

AUR Form 1 – General Contact Information, Taxpayer Identification and Affirmations

1	APPLICANT NAME (legal name, and any d/b/a name(s), if applicable)	<p>Besties Co-op Inc.</p> <p>You must attach the following documents to this Form:</p> <ul style="list-style-type: none"> Articles of Incorporation filed with RI Secretary of State (SOS) Certificate of Good Standing from the RI SOS Evidence of filing a Fictitious Business Name Statement with the SOS, if applicable
	APPLICATION ZONE#	<p>2</p> <p>(Note separate applications and application fees are required to apply in multiple zones)</p>
2	BUSINESS STREET ADDRESS	131 Linda Circle #2
3	CITY, STATE, ZIP	Johnston, RI 02919
4	STREET ADDRESS OF PROPOSED LICENSED PREMISES FOR RETAIL SALES OF CANNABIS	58 Printery Street
5	CITY, STATE, ZIP	Providence, RI 02904
6	PLAT#/LOT# OF PROPOSED LICENSED PREMISES FOR RETAIL SALES OF CANNABIS	<p>Plat # 002</p> <p>Lot # 447</p>

7	SQUARE FOOTAGE OF PROPOSED FACILITY FOR RETAIL SALES OF CANNABIS	400 square feet
8	FEIN: (Federal Employer Identification Number)	[REDACTED]
9	TELEPHONE NUMBER	AREA CODE NUMBER EXTENSION [REDACTED] Ext. _____
11	TOLL FREE NUMBER (if not applicable, put "N/A")	AREA CODE NUMBER EXTENSION (<u> N/A </u>) - Ext. _____
12	COMPLIANCE OFFICER Identification and Contact Information	<p>The Applicant must appoint a Compliance Officer to whom information, notices, and documents will be sent. The Commission reserves the right to contact and/or send notices and other correspondence to the Applicant by email and/or post mail. It is the Applicant's responsibility to ensure that the Compliance Officer information is correct and up to date at all times following application and throughout licensure.</p>
	Name:	Jason Tucker
	Title:	Owner
	Mailing Address:	[REDACTED]
	Email Address:	[REDACTED]
	Phone Number	[REDACTED] Ext. _____ AREA CODE NUMBER EXTENSION



TAXPAYER STATUS

All persons and entities applying for or renewing any license, registration, permit, or other authority (hereinafter called "licensee") to conduct a business or occupation in the state of Rhode Island are required to file all applicable tax returns and pay all taxes owed to the state prior to receiving a license as mandated by R.I. Gen. Laws Ch. 5-76, except as noted below.

PLEASE CHECK ONE BOX BELOW OR APPLICATION WILL BE CONSIDERED INCOMPLETE

☒ I hereby declare, under penalty of perjury, that I have filed all required state tax returns and have paid all taxes owed.

☐ I have entered a written installment agreement to pay delinquent taxes that is satisfactory to the Tax Administrator.

☐ I am currently pursuing administrative review of taxes owed to the state.

☐ I am in federal bankruptcy. (Case #_____)

☐ I am in state receivership. (Case #_____)

☐ I have been discharged from Bankruptcy. (Case #_____)

Besties Co-op Inc.

Name of Taxpayer/Entity
Number

Social Security or Federal Tax Identification
Number

AFFIRMATIONS

Applicant hereby understands and affirms the following:

1. The burden of proving an Applicant's qualifications rests on the party applying for the license.
2. The Cannabis Control Commission may deny any Application that contains a material misstatement, omission, misrepresentation, or untruth.
3. An Application shall be complete in every material detail.
4. The Cannabis Control Commission may rescind its approval of an Adult-Use Cannabis Retail License if Applicant has not completed the pre-requisites for issuance of the license as described in the Regulations within nine (9) months of their approval.
5. Regarding the location of the licensed premises, Applicant commits to the following:
 - a. The premises is in full compliance with local zoning laws and the Applicant is in receipt of all required zoning approvals.
 - b. The operations of Applicant shall conform to local zoning requirements.
6. Applicant commits to not acquiring cannabis from anyone other than a licensed cultivator or licensed manufacturer in accordance with the Act and the Regulations.
7. Applicant commits to the limitations set forth in the Act and the Regulations and understands that they are limited to possessing cannabis only as permitted in the Act and the Regulations.
8. Applicant understands that the licensed premises may not be within 500 feet of the property line of a preexisting public or private school.
9. Applicant hereby acknowledges it shall enter into, maintain, and abide by the terms of a labor peace agreement, and shall submit to the Commission an attestation by a bona fide labor organization stating that the Applicant meets the requirements of Section 21-28.11-12.2 of the Cannabis Act.
10. Applicant understands that an Adult-Use Cannabis Retail licensee and any interest holders/key persons thereof may not have any material financial interest or control in Licensed Testing Facility or a Licensed Compassion Center and vice versa.
11. Applicant understands that an Adult-Use Cannabis Retail licensee and any interest holders/key persons thereof may not have any material financial interest or control in another Applicant in the same zone and vice versa.
12. Applicant understands that a person shall not be a majority owner in more than one (1) cannabis cultivator, cannabis product manufacturer, cannabis retailer, or compassion center. A person may invest in multiple licensed cannabis establishments provided that the investment does not qualify the person as a controlling person in more than one (1) cannabis establishment.

SIGNATURE FOR AUR FORM 1

The undersigned attests that the Applicant understands and will adhere to all requirements of the Act and the Regulations, including but not limited to those listed above, and that the undersigned has the authority to bind the Applicant to all such requirements.

The undersigned Authorized Signatory of the Applicant hereby acknowledges and agrees that the Applicant has a continuing obligation to disclose any changes to the entirety of this Application for an Adult-Use Cannabis Retail License and shall provide written notice to the Commission within sixty (60) days of any change to the information provided herein, including all Forms, Annexes, Exhibits, Documents and Deliverables submitted in connection with or as part of the application process; each such notice shall include an updated Form, Annex, Exhibit, Document or Deliverable, as the case may be.

Under penalty of perjury, the undersigned hereby declares and verifies that all statements and information contained in this Application including all Forms, Annexes, Exhibits, Documents and Deliverables submitted herewith are complete, true, correct and accurate.

AUTHORIZED SIGNATORY SIGNATURE

SIGNATURE:



Jason Tucker (Dec 23, 2025 18:48:55 EST)

Print Name: Jason Tucker

Print Title: Owner

DATE:

Click here to enter a date.

12/23/25



**State of Rhode Island
Office of the Secretary of State**

Fee: \$230.00

Division Of Business Services
148 W. River Street
Providence RI 02904-2615
(401) 222-3040

Workers' Cooperative

Articles of Incorporation

(Chapter 7-6.2- of the General Laws of Rhode Island, 1956, as amended)

ARTICLE I

The name of the corporation is Besties Co-op Inc.

☒ This is a close corporation pursuant to § 7-1.2-1701 of the General Laws, 1956, as amended. (Uncheck if inapplicable.)

ARTICLE II

The total number of shares which the corporation has authority to issue is:

(Unless otherwise stated all authorized shares are deemed to have a nominal or par value of \$0.01 per share.)

Class of Stock	Par Value Per Share	Total Authorized Shares <i>Number of Shares</i>
CWP	\$0.0100	500,000.00

A statement of all or any of the designations and the powers, preferences, and rights, including voting rights, and the qualifications, limitations, or restrictions of them, which are permitted by the provisions of Chapter 7-1.2 of the General Laws, 1956, as amended, in respect of any class or classes of shares of the corporation and the fixing of which by the articles of association is desired, and an express grant of the authority as it may then be desired to grant to the board of directors to fix by vote or votes any of them that may be desired but which is not fixed by the articles:

N/A

ARTICLE III

The street address (post office boxes are not acceptable) of the initial registered office of the corporation is:

No. and Street: 700 NARRAGANSETT PARK DRIVE
SUITE 100

City or Town: PAWTUCKET

State: RI

Zip: 02861

The name of its initial registered agent at such address is NORTHWEST REGISTERED AGENT LLC

ARTICLE IV

The corporation has the purpose of engaging in any lawful business, and shall have perpetual existence until dissolved or terminated in accordance with Chapter 7-1.2.

