alone or in the aggregate with the other actions or events, would result in the termination of the Company under the Act.

11.2 Additional Actions and Documents. The Members agree to take, or cause to be taken, such further actions to execute, acknowledge, deliver, and file, or cause to be executed, acknowledged, delivered, and filed, such further documents and instruments, and to use their best efforts to obtain such consents, as may be necessary or as may be reasonably requested to fully effectuate the purposes, terms, and conditions of this Operating Agreement, whether before, at, or after the closing of the transactions contemplated by this Operating Agreement.

11.3 Notices. Any notice hereunder to any Member shall be in writing, may be sent by facsimile, and shall be effective when actually delivered or when deposited with a nationally recognized overnight courier or deposited in the United States mail, first class postage prepaid, and addressed to any Member at the addresses shown below or at such other address as a Member may have designated by written notice received by the other Members as the address for this purpose.

If to Melissa Cervantes:

607 Old Steese Highway, Suite B209  
Fairbanks, Alaska 99701

11.4 Severability. If a court of competent jurisdiction finds any provisions of this Operating Agreement to be invalid or unenforceable as to any person or circumstance, such finding shall not render that provision invalid or unenforceable as to any other persons or circumstances. If feasible, any such offending provision shall be deemed to be modified to be within the limits of enforceability or validity; however, if the offending provision cannot be so modified, it shall be stricken and all other provisions of this Operating Agreement in all other respects shall remain valid and enforceable.

11.5 Survival. It is the express intention and agreement of the Members that all covenants, agreements, statements, representations, warranties, and indemnities made in this Operating Agreement shall survive the execution and delivery of this Operating Agreement.

11.6 Waiver. No delay on the part of a Member or the Manager in the exercise of any right, power, or remedy shall operate as a waiver thereof, nor shall any

single or partial exercise of any right, power, or remedy preclude other or further exercise of any other right, power, or remedy.

11.7 Amendments. This Agreement may be amended by a vote of the majority of the Members. No amendment, or waiver of, or consent with respect to, any provision of this Operating Agreement shall be effective unless it shall be in writing and signed and delivered by the Members. The rights and remedies herein expressly provided are cumulative and not exclusive of any other rights or remedies which a Member or the Company would otherwise have at law or in equity or otherwise.

11.8 Computations. When the character or amount of any asset, liability, or item of income or expense is to be determined or any calculation or other accounting computation is to be made for the purpose of this Operating Agreement, that determination or calculation, to the extent applicable and except as otherwise specified in this Operating Agreement, shall be made in accordance with GAAP in effect at the time.

11.9 Binding Effect. Subject to any provisions hereof restricting assignment, this Operating Agreement shall be binding upon and shall inure to the benefit of the Members and their respective successors and assigns.

11.10 Limitation on Benefits of this Operating Agreement. Subject to Section 9, it is the explicit intention of the Members that no Person other than the Members and the Company is or shall be entitled to bring any action to enforce any provision of this Operating Agreement against any Member or the Company, and that the covenants, undertakings, and agreements set forth in this Operating Agreement shall be solely for the benefit of, and shall be enforceable only by the Members (or their respective successors and assigns as permitted hereunder), and the Company.

11.11 Captions. Section captions used in this Operating Agreement are for convenience only and shall not affect the construction of this Operating Agreement.

11.12 Governing Law. This Operating Agreement is a contract made under and governed by the laws of the State of Alaska. All obligations and rights of the parties stated herein shall be in addition to, and not in limitation of, those provided by applicable law.

11.13 Integration. This Operating Agreement (including the Exhibits hereto) and the Articles of Organization represent the entire agreement between the Members with respect to the transactions contemplated herein, and supersedes all prior oral or written agreements, commitments, or understandings with respect to the matters provided for herein.

11.14 Counterparts. This Operating Agreement may be executed in any number of counterparts, each of which when so executed and delivered shall be deemed to be an original and all of which counterparts taken together shall constitute

but one and the same instrument. Signature and acknowledgment pages may be detached from the counterparts and attached to a single copy of this Operating Agreement to form one document.

11.15 Strict Construction. It is the intent of the Members upon execution hereof that this Operating Agreement shall be deemed to have been prepared by all of the parties to the end that no Member shall be entitled to the benefit of any favorable interpretation or construction of any term or provision hereof under any rule or law.

IN WITNESS WHEREOF, following adoption of this Operating Agreement by the Members, the Members have executed this Operating Agreement as of the date first set forth above.

**MEMBERS:**

**MELISSA CERVANTES**

*Melissa Cervantes*

---

but one and the same instrument. Signature and acknowledgment pages may be detached from the counterparts and attached to a single copy of this Operating Agreement to form one document.

11.15 Strict Construction. It is the intent of the Members upon execution hereof that this Operating Agreement shall be deemed to have been prepared by all of the parties to the end that no Member shall be entitled to the benefit of any favorable interpretation or construction of any term or provision hereof under any rule or law.

IN WITNESS WHEREOF, following adoption of this Operating Agreement by the Members, the Members have executed this Operating Agreement as of the date first set forth above.

**MEMBERS:**

**MELISSA CERVANTES**

*Melissa Cervantes (Digital Signature)*  
*Melissa Cervantes*

**EXHIBIT "A"**

**INITIAL CAPITAL CONTRIBUTIONS OF MEMBERS  
[Section 3.1]**

	<u>Capital Contribution</u>	<u>Percent Interest</u>
Melissa Cervantes	\$10,000	100%

## ASSIGNMENT OF SHARES

The undersigned, Melissa Cervantes ("Assignor"), hereby assigns, transfers, sets over and conveys to U.N.ME, LLC ("Assignee") fifty (50) shares of Assignor in the Alaska corporation known as FSE, Inc. (the "Company"). This assignment entitles the Assignee to become and to exercise any rights or powers of a shareholder in the Company. This Assignment shall be effective upon the date listed below.

IN WITNESS WHEREOF, the Assignor has executed this Assignment of Shares as of the 29 day of August, 2016.

### ASSIGNOR:

Melissa Cervantes (digital signature)  
Melissa Cervantes *Melissa Cervantes*

### ACCEPTANCE OF ASSIGNMENT

Effective as of the effective date of the foregoing Assignment, the Assignee hereby: accepts the assignment set forth above and assumes all of the duties, responsibilities and rights, in respect of the shares conveyed.

IN WITNESS WHEREOF, the Assignee has executed this Acceptance of Assignment as of the 29 day of August, 2016.

### ASSIGNEE:

U.N.ME, LLC

Melissa Cervantes (digital signature)  
By: Melissa Cervantes *Melissa Cervantes*  
Its: Manager



# Plan Review Application

Alaska Department of Environmental Conservation  
Division of Environmental Health  
Food Safety and Sanitation Program



Permit ID: \_\_\_\_\_

## Section A- General Information (All applicants complete entire section – please print).

Purpose (check one)  **New Construction**  **Remodel of Existing Structure**  **Reactivation**

General Information	Establishment Name: FSE, INC	Date
	Plan Review Contact Name CEO - Frank Berardi	
	Phone Number 907-231-2943	Email Frankberardi185@gmail.com
	Address 1770 Donald Ave, Suite B	
	Operating Days/Hours M-Sunday 9AM -6pm	Proposed Opening Date TBD

If you are proposing to build a new food establishment or extensive remodeling of an existing food establishment in Alaska (except in the Municipality of Anchorage), you must submit a **completed Plan Review Packet 30 days prior to construction**. Additional information regarding calculations and drawings can be found in the Plan Review Guide.

**Please Note: Failure to provide all the required information may delay the plan review process and permit issuance.**

## REQUIRED DOCUMENTATION LIST (Include the following in your packet)

- Food Establishment Application
- Fees
- Plot Plan
- Floor Plan
- Plumbing Schematic
- Complete list of equipment (including manufacturer's specifications)

## SECTION B – REQUIRED DOCUMENTATION

a. **Potable Water Supply.** Have plans been submitted to the [Drinking Water Program](#) as required by 18 AAC 80?

- Yes\*  No  N/A (Municipal Water Supply) **Specify in comments.**

Comments:

**\*Attach a confirmation email or letter from the Drinking Water Program stating that the system has been approved.**

b. **Wastewater Disposal System.** Have plans been submitted to the [Wastewater Program](#) as specified by 18 AAC 72?

- Yes\*  No  N/A (Municipal System) **Specify in comments.**

Comments: AMCO should submit the waste plan to the appropriate entities during review process.

**\*Attach a confirmation email or letter from the Wastewater Program stating that the system has been approved.**

c. **Solid Waste Disposal.** Please describe how you plan to dispose of your solid waste:

There will be no solid waste

d. **Plot Plan.** Have you included a detailed to scale drawing of the plot plan including:  Yes  No

- All buildings
- Refuse storage site
- Potable water supply
- Identify nearby roads, streets, other landmarks, and/or give GPS coordinates
- Outside walk-in cooler(s)/freezer(s)
- Outside storage areas
- Oil/Fuel tanks
- Access for deliveries
- Sewage disposal system

**RECEIVED**

**AUG 02 2016**

f.	Will your food establishment be a <u>kiosk</u> or <u>mobile unit</u> ?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	Are employee toilets available within 200 feet? <i>If you have an agreement with another business to use their restrooms, please attach written verification.</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
	Portable water tanks, plumbing, and hoses are NSF or FDA approved components?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
	If you have a kiosk, is it located outside of a building?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
	Will you have a service provide water or remove wastewater? <i>If yes, provide a letter of agreement from water hauler or wastewater hauler outlining services provided and frequency.</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
g.	Will another permitted food establishment ( <u>commissary</u> ) provide support to your facility? If yes, attach a copy of the <u>Commissary Agreement</u> .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

**FOOD PROCESSORS**

a.	A copy of a label for each type of product you will produce is required. Have you attached food labels of each product to be produced?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b.	Describe who you will be distributing your product to (i.e. grocery stores, etc): Unknown - no retail stores are approved by AMCO.		
c.	Will you be doing any of the following processes? Check all that apply. <input type="checkbox"/> Reduced Oxygen Packaging <input type="checkbox"/> Smoking <input type="checkbox"/> Other: <span style="border: 1px solid black; display: inline-block; width: 150px; height: 20px; vertical-align: middle;"></span> <input type="checkbox"/> Low Acid Canned Foods <input type="checkbox"/> Curing <input type="checkbox"/> Shelf Stable Acidified Foods <input type="checkbox"/> Dehydrating <i>Be sure to check with your local Environmental Health Officer for any applicable forms and FDA requirements.</i>		

d.	Do you have a <u>HACCP Plan</u> ?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	<input checked="" type="checkbox"/> N/A
	<i>Required for high hazard food processors such as smoking, curing, acidifying, dehydrating, thermally processing low acid foods, reduced oxygen packaging, etc.</i>			
e.	You are required to have a product coding system and a <u>recall plan</u> . Have you attached a copy of the coding system and recall procedures?		<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No

**MOBILE RETAIL VENDOR SELLING SEAFOOD**

a.	A list of products that you will be selling is required. Have you attached a copy of the list of products?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b.	Provide names of suppliers where you will be purchasing your product: Unknown at this time - we will be whole selling our product		
c.	Will <b>all</b> of your product be prepackaged?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
d.	Will another permitted food establishment ( <u>commissary</u> ) provide support to your facility? If yes, attach a copy of the <u>Commissary Agreement</u> .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

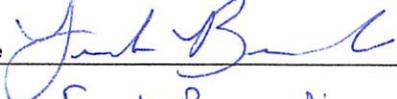
**MACHINES VENDING POTENTIALLY HAZARDOUS FOODS**

a.	Have you attached the label that will be affixed to the front of each machine with name, physical address, and phone number of the permitted food establishment servicing the machine?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
----	--	------------------------------	--

**SECTION 4 – Food Managers Certification/Alaska Safe Food Worker Card**

a.	Have you attached a copy of a <u>Food Manager's Certification</u> ?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	<input checked="" type="checkbox"/> N/A
	<i>The operator of a food establishment that serves and prepares unwrapped or unpackaged food, except for a bar, tavern, or limited food service, must have at least one Certified Food Protection Manager who is involved in the daily operations of the establishment.</i>			
b.	Does everyone who works or will work at the food establishment have a <u>Food Worker Card</u> ?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	<input checked="" type="checkbox"/> N/A
	<i>An operator of a food establishment shall keep on file a copy of the Food Worker Card issued by the department for each employed food worker and make the copy available to the Department upon request.</i>			

**I declare, under penalty of unsworn falsification, that this application (including any accompanying statements) has been examined by me and to the best of my knowledge and belief is true, correct, and complete. I agree to pay all fees before operating.**

Applicant's Signature		Date	8/15/16
Applicant's Printed Name	Frank Berardi	Title	CEO



# Application for Food Establishment Permit

Alaska Department of Environmental Conservation  
Division of Environmental Health  
Food Safety and Sanitation Program



Permit ID: \_\_\_\_\_

## Section 1- GENERAL INFORMATION (All applicants complete entire section – please print).

Purpose (check one)  New  Information Change  Extensive Remodel  Change of owner/operator  Reactivate

Owner/Business Information	Name of Entity or Owner Responsible for Food Service FSE, INC		AK Business License # 1040494	
	Business/Corporate Mailing Address PO BOX 82011	City FAIRBANKS	State AK	Zip 99709
	Business/Corporate Phone 907-231-2943	Email Frankberardi185@gmail.com		
	Owner(s) or Corporate Officer(s) & Title(s) or Responsible Party CEO - Frank Berardi			Fax
	Type of Entity <input type="checkbox"/> Individual <input type="checkbox"/> Partnership <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Other:			

Establishment Information	Establishment Name Good Titrations	Physical Location FNSB	Nearest Community FNSB	
	Establishment Mailing Address PO BOX 82011	City Fairbanks	State AK	Zip 99709
	Establishment Phone 907-231-2943	Fax	Contact Person Frank Berardi	
	Establishment Physical Address 1770 Donald Ave, Suite B	City Fairbanks	State AK	Zip 99701

SEATING: (Food Service Only)  N/A  25 or less  26-100  > 101

**TYPE OF OPERATION** Please describe the type of facility you plan to open below (i.e. restaurant, bar, grocery store, etc.)

Manufacturing company producing edibles & concentrates.

## SECTION 2 – NEW OR EXTENSIVELY REMODELED FACILITIES

a. A plan review will be required if your facility has never been permitted by the Alaska's Food Safety and Sanitation Program; has not had an active permit in the last five years; will be extensively remodeled; or is a new construction. If any of these apply, a Plan Review Application is required to process your application. Have you attached the [Plan Review Application?](#)  Yes  No

## SECTION 3 – COMPLETE FOR ALL FOOD ESTABLISHMENTS (Check all that apply)

### FOOD SERVICE ESTABLISHMENTS

a. A copy of your menu will be required. Have you attached a copy of the proposed menu?  Yes  No

b. Attach appropriate label, placard, or menu notation for the [consumer advisories](#) if you serve:  
 Wild Mushrooms  Unpasteurized juices  Farmed halibut, salmon, or sablefish  
 Raw/undercooked animal foods such as beef, shell eggs, lamb, pork, poultry, seafood, and shellfish.

c. Methods of food preparation (check the one that most closely describes the establishment):  
 Assembly of Ready to Eat Foods  Cook and Serve  
 Hot or cold Service for 2 hours or more is done  
 Complex (Preparation 1 day or more in advance, cooling and reheating is done).

d. Style of Service:  Counter Service  Self Service (i.e. buffet line, salad bar)  Table Service  
 Other:

e. Do you plan to operate as a [caterer](#)?  Yes  No

If **yes**, list all the equipment used to protect food from contamination and maintain product temperature during:  
Transportation: \_\_\_\_\_ Hot or Cold Holding: \_\_\_\_\_

**RECEIVED**

**AUG 02 2016**

e. **Floor Plan.** A floor plan with the listed components must be submitted as part of the application packet. Have you included a floor plan?  Yes  No

Layout and purpose of each room  Type and location of lighting

Location of fixed equipment and plumbing features  Type and location of ventilation, both building and local systems

Size, construction, and design of fixed equipment

Location of restrooms, including the number of toilets and handwash sinks.

f. **Plumbing Schematic.** A plumbing schematic with the listed components must be submitted as part of the application packet. Have you included a detailed drawing of the plumbing schematic?  Yes  No

Plumbing schematic showing each hot, cold, and wastewater line.

Plumbing connection to the wastewater line (direct vs. indirect)

Hot water capacity

Have you contacted the State Plumbing Inspector?  Yes  No

G **Fire Marshall.** Have you contacted the State Fire Marshall?  Yes  No

Please describe your ventilation/hood system:

Fire Marshall will be contacted by AMCO to review the retail marijuana application.

**SECTION C – ADDITIONAL INFORMATION**

a. **Storage.** How often will you receive food deliveries? Do you have adequate storage to support your operation? Consult the Plan Review Guide for information about storage capacity.

TBD

b. **Dressing Rooms and Locker Rooms.** Describe how employee clothing, belongings, etc will be stored:

Lockers or space in the office to store their belongings.

c. **Poisonous/Toxic Materials.** Describe location and means to store poisonous or toxic materials:

Please see attached diagram.

d. **Floors/Walls/Ceilings.** Describe how the floors, walls, ceilings, and shelving will be finished (tile, paint, etc):

\*\*PLEASE INPUT \*\*\*\*

e. **Warewashing:** Describe how dishes, utensil, and equipment will be washed:

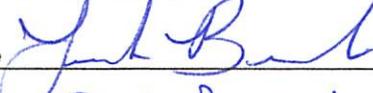
No dishes or utensils will be used

f. **Linens.** Describe how soiled and clean clothing/linens will be stored and where they will be cleaned:

N/A

**SECTION D**

*I declare, under penalty of unsworn falsification, that this application (including any accompanying statements) has been examined by me and to the best of my knowledge and belief is true, correct, and complete. I agree to pay all fees before operating.*

Applicant's Signature  Date 8/15/16

Applicant's Printed Name Frank Beronchi Title CEO

# Recall Plan Table of Contents

<u>Version Verification</u>	2
<u>Introduction</u>	3
<u>Statement of Recall Plan</u>	3
<u>Recall Plan Flow Chart</u>	4
<u>Complaint Evaluation Flow Chart</u>	5
<u>Recall Flow Chart</u>	6
<u>Recall Procedures</u>	6
• <u>Assignment of Roles and Responsibilities</u>	6
○ Recall Coordinator	
○ Recall Committee	
○ Responsibilities	
• <u>Evaluation of the Complaint or Condition</u>	7
• <u>Identification of Implicated Products</u>	7
• <u>Notification of Affected Parties</u>	8
• <u>Removal of Affected Products</u>	8
○ Removal	
○ Control of Affected Product	
○ Product Disposition	
○ Recall Effectiveness	
○ Recall Termination	
<u>Mock Recall</u>	9
<u>Appendix A – Contact Information</u>	10
<u>Appendix B – Templates</u>	11
<u>Appendix C – Additional Information</u>	12
<u>Appendix D – Assigned Responsibilities</u>	13

# **FSE, INC'S Plan**

## **Version Verification**

FSE, INC ' Plan shall be reviewed annually and revised as necessary when personnel, procedures, processes, suppliers, or as other factors change. The Plan will also be reviewed after any company recall.

Version           

Approved by \_\_\_\_\_  
Name of Approver

Title

Date Approved \_\_\_\_\_

## **Introduction**

The primary goal of a food recall is to protect public health by removing products from commerce that have been determined to be unsafe. A recall plan can aid in the execution of a recall by apportioning duties, centralizing current contact information, and providing prewritten templates for communications. Key Individuals that will be participating in a company recall should review the recall plan and be familiar with the execution of the plan.

Coding – Metrc is the program the State of Alaska has adopted to implement and track all marijuana products and marijuana. Each product will have a batch code number and will be traceable to the manufacturer and to the cultivator. Metrc is the coding system that this establishment will utilize to track and identify any product needing to be recalled.

## **Statement of Recall Plan**

FSE, INC maintains a recall plan which provides specific procedures, defines terms, and assigns roles and responsibilities when a food safety issue arises with any of our products.

The plan will be activated whenever a potential recall requirement arises and includes the following elements:

1. Recall committee member designations
2. Recall responsibility assignments
3. Key personnel and external contact information
4. Recall procedures
5. Communication templates

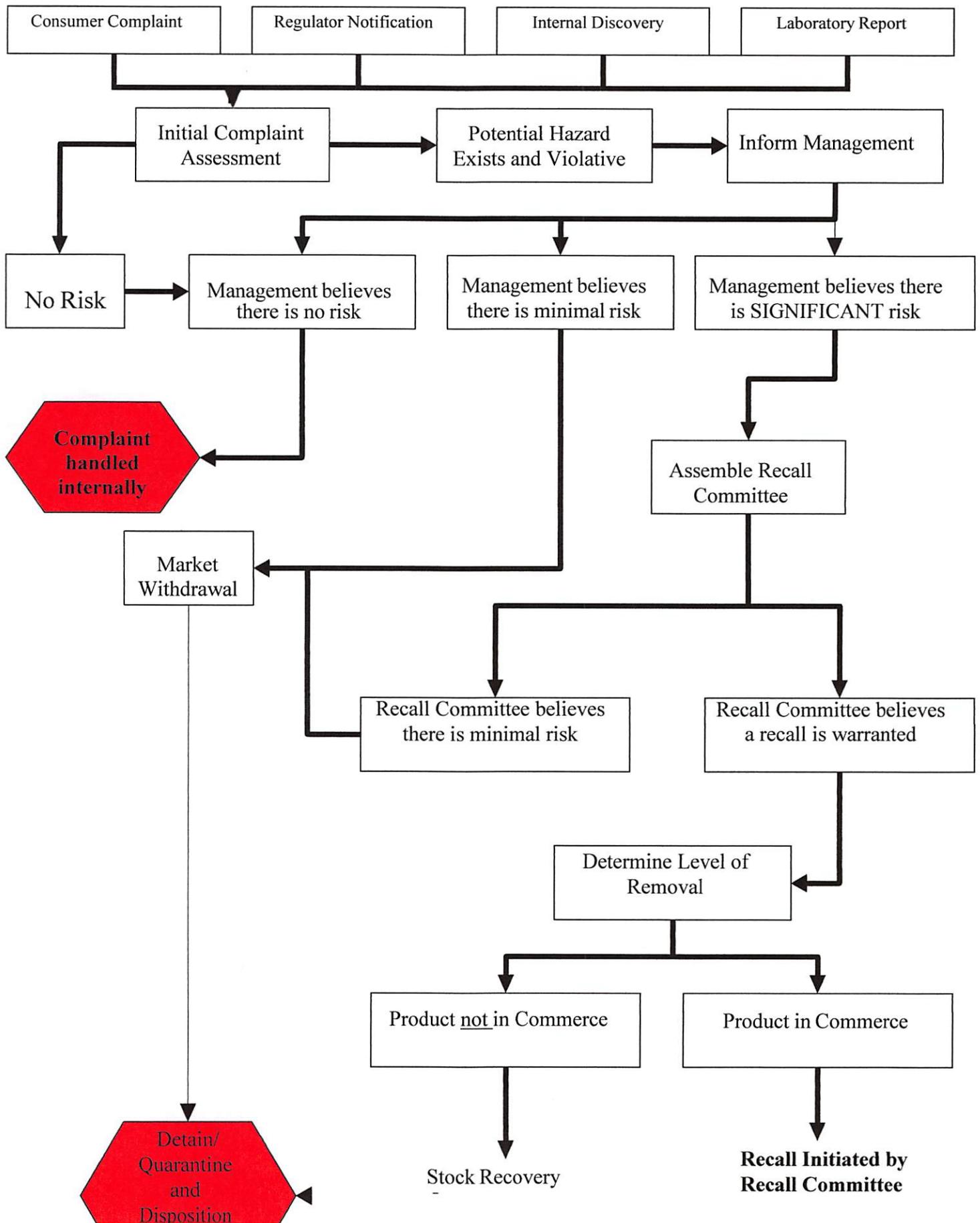
Success of the plan relies on the proper execution of plan elements and up-to-date information.

## **Recall Plan Flow Charts**

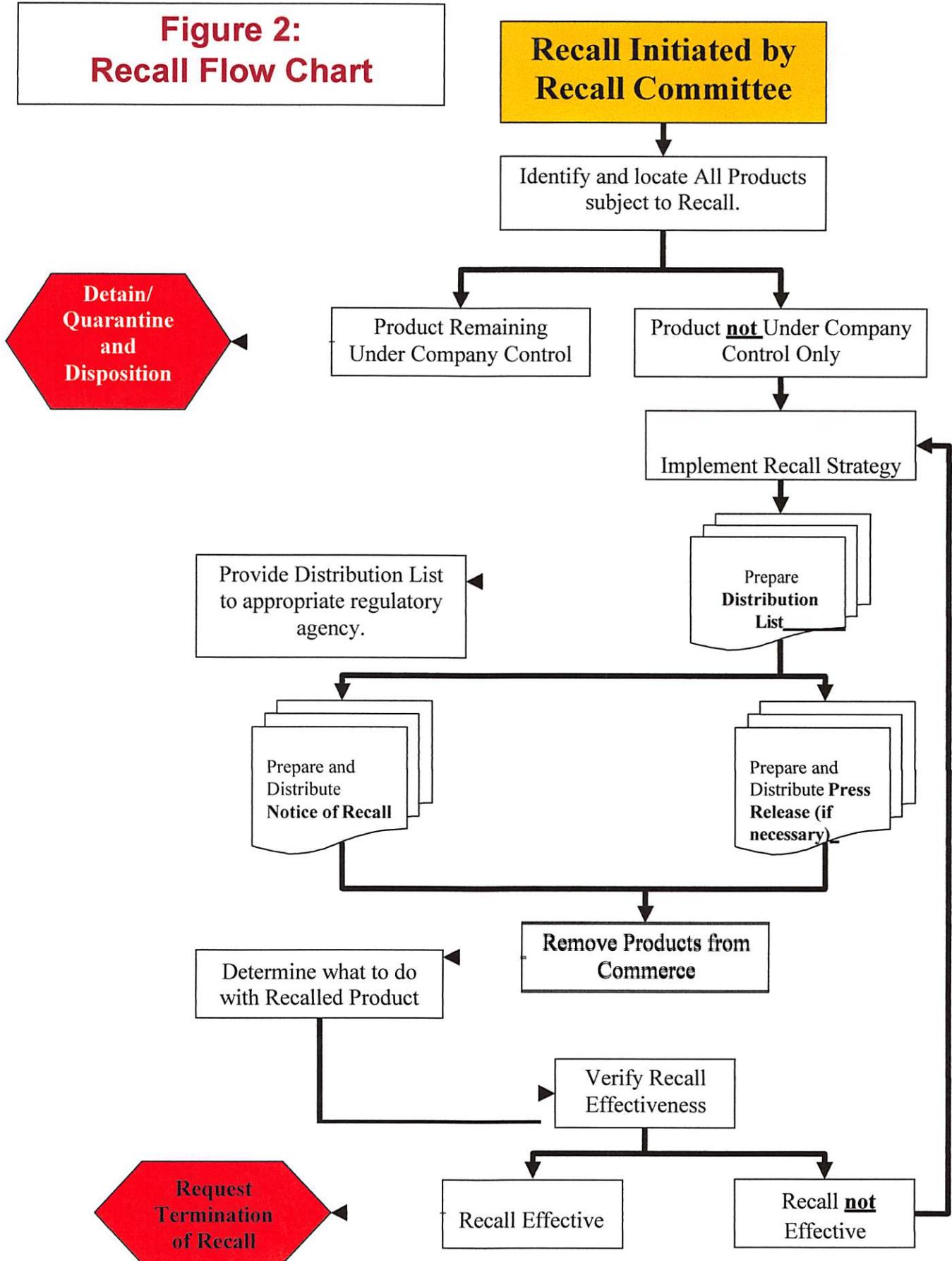
The following two diagrams are graphical representations of the various steps of a recall. Figure 1, illustrates the typical evaluation of complaints or conditions which may lead to a recall. Figure 2, outlines the various steps of a recall.

**Figure 1: Complaint/Condition Evaluation Flow Chart**

**Figure 1: Complaint/Condition Evaluation Flow Chart**



**Figure 2:  
Recall Flow Chart**



# Recall Procedures

The recall procedure outlines the activities that FSE, INC will take to manage the recall of our product(s) which has/have been determined to be unsafe and/or subject to regulatory action. The procedure contains the major recall elements below:

- **Assignment of Roles and Responsibilities**
- **Evaluation of the Complaint or Condition**
- **Identification of Implicated Products**
- **Notification of Affected Parties**
- **Removal of Affected Products**

## Assignment of Roles and Responsibilities

The roles and responsibilities of every individual on the Recall Committee should be clearly defined in the recall plan. Oversight of the following recall elements should be assigned to a member of the Recall team. Note that individuals may be responsible for more than one recall element.

### Recall Coordinator

The recall co-coordinator, has been given authority by the management of FSE, INC to execute the activities of the recall. Responsibilities of the Recall Coordinator include, but are not limited to:

- Assure the documentation of all recall decisions and actions in a master recall file.
- Initiate the formation of the recall committee.
- Activate various components within the company for priority assistance.
- Make recall decisions on behalf of our Company.
- Manage and coordinate the implementation of the company's product recall.
- Keep management informed at all stages of the recall.

### Recall Committee

FSE, INC Product Recall Committee is composed of the various components of the company's organization. The following functions should be represented on the committee (an individual may be responsible for more than one function):

- Management (Administration)
- Recall Coordinator
- Accounting
- Consumer Affairs/Public Relations
- Customer Service
- Distribution and Supply
- Information Technology
- Legal Counsel
- Marketing
- Operations
- Production
- Purchasing
- Quality Assurance
- Sales
- Maintenance
- Records Management
- Regulatory Affairs
- Sanitation

Note: Outside resources may need to be obtained for some of the functions.

## Responsibilities

Individual recall activities should be assigned prior to a recall event to avoid confusion during a recall. Assignment of the recall responsibilities are found in [Appendix D](#) (assign an individual to each activity).

## Evaluation of the Complaint or Condition

Complaint receipt, processing, and evaluation are the first steps in the recall process. The steps involved in the evaluation process are:

- Receive the complaint – A file should be maintained containing any product complaints the company receives. Information that should be maintained in the product complaint file is:
  - i. Complainant contact information
  - ii. Reported problem with the product
  - iii. Product Identification
  - iv. Product Storage
  - v. Product purchase date and location
  - vi. Illness and Injury details
- Provide the complaint to knowledgeable staff for initial evaluation. If an initial assessment indicates a recall may be necessary, the Recall Coordinator assembles the Recall Committee for a full evaluation.
- Determine the hazard and evaluate the safety concerns with the product.
- Determine the product removal strategy appropriate to the threat and location in commerce.
- Contact the appropriate regulatory authorities.
- Alert legal counsel, insurance, etc. as appropriate.
- Maintain a log of the events of the recall including information such as dates, actions, communications, and decisions.

## Identification of Implicated Products

It is FSE, INC responsibility to ensure the identification of all products and quantities of products implicated in the recall. In addition, determination should be made if any other codes, brands or sizes of product handled by the company are affected.

A distribution list should be prepared as part of the Identification process. The distribution list should at minimum identify:

- Account name (consignees) that received the recalled product(s)
- Account addresses
- Contact names
- Contact telephone numbers
- Type of account (e.g., manufacturer, distributor, retailer)

Additional information relating to product information may include:

- Amount of product received/shipped
- Product ship date(s)
- Amount of product returned
- Amount of product consumed

A link to the FDA Distribution Template can be found in [Appendix B](#).

## Notification of Affected Parties

Notifications during a recall must be done in a timely manner and should include the appropriate regulatory agencies, the product distribution chain, and consumers when necessary. Recall notices are typically used to notify regulatory agencies and those businesses in the distribution chain. Press releases are generally oriented to consumers, but may be used to notify any affected party.

- Regulatory Agencies should be notified at the earliest opportunity after the decision has been made to conduct a recall. Regulatory guidance may be found at: <http://www.fda.gov/Safety/Recalls/IndustryGuidance/ucm129259.htm>.
  - Subsequent to the initial notification, the regulatory authority should be updated throughout the recall process.
- Distribution Chain contacts will be notified by appropriate means (telephone, fax, email, letter, etc.). It is recommended that a written recall notice be provided to all consignees. The Recall Notice **must** include all relevant recall information (see Appendix B, section (a)(ii)).
  - Confirm receipt of the Notice of Recall with all accounts. A record of all account communications should be maintained.
- Consumers should be notified by the most effective method available. If appropriate, a press release can be used to notify consumers. Considerations for preparing a press release include:
  - Issuance of a press release should be the highest priority and should be issued promptly.
  - The local FDA District Recall Coordinator should be consulted before issuance of a press release whenever possible.
  - All relevant information should be included in the press release (see sample templates in Appendix B).

## Removal of Affected Product

The procedure for product removal can be divided into five components including: removal, control, and disposition of affected product, recall effectiveness, and recall termination.

### Removal

All reasonable efforts must be made to remove affected products from commerce.

- Products in commerce should be detained, segregated, and handled in a manner determined by the recalling firm.
- Products that are still in the recalling firm's control (e.g. inventory located onsite, in transit, in off-site storage, and in offsite distribution) should be detained, and segregated.
- All quantities and identification codes shall be documented to assist in the reconciliation of product amounts.

### Control of Recalled Product

When FSE, INC chooses to retain recalled product, control must be regained to prevent reentry of the product into commerce.

- All affected product returned will be clearly marked, not for sale or distribution, and stored in an area that is separated from any other foodproducts.

All quantities and identification codes shall be documented to assist in the reconciliation of product amounts.

### **Product Disposition**

The final disposition of the recovered product must be determined. The final disposition must be reviewed and approved by the regulatory agency. Options include:

- Redirection – Products may be redirected for uses other than human consumption.
- Destruction - Products determined to be unsafe for human consumption may be destroyed or denatured, and disposed by appropriate means.
- Recondition – Products may be reworked to remove the safety risk. For example, would be relabeling a product to declare an allergen originally omitted from the label.

All quantities, identification codes, and disposition shall be documented.

