



Commonwealth of Virginia
The Honorable Kelly Thomasson - Secretary of the Commonwealth
Document revised April 18, 2016

APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country:
Pays / País:
United States of America
2. has been signed by
a été signé par
ha sido firmado por
Philomina R Gomes
3. acting in the capacity of
agissant en qualité de
quien actúa en calidad de
Notary Public
4. bears the seal / stamp of
est revêtu du sceau / limbre de
y está revestido del sello / timbre de
Philomina R Gomes – Commonwealth of Virginia

Certified
Attesté / Certificado

5. at **Richmond, VA**
à / en
6. the
le / el dia
2nd day of March 2021
7. by **The Secretary of the Commonwealth**
par / por
8. N°
sous n°
bajo el número
2955005-1
9. Seal / stamp:
Sceau / timbre :
Sello / timbre:
10. Signature:
Signature:
Firma:

This Apostille only certifies the authenticity of the signature and the capacity of the person who has signed the public document, and, where appropriate, the identity of the seal or stamp which the public document bears.

This Apostille does not certify the content of the document for which it was issued.

This Apostille is not valid for use anywhere within the United States of America or its territories.

Cette Apostille atteste uniquement la véracité de la signature, la qualité en laquelle le signataire de l'acte a agi et, le cas échéant, l'identité du sceau ou timbre dont cet acte public est revêtu.

Cette Apostille ne certifie pas le contenu de l'acte pour lequel elle a été émise.

L'utilisation de cette Apostille n'est pas valable aux États-Unis d'Amérique ou dans ses territoires.

Esta Apostilla certifica únicamente la autenticidad de la firma, la calidad en que el signatario del documento haya actuado y, en su caso, la identidad del sello o timbre del que el documento público esté revestido.

Esta Apostilla no certifica el contenido del documento para el cual se expidió.

No es válido el uso de esta Apostilla en Estados Unidos de América y sus territorios

CERTIFY BY PUBLIC NOTARY

DATE: March 1, 2021

IN WITNESS WHEREOF, the following person confirms that the attached is a true and correct copy of the Charter for the company: International Development Group Advisory Services, LLC.

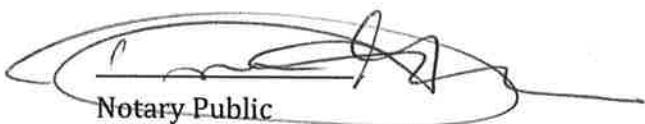
By: DSB

Name: David Snelbecker

Title: Chief Executive Officer (Management), Director, and Chairman of the Board of Directors



The forgoing document was acknowledged before me and the signature verified in Arlington, Virginia.


Notary Public

3/01/2021
Date of Notarization

Arlington, VA

**INTERNATIONAL DEVELOPMENT GROUP
ADVISORY SERVICES, LLC
("INTERNATIONAL DEVELOPMENT GROUP LLC" OR "IDG")
CORPORATE CHARTER**

I. GENERAL PROVISIONS

- 1.1. The full legal name of the Company is "International Development Group Advisory Services" Limited Liability Company.
- 1.2. The trade names of the Company are "International Development Group LLC" or "IDG".
- 1.3. The Company is registered in the State of Delaware, at the following legal address: 3500 S DuPont Hwy, Dover, DE 19901. The Company has its Headquarters at the following address: 1100 N. Glebe Road, Suite 950, Arlington, VA 22201. The Company shall notify the competent registration authorities of any changes to its legal address.
- 1.4. The Company shall be governed in accordance with the present Corporate Charter, Operating Agreement, and legal acts of the Commonwealth of Virginia, the State of Delaware, and the United States of America, subject to rules of precedence.
- 1.5. The Company shall be guided in its activity by widely accepted principles and rules of best corporate governance.
- 1.6. The duration of the Company shall be unlimited. The Company could be reorganized or liquidated pursuant to the present Corporate Charter and applicable legislation.

II. LEGAL STATUS OF THE COMPANY

- 2.1. The Company has legal rights and responsibilities since the date of its state incorporation.
- 2.2. The Company has its own property, rights to acquire and exercise property and non-property rights on its own behalf. It has an independent balance, a stamp with its own name on it, the company logo, and the right to open local and foreign settlement and other accounts in a bank. The Company shall be eligible to act as plaintiff, respondent or a third party in the court.
- 2.3. The Company has the right to own its material and monetary assets, to use and dispose thereof and other rights.
- 2.4. The Company shall be liable for its obligations by its all property. Unitholders shall not be responsible for the Company's liabilities and the Company shall not be responsible for liabilities of its unitholders.
- 2.5. The Company may open its branch and representative offices. The branch and representative offices are not legal entities and shall act under the by-laws approved by the Company.
- 2.6. The Company has also other rights provided by applicable legislation.

III. THE PURPOSE AND ACTIVITIES OF THE COMPANY

- 3.1. The principal purpose of the Company is to earn profit.
- 3.2. To accomplish its principal purpose the Company shall carry out the following principal activities:
 - 3.2.1. international development technical assistance; 3.2.2. other forms of consulting and grant-making.
- 3.3. To accomplish its principal purpose the Company shall be eligible to carry out any activities not provided in the Company's Charter and not prohibited by applicable legislation.
- 3.4. To carry out specific activities, the list of which is determined by applicable legislation, the Company shall obtain necessary licenses or permits.

IV. CHARTER CAPITAL, SECURITIES, AND FUNDS OF THE COMPANY

- 4.1. The Charter Capital of the Company is composed of the nominal value of Units acquired by Unitholders ("Members"). See Annex A.
- 4.2. The Charter Capital is composed of total Units, each Unit having a nominal value of \$230 (two hundred thirty US dollars). The total amount and nominal value of Units comprises the Charter Capital. See Annex A.
- 4.3. The Company shall be authorized to issue additional securities.
- 4.4. The Company shall be authorized to increase its Charter Capital by decision of its General Meeting of Unitholders either by:
 - 4.4.1. Increasing the nominal value of the issued Units; or
 - 4.4.2. Issuing additional Units.
- 4.5. The Charter Capital may be decreased by decision of the General Meeting of Unitholders either by decreasing the nominal value of the outstanding Units or by redeeming a portion of Units to reduce the total number of the outstanding Units.
- 4.6. Payment for the Units so redeemed may be made in cash, securities, assets or property rights, or other rights having monetary value.

