ORGANIZATIONAL AND CORPORATE DOCUMENT 24

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, as amended (the "DGCL"), specifically under Section 102 thereof;

WHEREAS, the Corporation develops, owns, and operates proprietary artificial intelligence and machine learning technologies for industrial process optimization, including its flagship NexusCore™ Industrial AI Platform, which encompasses advanced algorithmic systems, data processing frameworks, and machine learning models designed for enterprise-scale deployment;

WHEREAS, the Corporation has invested substantial resources in research, development, and implementation of its proprietary technologies, resulting in multiple pending patent applications, registered trademarks, and protected trade secrets within the United States and international jurisdictions;

WHEREAS, the Corporation seeks to establish comprehensive corporate governance structures and intellectual property protections appropriate for its status as a venture-backed technology company, including the implementation of robust security protocols, confidentiality measures, and compliance frameworks;

WHEREAS, the Corporation's Board of Directors has determined that this Document 24 serves the best interests of the Corporation and its stakeholders in establishing clear organizational parameters and operational guidelines; and

WHEREAS, this Document 24 shall serve to memorialize certain organizational matters, intellectual property rights, and corporate governance procedures of the Corporation, in accordance with applicable state and federal laws, including but not limited to the DGCL, federal securities regulations, and intellectual property statutes;

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

DEFINITIONS AND INTERPRETATIONS

1.1 Defined Terms. For purposes of this Document 24, the following terms shall have the meanings specified below:

"Artificial Intelligence Systems" means the Corporation's proprietary machine learning algorithms, neural networks, and computational models that enable automated decision-making and predictive analytics, including but not limited to deep learning architectures, natural language processing systems, and expert systems operating within the manufacturing environment.

"Computer Vision Technology" means the Corporation's proprietary software and algorithms for processing, analyzing, and interpreting visual data from industrial environments through digital image processing and pattern recognition techniques, encompassing real-time object detection, defect identification, quality control assessment, and spatial analysis capabilities.

"Data Processing Infrastructure" means the Corporation's computational systems, storage facilities, and network architecture specifically designed to handle industrial-scale data operations, including edge computing devices, cloud servers, and distributed processing nodes.

"Industrial IoT Integration" means the technical specifications, protocols, and interfaces enabling the NexusCore™ Platform to collect and process data from industrial control systems, sensors, and connected devices, including standardized communication protocols, security frameworks, and data interchange specifications.

"Machine Learning Models" means the Corporation's trained algorithmic models that improve through experience and data analysis, including supervised, unsupervised, and reinforcement learning systems, together with their associated training datasets, validation mechanisms, and performance optimization parameters.

"NexusCore™ Platform" means the Corporation's enterprise software suite that combines Computer Vision Technology, Machine Learning Models, and Industrial IoT Integration to deliver real-time analytics and process optimization for manufacturing operations, including all updates, modifications, and enhancements thereof.

"Platform Dependencies" means third-party software, libraries, frameworks, and tools integrated into or required for the operation of the NexusCore™ Platform, including both open-source and proprietary components.

"Proprietary Technology" means all technology owned or controlled by the Corporation, including but not limited to the Artificial Intelligence Systems, Computer Vision Technology, Machine Learning Models, and associated intellectual property rights, whether existing now or developed in the future.

"System Architecture" means the fundamental structures and organizational framework of the NexusCore™ Platform, including its components, their relationships, and the principles governing its design and evolution.

1.2 Interpretation. In this Document 24, unless expressly stated otherwise: (a) References to "including" or similar terms shall be construed as "including without limitation"; (b) Technical terms shall be interpreted according to their generally accepted meaning within the artificial

intelligence and industrial automation industries; (c) References to software versions, updates, or modifications shall include all subsequent iterations and improvements; (d) References to algorithms, models, or systems shall encompass both their current implementation and future developments; and (e) References to integration capabilities shall be interpreted to include both existing and future industrial protocols and standards.