ARTICLE V

Additional provisions, if any, not inconsistent with Chapter 7-1.2 which the incorporators elect to have set forth in these Articles of Incorporation:

NONE

ARTICLE VI

The name and address of the each incorporator is:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
INCORPORATOR	JASON TUCKER	[REDACTED] [REDACTED]
INCORPORATOR	MARK CASTILLO	[REDACTED] [REDACTED]

ARTICLE VII

These Articles of Incorporation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing.

Later Effective Date:

Signed this 22 Day of December, 2025 at 4:40:52 PM by the incorporator(s). *This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the corporation, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-1.2.*

 JASON TUCKER
 MARK CASTILLO

Form No. 100
Revised 09/07

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State of Rhode Island

Department of State | Office of the Secretary of State

Gregg M. Amore, *Secretary of State*

I, GREGG M. AMORE, Secretary of State of the State of Rhode Island,

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:

December 22, 2025 04:38 PM

A handwritten signature in black ink that reads "Gregg M. Amore".

Gregg M. Amore
Secretary of State





State of Rhode Island
Department of State | Office of the Secretary of State
Gregg M. Amore, Secretary of State

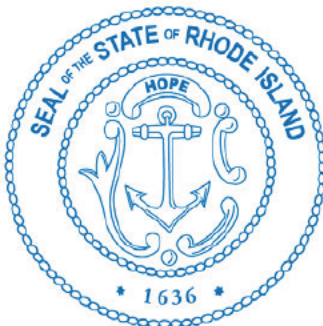
CERTIFICATE OF GOOD STANDING

I, Gregg M. Amore, Secretary of State and custodian of the seal and corporate records of the State of Rhode Island, hereby certify that:

Besties Co-op Inc.

is a Rhode Island Workers' Cooperative organized on **December 22, 2025**. I further certify that revocation proceedings are not pending; articles of dissolution have not been filed; all annual reports are of record and the corporation is active and in good standing with this office.

This certificate is not to be considered as a notice of the corporation's tax status, financial condition or business practices; such information is not available from this office.



SIGNED and SEALED on
December 23, 2025

Secretary of State

Certificate Number: 25120128160

Verify this Certificate at: <http://business.sos.ri.gov/CorpWeb/Certificates/Verify.aspx>

Processed by: lsmith

AUR FORM 2 – Disclosure of Owners and Other Interest Holders

Name of Applicant: Besties Co-op Inc.

Section I: Owners and Other Interest Holders

List (A.) all persons and/or entities with any ownership interest with respect to applicant, **and** (B.) all officers, directors, members, managers or agents of applicant, **and** (C.) all persons or entities with managing or operational control with respect to applicant, its operations, the license and/or licensed facilities whether they have an ownership interest or not, **and** (D.) all investors or other persons or entities with any financial interest whether they have ownership interest or not, **and** (E.) all persons or entities that hold interest(s) arising under shared management companies, management agreements, or other agreements that afford third-party management or operational control with respect to applicant, its operations, the license and/or the licensed facilities (all persons and entities described in (A)-(E) being hereinafter individually referred to as an “Interest Holder” and collectively referred to as “Interest Holders”).

To the extent that any Interest Holder is an entity (corporation, partnership, LLC, *etc.*), list all Interest Holders in that entity until all such Interest Holders are identified and disclosed down to the individual person level. Attach a separate sheet(s) if necessary.

A. LIST ALL PERSONS AND/OR ENTITIES WITH ANY OWNERSHIP INTEREST IN APPLICANT (including corporation stockholders, LLC members, and partners if a partnership; this includes parent companies if applicant is a subsidiary of another entity).

To the extent that any Interest Holder is an entity (corporation, partnership, LLC, *etc.*), list all Interest Holders in that entity until all such Interest Holders are identified and disclosed down to the individual person level.

Name of person or entity Jason Tucker		SSN/FEIN [REDACTED]		DOB [REDACTED]	Email Address [REDACTED]
Address (residence if person; business address if entity) [REDACTED]	City [REDACTED]	State [REDACTED]	ZIP [REDACTED]	Phone Number [REDACTED]	
Name of business this person or entity is associated with (i.e. Applicant, parent company name or subsidiary name) and Role/Title Applicant, Besties Co-Op - Owner		Ownership interest in entity listed in preceding box (Ex. ownership percentage, number of shares, etc.) [REDACTED]		Ownership interest in <u>applicant</u> . [REDACTED]	
Name of person or entity Mark Castillo		SSN/FEIN [REDACTED]		DOB [REDACTED]	Email Address [REDACTED]
Address (residence if person; business address if entity) [REDACTED]	City [REDACTED]	State [REDACTED]	ZIP [REDACTED]	Phone Number [REDACTED]	
Name of business this person or entity is associated with (i.e. Applicant, parent company name or subsidiary name) and Role/Title Applicant, Besties Co-Op – Owner		Ownership interest in entity listed in preceding box (Ex. ownership percentage, number of shares, etc.) [REDACTED]		Ownership interest in <u>applicant</u> . [REDACTED]	
Name of person or entity		SSN/FEIN		DOB	Email Address

Address (residence if person; business address if entity)		City	State	ZIP	Phone Number
Name of business this person or entity is associated with (i.e. Applicant, parent company name or subsidiary name) and Role/Title		Ownership interest in entity listed in preceding box (Ex. ownership percentage, number of shares, etc.)			Ownership interest in <u>applicant</u> .
Name of person or entity		SSN/FEIN		DOB	Email Address
Address (residence if person; business address if entity)		City	State	ZIP	Phone Number
Name of business this person or entity is associated with (i.e. Applicant, parent company name or subsidiary name) and Role/Title		Ownership interest in entity listed in preceding box (Ex. ownership percentage, number of shares, etc.)			Ownership interest in <u>applicant</u> .
Name of person or entity		SSN/FEIN		DOB	Email Address
Address (residence if person; business address if entity)		City	State	ZIP	Phone Number
Name of business this person or entity is associated with (i.e. Applicant, parent company name or subsidiary name) and Role/Title		Ownership interest in entity listed in preceding box (Ex. ownership percentage, number of shares, etc.)			Ownership interest in <u>applicant</u> .
Name of person or entity		SSN/FEIN		DOB	Email Address
Address (residence if person; business address if entity)		City	State	ZIP	Phone Number
Name of business this person or entity is associated with (i.e. Applicant, parent company name or subsidiary name) and Role/Title		Ownership interest in entity listed in preceding box (Ex. ownership percentage, number of shares, etc.)			Ownership interest in <u>applicant</u> .
Name of person or entity		SSN/FEIN		DOB	Email Address
Address (residence if person; business address if entity)		City	State	ZIP	Phone Number
Name of business this person or entity is associated with (i.e. Applicant, parent company name or subsidiary name) and Role/Title		Ownership interest in entity listed in preceding box (Ex. ownership percentage, number of shares, etc.)			Ownership interest in <u>applicant</u> .
Name of person or entity		SSN/FEIN		DOB	Email Address
Address (residence if person; business address if entity)		City	State	ZIP	Phone Number
Name of business this person or entity is associated with (i.e. Applicant, parent company name or subsidiary name) and Role/Title		Ownership interest in entity listed in preceding box (Ex. ownership percentage, number of shares, etc.)			Ownership interest in <u>applicant</u> .
B. LIST ALL OFFICERS, DIRECTORS, MANAGERS, MEMBERS OR AGENTS OF APPLICANT AND ANY OTHER ENTITIES DESCRIBED IN SECTION A.					
<p>To the extent that any such Interest Holder is an entity (corporation, partnership, LLC, <i>etc.</i>), list all Interest Holders in that entity until all such Interest Holders are identified and disclosed down to the individual person level</p>					
Name of person or entity Jason Tucker		SSN/FEIN [REDACTED]		DOB [REDACTED]	Email [REDACTED]

