

# **AMENDED AND RESTATED CORPORATE BYLAWS OF NEXUS INTELLIGENT SYSTEMS, INC.**

## **ARTICLE I: CORPORATE OFFICES**

### **1.1 Principal Office**

The principal executive office of Nexus Intelligent Systems, Inc. (the "Corporation") shall be located at 1200 Technology Park Drive, San Jose, California 95134, as determined by the Board of Directors.

### **1.2 Other Offices**

The Corporation may establish additional offices at such other locations within or outside the State of California as the Board of Directors may from time to time determine.

## **ARTICLE II: STOCKHOLDERS**

### **2.1 Annual Meetings**

An annual meeting of stockholders shall be held on the third Wednesday of March each year, or on such other date as the Board of Directors may designate, for the purpose of electing directors and transacting other corporate business.

### **2.2 Special Meetings**

Special meetings of stockholders may be called by:

- (a) The Chairman of the Board
- (b) The Chief Executive Officer
- (c) A majority of the Board of Directors
- (d) Stockholders holding not less than 25% of the Corporation's outstanding voting shares

### **2.3 Notice of Meetings**

Written notice of stockholder meetings shall be delivered not less than 10 nor more than 60 days before the date of the meeting, specifying the place, date, hour, and purpose of the meeting.

## **ARTICLE III: BOARD OF DIRECTORS**

### **3.1 General Powers**

The business and affairs of the Corporation shall be managed by or under the direction of the Board

of Directors.

### **3.2 Number and Composition**

- (a) The Board shall consist of no fewer than five (5) and no more than nine (9) directors.
- (b) Directors shall be elected annually by stockholder vote.
- (c) At least two (2) directors shall be independent as defined by applicable securities regulations.

### **3.3 Committees**

The Board may establish the following standing committees:

- (a) Audit Committee
- (b) Compensation Committee
- (c) Nominating and Governance Committee
- (d) Such other committees as the Board may determine

## **ARTICLE IV: OFFICERS**

### **4.1 Executive Officers**

The Corporation shall have the following officers:

- (a) Chief Executive Officer
- (b) Chief Financial Officer
- (c) Chief Technology Officer
- (d) Secretary
- (e) Such other officers as the Board may determine

### **4.2 Election and Term**

Officers shall be elected annually by the Board of Directors and shall serve until their successors are elected and qualified.

## **ARTICLE V: CAPITAL STOCK**

### **5.1 Stock Certificates**

The Corporation may issue shares of stock represented by certificates or in uncertificated form, as determined by the Board of Directors.

### **5.2 Transfer of Shares**

Shares of the Corporation shall be transferable only on the books of the Corporation by the holder thereof, or by their duly authorized attorney, upon surrender of the certificate or compliance with applicable uncertificated transfer procedures.

## **ARTICLE VI: INDEMNIFICATION**

### **6.1 Indemnification of Directors and Officers**

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by Delaware law, including advancement of expenses and mandatory indemnification for actions taken in good faith.

## **ARTICLE VII: AMENDMENTS**

### **7.1 Amendment Procedure**

These bylaws may be amended, altered, or repealed by:

- (a) A majority vote of the Board of Directors
- (b) A majority vote of stockholders at any annual or special meeting

## **EXECUTION**

IN WITNESS WHEREOF, the undersigned, being the duly authorized representatives of Nexus Intelligent Systems, Inc., have executed these Amended and Restated Corporate Bylaws as of January 22, 2024.

—

Dr. Elena Rodriguez

Chief Executive Officer

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Michael Chen

Chief Technology Officer

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Sarah Williamson

Chief Strategy Officer