ORGANIZATIONAL AND CORPORATE DOCUMENT 10

PREAMBLE AND RECITALS

THIS ORGANIZATIONAL AND CORPORATE DOCUMENT (this "Document") is made and entered into as of January 15, 2024 (the "Effective Date"), by and for NEXUS INDUSTRIAL INTELLIGENCE, INC., a Delaware corporation (File No. 6789012) having its principal place of business at 2500 Innovation Drive, Suite 400, Wilmington, Delaware 19801 (the "Corporation"), with its registered agent being Corporation Service Company at 251 Little Falls Drive, Wilmington, Delaware 19808.

WHEREAS, the Corporation was duly incorporated under the laws of the State of Delaware on March 15, 2018, and maintains good standing with the Delaware Secretary of State;

WHEREAS, the Corporation develops and deploys proprietary artificial intelligence and machine learning technologies for industrial applications, including but not limited to predictive maintenance systems, process optimization algorithms, and automated quality control solutions;

WHEREAS, the Corporation maintains substantial business operations across multiple jurisdictions and has established significant intellectual property holdings, including patents, trademarks, and trade secrets relating to its proprietary technologies;

WHEREAS, the Board of Directors of the Corporation (the "Board") has determined it to be in the best interests of the Corporation to establish certain organizational and operational parameters for the efficient governance and management of corporate affairs;

WHEREAS, this Document has been duly authorized by all necessary corporate action, including approval by the Board pursuant to that certain Written Consent of the Board of Directors dated January 10, 2024, and in accordance with the Corporation's Bylaws and Certificate of Incorporation; and

WHEREAS, the Corporation possesses full power, authority, and legal capacity to enter into and perform its obligations under this Document.

NOW, THEREFORE, the Corporation hereby adopts this Document as follows:

DEFINITIONS AND INTERPRETATION

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

"AI Technology" means the Corporation's proprietary artificial intelligence algorithms, machine learning models, neural networks, and related computational methods and processes, including but not limited to: (i) deep learning architectures, (ii) reinforcement learning systems, (iii) natural language processing components, (iv) computer vision algorithms, (v) predictive modeling frameworks, and (vi) any associated training methodologies or optimization techniques.

"Board" has the meaning set forth in the Recitals and includes any duly constituted committee thereof authorized to act with respect to this Document.

"Confidential Information" means all non-public information concerning the Corporation's technology, products, business plans, financial status, and operations, including without limitation the NexusCore™ Platform, AI Technology, and Machine Learning Technology. Confidential Information shall also encompass: (i) technical specifications, (ii) source code, (iii) training data sets, (iv) customer lists and information, (v) financial projections and models, (vi) research and development activities, (vii) marketing strategies, (viii) trade secrets, and (ix) any information marked as "Confidential" or that would reasonably be understood to be confidential given its nature or context.

"Corporation" has the meaning set forth in the Preamble and includes its successors and permitted assigns.

"Industrial Application" means any implementation or deployment of the Corporation's technology in manufacturing, processing, production, or other industrial environments, including process optimization, quality control, predictive maintenance, and automated inspection systems.

"Intellectual Property Rights" means all rights in and to: (i) patents, patent applications, and patent rights, (ii) trademarks, trademark applications, trade names, service marks, and brand identifiers, (iii) copyrights, copyright registrations, and copyright applications, (iv) trade secrets and confidential information, (v) software and firmware, (vi) data and databases, (vii) algorithms and computational methods, and (viii) all other intellectual property rights, whether registered or unregistered.

"Machine Learning Technology" means the Corporation's proprietary machine learning methodologies, training data sets, model architectures, and optimization techniques, including: (i) supervised learning algorithms, (ii) unsupervised learning systems, (iii) feature extraction methods, (iv) model validation frameworks, (v) hyperparameter optimization techniques, and (vi) deployment infrastructure.

"NexusCore™ Platform" means the Corporation's enterprise software platform that integrates computer vision, machine learning, and edge computing capabilities for industrial process optimization, including all modules, components, and associated documentation. The Platform encompasses: (i) core processing engine, (ii) user interface components, (iii) API interfaces,

(iv) data processing modules, (v) analytics dashboard, (vi) reporting systems, and (vii) all related technical documentation.

"Technical Documentation" means all documentation, specifications, manuals, guides, and other materials describing the functionality, operation, and use of the Corporation's technology, whether in electronic or printed form.

1.2 Interpretation. In this Document:

(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 unless otherwise specified.

