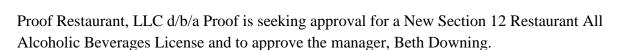
LICENSE TRANSACTION

New Section 12 Restaurant All Alcoholic Beverages

Proof Restaurant, LLC d/b/a Proof

862 West Central Street, 2nd Floor Franklin, MA 02038



MOTION to approve the request by Proof Restaurant, LLC d/b/a Proof for a New Section 12

All Departments have signed off on this application.

| Restaurant All Alcoholic Be | verages License and to | approve Beth Downing as the manager. |
|-----------------------------|------------------------|--------------------------------------|
| DATED: | , 2021 | |
| | | VOTED: |
| | | UNANIMOUS: |
| A True Record Attest: | | YES: NO: |
| | | ABSTAIN: |
| | | ABSENT: |
| | | RECUSED: |
| Nancy Danello, CMC | | |
| Temporary Town Clerk | | |
| | | Glenn Jones, Clerk |
| | | Franklin Town Council |



28 STATE STREET, SUITE 802 BOSTON, MA 02109

May 24, 2021

Via FedEx Delivery (8148 6796 9100)

Town Administrator's Office TOWN OF FRANKLIN 355 East Central Street, 3rd Floor Franklin, MA 02038

Attn: Chrissy Whelton, Assistant to the Town Administrator

RE: Application for a New All Alcoholic Beverages Restaurant License Proof Restaurant, LLC d/b/a Proof 862 West Central Street, Franklin, MA 02038

Dear Ms. Whelton:

Enclosed please find the following documents in connection with Proof Restuarant, LLC's application for a New All Alcoholic Beverages Restaurant License to be exercised at 862 West Central Street, Franklin, MA 02038:

- 1. Monetary Transmittal Form & ABCC Payment Confirmation;
- 2. Application for a New License with Applicant's Statement;
- 3. ABCC CORI Request Form;
- 4. Proof of Citizenship;
- 5. Corporate Vote;
- 6. Business Entity Summary;
- 7. Floor Plan;
- 8. Lease Agreement; and
- 9. Resume.

Kindly assign this matter for hearing at the next available meeting before the Town Council.

Thank you for your attention to and courtesy in this matter. If you have any questions, please do not hesitate to contact me.

Very truly yours,

Jøn D. Aieta, Esquire jaieta@mqmllp.com

JDA/ks



Change of Manager

Change of Officers/

Directors/LLC Managers

Change Corporate Name

Trustees)

Change of Ownership Interest

(LLC Members/ LLP Partners,

The Commonwealth of Massachusetts Alcoholic Beverages Control Commission 95 Fourth Street, Suite 3, Chelsea, MA 02150-2358 www.mass.gov/abcc

RETAIL ALCOHOLIC BEVERAGES LICENSE APPLICATION MONETARY TRANSMITTAL FORM

APPLICATION FOR A NEW LICENSE

APPLICATION SHOULD BE COMPLETED ON-LINE, PRINTED, SIGNED, AND SUBMITTED TO THE LOCAL LICENSING AUTHORITY.

ECRT CODE: RETA

Please make \$200.00 payment here: ABCC PAYMENT WEBSITE PAYMENT MUST DENOTE THE NAME OF THE LICENSEE CORPORATION, LLC, PARTNERSHIP, OR INDIVIDUAL AND INCLUDE THE **PAYMENT RECEIPT** ABCC LICENSE NUMBER (IF AN EXISTING LICENSEE, CAN BE OBTAINED FROM THE CITY) Proof Restaurant, LLC ENTITY/ LICENSEE NAME ADDRESS 862 West Central Street CITY/TOWN Franklin STATE MA ZIP CODE |02038 For the following transactions (Check all that apply): Change Corporate Structure (i.e. Corp / LLC) Change of Location New License Change of Class (i.e. Annual / Seasonal) Transfer of License Alteration of Licensed Premises Pledge of Collateral (i.e. License/Stock) Change of License Type (i.e. club / restaurant)

Change of Category (i.e. All Alcohol/Wine, Malt)
Issuance/Transfer of Stock/New Stockholder