Address (residence if person; business address if entity) [REDACTED]		City [REDACTED]	State [REDACTED]	ZIP [REDACTED]	Phone Number [REDACTED]
Name of business this person or entity is associated with (i.e., Applicant, parent company or subsidiary) Applicant, Besties Co-Op Inc		List your title or role, with respect to the entity listed in the preceding box. Owner			List your title or role, if any, with respect to the <u>Applicant</u> Owner
Name of person or entity Mark Castillo		SSN/FEIN [REDACTED]		DOB [REDACTED]	Email [REDACTED]
Address (residence if person; business address if entity) [REDACTED]		City [REDACTED]	State [REDACTED]	ZIP [REDACTED]	Phone Number [REDACTED]
Name of business this person or entity is associated with (i.e., Applicant, parent company or subsidiary) Applicant, Besties Co-Op Inc		List your title or role, with respect to the entity listed in the preceding box. Owner			List your title or role, if any, with respect to the <u>Applicant</u> Owner
Name of person or entity Northwest Registered Agent LLC		SSN/FEIN N/A		DOB N/A	Email support@northwestregisteredagent.com
Address (residence if person; business address if entity) 700 Narragansett Park Drive Suite 100		City Pawtucket	State RI	ZIP 02861	Phone Number 509-768-2249
Name of business this person or entity is associated with (i.e., Applicant, parent company or subsidiary) Applicant, Besties Co-Op Inc		List your title or role, with respect to the entity listed in the preceding box. Registered Agent			List your title or role, if any, with respect to the <u>Applicant</u> Registered Agent
Name of person or entity		SSN/FEIN		DOB	Email
Address (residence if person; business address if entity)		City	State	ZIP	Phone Number
Name of business this person or entity is associated with (i.e., Applicant, parent company or subsidiary)		List your title or role, with respect to the entity listed in the preceding box.			List your title or role, if any, with respect to the <u>Applicant</u>
Name of person or entity		SSN/FEIN		DOB	Email
Address (residence if person; business address if entity)		City	State	ZIP	Phone Number
Name of business this person or entity is associated with (i.e., Applicant, parent company or subsidiary)		List your title or role, with respect to the entity listed in the preceding box.			List your title or role, if any, with respect to the <u>Applicant</u>
C. LIST ALL PERSONS OR ENTITIES WHO HAVE MANAGING OR OPERATIONAL CONTROL WITH RESPECT TO APPLICANT, ANY OTHER ENTITIES DESCRIBED IN SECTIONS A OR B, ITS OPERATIONS, THE LICENSE, AND/OR LICENSED FACILITIES (WHETHER THEY HAVE AN OWNERSHIP INTEREST OR NOT).					

To the extent that any such Interest Holder is an entity (corporation, partnership, LLC, *etc.*), list all Interest Holders in that entity until all such Interest Holders are identified and disclosed down to the individual person level.

Name of person or entity Jason Tucker		SSN/FEIN [REDACTED]		DOB [REDACTED]	Email [REDACTED]
Address (residence if person; business address if entity) [REDACTED]	City [REDACTED]	State [REDACTED]	ZIP [REDACTED]	Phone Number [REDACTED]	
Name of business this person or entity is associated with (i.e., Applicant, parent company or subsidiary) Applicant, Besties Co-Op Inc		List your title or role, if any, with respect to the entity listed in the preceding box. Owner			
Name of person or entity Mark Castillo		SSN/FEIN [REDACTED]		DOB [REDACTED]	Email [REDACTED]
Address (residence if person; business address if entity) [REDACTED]	City [REDACTED]	State [REDACTED]	ZIP [REDACTED]	Phone Number [REDACTED]	
Name of business this person or entity is associated with (i.e., Applicant, parent company or subsidiary) Applicant, Besties Co-Op Inc		List your title or role, if any, with respect to the entity listed in the preceding box. Owner			
Name of person or entity		SSN/FEIN		DOB	Email
Address (residence if person; business address if entity)	City	State	ZIP	Phone Number	
Name of business this person or entity is associated with (i.e., Applicant, parent company or subsidiary)		List your title or role, if any, with respect to the entity listed in the preceding box.			
Name of person or entity		SSN/FEIN		DOB	Email
Address (residence if person; business address if entity)	City	State	ZIP	Phone Number	
Name of business this person or entity is associated with (i.e., Applicant, parent company or subsidiary)		List your title or role, if any, with respect to the entity listed in the preceding box.			
Name of person or entity		SSN/FEIN		DOB	Email
Address (residence if person; business address if entity)	City	State	ZIP	Phone Number	
Name of business this person or entity is associated with (i.e., Applicant, parent company or subsidiary)		List your title or role, if any, with respect to the entity listed in the preceding box.			
Name of person or entity		SSN/FEIN		DOB	Email
Address (residence if person; business address if entity)	City	State	ZIP	Phone Number	
Name of business this person or entity is associated with (i.e., Applicant, parent company or subsidiary)		List your title or role, if any, with respect to the entity listed in the preceding box.			

D. LIST ALL INVESTORS OR OTHER PERSONS OR ENTITIES WHO HAVE ANY FINANCIAL INTEREST WITH RESPECT TO APPLICANT, ANY OTHER ENTITIES DESCRIBED IN SECTIONS A, B OR C, ITS OPERATIONS, THE LICENSE, AND/OR LICENSED FACILITIES (WHETHER THEY HAVE AN OWNERSHIP INTEREST OR NOT).

To the extent that any such Interest Holder is an entity (corporation, partnership, LLC, *etc.*), list all Interest Holders in that entity until all such Interest Holders are identified and disclosed down to the individual person level.

Name of person or entity NONE		SSN/FEIN		DOB	Email
Address (residence if person; business address if entity)	City	State	ZIP	Phone Number	
Name of business this person or entity is associated with (i.e., Applicant, parent company or subsidiary)		Describe the financial interest in entity listed in preceding box		Describe the financial interest in <u>Applicant</u> , if different	
Name of person or entity		SSN/FEIN		DOB	Email
Address (residence if person; business address if entity)	City	State	ZIP	Phone Number	
Name of business this person or entity is associated with (i.e., Applicant, parent company or subsidiary)		Describe the financial interest in entity listed in preceding box		Describe the financial interest in <u>Applicant</u> , if different	
Name of person or entity		SSN/FEIN		DOB	Email
Address (residence if person; business address if entity)	City	State	ZIP	Phone Number	
Name of business this person or entity is associated with (i.e., Applicant, parent company or subsidiary)		Describe the financial interest in entity listed in preceding box		Describe the financial interest in <u>Applicant</u> , if different	
Name of person or entity		SSN/FEIN		DOB	Email
Address (residence if person; business address if entity)	City	State	ZIP	Phone Number	
Name of business this person or entity is associated with (i.e., Applicant, parent company or subsidiary)		Describe the financial interest in entity listed in preceding box		Describe the financial interest in <u>Applicant</u> , if different	
Name of person or entity		SSN/FEIN		DOB	Email
Address (residence if person; business address if entity)	City	State	ZIP	Phone Number	
Name of business this person or entity is associated with (i.e., Applicant, parent company or subsidiary)		Describe the financial interest in entity listed in preceding box		Describe the financial interest in <u>Applicant</u> , if different	
Name of person or entity		SSN/FEIN		DOB	Email
Address (residence if person; business address if entity)	City	State	ZIP	Phone Number	
Name of business this person or entity is associated with (i.e., Applicant, parent company or subsidiary)		Describe the financial interest in entity listed in preceding box		Describe the financial interest in <u>Applicant</u> , if different	
Name of person or entity		SSN/FEIN		DOB	Email
Address (residence if person; business address if entity)	City	State	ZIP	Phone Number	
Name of business this person or entity is associated with (i.e., Applicant, parent company or subsidiary)		Describe the financial interest in entity listed in preceding box		Describe the financial interest in <u>Applicant</u> , if different	

E. LIST ALL PERSONS OR ENTITIES THAT HOLD INTEREST(S) ARISING UNDER SHARED MANAGEMENT COMPANIES, MANAGEMENT AGREEMENTS, OR OTHER AGREEMENTS THAT AFFORD THIRD-PARTY MANAGEMENT OR OPERATIONAL CONTROL WITH RESPECT TO APPLICANT, ITS OPERATIONS, THE LICENSE AND/OR THE LICENSED FACILITIES.