### **Recall Effectiveness**

FSE, INC is responsible for determining whether the recall is effective. Recall Effectiveness Checks verify that all consignees have been notified and have taken the appropriate action. Steps include:

- Verifying that all consignees have received the notification.
- Verifying that consignees have taken appropriate action.
- If the response from our consignees is less than 100%, then the recall should be deemed ineffective and the recall strategy should be reassessed. Certain circumstances (e.g. amount of product actually returned vs. expected, potential for consumption, shelf-life, etc.) may also require a reassessment of the recall strategy.

All verifications shall be documented.

### **Termination of a recall**

Termination of the recall may be considered after all reasonable efforts have been made to remove the affected products from commerce, including reconciliation, recall effectiveness, and disposition.

A termination of the recall may be requested by submitting a written request to the regulatory authorities. Guidance for the termination of a recall is provided in [Appendix C](#).

### **Mock Recall**

In addition to an annual verification of the recall plan, FSE, INC will conduct a mock recall annually or whenever there are significant changes to the plan or personnel. The mock recall will include the following elements:

- Selecting a product which has reached the consumer market.
- Tracing the product from the raw ingredient (e.g. source) level to the finished product in the marketplace.
- Verifying communications systems (e.g. contact information, test emails and faxes, etc.) to outside contacts.
- Modifying the recall plan to correct any problems encountered during the test.

Records of these mock recalls will be documented and filed appropriately.

## **Appendix A – Contact Information**

### **Recall Committee and Key Personnel Contact Information**

The contact information including phone number, fax number, email address, and alternate 24/7 information of all committee members, their alternates, and “outside” key personnel should be confirmed and updated as often as necessary to assure accuracy.

#### **Contact Information**

- Recall Committee (24/7)
  - i. Recall Committee Members 907-231-2943

# Appendix B – Templates

1. Communication Templates
  - i. Model Press Releases(FDA)
    - a. Allergens (Allergy Alert)  
<http://www.fda.gov/Safety/Recalls/IndustryGuidance/ucm129262.htm>
    - b. Listeria monocytogenes  
<http://www.fda.gov/Safety/Recalls/IndustryGuidance/ucm129267.htm>
    - c. Clostridium botulinum  
<http://www.fda.gov/Safety/Recalls/IndustryGuidance/ucm129273.htm>
    - d. Salmonella (all serotypes)  
<http://www.fda.gov/Safety/Recalls/IndustryGuidance/ucm129275.htm>
    - e. E. coli 0157:H7  
<http://www.fda.gov/Safety/Recalls/IndustryGuidance/ucm129287.htm>
  - ii. FDA Guidance for Written Recall Notification Letters  
<http://www.fda.gov/Safety/Recalls/IndustryGuidance/default.htm>
  - iii. FDB Distribution List Template  
<http://www.cdph.ca.gov/pubsforms/Guidelines/Documents/fdb%20eru%20Gde%20DistListTemp.xls>
2. Recall Events Log (should include the following information):
  - i. Name of the person creating the action
  - ii. Dates
  - iii. Actions
  - iv. Communications
  - v. Decisions
  - vi. Product disposition
3. Recalled Product Information Data Sheet (should include the following information):
  - i. Product description: brand, product name, size, etc.
  - ii. Lot codes
  - iii. Quantity of recalled product
  - iv. Date of the action
  - v. Action taken for each product

## Appendix C – Additional Resources

1. Industry Guidance: Information on Recalls of FDA Regulated Products  
<http://www.fda.gov/Safety/Recalls/IndustryGuidance/default.htm>
2. Recall policy – 21 CFR Recall Regulations Sec. 7.40  
[http://edocket.access.gpo.gov/cfr\\_2004/aprqttr/21cfr7.40.htm](http://edocket.access.gpo.gov/cfr_2004/aprqttr/21cfr7.40.htm)
3. US Food and Drug Administration  
<http://www.fda.gov/>
4. USDA (FSIS)  
<http://www.fsis.usda.gov/wps/portal/fsis/home>
5. Center for Disease Control  
<http://www.cdc.gov/>
6. FDA District Recall Coordinators  
<http://www.fda.gov/Safety/Recalls/IndustryGuidance/ucm129334.htm>
7. FDA Guidance: Action levels for Poisonous or Deleterious Substances in Human and Animal Feed  
<http://www.fda.gov/food/guidanceregulation/guidancedocumentsregulatoryinformation/chemicalcontaminantsmetalsnaturaltoxinspesticides/ucm077969.htm>
8. FDA Defect Levels Handbook  
<http://www.fda.gov/food/guidanceregulation/guidancedocumentsregulatoryinformation/sanitiationtransportation/ucm056174.htm>

## APPENDIX D – Assigned Responsibilities

### Sample Assignments (may include, but not limited to the following)

#### Assignment

1. Management of the Recall – **(Insert Name, Title)** is responsible for the coordination of all recall activities.
2. Assemble the Recall Committee – **(Insert Name, Title)** is responsible for communicating the decision to recall to the members of the Recall Committee and that each member knows their responsibilities.

#### Evaluation

1. Management Approval of the Recall – **(Insert Name, Title)** is responsible to decide if the recall should go forward.

#### Identification

1. Create a Product Recall Log – **(Insert Name, Title)** is responsible to create and maintain a product recall log to document all events, when they occur and the company's response to each.
2. Identify all Products to be Recalled – **(Insert Name, Title)** is responsible for identifying all products which need to be recalled.

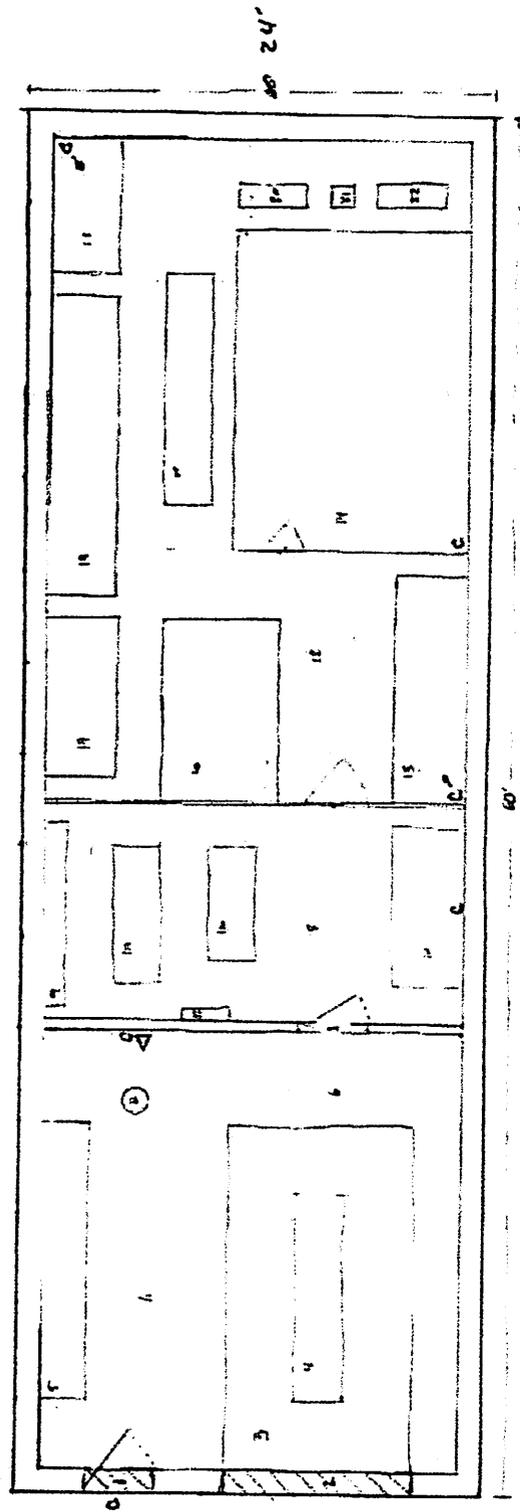
#### Notification

1. Notify the Appropriate Regulatory Authority – **(Insert Name, Title)** is responsible for notifying the appropriate regulatory authority (use the contact information in the Recall Plan). Contacts shall only be made through the designated committee member. Recommended information to be submitted can be found in the FDA guidance document at:  
<http://www.fda.gov/Safety/Recalls/IndustryGuidance/ucm129259.htm>
2. Prepare the Press Release (if required) – **(Insert Name, Title)** is responsible for the recall press release if the decision to prepare a press release is made. Considerations for preparing a press release include:
  - a. Issuance of a press release should be the highest priority and it should be issued promptly.
  - b. Consult with your local District Recall Coordinator before issuance of a press release whenever possible.
  - c. If the company decides to prepare the press release, include all relevant information (see sample templates in [Appendix B](#))
3. Prepare the Distribution List – **(Insert Name, Title)** is responsible for preparing the recalled product distribution list. The FDB distribution list template requests account type, name, address, phone number, and contact name.
4. Prepare the Notice of Recall – **(Insert Name, Title)** is responsible for preparing the written notice includes all recall relevant information (see FDA Guidance for Written Recall Notification Letters in [Appendix](#)).
5. Distribute the Notice of Recall – **(Insert Name, Title)** is responsible for distribution of the Notice of Recall to all accounts that received the recalled product. Responsibilities include:
  - d. Confirm receipt of the Notice of Recall with all accounts.
  - e. Contact accounts that have not responded to the request for conformation.
  - f. Maintain records of the account communications.

## **Removal**

1. Detain and Segregate all Products to be Recalled which are in your Firm's Control – **(TBD)** – is responsible to ensure that all products to be recalled in the firm's control are not distributed (identify, detain, and segregate products on-site, in transit, off-site storage, and off-site distribution).
2. Control the recalled product(s) – **(TBD)** is responsible to ensure that recalled products do not re-enter commerce. Responsibilities include:
  - a. Quarantine and clearly identify recalled products.
  - b. Reconcile quantities, identification codes, and monitor recalled products.
  - c. Document the returned products.
3. Decide what to do with the recalled product(s) – **(TBD)** is responsible for determining the action to be taken on the recalled product (destruction, reworking, and redirection). Other related responsibilities include:
  - a. Determine if the regulatory authority requires actions such as witnessing destruction of the recalled product.
  - b. Verify that the action taken has been effective.
  - c. Document the action(s) taken.
4. Verify Recall Effectiveness – **(TBD)** – is responsible for verifying the effectiveness of the recall. Responsibilities include:
  - a. Verify that distribution of recalled products has ceased.
  - b. Verify that all consignees at the recall depth specified by the recall strategy have received notification about the recall.
  - c. Verify that consignees have taken appropriate action.
  - d. Document all verifications.

GOOD TITRATIONS CONCENTRATE MANUFACTURING FACILITY



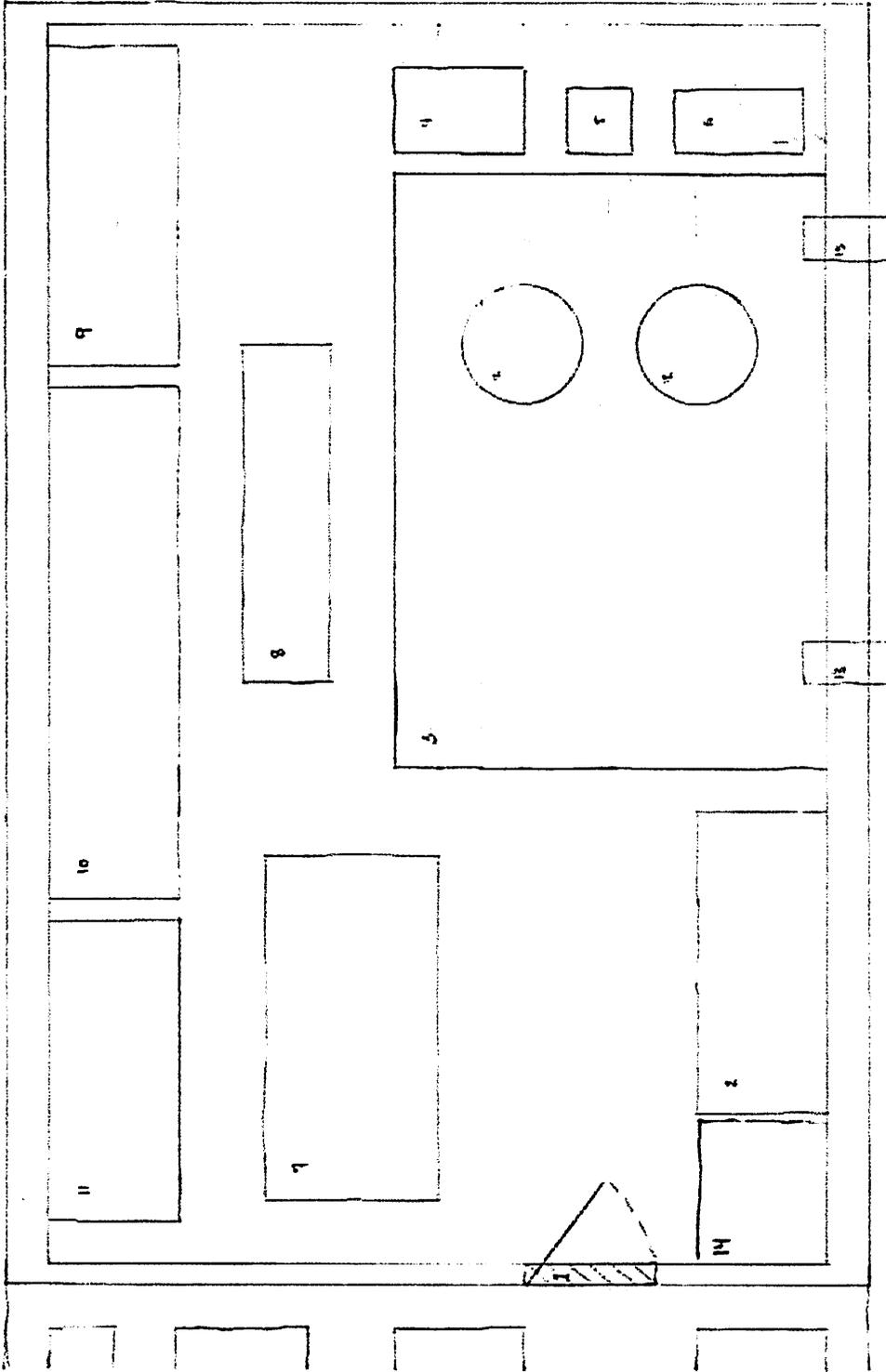
1" = 1' CH

EXTERIOR DIMENSIONS 204' x 60'

LEGEND

- 1 MAN DOOR
- 2 RAY DOSE
- 3 VENTILATOR
- 4 BATTERY
- 5 MACHINERY/STORAGE
- 6 CHEMICALS
- 7 EQUIPMENT
- 8 EQUIPMENT
- 9 EQUIPMENT
- 10 EQUIPMENT
- 11 EQUIPMENT
- 12 EQUIPMENT
- 13 EQUIPMENT
- 14 EQUIPMENT
- 15 EQUIPMENT
- 16 EQUIPMENT
- 17 EQUIPMENT
- 18 EQUIPMENT
- 19 EQUIPMENT
- 20 EQUIPMENT
- 21 EQUIPMENT
- 22 EQUIPMENT
- 23 EQUIPMENT
- 24 EQUIPMENT
- 25 EQUIPMENT
- 26 EQUIPMENT
- 27 EQUIPMENT
- 28 EQUIPMENT
- 29 EQUIPMENT
- 30 EQUIPMENT
- 31 EQUIPMENT
- 32 EQUIPMENT
- 33 EQUIPMENT
- 34 EQUIPMENT
- 35 EQUIPMENT
- 36 EQUIPMENT
- 37 EQUIPMENT
- 38 EQUIPMENT
- 39 EQUIPMENT
- 40 EQUIPMENT
- 41 EQUIPMENT
- 42 EQUIPMENT
- 43 EQUIPMENT
- 44 EQUIPMENT
- 45 EQUIPMENT
- 46 EQUIPMENT
- 47 EQUIPMENT
- 48 EQUIPMENT
- 49 EQUIPMENT
- 50 EQUIPMENT
- 51 EQUIPMENT
- 52 EQUIPMENT
- 53 EQUIPMENT
- 54 EQUIPMENT
- 55 EQUIPMENT
- 56 EQUIPMENT
- 57 EQUIPMENT
- 58 EQUIPMENT
- 59 EQUIPMENT
- 60 EQUIPMENT
- 61 EQUIPMENT
- 62 EQUIPMENT
- 63 EQUIPMENT
- 64 EQUIPMENT
- 65 EQUIPMENT
- 66 EQUIPMENT
- 67 EQUIPMENT
- 68 EQUIPMENT
- 69 EQUIPMENT
- 70 EQUIPMENT
- 71 EQUIPMENT
- 72 EQUIPMENT
- 73 EQUIPMENT
- 74 EQUIPMENT
- 75 EQUIPMENT
- 76 EQUIPMENT
- 77 EQUIPMENT
- 78 EQUIPMENT
- 79 EQUIPMENT
- 80 EQUIPMENT
- 81 EQUIPMENT
- 82 EQUIPMENT
- 83 EQUIPMENT
- 84 EQUIPMENT
- 85 EQUIPMENT
- 86 EQUIPMENT
- 87 EQUIPMENT
- 88 EQUIPMENT
- 89 EQUIPMENT
- 90 EQUIPMENT
- 91 EQUIPMENT
- 92 EQUIPMENT
- 93 EQUIPMENT
- 94 EQUIPMENT
- 95 EQUIPMENT
- 96 EQUIPMENT
- 97 EQUIPMENT
- 98 EQUIPMENT
- 99 EQUIPMENT
- 100 EQUIPMENT

FACILITY REAR HALF



1 □ = 6 m

EXTERIOR DIMENSIONS 20x30

LEGEND

- 1 MAIN DOOR
- 2 COAL PULP PALMING STATION
- 3 EXPLOSION PROOF ROOM
- 4 CHILLER
- 5 WATER PUMP
- 6 WATER BATH HEATER
- 7 WATER FREEZING
- 8 METHANE COOLING STATION
- 9 OVEN
- 10 PACKAGING AREA
- 11 EXHAUST FAN
- 12 LEVEL/PRESSURE/VACUUM/TEMPERATURE DUCT
- 13 TANK
- 14 TANK
- 15 SECURITY EQUIPMENT

14 SECURITY HOUSING FOR SURVEILLANCE EQUIPMENT



Alaska Marijuana Control Board

## Form MJ-00: Application Certifications

### What is this form?

This application certifications form is required for all marijuana establishment license applications. Each person signing an application for a marijuana establishment license must declare that he/she has read and is familiar with AS 17.38 and 3 AAC 306.

This form must be completed and submitted to AMCO's main office by each proposed licensee (as defined in 3 AAC 306.020(b)(2)) before any license application will be considered complete.

### Section 1 – Establishment Information

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

Licensee:	FSE, Inc.	License Number:	10886		
License Type:	Marijuana Product Manufacturing Facility				
Doing Business As:	GOOD TITRATIONS				
Premises Address:	1770 Donald Ave, Suite B				
City:	Fairbanks	State:	AK	ZIP:	99701

### Section 2 – Individual Information

Enter information for the individual licensee or affiliate.

Name:	Brandon Emmett
Title:	owner

### Section 3 – Other Licenses

Ownership and financial interest in other licenses:

Yes No

Do you currently have or plan to have an ownership interest in, or a direct or indirect financial interest in another marijuana establishment license?

If "Yes", which license numbers (for existing licenses) and license types do you own or plan to own?

Standard Marijuana Cultivation license no. 10120



Alaska Marijuana Control Board

# Form MJ-00: Application Certifications

Alcohol and Marijuana Control Office  
550 W 7<sup>th</sup> Avenue, Suite 1600  
Anchorage, AK 99501  
[marijuana.licensing@alaska.gov](mailto:marijuana.licensing@alaska.gov)  
<https://www.commerce.alaska.gov/web/amco>  
Phone: 907.269.0350

## Section 4 – Certifications

Read each line below, and then sign your initials in the box to the right of each statement:

Initials

I certify that I have not been convicted of a felony in any state or the United States, including a suspended imposition of sentence, for which less than five years have elapsed from the time of the conviction to the date of this application.

BE

I certify that I am not currently on felony probation or felony parole.

BE

I certify that I have not been found guilty of selling alcohol without a license in violation of AS 04.11.010.

BE

I certify that I have not been found guilty of selling alcohol to an individual under 21 years of age in violation of 04.16.051 or AS 04.16.052.

BE

I certify that I have not been convicted of a misdemeanor crime involving a controlled substance, violence against a person, use of a weapon, or dishonesty within the five years preceding this application.

BE

I certify that I have not been convicted of a class A misdemeanor relating to selling, furnishing, or distributing marijuana or operating an establishment where marijuana is consumed within the two years preceding this application.

BE

I certify that my proposed premises is not within 500 feet of a school ground, recreation or youth center, a building in which religious services are regularly conducted, or a correctional facility, as set forth in 3 AAC 306.010(a).

BE

I certify that my proposed premises is not located in a liquor licensed premises.

BE

I certify that I meet the residency requirement under AS 43.23 for a permanent fund dividend in the calendar year in which I am initiating this application.

BE

I certify that all proposed licensees (as defined in 3 AAC 306.020(b)(2)) and affiliates (as defined in 3 AAC 306.990(a)(1)) have been listed on my online marijuana establishment license application.

BE

I certify that all proposed licensees have been listed on my application with the Division of Corporations.

BE

I certify that I understand that providing a false statement on this form, the online application, or any other form provided by AMCO is grounds for denial of my application.

BE



Alcohol and Marijuana Control Office  
550 W 7<sup>th</sup> Avenue, Suite 1600  
Anchorage, AK 99501  
[marijuana.licensing@alaska.gov](mailto:marijuana.licensing@alaska.gov)  
<https://www.commerce.alaska.gov/web/amco>  
Phone: 907.269.0350

Alaska Marijuana Control Board

## Form MJ-00: Application Certifications

Read each line below, and then sign your initials in the box to the right of only the applicable statement:

Initials

Only initial next to the following statement if this form is accompanying an application for a marijuana testing facility license:

I certify that I do not have an ownership in, or a direct or indirect financial interest in a retail marijuana store, a marijuana cultivation facility, or a marijuana products manufacturing facility.

Only initial next to the following statement if this form is accompanying an application for a retail marijuana store, a marijuana cultivation facility, or a marijuana products manufacturing facility license:

I certify that I do not have an ownership in, or a direct or indirect financial interest in a marijuana testing facility license.

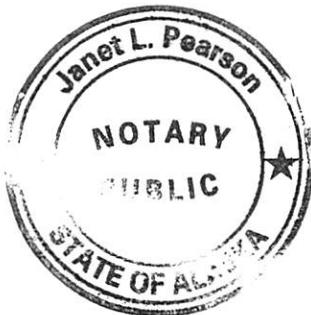
### All marijuana establishment license applicants:

As an applicant for a marijuana establishment license, I declare under penalty of unsworn falsification that I have read and am familiar with AS 17.38 and 3 AAC 306, and that I have examined the online application and this form, including all accompanying schedules and statements, and to the best of my knowledge and belief find them to be true, correct, and complete.

BEH  
Signature of licensee

Brandon Emmett  
Printed name

Subscribed and sworn to before me this 10<sup>th</sup> day of August, 2016.



[Signature]  
Notary Public in and for the State of Alaska.

My commission expires: 12/17/2017



Alaska Marijuana Control Board

# Form MJ-00: Application Certifications

### What is this form?

This application certifications form is required for all marijuana establishment license applications. Each person signing an application for a marijuana establishment license must declare that he/she has read and is familiar with AS 17.38 and 3 AAC 306.

This form must be completed and submitted to AMCO's main office by each proposed licensee (as defined in 3 AAC 306.020(b)(2)) before any license application will be considered complete.

## Section 1 – Establishment Information

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

Licensee:	FSE, Inc.	License Number:	10886		
License Type:	Marijuana Product Manufacturing Facility				
Doing Business As:	GOOD TITRATIONS				
Premises Address:	1770 Donald Ave, Suite B				
City:	Fairbanks	State:	AK	ZIP:	99701

## Section 2 – Individual Information

Enter information for the individual licensee or affiliate.

Name:	Dawson Laine Carroll				
Title:	Share Holder				

## Section 3 – Other Licenses

Ownership and financial interest in other licenses:

Yes No

Do you currently have or plan to have an ownership interest in, or a direct or indirect financial interest in another marijuana establishment license?

If "Yes", which license numbers (for existing licenses) and license types do you own or plan to own?

Standard Marijuana Cultivation license no. 10120



Alaska Marijuana Control Board

Form MJ-00: Application Certifications

Alcohol and 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

Section 4 - Certifications

Read each line below, and then sign your initials in the box to the right of each statement:

Initials

I certify that I have not been convicted of a felony in any state or the United States, including a suspended imposition of sentence, for which less than five years have elapsed from the time of the conviction to the date of this application.

DJC

I certify that I am not currently on felony probation or felony parole.

DJC

I certify that I have not been found guilty of selling alcohol without a license in violation of AS 04.11.010.

DJC

I certify that I have not been found guilty of selling alcohol to an individual under 21 years of age in violation of 04.16.051 or AS 04.16.052.

DJC

I certify that I have not been convicted of a misdemeanor crime involving a controlled substance, violence against a person, use of a weapon, or dishonesty within the five years preceding this application.

DJC

I certify that I have not been convicted of a class A misdemeanor relating to selling, furnishing, or distributing marijuana or operating an establishment where marijuana is consumed within the two years preceding this application.

DJC

I certify that my proposed premises is not within 500 feet of a school ground, recreation or youth center, a building in which religious services are regularly conducted, or a correctional facility, as set forth in 3 AAC 306.010(a).

DJC

I certify that my proposed premises is not located in a liquor licensed premises.

DJC

I certify that I meet the residency requirement under AS 43.23 for a permanent fund dividend in the calendar year in which I am initiating this application.

DJC

I certify that all proposed licensees (as defined in 3 AAC 306.020(b)(2)) and affiliates (as defined in 3 AAC 306.990(a)(1)) have been listed on my online marijuana establishment license application.

DJC

I certify that all proposed licensees have been listed on my application with the Division of Corporations.

DJC

I certify that I understand that providing a false statement on this form, the online application, or any other form provided by AMCO is grounds for denial of my application.

DJC



## Alaska Marijuana Control Board Form MJ-00: Application Certifications

Read each line below, and then sign your initials in the box to the right of only the applicable statement:

Initials

Only initial next to the following statement if this form is accompanying an application for a marijuana testing facility license:

I certify that I do not have an ownership in, or a direct or indirect financial interest in a retail marijuana store, a marijuana cultivation facility, or a marijuana products manufacturing facility.

Only initial next to the following statement if this form is accompanying an application for a retail marijuana store, a marijuana cultivation facility, or a marijuana products manufacturing facility license:

I certify that I do not have an ownership in, or a direct or indirect financial interest in a marijuana testing facility license.

### All marijuana establishment license applicants:

As an applicant for a marijuana establishment license, I declare under penalty of unsworn falsification that I have read and am familiar with AS 17.38 and 3 AAC 306, and that I have examined the online application and this form, including all accompanying schedules and statements, and to the best of my knowledge and belief find them to be true, correct, and complete.

Dawson Carroll  
Signature of licensee

Dawson Carroll  
Printed name

Subscribed and sworn to before me this 10 day of August, 2016.  
4th Judicial Dist.

[Signature]  
Notary Public in and for the State of Alaska.

My commission expires: 5/12/19





Alaska Marijuana Control Board

**Form MJ-00: Application Certifications**

**What is this form?**

This application certifications form is required for all marijuana establishment license applications. Each person signing an application for a marijuana establishment license must declare that he/she has read and is familiar with AS 17.38 and 3 AAC 306.

**This form must be completed and submitted to AMCO's main office by each proposed licensee (as defined in 3 AAC 306.020(b)(2)) before any license application will be considered complete.**

**Section 1 – Establishment Information**

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

Licensee:	FSE, Inc.	License Number:	1086		
License Type:	Marijuana Product Manufacturing Facility				
Doing Business As:	Good Titrations				
Premises Address:	1770 Donald Ave, Suite B				
City:	Fairbanks	State:	AK	ZIP:	99701

**Section 2 – Individual Information**

Enter information for the individual licensee or affiliate.

Name:	Jeff Weltzin
Title:	Owner

**Section 3 – Other Licenses**

Ownership and financial interest in other licenses: Yes    No

Do you currently have or plan to have an ownership interest in, or a direct or indirect financial interest in another marijuana establishment license?    

**If "Yes", which license numbers (for existing licenses) and license types do you own or plan to own?**

Standard Marijuana Cultivation license on. 10120



Alaska Marijuana Control Board

Form MJ-00: Application Certifications

Alcohol and 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

Section 4 - Certifications

Read each line below, and then sign your initials in the box to the right of each statement:

Initials

I certify that I have not been convicted of a felony in any state or the United States, including a suspended imposition of sentence, for which less than five years have elapsed from the time of the conviction to the date of this application.

JW

I certify that I am not currently on felony probation or felony parole.

JW

I certify that I have not been found guilty of selling alcohol without a license in violation of AS 04.11.010.

JW

I certify that I have not been found guilty of selling alcohol to an individual under 21 years of age in violation of 04.16.051 or AS 04.16.052.

JW

I certify that I have not been convicted of a misdemeanor crime involving a controlled substance, violence against a person, use of a weapon, or dishonesty within the five years preceding this application.

JW

I certify that I have not been convicted of a class A misdemeanor relating to selling, furnishing, or distributing marijuana or operating an establishment where marijuana is consumed within the two years preceding this application.

JW

I certify that my proposed premises is not within 500 feet of a school ground, recreation or youth center, a building in which religious services are regularly conducted, or a correctional facility, as set forth in 3 AAC 306.010(a).

JW

I certify that my proposed premises is not located in a liquor licensed premises.

JW

I certify that I meet the residency requirement under AS 43.23 for a permanent fund dividend in the calendar year in which I am initiating this application.

JW

I certify that all proposed licensees (as defined in 3 AAC 306.020(b)(2)) and affiliates (as defined in 3 AAC 306.990(a)(1)) have been listed on my online marijuana establishment license application.

JW

I certify that all proposed licensees have been listed on my application with the Division of Corporations.

JW

I certify that I understand that providing a false statement on this form, the online application, or any other form provided by AMCO is grounds for denial of my application.

JW



Alaska Marijuana Control Board

Form MJ-00: Application Certifications

Alcohol and 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

Read each line below, and then sign your initials in the box to the right of only the applicable statement:

Initials

Only initial next to the following statement if this form is accompanying an application for a marijuana testing facility license:

I certify that I do not have an ownership in, or a direct or indirect financial interest in a retail marijuana store, a marijuana cultivation facility, or a marijuana products manufacturing facility.

Only initial next to the following statement if this form is accompanying an application for a retail marijuana store, a marijuana cultivation facility, or a marijuana products manufacturing facility license:

I certify that I do not have an ownership in, or a direct or indirect financial interest in a marijuana testing facility license.

All marijuana establishment license applicants:

As an applicant for a marijuana establishment license, I declare under penalty of unsworn falsification that I have read and am familiar with AS 17.38 and 3 AAC 306, and that I have examined the online application and this form, including all accompanying schedules and statements, and to the best of my knowledge and belief find them to be true, correct, and complete.

Handwritten signature of Jeff Weltzin

Signature of licensee

Printed name: Jeff Weltzin

Printed name

Subscribed and sworn to before me this 11th day of August, 2016.

Handwritten signature of Erika Weld

Notary Public in and for the State of Alaska.

My commission expires: JAN 18, 2018





Alaska Marijuana Control Board

# Form MJ-00: Application Certifications

### What is this form?

This application certifications form is required for all marijuana establishment license applications. Each person signing an application for a marijuana establishment license must declare that he/she has read and is familiar with AS 17.38 and 3 AAC 306.

This form must be completed and submitted to AMCO's main office by each proposed licensee (as defined in 3 AAC 306.020(b)(2)) before any license application will be considered complete.

## Section 1 – Establishment Information

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

Licensee:	FSE, Inc.	License Number:	10886		
License Type:	Marijuana Product Manufacturing Facility				
Doing Business As:	GOOD TITRATIONS				
Premises Address:	1770 Donald Ave, Suite B				
City:	Fairbanks	State:	AK	ZIP:	99701

## Section 2 – Individual Information

Enter information for the individual licensee or affiliate.

Name:	Curt Franklin
Title:	shareholder

## Section 3 – Other Licenses

Ownership and financial interest in other licenses:

Yes No

Do you currently have or plan to have an ownership interest in, or a direct or indirect financial interest in another marijuana establishment license?

If "Yes", which license numbers (for existing licenses) and license types do you own or plan to own?

Standard Marijuana Cultivation license no. 10120



Alaska Marijuana Control Board

# Form MJ-00: Application Certifications

Alcohol and Marijuana Control Office  
550 W 7<sup>th</sup> Avenue, Suite 1600  
Anchorage, AK 99501  
[marijuana.licensing@alaska.gov](mailto:marijuana.licensing@alaska.gov)  
<https://www.commerce.alaska.gov/web/amco>  
Phone: 907.269.0350

## Section 4 – Certifications

Read each line below, and then sign your initials in the box to the right of each statement:

Initials

I certify that I have not been convicted of a felony in any state or the United States, including a suspended imposition of sentence, for which less than five years have elapsed from the time of the conviction to the date of this application.

U

I certify that I am not currently on felony probation or felony parole.

U

I certify that I have not been found guilty of selling alcohol without a license in violation of AS 04.11.010.

M

I certify that I have not been found guilty of selling alcohol to an individual under 21 years of age in violation of 04.16.051 or AS 04.16.052.

M

I certify that I have not been convicted of a misdemeanor crime involving a controlled substance, violence against a person, use of a weapon, or dishonesty within the five years preceding this application.

M

I certify that I have not been convicted of a class A misdemeanor relating to selling, furnishing, or distributing marijuana or operating an establishment where marijuana is consumed within the two years preceding this application.

M

I certify that my proposed premises is not within 500 feet of a school ground, recreation or youth center, a building in which religious services are regularly conducted, or a correctional facility, as set forth in 3 AAC 306.010(a).

M

I certify that my proposed premises is not located in a liquor licensed premises.

M

I certify that I meet the residency requirement under AS 43.23 for a permanent fund dividend in the calendar year in which I am initiating this application.

M

I certify that all proposed licensees (as defined in 3 AAC 306.020(b)(2)) and affiliates (as defined in 3 AAC 306.990(a)(1)) have been listed on my online marijuana establishment license application.