V. RIGHTS AND OBLIGATIONS OF UNITHOLDERS. DIVIDENDS.

- 5.1. The Unitholders shall have rights and obligations arising from their Unit-ownership in the Company.
- 5.2. Unit ownership in the Company shall entitle a unitholder to the following rights:
 - 5.2.1. To freely sell, transfer and/or assign his/her units and/or part thereof to any interested party;
 - 5.2.2. To elect and be elected to the governing bodies of the Company;
 - 5.2.3. To receive information on activities of the Company, including annual reports and accounting records;
 - 5.2.4. To request convention of the General Meeting of Unitholders;
 - 5.2.5. To demand changes to the agenda of the General Meeting of Unitholders;
 - 5.2.6. To participate and vote at the General Meeting of Unitholders under the principle one unit one vote and to request a copy of protocol of the meeting;

- 5.2.7. To demand audit of the Company by the Revision Commission (Inspector) or the External Auditor;
- 5.2.8. To receive dividends from net profits;
- 5.2.9. To receive a portion of the Company's assets in the event of the Company's liquidation;
- 5.2.10. To receive the list of unitholders of the Company within 5 (five) days since the date of request to the Management (the CEO);
- 5.2.11. To enjoy other rights provided for by applicable legislation and present Charter.
- 5.3. Each unit shall entitle its owner to equal rights. The owners of units have preemptive rights on the issuance of new units. Preemptive rights are applicable to the number of the newly issued units needed to maintain the same unitholding percentage in the new charter capital as the unitholder had in the previous charter capital of the Company before the additional issuance. Preemptive rights of unitholders shall be carried out on the same terms and conditions as offered to third interested purchasers.
- 5.4. Reserved.
- 5.5. The unitholders shall:
 - 5.5.1. Undertake to support the Company jointly and individually and render all such assistance as may be required by the Company and be in the power of the unitholders. The unitholders shall agree to cooperate and coordinate their assistance to the Company;
 - 5.5.2. Not to disclose confidential information considered as such according to the law and/or the present Charter;
 - 5.5.3. Fully pay up the units in a timely manner;
 - 5.5.4. Inform the unit-registrar of any changes in his/her records by written notification within 10 (ten) calendar days of such changes;
 - 5.5.5. Perform other obligations set forth in applicable legislation.
- 5.6. The Company has the right to declare and pay dividends based on the results of each fiscal year. The Company shall pay the declared dividends within 30 (thirty) days after the decision to declare dividends has been approved.
- 5.7. Only fully paid up units shall be entitled to dividends.
- 5.8. The payment of dividend on each unit is carried out in the form of payments accrued per unit.
- 5.9. Reserved.
- 5.10. Dividends shall be paid in money or in the form of property and property rights having monetary value.

VI. GOVERNING BODIES OF THE COMPANY

- 6.1. The Company shall have the following governing bodies:
 - 6.1.1. General Meeting of Unitholders;
 - 6.1.2. Board of Directors; 6.1.3. Management (CEO).

VII. GENERAL MEETING OF UNITHOLDERS

- 7.1. The General Meeting of Unitholders is the highest governing body of the Company.
- 7.2. The General Meeting of Unitholders may be regular and extra-ordinary.
- 7.3. Regular annual meeting of unitholders shall be gathered once a year on VII.10 (July tenth) of each year.
- 7.4. All meetings of unitholders other than regular shall be considered extra- ordinary.
- 7.5. The General Meeting of Unitholders shall be valid if a quorum is present.
- 7.6. The detailed procedures for preparing and conducting the General Meeting of Unitholders shall be specified in the by-laws on the General Meeting of Unitholders.
- 7.7. The General Meeting of Unitholders shall be held at the location of the Company.
In case the General Meeting of Unitholders cannot be held at this address, another appropriate place shall be designated.

VIII. BOARD OF DIRECTORS

- 8.1. The Board of Directors shall exercise general governance and supervise operations of the Company. The Board of Directors shall be comprised of the Unitholders. Board decisions shall be made by voting.
- 8.2. The Board of Directors shall:
 - 8.2.1. Act in the best interest of the Company;
 - 8.2.2. Owe fiduciary duties to the Company and carry out their duties with an appropriate degree of care and loyalty;
 - 8.2.3. Not disclose confidential or any other valuable and non-public information he/she became aware of during the course of performing his/her duties to persons that do not have access to such information, nor use such information for their own personal interests or for the interests of other persons;
 - 8.2.4. Notify the Board of Directors in writing of any conflicts of interests and do not participate in voting on that transaction;
 - 8.2.5. Provide the unitholders with complete and accurate information about the Company's activities, financial status and corporate governance practices in a timely manner.
 - 8.2.6. Be entitled to act as a member or chairperson in the Boards of not more than 5 (five) other companies.
 - 8.2.7. Not act either as member of the Board or officer or employee of any competing company;
 - 8.2.8. Disclose the information on transactions with securities in his/her ownership to mass media before concluding such transactions.
- 8.3. The following issues shall fall within the exclusive authority of the Board of Directors:
 - 8.3.1. Determining the strategic direction and strategic goals of the Company;
 - 8.3.2. Approving the financial and business plans of the Company;
 - 8.3.3. Supervising the operations of the Management (the CEO);
 - 8.3.4. Appointing and dismissing the Head and the members of Management (the CEO);
 - 8.3.5. Appointing the Corporate Secretary;

- 8.3.6. Approving the Registrar of the Company;
- 8.3.7. Designating terms of contracts with the Head of the Management (the CEO), the Corporate Secretary, the Company's Registrar and the External Manager (individual entrepreneur), including the amount and terms of remuneration thereof;
- 8.3.8. Authorizing to sign contracts with the Head of the Management (the CEO), the Management's members, the Corporate Secretary, the Company's Registrar and the External Manager (individual entrepreneur);
- 8.3.9. Authorizing members of the Management (the CEO) to serve in any governing body (except Management/Board or any other executive body/position) of another legal entity;
- 8.3.10. Establish permanent and *ad hoc* (temporary) committees;
- 8.3.11. Adopting and approving the by-laws for the committees;
- 8.3.12. Convening the annual General Meeting of Unitholders;
- 8.3.13. Determining time for commencing and ending the registration of unitholders and their representatives;
- 8.3.14. Approving the list of persons, in addition to unitholders of the Company, entitled to participate in the annual General Meeting of Unitholders;
- 8.3.15. Reviewing proposals of unitholders and including approved proposals in the agenda of the General Meeting of Unitholders or rejecting proposals with reasonable explanations;
- 8.3.16. Approving the agenda of the annual General Meeting of Unitholders;
- 8.3.17. Compiling the list of information and materials to be made available for unitholders during the preparation for the annual General Meeting of Unitholders;
- 8.3.18. Determining the form and the text of the voting ballot;
- 8.3.19. Including additional items on the agenda of the General Meeting of Unitholders upon its own initiative;
- 8.3.20. Initiating convening of an extra-ordinary General Meeting of Unitholders;
- 8.3.21. Proposing the procedures for the payment of dividends to unitholders and making recommendations on the payment of dividends;
- 8.3.22. Approving or rejecting the related party transactions;
- 8.3.23. Approving any transactions that involve 10% (ten percentage) to 25% (twenty five percentage) of the book value of the Company's assets;
- 8.3.24. Making decision on revision of the Company's financial/economic activity by the Revision Commission (Inspector);
- 8.3.25. Making recommendations to the General Meeting of Unitholders regarding the remuneration of the Revision Commission's members;
- 8.3.26. Signing the contract with the External Auditor, the terms of which approved by the General Meeting of Unitholders;
- 8.3.27. Making recommendations to the General Meeting of Unitholders on increasing and reduction of the Charter Capital of the Company;
- 8.3.28. Requesting from the Management (the CEO) and any other officers of the Company oral and written reports as well as any other documents and information necessary to fulfill its duties as Board of Directors;
- 8.3.29. Making decisions regarding operations that go beyond the financial and business plans of the Company;

- 8.3.31. Determining the list of additional documents to be prepared and kept by the Company;
 - 8.3.32. Preliminarily approving the annual report of the Company;
 - 8.3.33. Developing and reviewing the remuneration system for the Management (the CEO);
 - 8.3.34. Preparing and approving the annual report of the Board of Directors on business priorities of the Company for inclusion into the annual report of the Company.
- 8.4. Issues falling under the exclusive authority of the Board of Directors may not be delegated to the Management (the CEO) of the Company.

