

Corporate Bylaws and Governance Manual

Nexus Intelligent Systems, Inc.

Effective Date: January 22, 2024

ARTICLE I: CORPORATE ORGANIZATION

1.1 Corporate Identity

Nexus Intelligent Systems, Inc. (hereinafter "Corporation") is a Delaware corporation organized under the laws of the State of Delaware, with principal offices located at 1200 Technology Park Drive, San Jose, California 95134.

1.2 Corporate Purpose

The Corporation is organized to engage in the business of providing advanced artificial intelligence services, predictive analytics platforms, and digital transformation solutions for enterprise and industrial clients, including but not limited to:

- a) Development of AI-powered predictive maintenance technologies
- b) Machine learning diagnostic tool design
- c) Enterprise digital transformation consulting
- d) Related technological research and development activities

ARTICLE II: BOARD OF DIRECTORS

2.1 Composition

The Board of Directors shall consist of not fewer than three (3) and not more than nine (9) members, as determined by shareholder resolution.

2.2 Director Qualifications

Directors shall:

- Possess demonstrated expertise in technology, enterprise services, or related industries
- Maintain highest standards of professional integrity
- Have no material conflicts of interest with Corporation objectives
- Commit to fiduciary responsibilities of corporate governance

2.3 Election and Term

Directors shall be elected annually at the Corporation's shareholders meeting, with staggered three-year terms to ensure continuity of governance.

ARTICLE III: EXECUTIVE LEADERSHIP

3.1 Chief Executive Officer

The Chief Executive Officer ("CEO") shall:

- Serve as primary strategic leader of the Corporation
- Implement board-approved strategic initiatives
- Represent the Corporation in external engagements
- Maintain comprehensive oversight of corporate operations

3.2 Executive Compensation

Executive compensation shall be determined by the Board's Compensation Committee, utilizing market-competitive benchmarking and performance-based metrics.

ARTICLE IV: CORPORATE GOVERNANCE PRINCIPLES

4.1 Ethical Standards

The Corporation is committed to:

- Maintaining highest ethical standards
- Promoting transparency in corporate operations
- Ensuring compliance with all applicable laws and regulations
- Protecting shareholder and stakeholder interests

4.2 Conflict of Interest Policy

All directors, officers, and key employees must:

- Disclose potential conflicts of interest
- Recuse themselves from decisions involving personal financial interests
- Prioritize corporate objectives over individual considerations

ARTICLE V: FINANCIAL GOVERNANCE

5.1 Fiscal Year

The Corporation's fiscal year shall commence on January 1 and conclude on December 31 of each calendar year.

5.2 Financial Reporting

The Corporation shall:

- Maintain accurate and comprehensive financial records
- Undergo annual independent financial audits
- Provide quarterly financial reports to shareholders
- Comply with Securities and Exchange Commission reporting requirements

ARTICLE VI: AMENDMENT PROCEDURES

6.1 Bylaw Amendments

These bylaws may be amended, altered, or repealed by:

- Majority vote of the Board of Directors
- Two-thirds majority vote of shareholders
- Written notice provided at least thirty (30) days prior to proposed amendment

ARTICLE VII: INDEMNIFICATION

7.1 Corporate Indemnification

The Corporation shall indemnify directors, officers, and authorized representatives against legal proceedings arising from their official capacities, subject to standard legal limitations.

EXECUTION

IN WITNESS WHEREOF, the undersigned hereby certify these Corporate Bylaws and Governance Manual as of the effective date.

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Dr. Elena Rodriguez

Chief Executive Officer

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Michael Chen

Chief Technology Officer

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Corporate Secretary

Nexus Intelligent Systems, Inc.