Management/Operating Agreement

Change of Hours

Change of DBA

THE LOCAL LICENSING AUTHORITY MUST MAIL THIS
TRANSMITTAL FORM ALONG WITH
COMPLETED APPLICATION, AND SUPPORTING DOCUMENTS TO:

Other

Alcoholic Beverages Control Commission 95 Fourth Street, Suite 3 Chelsea, MA 02150-2358



The Commonwealth of Massachusetts Alcoholic Beverages Control Commission 95 Fourth Street, Suite 3, Chelsea, MA 02150-2358 www.mass.gov/abcc

APPLICATION FOR A NEW LICENSE

Municipality Franklin

| 1. LICENS | E CLAS | SIFICATION INF | ORMATION | | | |
|--------------------------------|--------------------------|--|--|--|---|-----------------------|
| ON/OFF-PRE | EMISES | TYPE | | CATEGORY | | CLASS |
| On-Premises-12 | 2 | §12 Restaurant | | All Alcoholic Be | everages | Annual |
| Please provid the intended | le a narrat theme or | ive overview of the t concept of the busi | ransaction(s) being ap ness operation. Attach | plied for. On-premis additional pages, if | ses applicants should also pro necessary. | vide a description of |
| Application fo | or a new All | Alcoholic Beverages R | estaurant License to be e | xercised at 862 West | Central Street, Franklin, MA. | |
| s this license | application | on pursuant to speci | al legislation? | Yes No | Chapter Acts of | of |
| | | ITY INFORMATE issued the license | FION and have operation | al control of the pi | remises. | |
| Entity Name | Proof F | Restaurant, LLC | | | FEIN | |
| DBA | Proof | | Mar | nager of Record | Beth A. Downing | |
| Street Addre | ss 862 V | Vest Central Street, F | ranklin, MA 02038 | | | |
| Phone | | | | | | |
| Alternative P | hone N | /A | | Website | | |
| Please provid outdoor area: | le a comp s to be inc | cluded in the license | d area, and total square | e footage. You mus | number of floors, number of ro t also submit a floor plan. | |
| | | | | | quare feet consisting of a kit ting for 12, men and womer | |
| Total Square | Footage: | 4,000 | Number of Entran | ces: 1 | Seating Capacity: | 124 |
| Number of Fl | oors | 1 | Number of Exits: | 2 | Occupancy Number: | 150 |
| | | CONTACT | n the licensing authorit | ties should contact | regarding this application. | |
| | | | | ī | | |
| Name: | Jon D. A | ieta, Esquire | | Phone: | | |

6. PROPOSED OFFICERS, STOCK OR OWNERSHIP INTEREST

List all individuals or entities that will have a direct or indirect, beneficial or financial interest in this license (E.g. Stockholders, Officers, Directors, LLC Managers, LLP Partners, Trustees etc.). Attach additional page(s) provided, if necessary, utilizing Addendum A.

- The individuals and titles listed in this section must be identical to those filed with the Massachusetts Secretary of State.
- The individuals identified in this section, as well as the proposed Manager of Record, must complete a CORI Release Form.
- Please note the following statutory requirements for Directors and LLC Managers:
 On Premises (E.g.Restaurant/ Club/Hotel) Directors or LLC Managers At least 50% must be US citizens;
 Off Premises(Liquor Store) Directors or LLC Managers All must be US citizens and a majority must be Massachusetts residents.

| US Citizen Yes No | MA Resident • Yes • No |
|--------------------------|--|
| ● Yes ○ No | |
| | G Vos C No |
| SN | Les CINO |
| | DOB |
| US Citizen | MA Resident |
| ○Yes ○No | C Yes C No |
| SN | DOB |
| US Citizen | MA Resident |
| ○ Yes ○ No SN | C-Yes C No DOB |
| US Citizen | MA Resident |
| C Yes C No | C Yes C No |
| | |
| US Citizen | MA Resident |
| C Yes C No | C Yes C No |
| | Yes No SN US Citizen Yes No SN US Citizen C Yes No |

