

ORGANIZATIONAL AND CORPORATE DOCUMENT

NEXUS INDUSTRIAL INTELLIGENCE, INC.

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION AND CORPORATE GOVERNANCE FRAMEWORK

1.0 PREAMBLE AND RECITALS

WHEREAS, Nexus Industrial Intelligence, Inc., a Delaware corporation (File No. 6789012), with its principal place of business at 2500 Innovation Drive, Suite 400, Wilmington, Delaware 19801 (the "Corporation"), was incorporated on March 15, 2018;

WHEREAS, the Board of Directors of the Corporation (the "Board") has determined it to be in the best interests of the Corporation and its stockholders to establish this comprehensive corporate governance framework;

WHEREAS, the Corporation has developed proprietary artificial intelligence and machine learning technologies for industrial applications, including its NexusCore™ Platform;

WHEREAS, the Corporation maintains registered agent services through Corporation Service Company, located at 251 Little Falls Drive, Wilmington, Delaware 19808, in compliance with Section 132 of the Delaware General Corporation Law;

WHEREAS, the Corporation has fulfilled all statutory requirements for conducting business in the State of Delaware, including the filing of annual reports and payment of franchise taxes;

WHEREAS, the Corporation's authorized capital structure consists of 10,000,000 shares of Common Stock, par value \$0.001 per share, and 2,000,000 shares of Preferred Stock, par value \$0.001 per share, as set forth in its Certificate of Incorporation;

WHEREAS, by unanimous written consent dated January 15, 2024, the Board has authorized and approved this document pursuant to Section 141(f) of the Delaware General Corporation Law;

WHEREAS, this document shall serve as binding corporate policy and shall be maintained in the Corporation's permanent records;

NOW, THEREFORE, the Corporation hereby adopts the following provisions:

2.0 DEFINITIONS AND INTERPRETATION

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

(a) "AI Technology" means any artificial intelligence, machine learning, or neural network technology, including all algorithms, models, training data, and related intellectual property developed by or for the Corporation, encompassing but not limited to: (i) supervised, unsupervised, and reinforcement learning systems; (ii) deep learning architectures and neural network configurations; (iii) training methodologies, optimization algorithms, and hyperparameter configurations; (iv) inference engines and deployment frameworks; and (v) associated documentation, source code, and development tools.

(b) "Confidential Information" means all non-public information concerning the Corporation's technology, products, business plans, financial status, and operations, including but not limited to the NexusCore™ Platform and all AI Technology, specifically encompassing: (i) technical specifications, architectural designs, and implementation details; (ii) research and development activities, experimental results, and testing data; (iii) customer lists, pricing strategies, and market analyses; (iv) trade secrets, know-how, and proprietary methodologies; and (v) financial projections, investment strategies, and corporate development plans.

(c) "Industrial Applications" means the implementation of the Corporation's technology in manufacturing, process control, predictive maintenance, quality assurance, and related industrial operations, including: (i) automated production line optimization and control systems; (ii) real-time monitoring and anomaly detection frameworks; (iii) predictive maintenance scheduling and asset management solutions; (iv) quality control and inspection systems; and (v) supply chain optimization and inventory management applications.

(d) "NexusCore™ Platform" means the Corporation's proprietary software platform that combines computer vision, machine learning, and edge computing capabilities for industrial process optimization, including all updates, modifications, and derivative works thereof, specifically comprising: (i) core processing engine and computational frameworks; (ii) user interface components and visualization tools; (iii) data collection and preprocessing modules; (iv) model training and deployment infrastructure; and (v) integration APIs and communication protocols.

(e) "Intellectual Property Rights" means all rights in and to: (i) patents, patent applications, and patent rights; (ii) trademarks, trademark applications, trade names, and service marks; (iii) copyrights, copyright registrations, and moral rights; (iv) trade secrets and confidential information; (v) industrial designs and design patents; and (vi) all other intellectual property rights as defined under applicable law.

2.2 Interpretation. In this document:

(a) References to Sections shall mean sections of this document unless otherwise specified.

(b) The words "include," "includes," and "including" shall be deemed to be followed by "without limitation."

(c) Unless the context requires otherwise, words in the singular include the plural and vice versa.

(d) References to any law, regulation, or statute shall include all amendments, modifications, and replacements thereof and any subordinate legislation made thereunder.

(e) Time periods shall be calculated in calendar days, unless otherwise specified, and shall exclude the day of the event from which the time period begins to run.

(f) Technical terms not otherwise defined shall have the meanings commonly ascribed to them in the artificial intelligence and industrial automation industries.