IX. EXECUTIVE BODY

- 9.1. The management of day-to-day operations of the Company shall be conducted by its collective (sole) executive body – Management (the CEO).
- 9.2. The Management (the CEO) shall be accountable to the Board of Directors.
- 9.3. The Management (the CEO) shall be appointed and dismissed by the Board of Directors
- 9.4. The Management shall consist of 1 (one) or more members.
- 9.5. The members of the Management shall be elected for a period set in the Operating Agreement.
- 9.6. The members of the Management can be elected to committees of the Company.
- 9.7. The members of the Management (the CEO) shall not serve on a governing body of any other company without prior approval of the Board of Directors. The members of the Management (the CEO) cannot be members of Management or hold any executive position in any other company and cannot act in any capacity in a competing company.
- 9.8. In addition to the authorities stipulated by the present Charter, by-laws or any other legal documents, the rights and obligations of the members of the Management (the CEO) shall be specified in the employment contract signed between the members of the Management (the CEO) and the Company. The terms of such contract shall not be in conflict with the provisions of the Corporate Charter of the Company and in case of any conflicts, the conflicting articles of such contract shall be amended as per the Corporate Charter of the Company.
- 9.9. The Management (the CEO) shall:
 - 9.9.1. Act on behalf of the Company and represent the Company in relations with third parties;
 - 9.9.2. Conduct operations and sign contracts on behalf of the Company within the authorities set forth by the present Corporate Charter of the Company;
 - 9.9.3. Hire staff, sign labor contracts and lead activities of all employees of the Company;
 - 9.9.4. Sign contracts with the Corporate Secretary and the Registrar of the Company;
 - 9.9.5. Open local and foreign settlement and other accounts in a bank, in the United States and anywhere abroad;
 - 9.9.6. Establishing and liquidating branches and representative offices of the Company;

- 9.9.7. Sign on behalf of the Company for promissory notes, checks, and other financial instruments;
- 9.9.8. Register and open overseas offices, including signing all documentation needed for opening and operating overseas offices, as well as authenticating any company documents required for overseas registration.
- 9.9.9. Grant Powers of Attorney that convey any of Management's authorities to Company representatives, including for operations of overseas offices;
- 9.9.10. Chair the Management's meetings;
- 9.9.11. Convene the Management's meetings on its own initiative, or by the request of a member of the Management or by the request of the Board of Directors;
- 9.10. The Management's member shall:
 - 9.10.1. Regularly attend and actively participate in the Management's meetings;
 - 9.10.2. Actively participate in the discussion of issues and vote on matters included in the agenda of the Management's meetings;
 - 9.10.3. Be entitled to propose issues to the agenda of the Management's meetings and request from the Head of the Management to convene the Management's meeting;
 - 9.10.4. Notify the Head of the Management if unable to attend the Management's meeting;
- 9.11. The following shall fall within the authority of the Management (the CEO):
 - 9.11.1. Development of the Company's financial and business plans;
 - 9.11.2. Making proposal to the General Meeting of Unitholders on dividends and their payment procedure;
 - 9.11.3. Convening annual (regular) General Meeting of Unitholders;
 - 9.11.4. Taking initiative on convening an extra-ordinary General Meeting of Unitholders;
 - 9.11.5. Convening an extra-ordinary General Meeting of Unitholders;
 - 9.11.6. Other authorities.
- 9.12. The procedures for conducting the Management's meetings shall be specified in the by-laws for the Management.
- 9.13. The Management shall make decision by a simple majority votes of its members. In case of even division of votes, the Head's vote is considered a decisive vote for accepting or rejecting a decision
- 9.14. The Management's (the CEO) members shall owe fiduciary duties to the Company and shall strictly adhere to the following:
 - 9.14.1. Act honestly;
 - 9.14.2. Act in the best interests of the Company;
 - 9.14.3. Act with care and be loyal to the Company;
 - 9.14.4. Refrain from participating in the related party transactions;
 - 9.14.5. Not disclose confidential information, or any other material and non-public information they became aware of during the course of performing their duties to persons that do not have access to such information, nor use such information for their own personal interests or for the interests of other persons;
 - 9.14.6. Notify the Board of Directors in writing of any conflicts of interests and abstain from voting on any such transactions.

- 9.14.7. Provide the Board of Directors and unitholders with complete and accurate information about the Company's activities, financial status and corporate governance practices in a timely manner.
- 9.14.8. Disclose the information on transactions with securities in their possession to mass media before concluding such transactions.

X. CORPORATE SECRETARY

- 10.1. The position of the Corporate Secretary shall be established by the decision of the General Meeting of Unitholders.
- 10.2. The Corporate Secretary shall be appointed by the Board of Directors and shall discharge its responsibilities in compliance with the Company's Charter, the by-laws for the Corporate Secretary and his/her individual contract.
- 10.3. The Corporate Secretary shall:
 - 10.3.1. Ensure compliance of preparation and conducting of the General Meeting of Unitholders and the Board of Directors' meetings with the legislation, the Corporate Charter of the Company;
 - 10.3.2. Ensure disclosure of relevant information and storage of documents of the Company;
 - 10.3.3. Examine unitholders' requests (inquiries);
 - 10.3.4. Resolve any disputes related to violation of unitholders' rights.
- 10.4. The candidate for the Corporate Secretary's position shall meet the following qualifications:
 - 10.4.1. Have a higher education;
 - 10.4.2. Meet a test of fitness and suitability.
- 10.5. The Corporate Secretary shall be entitled to request any information from the Company's governing bodies and employees as required to perform his/her duties. The Board of Directors, the Management (the CEO) and other officials of the Company shall provide the Corporate Secretary with any information so requested.

XI. REVISION COMMISSION (INSPECTOR) AND EXTERNAL AUDIT

- 11.1. The Revision Commission (Inspector) shall be established for the purpose of revision of financial and business activity of the Company.
- 11.2. The Revision Commission (Inspector) shall be elected at the General Meeting of Unitholders for an indefinite period.
- 11.3. The Revision Commission shall consist of up to 3 (three) members.
- 11.4. The member of the Revision Commission (Inspector) cannot be a unitholder, the Board of Directors' or Management's (the CEO) member of the Company.
- 11.5. The Revision Commission shall perform its duties in compliance with the legislation, the Company's Corporate Charter for the Revision Commission (Inspector).
- 11.6. The Revision Commission (Inspector) shall:
 - 11.6.1. Inspect the Company's financial and business activities and submit its reports to the General Meeting of Unitholders, the Board of Directors and the Management (the CEO);

