ORGANIZATIONAL AND CORPORATE DOCUMENT 32

PREAMBLE AND RECITALS

WHEREAS, Nexus Industrial Intelligence, Inc., a corporation duly organized and existing under the laws of the State of Delaware (the "Corporation"), was incorporated on March 15, 2018, pursuant to the Delaware General Corporation Law, as amended (the "DGCL"), with its principal place of business at 2500 Innovation Drive, Wilmington, Delaware 19801;

WHEREAS, the Corporation, in accordance with Section 102 of the DGCL and its Certificate of Incorporation, is authorized to engage in the business of developing, implementing, and commercializing advanced technological solutions for industrial applications;

WHEREAS, the Corporation develops and deploys proprietary artificial intelligence and machine learning solutions for industrial process optimization, including computer vision systems, predictive maintenance algorithms, and quality control software (collectively, the "Technology");

WHEREAS, the Corporation's Technology encompasses sophisticated neural networks, deep learning architectures, and advanced data analytics platforms designed specifically for manufacturing environments, industrial control systems, and automated production facilities;

WHEREAS, the Corporation has determined it necessary and advisable to establish comprehensive organizational and operational frameworks to govern its artificial intelligence development activities and industrial technology deployments, in compliance with applicable federal and state regulations governing automated decision-making systems;

WHEREAS, the Board of Directors of the Corporation (the "Board") has approved this Document pursuant to its authority under Section 141 of the DGCL and Article IV of the Corporation's Bylaws, following careful consideration of the Corporation's strategic objectives and risk management requirements.

NOW, THEREFORE, the Corporation hereby adopts this Organizational and Corporate Document (this "Document") as of January 15, 2024 (the "Effective Date").

DEFINITIONS AND INTERPRETATIONS

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

"AI Models" means the Corporation's proprietary machine learning algorithms, neural networks, and artificial intelligence systems developed for industrial applications, including

but not limited to deep learning models, reinforcement learning systems, and computer vision networks deployed in manufacturing environments.

"Authorized Users" means employees, contractors, or customers granted access rights to the NexusCore™ Platform pursuant to valid license agreements, including system administrators, process engineers, and operational technology specialists designated by their respective organizations.

"Computer Vision Technology" means the Corporation's proprietary software and algorithms for visual inspection, defect detection, and quality control in manufacturing processes, encompassing real-time image processing, pattern recognition, and dimensional analysis capabilities.

"Confidential Information" means all non-public information relating to the Technology, including but not limited to source code, training data, model architectures, customer deployment configurations, proprietary algorithms, technical specifications, research methodologies, and implementation strategies.

"Industrial Control Systems" means manufacturing execution systems, programmable logic controllers, and related industrial automation infrastructure with which the Technology interfaces, including SCADA systems, distributed control systems, and industrial IoT devices.

"NexusCore™ Platform" means the Corporation's flagship enterprise software platform combining artificial intelligence, edge computing, and industrial process optimization capabilities, including all associated modules, APIs, and user interfaces developed for industrial deployment.

"Predictive Analytics" means the Corporation's machine learning-based systems for equipment maintenance forecasting and operational optimization, including failure prediction models, performance optimization algorithms, and resource allocation systems.

"Technology Stack" means the complete set of proprietary and third-party software components, frameworks, and tools utilized in the Corporation's products and services, including development environments, runtime systems, and deployment infrastructure.

"Edge Computing Infrastructure" means the distributed computing architecture deployed at industrial facilities, including local processing units, data aggregation systems, and real-time analytics engines.

"Industrial Data Pipeline" means the Corporation's proprietary data collection, processing, and analysis framework designed for high-throughput industrial environments.

"Model Training Environment" means the Corporation's secure computational infrastructure used for developing and refining AI models, including associated data preparation and validation tools.

"Quality Assurance Protocol" means the Corporation's standardized procedures for validating AI model performance, accuracy, and reliability in industrial applications.