M

I certify that all proposed licensees have been listed on my application with the Division of Corporations.

M

I certify that I understand that providing a false statement on this form, the online application, or any other form provided by AMCO is grounds for denial of my application.

M



Alcohol and Marijuana Control Office  
550 W 7<sup>th</sup> Avenue, Suite 1600  
Anchorage, AK 99501  
[marijuana.licensing@alaska.gov](mailto:marijuana.licensing@alaska.gov)  
<https://www.commerce.alaska.gov/web/amco>  
Phone: 907.269.0350

## Alaska Marijuana Control Board Form MJ-00: Application Certifications

Read each line below, and then sign your initials in the box to the right of only the applicable statement:

Initials

Only initial next to the following statement if this form is accompanying an application for a marijuana testing facility license:

I certify that I do not have an ownership in, or a direct or indirect financial interest in a retail marijuana store, a marijuana cultivation facility, or a marijuana products manufacturing facility.

Only initial next to the following statement if this form is accompanying an application for a retail marijuana store, a marijuana cultivation facility, or a marijuana products manufacturing facility license:

I certify that I do not have an ownership in, or a direct or indirect financial interest in a marijuana testing facility license.

### All marijuana establishment license applicants:

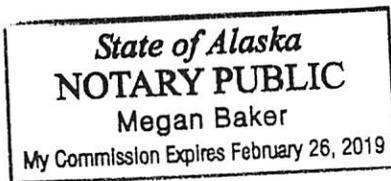
As an applicant for a marijuana establishment license, I declare under penalty of unsworn falsification that I have read and am familiar with AS 17.38 and 3 AAC 306, and that I have examined the online application and this form, including all accompanying schedules and statements, and to the best of my knowledge and belief find them to be true, correct, and complete.

Signature of licensee

Curt Franklin

Printed name

Subscribed and sworn to before me this 17<sup>th</sup> day of August, 2018.



Notary Public in and for the State of Alaska.

My commission expires: 02/26/2019



Alaska Marijuana Control Board

**Form MJ-00: Application Certifications**

**What is this form?**

This application certifications form is required for all marijuana establishment license applications. Each person signing an application for a marijuana establishment license must declare that he/she has read and is familiar with AS 17.38 and 3 AAC 306.

This form must be completed and submitted to AMCO's main office by each proposed licensee (as defined in 3 AAC 306.020(b)(2)) before any license application will be considered complete.

**Section 1 – Establishment Information**

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

Licensee:	FSE, Inc.	License Number:	10886		
License Type:	Marijuana Product Manufacturing Facility				
Doing Business As:	GOOD TITRATIONS				
Premises Address:	1770 Donald Ave, Suite B				
City:	Fairbanks	State:	AK	ZIP:	99701

**Section 2 – Individual Information**

Enter information for the individual licensee or affiliate.

Name:	Frank Bevardi
Title:	Chief Executive Officer

**Section 3 – Other Licenses**

Ownership and financial interest in other licenses:

Yes No

Do you currently have or plan to have an ownership interest in, or a direct or indirect financial interest in another marijuana establishment license?

If "Yes", which license numbers (for existing licenses) and license types do you own or plan to own?

Standard Marijuana Cultivation license no. 10120



Alaska Marijuana Control Board

# Form MJ-00: Application Certifications

## Section 4 – Certifications

Read each line below, and then sign your initials in the box to the right of each statement:

Initials

I certify that I have not been convicted of a felony in any state or the United States, including a suspended imposition of sentence, for which less than five years have elapsed from the time of the conviction to the date of this application.

FDB

I certify that I am not currently on felony probation or felony parole.

FDB

I certify that I have not been found guilty of selling alcohol without a license in violation of AS 04.11.010.

FDB

I certify that I have not been found guilty of selling alcohol to an individual under 21 years of age in violation of 04.16.051 or AS 04.16.052.

FDB

I certify that I have not been convicted of a misdemeanor crime involving a controlled substance, violence against a person, use of a weapon, or dishonesty within the five years preceding this application.

FDB

I certify that I have not been convicted of a class A misdemeanor relating to selling, furnishing, or distributing marijuana or operating an establishment where marijuana is consumed within the two years preceding this application.

FDB

I certify that my proposed premises is not within 500 feet of a school ground, recreation or youth center, a building in which religious services are regularly conducted, or a correctional facility, as set forth in 3 AAC 306.010(a).

FDB

I certify that my proposed premises is not located in a liquor licensed premises.

FDB

I certify that I meet the residency requirement under AS 43.23 for a permanent fund dividend in the calendar year in which I am initiating this application.

FDB

I certify that all proposed licensees (as defined in 3 AAC 306.020(b)(2)) and affiliates (as defined in 3 AAC 306.990(a)(1)) have been listed on my online marijuana establishment license application.

FDB

I certify that all proposed licensees have been listed on my application with the Division of Corporations.

FDB

I certify that I understand that providing a false statement on this form, the online application, or any other form provided by AMCO is grounds for denial of my application.

FDB



Alcohol and Marijuana Control Office  
550 W 7<sup>th</sup> Avenue, Suite 1600  
Anchorage, AK 99501  
[marijuana.licensing@alaska.gov](mailto:marijuana.licensing@alaska.gov)  
<https://www.commerce.alaska.gov/web/amco>  
Phone: 907.269.0350

## Alaska Marijuana Control Board Form MJ-00: Application Certifications

Read each line below, and then sign your initials in the box to the right of only the applicable statement:

Initials

Only initial next to the following statement if this form is accompanying an application for a marijuana testing facility license:

I certify that I do not have an ownership in, or a direct or indirect financial interest in a retail marijuana store, a marijuana cultivation facility, or a marijuana products manufacturing facility.

Only initial next to the following statement if this form is accompanying an application for a retail marijuana store, a marijuana cultivation facility, or a marijuana products manufacturing facility license:

I certify that I do not have an ownership in, or a direct or indirect financial interest in a marijuana testing facility license.

### All marijuana establishment license applicants:

As an applicant for a marijuana establishment license, I declare under penalty of unsworn falsification that I have read and am familiar with AS 17.38 and 3 AAC 306, and that I have examined the online application and this form, including all accompanying schedules and statements, and to the best of my knowledge and belief find them to be true, correct, and complete.

  
\_\_\_\_\_  
Signature of licensee

Frank Berardi  
\_\_\_\_\_  
Printed name

Subscribed and sworn to before me this 9 day of August, 2016.

  
\_\_\_\_\_  
Notary Public in and for the State of Alaska.

My commission expires: 2019





Alaska Marijuana Control Board

# Form MJ-00: Application Certifications

### What is this form?

This application certifications form is required for all marijuana establishment license applications. Each person signing an application for a marijuana establishment license must declare that he/she has read and is familiar with AS 17.38 and 3 AAC 306.

This form must be completed and submitted to AMCO's main office by each proposed licensee (as defined in 3 AAC 306.020(b)(2)) before any license application will be considered complete.

## Section 1 – Establishment Information

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

Licensee:	FSE, Inc.	License Number:	10886		
License Type:	Marijuana Product Manufacturing Facility				
Doing Business As:	GOOD TITRATIONS				
Premises Address:	1770 Donald Ave, Suite B				
City:	Fairbanks	State:	AK	ZIP:	99701

## Section 2 – Individual Information

Enter information for the individual licensee or affiliate.

Name:	JOANNE E. ELLSWORTH
Title:	Share Holder

## Section 3 – Other Licenses

Ownership and financial interest in other licenses:

Yes No

Do you currently have or plan to have an ownership interest in, or a direct or indirect financial interest in another marijuana establishment license?

If "Yes", which license numbers (for existing licenses) and license types do you own or plan to own?

Standard Marijuana Cultivation license no. 10120



Alaska Marijuana Control Board

# Form MJ-00: Application Certifications

Alcohol and Marijuana Control Office  
550 W 7<sup>th</sup> Avenue, Suite 1600  
Anchorage, AK 99501  
[marijuana.licensing@alaska.gov](mailto:marijuana.licensing@alaska.gov)  
<https://www.commerce.alaska.gov/web/amco>  
Phone: 907.269.0350

## Section 4 – Certifications

Read each line below, and then sign your initials in the box to the right of each statement:

Initials

I certify that I have not been convicted of a felony in any state or the United States, including a suspended imposition of sentence, for which less than five years have elapsed from the time of the conviction to the date of this application.

*JL*

I certify that I am not currently on felony probation or felony parole.

*JL*

I certify that I have not been found guilty of selling alcohol without a license in violation of AS 04.11.010.

*JL*

I certify that I have not been found guilty of selling alcohol to an individual under 21 years of age in violation of 04.16.051 or AS 04.16.052.

*JL*

I certify that I have not been convicted of a misdemeanor crime involving a controlled substance, violence against a person, use of a weapon, or dishonesty within the five years preceding this application.

*JL*

I certify that I have not been convicted of a class A misdemeanor relating to selling, furnishing, or distributing marijuana or operating an establishment where marijuana is consumed within the two years preceding this application.

*JL*

I certify that my proposed premises is not within 500 feet of a school ground, recreation or youth center, a building in which religious services are regularly conducted, or a correctional facility, as set forth in 3 AAC 306.010(a).

*JL*

I certify that my proposed premises is not located in a liquor licensed premises.

*JL*

I certify that I meet the residency requirement under AS 43.23 for a permanent fund dividend in the calendar year in which I am initiating this application.

*JL*

I certify that all proposed licensees (as defined in 3 AAC 306.020(b)(2)) and affiliates (as defined in 3 AAC 306.990(a)(1)) have been listed on my online marijuana establishment license application.

*JL*

I certify that all proposed licensees have been listed on my application with the Division of Corporations.

*JL*

I certify that I understand that providing a false statement on this form, the online application, or any other form provided by AMCO is grounds for denial of my application.

*JL*



Alcohol and Marijuana Control Office  
550 W 7<sup>th</sup> Avenue, Suite 1600  
Anchorage, AK 99501  
[marijuana.licensing@alaska.gov](mailto:marijuana.licensing@alaska.gov)  
<https://www.commerce.alaska.gov/web/amco>  
Phone: 907.269.0350

## Alaska Marijuana Control Board Form MJ-00: Application Certifications

Read each line below, and then sign your initials in the box to the right of only the applicable statement:

Initials

Only initial next to the following statement if this form is accompanying an application for a marijuana testing facility license:

I certify that I do not have an ownership in, or a direct or indirect financial interest in a retail marijuana store, a marijuana cultivation facility, or a marijuana products manufacturing facility.

Only initial next to the following statement if this form is accompanying an application for a retail marijuana store, a marijuana cultivation facility, or a marijuana products manufacturing facility license:

I certify that I do not have an ownership in, or a direct or indirect financial interest in a marijuana testing facility license.

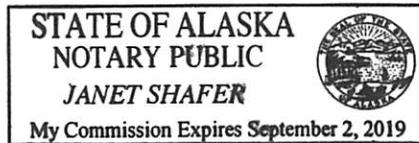
### All marijuana establishment license applicants:

As an applicant for a marijuana establishment license, I declare under penalty of unsworn falsification that I have read and am familiar with AS 17.38 and 3 AAC 306, and that I have examined the online application and this form, including all accompanying schedules and statements, and to the best of my knowledge and belief find them to be true, correct, and complete.

Joanne Ellsworth  
Signature of licensee

Joanne Ellsworth  
Printed name

Subscribed and sworn to before me this 19 day of August, 2016.



Janet Shafer  
Notary Public in and for the State of Alaska.

My commission expires: Sept 2 2019



Alaska Marijuana Control Board

# Form MJ-00: Application Certifications

### What is this form?

This application certifications form is required for all marijuana establishment license applications. Each person signing an application for a marijuana establishment license must declare that he/she has read and is familiar with AS 17.38 and 3 AAC 306.

This form must be completed and submitted to AMCO's main office by each proposed licensee (as defined in 3 AAC 306.020(b)(2)) before any license application will be considered complete.

## Section 1 – Establishment Information

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

Licensee:	FSE, Inc.	License Number:	10886		
License Type:	Marijuana Product Manufacturing Facility				
Doing Business As:	GOOD TITRATIONS				
Premises Address:	1770 Donald Ave, Suite B				
City:	Fairbanks	State:	AK	ZIP:	99701

## Section 2 – Individual Information

Enter information for the individual licensee or affiliate.

Name:	MARTIN B. TACKE
Title:	SHARE HOLDER

## Section 3 – Other Licenses

Ownership and financial interest in other licenses: Yes    No

Do you currently have or plan to have an ownership interest in, or a direct or indirect financial interest in another marijuana establishment license?

If "Yes", which license numbers (for existing licenses) and license types do you own or plan to own?

Standard Marijuana Cultivation license no. 10120



## Alaska Marijuana Control Board Form MJ-00: Application Certifications

### Section 4 – Certifications

Read each line below, and then sign your initials in the box to the right of each statement:

Initials

I certify that I have not been convicted of a felony in any state or the United States, including a suspended imposition of sentence, for which less than five years have elapsed from the time of the conviction to the date of this application.

MRT

I certify that I am not currently on felony probation or felony parole.

MRT

I certify that I have not been found guilty of selling alcohol without a license in violation of AS 04.11.010.

MRT

I certify that I have not been found guilty of selling alcohol to an individual under 21 years of age in violation of 04.16.051 or AS 04.16.052.

MRT

I certify that I have not been convicted of a misdemeanor crime involving a controlled substance, violence against a person, use of a weapon, or dishonesty within the five years preceding this application.

MRT

I certify that I have not been convicted of a class A misdemeanor relating to selling, furnishing, or distributing marijuana or operating an establishment where marijuana is consumed within the two years preceding this application.

MRT

I certify that my proposed premises is not within 500 feet of a school ground, recreation or youth center, a building in which religious services are regularly conducted, or a correctional facility, as set forth in 3 AAC 306.010(a).

MRT

I certify that my proposed premises is not located in a liquor licensed premises.

MRT

I certify that I meet the residency requirement under AS 43.23 for a permanent fund dividend in the calendar year in which I am initiating this application.

MRT

I certify that all proposed licensees (as defined in 3 AAC 306.020(b)(2)) and affiliates (as defined in 3 AAC 306.990(a)(1)) have been listed on my online marijuana establishment license application.

MRT

I certify that all proposed licensees have been listed on my application with the Division of Corporations.

MRT

I certify that I understand that providing a false statement on this form, the online application, or any other form provided by AMCO is grounds for denial of my application.

MRT



Alaska Marijuana Control Board

# Form MJ-00: Application Certifications

Alcohol and Marijuana Control Office  
550 W 7<sup>th</sup> Avenue, Suite 1600  
Anchorage, AK 99501  
[marijuana.licensing@alaska.gov](mailto:marijuana.licensing@alaska.gov)  
<https://www.commerce.alaska.gov/web/amco>  
Phone: 907.269.0350

Read each line below, and then sign your initials in the box to the right of only the applicable statement:

Initials

Only initial next to the following statement if this form is accompanying an application for a marijuana testing facility license:

I certify that I do not have an ownership in, or a direct or indirect financial interest in a retail marijuana store, a marijuana cultivation facility, or a marijuana products manufacturing facility.

Only initial next to the following statement if this form is accompanying an application for a retail marijuana store, a marijuana cultivation facility, or a marijuana products manufacturing facility license:

I certify that I do not have an ownership in, or a direct or indirect financial interest in a marijuana testing facility license.

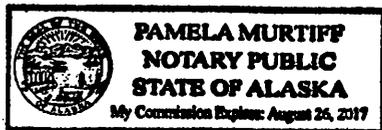
All marijuana establishment license applicants:

As an applicant for a marijuana establishment license, I declare under penalty of unsworn falsification that I have read and am familiar with AS 17.38 and 3 AAC 306, and that I have examined the online application and this form, including all accompanying schedules and statements, and to the best of my knowledge and belief find them to be true, correct, and complete.

Marshall R. Tacke  
Signature of licensee

MARSHALL R. TACKE  
Printed name

Subscribed and sworn to before me this 10<sup>th</sup> day of August, 2016.



Pamela Murtiff  
Notary Public in and for the State of Alaska.

My commission expires: 8/26/17



Alaska Marijuana Control Board

## Form MJ-00: Application Certifications

### What is this form?

This application certifications form is required for all marijuana establishment license applications. Each person signing an application for a marijuana establishment license must declare that he/she has read and is familiar with AS 17.38 and 3 AAC 306.

This form must be completed and submitted to AMCO's main office by each proposed licensee (as defined in 3 AAC 306.020(b)(2)) before any license application will be considered complete.

### Section 1 – Establishment Information

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

Licensee:	FSE, Inc.	License Number:	10886		
License Type:	Marijuana Product Manufacturing Facility				
Doing Business As:	GOOD TITRATIONS				
Premises Address:	1770 Donald Ave, Suite B				
City:	Fairbanks	State:	AK	ZIP:	99701

### Section 2 – Individual Information

Enter information for the individual licensee or affiliate.

Name:	Seth Hawkins
Title:	Partner

### Section 3 – Other Licenses

Ownership and financial interest in other licenses:

Yes No

Do you currently have or plan to have an ownership interest in, or a direct or indirect financial interest in another marijuana establishment license?

If "Yes", which license numbers (for existing licenses) and license types do you own or plan to own?

Standard Marijuana Cultivation license no. 10120



Alaska Marijuana Control Board

## Form MJ-00: Application Certifications

Alcohol and Marijuana Control Office  
550 W 7<sup>th</sup> Avenue, Suite 1600  
Anchorage, AK 99501  
[marijuana.licensing@alaska.gov](mailto:marijuana.licensing@alaska.gov)  
<https://www.commerce.alaska.gov/web/amco>  
Phone: 907.269.0350

### Section 4 – Certifications

Read each line below, and then sign your initials in the box to the right of each statement:

Initials

I certify that I have not been convicted of a felony in any state or the United States, including a suspended imposition of sentence, for which less than five years have elapsed from the time of the conviction to the date of this application.

SH

I certify that I am not currently on felony probation or felony parole.

SH

I certify that I have not been found guilty of selling alcohol without a license in violation of AS 04.11.010.

SH

I certify that I have not been found guilty of selling alcohol to an individual under 21 years of age in violation of 04.16.051 or AS 04.16.052.

SH

I certify that I have not been convicted of a misdemeanor crime involving a controlled substance, violence against a person, use of a weapon, or dishonesty within the five years preceding this application.

SH

I certify that I have not been convicted of a class A misdemeanor relating to selling, furnishing, or distributing marijuana or operating an establishment where marijuana is consumed within the two years preceding this application.

SH

I certify that my proposed premises is not within 500 feet of a school ground, recreation or youth center, a building in which religious services are regularly conducted, or a correctional facility, as set forth in 3 AAC 306.010(a).

SH

I certify that my proposed premises is not located in a liquor licensed premises.

SH

I certify that I meet the residency requirement under AS 43.23 for a permanent fund dividend in the calendar year in which I am initiating this application.

SH

I certify that all proposed licensees (as defined in 3 AAC 306.020(b)(2)) and affiliates (as defined in 3 AAC 306.990(a)(1)) have been listed on my online marijuana establishment license application.

SH

I certify that all proposed licensees have been listed on my application with the Division of Corporations.

SH

I certify that I understand that providing a false statement on this form, the online application, or any other form provided by AMCO is grounds for denial of my application.

SH



Alcohol and Marijuana Control Office  
550 W 7<sup>th</sup> 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 Form MJ-00: Application Certifications

Read each line below, and then sign your initials in the box to the right of only the applicable statement:

Initials

Only initial next to the following statement if this form is accompanying an application for a marijuana testing facility license:

I certify that I do not have an ownership in, or a direct or indirect financial interest in a retail marijuana store, a marijuana cultivation facility, or a marijuana products manufacturing facility.

Only initial next to the following statement if this form is accompanying an application for a retail marijuana store, a marijuana cultivation facility, or a marijuana products manufacturing facility license:

I certify that I do not have an ownership in, or a direct or indirect financial interest in a marijuana testing facility license.

### All marijuana establishment license applicants:

As an applicant for a marijuana establishment license, I declare under penalty of unsworn falsification that I have read and am familiar with AS 17.38 and 3 AAC 306, and that I have examined the online application and this form, including all accompanying schedules and statements, and to the best of my knowledge and belief find them to be true, correct, and complete.



Signature of licensee

Seth Hawkins

Printed name

Subscribed and sworn to before me this 10<sup>th</sup> day of August, 2016.



  
Notary Public in and for the State of Alaska.

My commission expires: 12/17/2017



Alaska Marijuana Control Board

**Form MJ-00: Application Certifications**

**What is this form?**

This application certifications form is required for all marijuana establishment license applications. Each person signing an application for a marijuana establishment license must declare that he/she has read and is familiar with AS 17.38 and 3 AAC 306.

This form must be completed and submitted to AMCO's main office by each proposed licensee (as defined in 3 AAC 306.020(b)(2)) before any license application will be considered complete.

**Section 1 – Establishment Information**

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

Licensee:	FSE, Inc.	License Number:	10886		
License Type:	Marijuana Product Manufacturing Facility				
Doing Business As:	GOOD TITRATIONS				
Premises Address:	1770 Donald Ave, Suite B				
City:	Fairbanks	State:	AK	ZIP:	99701

**Section 2 – Individual Information**

Enter information for the individual licensee or affiliate.

Name:	JUDY KAY BATH
Title:	SHARE HOLDER

**Section 3 – Other Licenses**

Ownership and financial interest in other licenses:

Yes No

Do you currently have or plan to have an ownership interest in, or a direct or indirect financial interest in another marijuana establishment license?

If "Yes", which license numbers (for existing licenses) and license types do you own or plan to own?

Standard Marijuana Cultivation license no. 10120



Alaska Marijuana Control Board

# Form MJ-00: Application Certifications

## Section 4 – Certifications

Read each line below, and then sign your initials in the box to the right of each statement:

Initials

I certify that I have not been convicted of a felony in any state or the United States, including a suspended imposition of sentence, for which less than five years have elapsed from the time of the conviction to the date of this application.

I certify that I am not currently on felony probation or felony parole.

I certify that I have not been found guilty of selling alcohol without a license in violation of AS 04.11.010.

I certify that I have not been found guilty of selling alcohol to an individual under 21 years of age in violation of 04.16.051 or AS 04.16.052.

I certify that I have not been convicted of a misdemeanor crime involving a controlled substance, violence against a person, use of a weapon, or dishonesty within the five years preceding this application.

I certify that I have not been convicted of a class A misdemeanor relating to selling, furnishing, or distributing marijuana or operating an establishment where marijuana is consumed within the two years preceding this application.

I certify that my proposed premises is not within 500 feet of a school ground, recreation or youth center, a building in which religious services are regularly conducted, or a correctional facility, as set forth in 3 AAC 306.010(a).

I certify that my proposed premises is not located in a liquor licensed premises.

I certify that I meet the residency requirement under AS 43.23 for a permanent fund dividend in the calendar year in which I am initiating this application.

I certify that all proposed licensees (as defined in 3 AAC 306.020(b)(2)) and affiliates (as defined in 3 AAC 306.990(a)(1)) have been listed on my online marijuana establishment license application.

I certify that all proposed licensees have been listed on my application with the Division of Corporations.

I certify that I understand that providing a false statement on this form, the online application, or any other form provided by AMCO is grounds for denial of my application.



Alcohol and Marijuana Control Office  
550 W 7<sup>th</sup> Avenue, Suite 1600  
Anchorage, AK 99501  
[marijuana.licensing@alaska.gov](mailto:marijuana.licensing@alaska.gov)  
<https://www.commerce.alaska.gov/web/amco>  
Phone: 907.269.0350

## Alaska Marijuana Control Board Form MJ-00: Application Certifications

Read each line below, and then sign your initials in the box to the right of only the applicable statement:

Initials

Only initial next to the following statement if this form is accompanying an application for a marijuana testing facility license:

I certify that I do not have an ownership in, or a direct or indirect financial interest in a retail marijuana store, a marijuana cultivation facility, or a marijuana products manufacturing facility.

Only initial next to the following statement if this form is accompanying an application for a retail marijuana store, a marijuana cultivation facility, or a marijuana products manufacturing facility license:

I certify that I do not have an ownership in, or a direct or indirect financial interest in a marijuana testing facility license.

### All marijuana establishment license applicants:

As an applicant for a marijuana establishment license, I declare under penalty of unsworn falsification that I have read and am familiar with AS 17.38 and 3 AAC 306, and that I have examined the online application and this form, including all accompanying schedules and statements, and to the best of my knowledge and belief find them to be true, correct, and complete.

Judy K. Bath  
Signature of licensee

JUDY K. BATH  
Printed name

Subscribed and sworn to before me this 10 day of August, 2016.  
4th Judicial Dist

[Signature]

Notary Public in and for the State of Alaska.

My commission expires: 5/12/19





Alaska Marijuana Control Board

# Form MJ-00: Application Certifications

### What is this form?

This application certifications form is required for all marijuana establishment license applications. Each person signing an application for a marijuana establishment license must declare that he/she has read and is familiar with AS 17.38 and 3 AAC 306.

This form must be completed and submitted to AMCO's main office by each proposed licensee (as defined in 3 AAC 306.020(b)(2)) before any license application will be considered complete.

## Section 1 – Establishment Information

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

Licensee:	FSE, Inc.	License Number:	10886		
License Type:	Marijuana Product Manufacturing Facility				
Doing Business As:	GOOD TITRATIONS				
Premises Address:	1770 Donald Ave, Suite B				
City:	Fairbanks	State:	AK	ZIP:	99701

## Section 2 – Individual Information

Enter information for the individual licensee or affiliate.

Name:	Melissa Cervantes U.N.ME LLC
Title:	Partner/Owner

## Section 3 – Other Licenses

Ownership and financial interest in other licenses:

Yes No

Do you currently have or plan to have an ownership interest in, or a direct or indirect financial interest in another marijuana establishment license?

If "Yes", which license numbers (for existing licenses) and license types do you own or plan to own?

Standard Marijuana Cultivation license no. 10120



Alaska Marijuana Control Board

# Form MJ-00: Application Certifications

Alcohol and Marijuana Control Office  
550 W 7<sup>th</sup> Avenue, Suite 1600  
Anchorage, AK 99501  
[marijuana.licensing@alaska.gov](mailto:marijuana.licensing@alaska.gov)  
<https://www.commerce.alaska.gov/web/amco>  
Phone: 907.269.0350

## Section 4 – Certifications

Read each line below, and then sign your initials in the box to the right of each statement:

Initials

I certify that I have not been convicted of a felony in any state or the United States, including a suspended imposition of sentence, for which less than five years have elapsed from the time of the conviction to the date of this application.

MC

I certify that I am not currently on felony probation or felony parole.

MC

I certify that I have not been found guilty of selling alcohol without a license in violation of AS 04.11.010.

MC

I certify that I have not been found guilty of selling alcohol to an individual under 21 years of age in violation of 04.16.051 or AS 04.16.052.

MC

I certify that I have not been convicted of a misdemeanor crime involving a controlled substance, violence against a person, use of a weapon, or dishonesty within the five years preceding this application.

MC

I certify that I have not been convicted of a class A misdemeanor relating to selling, furnishing, or distributing marijuana or operating an establishment where marijuana is consumed within the two years preceding this application.

MC

I certify that my proposed premises is not within 500 feet of a school ground, recreation or youth center, a building in which religious services are regularly conducted, or a correctional facility, as set forth in 3 AAC 306.010(a).

MC

I certify that my proposed premises is not located in a liquor licensed premises.

MC

I certify that I meet the residency requirement under AS 43.23 for a permanent fund dividend in the calendar year in which I am initiating this application.

MC

I certify that all proposed licensees (as defined in 3 AAC 306.020(b)(2)) and affiliates (as defined in 3 AAC 306.990(a)(1)) have been listed on my online marijuana establishment license application.

MC

I certify that all proposed licensees have been listed on my application with the Division of Corporations.

MC

I certify that I understand that providing a false statement on this form, the online application, or any other form provided by AMCO is grounds for denial of my application.

MC



Alcohol and Marijuana Control Office  
550 W 7<sup>th</sup> Avenue, Suite 1600  
Anchorage, AK 99501  
[marijuana.licensing@alaska.gov](mailto:marijuana.licensing@alaska.gov)  
<https://www.commerce.alaska.gov/web/amco>  
Phone: 907.269.0350

## Alaska Marijuana Control Board Form MJ-00: Application Certifications

Read each line below, and then sign your initials in the box to the right of only the applicable statement:

Initials

Only initial next to the following statement if this form is accompanying an application for a marijuana testing facility license:

I certify that I do not have an ownership in, or a direct or indirect financial interest in a retail marijuana store, a marijuana cultivation facility, or a marijuana products manufacturing facility.

Only initial next to the following statement if this form is accompanying an application for a retail marijuana store, a marijuana cultivation facility, or a marijuana products manufacturing facility license:

I certify that I do not have an ownership in, or a direct or indirect financial interest in a marijuana testing facility license.

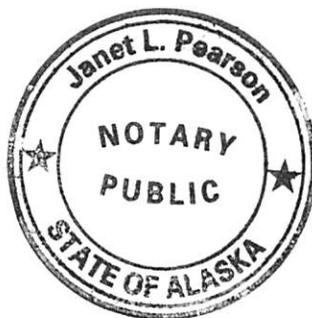
All marijuana establishment license applicants:

As an applicant for a marijuana establishment license, I declare under penalty of unsworn falsification that I have read and am familiar with AS 17.38 and 3 AAC 306, and that I have examined the online application and this form, including all accompanying schedules and statements, and to the best of my knowledge and belief find them to be true, correct, and complete.

Melissa Cervantes  
Signature of licensee

Melissa Cervantes  
Printed name

Subscribed and sworn to before me this 10<sup>th</sup> day of August, 2016.



[Signature]  
Notary Public in and for the State of Alaska.

My commission expires: 12/17/2017



**Alaska Marijuana Control Board**  
**Form MJ-00: Application Certifications**

**What is this form?**

This application certifications form is required for all marijuana establishment license applications. Each person signing an application for a marijuana establishment license must declare that he/she has read and is familiar with AS 17.38 and 3 AAC 306.

**This form must be completed and submitted to AMCO's main office by each proposed licensee (as defined in 3 AAC 306.020(b)(2)) before any license application will be considered complete.**

**Section 1 – Establishment Information**

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

Licensee:	FSE, Inc.	License Number:	10886		
License Type:	Marijuana Product Manufacturing Facility				
Doing Business As:	GOOD TITRATIONS				
Premises Address:	1770 Donald Ave, Suite B				
City:	Fairbanks	State:	AK	ZIP:	99701

**Section 2 – Individual Information**

Enter information for the individual licensee or affiliate.

Name:	Shawn Tacke
Title:	Chief Financial Officer

**Section 3 – Other Licenses**

Ownership and financial interest in other licenses: Yes    No

Do you currently have or plan to have an ownership interest in, or a direct or indirect financial interest in another marijuana establishment license?    

If "Yes", which license numbers (for existing licenses) and license types do you own or plan to own?

Standard Marijuana Cultivation license no. 10120



## Alaska Marijuana Control Board Form MJ-00: Application Certifications

### Section 4 – Certifications

Read each line below, and then sign your initials in the box to the right of each statement:

Initials

I certify that I have not been convicted of a felony in any state or the United States, including a suspended imposition of sentence, for which less than five years have elapsed from the time of the conviction to the date of this application.

ST

I certify that I am not currently on felony probation or felony parole.

ST

I certify that I have not been found guilty of selling alcohol without a license in violation of AS 04.11.010.

ST

I certify that I have not been found guilty of selling alcohol to an individual under 21 years of age in violation of 04.16.051 or AS 04.16.052.

ST

I certify that I have not been convicted of a misdemeanor crime involving a controlled substance, violence against a person, use of a weapon, or dishonesty within the five years preceding this application.

ST

I certify that I have not been convicted of a class A misdemeanor relating to selling, furnishing, or distributing marijuana or operating an establishment where marijuana is consumed within the two years preceding this application.

ST

I certify that my proposed premises is not within 500 feet of a school ground, recreation or youth center, a building in which religious services are regularly conducted, or a correctional facility, as set forth in 3 AAC 306.010(a).

ST

I certify that my proposed premises is not located in a liquor licensed premises.

ST

I certify that I meet the residency requirement under AS 43.23 for a permanent fund dividend in the calendar year in which I am initiating this application.

ST

I certify that all proposed licensees (as defined in 3 AAC 306.020(b)(2)) and affiliates (as defined in 3 AAC 306.990(a)(1)) have been listed on my online marijuana establishment license application.

ST

I certify that all proposed licensees have been listed on my application with the Division of Corporations.

ST

I certify that I understand that providing a false statement on this form, the online application, or any other form provided by AMCO is grounds for denial of my application.

ST



## Alaska Marijuana Control Board Form MJ-00: Application Certifications

Read each line below, and then sign your initials in the box to the right of only the applicable statement:

Initials

Only initial next to the following statement if this form is accompanying an application for a marijuana testing facility license:

I certify that I do not have an ownership in, or a direct or indirect financial interest in a retail marijuana store, a marijuana cultivation facility, or a marijuana products manufacturing facility.

Only initial next to the following statement if this form is accompanying an application for a retail marijuana store, a marijuana cultivation facility, or a marijuana products manufacturing facility license:

I certify that I do not have an ownership in, or a direct or indirect financial interest in a marijuana testing facility license.

 ST

All marijuana establishment license applicants:

As an applicant for a marijuana establishment license, I declare under penalty of unsworn falsification that I have read and am familiar with AS 17.38 and 3 AAC 306, and that I have examined the online application and this form, including all accompanying schedules and statements, and to the best of my knowledge and belief find them to be true, correct, and complete.

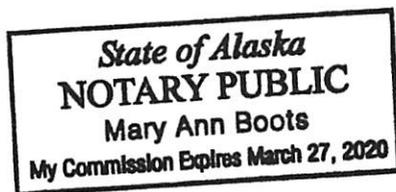


Signature of licensee

Shawn Tacke

Printed name

Subscribed and sworn to before me this 9 day of August, 20 16.



  
Notary Public in and for the State of Alaska.