- 11.6.2. Review the Company's financial status, its solvency, and creditworthiness;
 - 11.6.3. Examine the use of the Company's reserve fund and other funds;
 - 11.6.4. Inform the General Meeting of Unitholders and the Board of Directors of any deficiencies revealed;
 - 11.6.5. Oversee the valuation of the Company's net assets;
 - 11.6.6. Confirm the accuracy of data contained in the Company's annual report and other annual financial statements;
 - 11.6.7. Verify compliance of the activities of the Board of Directors with the Law;
 - 11.6.8. Verify facts regarding the use of insider information;
 - 11.6.9. Verify the timeliness of payments to contractors, payments to the budget, calculation, payment of dividends and payment for issued units, and the performance of other obligations by the Company.
- 11.7. The Revision Commission (Inspector) shall be entitled to request from all the bodies and officials of the Company any information related to the business activity of the Company;
 - 11.8. The Revision Commission (Inspector) shall carry out inspections:
 - 11.8.1 On its own initiative by decision of the General Meeting of Unitholders or the Board of Directors; or
 - 11.8.2. Upon the request of unitholders or a group of unitholders owning more than 10 (ten) percentage of the Company's voting units; or 11.8.3. Upon the request of the Management (General Director).
 - 11.9. The Company shall have the External Auditor for the purpose of audit of the Company's business activities.
 - 11.10. The External Auditor shall be elected by the General Meeting of Unitholders.
 - 11.11. The balance sheet and accounts of the Company shall be examined and certified on an annual basis by the External Auditor and submitted for approval to the General Meeting of Unitholders.
 - 11.12. External audit of the Company's operations must be conducted any time upon request of the unitholders owning 10% (ten percentage) and more unitholding in the Charter Capital of the Company.
 - 11.13. The duties of the External Auditor shall be defined by the legislation and the terms of contract signed with the External Auditor.

XII. THE ANNUAL REPORT OF THE COMPANY

- 12.1. The annual report of the Company shall include the following:
 - 12.1.1. The Company's market position in its industry;
 - 12.1.2. Priority directions of the Company's activities;
 - 12.1.3. The report of the Board of Directors on the Company's results in its principal areas of activity;
 - 12.1.4. Prospects for the Company's development;
 - 12.1.5. The report on the payment of declared dividends;
 - 12.1.6. The analysis of the principal risks associated with the Company's activities;
 - 12.1.7. A list of extraordinary transactions concluded by the Company during the reporting year, including the significant terms of those transactions.



- 12.1.8. A list of related party transactions concluded by the Company during the reporting year including a list of related parties;
 - 12.1.9. The composition of the Board of Directors, including information regarding changes in the composition of the Board of Directors that took place during the reporting year, as well as information on the members of the Board of Directors, including a brief summary of their personal data and information on their unit ownership in the Company during the reporting year;
 - 12.1.10. Information on the Management's members (the CEO) including a brief summary of their personal data and information on their unit ownership in the Company during the reporting year;
 - 12.1.11. Criteria for the determination of remuneration for the Board of Directors's and Management's (the CEO) members and the aggregated amount of remuneration paid to all these persons;
 - 12.1.12. The discussion and the analysis of the results and developments for the last year by the Management (the CEO);
 - 12.1.13. Corporate governance practices and policies of the Company;
 - 12.1.14. Any other information required to be included in the by-laws of the Company.
- 12.2. The annual report shall be signed by the Head of the Management (the CEO), the Chairperson of the Board of Directors and Chief Accountant.
- 12.3. The annual report of the Company shall be approved by its General Meeting of Unitholders.

XIII. REORGANIZATION AND LIQUIDATION OF THE COMPANY

- 13.1. The reorganization and liquidation of the Company shall be carried out pursuant to the grounds and procedures specified in applicable legislation.

XIV. PRECEDENCE

- 14.1. The Corporate Charter of the Company are subordinate to the Operating Agreement of the Company. In the case of any inconsistency between the Corporate Charter, the Operating Agreement, and/or legal acts of the Commonwealth of Virginia, the State of Delaware, and the United States of America, then legal acts of the Commonwealth of Virginia, the State of Delaware, and the United States of America, and then the Operating Agreement take precedence. Only the rights, rules, and responsibilities specified by the Corporate Charter that also are granted by the Operating Agreement shall be in effect.

XV. MISCELLANEOUS

- 15.1. The issues related to the Company's activities but not specified in the present Corporate Charter and Operating Agreement shall be regulated by the decisions of the General Meeting of Unitholders and applicable legislation.
- 15.2. The requirements of the Corporate Charter shall be binding upon all bodies, officials and unitholders of the Company.



Annex A:

**Company Unitholders ("Members") and Senior Owner-Management, and
Company Charter Capital**

The following are Unitholders ("Members") in the Company and comprise the Company Senior Owner-Management, exercised through comprising the Board of Directors and serving as Officers of the Company.

Member	Titles	Units Held*	Charter Capital	Percentage of Units Held
Robert Kirk	Senior Vice President; Member of Board; Unitholder (Member)	435	\$100,050	8%
David Snelbecker	Chief Executive Officer; Chairman of Board; Unitholder (Member)	5000	\$2,175,000	92%
Total		5435	\$2,275,050	100%

* Each Unit has nominal value of \$230.00 (two hundred thirty US dollars).

Shteti i Virginia

Inderuari Kelly Thommasson – Sekretar i Shtetit



APOSTILE

(Konventa e Hages date 5 tetor 1961)

1. shteti: Shtetet e Bashkuara te Amerikes

Ky dokument publik

2. eshte nenshkruar nga: **Philomina R Gomes**

3. i cili vepron ne cilesine e: **Noterit Publik**

4. mban vulen e: **Philomina R Gomes – Shteti i Virginia**

VERTETUAR

5. ne: **Richmond, VA**

6. me: **2 Mars 2021 A.D**

7. nga: **Sekretari i Shtetit**

8. nr.: **2955005-1**

9. vula (vulosur)

10. Firma (nenshkrimi)

Kjo Apostile verteton vetem vertetesine e nenshkrimit dhe kapacitetin e personit qe nenshkroi dokumentin publik, dhe, kur eshte e pershtatshme, identitetin e vules ose stampes qe mban dokumenti publik.

Kjo Apostille nuk verteton permbajtjen e dokumentit per te cilin eshte leshuar.

Kjo Apostille nuk eshte e vlefshme per perdonim askund brenda Shteteve te Bashkuara te Amerikes ose territoreve te saj.

IDG International Development Group Advisory Services, LLC



E CERTIFIKUAR NGA NOTERI PUBLIC

DATE: 1 Mars 2021

NE DESHMI TE KESAJ, personi i mëposhtëm konfirmon se bashkangjitur është një kopje origjinale dhe e sakte e Statutit te Shoqërisë: International Development Group Advisory Services, LLC.

Nga:

IDG International Development Group Advisory Services, LLC

Emri: David Snelbecker

Pozicioni: Drejtori Ekzekutiv (Bordi Menaxhues), Drejtor, dhe Kryetar i Bordit te Drejtoreve

Dokumenti u pranua para meje dhe nënshkrimi u verifikua ne Arlington, Virginia.