1.2 Interpretation. In this Document, unless otherwise specified: (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) The terms "hereof," "herein," and "hereunder" refer to this Document as a whole (e) Technical terms shall be interpreted according to their generally accepted meaning within the industrial artificial intelligence sector (f) References to software versions or releases shall be construed as including all subsequent updates and modifications (g) Time periods shall be calculated in accordance with prevailing industry standards (h) Any reference to standards, protocols, or specifications shall be deemed to include the most recent version thereof

CORPORATE ORGANIZATION

3.1 Board of Directors

(a) Composition. The Board shall consist of seven (7) directors, including: (i) Two (2) Founder Directors, who shall be appointed by the holders of Common Stock (ii) Three (3) Venture Capital Directors, who shall be appointed by Series C Preferred stockholders (iii) Two (2) Independent Directors, who shall meet independence criteria as defined by NYSE/NASDAQ standards

(b) Term and Removal. Directors shall serve for staggered three-year terms, with one-third of the Board standing for election each year. Any director may be removed with or without cause by the affirmative vote of stockholders holding two-thirds of the shares entitled to vote.

(c) Committees. The Board shall maintain the following standing committees: (i) Audit Committee, comprising at least three Independent Directors with relevant financial expertise (ii) Compensation Committee, responsible for executive compensation and equity incentive programs (iii) Technology and AI Ethics Committee, overseeing technological development and ethical compliance (iv) Nominating and Corporate Governance Committee, managing Board composition and governance practices

(d) Committee Operations. Each committee shall: (i) Meet at least quarterly (ii) Maintain written charters approved by the Board (iii) Report regularly to the full Board (iv) Conduct annual self-evaluations

3.2 Officers

(a) Required Officers. The Corporation shall have the following officers: (i) Chief Executive Officer, responsible for overall strategic direction and operations (ii) Chief Technology Officer, overseeing product development and technical infrastructure (iii) Chief Financial Officer, managing financial operations and investor relations (iv) Chief AI Officer, directing artificial

intelligence development and implementation (v) Secretary, maintaining corporate records and ensuring regulatory compliance

(b) Appointment and Removal. Officers shall be appointed by the Board and serve at its pleasure. The Board may remove any officer at any time, with or without cause, by majority vote.

(c) Additional Officers. The Board may create additional officer positions and define their responsibilities as needed for effective operations.

(d) Succession Planning. The Board shall maintain succession plans for all officer positions, reviewed annually by the Compensation Committee.

3.3 Voting Rights

(a) Series C Preferred Stock holders shall have such voting rights as specified in the Certificate of Incorporation, including: (i) Election of Venture Capital Directors (ii) Protective provisions requiring approval for material corporate actions (iii) Participation rights in future financing rounds (iv) Anti-dilution protections as specified in the Certificate of Incorporation

(b) Voting Thresholds. The following actions require approval of 66.67% of Series C Preferred stockholders: (i) Amendments to charter documents (ii) Changes to authorized capital stock (iii) Mergers, acquisitions, or sale of the Corporation (iv) Issuance of senior or pari passu securities

3.4 Corporate Governance

(a) Governance Framework. The Corporation shall maintain corporate governance practices consistent with its status as a venture-backed growth stage company, including: (i) Regular Board meetings held at least six times annually (ii) Committee oversight of key operational areas (iii) Internal controls and compliance programs (iv) Risk management frameworks (v) Annual strategic planning processes

(b) Stockholder Communications. The Corporation shall maintain open communication channels with stockholders through: (i) Quarterly investor updates (ii) Annual stockholder meetings (iii) Regular engagement with major investors (iv) Transparent financial reporting

(c) Compliance Programs. The Corporation shall implement and maintain: (i) Code of Business Conduct and Ethics (ii) Insider Trading Policy (iii) Related Party Transaction Policy (iv) Whistleblower Protection Policy (v) Information Security and Data Privacy Programs

(d) Documentation Requirements. The Corporation shall maintain: (i) Complete and accurate Board and committee minutes (ii) Updated stock ledger and capitalization records (iii) Current versions of all governance documents (iv) Compliance certifications and reports (v) Risk assessment and management documentation

(e) Annual Review. The Board shall conduct annual reviews of: (i) Corporate governance practices and policies (ii) Committee structures and effectiveness (iii) Officer performance and compensation (iv) Risk management programs (v) Compliance with regulatory requirements