2

APPLICATION FOR A NEW LICENSE

| | Name | | License Type | License Na | ime | Municipality |
|---|---|--|---|---|------------------------|-----------------------|
| las any indivic nterest in a lice | lual or entity id ense to sell alc | oholic beverages, wh | 6, and applicable at ich is not presently l | tachments, ever held a | 'es 🔲 No 🔀 | eneficial or financia |
| | Name | | License Type | License Na | me | Municipality |
| | e disclosed lic | | on 6Aor 6B ever bee | n suspended, revoked | | |
| es No 🗵 | | | | ecessary, utilizing the t | | |
| ate of Action | <u> </u> | Name of License | City | Reason | for suspension, revo | ocation or cancellat |
| | | | | - | | |
| | | | | | | |
| | | | | | | |
| If the a If leasir If the k of inter If the | opplicant entity of ag or renting the case is continge at to lease, signo real estate and | his section. Please proposed the premises, a de- e premises, a signed copent on the approval of the do by the applicant and | ed is required. by of the lease is requir nis license, and a signe the landlord, is require by the same individua | d lease is not available, a ed. Ils listed in question 6, a | a copy of the unsigned | |
| Please indicate | e by what mea | ns the applicant will o | occupy the premises | Lease | |] |
| Landlord Nam | e GlenPharm | ner Distillery, LLC | | · | | |
| Landlord Pho | ne | | | | | |
| | ross 860 W | est Central Street, Fra | nklin, MA 02038 | | | |
| | 1633 | | | | | |
| Landlord Add Lease Beginni | | 01/01/2020 | | Rent per Month | \$9,000.00 | |
| Landlord Add | ng Date | 01/01/2020 | | Rent per Month Rent per Year | \$9,000.00 | |