Noteri Publik

Data e Noterizimit



**INTERNATIONAL DEVELOPMENT GROUP
ADVISORY SERVICES, LLC**
(STATUTI I SHOQERISE "INTERNATIONAL DEVELOPMENT GROUP LLC" OSE
"IDG")

I. DISPOZITA TE PERGJITHSHME

- 1.1** Emri i plote ligjore i Shoqerise është "International Development Group Advisory Services" shoqëri me përgjegjësi te kufizuar.
- 1.2** Emrat tregtare te Shoqërisë jane "International Development Group LLC" ose "IDG".
- 1.3** Shoqeria eshte e regjistruar ne Shtetin e Delaware, ne adresen: 3500 S DuPont Hwy, Dover, DE 19901. Shoqeria ka zyren e saj qendrore ne adresen: 1100 N. Glebe Road, Suite 950, Arlington, VA 22201. Shoqeria duhet te njoftoje autoritetet kompetente per cdo ndryshim ne adresat e saj te regjistruara.
- 1.4** Shoqeria do te qeveriset ne perputhje me Statutin aktual te Korporates, Marreveshjen e Funksionimit dhe aktet ligjore te Shtetit te Virxhinias, Shtetit te Delaware dhe Shteteve te Bashkuara te Amerikës, sipas rregullave te përparësisë.
- 1.5** Shoqeria do te drejtohet ne veprimtarinë e saj nga parimet dhe rregullat e pranuara gjeresisht per drejtimin me te mire te korporatave.
- 1.6** Kohëzgjatja e Shoqerise do te jete e pa kufizuar. Shoqëria mund te riorganizohet ose likuidohet ne perputhje me ketë Statut te Korporates dhe legjislacionin ne fuqi.

II. STATUSI LIGJOR I SHOQERISE

- 2.1** Shoqeria ka te drejta dhe përgjegjesi ligjore qe nga data e themelimit te saj.
- 2.2** Shoqeria ka pronen e saj, te drejtat per te blere dhe ushtruar te drejta pronesore dhe jopasurore ne emer te saj. Ka nje bilanc te pavarur, nje vule me emrin e saj ne te, logon e shoqerise dhe te drejten per te hapur llogari vendase dhe te huaja dhe llogari te tjera ne nje banke. Shoqeria ka te drejte te veproje si padites, i paditur ose nje pale e trete ne gjykate.
- 2.3** Shoqeria ka te drejte te zoteroje pasurite e saj materiale dhe monetare, te perdore dhe disponoje me to dhe te drejta te tjera.
- 2.4** Shoqeria do te jete përgjegjese per detyrimet e saj nga e gjithe pasuria e saj. Zoteruesit e kuotave nuk do te jene përgjegjes per detyrimet e Shoqerise dhe Shoqeria nuk do te jete përgjegjese per detyrimet e ortakeve.
- 2.5** Shoqeria mund te hape degen dhe zyrat e saj perfaqesuese. Dega dhe zyrat perfaqesuese nuk jane persona juridike dhe veprojne sipas akteve nenligjore te miratuara nga Shoqeria.
- 2.6** Shoqeria ka gjithashtu te drejta te tjera te parashikuara nga legjislacioni ne fuqi.



III. QELLIMI DHE AKTIVITETET E SHOQERISE

- 3.1 Qellimi kryesor i Shoqerise eshte te fitoj perfitime.
- 3.2 Per te permbushur qellimin e saj kryesor Shoqeria do te kryeje aktivitetet kryesore vijuese:
 - 3.2.1 asistence teknike per zhvillim nderkombetar;
 - 3.2.2 forma te tjera te keshillimit dhe dhenies se granteve.
- 3.3 Per te permbushur qellimin e saj kryesor Shoqeria ka te dreje te kryeje cdo veprimtari qe nuk parashikohet ne Statutin e Shoqërisë dhe nuk ndalohet nga legjislacioni ne fuqi.
- 3.4 Per te kryer aktivitete specifike, lista e te cilave percaktohet nga legjislacioni ne fuqi, Shoqeria do te marre licencat ose lejet e nevojshme.

IV. KAPITALI THEMELTAR, LETRAT ME VLERE, DHE FONDET E SHOQERISE

- 4.1 Kapitali Themeltar i Shoqërisë përbehet nga vlera nominale e Kuotave te blera nga Zoteruesit e Kuotave ("Anetaret"). Shikoni Shtojcën A.
- 4.2 Kapitali Themeltar përbehet nga Kuota totale, secila kuote ka nje vlere nominale prej 230 \$ (dyqind e tridhjete dollare amerikane). Shuma totale dhe vlera nominale e Kuotave përfshin Kapitalin Themeltar. Shikoni Shtojcën A.
- 4.3 Shoqeria do te jete e autorizuar te emetoje Letra me Vlere shtese.
- 4.4 Shoqeria do te jete e autorizuar te rrise Kapitalin e saj Themeltar me vendim te Asamblese se Pergjithshme te Zoteruesve te Kuotave, ose nga:
 - 4.4.1 Rritja e vleres nominale te Kuotave te emetuara; ose
 - 4.4.2 Duke emetuar Kuota shtese.
- 4.5 Kapitali Themeltar mund te zvogelohet me vendim te Asamblese se Përgjithshme te Zoteruesve te Kuotave ose duke ulur vleren nominale te Kuotave te papaguara ose duke shlyer nje pjese te Kuotave per te zvogeluar numrin e pergjithshem te Kuotave te papaguara.
- 4.6 Pagesa per Kuota ne menyre te tille qe shlyerja te mund te behet ne para, letra me vlere, asete ose te drejta pronesie ose te drejta te tjera me vlere monetare.

V. TE DREJTAT DHE DETYRIMET E ZOTERUESVE TE KUOTAVE . DIVIDENTET.

- 5.1 Zoteruesit e Kuotave do te kene te drejta dhe detyrime qe rrjedhin nga pronesia e Kuotes se tyre ne shoqeri.
- 5.2 Pronesia e kuotes ne Shoqeri do t'i jape nje zoteruesi te drejtat e meposhtme:
 - 5.2.1 Te shese, transferoje dhe / ose caktoje lirisht kuotat e tij / saj dhe / ose nje pjese te tyre lirisht tek cdo pale e interesuar;
 - 5.2.2 Te zgjidhet dhe te zgjedhe organet udheheqese te Shoqerise;
 - 5.2.3 Te marre informacion mbi aktivitetet e Shoqerise, perfshire raportet vjetore dhe regjistrat e kontabilitetit;
 - 5.2.4 Te kerkoje mbledhjen e Asamblese se Pergjithshme te Zoterueseve te Kuotave;
 - 5.2.5 Te kerkoje ndryshime ne axhenden e Mbledhjes se Pergjithshme te Zoteruesve te Kuotave.



