

ARTICLES OF INCORPORATION OF NEXUS INTELLIGENT SYSTEMS, INC.

ARTICLE I: CORPORATE IDENTIFICATION

1 Name. The name of the corporation is Nexus Intelligent Systems, Inc. (hereinafter referred to as the "Corporation").

2 Principal Office. The principal executive office of the Corporation shall be located at 1200 Technology Park Drive, Suite 450, San Jose, California 95134.

ARTICLE II: PURPOSE AND POWERS

1 Business 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 machine learning and predictive maintenance technologies
- (b) Enterprise digital transformation consulting
- (c) Intelligent automation platform design and implementation
- (d) Advanced data analytics and diagnostic tool development

2 General Powers. The Corporation shall have all powers granted to corporations under the Delaware General Corporation Law, including the capacity to engage in any lawful business, transaction, or activity consistent with its corporate purposes.

ARTICLE III: CAPITAL STRUCTURE

1 Authorized Shares. The total number of shares of capital stock that the Corporation shall have authority to issue is:

- (a) 10,000,000 shares of Common Stock, par value \$0.001 per share
- (b) 2,000,000 shares of Preferred Stock, par value \$0.001 per share

2 Preferred Stock. The Board of Directors is authorized to issue Preferred Stock in one or more series, with such rights, preferences, privileges, and restrictions as determined by board resolution.

ARTICLE IV: GOVERNANCE

1 Board of Directors. The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors, consisting of not fewer than three (3) and not more than nine (9) directors.

2 Initial Directors. The initial Board of Directors shall consist of:

(a) Dr. Elena Rodriguez

(b) Michael Chen

(c) Sarah Williamson

ARTICLE V: REGISTERED AGENT

1 Registered Office. The address of the Corporation's registered office in the State of Delaware is:

Corporation Trust Center

1209 Orange Street

Wilmington, Delaware 19801

2 Registered Agent. The registered agent at such address shall be Corporation Trust Company.

ARTICLE VI: INDEMNIFICATION

1 Indemnification Rights. To the fullest extent permitted by Delaware law, the Corporation shall indemnify any director, officer, employee, or agent who was or is a party to any proceeding by reason of their corporate role.

2 Advancement of Expenses. Expenses incurred by a director, officer, employee, or agent in defending any proceeding shall be paid by the Corporation in advance of the final disposition of such proceeding.

ARTICLE VII: LIMITATIONS OF LIABILITY

1 Director Liability. No director shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except as required by applicable law.

ARTICLE VIII: AMENDMENT PROCEDURES

1 Amendment Process. These Articles of Incorporation may be amended in accordance with the Delaware General Corporation Law, requiring approval by a majority vote of the Board of Directors and, where applicable, stockholder consent.

EXECUTION

IN WITNESS WHEREOF, the undersigned, being the incorporator of Nexus Intelligent Systems, Inc., has executed these Articles of Incorporation this 15th day of March, 2018.

Dr. Elena Rodriguez

Founder and Chief Executive Officer

Attest:

Michael Chen

Chief Technology Officer