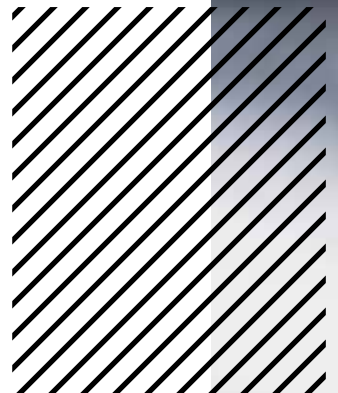




**ARTICLES OF
INCORPORATION
OF LAWFUL
CANNABIS
COALITION**





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OF
LAWFUL CANNABIS COALITION**

PREAMBLE

The Lawful Cannabis Coalition is established for the benefit of the natural person, and; the Natural Person stands agent for, and; has beneficial ownership in his person, and; our purpose is to the Law, good will and the maximum benefit of All.

The incorporators, who are natural persons 18 years of age or older, hereby adopt the following Articles of Incorporation.

ARTICLE I.

The name of the coalition shall be the “Lawful Cannabis Coalition” (hereinafter called “The LC2”)

Date of Incorporation: _____

ARTICLE II. REGISTERED OFFICE

Address: _____

ARTICLE III. REGISTER AGENT

The name and address of the initial register agent is: CWI Common Wealth of Israel

ARTICLE IV. DURATION

The period of duration is: Perpetual



ARTICLE V. PURPOSE

The specific purpose of this corporation is:

- The Lawful Cannabis Coalition is established for the benefit of the natural person
- The Natural Person stands agent for, and; has beneficial ownership in his person
- our purpose is to the Law, good will and maximum benefit of All.

This corporation is organized exclusively for lawful, learning, and logical purposes, in relation to Cannabis including, for such purposes; the growing, distribution, alternative medicinal applications, observation and publication of data for the benefit of the natural person.

The Coalition is established:

1. To relieve punitive criminalization and establish fundamental rights of the natural person
2. To relieve poverty and the negative stereo type related to the Cannabis plant and the people who use it for their object in recreation, alternative medicine, pain control and to the, sickness of the aged, and;
3. to promote the benefit of the people and their environs (hereinafter described as “the area of benefit”) without distinction of age, sex, race, political, religious or other opinion, by associating the statutory authorities, voluntary organizations and residents in a common effort to advance knowledge, and to provide facilities in the interests of social welfare, for recreation or other leisure-time occupation with the object of improving the conditions of life for the said populace;
4. To establish or to secure the establishment of legislation to the benefit of a consenting Community and to maintain safe and responsible use, and; to cooperate with any local statutory authority in the maintenance and management of such activities promoted by the Coalition and its constituent bodies in furtherance of the above objects.
5. In furtherance of the above objects, but not further or otherwise, the Coalition may: Provide or secure the provision of social services, educational and recreational facilities, and practical assistance for elderly and disabled people within the area of benefit; Provide or secure the provision of welfare rights, advice and information and refer those in need of professional assistance to the relevant agencies; Provide,

maintain and equip, or assist in the provision, maintenance and equipment of, premises and facilities designed to carry out the objects of the Coalition; Promote and carry out, or assist in promoting and carrying out research, surveys and investigations, and publish the useful results thereof; Organize or assist in organizing meetings, lectures, classes and exhibitions and publish or assist in publishing reports, periodicals, recordings, books or other documents or information, and;

6. Obtain collect and receive money by way of grants, donations, bequests, legacies or other lawful method, provided that the Coalition may not engage in any form of permanent trading, and;

7. Purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights and privileges necessary for the promotion of the above objects and construct, maintain and alter any buildings or erections which the Coalition may think necessary for the promotion of its objects; Make any regulations for any property which may be so acquired, and;

8. Subject to any consents as may be required by law, sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Coalition with a view to the furtherance of its objects, and;

9. Receive money on deposit or loan and borrow or raise money in such a manner as the Coalition shall think fit subject to such consents as many be required by law, and;

10. Invest the monies of the Coalition not immediately required for the furtherance of the said objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law;

11. Recruit and train volunteers with relevant skills to carry out the objects of the Coalition; Employ and pay any person or persons, not being a member of the Management Committee referred to below (“the Committee”), to supervise, organize and carry on the work of the Coalition and make all reasonable and necessary provision for the payment of remuneration to employees;