To the extent that any such Interest Holder is an entity (corporation, partnership, LLC, *etc.*), list all Interest Holders in that entity until all such Interest Holders are identified and disclosed down to the individual person level.

Name of person or entity NONE	SSN/FEIN			DOB	Email
Address (residence if person; business address if entity)	City	State	ZIP	Phone Number	
Name of business this person or entity is associated with (i.e., Applicant, parent company or subsidiary)			Describe the management or operational role or interest		
Name of person or entity	SSN/FEIN			DOB	Email
Address (residence if person; business address if entity)	City	State	ZIP	Phone Number	
Name of business this person or entity is associated with (i.e., Applicant, parent company or subsidiary)			Describe the management or operational role or interest		
Name of person or entity	SSN/FEIN			DOB	Email
Address (residence if person; business address if entity)	City	State	ZIP	Phone Number	
Name of business this person or entity is associated with (i.e., Applicant, parent company or subsidiary)			Describe the management or operational role or interest		
Name of person or entity	SSN/FEIN			DOB	Email
Address (residence if person; business address if entity)	City	State	ZIP	Phone Number	
Name of business this person or entity is associated with (i.e., Applicant, parent company or subsidiary)			Describe the management or operational role or interest		
Name of person or entity	SSN/FEIN			DOB	Email
Address (residence if person; business address if entity)	City	State	ZIP	Phone Number	
Name of business this person or entity is associated with (i.e., Applicant, parent company or subsidiary)			Describe the management or operational role or interest		
Name of person or entity	SSN/FEIN			DOB	Email
Address (residence if person; business address if entity)	City	State	ZIP	Phone Number	
Name of business this person or entity is associated with (i.e., Applicant, parent company or subsidiary)			Describe the management or operational role or interest		
Name of person or entity	SSN/FEIN			DOB	Email
Address (residence if person; business address if entity)	City	State	ZIP	Phone Number	
Name of business this person or entity is associated with (i.e., Applicant, parent company or subsidiary)			Describe the management or operational role or interest		

Section II: Who, besides the owners and other Interest Holders listed in this Form 2 (including persons, firms, partnerships, corporations, limited liability companies, trusts), will loan, give, or otherwise provide money, property interests, equipment, inventory, furniture, licensing or other proprietary rights to or for use in this business, or hold a security interest therein; or who will receive money, profits, proprietary rights or other interests from this business. Attach a separate sheet if necessary. If any such person is an entity, list all persons with any ownership in or control of that entity.

Name of person or entity	Address	Date of Birth	SSN/FEIN	Email Address	Phone Number	Interest, including dollar value
NONE						

Section III: List any persons (including, but not limited to, individuals, firms, partnerships, corporations, limited liability companies, trusts) that have entered into any contingent agreement to become an Interest Holder in the Applicant, i.e. an agreement that is not yet effective. This includes, but is not limited to, any agreement that is contingent upon licensure, Commission approval, or any other condition, as well as any agreement that has an effective date after the expected date of licensure. Attach a separate sheet if necessary. If any such person is an entity, list all persons with any ownership in or control of that entity.

Name of person or entity	Address	Date of Birth	SSN/FEIN	Email Address	Phone Number	Describe the Interest
NONE						

Section IV:

- Attach all organizational, governance documents, corporate bylaws, contractual agreements or similar that evidence the relationship between the Interest Holders listed above and the Applicant.
- Attach an organizational chart that clearly depicts all Interest Holders identified in this Form 2.
- Attach a list of all Interest Holders identified in Section I(A) and I(D) of Form 2 that are individual persons and include the effective ownership percentage and dollar amount of each Interest Holder's interest with respect to Applicant, its operations, the license and/or licensed facilities. List them in order of their effective ownership percentage.
- Attach a list of all Interest Holders identified in Section I(A), I(B), I(C) and I(E) of Form 2 and include the dollar amount of annual compensation/remuneration paid/to be paid to such Interest Holders with respect to Applicant, its operations, the license and/or licensed facilities for the last five years.

CERTIFICATION AS TO AUR FORM 2

The undersigned duly authorized signatory of Applicant, in his/her capacity as such, for and on behalf of Applicant, after due inquiry, hereby certifies to the Cannabis Control Commission (the "Commission") that it/he/she has disclosed to the Commission in this Form 2:


(A) With respect to Applicant, all persons and entities that:

- (i) Are owners, members, officers, directors, managers, or agents of Applicant; and
- (ii) Have/will have managing or operational control with respect to Applicant/Licensee, its operations, the license and/or licensed facilities whether they have an ownership interest or not; and
- (iii) Are investors or have any other financial interest therein; and
- (iv) Hold interest(s) arising under shared management companies, management agreements, or other agreements that afford third-party management or operational control with respect to Applicant, its operations, the proposed license, and/or the licensed facilities (any person or entity in the foregoing (i), (ii) and (iii) being herein individually referred to as an "interest holder" and all such persons and entities in the foregoing (i), (ii), (iii), and (iv) being collectively referred to as the "interest holders"); and

(B) To the extent that any interest holder described in (A) above is an entity, all interest holders in that entity until all such interest holders are identified and disclosed down to the individual person level.

The undersigned hereby acknowledges and agrees that Applicant has a continuing obligation to disclose any proposed changes and shall provide written notice to the Commission at least sixty (60) days prior to any change of the persons/entities/interest holders described and the certifications made in this Form 2 and that each such notice shall include an updated Form 2.

Under penalty of perjury, I hereby declare and verify that all statements on and information submitted with this Form 2 are complete, true, correct, and accurate.


Jason Tucker (Dec 23, 2025 19:48:46 EST)

Signature of Authorized Signatory

12/23/25

[Click here to enter a date.](#)

Date

Jason Tucker

Printed Name

Print Title: Owner

Print Name of Applicant: Besties Co-op Inc.

BYLAWS OF BESTIES CO-OP

PURPOSE STATEMENT

The Cooperative shall be organized and shall conduct its business primarily for the mutual benefit of its members. The Cooperative is not organized to make a profit for itself, as such, but primarily for its members and the Cooperative is democratically controlled by the Members.

The Cooperative's earnings, savings, or benefits will be used to support all members or fairly shared among members based on how much they participate in the Cooperative.

ARTICLE 1 - Membership

Classes of Members. The Cooperative shall have one class of Members.

Becoming a Member. To become a Member of this Cooperative, a person must:

- a. Pay an Initial Capital Contribution; the amount of the Initial Capital Contribution will be determined by the Board of Directors;
- b. Work for the Cooperative for 650 hours or six months, whichever period is longer; this period of time is called the "Candidacy Period;"
- c. Be approved by the existing Members, by means of the process described in Section 1.3; and
- d. Receive a copy of the Cooperative's Disclosure Statement (If any required), Bylaws, and a receipt for payment of the Initial Capital Contribution.

