

Corporate Bylaws and Governance Framework

Nexus Intelligent Systems, Inc.

Effective Date: January 22, 2024

ARTICLE I: CORPORATE ORGANIZATION

1.1 Corporate Identity

Nexus Intelligent Systems, Inc. (hereinafter "Corporation") is a Delaware corporation organized under the laws of the State of Delaware, with its principal place of business located at 1200 Technology Park Drive, San Jose, California 95134.

1.2 Corporate 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 AI-powered predictive maintenance technologies
- b) Machine learning diagnostic tool design and implementation
- c) Enterprise digital transformation consulting services
- d) Research and development of intelligent automation platforms

ARTICLE II: BOARD OF DIRECTORS

2.1 Composition

The Board of Directors shall consist of not fewer than three (3) and not more than nine (9) members, as determined by resolution of the existing Board.

2.2 Director Qualifications

Directors shall:

- a) Possess significant professional experience in technology, enterprise services, or related industries
- b) Demonstrate a commitment to ethical business practices
- c) Have no material conflicts of interest with the Corporation's business objectives

2.3 Election and Term

Directors shall be elected annually at the Corporation's shareholders meeting, with each director

serving a one-year term subject to re-election.

ARTICLE III: EXECUTIVE LEADERSHIP

3.1 Chief Executive Officer

The Chief Executive Officer ("CEO") shall:

- a) Serve as the primary strategic leader of the Corporation
- b) Be responsible for overall corporate vision and execution
- c) Report directly to the Board of Directors
- d) Have primary authority for strategic decision-making

3.2 Executive Compensation

Executive compensation shall be determined by the Board's Compensation Committee, considering:

- a) Market competitive rates for similar technology enterprises
- b) Individual performance metrics
- c) Corporate financial performance
- d) Long-term strategic alignment

ARTICLE IV: CORPORATE GOVERNANCE PRINCIPLES

4.1 Ethical Standards

The Corporation is committed to maintaining the highest standards of corporate ethics, including:

- a) Transparency in financial reporting
- b) Strict compliance with applicable laws and regulations
- c) Protection of intellectual property
- d) Maintenance of confidential information

4.2 Conflict of Interest Policy

All directors, officers, and key employees must:

- a) Disclose potential conflicts of interest
- b) Recuse themselves from decisions involving personal financial interests
- c) Prioritize corporate interests over personal gain

ARTICLE V: SHAREHOLDER RIGHTS

5.1 Voting Rights

Shareholders shall have voting rights proportional to their equity ownership, with common stock shareholders entitled to one vote per share.

5.2 Dividend Distribution

Dividend distributions shall be determined by the Board of Directors, considering:

- a) Corporate financial performance
- b) Capital investment requirements
- c) Long-term strategic objectives

ARTICLE VI: AMENDMENT PROCEDURES

6.1 Bylaw Amendments

These bylaws may be amended by:

- a) Majority vote of the Board of Directors
- b) Two-thirds majority vote of shareholders
- c) Compliance with Delaware corporate law requirements

EXECUTION

IN WITNESS WHEREOF, the undersigned hereby certify that these Corporate Bylaws and Governance Framework were duly adopted on the effective date first written above.

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Dr. Elena Rodriguez

Chief Executive Officer

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Michael Chen

Chief Technology Officer

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Sarah Williamson

Chief Strategy Officer