| i ne inaiv | /iduai that nas | been appointed | a to mana | ige and c | oniroi me iicens | sea busine | 55 ain | a premises. |
|--|--|---|------------------------|-------------------------|--|---|-----------------------------------|--|
| | | | | | | - | | |
| Proposed | l Manager Nam | e Beth A. Downin | 9 | | Date | of Birth | | |
| Residentia | al Address | | | | | | | |
| Email | | | | | 1 | Phone | | |
| | | L. | | | | , [| | |
| Please ind | dicate how man | y hours per week | you intend | d to be on | the licensed pren | nises 4 | 0 | |
| B. CITIZEN | ISHIP/BACKGRO | OUND INFORMATI | ON | | | | | |
| re you a | U.S. Citizen?* | | | | ⊚ Y | ′es (No | *Ma | nager must be a U.S. Citizen |
| f yes, atta | ach one of the fo | ollowing as proof | of citizens | hip US Pa | ssport, Voter's Ce | rtificate, Bir | th Cer | tificate or Naturalization Papers. |
| , | | victed of a state, fe | | - | *** | es 💽 No | | |
| | out the table be he format belo | | n affidavit | providing | the details of any | and all cor | ivictio | ns. Attach additional pages, if nece |
| Date | e M | unicipality | | Cha | arge | | | Disposition |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | YMENT INFORM | | | | | | | |
| Please pro | ovide your emp | loyment history. A | | itional pag | | | forma | |
| Please pro Start Da | ovide your emp ate End Date | loyment history. A | | itional pag | Employ | er | forma | Supervisor Name |
| Please pro Start Da 2020 | ovide your emp ate End Date Present | loyment history. A Posit Owner | | | Employ Self - Proof Re | er staurant | | |
| Please pro Start Da | ovide your emp ate End Date | loyment history. A | | | Employ | er staurant | | Supervisor Name |
| Please pro Start Da 2020 | ovide your emp ate End Date Present | loyment history. A Posit Owner | | | Employ Self - Proof Re | er staurant | | Supervisor Name |
| Please pro Start Da 2020 | ovide your emp ate End Date Present | loyment history. A Posit Owner | | | Employ Self - Proof Re | er staurant | | Supervisor Name |
| Start Da 2020 2011 | ovide your emp ate End Date Present Present | loyment history. A Posit Owner Pharmacist | | | Employ Self - Proof Re | er staurant | | Supervisor Name |
| Start Da 2020 2011 D. PRIOR Have you | present Present Present DISCIPLINARY A | Owner Pharmacist ACTION al or financial inte | rest in, or | been the r | Employer Self - Proof Resort Foram Specialty Ph | er staurant narmacy/CV nse to sell a | /S | Supervisor Name N/A lic beverages that was subject to |
| Please pro Start Da 2020 2011 D. PRIOR Have you disciplina | Present DISCIPLINARY As theld a beneficiary action? | Owner Pharmacist ACTION al or financial inte | rest in, or | been the r | Employer Self - Proof Res Foram Specialty Phase The second | er staurant narmacy/CV nse to sell a ditional pag | /S Ilcoho es, if r | Supervisor Name N/A lic beverages that was subject to necessary, utilizing the format below |
| Please pro Start Da 2020 2011 D. PRIOR Have you | present Present Present DISCIPLINARY As theld a beneficing action? | Owner Pharmacist ACTION al or financial intersections | rest in, or | been the r | Employer Self - Proof Res Foram Specialty Phase The second | er staurant narmacy/CV nse to sell a ditional pag | /S Ilcoho es, if r | Supervisor Name N/A lic beverages that was subject to |
| Please pro Start Da 2020 2011 D. PRIOR Have you disciplina | present Present Present DISCIPLINARY As theld a beneficing action? | Owner Pharmacist ACTION al or financial inte | rest in, or | been the r | Employer Self - Proof Res Foram Specialty Phase The second | er staurant narmacy/CV nse to sell a ditional pag | /S Ilcoho es, if r | Supervisor Name N/A lic beverages that was subject to necessary, utilizing the format below |
| Please pro Start Da 2020 2011 D. PRIOR Have you disciplina | present Present Present DISCIPLINARY As theld a beneficing action? | Owner Pharmacist ACTION al or financial inte | rest in, or | been the r | Employer Self - Proof Res Foram Specialty Phase The second | er staurant narmacy/CV nse to sell a ditional pag | /S Ilcoho es, if r | Supervisor Name N/A lic beverages that was subject to necessary, utilizing the format below |
| Start Da 2020 2011 D. PRIOR Have you disciplina | present Present Present DISCIPLINARY As theld a beneficing action? | Owner Pharmacist ACTION al or financial inte | rest in, or | been the r | Employer Self - Proof Res Foram Specialty Phase The second | er staurant narmacy/CV nse to sell a ditional pag | /S Ilcoho es, if r | Supervisor Name N/A lic beverages that was subject to necessary, utilizing the format below |
| Start Da 2020 2011 D. PRIOR Have you | present Present Present DISCIPLINARY As theld a beneficing action? | Owner Pharmacist ACTION al or financial inte | rest in, or | been the r | Employer Self - Proof Res Foram Specialty Phase The second | er staurant narmacy/CV nse to sell a ditional pag | /S Ilcoho es, if r | Supervisor Name N/A lic beverages that was subject to necessary, utilizing the format below |
| Please pro Start Da 2020 2011 D. PRIOR Have you | present Present Present DISCIPLINARY As theld a beneficing action? | Owner Pharmacist ACTION al or financial inte | rest in, or | been the r | Employer Self - Proof Res Foram Specialty Phase The second | er staurant narmacy/CV nse to sell a ditional pag | /S Ilcoho es, if r | Supervisor Name N/A lic beverages that was subject to necessary, utilizing the format below |
| Please pro Start Da 2020 2011 D. PRIOR I Have you disciplina Date of Ad | povide your emplate End Date Present Pre | ACTION al or financial inte Yes No If y me of License | rest in, or es, please | been the rifill out the | Self - Proof Resorant Specialty Pharmager of, a licent at table. Attach add | er staurant narmacy/CV nse to sell a ditional pag spension, re | /S Ilcoho es, if r evoca | Supervisor Name N/A lic beverages that was subject to necessary, utilizing the format below |

