

ORGANIZATIONAL AND CORPORATE DOCUMENT 34

PREAMBLE AND RECITALS

THIS ORGANIZATIONAL AND CORPORATE DOCUMENT (this "Document") is made and entered into as of January 15, 2024 (the "Effective Date"), by and for NEXUS INDUSTRIAL INTELLIGENCE, INC., a Delaware corporation with File Number 6789123, having its principal place of business at 2500 Innovation Drive, Wilmington, Delaware 19801 (the "Corporation"), operating under the laws and regulations of the State of Delaware and subject to all applicable federal statutes and regulations.

WHEREAS, the Corporation was duly incorporated under the laws of the State of Delaware on March 15, 2018, through the filing of its Certificate of Incorporation with the Delaware Secretary of State;

WHEREAS, the Corporation develops and operates proprietary artificial intelligence and machine learning solutions for industrial process optimization and automation, including but not limited to predictive maintenance systems, real-time process optimization algorithms, and automated quality control frameworks;

WHEREAS, the Corporation maintains substantial intellectual property assets, including patents, trade secrets, and proprietary methodologies, which require comprehensive protection and governance;

WHEREAS, the Corporation desires to establish comprehensive organizational and governance frameworks appropriate for its operations and technology focus, including detailed protocols for corporate management, intellectual property protection, and operational security;

WHEREAS, this Document shall serve to memorialize certain corporate matters, intellectual property protections, and operational parameters of the Corporation, encompassing both current operations and anticipated future developments in artificial intelligence and industrial automation; and

WHEREAS, the Corporation acknowledges its obligations under Delaware General Corporation Law and federal regulations governing technology companies and artificial intelligence applications.

NOW, THEREFORE, the Corporation hereby adopts and establishes the following:

DEFINITIONS AND INTERPRETATIONS

1.1 Defined Terms. For purposes of this Document, the following terms shall have the meanings specified below:

"AI Systems" means the Corporation's artificial intelligence and machine learning algorithms, models, and related computational systems that form the basis of its technology offerings, including neural networks, deep learning architectures, reinforcement learning systems, and associated training infrastructure.

"Authorized Users" means employees, contractors, or authorized third parties granted access rights to the Corporation's technology systems in accordance with applicable security protocols, authentication mechanisms, and role-based access controls as defined in the Corporation's security policies.

"Industrial Control Systems" means the hardware and software systems used to monitor and control industrial processes, including programmable logic controllers (PLCs), distributed control systems (DCS), supervisory control and data acquisition (SCADA) systems, human-machine interfaces (HMIs), and related industrial automation components.

"NexusCore™ Platform" means the Corporation's flagship enterprise software platform that combines computer vision, machine learning, predictive analytics, and process optimization capabilities for industrial applications, including all associated modules, APIs, user interfaces, and system components developed and maintained by the Corporation.

"Proprietary Technology" means all technology, software, algorithms, data models, methodologies, and related intellectual property developed by or for the Corporation, including but not limited to: (a) The NexusCore™ Platform and all constituent components; (b) Machine learning models, training datasets, and inference engines; (c) Computer vision systems, algorithms, and image processing capabilities; (d) Edge computing implementations and distributed processing frameworks; and (e) Integration protocols, interfaces, and connectivity solutions.

"Data Processing Infrastructure" means the Corporation's computational resources, storage systems, networking components, and associated hardware utilized for data collection, processing, analysis, and model training operations.

"Industrial IoT Devices" means any sensors, actuators, controllers, or other networked devices deployed in industrial environments that interface with the Corporation's systems for data collection or process control purposes.

"Model Training Data" means any data, datasets, or information used to train, validate, or test the Corporation's machine learning models, including labeled datasets, historical process data, and synthetic training data.

"Security Protocols" means the comprehensive set of security measures, policies, procedures, and technical controls implemented to protect the Corporation's systems, data, and intellectual property, including encryption, access controls, audit logging, and incident response procedures.

"System Integration Components" means any software, hardware, or protocol implementations designed to enable interoperability between the Corporation's technology and third-party systems, including APIs, connectors, middleware, and custom integration solutions.

1.2 Interpretation. In this Document, unless expressly stated otherwise: (a) References to sections, clauses, or exhibits are to those contained in this Document; (b) Headings are for convenience only and do not affect interpretation; (c) Words importing the singular include the plural and vice versa; (d) Technical terms shall be interpreted in accordance with industry standard definitions and practices; and (e) References to any technology, standard, or protocol shall be deemed to include successor or replacement technologies.