- 5.2.6** Te marre pjese dhe te votoje ne Asamblene e Pergjithshme te Zoteruesve te Kuotave sipas parimit nje kuote nje vote dhe te kerkoste nje kopje te protokollit te mbledhjes;
- 5.2.7** Te kerkoste auditimin e Shoqerise nga Komisioni i Rishikimit (Inspektor) ose Auditori i Jashtem;
- 5.2.8** Te marre dividente nga fitimet neto;
- 5.2.9** Te marre nje pjese te pasurive te Shoqerise ne rast te likuidimit te Shoqerise;
- 5.2.10** Te marre listen e ortakeve/mbajtesve te kuotave te Shoqerise brenda 5 (pese) diteve nga data e kerkeses tek Drejtori Ekzekutiv(CEO);
- 5.2.11** Te gezojne te drejtat e tjera te parashikuara nga legjislacioni ne fuqi dhe nga ky Statut.
- 5.3** Cdo kuote do t'i jape te drejte pronarit te saj per te drejta te barabarta. Pronaret e Kuotave kane te drejta paraprake per emetimin e Kuotave te reja. Te drejtat paraprake jane te zbatueshme per numrin e Kuotave te sapo emetuara te nevojshme per te ruajtur te njejtene perqindje te zoteruesit te Kuotave ne kapitalin e ri themeltar sa zoteruesi i Kuotave kishte ne kapitalin themeltar te meparshem te Shoqerise para emetimit shtese. Te drejtat paraprake te zoteruesve te Kuotave do te kryhen ne te njejtata terma dhe kushte sic u ofrohen bleresve te trete te interesuar.
- 5.4** E rezervuar.
- 5.5** Zoteruesit e Kuotave do te:
- 5.5.1** Marrin persiper te mbeshtesin Shoqerise bashkarisht dhe individualisht dhe te jalin te gjithe kete ndihme qe mund te kerkohet nga Shoqeria dhe te jene ne kompetencen e anetareve. Zoteruesit e Kuotave do te bien dakord te bashkepunojne dhe koordinojne ndihmen e tyre per Shoqerinë;
- 5.5.2** Te mos zbulojne informacione konfidenciale te konsideruara si te tilla ne përputhje me ligjin dhe / ose Statutin aktual;
- 5.5.3** Te paguajnë plotësisht kuotat ne kohen e duhur;
- 5.5.4** Informoni regjistruesin e Kuotave per cdo ndryshim ne regjistrat e tij / saj me njoftim me shkrim brenda 10 (dhjete) diteve kalendarike per keto ndryshime;
- 5.5.5** Te kryejne te gjitha detyrimet e tjera te percaktuara ne legjislacionin e zbatueshem;
- 5.6** Shoqeria ka te drejten te deklaroje dhe te paguaje dividendet bazuar ne rezultatet e cdo viti finanziar. Shoqeria do te paguaje dividendet e deklaruara brenda 30 (tridhjete) diteve pasi eshte aprovuar vendimi per te deklaruara dividendet.
- 5.7** Vetem kuotat e paguara plotësisht do te kene te drejten e dividendeve;
- 5.8** Pagesa e dividendit per secilen kuote kryhet ne formen e pagesave te perllogaritura per kuote.
- 5.9** E rezervuar.
- 5.10** Dividendet do te paguhen ne para ose ne formen e prones dhe te drejtave pronesore qe kane vlore monetare.

VI. ORGANET DREJTUESE TE SHOQERISE

- 6.1** Shoqeria do te kete organet drejtuese si me poshte:
- 6.1.1** Asambleja e Pergjithshme e Zoteruesve/Mbjajtesve te Kuotave;



- 6.1.2 Bordi i Drejtoreve;
- 6.1.3 Menaxhuesi (CEO).

VII. ASAMBLEJA E PERGJITHSHME E ZOTERUESVE/MBAJTESVE TE KUOTAVE

- 7.1 Asambleja e Pergjithshme e Zoteruesve te Kuotave eshte organi me i larte drejtues i Shoqerise.
- 7.2 Asambleja e Pergjithshme e Zoteruesve te Kuotave mund te jete e rregullt dhe e jashtezakonshme.
- 7.3 Mbledhja e rregullt vjetore e zoteruesve te Kuotave do te mblidhet nje here ne vit ne 10.VII (dhjete Korrik) te cdo viti.
- 7.4 Te gjitha mbledhjet e anetareve te tjere pervec atyre te rregulla do te konsiderohen te jashtezakonshme.
- 7.5 Mbledhja e Pergjithshme e zoteruesve te Kuotave eshte e vlefshme nese ekziston nje kuorum.
- 7.6 Procedurat e hollesishme per pergamitjen dhe drejtimin e Mbledhjes se Pergjithshme te zoteruesve te njes Kuotave ive do te specifikohen ne aktet nenligjore per Mbledhjen e Pergjithshme te Zoteruesve te Kuotave.
- 7.7 Mbledhja e Pergjithshme e zoteruesve te Kuotave do te mbahet ne vendndodhjen e Shoqerise. Ne rast se Mbledhja e Pergjithshme e zoteruesve te aksioneve nuk mund te mbahet ne kete adresë, do te caktohet nje vend tjeter i pershtatshem.

VIII. BORDI I DREJTHEREVE

- 8.1 Bordi i Drejtoreve do te ushtroje qeverisjen e pergjithshme dhe do te mbikeqyre funksionimin e Shoqerise. Bordi i Drejtoreve do te perbehet nga Zoteruesit e Kuotave . Vendimet e bordit merren me votim.
- 8.2 Bordi i Drejtoreve do te:
 - 8.2.1 Veproje ne interesin me te mire te Shoqerise;
 - 8.2.2 Veprojne me besnikeri dhe do te kryejne detyrat e tyre me nje shkalle te duhur kujdesi dhe besnikerie;
 - 8.2.3 Mos zbuloj informacione konfidenciale ose ndonje informacion tjeter te vlefshem dhe jopublik per te cilin ai / ajo ka marre dijeni gjate kryerjes se detyrate te tij / saj ndaj personave qe nuk kane akses ne informacione te tilla, as te perdonin informacione te tilla per interesat e tyre personale ose per interesat e personave te tjere;
 - 8.2.4 Njoftoje Bordin e Drejtoreve me shkrim per cdo konflikt interes i dhe te mos marre pjesë ne votimin per ate transaksion;
 - 8.2.5 Siguroje ndaj Zoteruesve te Kuotave informacione te plote dhe te sakte ne lidhje me aktivitetet e Shoqerise, statusin financier dhe praktikat e qeverisjes se korporates ne kohen e duhur.
 - 8.2.6 Te kete te drekte te veproje si anetar ose kryetar ne Bordet e jo me shume se 5 (pesë) shoqerive te tjera.