Members May Not Transfer Their Memberships. No Member may transfer her or his Membership or any right arising from that Membership. Any attempted assignment or transfer of Membership shall be void, and will not confer rights on the intended assignee or transferee.

Acceptance of Members. The application review and approval process for a Prospective Member is as follows:

- e. The Board of Directors or an empowered hiring committee shall receive the membership application from a Prospective Member and shall submit it to the Members for approval.
- f. The Members shall then decide by the decision-making process described in Section 5.1 whether to approve the application.
- g. If the application is not approved, the applicant's employment shall be immediately terminated, unless the Members choose to specify a further Candidacy Period to be followed by a second decision of the Members on whether to approve the application.
- h. Upon approval of the application, and meeting the qualifications listed in Section 1.2, the applicant shall immediately become a Member.
- i. The Cooperative may waive the Candidacy Period and renew a former Member's Membership immediately by a 75% vote of all the Members.

ARTICLE 2 – Termination of Membership

Resignation of a Member.

1. Every Member has the right to resign from the Cooperative.
2. When a Member resigns from the Cooperative his or her Membership will be terminated.
3. To resign from the Cooperative, a Member must provide the Secretary of the Cooperative with a written notice of resignation. The resignation shall become effective

immediately without any action on the part of the Cooperative. The individual who resigned from the Cooperative will not be allowed to work for the Cooperative for one month following voluntary termination of Membership unless her or his Membership is renewed by the Cooperative.

4. If a Member resigns, he or she is still responsible for any charges, dues, or other obligations that the Member owes to the Cooperative. The Cooperative shall still have the right to enforce any such obligation or obtain damages for its breach.

Death of Member. A Membership shall immediately terminate upon the death of a Member.

Expulsion of a Member. No Member may be expelled or suspended except according to procedures satisfying the requirements of this section:

- a. A Member may, for any lawful reason, be expelled from the Cooperative by a vote of 75% or greater of the Members at a duly called meeting at which a quorum is present.
- b. The Member must be given 15 days' prior notice of the expulsion, suspension, or termination, and the reasons for that expulsion, suspension, or termination.
- c. The Member shall have an opportunity to be heard, orally or in writing, not less than five days before the effective date of expulsion, suspension, or termination, by a person or body authorized to decide that the proposed expulsion, termination, or suspension not take place.
- d. Any notice required under this section may be given by any method reasonably calculated to provide actual notice. Any notice given by mail must be given by first-class or registered mail sent to the last address of the Member shown on the Cooperative's records.
- e. A Member who is expelled or suspended shall be liable for any charges, dues, or other obligations incurred before the expulsion, suspension, or termination.
- f. The Cooperative may direct a Member whose expulsion is being considered to refrain from conducting business as a Member until the expulsion decision is made, provided the Cooperative pays the Member her or his average weekly wage or compensation – calculated based on the three months preceding the date of the notice given pursuant to this section – until the expulsion decision is made. The Cooperative may also direct a Member whose expulsion is being considered to stay away from the Cooperative's places of business except as necessary to exercise her or his rights under law

ARTICLE 3 – Member Meetings

Distinction between Member Meetings and Director Meetings. Until such time as there are more than 7 Members, all Members are elected Directors of the Board when they become Members. Meetings of the Members in their capacity as Members shall be governed by this Article 3. Meetings of the Members in their capacity as Directors shall be governed by Article 4. Except as required by law or these Bylaws, votes are cast as Directors rather than as Members. The following acts require voting as Members, rather than as Directors:

- a. Acceptance of Members;
- b. Expulsion of Members;
- c. Election of Directors, if applicable; and
- d. Bylaw changes that would:
 - i. Materially and adversely affect the rights or obligations of Members as to voting, dissolution, redemption, transfer, distributions, patronage distributions, allocations, patronage, dividends, property rights, or rights to repayment of contributed capital;
 - ii. Increase or decrease the number of Members authorized in total or for any class;
 - iii. Effect an exchange, reclassification or cancellation of all or part of the Memberships;
 - iv. Authorize a new class of Memberships;

- v. Specify or change the maximum or minimum number of Directors or change from a variable number of Directors to a fixed number;
- vi. Increase the terms of Directors; and
- vii. Increase quorum for meetings.

Member Voting.

- 1. Each Member will have one vote on each matter submitted for a vote.
- 2. If a vote requires that Members cast a written ballot, only Members that have been Members of the Cooperative for more than 10 days prior to the meeting date may be entitled to cast ballots.
- 3. Cumulative voting shall not be permitted for any purpose.
- 4. Proxy voting shall not be permitted for any purpose.
- 5. Unless otherwise specified, all votes shall be conducted using the modified consensus process in Article 5.

Annual Members Meeting.

- 1. The Annual Members Meeting shall be held in November as further provided for in the Annual Meeting notice.
- 2. At this meeting, the Members shall elect all of the Members to the Board (unless there are fewer than two Members in which case the Members shall elect the number of non-Member Directors required to bring the number of Directors to two). The Members shall also elect Officers and conduct any other proper business.
- 3. If the bylaws are amended to change from a variable to fixed number of Board Members (e.g., the Members vote to have seven Directors instead of having all Members serve as Directors), Board elections shall be held at the Annual Members Meeting, and these Bylaws shall be amended to provide for reasonable election procedures and procedures for the removal of Directors.

Special Member Meetings.

- 1. Special meetings of the Members for any lawful purpose may be called by the Board, President, Secretary, or by at least 25% of the Members.
- 2. The procedure for calling a special Members meeting shall be as follows:
 - a. The person(s) requesting the special meeting shall submit a written request to the Cooperative addressed to the attention of the President or Secretary;
 - b. Within 20 days after receipt, the President or Secretary shall cause notice to be given to the Members entitled to vote that a meeting will be held at a time fixed by the Board not less than 35 nor more than 90 days after the receipt of the request.
- 3. Special meetings shall be held at the principal office of the Cooperative.

Notice.

- 1. Whenever the Members are required to take any action at a meeting, a written notice of the meeting shall be given not less than 10 nor more than 90 days before the date of the meeting to each Member who, on the record date for notice of the meeting, is entitled to vote.
- 2. The notice shall state the following:
 - a. Meeting place, date, and time of the meeting;
 - b. If applicable, the log-in or call-in information for telephone/video/web conference;
 - c. In the case of a special Members meeting, the general nature of the business to be transacted, and that no other business may be transacted, or
 - d. In the case of the regular Members meeting, those matters which the Board intends to present for action by the Members. The notice of any meeting at which Directors

are to be elected shall include the names of the nominees.

3. Notwithstanding the above, any of the following decisions, other than by unanimous approval by those entitled to vote, shall be valid only if the general nature of the proposal was stated in the notice of meeting or in any written waiver of notice:
 - a. Removal of Directors;
 - b. Election of a Director to fill a vacancy;
 - c. Approval of a contract or other transaction between the Cooperative and one or more of its Directors, or between the Cooperative and any corporation, firm, or association in which one or more of its Directors has a material financial interest or is a Director;
 - d. Amendment of the articles of incorporation; and
 - e. Approval of a plan of distribution upon winding up of the Cooperative.
4. Notice of a Members' meeting or any report shall be given personally, by electronic transmission, or by mail or other means of written communication, addressed to a Member at the address of such Member appearing on the books of the Cooperative or given by the Member to the Cooperative for purpose of notice.

Members Entitled to Notice. A Member shall be entitled to notice of any meeting, so long as their Membership became official 30 days before the meeting date.

Meetings Held Without Proper Notice.

