

BY-LAWS
OF
N&N ASSOCIATES, INC

ARTICLE I

NAME

1. Name. The name of the Corporation is **N&N ASSOCIATES, INC** (the “Corporation”).

ARTICLE II

OFFICES AND REGISTERED AGENT

1. Principal Office. The principal office of the Corporation and such other offices as it may established shall be located at such place or places, either within or without the State of Rhode Island, as may be designated by the Board of Directors.

2. Registered Office. The Corporation shall continuously maintain within the State of Rhode Island a registered office in compliance with the State of Rhode Island Nonprofit Corporation Act.

3. Registered Agent; Changes. The Corporation shall continuously maintain within the State of Rhode Island a registered agent in compliance with the Rhode Island Nonprofit Corporation Act.

ARTICLE III

MEMBERS

1. Members. In accordance with Rhode Island General Laws § 7-6-15, the Corporation need not have Members, or may have Members, or such class or classes of Members as may be determined by the Board of Directors from time-to-time. As of the time of original formation of the Corporation, it shall have no Members.

ARTICLE IV

BOARD OF DIRECTORS

1. General Powers and Duties. Management of the affairs of the Corporation shall be vested in its Board of Directors. The Board of Directors shall possess, and may exercise, any and all powers granted to the Corporation under its Articles of Incorporation (the “Articles”) and the Rhode Island Nonprofit Corporation Act, subject to any limitations set forth herein or in the Articles.

2. Number. The number of Directors shall be fixed by resolution of the Board of Directors, but shall not be less than three (3), nor more than nine (9).

3. Qualifications. Directors need not be residents of the State of Rhode Island. No person shall serve as a Director of the Corporation if he or she has a direct or indirect personal or financial relationship which would materially impair his or her ability to act solely in the interests of the Corporation. Whenever a Director has a direct or indirect personal or financial interest in a particular transaction or other decision to come before the Board of Directors, he or she shall disclose such personal or financial interest to the Board of Directors, which shall take such action, including disqualification, as it determines to be appropriate.

4. Election; Terms. Directors shall serve a (1) year term. Otherwise, the term of office of any individual Director shall terminate upon the effective date of his or her resignation, which may be made at any time by giving notice thereof in writing; upon his or her death; or upon a vote of a majority of the entire Board then in office to remove him or her from office. New Directors shall be elected to the Board by the majority vote of the Board then in office. A Director may succeed him or herself.

5. Quorum; Voting. One-half (1/2) of the entire membership of the Board of Directors then in office shall constitute a quorum for the transaction of any business. In no case shall a quorum consist of less than two (2) Directors. In the absence of a quorum, a majority of those members present may adjourn the meeting. The affirmative vote of a majority of the Directors present at a Board meeting at which a quorum is present shall be necessary and sufficient to the making of decisions by the Board, except as a larger vote may at any time be otherwise specifically required by the Rhode Island Nonprofit Corporation Act, the Articles of Incorporation, or these By-Laws. Each Director shall have one vote. All voting at meetings shall be done personally and no proxy voting shall be allowed.

6. Meetings. The Board of Directors shall meet at least once a year for an “Annual Meeting.” Special meetings of the Board of Directors may be called by the Chairman, or by the Chairman or Secretary upon the written request of one-third of the Board. Regular or special meetings may be held either within or without the State of Rhode Island and shall be held at such times and in such places as the Board of Directors may determine in advance.

7. Notice. At least ten (10) days’ notice shall be given to each Director of a regular meeting of the Board of Directors, provided that the Corporation may provide a single notice of all regularly scheduled meetings for that year without having to give notice of each meeting individually. A special meeting of the Board of Directors may be held upon notice of two (2) days, unless an emergency requires a shorter period of notice. Notice of a meeting of the Board of Directors shall specify the date, time, and place of the meeting, but, except as provided in Article IX of these By-Laws (relating to amendment of the Articles and By-Laws), need not specify the purpose for the meeting or the business to be conducted. Notice must be either delivered personally to each Director or mailed (including without limitation by sending a fax or electronic mail) to his or her

address on record with the Corporation. If such notice is given by mail, it shall be deemed delivered when deposited in the United States mail properly addressed and with postage prepaid thereon. If such notice is given by fax or electronic mail, it shall be deemed delivered when transmitted. Notwithstanding the foregoing, a Director may waive notice of any regular or special meeting of the Board of Directors by written statement filed with the Board of Directors, or by oral statement at any such meeting. Attendance at a meeting of the Board of Directors shall also constitute a waiver of notice, except where a Director states that he or she is attending for the purpose of objecting to the conduct of business on the ground that the meeting was not lawfully called or convened.

