

Corporate Bylaws and Governance Structure

Nexus Intelligent Systems, Inc.

A Delaware Corporation

ARTICLE I: CORPORATE ORGANIZATION

1.1 Corporate Name and Purpose

Nexus Intelligent Systems, Inc. (hereinafter "Corporation") is a Delaware corporation organized to provide advanced artificial intelligence and predictive analytics services to enterprise clients in manufacturing, energy, transportation, and infrastructure sectors. The Corporation is authorized to engage in any lawful business activity consistent with its primary objectives of technological innovation and digital transformation consulting.

1.2 Principal Office

The principal executive offices of the Corporation shall be located at 1200 Technology Park Drive, San Jose, California 95134, with the right to establish additional offices, subsidiaries, and operational centers as determined by the Board of Directors.

ARTICLE II: BOARD OF DIRECTORS

2.1 Composition and Qualifications

- (a) The Board of Directors shall consist of not fewer than three (3) and not more than nine (9) members, as determined by shareholder resolution.
- (b) Directors shall be elected annually at the Corporation's annual shareholders meeting and shall serve staggered three-year terms.
- (c) At least two (2) directors shall be independent, as defined by applicable securities regulations and corporate governance standards.

2.2 Director Responsibilities

Directors shall have the following primary responsibilities:

- Establishing long-term strategic objectives
- Overseeing financial performance and risk management
- Approving significant corporate transactions
- Ensuring compliance with legal and regulatory requirements

- Representing shareholders' interests in corporate governance

ARTICLE III: EXECUTIVE LEADERSHIP

3.1 Officer Positions

The Corporation shall maintain the following key executive positions:

- Chief Executive Officer
- Chief Technology Officer
- Chief Financial Officer
- Chief Strategy Officer

3.2 Executive Compensation

(a) Executive compensation shall be determined by the Board's Compensation Committee.

(b) Compensation structures shall include:

- Base salary
- Performance-based bonuses
- Equity compensation
- Long-term incentive plans

ARTICLE IV: SHAREHOLDER RIGHTS

4.1 Voting Rights

(a) Each common share shall entitle the holder to one (1) vote on matters submitted to shareholder vote.

(b) Preferred shareholders shall have voting rights as specified in their respective stock purchase agreements.

4.2 Dividend Policy

The Board of Directors shall have sole discretion in declaring dividends, considering:

- Corporate financial performance
- Capital investment requirements
- Regulatory constraints
- Shareholder value optimization

ARTICLE V: CORPORATE GOVERNANCE PRINCIPLES

5.1 Ethical Standards

The Corporation is committed to maintaining the highest standards of:

- Transparency
- Integrity
- Accountability
- Compliance with applicable laws and regulations

5.2 Conflict of Interest

All directors, officers, and key employees must:

- Disclose potential conflicts of interest
- Recuse themselves from decisions involving personal financial interests
- Adhere to the Corporation's comprehensive conflict of interest policy

ARTICLE VI: AMENDMENT PROCEDURES

6.1 Bylaw Amendments

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

- Majority vote of the Board of Directors
- Majority vote of shareholders at a duly called meeting
- Written consent of shareholders representing two-thirds (2/3) of voting shares

EXECUTION

IN WITNESS WHEREOF, the undersigned hereby certifies that these Corporate Bylaws were approved by the Board of Directors on January 22, 2024.

Dr. Elena Rodriguez

Chief Executive Officer

Nexus Intelligent Systems, Inc.