INTELLECTUAL PROPERTY PROTECTION

4.1 Technology Ownership

(a) The Corporation shall retain exclusive ownership of: (i) All AI Models and algorithms, including but not limited to machine learning architectures, neural network configurations, training methodologies, and inference systems (ii) Computer Vision Technology, encompassing image processing frameworks, object detection systems, and visual recognition algorithms (iii) Predictive Analytics systems, including statistical models, forecasting engines, and data processing pipelines (iv) NexusCore™ Platform and associated components, including all software modules, APIs, user interfaces, and backend infrastructure (v) All improvements and derivative works thereof, whether developed internally or through third-party collaboration

(b) Ownership extends to: (i) Source code, object code, and binary distributions (ii) Training data and datasets used in AI model development (iii) Model weights, parameters, and hyperparameter configurations (iv) Technical documentation and implementation specifications (v) User interfaces and experience designs

4.2 Patent Protection

(a) The Corporation shall maintain an active patent prosecution program covering: (i) Core artificial intelligence innovations, including novel neural network architectures and training methodologies (ii) Industrial process optimization methods, specifically those relating to manufacturing efficiency and quality control (iii) Computer vision techniques, particularly those applicable to industrial inspection and monitoring (iv) Edge computing architectures designed for distributed AI processing

(b) Patent Strategy Implementation: (i) Regular invention disclosure reviews by technical staff (ii) Quarterly patent portfolio assessments (iii) Strategic filing in key international jurisdictions (iv) Maintenance of continuation applications for core technologies (v) Development of patent families to protect key innovations

4.3 Trade Secrets

(a) The Corporation shall implement comprehensive measures to protect trade secrets, including: (i) Employee confidentiality agreements with specific provisions for AI technology (ii) Information security protocols incorporating encryption and access logging (iii) Access controls and monitoring systems with multi-factor authentication (iv) Third-party non-disclosure agreements with detailed scope definitions

(b) Trade Secret Management: (i) Classification system for confidential information (ii) Regular security audits and vulnerability assessments (iii) Employee training on trade secret protection (iv) Incident response procedures for potential breaches (v) Documentation of reasonable measures taken to maintain secrecy

4.4 Software Licensing

(a) NexusCore™ Platform licenses shall: (i) Grant limited, non-exclusive usage rights with clearly defined scope (ii) Prohibit reverse engineering, decompilation, or disassembly (iii) Restrict technology transfer to unauthorized parties (iv) Require compliance with deployment guidelines and security protocols

(b) License Terms and Conditions: (i) Usage limitations based on deployment scale and user count (ii) Geographic restrictions on platform deployment (iii) Requirements for maintaining data security (iv) Provisions for software updates and maintenance (v) Terms for technical support and service level agreements

4.5 IP Enforcement

(a) The Corporation shall actively monitor and enforce its intellectual property rights through: (i) Regular IP audits conducted by qualified personnel (ii) Infringement monitoring using automated and manual methods (iii) Legal action when necessary to protect IP assets (iv) License compliance verification through technical and administrative means

(b) Enforcement Procedures: (i) Establishment of an IP enforcement team (ii) Regular market surveillance for potential infringement (iii) Documentation of enforcement activities (iv) Coordination with external counsel on enforcement matters

4.6 Technology Transfer Controls

(a) Implementation of controls governing: (i) Internal technology transfer between corporate entities (ii) Cross-border technology movements (iii) Joint development agreements (iv) Research collaboration protocols

4.7 IP Documentation Requirements

(a) Maintenance of comprehensive records including: (i) Invention disclosures and technical specifications (ii) Development history and contributor agreements (iii) Source code version control and change logs (iv) Training data provenance and usage rights

4.8 Third-Party IP Rights

(a) Due diligence procedures for: (i) Assessment of third-party IP rights (ii) License acquisition and management (iii) Open-source software compliance (iv) Patent clearance investigations

4.9 IP Risk Management

(a) Implementation of risk mitigation strategies including: (i) IP insurance coverage assessment (ii) Indemnification provisions in contracts (iii) Regular IP landscape analysis (iv) Strategic patent portfolio development

4.10 Confidentiality Obligations

(a) Establishment of tiered confidentiality requirements: (i) Employee access levels and corresponding obligations (ii) Contractor and consultant confidentiality terms (iii) Partner organization information sharing protocols (iv) Customer data protection requirements