8. Unanimous Consent. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting, provided all Directors consent in writing and set forth in the same writing the action or decision taken or made. Consent in writing shall have the same force and effect as a unanimous vote, and may be described as such in any document executed by or on behalf of the Corporation.

9. Compensation. No Director shall be compensated for his or her service as a Director, unless otherwise decided by the Board of Directors. Directors may be reimbursed for expenses incurred for the purposes of participating in meetings of the Board and while otherwise acting on behalf of the Corporation.

10. Loans. The Corporation shall not lend money to or guarantee the obligation of a Director, except that the Corporation may provide: (1) an advance to pay reimbursable expenses reasonably expected to be incurred by a Director; or (2) advances pursuant to Article VIII of these By-Laws.

11. Teleconferencing. One or more Directors may participate in a meeting by means of a conference telephone or similar communications equipment through which all Directors

participating in the meeting can speak to and hear each other at the same time, provided that each person entitled to participate in the meeting consents to the meeting being held by such means. Participation by such means shall constitute presence in person at the meeting.

ARTICLE V

COMMITTEES

1. Executive Committee. By a vote of a majority of all the Directors in office, the Board of Directors may designate an Executive Committee consisting of one or more Directors. The Board of Directors may designate one or more of the Directors as alternate members of the Executive Committee, who may replace any absent or disqualified member at any meeting of the Committee upon the request of the Chairman. Except as otherwise required by law or these By-Laws, the Executive Committee shall have such authority as the Board of Directors shall grant to it for the management of the Corporation. In the absence of a resolution expressly granting authority to the Executive Committee, the Executive Committee shall have authority to act for the Board of Directors, except that it shall not have authority to alter or amend these By-Laws; to remove or appoint members of the Board of Directors; to elect or remove the Officers or executive director, if any; to fill vacancies on a committee created under this Article V; to authorize distributions; or to adopt an annual budget. The Executive Committee shall keep regular minutes of its proceedings and shall report the same to the Board of Directors when required. Vacancies in the Executive Committee shall be filled by the Board of Directors at a regular or special meeting.

2. Other Committees. The Board of Directors may create other committees consisting of Directors or other persons, which committees shall have such authority as the Board of Directors may by law and these By-Laws direct; provided that any committee that includes persons other than Directors may not exercise any powers of the Board of Directors. And provided further that

no committee shall have the authority to alter or amend these By-Laws; to remove or appoint members of the Board of Directors; to elect or remove the Officers or executive Director, if any; to fill vacancies on a committee created under this Article V; to authorize distributions; or to adopt an annual budget.

ARTICLE VI

OFFICERS

1. Officers. The Officers of the Corporation shall consist of a Chairman, a Treasurer, a Secretary, and such other Officers and assistant Officers as the Board of Directors may from time-to-time elect. The duties of any such Officers and assistant Officers shall be fixed by the Board of Directors, or by the Chairman if authorized to do so by the Board of Directors.

2. Terms. The Officers shall be elected by the Board of Directors and shall hold office for a one-year term from the effective date of their election. An individual may serve as an Officer for succeeding terms without limitation. The term of office of any Officer shall terminate upon the effective date of his or her resignation submitted orally or in writing to the Board of Directors; upon his or her death; or upon a majority vote of the Board to remove him or her from office.

3. Qualifications. Officers may, but need not be, Directors of the Corporation. Any two or more offices may be held by the same person.

4. General Powers and Duties. The duties and powers of the Officers of the Corporation shall be as provided in these By-Laws or (except to the extent they are inconsistent with these By-Laws) shall be those customarily exercised by corporate officers holding such offices.

5. Chairman. The Chairman shall act as the chief executive officer of the Corporation, shall supervise all of the affairs of the Corporation in accordance with policies and directives approved by the Board of Directors, and shall perform such other duties as the Board of Directors may from

time-to-time prescribe. The Chairman shall have the power to change the registered agent and registered office of the Corporation.

6. Secretary. The Secretary shall record or cause to be recorded all votes and minutes of all proceedings of the Board of Directors. He or she shall give or cause to be given notice of all meetings, and shall perform such other duties as may be prescribed by the Board of Directors or the Chairman.

7. Treasurer. The Treasurer shall keep or cause to be kept full and accurate account of the receipts and disbursements of the Corporation, and shall deposit or cause to be deposited all moneys and other assets in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. He or she shall disburse or cause to be disbursed corporate funds, making proper vouchers for such disbursements, and shall render to the Chairman and the Board, upon request, an accounting of all his or her transactions as Treasurer and of the financial condition of the Corporation. He or she shall also perform such other duties as the Board of Directors may prescribe.