12. Promote and organize in the achievement of the above objects and to that end to work in Coalition with local authorities and voluntary organizations engaged in the furtherance of the above objects in the area of benefit;

13. Do all such other lawful things as may be necessary for the attainment of the above objects or any of them.



ARTICLE VI. INITIAL DIRECTORS

The number of directors, and the method of selecting directors, shall be fixed by the Bylaws of this corporation. The initial directors shall be three (3) in number. The names and addresses of these initial directors are as follows:

SHAREHOLDERS [(“**THOHT**” THE THINK TANK) acting as the commity WILL HOLD 40% OF THE SHARES ON BEHALF OF THE MEMBERSHIP [until April and the endorsement of license’s to its members , THE REMAINING 60% SHARES WILL BE DIVIDED UP AMONGST THE OTHER MEMBERS]

ARTICLE VII. MEMBERS

The classes, rights, privileges, qualifications, and obligations of members of this corporation are determined by the bylaws of this corporation.

Membership of the Coalition shall be open to the following, irrespective of political party, nationality, religion or political opinion:

People aged sixteen years or over living within the area of benefit

The LC2 will have two types of members

- Corporate members [retail stores, license providers, micro growers, micro suppliers] members of this nature are contractual and have membership numbers and accounts. These members have voting rights in LC2 corporate body. There are minimum requirements for membership. Members can be expelled. Share holders, Legal obligations and criminal records
- Individuals [individual Ontario voting supporters, groups with affiliate agendas] members of this nature follow us online and friend us on msmu

REQUIREMENTS



Part 1. All currently enrolled members, and friends of the Coalition who are eligible to be voting members.

Part 2. All members who are not currently enrolled are eligible to be non-voting members.

Part 3. All members are required to demonstrate support for the purpose of this organization.

Part 4. Membership decisions will not discriminate on the basis of race, color, national origin, religion, sex, gender identity, pregnancy, disability, age, medical condition (cancer-related), ancestry, marital status, citizenship, sexual orientation

Part 5. All members are required to pay a \$1 annual membership fee prior to taking part in any organization activity.

Section B. RIGHTS

Part 1. All members are eligible to attend all meetings and events of this organization.

Part 2. If a fee is charged to attend a particular event, the membership will establish a fee scale for voting members, non-voting members, and others as appropriate. 2

WITHDRAWAL OF MEMBERSHIP

Part 1. Members may have their membership withdrawn for failure to adhere to the requirements for membership as stated above.

Part 2. A simple majority vote of the quorum of membership at a regular or special meeting shall be sufficient to withdraw membership.

Part 3. Members to be voted upon in this regard will be notified of the intention to do so in writing at least one week prior to the meeting at which the vote will be taken.

ARTICLE VIII. INCORPORATORS

1. All monies raised by or on behalf of the Coalition shall be applied to further the objects of the Coalition and for no other purpose PROVIDED THAT nothing herein contained shall prevent the payment of legitimate out-of-pocket expenses to members of the Coalition engaged upon the approved business of the Coalition.

2. The Honorary Treasurer shall keep proper accounts of the finances of the Coalition.

3. The financial year of the Coalition shall run from 1 March to April 30.

4. The accounts shall be audited at least once a year by an auditor or auditors who



shall be appointed at the Annual General Meeting.

5. An audited statement of accounts for the last financial year shall be submitted by the Committee to the Annual General Meeting.

6. A bank account shall be opened in the name of the Coalition with ----Bank Ltd. ----- or with such other bank as the Committee shall from time to time decide. The Committee shall authorize in writing the Honorary Treasurer and 2 members of the Committee to sign cheques on behalf of the Coalition. All cheques must be signed by not less than 2 of the 3 authorised signatories.

ARTICLE IX.

OFFICER TITLES

President

Vice President

Secretary/Treasurer

Committee Chair

DUTIES

1. The President will chair all meetings of LC2 and will call special meetings as needed. The President will vote on LC2 matters only in case of a tie.

2. The Vice President shall chair any additional committees or task forces of the organization.

3. The Secretary/Treasurer will take, record, and file meetings minutes; produce all official correspondence for the organization, and maintain records and report on the financial transactions of LC2.