1.3 Technical Standards. All technical specifications, performance metrics, and operational parameters referenced in this Document shall be measured and evaluated according to industry-standard benchmarks and testing methodologies recognized within the industrial automation sector.

CORPORATE STRUCTURE AND GOVERNANCE

3.1 Board of Directors

(a) Composition. The Board of Directors shall consist of seven (7) directors, including: (i) Two (2) Founder Directors, who shall be appointed by the holders of Common Stock (ii) Three (3) Venture Capital Directors, nominated by holders of Series C Preferred Stock (iii) Two (2) Independent Directors, selected by mutual agreement of the Board

(b) Voting Requirements. All Board actions shall require the approval of a majority of directors present at a duly called meeting where a quorum exists, except for Specified Actions as defined in Section 3.1(c).

(c) Specified Actions. The following actions shall require approval of at least five (5) directors: (i) Annual operating budget exceeding $50 million (ii) Incurrence of debt exceeding $25 million (iii) Material acquisitions or dispositions exceeding $20 million (iv) Amendments to the Corporation's AI Ethics Guidelines (v) Changes to the NexusCore™ Platform architecture

(d) Term and Removal. Directors shall serve two-year terms, with staggered elections. Any director may be removed with cause by vote of 75% of the Board, or without cause by vote of 85% of the applicable stockholder class.

3.2 Officers and Management

(a) Required Officers. The Corporation shall maintain the following officer positions: (i) Chief Executive Officer (ii) Chief Technology Officer (iii) Chief Financial Officer (iv) Chief AI Officer (v) Secretary

(b) Responsibilities. Each officer shall have such duties and responsibilities as determined by the Board of Directors and set forth in the Corporation's Bylaws. Officers shall: (i) Report quarterly to the Board on operational metrics (ii) Maintain compliance with regulatory requirements (iii) Execute strategic initiatives approved by the Board (iv) Manage departmental budgets and personnel

(c) Appointment and Removal. Officers shall be appointed by majority Board vote and may be removed with or without cause by two-thirds Board vote. Officer terms shall be reviewed annually.

3.3 Committees

(a) Standing Committees. The Board shall maintain the following standing committees: (i) Audit Committee, comprising at least three directors, with at least one financial expert (ii) Compensation Committee, comprising at least three independent directors (iii) Technology and AI Ethics Committee, including the Chief AI Officer and two directors

(b) Committee Authority. Each committee shall: (i) Meet at least quarterly (ii) Maintain written minutes and records (iii) Report findings to the full Board (iv) Operate under Board-approved charters

(c) Special Committees. The Board may establish special committees as needed, defining their scope, duration, and authority by resolution.

3.4 Venture Capital Rights

(a) Protective Provisions. The following actions shall require approval of holders of at least 66⅔% of the Series C Preferred Stock: (i) Sale or merger of the Corporation (ii) Creation of senior securities (iii) Material changes to the NexusCore™ Platform (iv) Annual budget approval

(b) Information Rights. Series C holders shall receive: (i) Monthly financial statements within 30 days (ii) Quarterly business updates (iii) Annual audited financials (iv) Access to facilities and personnel upon reasonable notice

3.5 Corporate Governance Standards

(a) Ethics and Compliance. The Corporation shall: (i) Maintain a written Code of Ethics (ii) Conduct annual compliance training (iii) Operate an anonymous reporting system (iv) Review governance practices annually

(b) Stockholder Meetings. Annual meetings shall be held within 120 days of fiscal year-end. Special meetings may be called by: (i) Board majority vote (ii) CEO request (iii) Holders of 25% of voting stock

(c) Documentation Requirements. The Corporation shall maintain: (i) Board and committee meeting minutes (ii) Stock ledger and transfer records (iii) Corporate governance policies (iv) Regulatory compliance files

3.6 Amendments

(a) This Article may be amended only by: (i) 75% Board approval (ii) 66⅔% approval of Series C holders (iii) Majority approval of Common Stock holders (iv) Compliance with applicable law and regulations