CORPORATE STRUCTURE AND GOVERNANCE

3.1 Board of Directors

(a) Composition. The Board of Directors shall consist of not less than five (5) and not more than nine (9) directors, with the exact number to be determined by resolution of the Board.

(b) Qualifications. At least one (1) director shall have substantial expertise in artificial intelligence and machine learning technologies, and at least one (1) director shall have significant experience in industrial manufacturing operations. Directors must meet the following additional criteria: (i) Minimum of ten (10) years executive leadership experience (ii) No conflicts of interest with competing enterprises (iii) Compliance with all applicable securities regulations (iv) Maintenance of relevant industry certifications

(c) Term and Election. Directors shall serve staggered three-year terms, with approximately one-third of the Board standing for election each year. No director shall serve more than four (4) consecutive terms.

(d) Removal and Vacancy. Directors may be removed with or without cause by a two-thirds majority vote of shareholders. Vacancies shall be filled by Board appointment until the next annual meeting of shareholders.

3.2 Officers and Management

(a) Required Officers. The Corporation shall have the following required officer positions: (i) Chief Executive Officer (ii) Chief Technology Officer (iii) Chief Financial Officer (iv) Chief AI Officer (v) Secretary

(b) Additional Officers. The Board may appoint such additional officers as it deems necessary, including: (i) Vice Presidents of specific functional areas (ii) Chief Information Security Officer (iii) Chief Revenue Officer

(c) Officer Responsibilities and Authority: (i) Chief Executive Officer shall serve as the principal executive officer, responsible for overall strategic direction and operational execution (ii) Chief Technology Officer shall oversee all technology development, implementation, and maintenance (iii) Chief Financial Officer shall manage financial planning, risk management, and reporting (iv) Chief AI Officer shall direct artificial intelligence strategy, ethics, and implementation (v) Secretary shall maintain corporate records and ensure regulatory compliance

(d) Term and Removal. Officers shall serve at the pleasure of the Board and may be removed with or without cause by majority Board vote. Officer terms shall be reviewed annually.

3.3 Committees

(a) Standing Committees. The Corporation shall maintain the following standing committees: (i) Audit Committee (ii) Compensation Committee (iii) Technology and AI Ethics Committee (iv) Industrial Safety and Compliance Committee

(b) Committee Composition and Requirements: (i) Each committee shall consist of at least three (3) directors (ii) Committee chairs must be independent directors (iii) Audit Committee members must meet SEC financial expertise requirements (iv) Technology and AI Ethics Committee must include the Chief AI Officer as an advisory member

(c) Committee Responsibilities: (i) Audit Committee shall oversee financial reporting, internal controls, and external auditor relationships (ii) Compensation Committee shall determine executive compensation and incentive structures (iii) Technology and AI Ethics Committee shall review AI development practices and ethical implications (iv) Industrial Safety Committee shall monitor operational safety and regulatory compliance

3.4 Governance Policies

(a) Decision-Making Authority: (i) Material transactions exceeding \$10 million require Board approval (ii) AI system deployments affecting public safety require Technology and AI Ethics Committee review (iii) Executive compensation changes require Compensation Committee recommendation

(b) Reporting Requirements: (i) Quarterly Board meetings with minimum 75% attendance requirement (ii) Monthly executive committee meetings (iii) Annual governance review and compliance certification (iv) Regular risk assessment and mitigation reporting

(c) Succession Planning: (i) Annual review of succession plans for all C-suite positions (ii) Development of internal leadership pipeline (iii) Emergency succession protocols for key positions

3.5 Shareholder Rights

- (a) Voting Rights: (i) One vote per common share (ii) Cumulative voting for director elections (iii) Special voting rights for major corporate transactions
- (b) Information Rights: (i) Quarterly financial reports and business updates (ii) Access to annual meetings and shareholder forums (iii) Right to propose shareholder resolutions (iv) Inspection of corporate records as permitted by law

INTELLECTUAL PROPERTY PROTECTION

4.1 Ownership and Rights

- (a) The Corporation shall retain exclusive ownership of all Proprietary Technology, including all associated intellectual property rights, patents, copyrights, trade secrets, and know-how.
- (b) All improvements, modifications, and derivative works of the Proprietary Technology shall be owned exclusively by the Corporation, regardless of the source of such improvements.
- (c) The Corporation's intellectual property portfolio shall encompass: (i) Patented innovations and pending patent applications (ii) Registered and unregistered copyrights (iii) Trade secrets and confidential information (iv) Proprietary methodologies and processes (v) Software architecture and implementations (vi) Data structures and algorithms (vii) Machine learning models and training methodologies
- (d) Employee and contractor contributions shall be subject to: (i) Mandatory assignment of rights to the Corporation (ii) Waiver of moral rights where applicable (iii) Ongoing obligation to assist in IP protection (iv) Documentation of inventorship and authorship