(d) The terms "including" and "includes" mean "including without limitation."

(e) References to any statute, regulation, or law include all amendments, modifications, and replacements in effect from time to time.

(f) Technical terms not specifically defined herein shall have the meanings commonly ascribed to them in the artificial intelligence and machine learning industry.

(g) References to time periods shall be calculated in calendar days unless otherwise specified, with the day of the act or event excluded.

(h) The word "person" includes individuals, corporations, partnerships, limited liability companies, trusts, and other legal entities.

(i) References to writing include typing, printing, lithography, photography, and other modes of representing or reproducing words in visible form.

(j) The words "hereof," "herein," and "hereunder" refer to this Document as a whole.

(k) Any reference to consent or approval requires such consent or approval to be in writing unless otherwise specified.

(l) Terms defined in the Delaware General Corporation Law shall have the meanings specified therein unless otherwise defined in this Document.

CORPORATE ORGANIZATION AND STRUCTURE

3.1 Board of Directors

(a) Composition. The Board shall consist of not less than five (5) and not more than nine (9) directors, with the exact number to be fixed by resolution of the Board. The Board shall include: (i) The Chief Executive Officer; (ii) At least two (2) independent directors who meet the independence criteria established under applicable securities laws and exchange listing requirements; (iii) Up to two (2) Series C investor representatives, as designated by holders of

a majority of Series C Preferred Stock; and (iv) Such other directors as determined by the stockholders in accordance with voting rights specified in the Certificate of Incorporation.

(b) Term and Election. Directors shall be elected at each annual meeting of stockholders for one-year terms, except for: (i) Directors appointed to fill vacancies, who shall serve until the next annual meeting; (ii) Series C investor representatives, who shall serve until replaced by the Series C investors; and (iii) The CEO, who shall serve ex officio while holding such office.

(c) Committees. The Board shall maintain the following standing committees: (i) Audit Committee, comprising at least three independent directors, responsible for oversight of: - Financial reporting and disclosure - Internal controls and risk management - External auditor engagement and supervision - Compliance and ethics programs

(ii) Compensation Committee, comprising at least two independent directors, responsible for: - Executive compensation structure and policies - Equity incentive plans and awards - Performance metrics and evaluation - Succession planning

(iii) Technology and Innovation Committee, comprising at least one independent director and the CTO, responsible for: - Technology strategy and roadmap review - Cybersecurity and data protection - R&D investment oversight - Competitive positioning assessment

(iv) Such other committees as the Board may establish through resolution

3.2 Officers

(a) Required Officers. The Corporation shall have the following officers: (i) Chief Executive Officer, responsible for: - Overall management and strategic direction - Board reporting and recommendations - External stakeholder relations - Corporate policy establishment

(ii) Chief Technology Officer, responsible for: - Technology vision and execution - Product development oversight - Technical team leadership - Innovation pipeline management

(iii) Chief Financial Officer, responsible for: - Financial planning and operations - Capital structure management - Investor relations - Risk management and compliance

(iv) Secretary, responsible for: - Corporate records maintenance - Governance procedure compliance - Board meeting administration - Regulatory filings oversight

(v) Such other officers as the Board may appoint

(b) Appointment and Removal. Officers shall be: (i) Appointed by Board resolution (ii) Serve at the pleasure of the Board (iii) Subject to removal with or without cause (iv) Eligible for reappointment upon term expiration

(c) Responsibilities. Each officer shall have such duties and responsibilities as: (i) Prescribed by the Bylaws; (ii) Established by Board resolution; (iii) Delegated by the Chief Executive Officer; or (iv) Customarily associated with such office in Delaware corporations

3.3 Voting Rights

(a) Board Actions. Unless otherwise required by law or the Certificate of Incorporation: (i) Each director shall have one vote (ii) Actions require majority approval of directors present at a duly convened meeting (iii) Quorum requires presence of majority of total directors (iv) Written consent requires unanimous approval

(b) Special Voting Requirements: (i) The following actions require two-thirds Board approval: - Annual budget approval - Material acquisitions or dispositions - Senior executive hiring or termination - Equity issuance or redemption

(ii) Series C investor approval required for: - Changes to investor rights - Material corporate transactions - Amendments to equity structure - Annual budget exceeding approved parameters

(c) Electronic Participation: (i) Directors may participate in meetings via: - Video conference - Teleconference - Other real-time electronic means

(ii) Electronic participation constitutes presence for quorum (iii) Secure voting mechanisms must be implemented (iv) Recording and verification procedures required

