

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SCOOBEEZ GLOBAL, INC.**

For Office Use Only

-FILED-

File #: 0003950478

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George Voskanian and Scott A. Sheikh certify that:

ONE: Mr. Voskanian is the duly appointed and acting Co-President and Mr. Sheik is the duly appointed and acting Co- President and Secretary of Scoobeez Global, Inc., an Idaho corporation (the “**Corporation**”).

TWO: On April 30, 2019, the Corporation filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Central District of California (the “**Bankruptcy Court**”).

THREE: Provision for the making of these Amended and Restated Articles of Incorporation is contained in the Corporation’s First Amended Chapter 11 Joint Plan of Reorganization, dated April 28, 2020 (the “**Plan**”).

FOUR: Pursuant to the “Order Confirming First Amended Chapter 11 Joint Plan of Reorganization as Proposed by the Debtors, Hillair and the Official Committee of Unsecured Creditors” entered by Judge Julia W. Brand, United States Bankruptcy Judge for the Central District of California, dated July 29, 2020 (the “**Order**”), the Bankruptcy Court has authorized the adoption of these Amended and Restated Articles of Incorporation pursuant to the provisions of Sections 1123 and 1129 of the Bankruptcy Code and Section 30-29-1008 of the Idaho Business Corporation Act of the State of Idaho, and pursuant to the Order the voting rights of the existing capital stock of the Corporation have been extinguished.

FIVE: The Articles of Incorporation of the Corporation shall be amended and restated to read in full as follows:

I.

The name of the Corporation is Scoobeez Global, Inc.

II.

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Idaho Business Corporation Act other than the banking business, the trust company business, or the practice of a profession permitted to be incorporated by the Idaho Business Corporation Act.

III.

Section 1. The total number of shares of capital stock which the Corporation has authority to issue is one thousand (1,000) shares of common stock, par value \$0.01 per share.

Section 2. To the extent prohibited by Section 1123 of the United States Bankruptcy Code, the Corporation shall not issue any class or series of nonvoting equity securities; provided, however, that the foregoing (x) will have no force and effect beyond that required under Section 1123 of the United States Bankruptcy Code and (y) may be amended or eliminated in accordance with applicable law as from time to time in effect. For the purposes of this Section 2 of this Article III, any class or series of equity securities that has only such voting rights as are mandated under Idaho law shall be deemed to be nonvoting for purposes of the restrictions of this Section 2 of this Article III.

IV.

Section 1. The liability of the directors of the Corporation for monetary damages shall be eliminated to the fullest extent permissible under Idaho law.

Section 2. The Corporation is authorized to provide indemnification of its officers and directors through bylaw provisions, agreements with the agents, vote of shareholders or disinterested directors, or otherwise, in excess of the indemnification otherwise permitted by Sections 30-29-851 through 30-29-856 of the Idaho Business Corporation Act, subject only to the limits set forth in the Idaho Business Corporation Act. The Corporation is further authorized to provide insurance for agents as set forth in Section 30-29-857 of the Idaho Business Corporation Act.

Section 3. Any repeal or modification of the foregoing provisions of this Article IV by the shareholders of this Corporation shall not adversely affect any right or protection of an agent of this Corporation existing at the time of such repeal or modification.

V.

To the maximum extent permitted from time to time under the law of the State of Idaho, the Corporation renounces any interest or expectancy of the Corporation in, or in being offered an opportunity to participate in, business opportunities that are from time to time presented to its officers, directors or shareholders, other than those officers, directors or shareholders who are employees of the Corporation. No amendment or repeal of this Article V shall apply to or have any effect on the liability or alleged liability of any officer, director or shareholder of the Corporation for or with respect to any opportunities of which such officer, director, or shareholder becomes aware prior to such amendment or repeal.

SIX: The foregoing Amended and Restated Articles of Incorporation have been duly approved by the Board of Directors.

SEVEN: The foregoing Amended and Restated Articles of Incorporation have been duly adopted pursuant to the Plan in accordance with Section 30-29-1008 of the Idaho Business Corporation Act.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned have executed the foregoing Amended and Restated Articles of Incorporation on July 30, 2020.

The undersigned further declare under penalty of perjury under the laws of the State of Idaho that the matters set forth in this certificate are true and correct of their own knowledge.

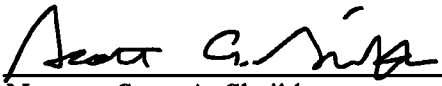
By: 
Name: George Voskanian
Title: Co- President

By: _____
Name: Scott A. Sheikh
Title: Co-President and Secretary

IN WITNESS WHEREOF, the undersigned have executed the foregoing Amended and Restated Articles of Incorporation on July 30, 2020.

The undersigned further declare under penalty of perjury under the laws of the State of Idaho that the matters set forth in this certificate are true and correct of their own knowledge.

By: _____
Name: George Voskanian
Title: Co- President

By:  _____
Name: Scott A. Sheikh
Title: Co-President and Secretary