My commission expires: March 27, 2020



Alaska Marijuana Control Board

# Form MJ-01: Marijuana Establishment Operating Plan

## What is this form?

An operating plan is required for all marijuana establishment license applications. Applicants should review **Title 17.38 of Alaska Statutes** and **Chapter 306 of the Alaska Administrative Code**. This form will be used to document how an applicant intends to meet the requirements of those statutes and regulations. If your business has a formal operating plan, you may include a copy of that operating plan with your application, but all fields of this form must still be completed per 3 AAC 306.020(c).

## What must be covered in an operating plan?

Applicants must identify how the proposed premises will comply with applicable statutes and regulations regarding the following:

- Security
- Inventory tracking of all marijuana and marijuana product on the premises
- Employee qualification and training
- Waste disposal
- Transportation and delivery of marijuana and marijuana products
- Signage and advertising
- Control plan for persons under the age of 21

Applicants must also complete the corresponding operating plan supplemental forms (**Form MJ-03, Form MJ-04, Form MJ-05, or Form MJ-06**) to meet the additional operating plan requirements for each license type.

## Section 1 – Establishment Information

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

Licensee:	FSE, Inc.	License Number:	10886		
License Type:	Marijuana Product Manufacturing Facility				
Doing Business As:	GOOD TITRATIONS				
Premises Address:	1170 Donald Ave, Suite B				
City:	Fairbanks	State:	ALASKA	ZIP:	99701

Mailing Address:	801 Pelican Way				
City:	Fairbanks	State:	ALASKA	ZIP:	99709

Primary Contact:	Shaun Tacke				
Main Phone:	907-978-7647	Cell Phone:			
Email:	shaun.tacke@gmail.com				



**Alaska Marijuana Control Board**

**Form MJ-01: Marijuana Establishment Operating Plan**

**Section 2 – Security**

Review the requirements under 3 AAC 306.710 – 3 AAC 306.720 and 3 AAC 306.755, and identify how the proposed premises will meet the listed requirements.

Describe how the proposed premises will comply with each of the following:

**Restricted Access Areas (3 AAC 306.710):**

**Describe how you will prevent unescorted members of the public from entering restricted access areas:**

The premises will have multiple signs stating that the facility is secured and monitored, it will be fully equipped with outdoor lighting, 24 hour video surveillance, on-site security, and an alarm system. Security cameras will be installed in the interior of the facility for 24 hour monitoring of all points of egress and ingress, the check in area, all security doors and restricted access areas, all windows, every section of the office and safe room, all counters, and all processing and packaging areas. The exterior of the building will have 24 hour surveillance cameras recording all activity on the premises and adjacent properties. Each visitor will be directed to enter through one front entrance door leading into the lobby reception area for check in. It will be required for each visitor to provide valid state-issued identification, with no exceptions, that will be copied and returned to the visitor upon exit. All visitors will be given a visitor badge to be displayed on their person at all times within the facility. Visitors will be escorted by an employee at all times, and upon departure their visitor badge will be exchanged for their ID. A visitor's log will record the visitor's name, date and time, and purpose for visit, and will be available to the MCB upon request. All restricted access areas within the facility will be monitored at all times and will be separated from the public areas by locked doors. The establishments doors will be equipped with spring-loaded hinges to ensure they close behind each person. Access to restricted areas will be granted through a smart lock system, and signs will be posted on each door stating that the door leads into a restricted area and members of the public must be escorted. Cameras will also be placed clearly at each door to hinder visitors from attempting unauthorized access.

**Describe your processes for admitting visitors into and escorting them through restricted access areas:**

In the case of an emergency, the owners, manager on duty, specially-defined agents, and any emergency personnel will have unrestricted access to the entire facility. All other individuals who are permitted access to restricted areas must be accompanied by an escort at all times. All visitors must enter through the entrance door and check in with the on duty security agent in the lobby reception area. Valid government-issued identification will be required and will be retained by security until the visitor exits the premises. When the visitor enters the premises they must sign into a log book stating the date, time in and out of restricted area, and the purpose of their visit. The log will be kept and stored as a business record and will be made available to AMCO upon request. Visitors will be escorted by an on duty employee while in restricted access areas at all times, and once the visit has completed, the visitor must leave the premises immediately.



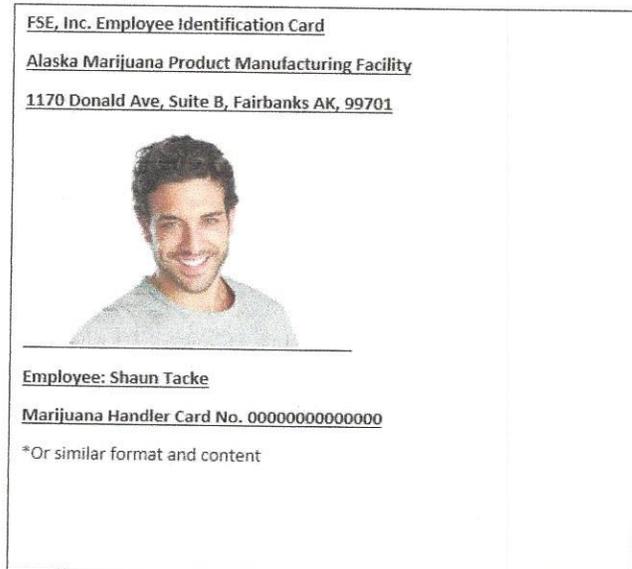
Alaska Marijuana Control Board

## Form MJ-01: Marijuana Establishment Operating Plan

Describe your recordkeeping of visitors who are escorted into restricted access areas:

All visitors are required to sign into a visitors log noting their name, date of visit, time in and out of the restricted space, and the purpose of their visit to the facility. Good Titrations will retain a photocopy of all visitors IDs to be stored with the log and made available to AMCO upon request. While inside the restricted access areas, visitors will be escorted by an on duty employee at all times, and any additional information, activity, or behavior will be recorded, as necessary, during the visit.

Provide a copy of a sample identification badge to be displayed by each licensee, employee, or agent while on the premises:





**Alaska Marijuana Control Board**

**Form MJ-01: Marijuana Establishment Operating Plan**

**Security Alarm Systems and Lock Standards (3 AAC 306.715):**

**Exterior lighting is required to facilitate surveillance. Describe how the exterior lighting will meet this requirement:**

All exterior lighting will be checked by a manager on duty on a daily basis to ensure that each light in the system is operational, and each mount is positioned for optimum rerecording clarity and to deter unauthorized presence on the premises. The facility plans to install a total of 4 of commercial grade LED lights to be affixed to the building. We will have exterior lighting around the perimeter, evenly distributed throughout the property, and located against the building, and perimeter. The light fixtures will keep the premises, signs, doors, and windows well lit, and allow the exterior surveillance camera to record individuals up to twenty (20) feet from all entry points. The lighting fixtures will be positioned at an inaccessible height with sturdy housings to deter vandalism and common obstructions. The bulbs will be extremely bright to maximize visibility and deter crime.

**An alarm system is required for all license types. Describe the security alarm system for the proposed premises:**

The alarm system that will be installed by a third party security company, will have an approved monitoring center monitoring the premises actively 24 hours a day, 7 days a week, to ensure the safety of agents and assets, and detect any unauthorized activity. The facility will contract with a third party alarm system and monitoring company to install and maintain all alarm system equipment. The security monitoring company will be in direct contact with our on-site manager and the local law enforcement. Alarm testing will be done every six (6) months. The alarm system will monitor all exterior doors, windows, and roof penetrations. Motion detectors will monitor all areas of the building including the roof and attic areas during all hours not open for business. Any unauthorized intrusion or attempted intrusion will send an automatic, electronic alert to ownership and local law enforcement. Ownership and management will be educated on the security and alarm systems by the third party security company and installers. Education on the security and alarm systems will include: proper use, troubleshooting, police response, measures, and controls. Each morning, the on-site manager will disable the overnight alarm system and check the surveillance cameras and recordings to ensure the system is functioning as expected. The last agent to leave the facility each night will activate the overnight security devices, and lock all doors and windows. All doors that are not self-locking will be locked using a key, and sensors on windows will be activated at that time.

**The alarm system must be activated on all exterior doors and windows when the licensed premises is closed for business. Describe how the security alarm system meets this requirement:**

Through the third party security monitoring center, sensors will be installed on all potential entry points, including all doors, and windows to monitor for motion, intrusion, or activity when the alarm system is activated and any intrusion will initiate a response. The alarm system will always be activated when the facility is closed for business. The last employee to leave the facility each day will lock all doors and windows that are not self locking, and will activate the overnight security devices and sensors. Each morning the daily manager will disable the alarm system, and the opening agents will check all security tapes and cameras to ensure they are functioning.



**Alaska Marijuana Control Board**

**Form MJ-01: Marijuana Establishment Operating Plan**

---

**Describe your policies and procedures for preventing diversion of marijuana or marijuana product:**

Marijuana products will be stored in a secured locked area during closed business hours. Restricted access is granted to specific personnel to these locked areas. On-site security and video surveillance will continuously monitor storage and packaging areas. Mandatory inventory counts will be taken weekly and stored as official business records. All employees will complete mandatory training in recognizing such activity, and are required to notify ownership or management if they suspect such activity is occurring. In the event that an employee is caught stealing or illegally distributing marijuana, Good Titration will notify local law enforcement immediately, comply with all directives, and provide all necessary information and records for the investigation. Ownership will take the necessary steps to ensure that illegal conduct by an employee does not compromise the facility's license and legitimate business operations. All reports and documentation concerning a suspected or actual theft will be maintained by the company for five (5) years and made available to AMCO, and its agents and representatives, upon request. Constant surveillance will monitor the marijuana storage space and all individuals entering the area. Security monitors and video recordings will be located in the secured locked cabinet.

**Describe your policies and procedures for preventing loitering:**

"No-loitering" signs and 24 hour surveillance video will be equipped to the exterior of the building. Loitering outside the establishment will be met with a request from company agents to leave the premises. If the loitering individual does not comply with a verbal warning from company agents the individual will then be given a verbal warning that law enforcement will be notified if they do not comply. The facility will have a single and secure entrance for all regular ingress and egress from the building and for all visitors, and the entrance of the perimeter of the building will be monitored by security cameras at all times. Managers will work with the security company to secure the premises, prevent business practices which could entice or allow loitering, and escort all loitering individuals off the premises as soon as possible. Company agents will contact local law enforcement for assistance when necessary.

**Describe your policies and procedures regarding the use of any additional security device, such as a motion detector, pressure switch, and duress, panic, or hold-up alarm to enhance security of the proposed premises:**

Exterior lights and motion detectors will be installed to the exterior of the building to allow for additional security during closed business hours, and to ensure that outside cameras are able to clearly identify any individuals approaching the premises. Motion detectors will monitor all areas of the building, access points, including doors, windows, crawlspaces, or the roof and attic space during closed hours. Any unauthorized intrusion or attempted intrusion will send an automatic, electronic alert to the security company, ownership, and local law enforcement.



**Alaska Marijuana Control Board**

**Form MJ-01: Marijuana Establishment Operating Plan**

**Describe your policies and procedures regarding the actions to be taken by a licensee, employee, or agent when any automatic or electronic notification system alerts a local law enforcement agency of an unauthorized breach of security:**

In the event of emergency or an unauthorized situation arises in or around the facility employees will evacuate the location, and agents of the company will await the arrival of local emergency officials in a safe location. All visitors present on the premises will be asked to leave immediately and escorted to the nearest exit in a safe and organized manner. After the emergency is settled, employees will look for property damages and verify inventories, and submit all necessary documentation to law enforcement officials for a police report if there are any damages or anything missing. Video surveillance will be downloaded and submitted to law enforcement personnel for further investigation. Company agents will listen to the advice of local law enforcement at all times, and the license owner will be the contact between the business and the police. Should any situation arise where law enforcement needs to contact Good Titrations license holder directly, authorized officials will be given direct phone numbers to ownership and agents to ensure a good working relationship continues.

**Video Surveillance (3 AAC 306.720):**

All licensed marijuana establishments must meet minimum standards for surveillance equipment. Applicants should be able to answer "Yes" to all items below.

Video surveillance and camera recording system covers the following areas of the premises:

Yes No

Each restricted access area and each entrance to a restricted access area

Both the interior and exterior of each entrance to the facility

Each point of sale area

Each video surveillance recording:

Yes No

Is preserved for a minimum of 40 days, in a format that can be easily accessed for viewing

Clearly and accurately displays the time and date

Is archived in a format that does not permit alteration of the recorded image, so that the images can readily be authenticated



**Alaska Marijuana Control Board**

**Form MJ-01: Marijuana Establishment Operating Plan**

**Describe how the video cameras will be placed to produce a clear view adequate to identify any individual inside the licensed premises, or within 20 feet of each entrance to the licensed premises:**

Multiple surveillance cameras will be affixed along the building with ample lighting in order to record all areas of the establishment. Cameras will be attentively placed to prevent any blockage from all fixtures, or other equipment. All doors and safes will have video coverage to clearly identify the faces of anyone present within twenty (20) feet. The front entrance door of the facility as well as the exterior emergency exit door will have cameras documenting the face of anybody going in and out of the facility. All exterior corners of the facility will have video coverage, as well as the parking lot having video coverage to identify vehicles. Footage from security cameras will be accessible remotely, allowing ownership to view operations from anywhere. A failure notification system will be installed to provide audible and visual notification of any failure in the electronic monitoring system. During a power outage all video cameras and recording equipment will be run on emergency power with a backup system to ensure that they will continue to operate for at least one (1) hour.

**Describe the locked and secure area where video surveillance recording equipment and records will be housed and stored and how you will ensure the area is accessible only to authorized personnel, law enforcement, or an agent of the board:**

All surveillance recording equipment and footage will be stored in the facilities most secured room. The secured room will have an advanced, reinforced security door and will be locked at all times, and will only be accessible by authorized agents. The door will be equipped with a smart lock and spring-loaded hinge to ensure closing. The security system will be password protected accessible only to authorized individuals. Data will be stored on the security system's DVR for a minimum of forty (40) days as official business record. All surveillance data can be made accessible for upload to a separate hard drive to maintain records for longer than forty (40) days in the event of criminal, civil, or administrative investigations. All recordings will include the time and date stamp, and be archived in a format that does not permit alteration of the requested image, and will be available to AMCO and local law enforcement upon request.

**Location of Surveillance Equipment and Video Surveillance Records:**

Yes No

Surveillance room or area is clearly defined on the premises diagram

Surveillance recording equipment and video surveillance records are housed in a designated, locked, and secure area or in a lock box, cabinet, closet or other secure area

Surveillance recording equipment access is limited to a marijuana establishment licensee or authorized employee, and to law enforcement personnel including an agent of the board

Video surveillance records are stored off-site



**Alaska Marijuana Control Board**

**Form MJ-01: Marijuana Establishment Operating Plan**

**Business Records (3 AAC 306.755):**

All licensed marijuana establishments must maintain, in a format that is readily understood by a reasonably prudent business person, certain business records. Applicants should be able to answer "Yes" to all items below.

**Business Records Maintained and Kept on the Licensed Premises:**

Yes No

All books and records necessary to fully account for each business transaction conducted under its license for the current year and three preceding calendar years; records for the last six months are maintained on the marijuana establishment's licensed premises; older records may be archived on or off-premises	<input checked="" type="checkbox"/>	<input type="checkbox"/>
A current employee list setting out the full name and marijuana handler permit number of each licensee, employee, and agent who works at the marijuana establishment	<input checked="" type="checkbox"/>	<input type="checkbox"/>
The business contact information for vendors that maintain video surveillance systems and security alarm systems for the licensed premises	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Records related to advertising and marketing	<input checked="" type="checkbox"/>	<input type="checkbox"/>
A current diagram of the licensed premises including each restricted access area	<input checked="" type="checkbox"/>	<input type="checkbox"/>
A log recording the name, and date and time of entry of each visitor permitted into a restricted access area	<input checked="" type="checkbox"/>	<input type="checkbox"/>
All records normally retained for tax purposes	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Accurate and comprehensive inventory tracking records that account for all marijuana inventory activity from seed or immature plant stage until the retail marijuana or retail marijuana product is sold to a consumer, to another marijuana establishment, or destroyed	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Transportation records for marijuana and marijuana product as required under 3 AAC 306.750(f)	<input checked="" type="checkbox"/>	<input type="checkbox"/>



Alaska Marijuana Control Board

## Form MJ-01: Marijuana Establishment Operating Plan

---

A marijuana establishment is required to exercise due diligence in preserving and maintaining all required records.

Describe how you will prevent records and data, including electronically maintained records, from being lost or destroyed:

All business records, including operational and regulatory documents, recordings, surveillance, financial books, inventory and employment records, logs, manifests, and communications, will be stored on-site allowing ownership, management, and designated government authorities to have access to them. As well as preventing loss due to computer malfunctions. Additional backups will be stored on-site in the office and safe room, and on an off-site server to protect from loss and destruction. Records within the facility will be stored in the secured storage cabinet. Only ownership, management, and authorized agents will have access secured storage cabinet.



**Alaska Marijuana Control Board**

**Form MJ-01: Marijuana Establishment Operating Plan**

**Section 3 – Inventory Tracking of All Marijuana and Marijuana Product**

Review the requirements under 3 AAC 306.730, and identify how the proposed establishment will meet the listed requirements.

All licensed marijuana establishments must use a marijuana inventory tracking system capable of sharing information with the system the board implements to ensure all marijuana cultivated and sold in the state, and each marijuana product processed and sold in the state, is identified and tracked from the time the marijuana propagated from seed or cutting, through transfer to another licensed marijuana establishment, or use in manufacturing a product, to a completed sale of marijuana or marijuana product, or disposal of the harvest batch of marijuana or production lot of marijuana product.

Applicants should be able to answer “Yes” to all items below.

**Marijuana Tracking and Weighing:**

Yes No

A marijuana inventory tracking system, capable of sharing information with the system the board implements to ensure tracking for the reasons listed above, will be used

All marijuana delivered to a marijuana establishment will be weighed on a scale certified in compliance with 3 AAC 306.745

**Describe the marijuana tracking system that you plan to use and how you will ensure that it is capable of sharing information with the system the board implements:**

Good Titrations will use the Metrc marijuana/marijuana product inventory tracking system to increase product security, track the movement of all marijuana products from seed to sale, and minimize diversion and illegal practices. Data will be recorded at: (1) delivery; (2) sale, sample, and transport; and (3) disposal, destruction, and theft. The facility will assign a tracking number to each batch and record the tracking information in Metrc. All employees will be trained to use the system to ensure that: (1) all marijuana prepared and packaged is identified and tracked through its sale, transfer, or destruction; (2) all establishments transacting to purchase or receive marijuana products are licensed; and (3) any loss or theft of marijuana products is reported promptly. Employees will record sales, testing, and transportation arrangements in the system, and generate a transport manifest to accompany products in transit. Marijuana product used for samples will be recorded as such, including: (1) the amount of each sample; (2) the facility that received the sample; and (3) the disposal of any expired or outdated promotional sample returned to the facility. Employees will use the system to verify bulk sales and shipment, and to identify the permits for all business partners. Products marked for disposal will be recorded in Metrc at least three (3) days prior to any disposal action, and any destruction, loss, or theft of marijuana will be promptly reported in Metrc to notify AMCO, in addition to reporting to local authorities.



**Alaska Marijuana Control Board**

**Form MJ-01: Marijuana Establishment Operating Plan**

**Section 4 – Employee Qualification and Training**

Review the requirements under 3 AAC 306.700, and identify how the proposed establishment will meet the listed requirements.

A marijuana establishment and each licensee, employee, or agent of the marijuana establishment who sells, cultivates, manufactures, tests, or transports marijuana or a marijuana product, or who checks the identification of a consumer or visitor, shall obtain a marijuana handler permit from the board before being licensed or beginning employment at a marijuana establishment.

Applicants should be able to answer “Yes” to all items below.

<b>Marijuana Handler Permit:</b>	Yes	No
Each licensee, employee, or agent of the marijuana establishment who sells, cultivates, manufactures, tests, or transports marijuana or marijuana product, or who checks the identification of a consumer or visitor, shall obtain a marijuana handler permit from the board before being licensed or beginning employment at the marijuana establishment	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Each licensee, employee, or agent who is required to have a marijuana handler permit shall keep that person’s marijuana handler permit card in that person’s immediate possession (or a valid copy on file on the premises of a retail marijuana store, marijuana cultivation facility, or marijuana product manufacturing facility) when on the licensed premises	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Each licensee, employee, or agent who is required to have a marijuana handler permit shall ensure that that person’s marijuana handler permit card is valid and has not expired	<input checked="" type="checkbox"/>	<input type="checkbox"/>

**Describe how your establishment will meet the requirements for employee qualifications and training:**

Qualified agents will be given all necessary education and training upon hiring to be proficient in their jobs, as well as a three (3) month probationary period during which time they will receive training and evaluation.



Alaska Marijuana Control Board

# Form MJ-01: Marijuana Establishment Operating Plan

## Section 5 – Waste Disposal

Review the requirements under 3 AAC 306.740, and identify how the proposed establishment will meet the listed requirements.

Applicants should be able to answer “Yes” to the statement below.

**Marijuana Waste Disposal:**

Yes No

The marijuana establishment shall give the board at least 3 days notice in the marijuana inventory tracking system required under 3 AAC 306.730 before making the waste unusable and disposing of it

**Describe how you will store, manage, and dispose of any solid or liquid waste, including wastewater generated during marijuana cultivation, production, process, testing, or retail sales, in compliance with applicable federal, state, and local laws and regulations:**

For any marijuana/marijuana product that does not meet state testing requirements or the company's internal quality standards for any reason will be disposed in proper manner. The following is a list of expected waste that Good Titrations will be disposing of: (1) marijuana that is identified as contaminated, infected or is otherwise rejected for quality or fails to meet quality testing; (2) all packaging, labeling, containers, or other related materials which arrive at the facility with marijuana products that have been disqualified for quality; (3) waste from marijuana flowers and plant material; (4) run off water from inventory preparation for retail; and (5) any other materials or containers in contact with marijuana products that risk contamination. Marijuana waste will be stored away from all other products in a locked container inside the facility, and will be rendered unusable prior to leaving the facility for disposal. Management will maintain a log on the status of all marijuana waste, tracking the type of waste, the date of the disposal, the date it was rendered unusable, and the date that it was picked up by the disposal company. All marijuana labeled for disposal will be stored in a secured container, separated from all other products and materials, until it can be rendered usable. The waste will be collected and disposed of twice a week. To ensure tracking and that no diversion is to occur, a manager will meet with the waste truck driver to collect and log a signature and the name of the waste truck driver, the date, time, and the type of marijuana waste that is being collected. This logged information will be available to AMCO at any time upon request, and securely stored.

**Describe what material or materials you will mix with the ground marijuana waste to make it unusable:**

Once Good Titrations has given AMCO at least three (3) days notice into Metrc, all marijuana waste will be ground up with: (1) paper waste; (2) plastic waste; (3) cardboard waste; and (4) soil.



Alaska Marijuana Control Board

## Form MJ-01: Marijuana Establishment Operating Plan

---

Marijuana waste must be rendered unusable for any purpose for which it was grown or produced before it leaves the marijuana establishment. Describe the process or processes that you will use to make the marijuana plant waste unusable:

Good Titrations will render waste unusable by grinding solids and incorporating the material with either non-compostable or compostable wastes so that the resulting mixture is at least fifty percent (50%) non-marijuana. After flagging and logging material for disposal in Metrc, authorized agents will use paper waste, plastic waste, cardboard waste, soil, food waste, yard waste, and/or vegetable-based grease or oils, and grind the material with the marijuana waste. All waste material will be secured in designated storage within the facility, separate from all other marijuana products, until such time it is picked up by the waste disposal company under management supervision. The on site manager will inspect the final mixture to ensure it is composed of no more than fifty percent (50%) marijuana by volume, and will record the composition of the mixture in the disposal log.



Alaska Marijuana Control Board

# Form MJ-01: Marijuana Establishment Operating Plan

## Section 6 – Transportation and Delivery of Marijuana and Marijuana Products

Review the requirements under 3 AAC 306.750, and identify how the proposed establishment will meet the listed requirements.

Applicants should be able to answer “Yes” to all items below.

Marijuana Transportation:	Yes	No
The marijuana establishment from which a shipment of marijuana or marijuana product originates will ensure that any individual transporting marijuana shall have a marijuana handler permit required under 3 AAC 306.700	<input checked="" type="checkbox"/>	<input type="checkbox"/>
The marijuana establishment that originates the transport of any marijuana or marijuana product will use the marijuana inventory tracking system to record the type, amount, and weight of marijuana or marijuana product being transported, the name of the transporter, the time of departure and expected delivery, and the make, model, and license plate number of the transporting vehicle	<input checked="" type="checkbox"/>	<input type="checkbox"/>
The marijuana establishment that originates the transport of any marijuana or marijuana product will ensure that a complete printed transport manifest on a form prescribed by the board must be kept with the marijuana or marijuana product at all times during transport	<input checked="" type="checkbox"/>	<input type="checkbox"/>
During transport, any marijuana or marijuana product will be in a sealed package or container in a locked, safe, and secure storage compartment in the vehicle transporting the marijuana or marijuana product, and the sealed package will not be opened during transport	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Any vehicle transporting marijuana or marijuana product will travel directly from the shipping marijuana establishment to the receiving marijuana establishment, and will not make any unnecessary stops in between except to deliver or pick up marijuana or marijuana product at any other licensed marijuana establishment	<input checked="" type="checkbox"/>	<input type="checkbox"/>
When the marijuana establishment receives marijuana or marijuana product from another licensed marijuana establishment, the recipient of the shipment will use the marijuana inventory tracking system to report the type, amount, and weight of marijuana or marijuana product received	<input checked="" type="checkbox"/>	<input type="checkbox"/>
The marijuana establishment will refuse to accept any shipment of marijuana or marijuana product that is not accompanied by the transport manifest	<input checked="" type="checkbox"/>	<input type="checkbox"/>



**Alaska Marijuana Control Board**

**Form MJ-01: Marijuana Establishment Operating Plan**

**Describe how marijuana or marijuana product will be prepared, packaged, and secured for shipment:**

For all transports of products the establishment will create a Trip Manifest. Trip Manifests will be filed and stored on premises as official business records. The Trip Manifest documents will include the strain name(s), type of product(s), batch number of product(s), amount / weight of product(s), the name of the transporter (will have Marijuana Handler's Card on them during transport), the time of departure and expected delivery, and the make, model, and license plate number of the transporting vehicle. Marijuana flower and products will be in a sealed package / container (up to 5 lb each) in a locked storage compartment within the transport vehicle. No products will be directly visible. The transport vehicle will travel directly between destinations without making any unnecessary stops and a printed Trip Manifest will be on board with the transporter at all times. All marijuana packaging will be uniform with labels secure and prominently displayed. No packaging products or materials can be used in the storage and/or sale process unless accepted into the facility by a member of the QCU. All packaging deliveries will be inspected, accepted or rejected, and recorded in QCU log. All packaging materials that will be sold to marijuana establishments for sale to consumers will be child-proof and not be appealing to children. The QCU will check all packages to make sure that they will keep all marijuana from contamination and will check to make sure that the packages will not impart any toxic or deleterious substance to the marijuana. Only usable marijuana will be packaged at the facility, and all packaging will not be tampered with. Any packaging done at the facility will be performed in an area specifically set aside for packaging. After all usable marijuana has been placed in bins and labeled, it will be moved to the secure storage area. The facility will use certified scales in compliance with the Alaska Weights and Measures Act, and will maintain registration and inspection reports at the facility. Upon request by AMCO ownership will provide a copy of the registration and inspection reports of the certified scales for review. All usable marijuana sold to any marijuana establishment will be labeled with the following information: (1) the name and license number of the cultivation facility; (2) the date the marijuana was harvested; (3) the harvest batch number assigned to the marijuana; (4) the date the marijuana was packaged; (5) the net weight and the quantity of usable marijuana packaged in a standard of measure compatible with the inventory tracking system; (6) a complete list of all pesticides, fungicides, and herbicides used in the cultivation and preparation of the marijuana; and (7) the date of expiration, if perishable. A label must be affixed to all shipping containers showing that a licensed marijuana testing facility has tested each harvest batch in the shipment.

**Describe the type of locked, safe, and secure storage compartments that will be used in any vehicles transporting marijuana or marijuana product:**

Transport vehicles will be unmarked and inconspicuous. Each will contain a secure and sanitary storage locker to hold all marijuana products during transit. The storage container will be a solid secured container, accessible by combination lock or key, and not visible from outside the vehicle. The storage container will be sanitized before and after each use to minimize any additional risk of contamination. Prior to departure, the on-site manager will inspect the vehicle to ensure that all marijuana is sealed and locked in the designated compartment. Under no circumstances, absent instruction from an authorized law enforcement officer, will a sealed package containing any marijuana product or material be opened during transport.



**Alaska Marijuana Control Board**

**Form MJ-01: Marijuana Establishment Operating Plan**

**Section 7 – Signage and Advertising**

Describe any signs that you intend to post on your establishment with your business name, including quantity and dimensions:

The facility will not be conducting retail consumers direct sales, therefore a business name sign may be unnecessary at the beginning of operations. But if, after operating for a time, Licensees notice that AMCO officials or other local agents have trouble identifying and locating the business, Licensees may opt to install a modest sign with its business name, it will be less than 4800 inches, and will be affixed to the building. It will only state the name of the business. No signs will have any type of advertisement that is enticing to children. All additional postings on the facility will be required postings and will ensure that these signs are maintained and the visibility and quality of such signs with up to date information, including: (1) operating hours, (2) certificate of occupancy from the city, (3) the State of Alaska marijuana establishment license certificate (to be displayed prominently), (4) approval to operate the facility, (5) "No Loitering" sign on the front door, (6) "Surveillance Cameras In Use" signs, (7) "Restricted Access" signs, (8) the address, and (9) any required postings by the local jurisdiction such as Exit and Fire Extinguisher signs. The operating hours will be prominently displayed on the front entrance door.

If you are not applying for a retail marijuana store license, you do not need to complete the rest of Section 7, including Page 17.

**Restriction on advertising of marijuana and marijuana products (3 AAC 306.360):**

All licensed retail marijuana stores must meet minimum standards for signage and advertising.

Applicants should be able to answer "Agree" to all items below.

No advertisement for marijuana or marijuana product will contain any statement or illustration that:	Agree	Disagree
Is false or misleading	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Promotes excessive consumption	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Represents that the use of marijuana has curative or therapeutic effects	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Depicts a person under the age of 21 consuming marijuana	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Includes an object or character, including a toy, a cartoon character, or any other depiction designed to appeal to a child or other person under the age of 21, that promotes consumption of marijuana	<input checked="" type="checkbox"/>	<input type="checkbox"/>



**Alaska Marijuana Control Board**

**Form MJ-01: Marijuana Establishment Operating Plan**

No advertisement for marijuana or marijuana product will be placed:

Agree Disagree

Within one thousand feet of the perimeter of any child-centered facility, including a school, childcare facility, or other facility providing services to children, a playground or recreation center, a public park, a library, or a game arcade that is open to persons under the age of 21

On or in a public transit vehicle or public transit shelter

On or in a publicly owned or operated property

Within 1000 feet of a substance abuse or treatment facility

On a campus for post-secondary education

Signage and Promotional Materials:

Agree Disagree

I understand and agree to follow the limitations for signs under 3 AAC 306.360(a)

The retail marijuana store will not use giveaway coupons as promotional materials, or conduct promotional activities such as games or competitions to encourage sale of marijuana or marijuana products

All advertising for marijuana or any marijuana product will contain the warnings required under 3 AAC 306.360(e)



Alcohol and Marijuana Control Office

550 W 7<sup>th</sup> Avenue, Suite 1600

Anchorage, AK 99501

[marijuana.licensing@alaska.gov](mailto:marijuana.licensing@alaska.gov)

<https://www.commerce.alaska.gov/web/amco>

Phone: 907.269.0350

Alaska Marijuana Control Board

# Form MJ-01: Marijuana Establishment Operating Plan

## Section 8 – Control Plan for Persons Under the Age of 21

Describe how the marijuana establishment will prevent persons under the age of 21 from gaining access to any portion of the licensed premises and marijuana items:

Good Titration will not be open to the public and it will never be left unsecured. When no one is in the lab, all alarms will be armed and the doors locked. Any visitors will be pre-scheduled and all visitors, no matter how long Licensees have known the visiting persons, will be allowed into the facility without showing identification that they are over the age of 21. No persons will be allowed in the facility without approval from the Management of the operation. Sign's stating no trespassing, no persons under the age of 21 permitted, area under surveillance, and signs stating the facility has an electronic alarm system will be posted outside of the premise. Any persons who violate the Visitor policy and/or attempt to aid unauthorized access by any person, including those under 21, will be reported to law enforcement and not allowed on the premises again.

I declare under penalty of perjury that I have examined this form, including all accompanying schedules and statements, and to the best of my knowledge and belief find it to be true, correct, and complete.

*Frank Berardi*

Signature of licensee

Frank Berardi

Printed name

Notary Public  
AMANDA WHITSLAR  
State of Alaska  
My Commission Expires 8/1/2018

Subscribed and sworn to before me this 6 day of SEPTEMBER, 2016.

*Amanda Whitslar*  
NORTH STAR  
Notary Public in and for the State of Alaska.

My commission expires: 8/1/2018



Alcohol and Marijuana Control Office

550 W 7<sup>th</sup> Avenue, Suite 1600

Anchorage, AK 99501

[marijuana.licensing@alaska.gov](mailto:marijuana.licensing@alaska.gov)

<https://www.commerce.alaska.gov/web/amco>

Phone: 907.269.0350

Alaska Marijuana Control Board

## Form MJ-01: Marijuana Establishment Operating Plan

---

(Additional Space as Needed):



Alaska Marijuana Control Board

# Form MJ-02: Premises Diagram

## What is this form?

A detailed diagram of the proposed licensed premises is required for all marijuana establishment license applications, per 3 AAC 306.020(b)(8). Your diagram must show all entrances and boundaries of the premises, restricted access areas, and storage areas, and dimensions. If your proposed premises is located within a building or building complex that contains multiple businesses and/or tenants, please provide an additional page that clearly shows the location of your proposed premises within the building or building complex, along with the addresses and/or suite numbers of the other businesses and/or tenants within the building or building complex. For those applying for a limited marijuana cultivation license, the proposed area(s) for cultivation must be clearly delineated.