4. The Committee Chair will direct the planning of the organizations education and social programs.

REQUIREMENTS FOR RUNNING FOR AND HOLDING OFFICE

1. All officers and candidates for office must be current members or be in the employ of a member.

2. All officers must be voting members of LC2.



NOMINATIONS AND ELECTIONS

1. Nominations for all offices will be taken from the floor of the third-to-last regular meeting of the spring quarter each year.
2. Any member may nominate any other member, including himself or herself.
3. Elections will be held at the second -to-last meeting of the fall (3rdquarter)
4. Nominations may also be made during the election meeting itself, prior to closing of nominations and taking the vote.
5. A simple majority vote of the quorum present at that meeting will be sufficient to elect an officer. If there are more than two candidates and no candidate receives a majority, there will be a run-off vote between the top two vote recipients in the general meeting.

REMOVAL FROM OFFICE

1. Officers may be removed from office for failure to perform duties or for violation of membership clause.
2. Officers to be voted upon in this regard will be notified of the intention to do so in writing at least one week prior to the meeting at which the vote will be taken.
3. A two-thirds majority of quorum present at a regularly scheduled meeting shall be sufficient for removal from office.
4. Any officer may resign by submitting a letter to the President. The President may resign by submitting a letter to the Vice President.

TERMS OF OFFICE AND VACANCIES

1. The term of office shall be from the last meeting of each fall (3rdquarter) until the end of the second-to-last meeting of the subsequent fall (3rdquarter).
2. Should a vacancy in office occur, there will be another nomination procedure and election for the vacant office.
3. In the meantime, the Vice President will assume the duties of the President, the Secretary/Treasurer will assume the duties of the Vice President, and the Chair will assume the duties of the Secretary/Treasurer should those offices be vacant.

ARTICLE X.



MEETINGS

- A. Regular meetings will be held the first and third Thursdays of every month.
- B. Special meetings may be called by any combination of three of the officers. Notice of special meetings must be communicated to all members at least 72 hours in advance of the meeting.
- C. To conduct business at any meeting, one half of the entire voting membership must be present to form quorum.

TRUST and PROPERTY

- 1. The Coalition may appoint and may terminate the appointment of not less than 3 people to act as Trustees for the purpose of holding any monies or property belonging to the Coalition.
- 2. The title to all or any such real and/or personal property which may be required by or for the purposes of the Coalition shall be vested in the Trustees who shall hold such property in trust for the Coalition.
- 3. The Trustees shall act under the instructions of the Committee who shall, subject to the approval and consent of the Coalition as determined by a General Meeting, have power to fill vacancies among the Trustees.

ARTICLE XI.

ADDITIONAL PROVISIONS

- 1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof.
- 2. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise act in bad faith to influence legislation, and the corporation shall not participate in, or negatively intervene in (including the publishing or distribution of statements contrived in bad faith) any political campaign on behalf of or in opposition to any candidate for public office.
- 3. No member, officer, or director of this corporation not charged with a criminal act against the Corporation shall be personally liable for the debts or obligations of this



corporation of any nature whatsoever, nor shall any of the property of the members, officers, or directors be subject to the payment of the debts or obligations of this corporation.

4. INSURANCE

One third of the income will be set aside and underwritten for insurance [\$10,000 will be set aside for each member alongside with 24 hour lawyer retainer, within 1 year each retailer will have \$120,000 cash available for damages][the funds will be invested and interest paid thereon dividends will be paid upon its investment [several companies will be sought to underwrite additional liability and injury claims] Liability [commercial claims, product injury claims, on job accidents] Robbery and Theft

MEMBERSHIP AGREEMENT

OPERATIONS [One third of the income is to the day to day operation of the coalition, website, directors, advertising, lobby, and legal pursuits for the benefit of the coalition]

PROPERTY HOLDINGS

One third of the income will be set aside for investments the returns on the investments will be made available as loans for the Data Base, information collection, its membership in the pursuit of industry improvements, safety, community services, addiction and medical research.

ARTICLE XII. DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, we the undersigned, being the Incorporators of Lawful Cannabis Coalition executed these Articles of Incorporation on _____, 20__.



Type Name Here, Incorporator

Type Name Here, Incorporator

Type Name Here, Incorporator

SPECIAL GENERAL MEETING

1 The Committee may at any time at its discretion and shall upon a requisition signed by not less than 2/3 members, having the power to vote and giving reasons for the request, call a Special General Meeting of the Coalition for the purpose of altering the Constitution in accordance with Clause 12 hereof or of considering any matter which may be referred to them by the Committee or for any other purpose.