- **Members not present:** The transactions of a meeting, whether or not validly called and noticed, are valid if a quorum is present and each of the absent Members who is entitled to vote, either before or after the meeting, signs either: a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.
- **Members present:** A Member's attendance at a meeting shall constitute a waiver of notice of and presence at the meeting, unless the Member objects at the beginning of the meeting. However, attendance at a meeting is not a waiver of any right to object to the consideration of matter required to be included in the notice but not included, if an objection is made at the meeting.

Use of Written Ballots at Meetings.

1. Written ballots will be used for the election of Officers and may be used for Directors, when applicable. Written ballots may also be distributed for other matters if the Board authorizes.
2. Ballots for Officer and Director elections must:
 - a. Be distributed at least 10 days before the annual meeting;
 - b. Include the names of all nominees; and
 - c. Include a space for write-in candidates.
3. Other written ballots must:
 - a. Describe the proposed action; and
 - b. Provide an opportunity to approve or disapprove of the proposed action.
4. All ballots shall specify:
 - a. The number of responses necessary to reach quorum; and
 - b. The deadline by which the ballot must be filled out and turned in, in order to be counted.
5. When ballots are distributed at a meeting, the number of Members voting shall be considered present for the purposes of determining quorum with respect to the specific actions in the ballot.

Quorum. A majority of Members shall constitute a quorum at a meeting of Members. When a quorum is present, proposals shall be adopted using the modified consensus process as described in Section 5, unless otherwise required in the Articles or Bylaws.

Loss of Quorum at a Meeting. If there is a quorum present at the beginning of a meeting and then some Members leave so that less than a quorum remains, the remaining Members may continue to conduct business, as long as any actions they take (other than adjournment) reflect consensus of, or when voting is called for, at least three-fourths of the Members required to constitute a quorum.

Adjournment for Lack of Quorum. In the absence of quorum, a majority of present Members can vote to adjourn the meeting, and no other business may be transacted, except as provided in Section 3 above.

Adjourned Meetings.

1. If a meeting is adjourned to a new time/place, Members may conduct any business at the new meeting that could have been conducted at the original meeting.
2. If the new meeting is announced at the original meeting, no additional notice is required. However, if the new meeting is more than 45 days after the original meeting or if a new record date is fixed for the adjourned meeting, notice of the new meeting must be given to each Member entitled to vote at that meeting.

Action Without Meetings.

1. Any action which may be taken at any regular or special Members meeting may be taken without a meeting if the Cooperative distributes a written ballot to every Member entitled to vote on that proposal.
2. The written ballot shall set forth the proposal, provide the opportunity to specify approval or disapproval of the proposal, indicate the number of responses needed to meet quorum, the percentage of approvals necessary to pass the proposal; and provide a reasonable time within which to return the ballot.
3. Approval under this section shall be valid only when:
 - a. The Cooperative receives within the specified timeframe a number of written ballots that is at least equal to the quorum required for a meeting; and
 - b. The number of approvals is at least equal to the number of approvals required at a meeting.
4. The Secretary shall cause a vote to be taken by written ballot upon any action or recommendation proposed in writing by 20 percent of the Members.

ARTICLE 4 – Director Meetings

Directors and Board Composition.

1. There shall be no less than two and no more than seven Directors of the Board.
2. Only Members shall serve on the Board, except as provided in the next paragraph.
3. There shall be no more than 7 and no fewer than 2 Directors on the Board with the exact number of Directors to be fixed, within the limits specified, by a vote of the Members. If there are fewer than 2 Members, the Member(s) shall elect non-Members to the Board, enough to bring the total number of Directors to 2.

Terms of Directors.

1. The term of office of the Directors shall be one year or until the next Annual Member Meeting, unless otherwise changed by the Board.
2. At each Annual Member Meeting, the Secretary will propose that all Members be elected as Directors. If this proposal fails, the Directors will continue to serve until the Bylaws are

- amended to provide for a smaller Board and/ or a new election.
3. Notwithstanding the above, a person whose Membership is terminated shall immediately cease to be a Director.

Director Voting. Directors shall vote using the modified consensus process described in Section 5.

Notice of Special Board Meetings.

1. Special meetings of the Board shall be held upon four days' notice by first-class mail or 48 hours' notice delivered personally, by telephone, including a voice messaging system, or by electronic transmission by the Cooperative. A notice, or waiver of notice, need not specify the purpose of any regular or special meeting of the Board.

Waiver of Notice. Notice of a meeting need not be given to any Director who provides a waiver of notice or consent to holding the meeting or an approval of the minutes in writing, whether before or after the meeting, or who attends the meeting without protesting the lack of notice to that Director. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Quorum.

- a. A majority of Directors shall constitute a quorum for a Board meeting.
- b. When a quorum is present, proposals shall be adopted using the modified consensus process as described in Section 5, unless otherwise required in the articles or bylaws.

Loss of Quorum at Meeting. If there is a quorum present at the beginning of a meeting and then some Directors leave so that less than a quorum remains, the remaining Directors may continue to conduct business as long as any actions they take (other than adjournment) reflect consensus of, or when voting is called for, at least three-fourths of the Directors required to constitute a quorum.

Adjournment for Lack of Quorum. In the absence of quorum, a majority of present Directors can vote to adjourn the meeting. No other business may be transacted, except as provided in Section 4 above

Adjourned Meetings. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Action Without Meeting. The Board of Directors may take action without a meeting if all Directors individually or collectively consent in writing to the action. The written consents shall be filed with the minutes of the Board's meetings. Action by written consent has the same force and effect as a unanimous vote of the Directors.

Resignation.

1. The only way that a Director may resign is by ceasing to be a Member, unless:
 - a. The provision of these Bylaws requiring that all Members serve on the Board is amended; or
 - b. There are fewer than two Members and there are non-Member Directors, in which case, such non-Member Directors may resign.
2. In a case where a Director may resign, the following procedure shall be followed:
 - a. A Director may resign effective upon giving written notice to the President, the Secretary of the Cooperative, unless the notice specifies a later time for the effectiveness of such resignation.

- b. The Board shall then appoint a person to fill the vacancy and serve until the next Annual Members Meeting.

1.2 ***Removal.***

1. So long as all Members are required by these Bylaws to serve on the Board until seven Directors is reached, Directors may not be removed except if they cease to be Members.
2. Should the provision by which all Members constitute the Board be amended, the following shall apply:
 - a. The Board may declare vacant the office of a Director whose eligibility for election as a Director has ceased, or who has been declared of unsound mind by a final order of court, or convicted of a felony.
 - b. Directors may be removed without cause by the Members, if removal is approved by a vote of 75% or greater of all Members at a duly called meeting at which a quorum is present.
 - c. Vacancies caused by removal may only be filled by approval of a majority of all Members.
3. Any reduction of the authorized number of Directors does not remove any Director prior to the expiration of the Director's term of office.

1.3 ***Empowered Committees.***

1. The Board may establish committees through the decision-making process in Section 5. Each committee shall consist of two or more Directors who serve at the pleasure of the Board.
2. An empowered committee shall have the same authority as the Board, except with respect to:
 - a. Approval of any action that by law requires approval by the majority of the Members;
 - b. Filling vacancies of the Board or any committee that has authority of the Board;
 - c. Fixing compensation of Directors for serving on the Board;
 - d. Amendment or repeal of the Bylaws or adoption of new Bylaws;
 - e. Amendment or repeal of any resolution that the Board has expressly deemed not amendable or repeal-able;
 - f. Establishment of committees of the Board or appointing Members to such committees;
 - g. Expenditure of corporate funds to support a nominee for Director (if there are more people nominated for Director than open slots available).

ARTICLE 5 – Decision-Making Process

Modified Consensus Decision-Making Process.