3.4 Governance Procedures

(a) Meeting Requirements: (i) Regular Board meetings at least quarterly (ii) Special meetings upon Chair or majority request (iii) Committee meetings as needed (iv) Notice requirements per Bylaws

(b) Documentation: (i) Minutes of all Board and committee meetings (ii) Written consents properly filed (iii) Voting records maintained (iv) Electronic communications archived

(c) Conflicts of Interest: (i) Annual disclosure requirements (ii) Recusal procedures (iii) Related party transaction review (iv) Ethics compliance monitoring

INTELLECTUAL PROPERTY PROVISIONS

4.1 Ownership of Technology

(a) The Corporation shall own all right, title and interest in and to: (i) The NexusCore™ Platform, including all components, modules, interfaces, algorithms, and associated systems (ii) All AI Technology, encompassing neural networks, deep learning systems, inference engines, and training methodologies (iii) All Machine Learning Technology, including predictive models, classification systems, and optimization algorithms (iv) All improvements, derivatives, modifications, enhancements, and extensions thereof, whether developed internally or through third-party collaboration

(b) Protection Obligations. The Corporation shall: (i) File and maintain patent applications for key innovations, including provisional and non-provisional applications in relevant jurisdictions (ii) Implement comprehensive trade secret protection protocols, including access controls, confidentiality agreements, and information classification systems (iii) Register

copyrights for software, documentation, databases, and related materials (iv) Maintain trademark registrations and monitor unauthorized usage

4.2 Technology Development

(a) Documentation Requirements. The Corporation shall: (i) Maintain detailed documentation of all technology development, including source code repositories, technical specifications, and architectural designs (ii) Implement version control systems and maintain development histories (iii) Document all algorithms, methodologies, and technical processes (iv) Preserve records of testing procedures and validation results

(b) Assignment and Security. The Corporation shall: (i) Require written assignment of inventions from all employees, contractors, and consultants (ii) Implement secure development environments with access controls and monitoring (iii) Establish technology review procedures for code quality and security (iv) Maintain audit trails of all development activities

4.3 Intellectual Property Protection

(a) Patent Strategy. The Corporation shall: (i) Conduct regular patent landscape analyses (ii) Maintain an active patent portfolio in key jurisdictions (iii) Monitor potential infringement by third parties (iv) Develop and maintain patent prosecution strategies

(b) Trade Secret Protection. The Corporation shall: (i) Implement physical and technical security measures (ii) Establish information classification protocols (iii) Maintain confidentiality agreements with all parties (iv) Conduct regular security audits and assessments

4.4 Licensing Framework

(a) Enterprise Licensing. The Corporation may grant: (i) Perpetual or term-based enterprise software licenses (ii) Module-specific or platform-wide access rights (iii) Customized deployment options (iv) Territory-specific usage rights

(b) API Access. The Corporation may provide: (i) REST API access with defined usage limits (ii) Integration capabilities with third-party systems (iii) Documentation and technical support (iv) Service level agreements

(c) Professional Services. The Corporation may offer: (i) Implementation and integration services (ii) Custom development services (iii) Training and support services (iv) Maintenance and upgrade services

4.5 Third-Party Technology

(a) Integration Requirements. The Corporation shall: (i) Maintain records of all third-party technology usage (ii) Ensure compliance with third-party license terms (iii) Document dependencies and integration points (iv) Maintain current versions of all third-party components

(b) Risk Management. The Corporation shall: (i) Conduct regular license compliance audits (ii) Maintain alternative technology options (iii) Monitor third-party patent risks (iv) Implement technology replacement procedures

4.6 Intellectual Property Enforcement

(a) Monitoring and Detection. The Corporation shall: (i) Implement systems to detect unauthorized use (ii) Monitor competitor activities and products (iii) Investigate potential infringement (iv) Document evidence of unauthorized use

(b) Enforcement Actions. The Corporation may: (i) Issue cease and desist notices (ii) Negotiate settlement agreements (iii) Initiate legal proceedings (iv) Pursue alternative dispute resolution

4.7 Technology Transfer

(a) Documentation Requirements. All technology transfers shall include: (i) Detailed technical documentation (ii) Source code and related materials (iii) Training materials and procedures (iv) Implementation guidelines

(b) Transfer Procedures. The Corporation shall: (i) Establish formal transfer protocols (ii) Maintain chain of custody records (iii) Implement security measures during transfer (iv) Verify successful transfer completion

