ORGANIZATIONAL AND CORPORATE DOCUMENT

NEXUS INDUSTRIAL INTELLIGENCE, INC.

A Delaware Corporation

DATED AS OF JANUARY 15, 2024

1.0 PREAMBLE AND RECITALS

WHEREAS, Nexus Industrial Intelligence, Inc., a Delaware corporation (the "Corporation"), was incorporated under the Delaware General Corporation Law (the "DGCL") on March 15, 2018, pursuant to Section 101 of the DGCL and in accordance with all applicable provisions thereof;

WHEREAS, the Corporation develops and deploys proprietary artificial intelligence and machine learning solutions for industrial process optimization, including its flagship NexusCore™ Industrial AI Platform, which incorporates protected intellectual property and proprietary algorithms developed by the Corporation;

WHEREAS, the Corporation operates in the industrial technology software sector, providing enterprise-grade solutions to manufacturing clients through its proprietary technology stack, serving Fortune 500 companies and mid-market manufacturers across multiple industrial verticals;

WHEREAS, the Corporation has established significant market presence in the industrial artificial intelligence sector, having secured multiple rounds of venture capital financing and strategic partnerships with leading industrial enterprises;

WHEREAS, the Corporation maintains compliance with applicable federal and state regulations governing artificial intelligence deployment, data privacy, and industrial software implementations, including but not limited to relevant provisions of the Federal Trade Commission Act and state-specific data protection laws;

WHEREAS, the Board of Directors (the "Board") deems it advisable and in the best interests of the Corporation to adopt this Organizational and Corporate Document to establish comprehensive governance and operational frameworks appropriate for a growth-stage, venture-backed technology company, particularly in light of the rapidly evolving regulatory landscape surrounding artificial intelligence technologies; and

NOW, THEREFORE, the Corporation hereby adopts this Organizational and Corporate Document (this "Document") as follows:

2.0 DEFINITIONS AND INTERPRETATION

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

"AI Technology" means the Corporation's proprietary artificial intelligence and machine learning algorithms, methodologies, and systems, including all associated intellectual property rights, training data, model architectures, neural networks, decision trees, and ensemble methods developed by or for the Corporation.

"NexusCore™ Platform" means the Corporation's enterprise software suite that combines computer vision, machine learning-driven predictive analytics, and process optimization algorithms, including all modules, updates, and improvements thereto, comprising both cloud-based and on-premises deployments, user interfaces, APIs, and associated documentation.

"Intellectual Property" means all patents, copyrights, trade secrets, trademarks, know-how, and other intellectual property rights owned or licensed by the Corporation, including but not limited to software code, algorithms, data structures, methodologies, user interfaces, documentation, training materials, business processes, and any derivatives thereof.

"Industrial Client" means any manufacturing entity that licenses or utilizes the Corporation's technology solutions, including its subsidiaries, affiliates, and authorized contractors operating within the scope of their engagement.

"Machine Learning Models" means the Corporation's proprietary trained algorithms and statistical models used for industrial process optimization and predictive maintenance, including supervised and unsupervised learning systems, deep learning networks, and reinforcement learning algorithms.

"Confidential Information" means any non-public technical, business, or operational information, including but not limited to source code, training data, model parameters, client data, pricing strategies, and business plans.

"System Output" means any results, recommendations, predictions, or analyses generated by the NexusCore™ Platform or associated AI Technology when processing Industrial Client data.

"Licensed Technology" means the combination of AI Technology, NexusCore™ Platform, Machine Learning Models, and associated documentation licensed to Industrial Clients under applicable agreements.

2.2 Interpretation. In this Document: (a) Section headings are for convenience only and shall not affect interpretation (b) Words importing the singular include the plural and vice versa (c)

References to Sections are to Sections of this Document (d) "Including" means "including without limitation" (e) References to software, algorithms, or technology include all current and future versions, updates, and improvements (f) Technical terms not specifically defined shall have their generally accepted meaning within the artificial intelligence and software industry (g) References to time periods shall be calculated in calendar days unless otherwise specified (h) Any reference to laws, regulations, or standards includes amendments and successor provisions (i) References to intellectual property rights include both registered and unregistered rights (j) The terms "herein," "hereof," and "hereunder" refer to this Document in its entirety (k) References to third-party software or technology include only those versions or features explicitly licensed or authorized (l) Any obligation to provide technology or services shall be interpreted as requiring commercially reasonable efforts (m) References to data protection or privacy requirements include all applicable laws and industry standards

3.0 CORPORATE ORGANIZATION

3.1 Corporate Purpose and Powers

(a) The Corporation is organized to develop, commercialize, and deploy industrial artificial intelligence solutions and related technologies.

