

ARTICLES OF INCORPORATION OF NEXUS INTELLIGENT SYSTEMS, INC.

ARTICLE I: CORPORATE IDENTIFICATION

1 Name of Corporation

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

2 State of Incorporation

The Corporation is incorporated under the laws of the State of Delaware, pursuant to the Delaware General Corporation Law.

3 Principal Place of Business

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

ARTICLE II: PURPOSE AND POWERS

1 Corporate Purpose

The purpose of the Corporation is to engage in the business of developing, implementing, and delivering advanced artificial intelligence and predictive analytics solutions for enterprise clients, with a specific focus on industrial digital transformation, predictive maintenance technologies, and intelligent automation platforms.

2 General Powers

The Corporation shall have all powers granted to corporations under the Delaware General Corporation Law, including but not limited to:

- a) Conducting research and development in artificial intelligence and machine learning technologies
- b) Providing consulting and implementation services for enterprise digital transformation
- c) Developing and commercializing proprietary software and technological solutions
- d) Entering into contracts, partnerships, and strategic alliances
- e) Acquiring, holding, and disposing of intellectual property and technological assets

ARTICLE III: CAPITAL STRUCTURE

1 Authorized Capital Stock

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

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

2 Rights and Preferences

The Board of Directors is authorized to establish the rights, preferences, privileges, and restrictions of the Preferred Stock, including dividend rights, conversion rights, and liquidation preferences.

ARTICLE IV: BOARD OF DIRECTORS

1 Initial Board Composition

The initial Board of Directors shall consist of five (5) members, with the initial directors being:

- Dr. Elena Rodriguez
- Michael Chen
- Sarah Williamson
- David Rothschild (Independent Director)
- Jennifer Martinez (Independent Director)

2 Election and Term

Directors shall be elected annually at the Corporation's annual shareholders meeting and shall serve until their successors are duly elected and qualified.

ARTICLE V: INDEMNIFICATION

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 comprehensive protection against legal proceedings arising from their service to the Corporation.

ARTICLE VI: LIMITATIONS OF LIABILITY

1 Director Liability

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

ARTICLE VII: AMENDMENT PROCEDURES

1 Amendment Process

These Articles of Incorporation may be amended by a resolution approved by a majority vote of the Board of Directors and ratified by shareholders holding at least two-thirds (2/3) of the Corporation's voting shares.

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:

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Michael Chen

Chief Technology Officer

[Corporate Seal]