

# **ORGANIZATIONAL AND CORPORATE DOCUMENT 19**

## **PREAMBLE AND RECITALS**

WHEREAS, Nexus Industrial Intelligence, Inc., a corporation duly organized and existing under the laws of the State of Delaware (the "Corporation"), was incorporated on March 15, 2018, pursuant to the Delaware General Corporation Law (the "DGCL");

WHEREAS, the Corporation develops and deploys proprietary artificial intelligence and machine learning solutions for industrial process optimization, predictive maintenance, and quality control applications;

WHEREAS, the Corporation maintains substantial intellectual property rights, including patents, trademarks, and trade secrets related to its proprietary technologies, algorithms, and methodologies in accordance with applicable federal and state laws;

WHEREAS, the Corporation operates in multiple jurisdictions and maintains compliance with various regulatory frameworks, including but not limited to data protection regulations, industrial safety standards, and artificial intelligence governance requirements;

WHEREAS, the Corporation has secured significant venture capital investment and maintains fiduciary responsibilities to its shareholders, stakeholders, and commercial partners;

WHEREAS, the Corporation seeks to establish comprehensive organizational and governance frameworks appropriate for its growth stage and venture-backed status;

WHEREAS, the Corporation acknowledges its obligations under Section 141(a) of the DGCL regarding the management of business affairs and the exercise of corporate powers; and

WHEREAS, the Board of Directors has determined it to be in the best interests of the Corporation to adopt this Organizational and Corporate Document to govern certain aspects of its operations and technology deployment.

NOW, THEREFORE, the Corporation hereby adopts the following provisions:

## **1.0 DEFINITIONS AND INTERPRETATIONS**

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

"AI Technology" means the Corporation's proprietary artificial intelligence and machine learning algorithms, methodologies, and implementations, including all associated source

code, training data, model architectures, neural network configurations, inference engines, and optimization techniques developed by or for the Corporation.

"NexusCore™ Platform" means the Corporation's enterprise software suite that combines computer vision, machine learning-driven predictive analytics, and process optimization algorithms, including all modules, components, updates, patches, improvements, derivative works, documentation, and associated services thereto, whether existing now or developed in the future.

"Industrial IoT Integration" means the technical specifications, protocols, interfaces, and connectivity solutions enabling the NexusCore™ Platform to interact with industrial control systems, sensors, operational technology infrastructure, including but not limited to SCADA systems, PLCs, distributed control systems, industrial networks, and related manufacturing execution systems.

"Intellectual Property" means all patents, copyrights, trade secrets, trademarks, know-how, and other intellectual property rights owned or controlled by the Corporation, including pending applications, continuations, divisionals, reissues, renewals, and extensions thereof.

"Derivative Works" means any modification, adaptation, translation, transformation, arrangement, or any other alteration of the Corporation's technology that would constitute a derivative work under applicable copyright law.

"Confidential Information" means any proprietary or non-public information relating to the Corporation's technology, including but not limited to technical specifications, architectural designs, performance metrics, training methodologies, validation procedures, and implementation strategies.

"Licensed Technology" means any software, hardware, or technical components licensed by the Corporation to third parties under specific contractual arrangements, including associated documentation and technical support materials.

"System Integration" means the process of incorporating the NexusCore™ Platform into existing industrial environments, including hardware configuration, software deployment, network setup, and operational validation procedures.

"Technical Documentation" means all manuals, specifications, designs, schematics, protocols, interfaces, and other materials describing the functionality, operation, and maintenance of the Corporation's technology.

"Updates" means all improvements, modifications, patches, fixes, new releases, and versions of the NexusCore™ Platform provided by the Corporation, including associated documentation and implementation guidelines.

1.2 Interpretation. In this Document, unless expressly stated otherwise: (a) references to sections, exhibits, or schedules are to those contained in this Document; (b) headings are for convenience only and do not affect interpretation; (c) words importing the singular include the

plural and vice versa; (d) a reference to a person includes a natural person, corporate or unincorporated body; (e) any phrase introduced by the terms "including," "include," "in particular," or similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms; (f) a reference to writing or written includes emails and other electronic communications; and (g) general words shall not be given a restrictive interpretation by reason of being preceded or followed by words indicating a particular class of acts, matters, or things.