(b) The Corporation shall have all powers necessary or convenient to carry out its business and affairs, including without limitation those powers expressly granted by the DGCL.

(c) Such powers shall include, but are not limited to: (i) Entering into contracts, agreements, and strategic partnerships (ii) Acquiring, holding, and disposing of real and personal property (iii) Conducting research and development activities (iv) Licensing intellectual property and technology (v) Establishing subsidiaries and joint ventures (vi) Raising capital through equity and debt offerings

3.2 Board of Directors

(a) Composition. The Board shall consist of not less than five (5) nor more than nine (9) directors, including: (i) The CEO (ii) Two (2) founders (iii) Up to three (3) venture capital representatives (iv) Up to three (3) independent directors

(b) Authority. The Board shall manage the business and affairs of the Corporation and may exercise all corporate powers and take all lawful actions not prohibited by law, the Certificate of Incorporation, or the Bylaws.

(c) Meetings and Procedures (i) Regular meetings shall be held at least quarterly (ii) Special meetings may be called by the Chairman or any two directors (iii) Quorum shall consist of a majority of directors then in office (iv) Actions require approval by majority vote of directors present (v) Remote participation shall be permitted via telephone or video conference

(d) Committees (i) The Board shall establish and maintain the following standing committees: - Audit Committee - Compensation Committee - Nominating and Corporate Governance Committee (ii) Each committee shall have at least three members (iii) Committee chairs must be independent directors

3.3 Officers

(a) Required Officers. The Corporation shall have the following officers: (i) Chief Executive Officer - Primary executive responsibility - Strategic leadership and vision - Reports directly to Board (ii) Chief Technology Officer - Technology strategy and execution - Product development oversight - IP portfolio management (iii) Chief Financial Officer - Financial planning and operations - Investor relations - Regulatory compliance (iv) Secretary - Corporate records maintenance - Governance documentation - Legal compliance support

(b) Additional Officers. The Board may appoint additional officers as deemed necessary, including: (i) Chief Operating Officer (ii) Chief Revenue Officer (iii) Chief Marketing Officer (iv) General Counsel

(c) Term and Removal (i) Officers shall serve at the pleasure of the Board (ii) Any officer may be removed with or without cause (iii) Vacancies shall be filled by Board appointment

3.4 Stockholder Rights

(a) Voting Rights (i) Each share of Common Stock shall entitle the holder to one vote (ii) Cumulative voting shall not be permitted (iii) Written consent in lieu of meeting requires majority approval

(b) Preferred Stock Rights (i) Holders of Preferred Stock shall have such rights, preferences, and privileges as set forth in the Certificate of Incorporation (ii) Series-specific rights may include: - Liquidation preferences - Conversion rights - Anti-dilution protection - Board representation rights - Protective provisions

(c) Information Rights (i) Annual financial statements within 90 days of year-end (ii) Quarterly financial statements within 45 days of quarter-end (iii) Monthly management reports within 30 days (iv) Access to facilities and personnel upon reasonable notice

(d) Transfer Restrictions (i) Right of first refusal on stock transfers (ii) Co-sale rights for major stockholders (iii) Drag-along rights for Board-approved transactions (iv) Lock-up provisions for IPO transactions

3.5 Corporate Governance

(a) The Corporation shall maintain: (i) Corporate governance guidelines (ii) Code of business conduct and ethics (iii) Insider trading policy (iv) Related party transaction policy (v) Whistleblower protection policy

(b) Annual review and updates of governance documents shall be conducted by the Nominating and Corporate Governance Committee.

4.0 INTELLECTUAL PROPERTY PROVISIONS

4.1 Ownership and Protection

(a) The Corporation shall own all right, title, and interest in: (i) The NexusCore™ Platform (ii) All AI Technology and Machine Learning Models (iii) All improvements and derivative works thereof (iv) All data processing methodologies and algorithms (v) System architecture and technical specifications (vi) User interface designs and implementations

(b) The Corporation shall maintain appropriate registrations, filings, and protections for all Intellectual Property, including: (i) Patent applications for novel technological innovations (ii) Trademark registrations for all brand identifiers (iii) Copyright registrations for software code and documentation (iv) Regular IP portfolio audits and maintenance (v) Monitoring for potential infringement

(c) The Corporation shall document and maintain records of: (i) All invention disclosures (ii) Development processes and methodologies (iii) Source code version control (iv) Technical documentation and specifications

4.2 Trade Secrets

(a) The Corporation shall implement and maintain reasonable measures to protect its trade secrets, including: (i) Confidentiality agreements (ii) Access controls (iii) Security protocols (iv) Employee training programs (v) Information classification systems (vi) Digital rights management systems