8. Inspections. Both the Secretary and Treasurer shall permit any Director or his or her duly authorized attorney to inspect all books and records of the Corporation, for any proper purpose at any reasonable time.

9. Loans. The Corporation shall not lend money to or guarantee the obligation an officer of the Corporation; except that the Corporation may provide: (1) an advance to pay reimbursable expenses reasonably expected to be incurred by a Director; or (2) advances pursuant to Article VII of these By-Laws.

ARTICLE VII

INDEMNIFICATION AND INSURANCE

The Corporation shall indemnify and hold harmless any Director of the Corporation to the maximum extent allowed by the Rhode Island Nonprofit Corporation Act. In providing indemnification under this Article VIII, the Corporation shall follow the procedures, if any, described in said Act. Further, the Corporation shall indemnify and advance expenses to an Officer who is party to a proceeding because he or she is or was an officer of the Corporation:

(A) to the same extent as a Director; and

(B) if he or she is an Officer but not a Director, to such further extent as may be provided by the Articles of Incorporation, the By-Laws, a resolution of the Board of Directors, except for:

- a. Liability in connection with a proceeding by or in the right of the Corporation other than for reasonable expenses incurred in connection with the proceeding;
or
- b. Liability arising out of conduct that constitutes:
 - i. Receipt by the officer of a financial benefit to which the officer is not entitled;
 - ii. an intentional infliction of harm on the Corporation or the members; or
 - iii. an intentional violation of criminal law.

ARTICLE VII

MISCELLANEOUS PROVISIONS

1. Fiscal Year. The annual accounting period of the Corporation shall begin on January 1 of each year, unless changed by the Board of Directors.

2. Checks. All checks, drafts, or other orders for the payment of money shall be signed by such Officer or Officers or such other person or persons as the Board of Directors may from time-to-time designate.

3. Contracts. All contracts, notes or other evidences of indebtedness, and leases of space for the Corporation shall be signed by such officer or Officers or such other person or persons as the Board of Directors may from time-to-time designate.

4. Records. The Corporation shall keep as permanent records minutes of all meetings of its Board of Directors, and any designated body, and a record of all actions taken by the Board of Directors, or members of a designated body without a meeting, and a record of all actions taken by a committee of the board of directors or a designated body on behalf of the Corporation. The Corporation shall keep a copy of the following records at its principal office: (1) Articles of Incorporation or restated Articles of Incorporation and all amendments thereto currently in effect; (2) these By-Laws or restated By-Laws and all amendments thereto currently in effect; (3) minutes and records described in this section for the past three (3) years; (4) a list of the names and business addresses of its current Directors and Officers; and (5) the most recent Annual Report filed with the Rhode Island Secretary of State.

ARTICLE IX

AMENDMENTS

1. Amendments to By-Laws. The By-Laws may be altered or amended, or new By-Laws adopted, at any meeting of the Board of Directors, by a vote of a majority of the directors in office, if at least ten (10) days' written notice is given of the intention to take such action at such meeting.

2. Amendments to Articles. The Articles of Incorporation may be altered or amended, or new Articles adopted, at any meeting of the Board of Directors, by a vote of a majority of the directors

in office, if at least ten (10) days written notice is given of the intention to take such action at such meeting.

3.

Adopted on the 20TH day of October, 2019.

Secretary



HOME BUSINESS PORTAL ELECTIONS CIVICS AND EDUCATION

Entity Summary

ID Number: 001699068

[Request certificate](#)

[New search](#)

Summary for: N & N Associates, Inc.