4.2 Trade Secret Protection

- (a) The Corporation shall implement and maintain comprehensive trade secret protection measures, including: (i) Physical and electronic security controls (ii) Employee and contractor confidentiality agreements (iii) Access control protocols (iv) Information classification systems
- (b) Trade secret protection protocols shall include: (i) Regular security audits and compliance reviews (ii) Visitor management and facility access controls (iii) Document marking and handling procedures (iv) Secure disposal of confidential materials (v) Employee training and awareness programs (vi) Incident response procedures (vii) Third-party confidentiality requirements
- (c) Information classification levels shall be established as: (i) Strictly Confidential - Critical IP assets (ii) Confidential - Sensitive business information (iii) Internal Use - Non-public operational data (iv) Public - Approved external communications

4.3 Technology Licensing

(a) Any licensing of the Corporation's Proprietary Technology shall be subject to: (i) Written approval by the Board of Directors (ii) Robust contractual protections (iii) Usage limitations and restrictions (iv) Appropriate compensation terms

(b) License agreements shall incorporate: (i) Field of use restrictions (ii) Geographic limitations (iii) Sub-licensing prohibitions (iv) Quality control requirements (v) Audit and inspection rights (vi) Termination provisions (vii) Confidentiality obligations

(c) Technology transfer restrictions shall include: (i) Export control compliance (ii) National security considerations (iii) Competitive use limitations (iv) Technical documentation controls (v) Support and maintenance terms

4.4 AI and Algorithm Protection

(a) The Corporation shall maintain strict controls over its AI Systems, including: (i) Source code security (ii) Model architecture protection (iii) Training data safeguards (iv) Deployment environment security

(b) AI-specific protection measures shall encompass: (i) Model versioning and archival procedures (ii) Training dataset access controls (iii) Model parameter security (iv) Inference API restrictions (v) Output validation protocols (vi) Testing environment isolation (vii) Development environment security

(c) Algorithm protection strategies shall include: (i) Code obfuscation techniques (ii) Encrypted storage requirements (iii) Access logging and monitoring (iv) Version control protocols (v) Documentation security

4.5 Enforcement and Remedies

(a) The Corporation shall actively monitor and enforce its intellectual property rights through: (i) Regular IP portfolio audits (ii) Market surveillance activities (iii) Competitor analysis (iv) Online monitoring services

(b) Enforcement actions may include: (i) Cease and desist notifications (ii) Administrative proceedings (iii) Civil litigation (iv) Criminal referrals (v) Border control measures

(c) Remedial measures shall encompass: (i) Injunctive relief (ii) Monetary damages (iii) Destruction of infringing materials (iv) Public notices and corrections (v) License compliance audits

4.6 IP Portfolio Management

(a) The Corporation shall maintain a comprehensive IP management system including: (i) IP asset inventory (ii) Maintenance fee tracking (iii) License agreement management (iv) Renewal monitoring (v) Portfolio valuation

(b) Regular portfolio review shall address: (i) Strategic alignment assessment (ii) Cost-benefit analysis (iii) Licensing opportunities (iv) Abandonment decisions (v) Acquisition recommendations

(c) Documentation requirements shall include: (i) Invention disclosures (ii) Development histories (iii) Chain of title records (iv) Assignment documentation (v) License agreements (vi) Security interest records

SIGNATURE AND ATTESTATION

IN WITNESS WHEREOF, this Document has been executed as of the Effective Date first above written.

NEXUS INDUSTRIAL INTELLIGENCE, INC.

By: _____ Name: Dr. Sarah Chen Title: Chief Executive Officer

ATTEST:

By: _____ Name: [Corporate Secretary Name] Title: Secretary

EXHIBIT A

APPROVED FORM OF CONFIDENTIALITY AGREEMENT [Standard confidentiality agreement template to be attached]

EXHIBIT B

AI ETHICS AND GOVERNANCE GUIDELINES [Corporate AI ethics framework to be attached]

APPENDIX 1

TECHNICAL SPECIFICATIONS FOR NEXUSCORE™ PLATFORM [Detailed technical specifications to be attached]