1. Matters will be discussed with the goal of reaching consensus.
2. If consensus cannot be reached, Members will vote on whether the issue must be decided at the current meeting or can be tabled for future discussion.
3. If at least maxi-majority of the quorum believe that an immediate decision is needed, voting will be held on proposals regarding the issue.
4. The proposals can then be carried by a maxi-majority vote, except as otherwise provided in these bylaws.

ARTICLE 6 - Officers

Titles of Officers.

1. Officers of the Cooperative shall be:
 - a. President,

- b. Secretary,
 - c. Chief Financial Officer, and
 - d. Any other Officer with a title and duties determined by the Board
- 2. The President is the Chief Executive Officer of the Cooperative.
- 3. One person may hold any number of offices, except the President and Secretary shall not be the same person.

Duties of Officers.

- 1. Officers' duties include those duties:
 - a. Prescribed by law,
 - b. Granted by these Bylaws, and/or
 - c. Granted by resolutions of the Board.
- 2. The Secretary must ensure that the Cooperatives' records and reports are properly kept and filed.
- 3. The President shall take on the duties of the Secretary if the Secretary is unable or unwilling to do so.

Nomination and Election of Officers.

- 1. Any Member can nominate any Member, including himself/herself, for any office. Nominations shall take place at the Annual Member Meeting and at the preceding regular meeting.
- 2. Officers shall then be elected at the Annual Member Meeting, to serve one-year terms. The candidate receiving the highest number of votes for an office shall be elected.

Resignation or Removal of Officers.

Officers can be removed by a vote of the Board.

- 1. Any Officer may resign at any time with written notice to the Cooperative.
- 2. Vacancies shall be filled at the next Board meeting.

ARTICLE 7 – Definitions and Dividends

Definitions.

- a. "Profit" shall be defined as the excess of revenues over Expenses for a fiscal year attributable to non-Member labor.
- b. "Surplus" shall be defined as the excess of revenues over Expenses for a fiscal year attributable to Member labor.
- c. "Loss" shall be defined as the excess of Expenses over revenues for a fiscal year.
- d. Surplus, Profit, and Loss shall be determined on a tax basis. Surplus and Profit shall not include cash contributions by Members to capital.
- e. The "Collective Account" shall be Surplus, Profit, and reserves that are retained in the Cooperative and not distributed to Members.
- f. "Expenses" shall include Distributions paid pursuant to Section 7.6, payments of any interest and principal on any debts of the Cooperative, and reasonable reserves as determined by the Board of Directors.

- g. “Distribution” means the distribution of interest on capital contributed, but does not include Patronage Dividends.
- h. “Patronage” shall be defined as hours worked by each Member for the Cooperative.
- i. “Patronage Dividends” shall have the definition contained in Internal Revenue Code Section 1388(a) (dividends paid to Members based on Patronage).
- j. “Member Account” shall be defined as each Member’s capital account in the Cooperative (initial capital contribution plus written notices of allocation minus Distributions minus Losses plus/minus any other item that affects the balance in the Member’s capital account).

Fiscal Year. The fiscal year of the Cooperative is January 1 through December 31.

Allocations.

- 1. Any Profit shall be credited to the Collective Account.
- 2. Any Surplus shall be credited to the Collective Account as necessary to bring the year’s contribution to the Collective Account up to 25% of the year’s combined Profit/Surplus. All other Surplus shall be paid as Patronage Dividends in direct proportion to Patronage during the fiscal year.
- 3. Any Loss shall be allocated 75% to Member Accounts in direct proportion to Patronage during the fiscal year and 25% to the Collective Account, with the exception of Losses occurring and/or carried over from the Cooperative’s first two fiscal years, which shall be allocated 100% to the Collective Account.
- 4. The percentages referred to in this section can be changed for a coming fiscal year by the Board.

Patronage Dividends.

- 1. Patronage Dividends shall be made 50% in cash and 50% to each individual Member Account as a written notice of allocation, unless different proportions are approved by the Board within eight-and-a-half months of the fiscal year’s close – however, at least 20% must be distributed in cash.
- 2. Patronage Dividends may be by qualified or non-qualified written notices of allocation or a combination of the two.

Members’ Covenant to Declare Income for Tax Purposes.

Each Member shall take into account on his or her income tax return any Patronage Dividends which are made in qualified written notices of allocation (as defined in 26 U.S.C. Section 1388) at their stated dollar amounts in the manner provided in 26 U.S.C. Section 1385(a) in the taxable year in which the Member receives such written notices of allocation.

Distributions of Interest on Member Accounts. The Cooperative may, by a decision of the Board, pay interest to Members on the Members Accounts. The interest may be paid in cash or as an additional credit to the Member Accounts. The rate of interest shall be determined by the Board, but may not, in one year, exceed 15 percent of each Member’s contributed capital, which includes capital contributions, membership fees, and capital credits.

Periodic Redemption of Member Accounts.

- 1. The Cooperative shall aim to pay out in cash to the Members all funds credited to their Member

- Accounts within three years of the date they were first credited.
2. As a general rule, written notices of allocation credited to Member Accounts (including notices now converted to debt) will be paid out in the order in which they are credited, with the oldest paid out first. However, the Board can decide to accelerate the repayment of debt owed to former Members on a case-by-case basis.
 3. If the Cooperative does not have sufficient funds to pay out all funds credited to Member Accounts for a given fiscal year, then funds will be paid out in proportion to the balance in the Member Accounts.

Payment Rights Upon Membership Termination.

1. When a Membership is terminated for any reason, including a Member's death, the amount in the Member Account will automatically be converted to debt owed to the former Member, or, if necessary, to the Member's estate, or to another assignee designated by the Member.
2. The Cooperative shall repay the debt within five years of the Membership termination, with interest accruing at the discount rate – as set by the current prime rate – plus two percent, on the amount outstanding at the end of each fiscal year.
3. The Cooperative, in settling a Member Account, shall have the right to set off any and all indebtedness of the former Member to the Cooperative.

Priority of Payments. Notwithstanding anything else to the contrary in this Article, payments by the Cooperative shall be made in the following order of priority:

1. First, to make payments of any necessary expenses related to the operation of the cooperative, including wages, and payments of any interest and principal on any debts of the Cooperative,
2. Second, to pay Patronage Dividends to all eligible Members,
3. Third, to pay Distributions to all eligible Members, and
4. Fourth, to make periodic redemptions pursuant to Section 7.

Dissolution Distributions.

1. Upon liquidation, dissolution, or sale of the assets of the Cooperative, any assets left after payment of all debts and Member Account balances shall be distributed to all persons who are current or living past Members in proportion to the number of hours each Member worked during the time he or she was a Member of the Cooperative.
2. No distribution need be made to any person who fails to acknowledge the receipt of notice of liquidation in a timely manner. Said notice shall be deemed sufficient if sent by certified mail, at least 30 days before distribution of any residual assets, to the person's last known business or residence address.

Unclaimed Equity Interests. Any proprietary interest in the Cooperative held by a Member that would otherwise escheat to the State of Rhode Island as unclaimed personal property shall instead become the property of the Cooperative if the Cooperative gives at least 60 days prior notice of the proposed transfer to the affected Member by (1) first-class or second-class mail to the last address of the Member shown on the Cooperative's records, and (2) by publication in a newspaper of general circulation in the county in which the Cooperative has its principal office. No property or funds shall become the property of the Cooperative under this section if written notice objecting to the transfer is received by the Cooperative from the affected Member prior to the date of the proposed transfer.

ARTICLE 8 - Indemnification

Indemnification. The Cooperative shall have the power to indemnify its Officers, Directors, Members, employees, and agents to the fullest extent permitted by law.

ARTICLE 9 – Bylaws Changes

Bylaws Changes. The Bylaws can be changed only by a vote as Members in the circumstances defined in Section 3. All other Bylaws changes can be effected by a vote as Directors.