APPLICANT'S STATEMENT

| I, Beth | Authorized Signatory the: Sole proprietor; partner; corporate principal; LLC/LLP manager |
|---------|--|
| of Pro | Name of the Entity/Corporation |
| | by submit this application (hereinafter the "Application"), to the local licensing authority (the "LLA") and the Alcoholic rages Control Commission (the "ABCC" and together with the LLA collectively the "Licensing Authorities") for approval. |
| Appli | nereby declare under the pains and penalties of perjury that I have personal knowledge of the information submitted in the cation, and as such affirm that all statements and representations therein are true to the best of my knowledge and belief. The results are submit the following to be true and accurate: |
| (1) | I understand that each representation in this Application is material to the Licensing Authorities' decision on the Application and that the Licensing Authorities will rely on each and every answer in the Application and accompanying documents in reaching its decision; |
| (2) | I state that the location and description of the proposed licensed premises are in compliance with state and local laws and regulations; |
| (3) | I understand that while the Application is pending, I must notify the Licensing Authorities of any change in the information submitted therein. I understand that failure to give such notice to the Licensing Authorities may result in disapproval of the Application; |
| (4) | I understand that upon approval of the Application, I must notify the Licensing Authorities of any change in the ownership as approved by the Licensing Authorities. I understand that failure to give such notice to the Licensing Authorities may result in sanctions including revocation of any license for which this Application is submitted; |
| (5) | I understand that the licensee will be bound by the statements and representations made in the Application, including, but not limited to the identity of persons with an ownership or financial interest in the license; |
| (6) | I understand that all statements and representations made become conditions of the license; |
| (7) | I understand that any physical alterations to or changes to the size of the area used for the sale, delivery, storage, or consumption of alcoholic beverages, must be reported to the Licensing Authorities and may require the prior approval of the Licensing Authorities; |
| (8) | I understand that the licensee's failure to operate the licensed premises in accordance with the statements and representations made in the Application may result in sanctions, including the revocation of any license for which the Application was submitted; and |
| (9) | I understand that any false statement or misrepresentation will constitute cause for disapproval of the Application or sanctions including revocation of any license for which this Application is submitted. |
| (10) | I confirm that the applicant corporation and each individual listed in the ownership section of the application is in good standing with the Massachusetts Department of Revenue and has complied with all laws of the Commonwealth relating to taxes, reporting of employees and contractors, and withholding and remitting of child support. |
| | Signature: Date: 5/20/2021 |
| | Title: Manager |



Commonwealth of Massachusetts Alcoholic Beverages Control Commission 239 Causeway Street, First Floor Boston, MA 02114

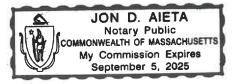
CORI REQUEST FORM

JEAN M. LORIZIO, ESQ. CHAIRMAN

The Alcoholic Beverages Control Commission ("ABCC") has been certified by the Criminal History Systems Board to access conviction and pending Criminal Offender Record Information ("CORI"). For the purpose of approving each shareholder, owner, licensee or applicant for an alcoholic beverages license, I understand that a criminal record check will be conducted on me, pursuant to the above. The information below is correct to the best of my knowledge.

| ABCC LICENSE INFO | DRMATION | | | | | | | |
|-------------------------------------|-----------------------|------------------|-----------------|---------------|-----------------|----------|-------------------|---------------------------------|
| ABCC NUMBER: | | LICENSEE NAME | Proof Restaura | ant, LLC | | | CITY/TOWN | : Franklin |
| APPLICANT INFORM | MATION | | | | | | | |
| LAST NAME: Down | ning | | FIRST NAME: | Beth | | | MIDDLE NAME: | Ann |
| MAIDEN NAME OR | ALIAS (IF APPLICABLE) | | | | 7 | 1 | r L | |
| DATE OF BIRTH: | | | | _ | ID THEFT IN | DEX PIN | (IF APPLICABLE): | N/A |
| MOTHER'S MAIDEN | NAME: | | | | | | STATE LIC. ISSUED |): Massachusetts |
| GENDER: | | | | | | |] EVE (() (0). | |
| CURRENT ADDRESS: | : | | | | | | | |
| CITY/TOWN: | Franklin | | | STATE: M | A | ZIP: | 02038 | |
| FORMER ADDRESS: | | | | | | | | |
| CITY/TOWN: | | | | STATE: M | A | ZIP: | V12U1 | |
| PRINT AND SIGN | | | | | | | | |
| PRINTED NAME: | Beth A. Downii | ng | APPLICANT/E | MPLOYEE SIG | NATURE: P | eth | a Down | ny |
| NOTARY INFORMA | TION | | | | | | | |
| | lay of May 20: | 2/ before | me, the unders | signed notar | y public, perso | onally a | ppeared Beth | A. Downing |
| (name of docume | nt signer), proved t | o me through sat | isfactory evide | nce of identi | fication, whic | h were | MA. Dove | u's License |
| to be the person its stated purpose | | ed on the preced | ding or attache | d document | , and acknow | | | (she) signed it voluntarily for |
| | | | | | | Jon | D. au | iti |
| | | | | | | | | |