OPERATIONAL FRAMEWORK

5.1 Quality Control

(a) The Corporation shall maintain ISO 9001:2015 certification for: (i) Software development processes, including version control, code review procedures, and continuous integration practices (ii) Customer deployment procedures, encompassing installation protocols, configuration management, and system validation (iii) Support operations, including incident response, problem management, and service level agreements (iv) Documentation systems, covering technical specifications, user manuals, and process documentation

(b) The Corporation shall establish and maintain: (i) Regular internal quality audits conducted at intervals not exceeding six (6) months (ii) Corrective and preventive action (CAPA) procedures for identified non-conformities (iii) Management review processes occurring quarterly to assess quality metrics (iv) Employee training programs on quality management systems

5.2 Data Protection

(a) The Corporation shall implement: (i) Data encryption standards utilizing AES-256 encryption for data at rest and TLS 1.3 for data in transit (ii) Access control protocols incorporating multi-factor authentication and role-based access control (iii) Audit logging systems capturing user activities, system events, and security incidents (iv) Backup and recovery procedures with daily incremental and weekly full backups

(b) The Corporation shall maintain compliance with: (i) GDPR requirements for European operations (ii) CCPA requirements for California operations (iii) Industry-specific data protection regulations (iv) Local data sovereignty requirements in applicable jurisdictions

5.3 Customer Deployment

(a) All Technology deployments shall follow: (i) Standard implementation methodology incorporating project management best practices (ii) Integration testing protocols including unit, system, and acceptance testing (iii) Performance validation procedures measuring system responsiveness and reliability (iv) Customer acceptance criteria documented in deployment agreements

(b) The Corporation shall establish: (i) Deployment risk assessment procedures (ii) Change management protocols (iii) Rollback procedures for failed deployments (iv) Post-deployment monitoring requirements

5.4 Manufacturing Integration

(a) Technology integration with industrial systems shall comply with: (i) IEC 62443 cybersecurity standards for industrial automation and control systems (ii) ISA-95 integration frameworks for enterprise and control systems (iii) Industry 4.0 protocols for smart manufacturing (iv) Safety system requirements as defined by applicable regulations

(b) The Corporation shall maintain: (i) Regular security assessments of integrated systems (ii) Documentation of all system interfaces and dependencies (iii) Emergency response procedures for system failures (iv) Continuous monitoring of operational parameters

5.5 AI Ethics and Governance

(a) The Corporation shall maintain: (i) AI ethics review board comprising internal and external experts (ii) Bias testing protocols for all AI models and algorithms (iii) Transparency requirements for AI decision-making processes (iv) Accountability frameworks for AI-related incidents

(b) The Corporation shall implement: (i) Regular ethical impact assessments (ii) Documentation of AI model training data and methodologies (iii) Procedures for addressing algorithmic bias (iv) Mechanisms for human oversight of AI systems

5.6 Operational Compliance

(a) The Corporation shall establish: (i) Compliance monitoring programs (ii) Regular regulatory assessment procedures (iii) Documentation of compliance activities (iv) Training programs for compliance requirements

(b) The Corporation shall maintain: (i) Updated compliance documentation (ii) Regular compliance audits (iii) Reporting procedures for compliance violations (iv) Remediation protocols for identified issues

5.7 Continuous Improvement

(a) The Corporation shall implement: (i) Performance measurement systems (ii) Process optimization procedures (iii) Innovation management frameworks (iv) Feedback collection mechanisms

(b) The Corporation shall conduct: (i) Regular performance reviews (ii) Stakeholder satisfaction surveys (iii) Technology assessment studies (iv) Process efficiency analyses

IN WITNESS WHEREOF, the Corporation has caused this Document to be executed as of the Effective Date.

NEXUS INDUSTRIAL INTELLIGENCE, INC.

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

ATTEST:

By: _____ Name: David Kumar Title: Secretary

[CORPORATE SEAL]

EXHIBITS

Exhibit A: Board Committee Charters Exhibit B: Officer Job Descriptions Exhibit C: Technology Security Protocols Exhibit D: Deployment Guidelines

APPENDICES

Appendix 1: AI Ethics Guidelines Appendix 2: Data Protection Standards Appendix 3: Quality Control Procedures Appendix 4: Integration Specifications