The exact name of the Domestic Non-Profit Corporation: N & N Associates, Inc.		
Entity type: Domestic Non-Profit Corporation		
Identification Number: 001699068		
Date of Incorporation in Rhode Island: 08-15-2019 Effective Date: 08-15-2019		
The location of the Principal Office: Address: City or Town, State, Zip, Country:		
Agent Resigned: N Address Maintained: Y		
The name and address of the Registered Agent: Name: SCHECTMAN HALPERIN SAVAGE, LLP Address: 1080 MAIN STREET City or Town, State, Zip, Country: PAWTUCKET, RI 02860 USA		
The Officers and Directors of the Corporation:		
Title	Individual Name	Address
DIRECTOR	CAROL ZIERHOFFER	901 MALLARD CIRCLE ARNOLD, MA 21012 USA
DIRECTOR	GARY ZIERHOFFER	901 MALLARD CIRCLE ARNOLD, MD 21012 USA
DIRECTOR	THOMAS L. DEPETRILLO	179 SUMMIT VIEW LANE NORTH KINGSTOWN, RI 02852 USA
DIRECTOR	NICHOLAS MOCERI	176 BOYLSTON DRIVE CRANSTON, RI 02921 USA
DIRECTOR	MICHOLAS LACROIX	48 COLLINS AVENUE WARWICK, RI 02818 USA
Purpose: PROVIDE MEDICAL MARIJUANA TO PATIENTS LICENSED UNDER THE RHODE ISLAND MEDICAL MARIJUANA PROGRAM R.I.G.L. 21-28.6-ET SEQ, AS AMENDED AND OTHER RELATED LAWFUL PURPOSES		
North American Industry Classification System Code(NAICS): <input type="text"/>		
View filings for this business entity:		
<ul style="list-style-type: none"> ALL FILINGS Annual Report Annual Report - Amended Annual Report - Reinstatement Annual Reports - Prior to 2006 Articles of Amendment 		
Click here to access 2006 and 2007 annual reports filed prior to July 25, 2007. The corporate ID is required.		
<input type="button" value="View filings"/>		

[New search](#)



State of Rhode Island and Providence Plantations
Department of State - Business Services Division

RECEIVED
RI DEPARTMENT OF STATE
BUS SERVICES DIV
2019 AUG 15 AM 11:46

Articles of Incorporation
DOMESTIC Non-Profit Corporation

→ Filing Fee: \$35.00

The undersigned, acting as incorporator(s) of a corporation under RIGL 7-6-34, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is: N & N Associates, Inc.		
2. The period of its duration is: CHECK ONE BOX ONLY		
<input checked="" type="checkbox"/> Perpetual (on-going)		
<input type="checkbox"/> Date certain for dissolution _____		
3. The specific purpose or purposes for which the corporation is organized are: Provide medical marijuana to patients licensed under the Rhode Island Medical Marijuana Program, R. I. G. L. 21-28.6 - ET SEQ, as amended, and other related lawful purposes.		
Check the box to indicate an attachment <input type="checkbox"/>		
4. Provisions, if any, not consistent with the law, which the incorporators elect to set forth in these Articles of Incorporation for the regulation of the internal affairs of the corporation are:		
Check the box to indicate an attachment <input type="checkbox"/>		
5. Name and address of the initial registered agent/office in Rhode Island is:		
Agent Name Shechtman Halperin Savage, LLP		
Street Address (NOT a P.O. Box) 1080 Main Street		
City Pawtucket	State RHODE ISLAND	Zip Code 02860

MAIL TO:
Division of Business Services
148 W. River Street, Providence, Rhode Island 02904-2615
Phone: (401) 222-3040
Website: www.sos.ri.gov

FILED AMP
AUG 15 2019
BY [Signature] WZHPZ
11/16
FORM 200 - Revised 03/2019

6. The number of the initial Board of Directors of the Corporation is 3 (not less than 3 directors) and the names and address of the persons who are to serve as the initial directors are:

NAME	ADDRESS
Nicholas Mocerì	176 Boylston Drive, Cranston, Rhode Island 02921
Nicholas Lacroix	48 Collins Avenue, Warwick, Rhode Island 02818
Thomas L. Depetrillo	179 Summit View Lane, North Kingston, Rhode Island 02852

Check the box to indicate an attachment

7. The name and address of each incorporator is:

NAME	ADDRESS
Nicholas Mocerì	176 Boylston Drive, Cranston, Rhode Island 02921

Check the box to indicate an attachment

8. Date when these Articles of Incorporation will be effective: **CHECK ONE BOX ONLY**

Date received (Upon filing)

Later effective date (Date must be no more than 30 days from the date of filing) _____

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

Type or Print Name of Incorporator Nicholas Mocerì	Date 8-7-19
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Signature of Incorporator 	SIGN DOCUMENT HERE
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Type or Print Name of Incorporator	Date
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Signature of Incorporator	SIGN DOCUMENT HERE
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Type or Print Name of Incorporator	Date
------------------------------------	------

Signature of Incorporator	SIGN DOCUMENT HERE
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State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly executed in
accordance with the provisions of Title 7 of the General Laws of Rhode Island, as
amended, has been filed in this office on this day:

August 15, 2019 11:46 AM

A handwritten signature in blue ink, appearing to read "Nellie M. Gorbea". The signature is fluid and cursive.

Nellie M. Gorbea
Secretary of State