CORPORATE VOTE

| The Board of Div | contare (| or LLC Managers o | Proof | Restaurant, LLC | |
|------------------------|-----------|--------------------------------|----------|---|---|
| The Board of Dir | rectors | or LLC Ivialiagers o | 1 | Entity Name | |
| duly voted to ap | ply to t | he Licensing Autho | ority of | Franklin | and the |
| Commonwoolth | of Mos | anabusatta Alsaba | lic Boyo | City/Town | 5/19/2021 |
| Commonwealth | OI IVIAS: | sachusetts Alcoho | nc beve | rages Control Commission | Date of Meeting |
| | | | | | |
| or the following tran | sactions | s (Check all that ap | ply): | | |
| New License | Chang | ge of Location | Chan | nge of Class (i.e. Annual / Seasonal) | Change Corporate Structure (i.e. Corp |
| Transfer of License | Altera | ation of Licensed Premises | Chan | nge of License Type (i.e. club / restaurant) | Pledge of Collateral (i.e. License/Stock) |
| Change of Manager | Chang | ge Corporate Name | Chan | nge of Category (i.e. All Alcohol/Wine, Malt) | Management/Operating Agreemen |
| Change of Officers/ | | ge of Ownership Interest | Issua | nce/Transfer of Stock/New Stockholder | Change of Hours |
| Directors/LLC Managers | Truste | Members/ LLP Partners, ees) | Othe | r | Change of DBA |
| | | | | | |
| | | r | | | |
| "VOTED: To auth | norize | Beth A. Downing | | | |
| | | | Nam | e of Person | |
| to sign the appli | cation s | ubmitted and to e | xecute | on the Entity's behalf, any r | necessary papers and |
| do all things req | uired to | have the applicat | ion grai | nted." | |
| | | | | | |
| "VOTED: To app | oint | Beth A. Downing | | | |
| , 0, 25, 10 app | | | Nam | e of Liquor License Manage | r |
| | | | | 0 | |
| as its manager o | of record | d, and hereby gran | t him o | r her with full authority and | control of the |
| | | | | nd control of the conduct o | |
| | | | | ve and exercise if it were a r | natural person |
| residing in the C | ommon | wealth of Massac | nusetts | , | |
| | | | | For Corporations | ONLY |
| A true copy atte | st, | | | A true copy attes | t, |
| Beth a. Ta | whiz | / | | | |
| Corporate Office | r /LLC N | /lanager Signature | | Corporation Clerk | 's Signature |
| Beth A. Downing, | Presider | nt | | | |
| (Print Name) | 1 1001001 | | | (Print Name) | |



The Commonwealth of Massachusetts William Francis Galvin

Minimum Fee: \$500.00

Secretary of the Commonwealth, Corporations Division One Ashburton Place, 17th floor Boston, MA 02108-1512 Telephone: (617) 727-9640

Certificate of Organization

(General Laws, Chapter)

Identification Number:

1. The exact name of the limited liability company is: PROOF RESTAURANT, LLC

2a. Location of its principal office:

No. and Street:

860 WEST CENTRAL STREET

City or Town:

FRANKLIN

State: MA

Zip: 02038

Country: USA

2b. Street address of the office in the Commonwealth at which the records will be maintained:

No. and Street:

860 WEST CENTRAL STREET

City or Town:

FRANKLIN

State: MA

Zip: 02038

Country: USA

3. The general character of business, and if the limited liability company is organized to render professional service, the service to be rendered:

THE GENERAL CHARACTER OF THE BUSINESS OF THE LIMITED LIABILITY COMPANY IS TO OWN AND OPERATE A FULL SERVICE RESTAURANT AND TO ENGAGE IN ALL ACTIVITIES A ND RENDER ALL SERVICES RELATED THERETO. THE LIMITED LIABILITY COMPANY SHALL HAVE THE AUTHORITY TO ENGAGE IN ANY LAWFUL BUSINESS, TRADE, PURPOSE OR ACTIVITY PERMITTED BY THE MASSACHUSETTS LIMITED LIABILITY COMPANY ACT.

- 4. The latest date of dissolution, if specified:
- 5. Name and address of the Resident Agent:

Name:

BETH A. DOWNING

No. and Street:

860 WEST CENTRAL STREET

City or Town:

FRANKLIN

State: MA

Zip: <u>02038</u>

Country: USA

- I, <u>BETH A. DOWNING</u> resident agent of the above limited liability company, consent to my appointment as the resident agent of the above limited liability company pursuant to G. L. Chapter 156C Section 12.
- 6. The name and business address of each manager, if any:

| Title | Individual Name | Address (no PO Box) |
|---------|-----------------------------|---|
| | First, Middle, Last, Suffix | Address, City or Town, State, Zip Code |
| MANAGER | BETH A. DOWNING | 860 WEST CENTRAL STREET FRANKLIN, MA 02038 USA |

7. The name and business address of the person(s) in addition to the manager(s), authorized to execute documents to be filed with the Corporations Division, and at least one person shall be named if there are no managers.

| Title | Individual Name | Address (no PO Box) |
|---------------|-----------------------------|---|
| | First, Middle, Last, Suffix | Address, City or Town, State, Zip Code |
| SOC SIGNATORY | BETH A. DOWNING | 860 WEST CENTRAL STREET FRANKLIN, MA 02038 USA |

8. The name and business address of the person(s) authorized to execute, acknowledge, deliver and record any recordable instrument purporting to affect an interest in real property:

| Title | Individual Name First, Middle, Last, Suffix | Address (no PO Box) Address, City or Town, State, Zip Code |
|---------------|--|--|
| REAL PROPERTY | BETH A. DOWNING | 860 WEST CENTRAL STREET FRANKLIN, MA 02038 USA |

9. Additional matters:

SIGNED UNDER THE PENALTIES OF PERJURY, this 27 Day of November, 2019, JON D. AIETA, ESQ., MCDERMOTT, QUILTY & MILLER LLP

(The certificate must be signed by the person forming the LLC.)

© 2001 - 2019 Commonwealth of Massachusetts All Rights Reserved

THE COMMONWEALTH OF MASSACHUSETTS

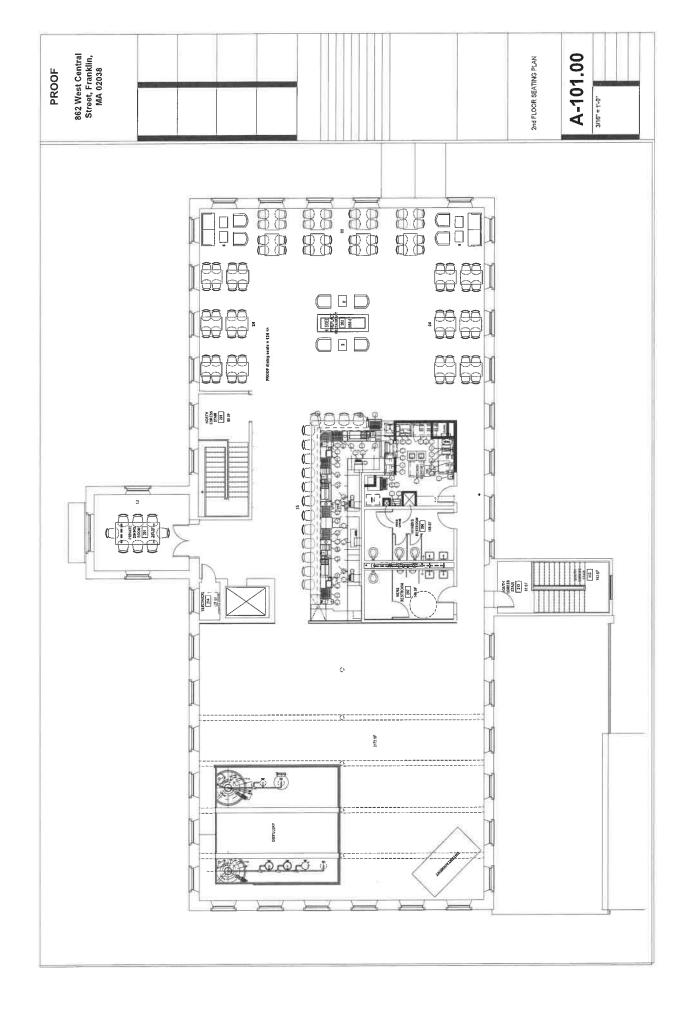
I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are deemed to have been filed with me on:

November 27, 2019 12:29 PM

WILLIAM FRANCIS GALVIN

Italian Frain Dalies

Secretary of the Commonwealth



BETH DOWNING

OBJECTIVE

Organized, enthusiastic, self-starter seeks opportunity to use clinical expertise and excellent customer service skills, both internal and external, to promote customer-centric, patient-focused, and value-driven results.

EXPERIENCE

Jan 2020 - Present

GlenPharmer Distillery

Franklin, MA

Vice President / Senior Manager

- Oversees hiring and management of employees
- Oversees day-to-day operations of the Tasting Room/Restaurant
- Manages purchasing of all retail merchandise
- Assists with food and beverage menu development
- Engages with customers to ensure a delightful guest experience

Jan 2008 - Present

Coram/CVS Health

Norwood, MA

Clinical Pharmacist

- Demonstrates reliability, flexibility, and emotional intelligence and is sought after by colleagues as the "go to" person when issues arise
- Supervises clinical support staff in managing home infusion patients
- Assesses parenteral nutrition admixtures with authority to approve formulas
- Determines drug stability and compatibility for intravenous medication orders including parenteral nutrition, antibiotics, chemotherapy, hydration, inotropes, and pain management
- Performs ongoing laboratory monitoring and assessments for patients on parenteral nutrition, antibiotics, chemotherapy, hydration, inotropes, and pain management.
- Mentors pharmacists and technicians in clinical management of patients on IV therapies
- Routine telephone communications with physicians, nurses, patients, and caregivers to create patient specific care plans while on IV therapy
- Routine interaction with prescribers, liaisons, and VNA's regarding drug interactions, dosage adjustment and order clarification

Mar 1996 - Jan 2006

McClelland Health Systems, an Omnicare Company

Springfield, MA

Co-Owner & Pharmacist Manager

- Trained and supervised pharmacists and technicians in intravenous admixture technique
- Determined drug stability and compatibility for intravenous medication orders including parenteral nutrition, antibiotics, chemotherapy, hydration, inotropes, and pain management for home care and long term care patients
- Routine telephone communications with physicians, nurses, patients, and caregivers to create patient specific care plans while on IV therapy
- Routine interaction with prescribers, VNA's and long term care nursing staff regarding drug interactions, dosage adjustments, order clarification and formulary compliance

Beth Downing (continued)

| May 1990 – Jan 1996 | North Adams Regional Hospital | North Adams, MA |
|---------------------|--|----------------------------------|
| | Pharmacist | |
| | Performed all functions of dispensing pharmacist including entry, order verification and admixture orders | g supervising technicians, order |
| | Participated in various multidisciplinary committees on be | ehalf of pharmacy department |
| | Routine interaction with physicians and nurses regards adjustments, order clarification and formulary compliance | |
| EDUCATION | | _ |
| | Bachelor of Science in Pharmacy, Purdue University | May 1990 |
| CERTIFICATION | | |
| | Board Certified Nutrition Support Pharmacist | Dec 2011 |
| | Board of Pharmacy Specialties | |
| INTERESTS | | |
| | Cycling, fashion, design/decorating, reading, cooking | |