The second page of this form is not required. Blueprints, CAD drawings, or other clearly drawn and marked diagrams may be submitted in lieu of the second page of this form. The first page must still be completed, attached to, and submitted with any supplemental diagrams. An AMCO employee may require you to complete the second page of this form if additional documentation for your premises diagram is needed.

This form must be completed and submitted to AMCO's main office before any license application will be considered complete.

Yes      No

I have attached blueprints, CAD drawings, or other supporting documents in addition to, or in lieu of, the second page of this form.

## Section 1 – Establishment Information

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

Licensee:	FSE, Inc.	License Number:	10886		
License Type:	Marijuana Product Manufacturing Facility				
Doing Business As:	GOOD TITRATIONS				
Premises Address:	1170 Donald Ave, Suite B				
City:	Fairbanks	State:	AK	ZIP:	99701

Alcohol and Marijuana Control Office  
550 W 7<sup>th</sup> 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

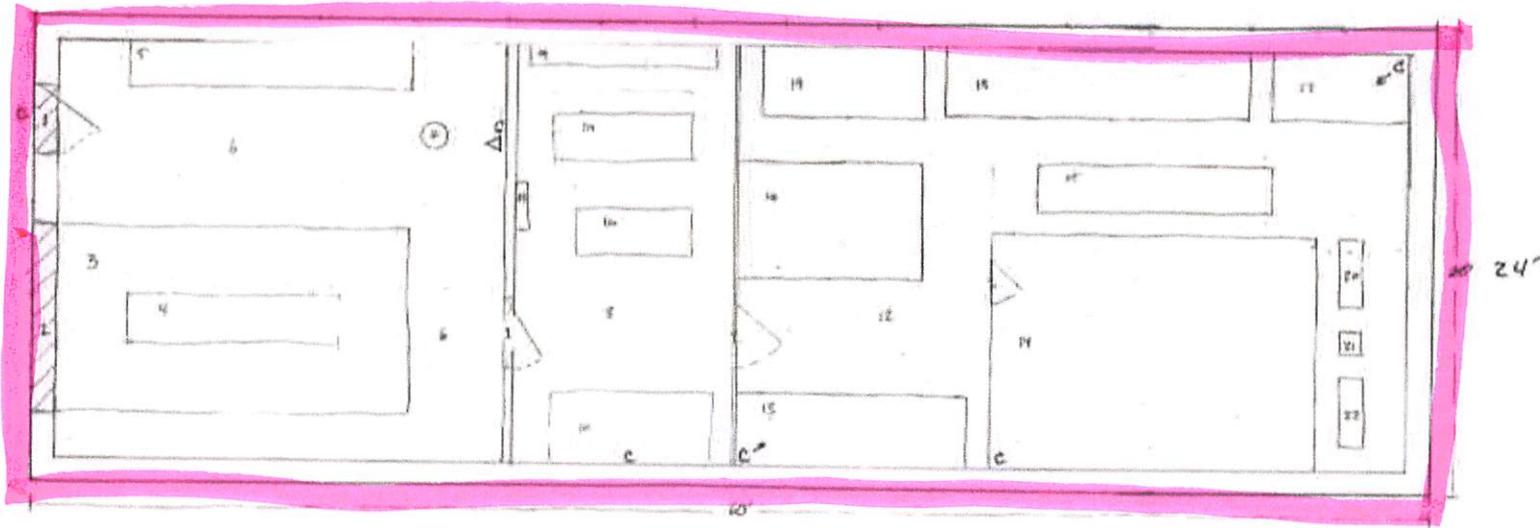


## Form MJ-02: Premises Diagram

### Section 2 - Detailed Premises Diagram

Clearly indicate the boundaries of the premises and the proposed licensed area within that property. Clearly indicate the interior layout of any enclosed areas on the proposed premises. Clearly identify all entrances, walls, partitions, counters, windows, areas of ingress and egress, restricted access areas, and storage areas. Include dimensions in your drawing. Use additional copies of this form or attached additional documents as needed.

GOOD TITRATIONS CONCENTRATE MANUFACTURING FACILITY



1 □ = 1 ft

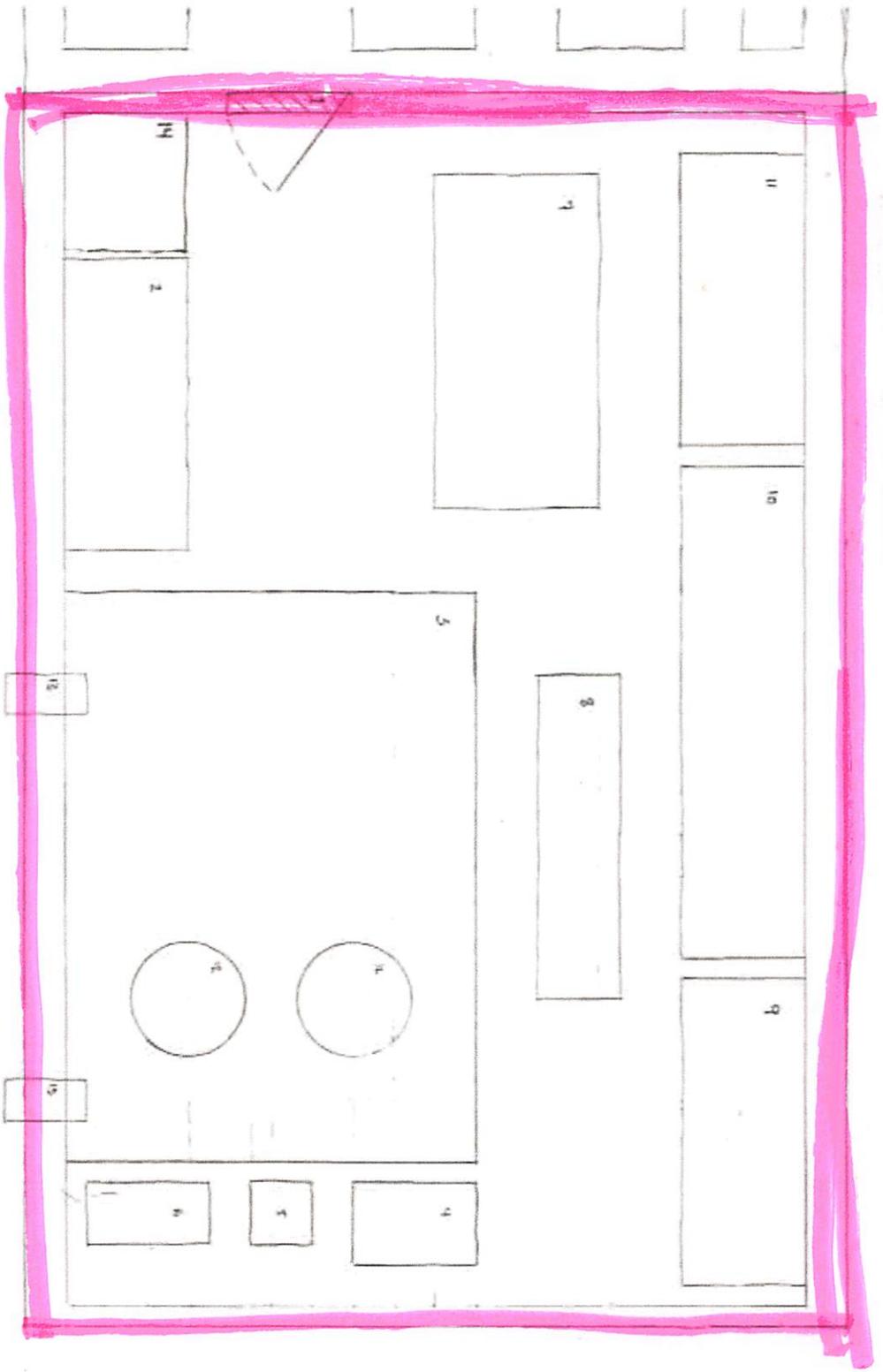
EXTERIOR DIMENSIONS 204' x 604'

LEGEND

- 1 MAIN DOOR
- 2 RAY DOOR
- 3 VEHICLE BAY
- 4 DRY DECK
- 5 HAZMAT/STORAGE AREA
- 6 SHIPPING/RECEIVING AREA
- 7 CEILING MOUNTED CRAB REEL
- 8 RAW MATERIAL/PRODUCT STORAGE
- 9 PRODUCT UNLADERS - DEFEASUREMENT
- 10 FEEDING/STORAGE HALLS
- 11 DEMONSTRATOR
- 12 MANUFACTURING AREA
- 13 COIL WINDING STATION
- 14 EXPLOSION PROOF ROOM
- 15 ETHANOL/ETHYLENE STATION
- 16 WALK IN FREEZER
- 17 WARE WASHING STATION
- 18 CYCLE BANK
- 19 PACKAGING STATION
- 20 CHILLER
- 21 VALVE TANK
- 22 WALK IN HEATER
- C CAMERA

 = Restricted Access Area

FACILITY REAR HALF



1 □ = 6" m

EXTERIOR DIMENSIONS 20x30

LEGEND

- 1 MAN DOOR
- 2 COLUMN PACKING STATION
- 3 EXPLOSION PROOF ROOM
- 4 CHILLER 200V
- 5 VACUUM PUMP 0.1m<sup>3</sup>
- 6 WATER BATH HEATER 200V TANK
- 7 JHLE IN FREEZER 200V
- 8 ETHANOL - ROTOVAP STATION 200V (1) 100V (1)
- 9 HEXANE WASHING STATION (100V)
- 10 OVEN 600V 100V (1) 1800VA BUCK
- 11 FACERBOARD PANEL
- 12 EXHAUST FAN (100V)
- 13 LEL/LEK/LEKUST VENTILATION ROUTE

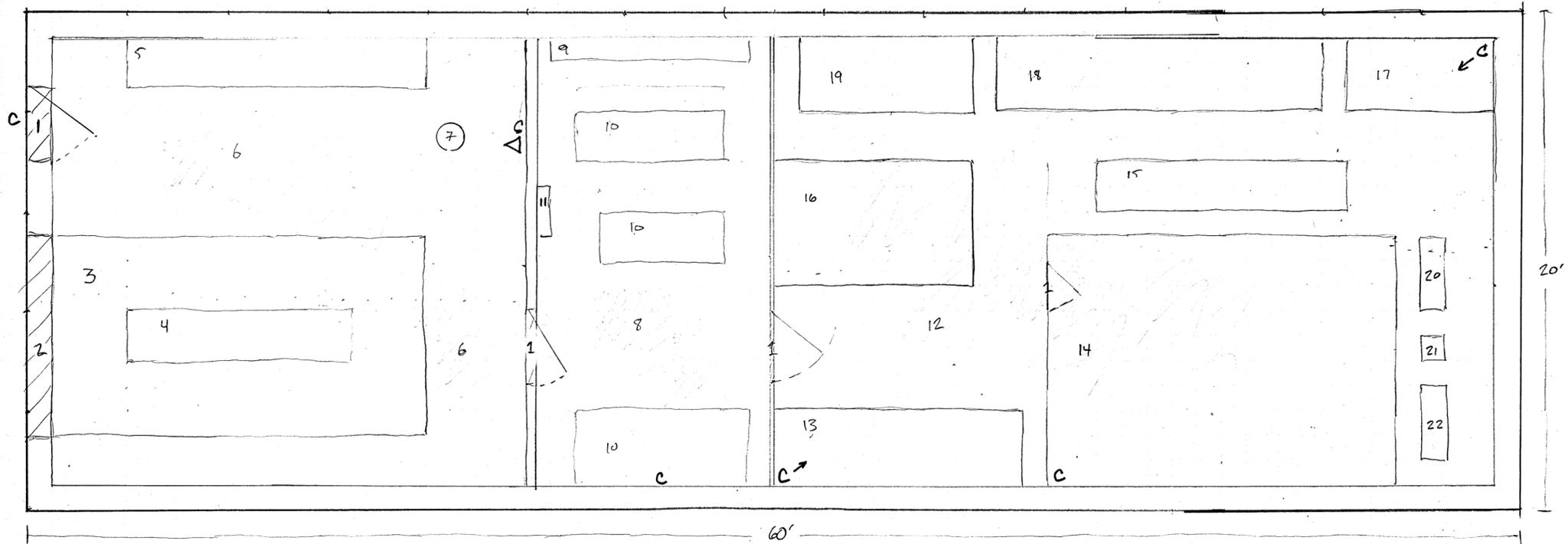
14 SECURE HOUSING FOR SCIENTIFIC EQUIPMENT

**—** = Restricted Access Area



1 cone = 1 ft

# GOOD TITRATIONS CONCENTRATE MANUFACTURING FACILITY



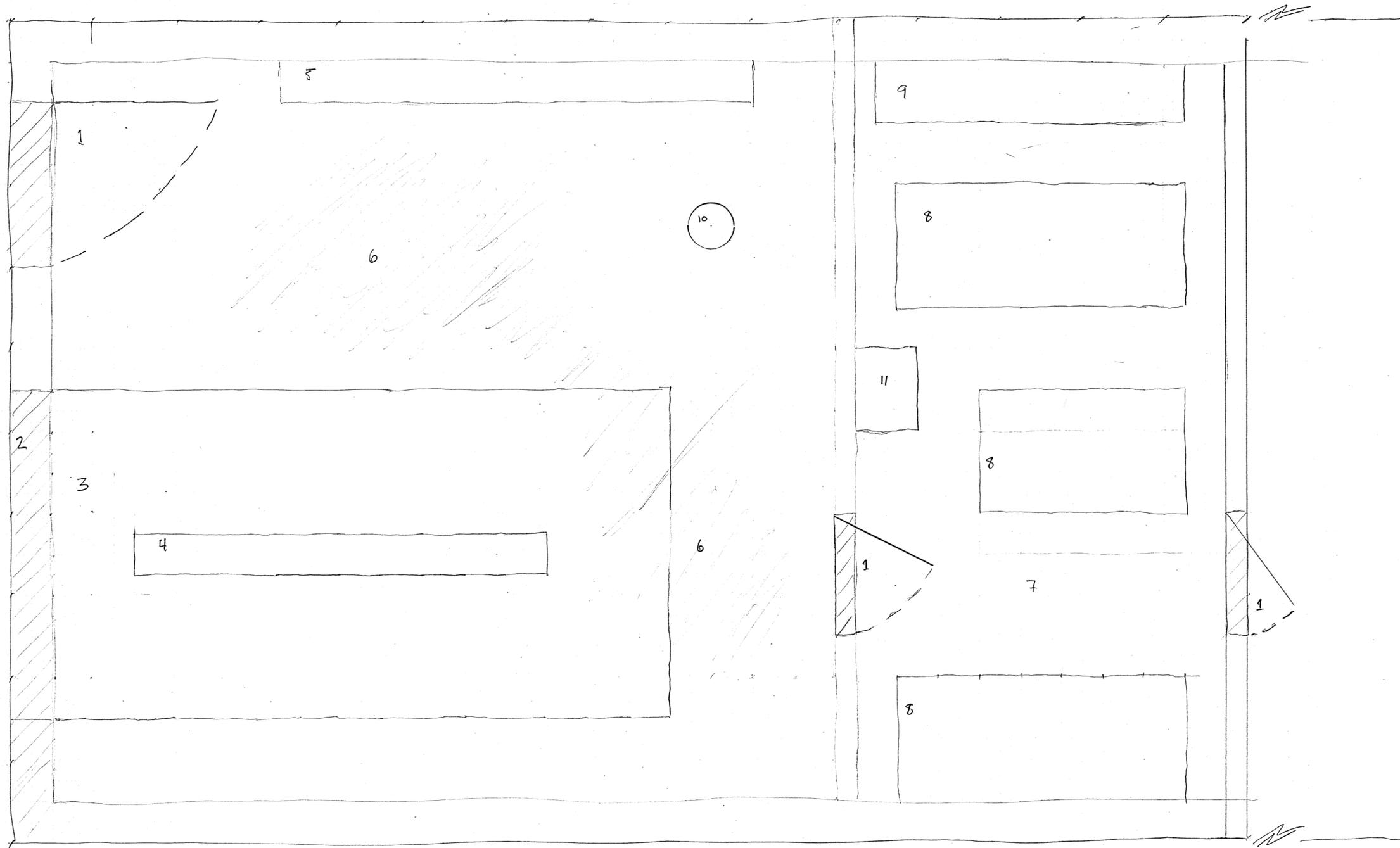
1 □ = 1 ft

EXTERIOR DIMENSIONS 20ft x 60ft

## LEGEND

- 1 MAN DOOR
- 2 BAY DOOR
- 3 VEHICLE BAY
- 4 BAY DRAIN
- 5 HAZMAT/STORAGE RACK
- 6 SHIPPING + RECEIVING AREA
- 7 CEILING MOUNTED CORD REEL
- 8 RAW MATERIAL + PRODUCT STORAGE
- 9 PRODUCT LOCKERS + REFRIGERATION
- 10 DESSICATING/STORAGE RACKS
- 11 DEHUMIDIFIER
- 12 MANUFACTURING AREA
- 13 COLUMN PACKING STATION
- 14 EXPLOSION PROOF ROOM
- 15 ETHANOL + ROTOVAP STATION
- 16 WALK IN FREEZER
- 17 HEXANE WASHING STATION
- 18 OVER BANK
- 19 PACKAGING STATION
- 20 CHILLER
- 21 VACUUM PUMP
- 22 WATER BATH HEATER

FACILITY FRONT HALF



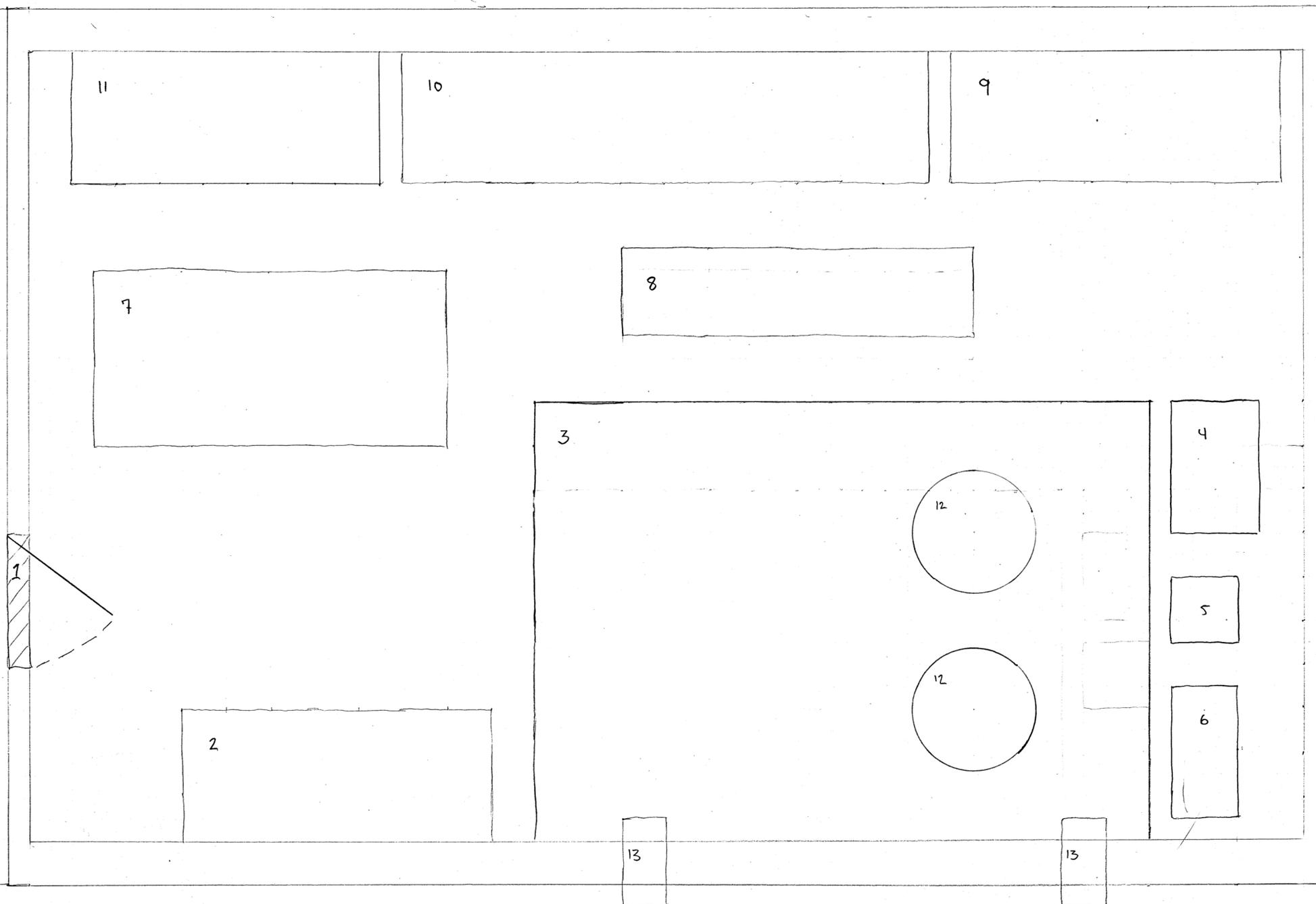
1□ = 6 in

EXTERIOR DIMENSIONS 20 H x 30 H

LEGEND

- 1 MAN DOOR
- 2 BAY DOOR
- 3 VEHICLE BAY
- 4 BAY DRAIN
- 5 HAZMAT / STORAGE RACK
- 6 SHIPPING + RECEIVING AREA
- 7 RAW MATERIAL + PRODUCT STORAGE
- 8 DEHYDRATING / STORAGE RACKS
- 9 PRODUCT LOCKERS + REFRIGERATION 110 v
- 10 CEILING MOUNTED CORD REEL 110 v
- 11 DEHUMIDIFIER 110 v

# FACILITY REAR HALF



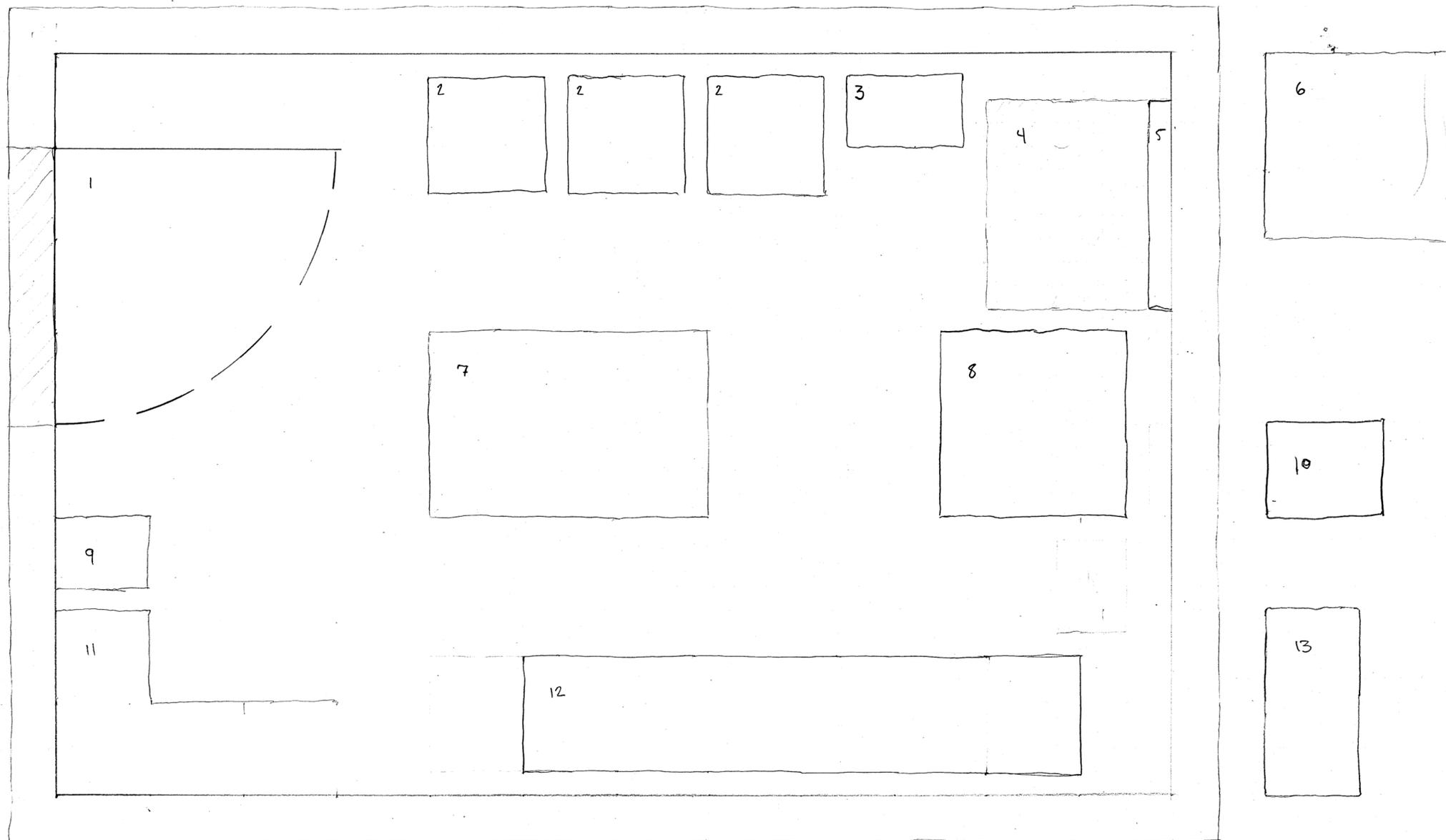
1□ = 6 in

EXTERIOR DIMENSIONS 20x30

## LEGEND

- 1 MAN DOOR
- 2 COLUMN PACKING STATION
- 3 EXPLOSION PROOF ROOM
- 4 CHILLER 220v
- 5 VACUUM PUMP 110v
- 6 WATER BATH HEATER 220v WATER
- 7 WALK IN FREEZER 220v
- 8 ETHANOL + ROTOVAP STATION 220v (1) 110v (4)
- 9 HEXANE WASHING STATION 110 (4)
- 10 OVEN BANK 110v (4) 1500w EACH
- 11 PACKAGING AREA
- 12 EXHAUST FAN 110v (?)
- 13 LEL / EMERGENCY VENTILATION DUCTING

EXPLOSION PROOF ROOM FLOOR PLAN 10x14



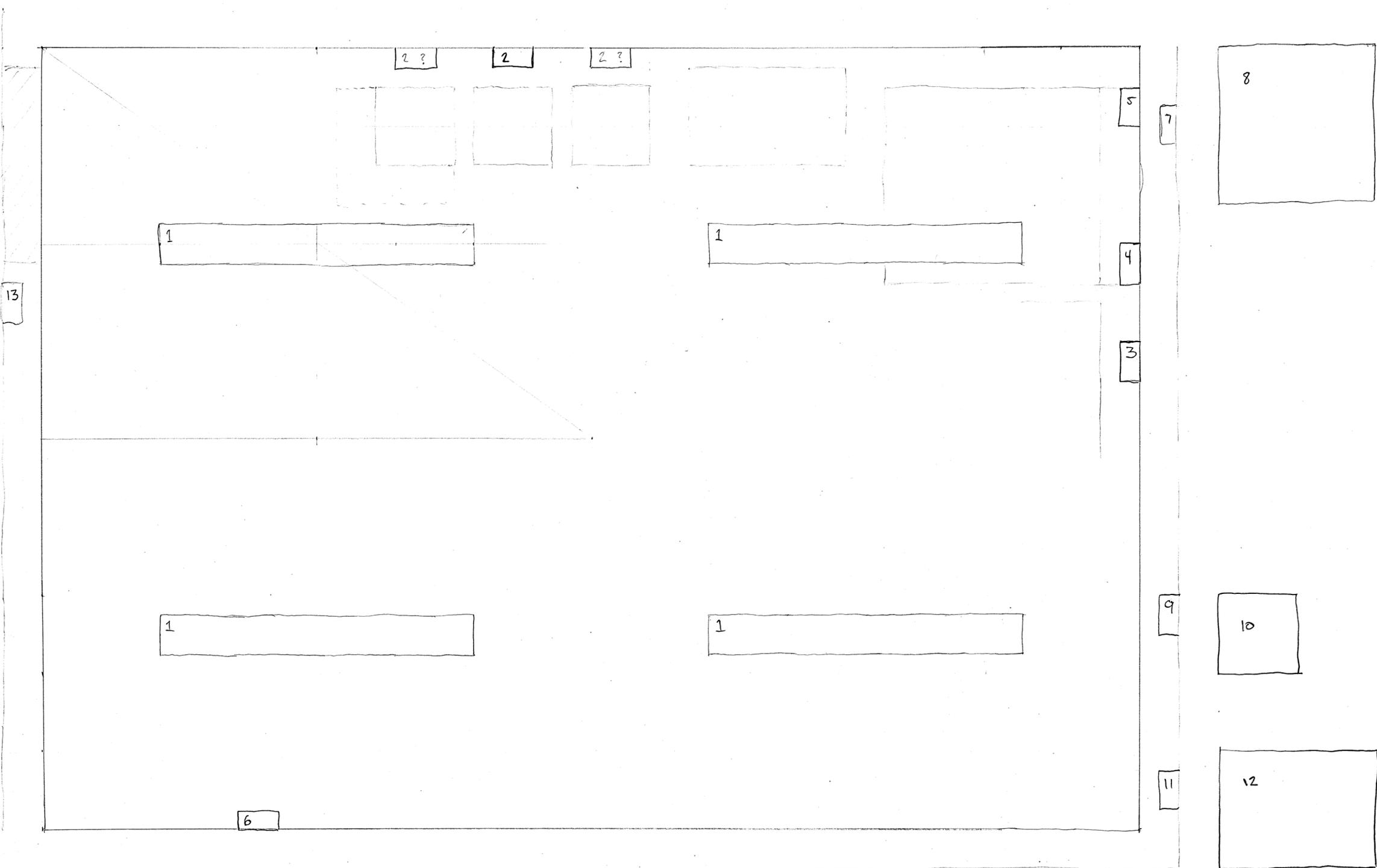
1 □ = 3.6 m

DIMENSIONS: 10M x 14M (interior)

LEGEND

- 1 MANDOR
- 2 EXPLOSION PROOF SCALE
- 3 CHILLER COIL RESERVOIR
- 4 OPERATOR STATION
- 5 MANIFOLD + SCALE READOUT PANEL
- 6 CHILLER
- 7 SHATTER PLATTER STATION
- 8 RECOVERY PUMP
- 9 EYE WASH STATION
- 10 VACUUM PUMP
- 11 LAB + SAFETY EQUIPMENT STATION
- 12 TERPENATOR WARMING BATH
- 13 WARMING BATH HEATER

EXPLOSION PROOF ROOM ELECTRICAL PLAN 10x14



1□ = 3 in

DIMENSIONS: 10 x 14

LEGEND

- 1 4 FOOT - 4 PLACE T8 BALLAST 110v
- 2 EXPLOSION PROOF SCALE OUTLET 110v
- 3 CMEP6000 PUMP OUTLET 240v 1500w.
- 4 VACUUM PUMP SWITCH
- 5 SCALE DISPLAY + EXPL. GAS ALARM 110v
- 6 UTILITY OUTLET 110v

- 7 EXTERIOR CHILLER OUTLET 220v 2000w.
- 8 CHILLER
- 9 EZ VAC PUMP OUTLET 110v 750w.
- 10 EZ VAC PUMP
- 11 EXTERIOR WATER BATH HEATER OUTLET 220v 4500
- 12 HEATER
- 13 EXTERIOR LIGHT + HOOD FAN SWITCH



Alaska Marijuana Control Board  
**Operating Plan Supplemental  
 Form MJ-05: Marijuana Product Manufacturing Facility**

Alcohol and Marijuana Control Office  
 550 W 7<sup>th</sup> Avenue, Suite 1600  
 Anchorage, AK 99501  
[marijuana.licensing@alaska.gov](mailto:marijuana.licensing@alaska.gov)  
<https://www.commerce.alaska.gov/web/amco>  
 Phone: 907.269.0350

**What is this form?**

This operating plan supplemental form is required for all applicants seeking a marijuana product manufacturing facility license and must accompany the **Marijuana Establishment Operating Plan (Form MJ-01)**, per 3 AAC 306.020(b)(11). Applicants should review **Chapter 306: Article 5** of the **Alaska Administrative Code**. This form will be used to document how an applicant intends to meet the requirements of those regulations. If your business has a formal operating plan, you may include a copy of that operating plan with your application, but all fields of this form must still be completed per 3 AAC 306.020 and 3 AAC 306.520(3).

**What additional information is required for product manufacturing facilities?**

Applicants must identify how the proposed establishment will comply with applicable regulations regarding the following:

- Prohibitions
- Equipment, compounds, and processes to be used
- Proposed marijuana concentrates and marijuana products
- Proposed product packaging and sample labels
- Waste disposal plan
- Testing

**This form must be submitted to AMCO's main office before any marijuana product manufacturing facility license application will be considered complete.**

**Section 1 – Establishment Information**

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

Licensee:	FSE, Inc.	License Number:	10886		
License Type:	Marijuana Product Manufacturing Facility				
Doing Business As:	GOOD TITRATIONS				
Premises Address:	1770 Donald Ave, Suite B				
City:	Fairbanks	State:	ALASKA	ZIP:	99701



**Alaska Marijuana Control Board**  
**Operating Plan Supplemental**  
**Form MJ-05: Marijuana Product Manufacturing Facility**

Alcohol and Marijuana Control Office  
 550 W 7<sup>th</sup> Avenue, Suite 1600  
 Anchorage, AK 99501  
[marijuana.licensing@alaska.gov](mailto:marijuana.licensing@alaska.gov)  
<https://www.commerce.alaska.gov/web/amco>  
 Phone: 907.269.0350

**Section 2 – Prohibitions**

Applicants should review 3 AAC 306.510 and be able to answer "Agree" to all items below.

The marijuana product manufacturing facility will not: Agree Disagree

Sell, deliver, distribute, or transfer any marijuana, marijuana concentrate, or a marijuana product directly to a consumer, with or without compensation

Allow any person, including a licensee, employee, or agent, to consume marijuana, marijuana concentrate, or a marijuana product on its licenses premises

The marijuana product manufacturing facility will not manufacture or sell any product that: Agree Disagree

Is an adulterated food or drink

Closely resembles a familiar food or drink item including candy

Is packaged to look like candy, or in bright colors or with cartoon characters or other pictures or images that would appeal to children

**Section 3 – Equipment, Compounds, and Processes to be Used**

Review the requirements under 3 AAC 306.555, and identify how the proposed premises will meet the listed requirements.

