

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HEALTH 2 BUSINESS, INC.**

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-FILED-
File #: 0004035292
Date Filed: 10/15/2020 11:17:00 AM

Health 2 Business, Inc., a corporation organized and existing under and by virtue of the laws of the State of Idaho in compliance with the Idaho Business Corporation Act (Title 30, Chapter 29, Idaho Code) (the "Act"):

DOES HEREBY CERTIFY:

1. That the name of this corporation is Health 2 Business, Inc., and that this corporation was originally incorporated, by filing its original Articles of Incorporation, pursuant to the Act on April 29, 2019. Thereafter, on June 5, 2019, the corporation filed its Amended and Restated Articles of Incorporation with the Idaho Secretary of State.

2. That the Board of Directors duly adopted resolutions proposing to further amend and restate the Articles of Incorporation of this corporation, declaring said amendment and restatement to be advisable and in the best interests of this corporation and its shareholders, and authorizing the appropriate officers of this corporation to solicit the consent of the shareholders therefor, and which consent has been granted, which resolution setting forth the proposed amendment and restatement is as follows:

RESOLVED, that the Articles of Incorporation of this corporation be further amended and restated in its entirety to read as follows:

**ARTICLE I
NAME**

The name of the corporation is Health 2 Business, Inc. (the "Corporation").

**ARTICLE II
AUTHORIZED SHARES**

The Corporation is authorized to issue two (2) classes of stock: (i) one million five hundred thousand (1,500,000) shares of Class A common stock ("Class A Common Stock") having no par value, and (ii) eight million five hundred thousand (8,500,000) shares of Class B common stock ("Class B Common Stock") having no par value. The Class A Common Stock and the Class B Common Stock are referenced collectively as the "Common Stock".

1. **Voting Rights.** The holder of each share of Class A Common Stock shall be entitled to the number of votes equal to the number of shares held thereby on the record date for the vote or consent of Shareholders. The holders of Class B Common Stock shall have no voting rights.

2. **Dividends.** In the event the Corporation declares and pays dividends, each share of Common Stock shall be entitled to an equal amount of any such dividend on a per share basis.

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3. Class A Preference. In the event of any liquidation, dissolution or winding-up of the Corporation, either voluntary or involuntary, or any capital reorganization or reclassification of the stock of the Corporation, or the issuance or sale of securities or transfer of assets by the Corporation, or merger or consolidation of the Corporation with or into another entity, the holders of Class A Common Stock shall be entitled, in aggregate, to no less than fifteen percent (15%) of any distribution made to or for the benefit of the Shareholders in connection with or as a result of any such transaction or other event.

4. No Impairment. The Corporation shall not, by amendment of its Articles of Incorporation or Bylaws, or through any reorganization, recapitalization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed under this Article II by the Corporation, and shall at all times in good faith assist in the carrying out of all the provisions under this Article II and in the taking of all such action as may be necessary or appropriate in order to protect the above-described rights of the holders of Class A Common Stock against impairment.

5. Issuance of Additional Shares. The Corporation shall not issue any additional shares of stock without the unanimous approval of the holders of all Class A Common Stock.

ARTICLE III BOARD OF DIRECTORS

All corporate powers are exercised by or under the authority of, and the business and affairs of the Corporation are managed under the direction of, its Board of Directors, subject to any limitation set forth herein, in the Corporation's Bylaws or in a Shareholder Agreement adopted under Section 30-29-732 of the Act.

ARTICLE IV INDEMNIFICATION

The Corporation shall indemnify the Directors and Officers of the Corporation to the fullest extent permitted by the Act, as the same exists as of the date hereof or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Act permitted the Corporation to provide prior to such amendment).

ARTICLE V LIMITATION OF LIABILITY

No Director shall be liable to the Corporation or its Shareholders for monetary damages for breach of fiduciary duty except liability for: (i) the amount of a financial benefit received by a Director to which the Director is not entitled; (ii) an intentional infliction of harm on the Corporation or the Shareholders; (iii) a violation of Section 30-29-833 of the Act; or (iv) an intentional violation of criminal law.

ARTICLE VI REGISTERED AGENT

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The registered agent of the Corporation shall be indicated on the records filed with the Idaho Secretary of State. The name of the Corporation's registered agent is Givens Pursley Corporate Services, whose address is 601 West Bannock Street, Boise, Idaho 83702. The Corporation may change its registered agent from time to time at the direction of the Board of Directors.

**ARTICLE VII
AMENDMENT**

These Second Amended and Restated Articles of Incorporation may only be amended, restated or otherwise modified by unanimous vote of the holders of Class A Common Stock.

**ARTICLE VIII
SHAREHOLDER AGREEMENT**

The holders of all the issued and outstanding shares of Class A Common Stock of the Corporation have entered into a Shareholder Agreement, dated of even date herewith, which also governs certain matters addressed herein. In the event of a conflict between these Second Amended and Restated Articles of Incorporation and such Shareholder Agreement, the latter shall control.

**ARTICLE IX
APPROVAL AND ADOPTION**

These Second Amended and Restated Articles of Incorporation were adopted by unanimous resolution of all Shareholders and all Directors of the Corporation dated October 15, 2020.

**ARTICLE X
EXECUTION**

For the purpose of amending and restating the Corporation's Articles of Incorporation under the laws of the State of Idaho, the undersigned has executed these Second Amended and Restated Articles of Incorporation dated October 15, 2020.

DocuSigned by:
Doug E Hetherington
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Name: _____
Title: CEO