

CERTIFICATE OF FORMATION OF NEXUS ADVANCED SOLUTIONS, LLC

ARTICLE I: FORMATION

1 Formation. Pursuant to the Delaware Limited Liability Company Act (the "Act"), Nexus Intelligent Systems, Inc., a Delaware corporation (the "Sole Member"), hereby forms a Delaware limited liability company by executing and filing this Certificate of Formation.

2 Name. The name of the limited liability company is Nexus Advanced Solutions, LLC (the "Company").

ARTICLE II: REGISTERED AGENT AND OFFICE

1 Registered Agent. The initial registered agent for the Company shall be:

Corporation Service Company

251 Little Falls Drive

Wilmington, Delaware 19808

2 Registered Office. The address of the registered office of the Company in the State of Delaware is the same as the registered agent's address as set forth in Section 2.1.

ARTICLE III: MEMBER INFORMATION

1 Sole Member. The sole member of the Company shall be Nexus Intelligent Systems, Inc., a Delaware corporation, with its principal place of business at 1200 Technology Park Drive, San Jose, California 95134.

2 Capital Contribution. The Sole Member shall contribute initial capital of One Hundred Thousand Dollars (\$100,000) in exchange for 100% membership interests in the Company.

ARTICLE IV: PURPOSE AND POWERS

1 Purpose. The purpose of the Company is to engage in any lawful business, including but not limited to:

- a) Developing and commercializing advanced AI-powered predictive maintenance technologies
- b) Providing enterprise digital transformation consulting services

c) Creating and deploying machine learning diagnostic tools for industrial applications

2 Powers. The Company shall have all powers necessary or convenient to carry out its business purposes as permitted under Delaware law.

ARTICLE V: MANAGEMENT

1 Management Structure. The Company shall be managed by Nexus Intelligent Systems, Inc. as the Sole Member, with day-to-day operations managed by designated officers appointed by the Sole Member.

2 Initial Officers. The initial officers of the Company shall be:

- Chief Executive Officer: Dr. Elena Rodriguez
- Chief Technology Officer: Michael Chen
- Chief Financial Officer: Sarah Williamson

ARTICLE VI: DISSOLUTION

1 Dissolution Events. The Company may be dissolved upon the occurrence of any of the following events:

- a) Unanimous written consent of the Sole Member
- b) Judicial dissolution as provided under Delaware law
- c) Occurrence of any event rendering the Company's continuation unlawful

ARTICLE VII: MISCELLANEOUS PROVISIONS

1 Governing Law. This Certificate of Formation shall be governed by and construed in accordance with the laws of the State of Delaware.

2 Amendment. This Certificate of Formation may be amended solely by the Sole Member in writing.

EXECUTION

IN WITNESS WHEREOF, the undersigned, being the Sole Member, has executed this Certificate of Formation this 22nd day of January, 2024.

NEXUS INTELLIGENT SYSTEMS, INC.

By:

Name: Dr. Elena Rodriguez

Title: Chief Executive Officer

CERTIFICATE OF FORMATION ACKNOWLEDGMENT

The undersigned hereby certifies that this Certificate of Formation is being duly executed and filed in accordance with the Delaware Limited Liability Company Act.

Dated: January 22, 2024

/s/ Dr. Elena Rodriguez

Dr. Elena Rodriguez

Chief Executive Officer