Describe the equipment and solvents, gases, chemicals, and other compounds the marijuana product manufacturing facility will use to create marijuana concentrates:

Good Titrations will employ the following methods/techniques and equipment to create and process marijuana concentrate and other marijuana by-products and extractions: Closed loop extractor that uses Butane, N-Butane, ethanol, and Iso-Butane for extraction. Also used is a recovery pump, filter drier, Erlenmeyer flasks and a magnetic stirring plate, vacuum assisted Whatman filter system and filter vacuum flask and rotary evaporator.

The facility may also use methods of extraction that do not require solvents such as keif sifting, cold water/ dry ice metods, and heat-press for rosin extracting in the future.



Alaska Marijuana Control Board

## Operating Plan Supplemental Form MJ-05: Marijuana Product Manufacturing Facility

Alcohol and Marijuana Control Office

550 W 7<sup>th</sup> Avenue, Suite 1600

Anchorage, AK 99501

[marijuana.licensing@alaska.gov](mailto:marijuana.licensing@alaska.gov)

<https://www.commerce.alaska.gov/web/amco>

Phone: 907.269.0350

Describe the processes to be used to create marijuana concentrates:

A variety of marijuana concentrates will be created through the use of water-, food-, and solvent-based (N butane, iso butane, propane, ethanol, or hexane. ) extractions. The facility will use a professional grade equipment system with proper ventilation and control of all possible ignition sources. The professional grade equipment will be used in compliance with the manufacturer's stated pressure ratings and have certification from a licensed engineer that the system is commercially manufactured, is safe for its intended use, and is built to code and in compliance with local fire, safety, and building code requirements. The facility will utilize a closed loop extraction system where marijuana plant matter is combined with a solvent or combination of solvents (N butane, iso butane, propane or hexane, and/or ethanol) which causes the resin glands from the plants to be detached from the plant matter and suspended in the solvent solution. To remove wax and residual solvents, the solution is distilled and/or winterized, leaving behind concentrated cannabis. The concentrated cannabis is then placed into a vacuum oven for 1-10 days in order to achieve the desired finish for a particular marijuana concentrate product texture such as shatter, or wax. Any extraction equipment used by the facility will be maintained and operated in compliance with the manufacturer's directives, and regularly inspected and serviced to maintain its integrity and function. All employees and agents operating, handling, inspecting, and cleaning the systems and vessels will be fully trained on how to use and maintain the system, and will have direct access to all applicable instructional and safety documents at all times. Each licensee, employee, or agent who is required or permitted to be physically present at the facility will have both a marijuana handler permit card and a food worker card on file on property prior to beginning work and at all times while on the premises. See following pages for process and description of creating products.



**Alaska Marijuana Control Board**  
**Operating Plan Supplemental**  
**Form MJ-05: Marijuana Product Manufacturing Facility**

Alcohol and Marijuana Control Office  
 550 W 7<sup>th</sup> Avenue, Suite 1600  
 Anchorage, AK 99501  
[marijuana.licensing@alaska.gov](mailto:marijuana.licensing@alaska.gov)  
<https://www.commerce.alaska.gov/web/amco>  
 Phone: 907.269.0350

**Section 4 – Proposed Marijuana Concentrates and Marijuana Products**

Review the requirements under 3 AAC 306.520 - 3 AAC 306.525 and 3 AAC 306.560, and identify how the proposed establishment will meet the listed requirements. **Attach a completed copy of this page for each proposed marijuana concentrate or marijuana product.**

<b>Product Name:</b>	Cannabis oil
<b>Type:</b>	Concentrate

<b>Product Description:</b> Details must include the color, shape, and texture.	The color of cannabis oil for edibles range from dark green to a light Carmel color, can be slightly viscous in nature, or can have the texture of olive oil depending on the strain and THC and CBD levels.
--	--

<b>Ingredients:</b> This box is not applicable to marijuana concentrates	
---	--

<b>Standard Production Procedure and Detailed Manufacturing Process:</b>	Cannabis oil will be extracted using a closed loop machine in which flower and/or trim from cannabis plants are ran through and the following solvents will be by themselves or in a combination used to extract the CBDs and THC from the plant material: Butane, N-Butane, Iso-Butane, or ethanol. Once marijuana concentrate has been extracted by terpenator machines it will go to one of two areas. The first of these two is the winterizing area and the second is the vacuum purging area. The winterizing process removes plant waxes from marijuana concentrate and produces a smoother product. Winterization process begins by dissolving BHO in 200 proof food grade ethanol (ETOH). BHO will be dissolved in ETOH at a ratio of 1g: 10ml. Homogeneity of solution will be achieved with the use of Erlenmeyer flasks and a magnetic stirring plate. Once BHO: ETOH solution is homogenized the product will be placed in a freezer maintained at -20°F for 48 hours. After the 48 hour time period the solution will be filtered using a vacuum assisted Whatman filter system and filter vacuum flask. Filtered solution will then be transferred to our rotary evaporator. To remove solvents per 3 AAC 306.645.
--	--

<b>Depiction:</b> Provide a photograph, drawing, or graphic representation of the expected appearance of the final product.	
--	--



Alaska Marijuana Control Board  
**Operating Plan Supplemental**  
**Form MJ-05: Marijuana Product Manufacturing Facility**

Alcohol and Marijuana Control Office  
 550 W 7<sup>th</sup> Avenue, Suite 1600  
 Anchorage, AK 99501  
[marijuana.licensing@alaska.gov](mailto:marijuana.licensing@alaska.gov)  
<https://www.commerce.alaska.gov/web/amco>  
 Phone: 907.269.0350

**Section 5 – Proposed Product Packaging and Sample Labels**

Review the requirements under 3 AAC 306.520 and 3 AAC 306.565 – 3 AAC 306.570, and identify how the proposed establishment will meet the listed requirements. Attach a completed copy of this page for each proposed marijuana concentrate or marijuana product.

<b>Product Name:</b>	Cannabis Oil
<b>Type:</b>	Concentrate

<p><b>Packaging Description:</b>          Details must include the color(s), size, packaging materials used, total amount of THC, individual serving sizes (if multiple), and other specifics showing compliance with 3 AAC 306.565. Attached photos, drawings, or graphic representations are preferred.</p>	<p>Cannabis Oil that is sold to edible companies for purposes of infusing edibles shall be packaged in airtight jars not to exceed one pound. For cannabis oil that is packaged for direct retail consumption, the oil shall be packaged in 0.5g to 1.5 grams syringes and then placed in a 3 x 4.5 inch mylar bag and will not be repackaged by retail establishment.</p> <div style="display: flex; justify-content: space-around;">   </div>
---	--

<p><b>Sample Labels:</b>          Provide sample labels showing how the labeling information required in 3 AAC 306.570 will be set out.</p>	<div style="text-align: center;">  </div> <p>Business Name:          License Number:          Strain:    THC: % _____    CBD: % _____          Production Lot Number: _____ Gross Weight: _____ Net MJ Weight: _____          Packaging Date: _____ Expiration Date: _____ Contaminants tested for: mold, mildew, filth, herbicides, pesticides, fungi, harmful chemicals. Results of Solvent Testing: _____ 3 AAC 306.570 Alaska Safety Warning: Marijuana has intoxicating effects and may be habit forming and addictive. Marijuana impairs concentration, coordination, and judgment. Do not operate a vehicle or machinery under its influence. There are health risks associated with consumption of marijuana. For use by adults twenty-one and older. Keep out of the reach of children. Marijuana should not be used by women who are pregnant or breast feeding.</p>
---	---



Alaska Marijuana Control Board  
 Operating Plan Supplemental  
 Form MJ-05: Marijuana Product Manufacturing Facility

Alcohol and Marijuana Control Office  
 550 W 7<sup>th</sup> Avenue, Suite 1600  
 Anchorage, AK 99501  
[marijuana.licensing@alaska.gov](mailto:marijuana.licensing@alaska.gov)  
<https://www.commerce.alaska.gov/web/amco>  
 Phone: 907.269.0350

**Section 4 – Proposed Marijuana Concentrates and Marijuana Products**

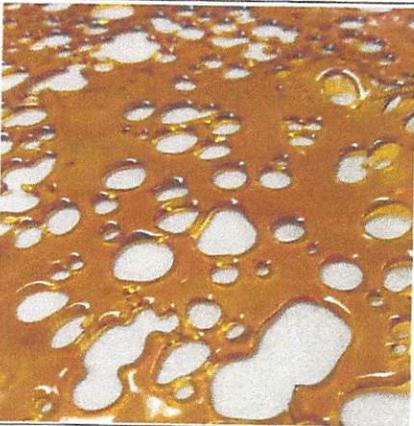
Review the requirements under 3 AAC 306.520 - 3 AAC 306.525 and 3 AAC 306.560, and identify how the proposed establishment will meet the listed requirements. Attach a completed copy of this page for each proposed marijuana concentrate or marijuana product.

<b>Product Name:</b>	Shatter
<b>Type:</b>	Concentrate

<b>Product Description:</b> Details must include the color, shape, and texture.	Shatter, depending on the strain of marijuana used, can be a smooth glass like texture that is hard and brittle, hence the term shatter. However, certain strains of marijuana create shatter that is more akin to spruce sap that has been on the bark of trees for few months, not quite solid but liquid enough to be pliable. Its often a dark amber color and sometimes light honey color - strain dependent.
--	--

<b>Ingredients:</b> This box is not applicable to marijuana concentrates	
---	--

<b>Standard Production Procedure and Detailed Manufacturing Process:</b>	Shatter is created using a closed loop machine in which flower and/or trim from cannabis plants are ran through and the following solvents will be by themselves or in a combination used to extract the CBDs and THC from the plant material: Butane, N-Butane, Iso-Butane, or ethanol. Once marijuana concentrate has been extracted by terpene machines it will go to one of two areas. The first of these two is the winterizing area and the second is the vacuum purging area. Marijuana concentrate will be vacuum purged until it reaches the proper consistency. Various heat and temperature applications will result in marijuana concentrate finished product being labeled shatter. The winterizing process removes plant waxes from marijuana concentrate and produces a smoother product. Winterization process begins by dissolving BHO in 200 proof food grade ethanol (ETOH). BHO will be dissolved in ETOH at a ratio of 1g: 10ml. Homogeneity of solution will be achieved with the use of Erlenmeyer flasks and a magnetic stirring plate. Once BHO: ETOH solution is homogenized the product will be placed in a freezer maintained at -20°F for 48 hours. After the 48 hour time period the solution will be filtered using a vacuum assisted Whatman filter system and filter vacuum flask. Filtered solution will then be transferred to our rotary evaporator to remove solvents per 3 AAC 306.645. Marijuana concentrate will be vacuum purged until it reaches the proper consistency.
--	---

<b>Depiction:</b> Provide a photograph, drawing, or graphic representation of the expected appearance of the final product.	 
--	--



**Alaska Marijuana Control Board  
Operating Plan Supplemental**

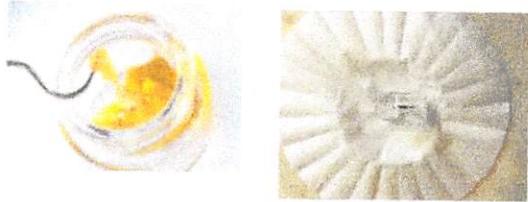
**Form MJ-05: Marijuana Product Manufacturing Facility**

Alcohol and Marijuana Control Office  
550 W 7<sup>th</sup> Avenue, Suite 1600  
Anchorage, AK 99501  
[marijuana.licensing@alaska.gov](mailto:marijuana.licensing@alaska.gov)  
<https://www.commerce.alaska.gov/web/amco>  
Phone: 907.269.0350

**Section 5 – Proposed Product Packaging and Sample Labels**

Review the requirements under 3 AAC 306.520 and 3 AAC 306.565 – 3 AAC 306.570, and identify how the proposed establishment will meet the listed requirements. Attach a completed copy of this page for each proposed marijuana concentrate or marijuana product.

<b>Product Name:</b>	Shatter
<b>Type:</b>	Concentrate

<p><b>Packaging Description:</b> Details must include the color(s), size, packaging materials used, total amount of THC, individual serving sizes (if multiple), and other specifics showing compliance with 3 AAC 306.565. Attached photos, drawings, or graphic representations are preferred.</p>	<p>Shatter will be in a small 5ml beveled acrylic screw top container, containing no more than 1 gram of product, and then the container will be placed in a mylar bag - see exhibit A attached - that will contain the warnings, name of the product, and required 306.570 warnings.</p> <div style="text-align: center;">  </div>
--	---

<p><b>Sample Labels:</b> Provide sample labels showing how the labeling information required in 3 AAC 306.570 will be set out.</p>	<p>Information below will be attached to the mylar bag:</p>  <p><b>Good TITRATIONS</b></p> <p>Business Name: License Number: Strain:    THC: % ____    CBD: % ____ Production Lot Number: ____ Gross Weight: ____ Net MJ Weight: ____ Packaging Date: ____ Expiration Date: ____ Contaminants tested for: mold, mildew, filth, herbicides, pesticides, fungi, harmful chemicals. Results of Solvent Testing: ____ 3 AAC 306.570 Alaska Safety Warning: Marijuana has intoxicating effects and may be habit forming and addictive. Marijuana impairs concentration, coordination, and judgment. Do not operate a vehicle or machinery under its influence. There are health risks associated with consumption of marijuana. For use by adults twenty-one and older. Keep out of the reach of children. Marijuana should not be used by women who are pregnant or breast feeding.</p>
--	--



Alaska Marijuana Control Board  
**Operating Plan Supplemental  
 Form MJ-05: Marijuana Product Manufacturing Facility**

Alcohol and Marijuana Control Office  
 550 W 7<sup>th</sup> Avenue, Suite 1600  
 Anchorage, AK 99501  
[marijuana.licensing@alaska.gov](mailto:marijuana.licensing@alaska.gov)  
<https://www.commerce.alaska.gov/web/amco>  
 Phone: 907.269.0350

**Section 4 – Proposed Marijuana Concentrates and Marijuana Products**

Review the requirements under 3 AAC 306.520 - 3 AAC 306.525 and 3 AAC 306.560, and identify how the proposed establishment will meet the listed requirements. Attach a completed copy of this page for each proposed marijuana concentrate or marijuana product.

<b>Product Name:</b>	Wax
<b>Type:</b>	Concentrate

<b>Product Description:</b> Details must include the color, shape, and texture.	Wax has a waxy appearance and texture - color ranges per strains used but typically is a golden color and sometimes is light yellow. Unlike shatter, wax is always soft and pliable to the touch.
--	---

<b>Ingredients:</b> This box is not applicable to marijuana concentrates	
---	--

<b>Standard Production Procedure and Detailed Manufacturing Process:</b>	Wax is created using a closed loop machine in which flower and/or trim from cannabis plants are ran through and the following solvents will be by themselves or in a combination used to extract the CBDs and THC from the plant material: Butane, N-Butane, Iso-Butane, or ethanol. Once marijuana concentrate has been extracted by temperator machines it will go to one of two areas. The first of these two is the winterizing area and the second is the vacuum purging area. Marijuana concentrate will be vacuum purged until it reaches the proper consistency. Various heat and temperature applications will result in marijuana concentrate finished product being labeled wax. The winterizing process removes plant waxes from marijuana concentrate and produces a smoother product. Winterization process begins by dissolving BHO in 200 proof food grade ethanol (ETOH). BHO will be dissolved in ETOH at a ratio of 1g: 10ml. Homogeneity of solution will be achieved with the use of Erlenmeyer flasks and a magnetic stirring plate. Once BHO: ETOH solution is homogenized the product will be placed in a freezer maintained at -20°F for 48 hours. After the 48 hour time period the solution will be filtered using a vacuum assisted Whatman filter system and filter vacuum flask. Filtered solution will then be transferred to our rotary evaporator to remove solvents per 3 AAC 306.645. Marijuana concentrate will be vacuum purged until it reaches the proper consistency.
--	--

<b>Depiction:</b> Provide a photograph, drawing, or graphic representation of the expected appearance of the final product.	 
--	--



**Alaska Marijuana Control Board**  
**Operating Plan Supplemental**  
**Form MJ-05: Marijuana Product Manufacturing Facility**

**Section 5 – Proposed Product Packaging and Sample Labels**

Review the requirements under 3 AAC 306.520 and 3 AAC 306.565 – 3 AAC 306.570, and identify how the proposed establishment will meet the listed requirements. Attach a completed copy of this page for each proposed marijuana concentrate or marijuana product.

<b>Product Name:</b>	Wax
<b>Type:</b>	Concentrate

<p><b>Packaging Description:</b>          Details must include the color(s), size, packaging materials used, total amount of THC, individual serving sizes (if multiple), and other specifics showing compliance with 3 AAC 306.565. Attached photos, drawings, or graphic representations are preferred.</p>	<p>Wax will be in a small 5ml beveled acrylic screw top container, containing no more than 1 gram of product, and then the container will be placed in a mylar bag - see exhibit A attached - that will contain the warnings, name of the product, and required 306.570 warnings.</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
---	--

<p><b>Sample Labels:</b>          Provide sample labels showing how the labeling information required in 3 AAC 306.570 will be set out.</p>	<p>Information below will be attached to the mylar bag:</p>  <p>Business Name:          License Number:          Strain:    THC: % _____    CBD: % _____          Production Lot Number: _____ Gross Weight: _____ Net MJ Weight: _____          Packaging Date: _____ Expiration Date: _____ Contaminants tested for: mold, mildew, filth, herbicides, pesticides, fungi, harmful chemicals. Results of Solvent Testing: _____          3 AAC 306.570 Alaska Safety Warning: Marijuana has intoxicating effects and may be habit forming and addictive. Marijuana impairs concentration, coordination, and judgment. Do not operate a vehicle or machinery under its influence. There are health risks associated with consumption of marijuana. For use by adults twenty-one and older. Keep out of the reach of children. Marijuana should not be used by women who are pregnant or breast feeding.</p>
---	---



Alaska Marijuana Control Board  
Operating Plan Supplemental

Form MJ-05: Marijuana Product Manufacturing Facility

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

Section 4 – Proposed Marijuana Concentrates and Marijuana Products

Review the requirements under 3 AAC 306.520 - 3 AAC 306.525 and 3 AAC 306.560, and identify how the proposed establishment will meet the listed requirements. Attach a completed copy of this page for each proposed marijuana concentrate or marijuana product.

Product Name:	Cannabis Oil for Vaporization
Type:	Concentrate

Product Description:	Details must include the color, shape, and texture. Cannabis oil for vaporization for filling vape-pen cartridges - the liquid is clear with a yellow tint and will come in different strains. each cartridge will be able to hold between 0.5 to 1.5 gram of product per unit.
----------------------	---

Ingredients:	This box is not applicable to marijuana concentrates Cannabis oil and glycerin
--------------	---

Standard Production Procedure and Detailed Manufacturing Process:	Cannabis oil and glycerin will be heated and combined until fully blended and then loaded into cartridges that will hold between 0.5 to 1.5 grams per unit.
---	---

Depiction:	Provide a photograph, drawing, or graphic representation of the expected appearance of the final product. 
------------	--



Alaska Marijuana Control Board

# Operating Plan Supplemental Form MJ-05: Marijuana Product Manufacturing Facility

Alcohol and Marijuana Control Office

550 W 7<sup>th</sup> Avenue, Suite 1600

Anchorage, AK 99501

[marijuana.licensing@alaska.gov](mailto:marijuana.licensing@alaska.gov)

<https://www.commerce.alaska.gov/web/amco>

Phone: 907.269.0350

## Section 5 – Proposed Product Packaging and Sample Labels

Review the requirements under 3 AAC 306.520 and 3 AAC 306.565 – 3 AAC 306.570, and identify how the proposed establishment will meet the listed requirements. Attach a completed copy of this page for each proposed marijuana concentrate or marijuana product.

<b>Product Name:</b>	Cannabis Oil for Vaporization
<b>Type:</b>	Concentrate

<p><b>Packaging Description:</b> Details must include the color(s), size, packaging materials used, total amount of THC, individual serving sizes (if multiple), and other specifics showing compliance with 3 AAC 306.565. Attached photos, drawings, or graphic representations are preferred.</p>	<p>Packaging will be the mylar bags (see Exhibit A) and the cartoridges shall be placed inside the bag which will have attached to it the warnings, name of the product, and required 306.570 warnings.</p> 
--	--

<p><b>Sample Labels:</b> Provide sample labels showing how the labeling information required in 3 AAC 306.570 will be set out.</p>	<p>Information below will be attached to the mylar bag:</p>  <p>Business Name: License Number: Strain:    THC: % _____ CBD: % _____ Production Lot Number: _____ Gross Weight: _____ Net MJ Weight: _____ Packaging Date: _____ Expiration Date: _____ Contaminants tested for: mold, mildew, filth, herbicides, pesticides, fungi, harmful chemicals. Results of Solvent Testing: _____ 3 AAC 306.570 Alaska Safety Warning: Marijuana has intoxicating effects and may be habit forming and addictive. Marijuana impairs concentration, coordination, and judgment. Do not operate a vehicle or machinery under its influence. There are health risks associated with consumption of marijuana. For use by adults twenty-one and older. Keep out of the reach of children. Marijuana should not be used by women who are pregnant or breast feeding.</p>
--	---



Alaska Marijuana Control Board  
**Operating Plan Supplemental**  
**Form MJ-05: Marijuana Product Manufacturing Facility**

Alcohol and Marijuana Control Office  
 550 W 7<sup>th</sup> Avenue, Suite 1600  
 Anchorage, AK 99501  
[marijuana.licensing@alaska.gov](mailto:marijuana.licensing@alaska.gov)  
<https://www.commerce.alaska.gov/web/amco>  
 Phone: 907.269.0350

**Section 4 – Proposed Marijuana Concentrates and Marijuana Products**

Review the requirements under 3 AAC 306.520 - 3 AAC 306.525 and 3 AAC 306.560, and identify how the proposed establishment will meet the listed requirements. Attach a completed copy of this page for each proposed marijuana concentrate or marijuana product.

<b>Product Name:</b>	Crumble
<b>Type:</b>	Concentrate

<b>Product Description:</b> Details must include the color, shape, and texture.	Crumble has a similar appearance to wax except it is not as pliable and has a tendency to break apart - hence the term "crumble" - when touched. Crumble can vary in color due to strains used, but is typically a golden green-yellow color .
--	--

<b>Ingredients:</b> This box is not applicable to marijuana concentrates	
---	--

<b>Standard Production Procedure and Detailed Manufacturing Process:</b>	Crumble is created using a closed loop machine in which flower and/or trim from cannabis plants are ran through and the following solvents will be by themselves or in a combination used to extract the CBDs and THC from the plant material: Butane, N-Butane, Iso-Butane, or ethanol. Once marijuana concentrate has been extracted by terpenator machines it will go to one of two areas. The first of these two is the winterizing area and the second is the vacuum purging area. Marijuana concentrate will be vacuum purged until it reaches the proper consistency. Various heat and temperature applications will result in marijuana concentrate finished product being labeled crumble. The winterizing process removes plant waxes from marijuana concentrate and produces a smoother product. Winterization process begins by dissolving BHO in 200 proof food grade ethanol (ETOH). BHO will be dissolved in ETOH at a ratio of 1g: 10ml. Homogeneity of solution will be achieved with the use of Erlenmeyer flasks and a magnetic stirring plate. Once BHO: ETOH solution is homogenized the product will be placed in a freezer maintained at -20°F for 48 hours. After the 48 hour time period the solution will be filtered using a vacuum assisted Whatman filter system and filter vacuum flask. Filtered solution will then be transferred to our rotary evaporator to remove solvents per 3 AAC 306.645. Marijuana concentrate will be vacuum purged until it reaches the proper consistency.
--	---

<b>Depiction:</b> Provide a photograph, drawing, or graphic representation of the expected appearance of the final product.	 
--	--



**Alaska Marijuana Control Board**  
**Operating Plan Supplemental**  
**Form MJ-05: Marijuana Product Manufacturing Facility**

Alcohol and Marijuana Control Office  
 550 W 7<sup>th</sup> Avenue, Suite 1600  
 Anchorage, AK 99501  
[marijuana.licensing@alaska.gov](mailto:marijuana.licensing@alaska.gov)  
<https://www.commerce.alaska.gov/web/amco>  
 Phone: 907.269.0350

**Section 5 – Proposed Product Packaging and Sample Labels**

Review the requirements under 3 AAC 306.520 and 3 AAC 306.565 – 3 AAC 306.570, and identify how the proposed establishment will meet the listed requirements. Attach a completed copy of this page for each proposed marijuana concentrate or marijuana product.

<b>Product Name:</b>	Crumble
<b>Type:</b>	Concentrate

<p><b>Packaging Description:</b>          Details must include the color(s), size, packaging materials used, total amount of THC, individual serving sizes (if multiple), and other specifics showing compliance with 3 AAC 306.565. Attached photos, drawings, or graphic representations are preferred.</p>	<p>Crumble will be in a small 5ml beveled acrylic screw top container, containing no more than 1 gram of product, and then the container will be placed in a mylar bag - see exhibit A attached - that will contain the warnings, name of the product, and required 306.570 warnings.</p> <div style="display: flex; justify-content: space-around;">   </div>
---	--

<p><b>Sample Labels:</b>          Provide sample labels showing how the labeling information required in 3 AAC 306.570 will be set out.</p>	<p>Information below will be attached to the mylar bag:</p>  <p>Business Name:          License Number:          Strain:    THC: %____    CBD: %____          Production Lot Number: _____ Gross Weight: _____ Net MJ Weight: _____          Packaging Date: _____ Expiration Date: _____ Contaminants tested for: mold, mildew, filth, herbicides, pesticides, fungi, harmful chemicals. Results of Solvent Testing: _____ 3 AAC 306.570 Alaska Safety Warning: Marijuana has intoxicating effects and may be habit forming and addictive. Marijuana impairs concentration, coordination, and judgment. Do not operate a vehicle or machinery under its influence. There are health risks associated with consumption of marijuana. For use by adults twenty-one and older. Keep out of the reach of children. Marijuana should not be used by women who are pregnant or breast feeding.</p>
---	--



Alaska Marijuana Control Board  
**Operating Plan Supplemental  
Form MJ-05: Marijuana Product Manufacturing Facility**

Alcohol and Marijuana Control Office  
550 W 7<sup>th</sup> Avenue, Suite 1600  
Anchorage, AK 99501  
[marijuana.licensing@alaska.gov](mailto:marijuana.licensing@alaska.gov)  
<https://www.commerce.alaska.gov/web/amco>  
Phone: 907.269.0350

**Section 6 – Waste Disposal Plan**

Review the requirements under 3 AAC 306.520, and identify how the proposed premises will meet the listed requirements.

**Describe the marijuana product manufacturing facility's plan for disposal of any expired or outdated marijuana or marijuana product that is not sold or transferred to another licensed marijuana establishment:**

The facility has a disposal plan for marijuana product waste and all concentrate that does not meet state testing requirements or the company's internal quality standards. All marijuana materials marked for disposal will be stored in a secured container separate from all other products until it can be disposed of. Marijuana waste will be rendered unusable before departing the facility for disposal. Authorized agents will grind any solid marijuana waste and incorporate it with non-compostable and/or compostable solid wastes until the resulting mixture is at least fifty percent (50%) non-marijuana waste. Non-compostable solid wastes will include paper waste, plastic waste, cardboard waste, and soil. Compostable solid wastes will include food waste, yard waste, and vegetable-based grease or oils. Management will inspect the resulting mixture to ensure it is composed of no more than fifty percent (50%) marijuana by solid and liquid volume, and will log the composition in a disposal log, available to the MCB upon request. The log will list the status of all marijuana products marked as waste, including the type, date of disposal, date it was rendered unusable, and date that it was picked up by the disposal company. The company intends to dispose of: (1) waste from water-, food-, and solvent-based extraction mediums; (2) marijuana concentrate and product that is contaminated, infected, or fails to meet quality or purity testing; and (3) run off water from the manufacturing process. This process will be completed a minimum of once per day, before the facility closes, and the resulting mixture will be securely stored in locked containers located within the premises. All locks will comply with the highest UL standards, and only authorized agents will have access to the keys. Good Titrations, after giving AMCO three (3) day prior notice, will have a dumpster (capable of movement) inside the facility, which will have wheels on the bottom and will be wheeled to front of facility through one of the bay doors by an authorized employee which will move the dumpster out to the curb on trash pick up day and monitor the dumpster until pick up is complete. To ensure accurate tracking and that no diversion occurs, the daily manager will meet with the waste truck driver and collect a signature and name, the date, time, and the type of marijuana waste being collected. This information will be entered into a disposal log by the manager. Which will be securely stored and made available to the MCB upon request. The information will then be entered into the disposal log and stored as a business record.



Alaska Marijuana Control Board

Operating Plan Supplemental

Form MJ-05: Marijuana Product Manufacturing Facility

Alcohol and Marijuana Control Office

550 W 7<sup>th</sup> Avenue, Suite 1600

Anchorage, AK 99501

[marijuana.licensing@alaska.gov](mailto:marijuana.licensing@alaska.gov)

<https://www.commerce.alaska.gov/web/amco>

Phone: 907.269.0350

Section 7 – Testing

The area where in-house testing will occur must be identified on the premises diagram, per 3 AAC 306.520(2). Yes No

Will the marijuana product manufacturing facility perform in-house testing (as defined in 3 AAC 306.990(b)(20))?

Applicants should review 3 AAC 306.550 and be able to answer "Agree" to the item below.

The marijuana cultivation facility applicant has: Agree Disagree

Read and understands and agrees to the required laboratory testing set forth in 3 AAC 306.550

I declare under penalty of perjury that I have examined this form, including all accompanying schedules and statements, and to the best of my knowledge and belief find it to be true, correct, and complete.

Frank Berardi  
Signature of licensee

Frank Berardi  
Printed name

Subscribed and sworn to before me this 6 day of SEPTEMBER, 2018.

Notary Public  
AMANDA WHITSLAR  
State of Alaska  
My Commission Expires 8/1/2018

Amanda Whitslar  
Notary Public in and for the State of Alaska.

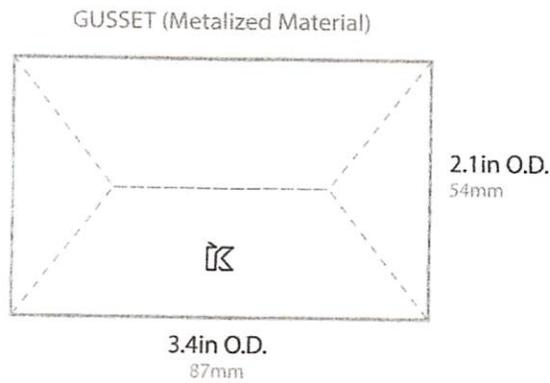
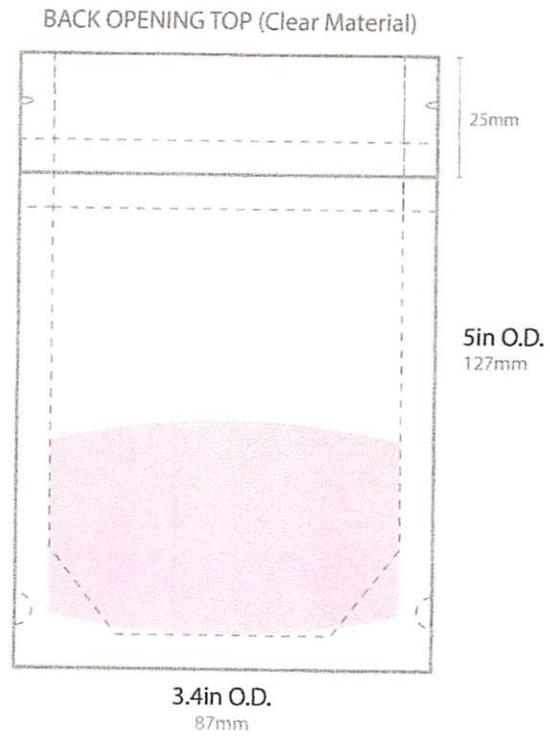
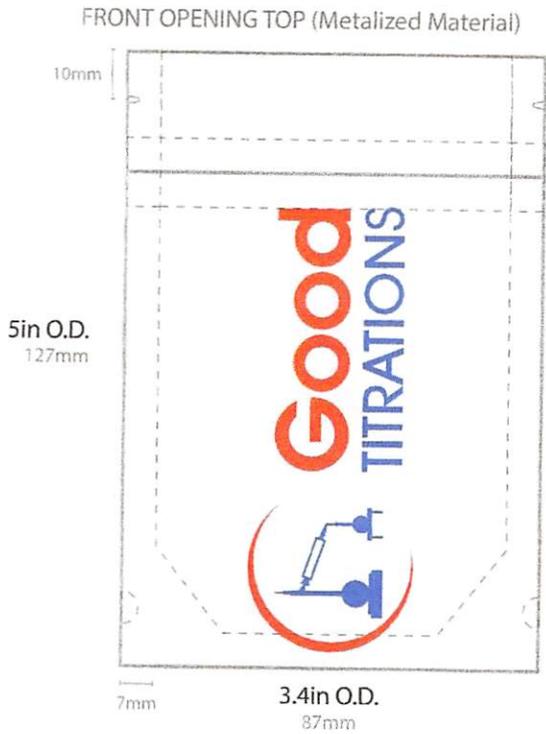
My commission expires: 8/1/2018



Size 3

3.4" x 5" w/ 2.1" gusset

87mm x 127mm w/ 54mm gusset





Alaska Marijuana Control Board

Form MJ-07: Public Notice Posting Affidavit

What is this form?

A public notice posting affidavit is required for all marijuana establishment license applications, per 3 AAC 306.020(b)(10). As soon as practical after initiating a new marijuana establishment license application, an applicant must give notice of the application to the public by posting a copy of the application (produced by the board's application website) for ten (10) days at the location of the proposed licensed premises and one other conspicuous location in the area of the proposed premises, per 3 AAC 306.025(b)(1).

This form must be completed and submitted to AMCO's main office before any license application will be considered complete.