(g) References to written or in writing shall include all modes of representing or reproducing words in visible form, including electronic communications.

(h) The section headings are for convenience only and shall not affect the interpretation of this document.

(i) Any reference to a party's consent or approval shall mean prior written consent or approval.

(j) References to currency shall mean United States dollars unless otherwise specified.

2.3 Precedence. In the event of any conflict or inconsistency between the provisions of this document:

(a) The main body shall prevail over any schedules or attachments.

(b) The explicit terms shall prevail over any implied terms.

(c) The special conditions shall prevail over any general conditions.

3.0 CORPORATE ORGANIZATION

3.1 Capital Structure

(a) Authorized Stock. The Corporation is authorized to issue: (i) 20,000,000 shares of Common Stock, \$0.001 par value per share (ii) 5,000,000 shares of Preferred Stock, \$0.001 par value per share, of which: - 2,000,000 shares are designated Series A Preferred Stock - 1,500,000 shares are designated Series B Preferred Stock - 1,500,000 shares are designated Series C Preferred Stock

(b) Voting Rights and Preferences: (i) Common Stock shall be entitled to one (1) vote per share on all matters (ii) Series A Preferred Stock shall be entitled to ten (10) votes per share (iii) Series B Preferred Stock shall be entitled to fifteen (15) votes per share (iv) Series C Preferred Stock shall be entitled to twenty (20) votes per share

(c) Conversion Rights: (i) Each series of Preferred Stock shall be convertible into Common Stock at the option of the holder (ii) Conversion ratio shall be 1:1, subject to adjustment for stock splits, combinations, or similar events (iii) Automatic conversion shall occur upon: - Qualified public offering with minimum proceeds of \$50,000,000 - Written consent of holders of at least 66.67% of outstanding Preferred Stock

3.2 Board of Directors

(a) Composition. The Board shall consist of seven (7) directors: (i) CEO Director: Dr. Sarah Chen (ii) Two (2) Series C Directors (iii) One (1) Series B Director (iv) One (1) Series A Director (v) Two (2) Independent Directors

(b) Qualifications: (i) Independent Directors must meet NYSE independence standards (ii) Series C Directors must have minimum five years AI industry experience (iii) All Directors must maintain confidentiality agreements and D&O insurance coverage

(c) Committees. The Board shall maintain the following standing committees: (i) Audit Committee - Minimum three members - All members must be independent - At least one member must be financial expert - Quarterly meeting requirement (ii) Compensation Committee - Minimum three members - Majority must be independent - Annual review of executive compensation (iii) Technology and AI Ethics Committee - Minimum four members - Must include Chief AI Officer - Quarterly review of AI development and deployment - Ethics compliance monitoring - Risk assessment requirements

(d) Voting Requirements: (i) Quorum requires presence of majority of Directors (ii) Special matters requiring supermajority (75%) approval: - Annual budget exceeding \$50,000,000 - Material intellectual property transactions - AI system deployment affecting over 100,000 users - Mergers, acquisitions, or sale of company (iii) Regular matters require simple majority

3.3 Officers

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

(b) Qualifications and Requirements: (i) Chief Executive Officer - Minimum ten years executive experience - Advanced degree in relevant field - No competing business interests (ii) Chief Technology Officer - Advanced degree in Computer Science or related field - Minimum eight years technology leadership experience (iii) Chief Financial Officer - CPA certification required - Minimum five years public company experience (iv) Chief AI Officer - Ph.D. in AI, Machine Learning, or related field - Demonstrated ethical AI leadership - Published research in AI safety (v) Secretary - Legal qualification preferred - Corporate governance experience required

(c) Authority and Responsibilities: (i) Officers shall have such authority and perform such duties as prescribed by the Board and Delaware law (ii) Specific delegated authorities: - CEO:

Strategic decisions up to \$5,000,000 - CFO: Financial transactions up to \$1,000,000 - CTO: Technology investments up to \$2,000,000 - CAIO: AI deployment decisions within approved frameworks

(d) Removal and Succession: (i) Officers may be removed by Board majority vote (ii) Succession planning required for all officer positions (iii) Interim appointment procedures for unexpected vacancies (iv) Annual review of succession readiness

3.4 Compliance and Reporting

(a) Corporate Governance Requirements: (i) Annual corporate governance review (ii) Quarterly compliance certifications (iii) Ethics training for all Directors and Officers (iv) Conflict of interest disclosures

(b) AI Governance Framework: (i) Quarterly AI ethics assessments (ii) Annual AI safety audit (iii) Stakeholder impact analysis for AI deployments (iv) Regular reporting to Technology and AI Ethics Committee