(b) Trade secret protection measures shall encompass: (i) Physical security controls for facilities (ii) Electronic security measures for digital assets (iii) Access logging and monitoring systems (iv) Regular security audits and assessments (v) Incident response procedures

(c) All employees, contractors, and consultants shall: (i) Sign comprehensive non-disclosure agreements (ii) Receive regular security awareness training (iii) Acknowledge IP policies and procedures (iv) Report potential security breaches

4.3 Technology Licensing

(a) The Corporation may license its technology to Industrial Clients pursuant to written agreements that: (i) Protect the Corporation's Intellectual Property (ii) Limit liability (iii) Specify permitted uses (iv) Define usage restrictions (v) Establish royalty structures (vi) Include audit rights

(b) License agreements shall include provisions for: (i) Territory restrictions (ii) Field-of-use limitations (iii) Sub-licensing restrictions (iv) Quality control requirements (v) Performance standards (vi) Termination conditions

4.4 IP Enforcement and Defense

(a) The Corporation shall maintain procedures for: (i) Monitoring potential infringement (ii) Investigating unauthorized use (iii) Enforcing IP rights (iv) Defending against third-party claims

(b) Enforcement actions may include: (i) Cease and desist notifications (ii) Settlement negotiations (iii) Legal proceedings (iv) Alternative dispute resolution

4.5 IP Development and Acquisition

(a) The Corporation shall maintain processes for: (i) Evaluating new IP opportunities (ii) Conducting IP due diligence (iii) Negotiating IP acquisitions (iv) Managing IP portfolios

(b) IP development shall include: (i) Regular innovation reviews (ii) Patent clearance searches (iii) Freedom-to-operate analyses (iv) Strategic IP planning (v) Portfolio optimization strategies

4.6 Compliance and Reporting

(a) The Corporation shall: (i) Maintain IP compliance programs (ii) Conduct regular IP audits (iii) Report on IP metrics (iv) Review IP strategies (v) Update IP policies as needed

5.0 OPERATIONAL PROVISIONS

5.1 Software Development

(a) The Corporation shall maintain documented development protocols for: (i) Code version control, including repository management, branching strategies, and commit documentation (ii) Quality assurance, encompassing unit testing, integration testing, and regression analysis (iii) Security testing, incorporating vulnerability assessments and penetration testing (iv) Documentation standards for source code and APIs (v) Change management procedures and approval workflows

(b) Development teams shall adhere to: (i) Industry-standard coding practices and style guides (ii) Regular code review procedures (iii) Automated testing protocols (iv) Continuous integration/continuous deployment (CI/CD) methodologies

5.2 Deployment Standards

(a) Client deployments shall follow established procedures for: (i) System integration, including compatibility verification (ii) Performance validation across specified metrics (iii) User training and documentation delivery (iv) Rollback procedures and contingency planning (v) Service level agreement (SLA) compliance

(b) Pre-deployment requirements shall include: (i) Environmental configuration validation (ii) Data migration testing (iii) Load testing under projected usage conditions (iv) Security compliance verification (v) Client acceptance testing documentation

5.3 Data Security

(a) The Corporation shall maintain appropriate technical and organizational measures to protect client data, including: (i) Encryption protocols for data at rest and in transit (ii) Access control mechanisms and authentication protocols (iii) Regular security audits and compliance assessments (iv) Incident response procedures (v) Data backup and recovery systems

(b) Security measures shall encompass: (i) Regular vulnerability assessments (ii) Employee security training programs (iii) Third-party security evaluations (iv) Compliance with relevant data protection regulations

5.4 Operational Monitoring

(a) The Corporation shall implement continuous monitoring of: (i) System performance metrics (ii) Security events and alerts (iii) Service availability (iv) Resource utilization

(b) Regular reporting shall include: (i) Monthly performance summaries (ii) Incident reports and resolution status (iii) Compliance verification documentation (iv) System health indicators (v) Capacity planning assessments

5.5 Maintenance and Updates

(a) The Corporation shall establish procedures for: (i) Regular system maintenance schedules (ii) Security patch management (iii) Version upgrade protocols (iv) Client communication regarding system changes (v) Emergency maintenance procedures

SIGNATURE PAGE

IN WITNESS WHEREOF, the undersigned has executed this Document as of the date first written above.

NEXUS INDUSTRIAL INTELLIGENCE, INC.

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

EXHIBIT A

NexusCore™ Platform Technical Specifications

EXHIBIT B

Standard Operating Procedures

APPENDIX 1

Board Committee Charters

APPENDIX 2

Officer Position Descriptions

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