Section 1 - Establishment Information

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

Licensee:	FSE, Inc.	License Number:	10886		
License Type:	Marijuana Product Manufacturing Facility				
Doing Business As:	GOOD TITRATIONS				
Premises Address:	1170 Donald Ave, Suite B				
City:	Fairbanks	State:	AK	ZIP:	99701

Section 2 - Certification

I certify that I have met the public notice requirement set forth under 3 AAC 306.025(b)(1) by posting a copy of my application for the following 10-day period at the location of the proposed licensed premises and at the following conspicuous location in the area of the proposed premises:

Start Date: 8-2-16 End Date: 8-13-16

Other conspicuous location: Tesoro Van Horn and Cushman

I declare under penalty of perjury that I have examined this form, including all accompanying schedules and statements, and to the best of my knowledge and belief find it to be true, correct, and complete.

Frank Berardi  
Signature of licensee

Matthew Hardy  
Notary Public in and for the State of Alaska

Frank Berardi  
Printed name of licensee

My commission expires: Aug 1, 2018

Subscribed and sworn to before me this 13 day of September, 2016

Notary Public  
**MATTHEW HARDY**  
State of Alaska  
My Commission Expires Aug 1 2018



Alaska Marijuana Control Board

Form MJ-08: Local Government Notice Affidavit

What is this form?

A local government notice affidavit is required for all marijuana establishment license applications with a proposed premises that is located within a local government, per 3 AAC 306.025(b)(3). As soon as practical after initiating a new marijuana establishment license application, an applicant must give notice of the application to the public by submitting a copy of the application to the local government and any community council in the area of the proposed licensed premises. For purposes of this notification, the document that must be submitted is the application document produced by the online application system titled "Public Notice".

This form must be completed and submitted to AMCO's main office before any license application will be considered complete.

Section 1 - Establishment Information

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

Table with license details: Licensee: FSE, Inc., License Number: 10886, License Type: Marijuana Product Manufacturing Facility, Doing Business As: GOOD TITRATIONS, Premises Address: 1170 Donald Ave, Suite B, City: Fairbanks, State: AK, ZIP: 99701

Section 2 - Certification

I certify that I have met the local government notice requirement set forth under 3 AAC 306.025(b)(3) by submitting a copy of my application to the following local government official and community council (if applicable):

Local Government: Fairbanks North Star Borough, Name of Official: Stacy Wasinger, Title of Official: Planner 3, Date Submitted: 8/2/16

I declare under penalty of perjury that I have examined this form, including all accompanying schedules and statements, and to the best of my knowledge and belief find it to be true, correct, and complete.

Signature of licensee: Frank Berardi, Notary Public: MATTHEW HARDY, State of Alaska, My Commission Expires Aug. 1, 2018

Subscribed and sworn to before me this 13 day of 20th Sept, 2016.



Alaska Marijuana Control Board

## Form MJ-09: Statement of Financial Interest

### What is this form?

A statement of financial interest completed by each proposed licensee (as defined in 3 AAC 306.020(b)(2)) and affiliate (as defined in 3 AAC 306.990(a)(1)) is required for all marijuana establishment license applications, per 3 AAC 306.020(b)(4). A person other than a licensee may not have direct or indirect financial interest (as defined in 3 AAC 306.015(e)(1)) in the business for which a marijuana establishment license is issued, per 3 AAC 306.015(a).

This form must be completed and submitted to AMCO's main office by each proposed licensee or affiliate before any license application will be considered complete.

### Section 1 – Establishment Information

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

Licensee:	FSE, Inc.	License Number:	10886		
License Type:	Marijuana Product Manufacturing Facility				
Doing Business As:	GOOD TITRATIONS				
Premises Address:	1770 Donald Ave, Suite B				
City:	Fairbanks	State:	AK	ZIP:	99701

### Section 2 – Individual Information

Enter information for the individual licensee or affiliate.

Name:	Brandon Emmett				
Title:	owner				
SSN:	[REDACTED]				



Alaska Marijuana Control Board

# Form MJ-09: Statement of Financial Interest

Alcohol and Marijuana Control Office  
550 W 7<sup>th</sup> Avenue, Suite 1600  
Anchorage, AK 99501  
[marijuana.licensing@alaska.gov](mailto:marijuana.licensing@alaska.gov)  
<https://www.commerce.alaska.gov/web/amco>  
Phone: 907.269.0350

## Section 3 – Certifications

I certify that no person other than a proposed licensee listed on my marijuana establishment license application has a direct or indirect financial interest, as defined in 3 AAC 306.015(e)(1), in the business for which a marijuana establishment license is being applied for.

I further certify that any ownership change shall be reported to the board as required under 3 AAC 306.040.

I declare under penalty of perjury that I have examined this form, including all accompanying schedules and statements, and to the best of my knowledge and belief find it to be true, correct, and complete.

BEH  
Signature of licensee/affiliate

Brandon Emmett  
Printed name

Subscribed and sworn to before me this 10<sup>th</sup> day of August, 2016.

[Signature]  
Notary Public in and for the State of Alaska.



My commission expires: 12/17/2017



Alaska Marijuana Control Board

# Form MJ-09: Statement of Financial Interest

### What is this form?

A statement of financial interest completed by each proposed licensee (as defined in 3 AAC 306.020(b)(2)) and affiliate (as defined in 3 AAC 306.990(a)(1)) is required for all marijuana establishment license applications, per 3 AAC 306.020(b)(4). A person other than a licensee may not have direct or indirect financial interest (as defined in 3 AAC 306.015(e)(1)) in the business for which a marijuana establishment license is issued, per 3 AAC 306.015(a).

This form must be completed and submitted to AMCO's main office by each proposed licensee or affiliate before any license application will be considered complete.

## Section 1 – Establishment Information

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

Licensee:	FSE, Inc.	License Number:	10886		
License Type:	Marijuana Product Manufacturing Facility				
Doing Business As:	GOOD TITRATIONS				
Premises Address:	1770 Donald Ave, Suite B				
City:	Fairbanks	State:	AK	ZIP:	99701

## Section 2 – Individual Information

Enter information for the individual licensee or affiliate.

Name:	Curt Franklin				
Title:	Shareholder				
SSN:	[REDACTED]				



Alcohol and Marijuana Control Office  
550 W 7<sup>th</sup> Avenue, Suite 1600  
Anchorage, AK 99501  
[marijuana.licensing@alaska.gov](mailto:marijuana.licensing@alaska.gov)  
<https://www.commerce.alaska.gov/web/amco>  
Phone: 907.269.0350

Alaska Marijuana Control Board

## Form MJ-09: Statement of Financial Interest

### Section 3 – Certifications

I certify that no person other than a proposed licensee listed on my marijuana establishment license application has a direct or indirect financial interest, as defined in 3 AAC 306.015(e)(1), in the business for which a marijuana establishment license is being applied for.

I further certify that any ownership change shall be reported to the board as required under 3 AAC 306.040.

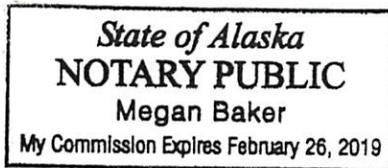
I declare under penalty of perjury that I have examined this form, including all accompanying schedules and statements, and to the best of my knowledge and belief find it to be true, correct, and complete.

Signature of licensee/affiliate

Curt Franklin

Printed name

Subscribed and sworn to before me this 17<sup>th</sup> day of August, 20 16.



Notary Public in and for the State of Alaska.

My commission expires: 02/26/2019



Alaska Marijuana Control Board

## Form MJ-09: Statement of Financial Interest

### What is this form?

A statement of financial interest completed by each proposed licensee (as defined in 3 AAC 306.020(b)(2)) and affiliate (as defined in 3 AAC 306.990(a)(1)) is required for all marijuana establishment license applications, per 3 AAC 306.020(b)(4). A person other than a licensee may not have direct or indirect financial interest (as defined in 3 AAC 306.015(e)(1)) in the business for which a marijuana establishment license is issued, per 3 AAC 306.015(a).

This form must be completed and submitted to AMCO's main office by each proposed licensee or affiliate before any license application will be considered complete.

### Section 1 – Establishment Information

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

Licensee:	FSE, Inc.	License Number:	10886		
License Type:	Marijuana Product Manufacturing Facility				
Doing Business As:	GOOD TITRATIONS				
Premises Address:	1770 Donald Ave, Suite B				
City:	Fairbanks	State:	AK	ZIP:	99701

### Section 2 – Individual Information

Enter information for the individual licensee or affiliate.

Name:	Frank Berardi
Title:	Chief Executive Officer
SSN:	[REDACTED]



Alcohol and Marijuana Control Office  
550 W 7<sup>th</sup> Avenue, Suite 1600  
Anchorage, AK 99501  
[marijuana.licensing@alaska.gov](mailto:marijuana.licensing@alaska.gov)  
<https://www.commerce.alaska.gov/web/amco>  
Phone: 907.269.0350

Alaska Marijuana Control Board

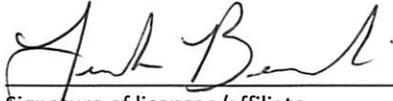
## Form MJ-09: Statement of Financial Interest

### Section 3 – Certifications

I certify that no person other than a proposed licensee listed on my marijuana establishment license application has a direct or indirect financial interest, as defined in 3 AAC 306.015(e)(1), in the business for which a marijuana establishment license is being applied for.

I further certify that any ownership change shall be reported to the board as required under 3 AAC 306.040.

I declare under penalty of perjury that I have examined this form, including all accompanying schedules and statements, and to the best of my knowledge and belief find it to be true, correct, and complete.



Signature of licensee/affiliate

Frank Berardi

Printed name

Subscribed and sworn to before me this 9 day of August, 2016.

  
Notary Public in and for the State of Alaska.



My commission expires: 2019



Alaska Marijuana Control Board

## Form MJ-09: Statement of Financial Interest

### What is this form?

A statement of financial interest completed by each proposed licensee (as defined in 3 AAC 306.020(b)(2)) and affiliate (as defined in 3 AAC 306.990(a)(1)) is required for all marijuana establishment license applications, per 3 AAC 306.020(b)(4). A person other than a licensee may not have direct or indirect financial interest (as defined in 3 AAC 306.015(e)(1)) in the business for which a marijuana establishment license is issued, per 3 AAC 306.015(a).

This form must be completed and submitted to AMCO's main office by each proposed licensee or affiliate before any license application will be considered complete.

### Section 1 – Establishment Information

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

Licensee:	FSE, Inc.	License Number:	10886		
License Type:	Marijuana Product Manufacturing Facility				
Doing Business As:	GOOD TITRATIONS				
Premises Address:	1770 Donald Ave, Suite B				
City:	Fairbanks	State:	AK	ZIP:	99701

### Section 2 – Individual Information

Enter information for the individual licensee or affiliate.

Name:	Melissa Cervantes U.N.ME LLC				
Title:	Owner				
SSN:	[REDACTED]				



Alcohol and Marijuana Control Office  
550 W 7<sup>th</sup> Avenue, Suite 1600  
Anchorage, AK 99501  
[marijuana.licensing@alaska.gov](mailto:marijuana.licensing@alaska.gov)  
<https://www.commerce.alaska.gov/web/amco>  
Phone: 907.269.0350

Alaska Marijuana Control Board

## Form MJ-09: Statement of Financial Interest

### Section 3 - Certifications

I certify that no person other than a proposed licensee listed on my marijuana establishment license application has a direct or indirect financial interest, as defined in 3 AAC 306.015(e)(1), in the business for which a marijuana establishment license is being applied for.

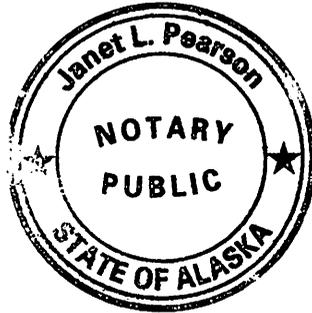
I further certify that any ownership change shall be reported to the board as required under 3 AAC 306.040.

I declare under penalty of perjury that I have examined this form, including all accompanying schedules and statements, and to the best of my knowledge and belief find it to be true, correct, and complete.

Melina Cervantes  
Signature of licensee/affiliate

Melissa Cervantes  
Printed name

Subscribed and sworn to before me this 10<sup>th</sup> day of August, 2016.



[Signature]  
Notary Public in and for the State of Alaska.

My commission expires: 12/17/2017



Alaska Marijuana Control Board

## Form MJ-09: Statement of Financial Interest

### What is this form?

A statement of financial interest completed by each proposed licensee (as defined in 3 AAC 306.020(b)(2)) and affiliate (as defined in 3 AAC 306.990(a)(1)) is required for all marijuana establishment license applications, per 3 AAC 306.020(b)(4). A person other than a licensee may not have direct or indirect financial interest (as defined in 3 AAC 306.015(e)(1)) in the business for which a marijuana establishment license is issued, per 3 AAC 306.015(a).

This form must be completed and submitted to AMCO's main office by each proposed licensee or affiliate before any license application will be considered complete.

### Section 1 – Establishment Information

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

Licensee:	FSE, Inc.	License Number:	10886		
License Type:	Marijuana Product Manufacturing Facility				
Doing Business As:	GOOD TITRATIONS				
Premises Address:	1770 Donald Ave, Suite B				
City:	Fairbanks	State:	AK	ZIP:	99701

### Section 2 – Individual Information

Enter information for the individual licensee or affiliate.

Name:	Dawson Laine Carroll
Title:	Share Holder
SSN:	[REDACTED]



Alcohol and Marijuana Control Office  
550 W 7<sup>th</sup> Avenue, Suite 1600  
Anchorage, AK 99501  
[marijuana.licensing@alaska.gov](mailto:marijuana.licensing@alaska.gov)  
<https://www.commerce.alaska.gov/web/amco>  
Phone: 907.269.0350

Alaska Marijuana Control Board

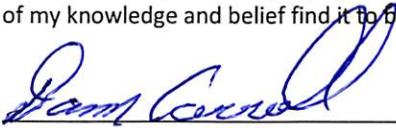
## Form MJ-09: Statement of Financial Interest

### Section 3 – Certifications

I certify that no person other than a proposed licensee listed on my marijuana establishment license application has a direct or indirect financial interest, as defined in 3 AAC 306.015(e)(1), in the business for which a marijuana establishment license is being applied for.

I further certify that any ownership change shall be reported to the board as required under 3 AAC 306.040.

I declare under penalty of perjury that I have examined this form, including all accompanying schedules and statements, and to the best of my knowledge and belief find it to be true, correct, and complete.

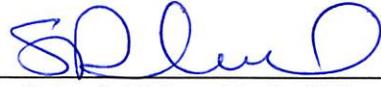


Signature of licensee/affiliate

Dawson Carroll

Printed name

Subscribed and sworn to before me this 10 day of August, 2016.  
4th Judicial Dist.

  
Notary Public in and for the State of Alaska.

My commission expires: 5/12/16





Alaska Marijuana Control Board

## Form MJ-09: Statement of Financial Interest

### What is this form?

A statement of financial interest completed by each proposed licensee (as defined in 3 AAC 306.020(b)(2)) and affiliate (as defined in 3 AAC 306.990(a)(1)) is required for all marijuana establishment license applications, per 3 AAC 306.020(b)(4). A person other than a licensee may not have direct or indirect financial interest (as defined in 3 AAC 306.015(e)(1)) in the business for which a marijuana establishment license is issued, per 3 AAC 306.015(a).

This form must be completed and submitted to AMCO's main office by each proposed licensee or affiliate before any license application will be considered complete.

### Section 1 – Establishment Information

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

Licensee:	FSE, Inc.	License Number:	10886		
License Type:	Marijuana Product Manufacturing Facility				
Doing Business As:	GOOD TITRATIONS				
Premises Address:	1770 Donald Ave, Suite B				
City:	Fairbanks	State:	AK	ZIP:	99701

### Section 2 – Individual Information

Enter information for the individual licensee or affiliate.

Name:	Jeff Weltzin				
Title:	Owner				
SSN:	[REDACTED]				



Alcohol and Marijuana Control Office  
550 W 7<sup>th</sup> Avenue, Suite 1600  
Anchorage, AK 99501  
[marijuana.licensing@alaska.gov](mailto:marijuana.licensing@alaska.gov)  
<https://www.commerce.alaska.gov/web/amco>  
Phone: 907.269.0350

Alaska Marijuana Control Board

## Form MJ-09: Statement of Financial Interest

### Section 3 – Certifications

I certify that no person other than a proposed licensee listed on my marijuana establishment license application has a direct or indirect financial interest, as defined in 3 AAC 306.015(e)(1), in the business for which a marijuana establishment license is being applied for.

I further certify that any ownership change shall be reported to the board as required under 3 AAC 306.040.

I declare under penalty of perjury that I have examined this form, including all accompanying schedules and statements, and to the best of my knowledge and belief find it to be true, correct, and complete.

*Jeff Weltzin*

Signature of licensee/affiliate

Jeff Weltzin

Printed name

Subscribed and sworn to before me this 11<sup>TH</sup> day of AUGUST, 2016.

*Erika Weld*

Notary Public in and for the State of Alaska.

My commission expires: JAN 18, 2018





Alaska Marijuana Control Board

# Form MJ-09: Statement of Financial Interest

### What is this form?

A statement of financial interest completed by each proposed licensee (as defined in 3 AAC 306.020(b)(2)) and affiliate (as defined in 3 AAC 306.990(a)(1)) is required for all marijuana establishment license applications, per 3 AAC 306.020(b)(4). A person other than a licensee may not have direct or indirect financial interest (as defined in 3 AAC 306.015(e)(1)) in the business for which a marijuana establishment license is issued, per 3 AAC 306.015(a).

This form must be completed and submitted to AMCO's main office by each proposed licensee or affiliate before any license application will be considered complete.

## Section 1 – Establishment Information

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

Licensee:	FSE, Inc.	License Number:	10886		
License Type:	Marijuana Product Manufacturing Facility				
Doing Business As:	GOOD TITRATIONS				
Premises Address:	1770 Donald Ave, Suite B				
City:	Fairbanks	State:	AK	ZIP:	99701

## Section 2 – Individual Information

Enter information for the individual licensee or affiliate.

Name:	JOANNE E. ELLSWORTH				
Title:	Share Holder				
SSN:	[REDACTED]				



Alcohol and Marijuana Control Office  
550 W 7<sup>th</sup> Avenue, Suite 1600  
Anchorage, AK 99501  
[marijuana.licensing@alaska.gov](mailto:marijuana.licensing@alaska.gov)  
<https://www.commerce.alaska.gov/web/amco>  
Phone: 907.269.0350

Alaska Marijuana Control Board

## Form MJ-09: Statement of Financial Interest

### Section 3 – Certifications

I certify that no person other than a proposed licensee listed on my marijuana establishment license application has a direct or indirect financial interest, as defined in 3 AAC 306.015(e)(1), in the business for which a marijuana establishment license is being applied for.

I further certify that any ownership change shall be reported to the board as required under 3 AAC 306.040.

I declare under penalty of perjury that I have examined this form, including all accompanying schedules and statements, and to the best of my knowledge and belief find it to be true, correct, and complete.

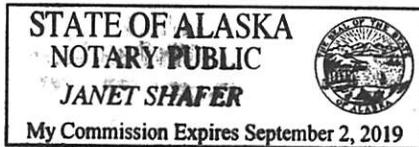
Joanne Ellsworth  
Signature of licensee/affiliate

Joanne Ellsworth  
Printed name

Subscribed and sworn to before me this 19 day of August, 2016.

Janet Shafer  
Notary Public in and for the State of Alaska.

My commission expires: Sept 2 2019





Alaska Marijuana Control Board  
**Form MJ-09: Statement of Financial Interest**

---

**What is this form?**

A statement of financial interest completed by each proposed licensee (as defined in 3 AAC 306.020(b)(2)) and affiliate (as defined in 3 AAC 306.990(a)(1)) is required for all marijuana establishment license applications, per 3 AAC 306.020(b)(4). A person other than a licensee may not have direct or indirect financial interest (as defined in 3 AAC 306.015(e)(1)) in the business for which a marijuana establishment license is issued, per 3 AAC 306.015(a).

This form must be completed and submitted to AMCO's main office by each proposed licensee or affiliate before any license application will be considered complete.

**Section 1 – Establishment Information**

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

Licensee:	FSE, Inc.	License Number:	10886		
License Type:	Marijuana Product Manufacturing Facility				
Doing Business As:	GOOD TITRATIONS				
Premises Address:	1770 Donald Ave, Suite B				
City:	Fairbanks	State:	AK	ZIP:	99701

**Section 2 – Individual Information**

Enter information for the individual licensee or affiliate.

Name:	MARTIN R. TACKE
Title:	SHAREHOLDER
SSN:	[REDACTED]



Alaska Marijuana Control Board

# Form MJ-09: Statement of Financial Interest

## Section 3 – Certifications

I certify that no person other than a proposed licensee listed on my marijuana establishment license application has a direct or indirect financial interest, as defined in 3 AAC 306.015(e)(1), in the business for which a marijuana establishment license is being applied for.

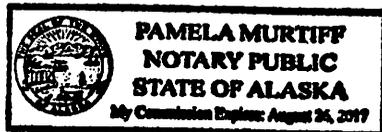
I further certify that any ownership change shall be reported to the board as required under 3 AAC 306.040.

I declare under penalty of perjury that I have examined this form, including all accompanying schedules and statements, and to the best of my knowledge and belief find it to be true, correct, and complete.

Martin R. Tacke  
Signature of licensee/affiliate

MARTIN R. TACKE  
Printed name

Subscribed and sworn to before me this 10<sup>th</sup> day of August, 2016.



Pamela Murtiff  
Notary Public in and for the State of Alaska.

My commission expires: 8/26/17



Alaska Marijuana Control Board

## Form MJ-09: Statement of Financial Interest

### What is this form?

A statement of financial interest completed by each proposed licensee (as defined in 3 AAC 306.020(b)(2)) and affiliate (as defined in 3 AAC 306.990(a)(1)) is required for all marijuana establishment license applications, per 3 AAC 306.020(b)(4). A person other than a licensee may not have direct or indirect financial interest (as defined in 3 AAC 306.015(e)(1)) in the business for which a marijuana establishment license is issued, per 3 AAC 306.015(a).

This form must be completed and submitted to AMCO's main office by each proposed licensee or affiliate before any license application will be considered complete.

### Section 1 – Establishment Information

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

Licensee:	FSE, Inc.	License Number:	10886		
License Type:	Marijuana Product Manufacturing Facility				
Doing Business As:	GOOD TITRATIONS				
Premises Address:	1770 Donald Ave, Suite B				
City:	Fairbanks	State:	AK	ZIP:	99701

### Section 2 – Individual Information

Enter information for the individual licensee or affiliate.

Name:	Seth Hawkins				
Title:	Partner				
SSN:	[REDACTED]				



Alcohol and Marijuana Control Office  
550 W 7<sup>th</sup> Avenue, Suite 1600  
Anchorage, AK 99501  
[marijuana.licensing@alaska.gov](mailto:marijuana.licensing@alaska.gov)  
<https://www.commerce.alaska.gov/web/amco>  
Phone: 907.269.0350

Alaska Marijuana Control Board

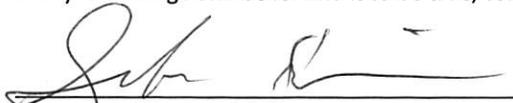
## Form MJ-09: Statement of Financial Interest

### Section 3 – Certifications

I certify that no person other than a proposed licensee listed on my marijuana establishment license application has a direct or indirect financial interest, as defined in 3 AAC 306.015(e)(1), in the business for which a marijuana establishment license is being applied for.

I further certify that any ownership change shall be reported to the board as required under 3 AAC 306.040.

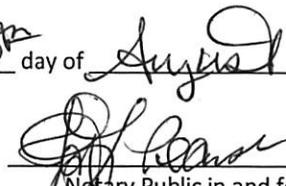
I declare under penalty of perjury that I have examined this form, including all accompanying schedules and statements, and to the best of my knowledge and belief find it to be true, correct, and complete.

  
\_\_\_\_\_  
Signature of licensee/affiliate

Seth Florkin  
\_\_\_\_\_  
Printed name

Subscribed and sworn to before me this 10<sup>th</sup> day of August, 2016.



  
\_\_\_\_\_  
Notary Public in and for the State of Alaska.

My commission expires: 12/17/2017



Alaska Marijuana Control Board

# Form MJ-09: Statement of Financial Interest

### What is this form?

A statement of financial interest completed by each proposed licensee (as defined in 3 AAC 306.020(b)(2)) and affiliate (as defined in 3 AAC 306.990(a)(1)) is required for all marijuana establishment license applications, per 3 AAC 306.020(b)(4). A person other than a licensee may not have direct or indirect financial interest (as defined in 3 AAC 306.015(e)(1)) in the business for which a marijuana establishment license is issued, per 3 AAC 306.015(a).

This form must be completed and submitted to AMCO's main office by each proposed licensee or affiliate before any license application will be considered complete.

## Section 1 – Establishment Information

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

Licensee:	FSE, Inc.	License Number:	10886		
License Type:	Marijuana Product Manufacturing Facility				
Doing Business As:	GOOD TITRATIONS				
Premises Address:	1770 Donald Ave, Suite B				
City:	Fairbanks	State:	AK	ZIP:	99701

## Section 2 – Individual Information

Enter information for the individual licensee or affiliate.

Name:	JUDY KAY BATH				
Title:	SHARE HOLDER				
SSN:	[REDACTED]				



Alcohol and Marijuana Control Office  
550 W 7<sup>th</sup> Avenue, Suite 1600  
Anchorage, AK 99501  
[marijuana.licensing@alaska.gov](mailto:marijuana.licensing@alaska.gov)  
<https://www.commerce.alaska.gov/web/amco>  
Phone: 907.269.0350

Alaska Marijuana Control Board

## Form MJ-09: Statement of Financial Interest

### Section 3 – Certifications

I certify that no person other than a proposed licensee listed on my marijuana establishment license application has a direct or indirect financial interest, as defined in 3 AAC 306.015(e)(1), in the business for which a marijuana establishment license is being applied for.

I further certify that any ownership change shall be reported to the board as required under 3 AAC 306.040.

I declare under penalty of perjury that I have examined this form, including all accompanying schedules and statements, and to the best of my knowledge and belief find it to be true, correct, and complete.

Judy K. Bath  
Signature of licensee/affiliate

JUDY K. BATH  
Printed name

Subscribed and sworn to before me this 10 day of August, 2016.  
4th Judicial Dist

[Signature]  
Notary Public in and for the State of Alaska.

My commission expires: 2019





Alaska Marijuana Control Board

**Form MJ-09: Statement of Financial Interest**

**What is this form?**

A statement of financial interest completed by each proposed licensee (as defined in 3 AAC 306.020(b)(2)) and affiliate (as defined in 3 AAC 306.990(a)(1)) is required for all marijuana establishment license applications, per 3 AAC 306.020(b)(4). A person other than a licensee may not have direct or indirect financial interest (as defined in 3 AAC 306.015(e)(1)) in the business for which a marijuana establishment license is issued, per 3 AAC 306.015(a).

**This form must be completed and submitted to AMCO's main office by each proposed licensee or affiliate before any license application will be considered complete.**

**Section 1 – Establishment Information**

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

Licensee:	FSE, Inc.	License Number:	10886		
License Type:	Marijuana Product Manufacturing Facility				
Doing Business As:	GOOD TITRATIONS				
Premises Address:	1770 Donald Ave, Suite B				
City:	Fairbanks	State:	AK	ZIP:	99701

**Section 2 – Individual Information**

Enter information for the individual licensee or affiliate.

Name:	Shaun Tacke
Title:	Chief Financial Officer
SSN:	[REDACTED]



Alaska Marijuana Control Board

# Form MJ-09: Statement of Financial Interest

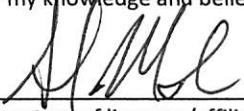
Alcohol and Marijuana Control Office  
550 W 7<sup>th</sup> Avenue, Suite 1600  
Anchorage, AK 99501  
[marijuana.licensing@alaska.gov](mailto:marijuana.licensing@alaska.gov)  
<https://www.commerce.alaska.gov/web/amco>  
Phone: 907.269.0350

## Section 3 – Certifications

I certify that no person other than a proposed licensee listed on my marijuana establishment license application has a direct or indirect financial interest, as defined in 3 AAC 306.015(e)(1), in the business for which a marijuana establishment license is being applied for.

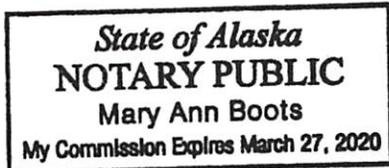
I further certify that any ownership change shall be reported to the board as required under 3 AAC 306.040.

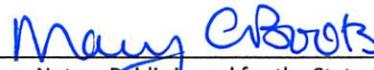
I declare under penalty of perjury that I have examined this form, including all accompanying schedules and statements, and to the best of my knowledge and belief find it to be true, correct, and complete.

  
\_\_\_\_\_  
Signature of licensee/affiliate

Shawn Tacke  
\_\_\_\_\_  
Printed name

Subscribed and sworn to before me this 9 day of August, 2016.



  
\_\_\_\_\_  
Notary Public in and for the State of Alaska.

My commission expires: March 27, 2020

**Alcohol & Marijuana Control Office****License Number:** 10886**License Status:** New**License Type:** Marijuana Product Manufacturing Facility**Doing Business As:** GOOD TITRATIONS**Business License Number:** 1040494**Designated Licensee:** Shaun Tacke**Email Address:** shaun.tacke@gmail.com**Local Government:** Fairbanks North Star Borough**Community Council:****Latitude, Longitude:** 64.483000, -147.445000**Physical Address:** 1770 Donald Ave  
Suite B  
Fairbanks, AK 99701  
UNITED STATES**Owner #1****Licensee Type:** Entity**Alaska Entity Number:** 10026238**Alaska Entity Name:** FSE, Inc.**Phone Number:** 907-978-7647**Email Address:** shaun.tacke@gmail.com**Mailing Address:** PO Box 82011  
Fairbanks, AK 99709  
UNITED STATES**Affiliate #1****Licensee Type:** Individual**Name:** Joanne Ellsworth**SSN:** [REDACTED]**Date of Birth:** 04/01/1954**Phone Number:** 907-451-9401**Email Address:** dickells74@gmail.com**Mailing Address:** 2581 Goldstream Rd  
Fairbanks, AK 99709  
UNITED STATES**Affiliate #2****Licensee Type:** Individual**Name:** Judy Bath**SSN:** [REDACTED]**Date of Birth:** 10/20/1952**Phone Number:** 907-488-9451**Email Address:** jkbath@hotmail.com**Mailing Address:** 545 Freeman Rd  
North Pole, AK 99705  
UNITED STATES**Affiliate #3****Licensee Type:** Individual**Name:** Melissa Cervantes**SSN:** [REDACTED]**Date of Birth:** 01/07/1977**Phone Number:** 662-694-9025**Email Address:** mbroach1@gmail.com**Mailing Address:** 607 Old Steese Hwy.  
Suite B209  
Fairbanks, AK 99701  
UNITED STATES**Affiliate #4****Licensee Type:** Individual**Name:** Frank Berardi**SSN:** [REDACTED]**Date of Birth:** 09/29/1982**Phone Number:** 907-231-2943**Email Address:** frankberardi185@gmail.com**Mailing Address:** 801 Pelican Way  
Fairbanks, AK 99709  
UNITED STATES**Affiliate #5****Licensee Type:** Individual**Name:** Seth Hawkins**SSN:** [REDACTED]**Date of Birth:** 02/16/1986**Phone Number:** 907-347-4372**Email Address:** sethhawkins@hotmail.com**Mailing Address:** PO Box 70018  
Fairbanks, AK 99707  
UNITED STATES

**Affiliate #6**

**Licensee Type:** Individual  
**Name:** Jeffrey Weltzin  
**SSN:** [REDACTED]  
**Date of Birth:** 12/03/1955  
**Phone Number:** 907-590-1304  
**Email Address:** jeffreyweltzin@gmail.com  
**Mailing Address:** 3844 Ullrbahn Rd  
Fairbanks, AK 99709  
UNITED STATES

**Affiliate #7**

**Licensee Type:** Entity  
**Alaska Entity Number:** 10039028  
**Alaska Entity Name:** U.N.ME, LLC  
**Phone Number:** 662-694-9025  
**Email Address:** mbroach1@gmail.com  
**Mailing Address:** 607 Old Steese Hwy.  
Ste. B #209  
Fairbanks, AK 99701  
UNITED STATES

**Affiliate #8**

**Licensee Type:** Individual  
**Name:** Brandon Emmett  
**SSN:** [REDACTED]  
**Date of Birth:** 04/20/1982  
**Phone Number:** 907-328-8529  
**Email Address:** brandonemmett4@gmail.com  
**Mailing Address:** 1299 Lowbush Lane  
Fairbanks, AK 99709  
UNITED STATES

**Affiliate #9**

**Licensee Type:** Individual  
**Name:** Dawson Carroll  
**SSN:** [REDACTED]  
**Date of Birth:** 11/22/1976  
**Phone Number:** 907-687-6097  
**Email Address:** tess\_w\_2@hotmail.com  
**Mailing Address:** 163 Carlyle Way  
Fairbanks, AK 99079  
UNITED STATES

**Affiliate #10**

**Licensee Type:** Individual  
**Name:** Curtis Franklin  
**SSN:** [REDACTED]  
**Date of Birth:** 07/02/1968  
**Phone Number:** 907-322-7945  
**Email Address:** curtfran68@gmail.com  
**Mailing Address:** 3760 Mitchell Ave  
Fairbanks, AK 99709  
UNITED STATES

**Affiliate #11**

**Licensee Type:** Individual  
**Name:** Shaun Tacke  
**SSN:** [REDACTED]  
**Date of Birth:** 06/16/1987  
**Phone Number:** 907-978-7647  
**Email Address:** shaun.tacke@gmail.com  
**Mailing Address:** PO Box 82011  
Fairbanks, AK 99709  
UNITED STATES

**Affiliate #12**

**Licensee Type:** Individual  
**Name:** Martin Tacke  
**SSN:** [REDACTED]  
**Date of Birth:** 07/21/1961  
**Phone Number:** 907-460-2472  
**Email Address:** marty.tacke@gmail.com  
**Mailing Address:** 1770 Donald Ave  
Fairbanks, AK 99701  
UNITED STATES

## REAL ESTATE LEASE

This Lease Agreement (this "Lease") is dated 8/01/2016, by and between MRT Properties, LLC ("Landlord"), and FSE, Inc., DBA Good Titrations ("Tenant"). The parties agree as follows:

**PREMISES.** Landlord, in consideration of the lease payments provided in this Lease, leases to Tenant Good Titrations (the "Premises") located at 1770 Donald Ave. Ste B, Fairbanks, AK 99701.