(c) Documentation Requirements: (i) Maintenance of corporate minute books (ii) Recording of all Board and committee meetings (iii) Annual review of corporate governance documents (iv) Regular updates to succession plans and emergency procedures

4.0 INTELLECTUAL PROPERTY PROTECTION

4.1 Ownership of AI Technology

(a) The Corporation shall own all right, title, and interest in and to: (i) All AI Technology developed by its employees or contractors during their engagement (ii) All improvements to the NexusCore™ Platform and associated systems (iii) All training data, model outputs, and derivative works (iv) Any algorithmic modifications, optimizations, or enhancements (v) All documentation, specifications, and technical materials

(b) Employee and Contractor Rights: (i) Employees and contractors shall promptly disclose all inventions (ii) Assignment agreements shall be executed prior to engagement (iii) Pre-existing IP must be declared and documented (iv) Compensation for inventions shall follow Corporation policy (v) Moral rights shall be waived to the extent permitted by law

4.2 IP Protection Measures

(a) The Corporation shall implement comprehensive protection measures including: (i) Filing and maintaining patent applications for key innovations (ii) Implementing robust trade secret protection protocols (iii) Requiring confidentiality agreements from all personnel (iv) Monitoring for potential infringement (v) Conducting regular IP audits and assessments (vi) Maintaining secure development environments (vii) Implementing access controls and monitoring systems

(b) Trade Secret Protection Requirements: (i) Classification of confidential information (ii) Physical and digital security measures (iii) Employee training and awareness programs (iv) Visitor management protocols (v) Document marking and handling procedures (vi) Secure disposal of sensitive materials (vii) Regular security assessments

4.3 Technology Licensing

(a) Any licensing of the Corporation's AI Technology shall require: (i) Board approval for strategic licenses (ii) Written agreement with appropriate restrictions (iii) Retention of ownership rights (iv) Compliance with export control regulations (v) Appropriate consideration and royalty structures (vi) Quality control provisions (vii) Audit rights and reporting requirements

(b) License Agreement Requirements: (i) Scope and field of use limitations (ii) Geographic restrictions (iii) Sublicensing provisions (iv) Performance obligations (v) Termination rights (vi) Indemnification requirements (vii) Technical support obligations

4.4 IP Development and Protection

(a) The Corporation shall maintain: (i) Regular invention disclosure reviews (ii) IP portfolio management strategy (iii) Competitive intelligence monitoring (iv) Technology landscaping activities (v) Strategic patent filing program

(b) Protection of Machine Learning Elements: (i) Model architecture protection (ii) Training methodology safeguards (iii) Dataset access controls (iv) Model deployment security (v) Version control and tracking

4.5 Enforcement and Defense

(a) The Corporation shall: (i) Monitor market activities for potential infringement (ii) Maintain enforcement procedures (iii) Document potential violations (iv) Engage appropriate legal counsel (v) Pursue legal remedies as necessary

(b) Defense Measures: (i) Freedom-to-operate analyses (ii) Prior art monitoring (iii) Patent clearance procedures (iv) Risk assessment protocols (v) Litigation preparation procedures

4.6 International Protection

(a) The Corporation shall pursue: (i) International patent protection (ii) Regional trademark registrations (iii) Copyright registrations where applicable (iv) Trade secret protection in key markets

(b) Compliance Requirements: (i) Local law adherence (ii) Export control compliance (iii) Technology transfer regulations (iv) Cross-border data protection

4.7 Continuous Development

(a) The Corporation shall maintain: (i) Regular IP strategy reviews (ii) Portfolio optimization programs (iii) Technology advancement tracking (iv) Market opportunity assessment (v) Competitive analysis updates

(b) Innovation Protection: (i) Regular patent landscape analysis (ii) Strategic filing decisions (iii) Portfolio gap assessment (iv) Value optimization review (v) License opportunity evaluation

4.8 Documentation Requirements

(a) The Corporation shall maintain: (i) Invention disclosure records (ii) Development documentation (iii) Technical specifications (iv) Testing and validation records (v) Improvement documentation (vi) Usage tracking systems (vii) Access logs and audit trails

SIGNATURE PAGE

IN WITNESS WHEREOF, the undersigned has executed this document as of January 15, 2024.

NEXUS INDUSTRIAL INTELLIGENCE, INC.

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

EXHIBIT A

Schedule of Intellectual Property Rights

EXHIBIT B

Board Committee Charters

APPENDIX 1

AI Ethics Guidelines and Governance Framework

APPENDIX 2

Technology Export Control Compliance Procedures

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