

Corporate Bylaws of Nexus Intelligent Systems, Inc.

ARTICLE I: CORPORATE ORGANIZATION

1.1 Corporate Name and Purpose

Nexus Intelligent Systems, Inc. (the "Corporation") is a Delaware corporation organized to provide advanced artificial intelligence and predictive analytics services to enterprise clients in manufacturing, energy, transportation, and infrastructure sectors. The Corporation is authorized to engage in any lawful business activity consistent with its primary objectives of developing and delivering intelligent technological solutions.

1.2 Principal Office

The principal executive offices of the Corporation shall be located at 1200 Technology Park Drive, San Jose, California 95134, or at such other location as may be designated by the Board of Directors.

ARTICLE II: BOARD OF DIRECTORS

2.1 Composition and Election

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

(b) Directors shall be elected annually at the Corporation's annual shareholders meeting and shall serve until their successors are duly elected and qualified.

2.2 Powers and Responsibilities

The Board of Directors shall have full power and authority to manage and direct the business and affairs of the Corporation, including but not limited to:

- (a) Establishing strategic direction and long-term corporate objectives
- (b) Approving annual budgets and financial strategies
- (c) Overseeing executive management performance
- (d) Authorizing material corporate transactions
- (e) Ensuring compliance with applicable laws and regulations

ARTICLE III: OFFICERS

3.1 Executive Officers

The Corporation shall have the following officers:

- (a) Chief Executive Officer
- (b) Chief Technology Officer
- (c) Chief Financial Officer
- (d) Secretary

3.2 Officer Duties

- (a) The Chief Executive Officer shall have primary responsibility for overall corporate strategy and operational leadership.
- (b) The Chief Technology Officer shall oversee technological development, research initiatives, and product innovation.
- (c) The Chief Financial Officer shall manage financial operations, reporting, and strategic financial planning.
- (d) The Secretary shall be responsible for corporate record-keeping and ensuring compliance with corporate governance requirements.

ARTICLE IV: SHAREHOLDERS' RIGHTS

4.1 Voting Rights

- (a) Each outstanding share of common stock shall be entitled to one vote on all matters submitted to a shareholder vote.
- (b) Cumulative voting shall not be permitted in the election of directors.

4.2 Meetings

- (a) Annual shareholders' meetings shall be held no later than six months following the end of the Corporation's fiscal year.
- (b) Special meetings may be called by the Board of Directors or shareholders holding at least 25% of outstanding voting shares.

ARTICLE V: FINANCIAL PROVISIONS

5.1 Fiscal Year

The fiscal year of the Corporation shall commence on January 1 and end on December 31 of each calendar year.

5.2 Financial Reporting

The Corporation shall prepare and distribute annual financial statements in accordance with generally accepted accounting principles (GAAP) and applicable securities regulations.

ARTICLE VI: AMENDMENT PROCEDURES

6.1 Bylaw Amendments

These bylaws may be amended, altered, or repealed by a majority vote of the Board of Directors, subject to any restrictions outlined in the Corporation's Certificate of Incorporation.

ARTICLE VII: INDEMNIFICATION

7.1 Director and Officer Indemnification

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by Delaware law, including advancement of expenses and comprehensive legal protection.

EXECUTION

These Bylaws were duly adopted by resolution of the Board of Directors on January 22, 2024.

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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