ARTICLE 10 – Corporate Records and Reports

Records Required to Be Kept. The Cooperative shall keep at its principal office or in electronic format:

1. The original or a copy of its Articles and Bylaws as amended to date;
2. Adequate and correct books and records of account;
3. Minutes of the proceedings of its Members, Board, and committees of the Board if any; and
4. A record of its Members, providing their names and addresses.

Minutes and other books and records shall be kept either in written form or in any other form capable of being converted into clearly legible tangible form or in any combination of the foregoing.

Inspection Rights.

1. The Cooperative's Bylaws and Articles shall be open to inspection by the Members at all reasonable times during office hours.
2. Any such inspection may be made in person or by agent or attorney and the right of inspection includes the right to copy and make extracts.
3. The accounting books and records and minutes of proceedings of the Members and the Board and committees of the Board shall be open to inspection upon the written demand on the Cooperative of any Member at any reasonable time, for a purpose reasonably related to such person's interests as a Member.
4. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Cooperative.

Annual Report.

1. The annual report shall be prepared no later than 90 days after the close of the Cooperative's fiscal year and shall be distributed to Members at or before their next meeting.
2. The annual report shall contain in appropriate detail:
 - a. A balance sheet as of the end of the fiscal year;
 - b. An income statement;
 - c. A cash flow statement of the fiscal year;
 - d. A statement of where the names and addresses of current Members are located; and
 - e. An annual statement of transactions and indemnifications to "interested persons" as defined by law.
3. For fiscal years in which the Cooperative has (at any given time) over 25 Members, the Cooperative shall notify each Member of his/her right to receive an annual financial report.
4. The annual report shall be accompanied by any pertinent report by independent accountants.
5. If there is no such report from an independent accountant, an authorized Officer of the Cooperative shall certify that the annual report was prepared from the books and records of the Cooperative, without audit.

Besties Co-op Org Chart

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graph TD; A[Besties Co-op Org Chart] --> B[INCORPORATOR, JASON TUCKER]; A --> C[INCORPORATOR, MARK CASTILLO];
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INCORPORATOR,
JASON TUCKER



INCORPORATOR,
MARK CASTILLO



Section IV C

NAME	OWNERSHIP %	Dollar Amount of Interest
Jason Tucker	■	■
Mark Castillo	■	■

Section IV D

NAME	Annual compensation/remuneration paid/to be paid for last five years
Jason Tucker	■
Mark Castillo	■



AUR Form 3 – Owners and Interest Holders Certification Statement Form

On behalf of Applicant, and with respect to Applicant and each of the Interest Holders/Key Persons described in Form 2, the undersigned certifies as follows:


<p>1. Has Applicant or any Interest Holder thereof or any cannabis business entity or its equivalent in which such persons hold or have held an interest or a cannabis license, registration or authorization in another state or jurisdiction, ever been disciplined (discipline includes without limitation any denial, suspension, revocation, fines or other sanction of the license, registration or authorization) by any state or jurisdiction? If “Yes” provide a brief explanation, copies of all documentation and name/address/phone number/contact person for the licensing/registration/ authorization authority.</p> <hr/> <hr/> <hr/> <hr/>	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>
<p>2. Has Applicant and/or any Owner or Interest Holder ever been denied a professional license, privilege of taking an examination, or had a professional license or permit revoked or suspended by a licensing authority in Rhode Island or any other state or jurisdiction (discipline includes without limitation any denial, suspension, revocation, fines or other sanction of the license, registration or authorization)? If “Yes” provide a brief explanation, copies of all documentation and name/address/ phone number/contact person for the licensing/registration/authorization authority.</p> <hr/> <hr/> <hr/> <hr/>	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>
<p>3. Is any Owner or Interest Holder employed by the State of Rhode Island? If “Yes” please describe below.</p>	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>
<p>Click or tap here to enter text.</p>		

4. Does Applicant, or any Owner or Interest Holder have any “material financial interest or control” (as defined in 560-RICR-10-10-1.2(A)(13)) in another Rhode Island cannabis establishment, or any ownership or interest in a Cannabis Testing Facility or vice versa. If “Yes” describe below:	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>
Click or tap here to enter text.		
5. Applicant acknowledges that it fully understands that:		
a. Cannabis is a Schedule I controlled substance under the Controlled Substances Act of 1970 (21 U.S.C. 801 <i>et seq.</i>);	Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>
b. The manufacture, distribution, cultivation, processing, possession, or possession with intent to distribute a Schedule I controlled substance, or conspiring or attempting to do so, are offenses subject to harsh penalties under federal law and could result in arrest, prosecution, conviction, incarceration, fine, seizure of property, and loss of licenses or other privileges;	Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>
c. Any activity regarding cannabis that does not comply with Rhode Island law or regulations is a violation of State law and could result in arrest, prosecution, conviction, incarceration, fine, seizure of property, and loss of licenses or other privileges; and	Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>
d. Applicant must comply with all requirements pertaining to national criminal background checks prior to licensure and continuously report any changes to previously report results.	Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>
6. Applicant acknowledges that Application Fees are non-refundable.	Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>
7. Applicant acknowledges that in filing an Application for a license, the following: a. The Cannabis Control Commission is vested with certain authority and discretion under the Act and Regulations with respect to review and approval of an Adult-Use Cannabis Retail License; and b. The Cannabis Control Commission’s decision in approving or denying an Application shall be final subject to the provisions of the Administrative Procedures Act codified in R.I. Gen. Laws § 42-35-1 <i>et seq.</i>	Yes <input checked="" type="checkbox"/> Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/> No <input type="checkbox"/>



The undersigned hereby acknowledges and agrees that Applicant has a continuing obligation to disclose any changes and shall provide written notice to the Commission within sixty (60) days of any change of the information provided and the certifications made in this AUR Form 3 and that each such notice shall include an updated AUR Form 3.

Under penalty of perjury, I hereby declare and verify that all statements on and information submitted with this AUR Form 3 are complete, true, correct, and accurate.


Jason Tucker (Dec 23, 2025 18:58:23 EST)

Signature of Authorized Signatory

12/23/25
Click here to enter a date.

Date

Jason Tucker

Printed Name:

Print Title: Owner

Print Name of Applicant: Besties Co-op Inc.



AUR Form 4 – Business License Identification Form

Applicant hereby state(s) as follows:

With respect to Applicant and any Owner or Interest Holders described in Form 2, Section I, such persons are currently or have been previously licensed, registered or authorized to produce or otherwise deal in the manufacture or distribution of cannabis in any form, in the below states or jurisdictions and corresponding agency or authority.

State & Name of Agency	Type of License	Name of Licensee	License or Registration #
N/A			

Applicant disclosed and provided any and all denial, suspension, revocation, fines, or other sanction of the license, registration or authorization listed above as instructed in AUR FORM 3.

Applicant hereby authorizes: (1) the Cannabis Control Commission to contact the agencies indicated above for information regarding Applicant and the licenses/registrations listed above; and (2) such other state agencies to provide any and all information requested by the Commission regarding the licenses/registrations. If requested by the Commission, Applicant will provide any additional authorization required by any of the state agencies to provide information requested by the Commission.

The undersigned hereby acknowledges and agrees that Applicant has a continuing obligation to disclose any changes and shall provide written notice to the Commission within sixty (60) days of any change of the information provided and the statements made in this AUR Form 4 and that each such notice shall include an updated AUR Form 4.

Under penalty of perjury, I hereby declare and verify that all statements on and information submitted with this AUR Form 4 are complete, true, correct, and accurate.


Jason Tucker (Dec 23, 2025 18:59:07 EST)

Signature of Authorized Signatory

12/23/25
Click here to enter a date.

Date

Jason Tucker

Printed Name:

Print Title: Owner

Print Name of Applicant: **Besties Co-op Inc.**