4.8 Confidentiality Obligations

(a) Protection Requirements. The Corporation shall: (i) Implement information classification systems (ii) Establish access control procedures (iii) Maintain secure storage systems (iv) Monitor information access and usage

(b) Disclosure Controls. The Corporation shall: (i) Require written authorization for disclosures (ii) Maintain disclosure logs and records (iii) Implement need-to-know access restrictions (iv) Conduct regular confidentiality training

4.9 Technology Evolution

(a) Development Planning. The Corporation shall: (i) Maintain technology roadmaps (ii) Plan for platform evolution (iii) Document architecture changes (iv) Track technology dependencies

(b) Version Control. The Corporation shall: (i) Maintain version histories (ii) Document all modifications (iii) Track deployment status (iv) Preserve development records

OPERATIONAL REQUIREMENTS

5.1 Technology Standards

(a) The Corporation shall maintain: (i) Documented development methodologies, including: - Agile and waterfall frameworks as appropriate - Version control systems and code repositories - Documentation standards for all technical processes - Change management procedures (ii)

Quality assurance procedures encompassing: - Automated testing protocols - Manual testing requirements - Performance benchmarking standards - User acceptance testing criteria (iii) Security protocols incorporating: - Access control mechanisms - Encryption standards for data at rest and in transit - Multi-factor authentication requirements - Incident response procedures (iv) Deployment guidelines addressing: - Release management processes - Rollback procedures - Environmental configuration standards - Service level agreements

(b) The Corporation shall review and update these standards: (i) At minimum annually (ii) Upon significant technological changes (iii) Following security incidents (iv) As required by regulatory updates

5.2 Data Protection

(a) The Corporation shall: (i) Implement appropriate technical and organizational measures including: - Data classification systems - Access control matrices - Data retention schedules - Privacy impact assessments (ii) Maintain data processing agreements with customers that specify: - Scope of data processing - Duration of processing - Nature and purpose of processing - Types of personal data - Categories of data subjects (iii) Comply with applicable data protection laws through: - Regular compliance audits - Updated privacy notices - Consent management systems - Data subject rights procedures (iv) Conduct periodic security assessments including: - Vulnerability scanning - Penetration testing - Third-party security audits - Risk assessments

(b) The Corporation shall establish: (i) Data breach notification procedures (ii) Data recovery protocols (iii) Cross-border data transfer mechanisms (iv) Vendor management programs

5.3 Compliance

(a) The Corporation shall maintain compliance with: (i) Industrial safety standards including: - ISO 27001 for information security - ISO 9001 for quality management - Industry-specific safety protocols - Occupational safety requirements (ii) Information security requirements encompassing: - Network security standards - Application security guidelines - Physical security measures - Personnel security protocols (iii) Quality management systems addressing: - Process documentation - Quality metrics and KPIs - Continuous improvement programs - Customer feedback mechanisms (iv) Regulatory obligations including: - Industry-specific regulations - Regional compliance requirements - International standards - Government mandates

(b) The Corporation shall: (i) Maintain a compliance monitoring program (ii) Conduct regular compliance training (iii) Document all compliance activities (iv) Report compliance status quarterly

5.4 Operational Controls

(a) The Corporation shall implement: (i) Change management procedures (ii) Incident response protocols (iii) Business continuity plans (iv) Disaster recovery procedures

(b) The Corporation shall maintain: (i) Operational documentation including: - Standard operating procedures - Work instructions - Technical manuals - Process flows (ii) Performance monitoring systems covering: - System availability - Response times - Error rates - Service levels (iii) Resource management programs addressing: - Capacity planning - Asset management - Infrastructure scaling - Technology refresh cycles (iv) Environmental controls including: - Temperature monitoring - Humidity control - Power management - Physical security

5.5 Review and Reporting

(a) The Corporation shall: (i) Conduct quarterly operational reviews (ii) Maintain operational metrics (iii) Produce compliance reports (iv) Document all operational changes

(b) The Corporation shall establish: (i) Regular reporting schedules (ii) Performance dashboards (iii) Audit trails (iv) Management review processes

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:

Name: David Kumar Title: Secretary

EXHIBITS

Exhibit A: Board Committee Charters Exhibit B: Officer Position Descriptions Exhibit C: Technology Protection Protocols Exhibit D: Compliance Requirements

APPENDICES

Appendix 1: Development Standards Appendix 2: Security Protocols Appendix 3: Quality Procedures

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