**LEGAL DESCRIPTION.** The legal description for the premises is: Lot 11 Block 11 Metro Industrial 5.

**TERM.** The lease term will begin on August 01, 2016 and will terminate on July 31, 2021.

**LEASE PAYMENTS.** Tenant shall pay to Landlord monthly installments of \$1,584.00 at Tenant option for renewal, payable in advance on the first day of each month, for a total lease payment of \$95,040.00. Not more than 20% increase rent. Lease payments shall be made to the Landlord at 1770 Donald Ave, Fairbanks, AK 99701, which address may be changed from time to time by the Landlord.

**POSSESSION.** Tenant shall be entitled to possession on the first day of the term of this Lease, and shall yield possession to Landlord on the last day of the term of this Lease, unless otherwise agreed by both parties in writing. At the expiration of the term, Tenant shall remove its goods and effects and peaceably yield up the Premises to Landlord in as good a condition as when delivered to Tenant, ordinary wear and tear excepted.

**USE OF PREMISES.** Tenant may use the Premises only for Production and retail of marijuana and marijuana product and all legal endeavors. The Premises may be used for any other purpose only with the prior written consent of Landlord, which shall not be unreasonably withheld. Tenant shall notify Landlord of any anticipated extended absence from the Premises not later than the first day of the extended absence.

**STORAGE.** Tenant shall be entitled to store items of personal property in 1770 Ste. B Donald Ave. Fairbanks AK during the term of this Lease. Landlord shall not be liable for loss of, or damage to, such stored items.

**PROPERTY INSURANCE.** Tenant shall maintain casualty insurance on the Premises in an amount not less than \$200,000.00. Landlord shall be named as an additional insured in such policies. Tenant shall deliver appropriate evidence to Landlord as proof that adequate insurance is in force issued by companies reasonably satisfactory to Landlord. Landlord shall receive advance written notice from the insurer prior to any termination of such insurance policies.

Tenant shall also maintain any other insurance which Landlord may reasonably require for the protection of Landlord's interest in the Premises. Tenant is responsible for maintaining casualty insurance on its own property.

LIABILITY INSURANCE. Tenant shall maintain liability insurance on the Premises in a total aggregate sum of at least \$200,000.00. Tenant shall deliver appropriate evidence to Landlord as proof that adequate insurance is in force issued by companies reasonably satisfactory to Landlord. Landlord shall receive advance written notice from the insurer prior to any termination of such insurance policies.

#### UTILITIES AND SERVICES.

Landlord shall be responsible for the following utilities and services in connection with the Premises:

- water and sewer
- gas

Tenant shall be responsible for the following utilities and services in connection with the Premises:

- electricity
- janitorial services
- telephone service
- prorated portion of heating costs attributable to Tenants use and occupancy of building

TAXES. Taxes attributable to the Premises or the use of the Premises shall be allocated as follows:

REAL ESTATE TAXES. Landlord shall pay all real estate taxes and assessments for the Premises.

PERSONAL TAXES. Landlord shall pay all personal taxes and any other charges which may be levied against the Premises and which are attributable to Tenant's use of the Premises, along with all sales and/or use taxes (if any) that may be due in connection with lease payments.

DEFAULTS. Tenant shall be in default of this Lease if Tenant fails to fulfill any lease obligation or term by which Tenant is bound. Subject to any governing provisions of law to the contrary, if Tenant fails to cure any financial obligation within 15 days (or any other obligation within 30 days) after written notice of such default is provided by Landlord to Tenant, Landlord may take possession of the Premises without further notice (to the extent permitted by law), and without prejudicing Landlord's rights to damages. In the alternative, Landlord may elect to cure any default and the cost of such action shall be added to Tenant's financial obligations under this Lease. Tenant shall pay all costs, damages, and expenses (including reasonable attorney fees and expenses) suffered by Landlord by reason of Tenant's defaults. All sums of money or charges required to be paid by Tenant under this Lease shall be additional rent, whether or not such sums or charges are designated as "additional rent". The rights provided by this paragraph

are cumulative in nature and are in addition to any other rights afforded by law.

**LATE PAYMENTS.** For any payment that is not paid within 15 days after its due date, Tenant shall pay a late fee of \$250.00.

**HOLDOVER.** If Tenant maintains possession of the Premises for any period after the termination of this Lease ("Holdover Period"), Tenant shall pay to Landlord lease payment(s) during the Holdover Period at a rate equal to the most recent rate preceding the Holdover Period. Such holdover shall constitute a month-to-month extension of this Lease.

**CUMULATIVE RIGHTS.** The rights of the parties under this Lease are cumulative, and shall not be construed as exclusive unless otherwise required by law.

**NON-SUFFICIENT FUNDS.** Tenant shall be charged \$100.00 for each check that is returned to Landlord for lack of sufficient funds.

**REMODELING OR STRUCTURAL IMPROVEMENTS.** Tenant shall have the obligation to conduct any construction or remodeling (at Tenant's expense) that may be required to use the Premises as specified above. Tenant may also construct such fixtures on the Premises (at Tenant's expense) that appropriately facilitate its use for such purposes. Such construction shall be undertaken and such fixtures may be erected only with the prior written consent of the Landlord which shall not be unreasonably withheld. Tenant shall not install awnings or advertisements on any part of the Premises without Landlord's prior written consent. At the end of the lease term, Tenant shall be entitled to remove (or at the request of Landlord shall remove) such fixtures, and shall restore the Premises to substantially the same condition of the Premises at the commencement of this Lease.

Landlord has agreed to complete \$25,000.00 of requested improvements in exchange for 625 shares of FSE, INC.

**ACCESS BY LANDLORD TO PREMISES.** Subject to Tenant's consent (which shall not be unreasonably withheld), Landlord shall have the right to enter the Premises to make inspections, provide necessary services, or show the unit to prospective buyers, mortgagees, tenants or workers. However, Landlord does not assume any liability for the care or supervision of the Premises. As provided by law, in the case of an emergency, Landlord may enter the Premises without Tenant's consent. During the last three months of this Lease, or any extension of this Lease, Landlord shall be allowed to display the usual "To Let" signs and show the Premises to prospective tenants. Landlord must abide by Tenant's visitor policy and ensure that no agent or prospective tenant of Landlord attempts to enter the property that is under the age of 21, presents a valid state or federal identification card, and remains in eyesight of a designated agent of Tenant's at all times.

**INDEMNITY REGARDING USE OF PREMISES.** To the extent permitted by law, Tenant agrees to indemnify, hold harmless, and defend Landlord from and against any and all losses, claims, liabilities, and expenses, including reasonable attorney fees, if any, which Landlord may suffer or incur in connection with Tenant's possession, use or misuse of the Premises, except Landlord's act or negligence.

COMPLIANCE WITH REGULATIONS. Tenant shall promptly comply with all laws, ordinances, requirements and regulations of the state, county, municipal and other authorities, and the fire insurance underwriters. However, Tenant shall not by this provision be required to make alterations to the exterior of the building or alterations of a structural nature.

ACKNOWLEDGEMENT OF USE FOR MARIJAUNA COMMERICAL ACTIVITIES:  
Landlord is aware of and agrees this premises shall be used for marijuana state and local licensed commercial activities.

MECHANICS LIENS. Neither the Tenant nor anyone claiming through the Tenant shall have the right to file mechanics liens or any other kind of lien on the Premises and the filing of this Lease constitutes notice that such liens are invalid. Further, Tenant agrees to (1) give actual advance notice to any contractors, subcontractors or suppliers of goods, labor, or services that such liens will not be valid, and (2) take whatever additional steps that are necessary in order to keep the premises free of all liens resulting from construction done by or for the Tenant.

ARBITRATION. Any controversy or claim relating to this contract, including the construction or application of this contract, will be settled by binding arbitration under the rules of the American Arbitration Association, and any judgment granted by the arbitrator(s) may be enforced in any court of proper jurisdiction.

NOTICE. Notices under this Lease shall not be deemed valid unless given or served in writing and forwarded by mail, postage prepaid, addressed as follows:

LANDLORD:

MRT Properties, LLC  
1770 Donald Ave,  
Ste. A  
Fairbanks, AK 99701

TENANT:

FSE, INC.  
801 Pelican Way  
Fairbanks, AK 99709

Such addresses may be changed from time to time by either party by providing notice as set forth above. Notices mailed in accordance with the above provisions shall be deemed received on the third day after posting.

GOVERNING LAW. This Lease shall be construed in accordance with the laws of the State of Alaska.

ENTIRE AGREEMENT/AMENDMENT. This Lease Agreement contains the entire agreement of the parties and there are no other promises, conditions, understandings or other

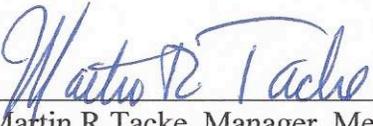
agreements, whether oral or written, relating to the subject matter of this Lease. This Lease may be modified or amended in writing, if the writing is signed by the party obligated under the amendment.

SEVERABILITY. If any portion of this Lease shall be held to be invalid or unenforceable for any reason, the remaining provisions shall continue to be valid and enforceable. If a court finds that any provision of this Lease is invalid or unenforceable, but that by limiting such provision, it would become valid and enforceable, then such provision shall be deemed to be written, construed, and enforced as so limited.

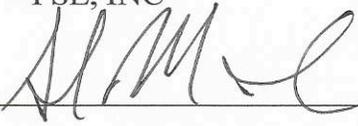
WAIVER. The failure of either party to enforce any provisions of this Lease shall not be construed as a waiver or limitation of that party's right to subsequently enforce and compel strict compliance with every provision of this Lease.

BINDING EFFECT. The provisions of this Lease shall be binding upon and inure to the benefit of both parties and their respective legal representatives, successors and assigns.

LANDLORD – MRT Properties, LLC

  
\_\_\_\_\_ Date: August 01, 2016  
Martin R Tacke, Manager, Member

TENANT – FSE, INC

By:  \_\_\_\_\_ Shaun M Tacke,  
CFO

By:  \_\_\_\_\_ Frank Berardi,  
CEO

By:  \_\_\_\_\_ Date: August 01, 2016  
Brandon Emmett,  
COO

## Final Checklist for Commercial Real Estate Lease

Property Address: 1770 Donald Ave. Ste B

Fairbanks, AK 99701

July 16, 2016

### Make It Legal

- The Commercial Real Estate Lease should be signed by Shaun M Tacke
- The Commercial Real Estate Lease should also be signed by \_\_\_\_\_
- Some states require that if a Lease exceeds a specified number of years, it must be recorded in the public records, which, in turn, usually requires that the document be notarized. If the original term of the Lease will extend beyond one year, you should review the specific requirements of the governing state with respect to notarizing and/or recording the Lease.

### Copies

Give a signed copy of the Lease to:

- FSE, INC
- MRT Properties, LLC

### When to Consult a Lawyer

- \* State laws vary on the amount that may be charged as a late payment fee. Consult an attorney to determine whether limits apply in your state.
- \* Consult an attorney to determine whether the laws of your state limit the amount that may be charged for checks returned due to non-sufficient funds.

### Reasons to Update

- \* Current lease is expiring and property will be re-leased.
- \* Change in circumstances of either Landlord or Tenant which requires changes in lease, mutually agreed upon by both parties.

AFFP  
FSE, Inc

### **Affidavit of Publication**

UNITED STATES OF AMERICA  
STATE OF ALASKA  
FOURTH DISTRICT } SS.

Before me, the undersigned, a notary public, this day personally appeared Tameka Ambersley, who, being first duly sworn, according to law, says that he/she is an Advertising Clerk of the Fairbanks Daily News-Miner, a newspaper (i) published in newspaper format, (ii) distributed daily more than 50 weeks per year, (iii) with a total circulation of more than 500 and more than 10% of the population of the Fourth Judicial District, (iv) holding a second class mailing permit from the United States Postal Service, (v) not published primarily to distribute advertising, and (vi) not intended for a particular professional or occupational group. The advertisement which is attached is a true copy of the advertisement published in said paper on the following day(s):

August 04, 2016, August 11, 2016, August 18, 2016

and that the rate charged thereon is not excess of the rate charged private individuals, with the usual discounts.



\_\_\_\_\_  
Advertising Clerk

Subscribed to and sworn to me this 18th day of August 2016.



\_\_\_\_\_  
Marena Burnell, Notary Public in and for the State Alaska.

My commission expires: December 07, 2017

00008796 00036747

SHAUN TACKE  
FSE, INC  
801 PELICAN WAY  
FAIRBANKS, AK 99709

36747

FSE, Inc  
is applying under 3 AAC 306.500(a)(1) for a new  
Marijuana Product Manufacturing  
Facility License,  
license # 10886,  
doing business as  
GOOD TITRATIONS  
located at  
1770 Donald Ave, Suite B, Fairbanks, AK, 99701,  
UNITED STATES.

Interested persons should submit written  
comment or objection  
to their local  
government, the  
applicant, and to the  
Alcohol & Marijuana Control Office at 550 W 7th  
Ave, Suite 1600, Anchorage, AK 99501 or to  
marijuana.licensing@alaska.gov not later than 30  
days after this notice of  
application.

Publish: August 4, 11 & 18, 2016

**NOTARY PUBLIC**  
**M. BURNELL**  
**STATE OF ALASKA**  
My commission Expires December 7, 20\_\_\_\_

NOTARY PUBLIC  
M. BURNELL  
STATE OF ALASKA  
My Commission Expires December 7, 20

# Drop-Off Summary

Click on a filename or icon to download that file.

Filename	Type	Size	Description
 10886 Entity Documents.pdf	application/pdf	8.0 MB	10886 Entity Documents
 10886 Food Safety Permit Application.pdf	application/pdf	4.1 MB	10886 Food Safety Permit Application
 10886 MJ-00 Application Certifications.pdf	application/pdf	8.5 MB	10886 MJ-00 Application Certifications
 10886 MJ-01 Operating Plan.pdf	application/pdf	6.8 MB	10886 MJ-01 Operating Plan
 10886 MJ-02 Premises Diagram.pdf	application/pdf	1.1 MB	10886 MJ-02 Premises Diagram
 10886 MJ-05 Manufacturing Supplemental.pdf	application/pdf	4.5 MB	MJ-05
 10886 MJ-07 Public Notice Posting Affidavit.pdf	application/pdf	1.5 MB	10886 MJ-07 Public Notice Posting Affidavit
 10886 MJ-08 Local Government Notice Affidavit.pdf	application/pdf	1.6 MB	10886 MJ-08 Local Government Notice Affidavit
 10886 MJ-09 Statement of Financial Interest_Redacted.pdf	application/pdf	7.9 MB	10886 MJ-09 Statement of Financial Interest_Redacted
 10886 Online Application_Redacted.pdf	application/pdf	107.5 KB	10886 Online Application_Redacted
 10886 POPPP.pdf	application/pdf	1.9 MB	10886 POPPP
 10886 Publisher's Affidavit.pdf	application/pdf	338.9 KB	10886 Publisher's Affidavit

12 files

## From:

Jane Preston Sawyer (jane.sawyer@alaska.gov) State of Alaska-AMCO from 10.3.202.44 on 17 Nov 2016 12:22:53 PM

## To:

(kmajor@fnsb.us)

(mayor@fnsb.us)

(llivingston@fnsb.us)

## Comments:

New marijuana product manufacturing facility:  
Good Titrations #10886



# Fairbanks North Star Borough

## All Data Report

PAN# 0562874

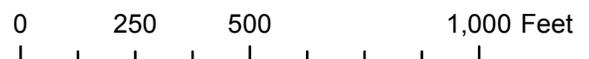
Printed on: 11/18/2016



Proximity and Zoning Map

**Property Information for PAN#: 0562874**  
 PROPERTY DESCRIPTION: METRO INDUSTRIAL AIR PARK 5TH ADD, BLOCK: 11, LOT: 11  
 OWNER: Tacke Martin R  
 SITUS ADDRESS: 1770 Donald Ave  
 ZONING: HI (100%)  
 COMMUNITY PLANNING PERMITS:  
 Flood Plain: 20130004  
 Zoning: 17682

**GOOD TITRATIONS**  
**Marijuana License - New - #10886**  
**Product Manufacturing Facility**



The Fairbanks North Star Borough does not warrant the accuracy of maps or data provided, nor their suitability for any particular application. There may be errors in the data.

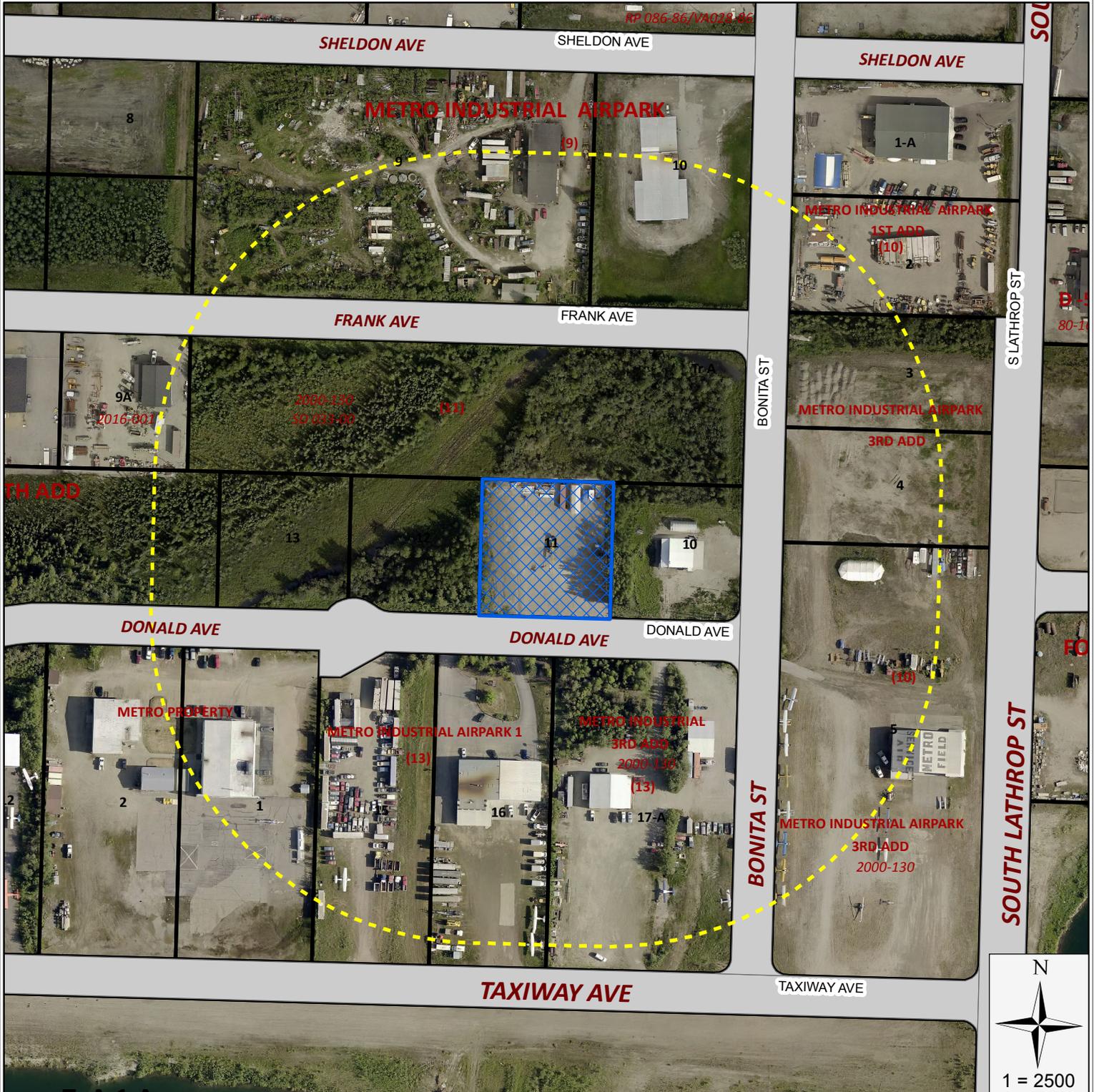


# Fairbanks North Star Borough

## All Data Report

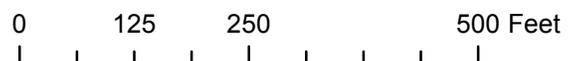
PAN# 0562874

Printed on: 11/18/2016



500' Buffer Map

**GOOD TITRATIONS**  
**Marijuana License - New - #10886**  
**Product Manufacturing Facility**



**Property Information for PAN#: 0562874**

PROPERTY DESCRIPTION: METRO INDUSTRIAL 5, BLOCK: 11, LOT: 11  
 OWNER: Tacke Martin R  
 SITUS ADDRESS: 1770 Donald Ave  
 ZONING: HI (100%)  
 COMMUNITY PLANNING PERMITS:  
 Flood Plain: 20130004  
 Zoning: 17682

The Fairbanks North Star Borough does not warrant the accuracy of maps or data provided, nor their suitability for any particular application. There may be errors in the data.



**Fairbanks North Star Borough  
Department of Community Planning**

P.O. Box 71267  
Fairbanks, Alaska 99707-1267

Phone: (907) 459-1260

Fax: (907) 459-1255

planning@co.fairbanks.ak.us

**Zoning Permit Number: 17682**

This permit is issued based on the lot dimensions and zone applicable to the lot on the date of issuance. If prior to construction, the zone or the lot dimensions change, this permit will no longer be valid and a new permit must be obtained.

**General Information**

**Date:** 11/16/2016

**Applicant:** TACKE SHAUN

**Mailing Address:** PO BOX 82011, FAIRBANKS AK 99708

**Telephone:** 907-978-7647

**Cell Phone:**

**Email:**

**Property Description:** 0562874 LOT 11 BLOCK 11 METRO

**Site Address:** 1770 DONALD AVE

**Existing Use:** Industrial

**Structure:** Warehouses

**Proposed Use:** Commercial

**Structure:** Marijuana product manufacturing facility, unlimited : Including butane extraction methods

**Dwelling Units:** 0

**New:** 0

**Existing:** 0

**Building Height (stories):** 1

**Total Area of Structure:** 1,440 SF

**New:** 0 SF

**Existing:** 1,440 SF

**Lot Size:** 41,555 SF

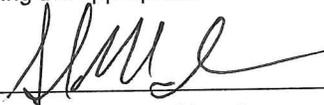
**Est. Construction Cost:** \$0

**Note:** Front Yard Setback 75', East Side Yard Setback 89', West Side Yard Setback 48', Rear Yard Setback 74'

This permit is for marijuana product manufacturing, unlimited in 1440 square feet (60' by 24'). Extraction methods that include Butane, N-Butane, ethanol, and Iso-Butane are to be utilized.

Please check with the Alaska Department of Public Safety, Division of Fire and Life Safety for any permit requirements.

- I certify that I am the owner or that I am authorized to act for the owner of the property.
- I certify that this information is to the best of my knowledge true and complete.
- I acknowledge and will comply with the conditions set forth in this zoning permit.
- I understand that the holder of this permit is required to comply with all other applicable laws, including city, borough, state and federal laws.
- I agree to submit current and accurate documents if the site plan or other application materials are changed subsequent to issuance of this permit.
- I understand that this permit is appealable and that this appeal must be submitted and perfected within 15 days of the date of the decision in accordance with FNSBC 18.104.090.
- This permit is issued contingent upon the applicant obtaining the appropriate State of Alaska Commercial Marijuana Facility License.

  
 \_\_\_\_\_  
 Applicant Signature

11/17/2016  
 \_\_\_\_\_  
 Date

**Zoning Specifications**

Flood Zone: AE (100%)

Existing Zone: HI (100%)  
 Minimum Lot Size: 0  
 Front Yard Req: 10  
 Side Yard Req: 0  
 Rear Yard Req: 0

Road Service Area: No  
 Parking Spaces Req: 3  
 Building Type: Principal

**Conditions**

Floodplain Permit Required: Yes

FNSB Driveway Permit Required: No

Conditions: Marijuana product manufacturing facility

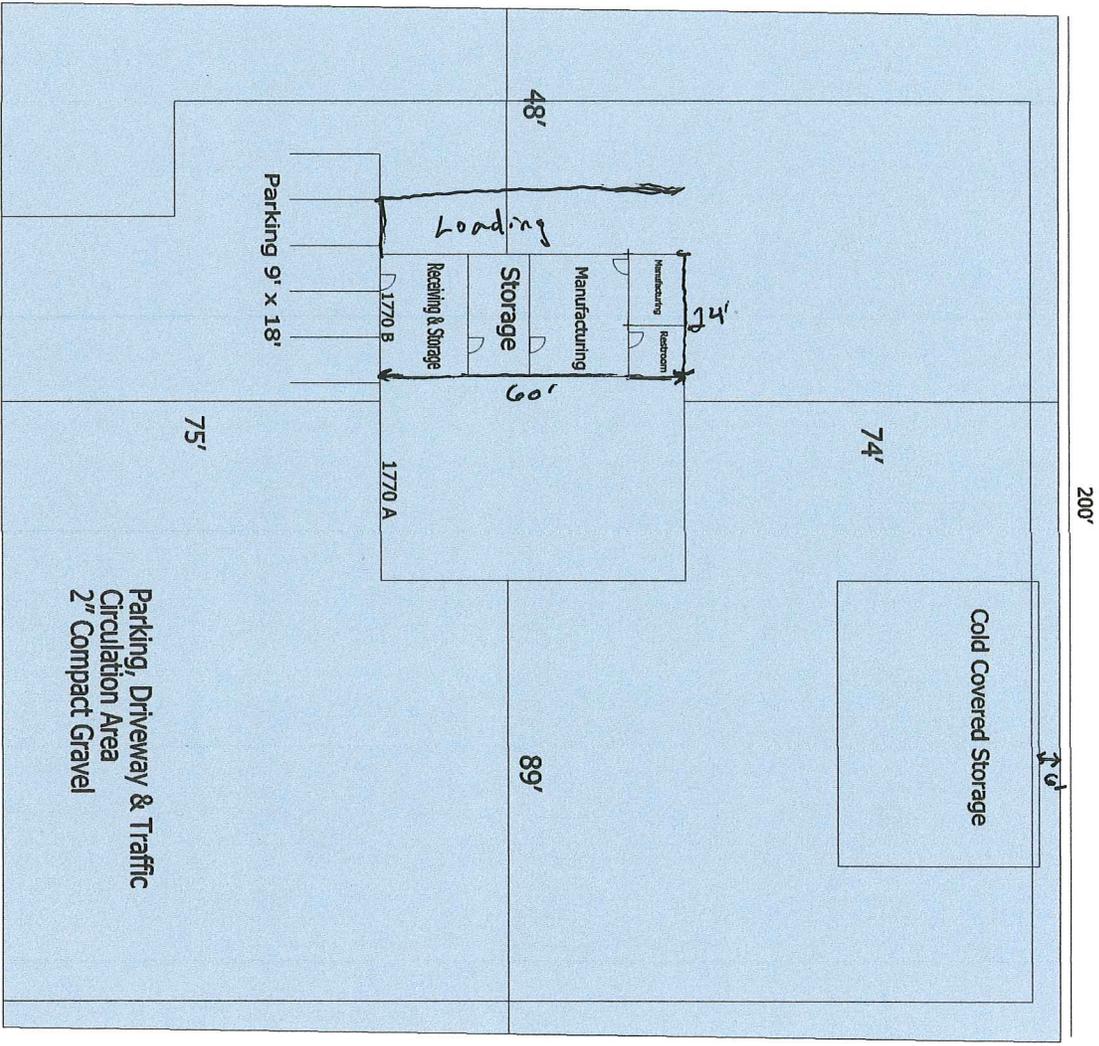
Reasons: Marijuana product manufacturing facility, unlimited meets Title 18 requirements

Permit Approval: Approved

S. Wasinger  
 \_\_\_\_\_  
 Zoning Official: Wasinger, S

11/16/2016  
 \_\_\_\_\_  
 Date

*This is a Fairbanks North Star Borough Community Planning Department Zoning Permit. Please contact other departments and agencies to obtain permits as necessary.*



**Donald Avenue**

No Signage

209'



20 ft

Comm. Planning Dept

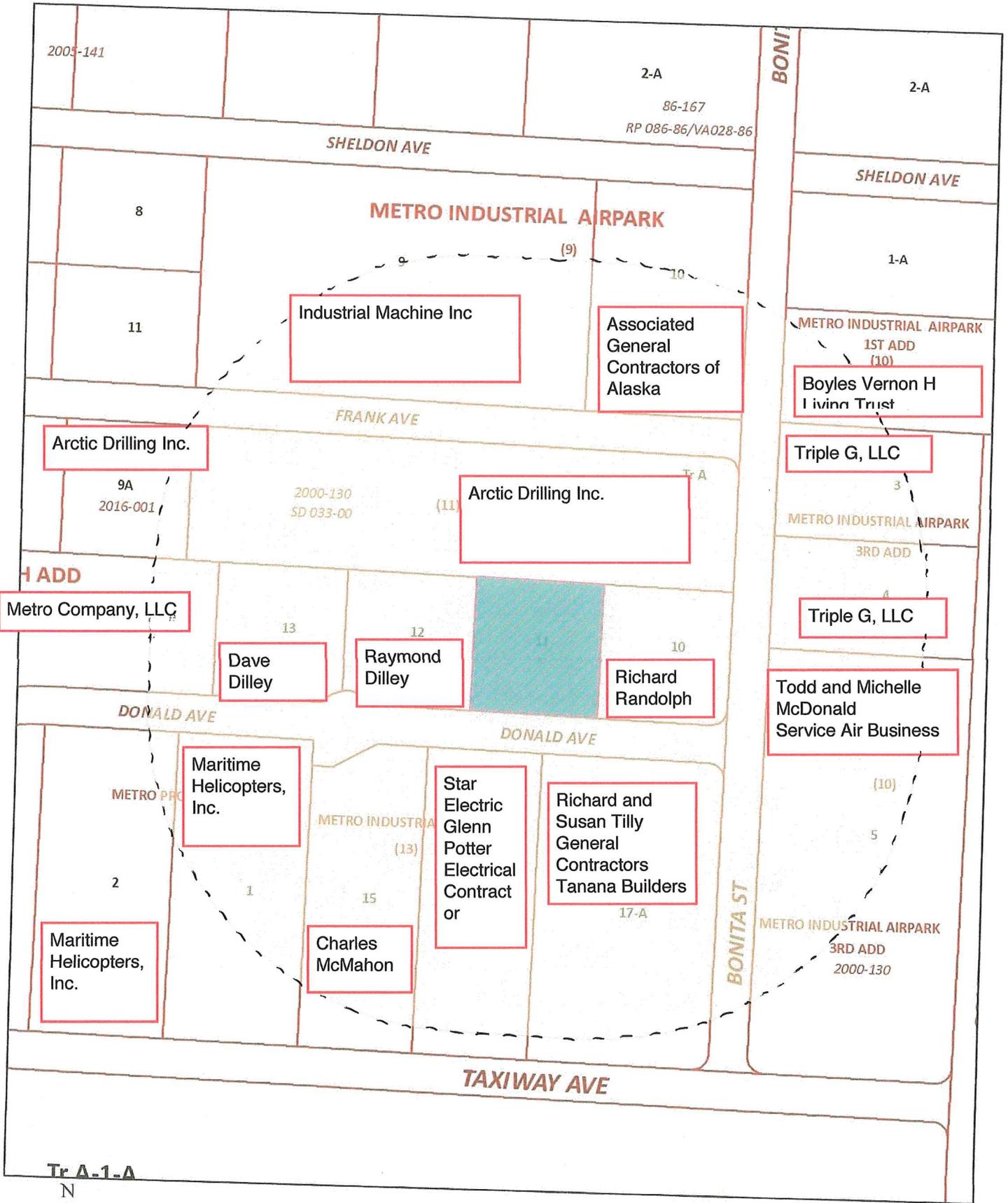
NOV 08 2016

RECEIVED

Good Titrations will employ the following methods/techniques and equipment to create and process marijuana concentrate and other marijuana by-products and extractions: Closed loop extractor that uses Butane, N-Butane, ethanol, and Iso-Butane for extraction. Also used is a recovery pump, filter drier, Erlenmeyer flasks and magnetic stirring plate, vacuum assisted Whatman filtration system and filter vacuum flask and rotary evaporator.

The facility may also use methods of extraction that do not require solvents such as keif sifting, coldwater/dry ice methods, and heat-press for rosin extracting in the future.

Comm. Planning Dept  
NOV 08 2016 *df*  
RECEIVED



2005-141

2-A

86-167

RP 086-86/VA028-86

SHELDON AVE

SHELDON AVE

**METRO INDUSTRIAL AIRPARK**

8

(9)

10

Industrial Machine Inc

Associated  
General  
Contractors of  
Alaska

11

1-A

METRO INDUSTRIAL AIRPARK

1ST ADD  
(10)

Boyles Vernon H  
Living Trust

FRANK AVE

Arctic Drilling Inc.

Arctic Drilling Inc.

9A  
2016-001

2000-130  
SD 033-00

(11)

Triple G, LLC

1ST ADD

METRO INDUSTRIAL AIRPARK

3RD ADD

Metro Company, LLC

Triple G, LLC

13  
Dave Dilley

12  
Raymond Dilley

10  
Richard Randolph

Todd and Michelle  
McDonald  
Service Air Business

DONALD AVE

DONALD AVE

Maritime  
Helicopters,  
Inc.

Star  
Electric  
Glenn  
Potter  
Electrical  
Contract  
or

Richard and  
Susan Tilly  
General  
Contractors  
Tanana Builders

METRO PRC

METRO INDUSTRIAL

(13)

2

1

15

17-A

Maritime  
Helicopters,  
Inc.

Charles  
McMahon

METRO INDUSTRIAL AIRPARK

3RD ADD  
2000-130

BONITA ST

TAXIWAY AVE

Tr A-1-A

N