RULES OF PROCEDURE AT ALL MEETINGS

Voting

1. Subject to the provisions of Clause 12 hereof all questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote thereat. [In case of an equality of votes the Chairperson shall have a second or casting vote].

Minutes

2. Minute books shall be kept by the Committee and all sub committees and the appropriate Secretary shall enter therein a record of all proceedings and resolutions.

Quorum

3. The quorum at General Meetings of the Coalition shall be _____ and at meetings of the Committee shall be _____ or such other numbers as the Committee may from time to time determine.

Standing Orders

4. The Committee shall have power to adopt and issue Standing Orders and/or Rules



for the Coalition. Such Standing Orders and/or Rules shall come into operation immediately PROVIDED ALWAYS THAT they shall be subject to review by the Coalition in General Meeting and shall not be inconsistent with this Constitution.

ALTERATIONS TO THE CONSTITUTION

Any alterations to this Constitution shall receive the assent of not less than two thirds of the members of the Coalition present and voting at the Annual General Meeting or a meeting specially called for the purpose PROVIDED THAT notice of any such alteration shall have been received by the Honorary Secretary in writing not less than 21 clear days before the meeting at which the alteration is to be brought forward.

At least 14 clear days notice in writing of the meeting setting forth the terms of the alteration to be proposed shall be sent by the Honorary Secretary to each member of the Coalition PROVIDED FURTHER THAT no alteration shall be made which would cause the Coalition to cease to be a Corporation at law.

DISSOLUTION

If the Committee by a simple majority decides at any time that on the grounds of expense or otherwise it is necessary or advisable to dissolve the Coalition, they shall call a meeting of full members of the Coalition.

If such decision shall be confirmed by a simple majority of those present and voting at such meeting the Committee shall have power to dispose of any assets held by or in the name of the Coalition.

Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Coalition as the Committee may decide.

INDEMNITY

The Coalition shall indemnify and keep indemnified every officer, member, volunteer and employee of the Coalition from and against all claims, demands, actions and proceedings (and all costs and expenses in connection therewith or arising therefrom) made or brought against the Coalition in connection with its activities, the actions of its officers, members, volunteers or employees, or in connection with its property and equipment but this indemnity shall not extend to liabilities arising from willful and individual fraud, breach of the peace, immanent harm or threat to person or property, wrongdoing or wrongful omission on the part of the officer, member, volunteer or em-



ployee sought to be made liable. The Treasurer shall effect a policy of insurance in respect of this indemnity.

ARTICLE XIII

COMMITTEES

“THOHT inc.” also referred to as the THINK TANK will form the COMMITTEE

1. The only standing committee of LC2 is the THINK TANK Committee, whose purpose is to plan events and programs for the organization.
2. All decisions of the Committee involving committing organization funds in amounts greater than \$2,500 will require the approval of 4 majorities of those members present at the regular or special meeting of LC2. Similar decisions, but for \$2,500 or less may be approved by the Committee Chair with consent from two officers.

OTHER COMMITTEES

1. Other committees may be appointed by a majority vote of the members at a regular meeting of LC2.
2. In appointing such committees, LC2 members must specify the purpose and chair or co-chair of that committee, and establish its duration.

ARTICLE XIV

AFFILIATIONS

1. This organization is a recognized member organization of LC2, but is not part of the Coalition itself.
2. In all correspondence and business transactions, it may refer to itself as an affiliate of LC2, but not as part of LC2 itself.
3. LC2 accepts full financial and production responsibility for all activities it sponsors.
4. Affiliate agrees to abide by all pertinent policies and regulations. Where Affiliate policies and regulations and those of LC2 differ, the policies and regulations of LC2 will take precedence.
5. This organization recognizes and understands that the LC2 assumes no legal liability for the actions of the organization, and that the LC2 is not providing blanket indemnification insurance coverage for any activities of the organization.

NATIONAL AFFILIATION

Affiliate is a chapter of the National LC2.

1. Where LC2 guidelines, regulations, or policies differ from those of Affiliates, LC2 policies, regulations, and guidelines take precedence.



ARTICLE XV

ADVISOR

ADVISOR REQUIREMENTS

1. This organization may appoint a primary advisor by majority vote of membership.
2. Other persons may serve as special advisors as needed.

DUTIES

1. The advisor must sign the recognition application each year.
2. Officers should meet with the advisor five times per quarter.