INTELLECTUAL PROPERTY PROTECTION

4.1 Ownership of Technology

(a) The Corporation shall retain exclusive ownership of all Proprietary Technology, including: (i) All Machine Learning Models and training data, encompassing supervised, unsupervised, and reinforcement learning algorithms (ii) Computer Vision algorithms, associated patents, and derivative works thereof (iii) Industrial IoT Integration protocols and communication frameworks (iv) NexusCore™ Platform source code, documentation, and associated intellectual assets

(b) Derivative Works and Improvements: (i) Any modifications, enhancements, or derivatives of Proprietary Technology (ii) Customer-specific implementations and customizations (iii) Integration components and middleware solutions (iv) Performance optimization algorithms and methodologies

4.2 Trade Secret Protection

(a) The Corporation shall implement and maintain: (i) Technical security measures protecting AI algorithms, including access controls, monitoring systems, and audit trails (ii) Employee confidentiality agreements with specific provisions for AI technology (iii) Third-party access restrictions with graduated permission levels (iv) Data encryption protocols for both at-rest and in-transit information

(b) Security Implementation Requirements: (i) Regular security audits and penetration testing (ii) Multi-factor authentication for accessing proprietary systems (iii) Segmented network architecture (iv) Comprehensive activity logging and monitoring

(c) Confidentiality Measures: (i) Employee training programs on IP protection (ii) Document classification and handling procedures (iii) Visitor management protocols (iv) Clean desk policies and secure disposal procedures

4.3 Patent Strategy

(a) The Corporation shall pursue patent protection for: (i) Core AI methodologies and algorithmic innovations (ii) Computer Vision processing techniques and recognition systems (iii) Industrial process optimization algorithms and control systems (iv) System architecture designs and integration methods

(b) Patent Portfolio Management: (i) Regular patent landscape analysis (ii) Strategic filing in key jurisdictions (iii) Defensive patent acquisition (iv) Continuation and divisional application strategy

(c) Innovation Protection: (i) Inventor recognition program (ii) Innovation documentation procedures (iii) Prior art monitoring and analysis (iv) Patent enforcement strategy

4.4 Software Licensing

(a) NexusCore™ Platform licensing shall be governed by: (i) Enterprise subscription agreements with tiered access levels (ii) API access terms and usage quotas (iii) Usage limitations and performance metrics (iv) Customer data rights and privacy provisions

(b) License Compliance and Monitoring: (i) Automated usage tracking systems (ii) Regular compliance audits (iii) License violation remediation procedures (iv) Service level agreements and performance guarantees

(c) Third-Party Components: (i) Open-source compliance requirements (ii) Third-party license management (iii) Component version control (iv) Security vulnerability monitoring

4.5 Intellectual Property Enforcement

(a) The Corporation shall maintain: (i) IP monitoring and enforcement procedures (ii) Infringement detection systems (iii) Legal response protocols (iv) Settlement guidelines

(b) Dispute Resolution: (i) Mediation and arbitration procedures (ii) Jurisdictional considerations (iii) Damage assessment methodology (iv) Enforcement cost allocation

4.6 Technology Transfer

(a) The Corporation shall establish: (i) Technology transfer agreements (ii) Knowledge transfer protocols (iii) Documentation requirements (iv) Training and support obligations

SIGNATURE BLOCK

IN WITNESS WHEREOF, the Corporation has caused this Document 24 to be executed by its duly authorized officer as of January 15, 2024.

NEXUS INDUSTRIAL INTELLIGENCE, INC.

By: _____ Name: Dr. Sarah Chen Title: Chief Executive Officer

EXHIBIT A

Technical Specifications for NexusCore™ Platform

EXHIBIT B

AI Ethics and Compliance Guidelines

APPENDIX 1

Data Security and Privacy Standards

APPENDIX 2

Industrial Safety Compliance Requirements