- 8.2.7 Mos veproje si anetar i Bordit, nenpunes ose punonjes i ndonje shoqerie konkurruese;
- 8.2.8 Beje publik informacionin mbi transaksionet me letra me vlore ne pronesi te tij / saj ne masmedian para se transaksione te tilla te perfundojne.
- 8.3 Ceshtjet e meposhtme do te jene ne kompetencen ekskluzive te Bordit te Drejtoreve:
- 8.3.1 Percaktimi i drejtimit strategjik dhe qellimeve strategjike te Shoqerise;
- 8.3.2 Miratimi i planeve financiare dhe te biznesit te Shoqerise;
- 8.3.3 Mbikeqyrja e funksionimit te Drejtorit Ekzekutiv(CEO);
- 8.3.4 Emerimi dhe shkarkimi i Kryetarit dhe anetareve te Bordit Menaxhues (CEO);
- 8.3.5 Emerimi i Sekretarit te Korporates;
- 8.3.6 Miratimi i Regjistruesit te Shoqerise;
- 8.3.7 Percaktimi i kushteve te kontratave me Drejtorit Ekzekutiv (CEO), Sekretarin e Korporates, Regjistruesin e Shoqerise dhe Menaxherin e Jashtem (sipermarres individual), perfshire shumen dhe kushtet e shperblimit te tyre;
- 8.3.8 Jep autorizime per te nenshkuar kontrata me Kryetarin e Bordit te Menaxhimit (CEO), anetaret e Bordit te Menaxhimit, Sekretarin e Korporates, Regjistruesin e Shoqerise dhe Menaxherin e Jashtem (sipermarres individual);
- 8.3.9 Jep autorizime anetareve te Bordit te Menaxhimit (CEO) per te sherbyer ne cdo organ drejtues (pervec Menaxhimit / Bordit ose ndonje organi tjeter ekzekutiv / pozicioni) te nje personi tjeter juridik;
- 8.3.10 Krijon komisione te perhershme dhe ad hoc (te perkohshme);
- 8.3.11 Miratimi dhe aprovimi i akteve nenligjore per komisionet;
- 8.3.12 Thirrja e Mbledhjes se Pergjithshme vjetore te Zoteruesve te Kuotave ;
- 8.3.13 Percaktimi i kohes per fillimin dhe perfundimin e regjistrimit te zoteruesve te Kuotave dhe perfaquesuesve te tyre;
- 8.3.14 Miratimi i listes se personave, pervec zoteruesve te Kuotave te Shoqerise, te cilet kane te drejt te marrin pjese ne Asamblene e Pergjithshme vjetor te Zoteruesve te Kuotave ;
- 8.3.15 Rishikimi i propozimeve te zoteruesve te Kuotave dhe perfshirja e propozimeve te miratuara ne axhenden e Asamblese se Pergjithshme te Zoterueseve te Kuotave ose refuzimi i propozimeve me shpjegime te arsyeshme;
- 8.3.16 Miratimi i axhendes se Asamblese se Pergjithshme vjetore te Zoterueseve te Kuotave ;
- 8.3.17 Perpilimi i listes se informacionit dhe materialeve qe do te vihen ne dispozicion te zoteruesve te Kuotave gjate pergamitjes per Asamblene e Pergjithshme vjetor te Zoteruesve te Kuotave ;
- 8.3.18 Percaktimi i formes dhe tekstit te fletes se votimit;
- 8.3.19 Perfshirja e pikave shtese ne rendin e dites te Asamblese se Pergjithshme te Zoteruesve te Kuotave ;
- 8.3.20 Inicimi i thirrjes se nje Mbledhjeje te Pergjithshme ekstra te zakonshme te Zoteruesve te Kuotave ;
- 8.3.21 Propozimi i procedurave per pagimin e dividendeve ndaj zoteruesve te Kuotave dhe berja e rekomandimeve per pagimin e dividendeve;
- 8.3.22 Miratimi ose refuzimi i transaksioneve te paleve te lidhura;
- 8.3.23 Miratimi i cdo transaksiioni qe perfshin 10% (dhjete perqind) ne 25% (njezet e pese perqind) te vleres kontabel te aseteve te Shoqerise;

- 
- 8.3.25** Marrja e vendimit per rishikimin e aktivitetit finansiar / ekonomik te Shoqerise nga Komisioni i Rishikimit (Inspektori);
 - 8.3.26** Berja e rekomandimeve per Asamblene e Pergjithshme te Zoteruesve te Kuotave qe kane te bejne me shperblimin e anetareve te Komisionit te Rishikimit;
 - 8.3.27** Nenshkrimi i kontrates me Auditorin e Jashtem, kushtet e se ciles aprovojen nga Asambleja e Pergjithshme e Zoteruesve te Kuotave ;
 - 8.3.28** Berja e rekomandimeve per Asamblene e Pergjithshme te Zoteruesve te Kuotave per rritjen dhe zvogelimin e Kapitalit themeltar te Shoqerise;
 - 8.3.29** Kerkimi nga Drejtori Ekzekutiv (CEO) dhe nga cdo zyrtar tjeter i Shoqerise raporte me goje dhe me shkrim, si dhe cdo dokument dhe informacion tjeter i nevojshem per te permbushur detyrat e tij si Bordi i Drejtoreve;
 - 8.3.30** Marrja e vendimeve ne lidhje me aktivitetet qe shkojne pertej planeve financiare dhe te biznesit te Shoqerise;
 - 8.3.31** Percaktimi i listes se dokumenteve shtese qe do te pergatiten dhe mbahen nga Shoqeria;
 - 8.3.32** Miratimi paraprak i raportit vjetor te Shoqerise;
 - 8.3.33** Zhvillimi dhe rishikimi i sistemit te shperblimit per Bordin Menaxhues (CEO);
 - 8.3.34** Pergatitja dhe miratimi i raportit vjetor te Bordit te Drejtoreve mbi perparese e biznesit te Shoqerise per perfshirje ne reportin vjetor te Shoqerise.
- 8.4** Ceshtjet qe jane nen autoritetin ekskluziv te Bordit te Drejtoreve nuk mund t'i delegohen Bordit te Menaxhimit (CEO) te Shoqerise.

IX. BORDI EKZEKUTIV

- 9.1** Menaxhimi i aktivitetit te perditshem te Shoqerise do te kryhet nga organi ekzekutiv i saj kolektiv (i vetem) – Bordi Menaxhues (CEO).
- 9.2** Bordi Menaxhues (CEO) do te jete pergjegjes perpara Bordit te Drejtoreve.
- 9.3** Bordi Menaxhues (CEO) emerohet dhe shkarkohet nga Bordi i Drejtoreve.
- 9.4** Bordi Menaxhues do te perbehet nga 1 (nje) ose me shume anetare.
- 9.5** Anetaret e Bordit Menaxhues do te zgjidhen per një periudhe si eshte vendosur ne Marreveshjen e Operimit.
- 9.6** Anetaret e Bordit Menaxhues mund te zgjidhen ne komite te Shoqerise.
- 9.7** Anetaret e Bordit Menaxhues (CEO) nuk do te punojne ne asnje organ drejtues te cdo kompanie tjeter pa miratimin paraprak te Bordit te Drejtoreve. Anetaret e Bordit te Menaxhimit (CEO) nuk mund te jene anetare te Bordit te Menaxhimit ose te mbajne cdo pozicion ekzekutiv ne ndonje kompani tjeter dhe nuk mund te veprojne ne cfareadolloj kompetence ne një shoqeri konkurruese.
- 9.8** Pervec kompetencave te percaktuara ne kete Statut, Rregullore ose cdo dokumenti tjeter ligjor, te drejtat dhe detyrimet e anetareve te Bordit Menaxhues (CEO) do te specifikohen ne kontraten e punes te nenshkruar ndermjet anetareve te Bordit Menaxhues (CEO) dhe Shoqerise. Kushtet e kesaj kontrate nuk duhet te jene ne kundershtim me dispozitat e Statutit te Shoqerise dhe ne rast te ndonje konflikti, nenet ne kundershtim te kesaj kontrate do te ndryshohen sipas Statutit te Shoqerise.
- 9.9** Bordi Menaxhues (the CEO) duhet te:



- 9.9.1** Veproje ne emer te Shoqerise dhe perfaqesoje Shoqerine ne marredheniet me pale te treta;
- 9.9.2** Kryeje veprimtari dhe nenshkruaje kontrata ne emer te Shoqerise brenda kompetencave te percaktuara nga ky Statut i Korporatave te Shoqerise;
- 9.9.3** Punesoje staf, nenshkruaje kontrata pune dhe drejtoje veprimtarine e te gjithe punemarresve te Shoqerise;
- 9.9.4** Nenshkruaje kontrata me Sekretarin e Korporates dhe Kryesekretarin e Shoqerise;
- 9.9.5** Hap llogari vendase dhe te huaja dhe llogari te tjera ne nje banke, ne Shtetet e Bashkuara te Amerikes dhe kudo jashte vendit;
- 9.9.6** Krijon dhe likuidon dege dhe zyra perfaquesuese te Shoqerise;
- 9.9.7** Nenshkruan ne emer te Shoqerise per obligacione, ceqe dhe instrumente te tjere financiare;
- 9.9.8** Regjistron dhe hap zyra jashte shtetit, duke perfshire nenshkrimin e te gjithe dokumentacionit te nevojsphem per hapjen dhe funksionimin e zyrave jashte shtetit, si dhe vertetimin e cdo dokumenti te shoqerise, te nevojsphem per regjistrimin jashte shtetit.
- 9.9.9** Leshon Prokura qe perfaquesojne cdo autoritet te Bordit te Menaxhimit te perfaquesuesit e Shoqerise, duke perfshire edhe veprimtarine e zyrave jashte shtetit;
- 9.9.10** Kryeson mbledhjet e Bordit te Menaxhimit;
- 9.9.11** Therret mbledhjet e Bordit te Menaxhimit me iniciativen e tij, ose me kerkese te ndonje anetari te Bordit te Menaxhimit ose me kerkese te Bordit te Drejtoreve;
- 9.10** Anetari i Bordit te Menaxhimit duhet:
- 9.10.1** Marr pjese rregullisht dhe ne menyre aktive ne mbledhjet e Bordit te Menaxhimit;
- 9.10.2** Marr pjese ne menyre aktive ne diskutimin e ceshtjeve dhe voton per ceshtjet e perfshira ne axhenden e mbledhjeve te Bordit te Menaxhimit;
- 9.10.3** Ka te drejte te propozoje ceshtje ne axhenden e mbledhjeve te Bordit te Menaxhimit dhe te kerkoje nga Kryetari i Bordit te Menaxhimit te therrase mbledhjen e Bordit te Menaxhimit;
- 9.10.4** Njofton Shefin e Bordit te Menaxhimit nese nuk eshte ne gjendje te marre pjese ne mbledhjen e Bordit te Menaxhimit;
- 9.11** Sa me poshte do te jetë brenda autoritetit te Bordit te Menaxhimit(CEO):
- 9.11.1** Zhvillimi i planeve financiare dhe te biznesit te Shoqerise;
- 9.11.2** Berja e propozimit Asamblese se Pergjithshme te Zoteruesve te Kuotave per dividentet dhe proceduren e pageses se tyre;
- 9.11.3** Thirrja e Mbledhjes se Pergjithshme vjetore (te zakonshme) te Zoteruesve te Kuotave;
- 9.11.4** Marrja e iniciativa per te thirrur nje Mbledhje te te Pergjithshme te jashtezakonshme te Zoteruesve te Kuotave.
- 9.11.5** Kryeson Mbledhjen e Pergjithshme te Jashtezakonshme te Zoteruesve te Kuotave.
- 9.11.6** Kompetanca te tjera:
- 9.12** Procedurat per kryerjen e takimeve te Bordit te Menaxhimit do te specifikohen ne Rregulloret per Menaxhimin.
- 9.13** Bodi menaxhues vendos me shumice te thjeshte te votave te anetareve te tij. Ne rast te ndarjes se barabarte te votave, vota e Kryetarit konsiderohet nje vote vendimtare per pranimin ose refuzimin e nje vendimi.



- 9.14 Anetaret e Bordit te Menaxhimit (CEO) do t'i detyrohen Shoqerise te kryejne detyrat me mirebesim dhe do t'i permbahen ne menyre rigoroze sa me poshte:
- 9.14.1 Veprojne me ndershmeri;
- 9.14.2 Veprojne ne interesin me te mire te Shoqerise;
- 9.14.3 Veprojne me kujdes dhe jane besnik ndaj Shoqerise;
- 9.14.4 Shmangin pjesemarrjen ne transaksionet e paleve te lidhura;
- 9.14.5 Mos zbulojne informacione konfidenciale, apo cfaredo informacioni tjeter material dhe jopublik per te cilin ata kane marre dijeni gjate kryerjes se detyrave te tyre ndaj personave qe nuk kane akses ne informacione te tilla, ose perdonin informacione te tilla per interesat e tyre personale ose per interesat e personave te tjere;
- 9.14.6 Njoftojne Bordin e Drejtoreve me shkrim per cdo konflikt interesit dhe abstenojne nga votimi per cdo transaksion te tille.
- 9.14.7 Sigurojne Bordit te Drejtoreve dhe zoteruesve te njesive informacionin e pote dhe te sakte ne lidhje me aktivitetet e Shoqerise, statusin finanziar dhe praktikat e qeverisjes se korporates ne kohen e duhur.
- 9.14.8 Zbulojne informacionin mbi transaksionet me letra me vlere ne zoterimin e tyre para mediave para se te perfundojne transaksione te tilla.

X. SEKRETARI I KORPORATES

- 10.1 Pozicioni i Sekretarit te Korporates do te percaktohet me vendimin e Asamblese se Pergjithshme te Zoteruesve te Kuotave.
- 10.2 Sekretari i Korporates do te emerohet nga Bordi i Drejtoreve dhe do te kryeje detyrat e tij ne perputhje me Statutin e Shoqerise, rregulloret per Sekretarin e Korporates dhe kontraten e tij / saj individuale.
- 10.3 Sekretari i Korporates duhet te:
- 10.3.1 Garantoje pajtueshmerine e pergatitjes dhe drejtimit te Mbledhjes se Pergjithshme te Zoteruesve te Kuotave dhe Takimeve te Bordit te Drejtoreve me legjislacionin, Statuti i Korporatave te Shoqerise.
- 10.3.2 Zoteruesve te Kuotave dhe Takimeve te Bordit te Drejtoreve me legjislacionin, Statuti i Korporatave te Shoqerise;
- 10.3.3 Garantoje zbulimin e informacionit perkates dhe ruajtjen e dokumenteve te Shoqerise;
- 10.3.4 Shqyrtoje kerkesat e zoteruesve te njesive te (hetimet);
- 10.4 Kandidati per pozicionin e Sekretarit te Korporates duhet te plotesoje kualifikimet si me poshte:
- 10.4.1 Te kete arsim te larte;
- 10.4.2 Permbushe nje test perputhshmerie dhe pershtatshmerie.
- 10.5 Sekretari i Korporates ka te drejte te kerkonte cdo informacion nga organet drejtuese te Shoqerise dhe punemarresit sic kerkohet per te kryer detyrat e tij / saj. Bordi i Drejtoreve, Bordi Menaxhues (CEO) dhe nenpunes te tjere te Shoqerise do t'i sigurojne Sekretarit te Korporates cdo informacion te kerkuar prej tij.

XI. KOMISIONI I RISHIKIMIT (INSPEKTORI) DHE AUDITIMI I JASHTEM



- 11.1** Komisioni i Rishikimit (Inspektori) do te themelohet me qellim per rishikimin e aktivitetit finanziar dhe tregtar te Shoqerise.
- 11.2** Komisioni i Rishikimit (Inspektori) do te zgjidhet ne Mbledhjen e Pergjithshme te Zoteruesve te Kuotave per nje periudhe te pacaktuar.
- 11.3** Komisioni i Rishikimit do te perbehet nga deri ne 3 (tre) anetare.
- 11.4** Anetari i Komisionit te Rishikimit (Inspektori) nuk duhet te jetet anetar i zoteruesve te kuotave, anetar i Bordit te Drejtoreve ose te Bordit te Menaxhimit (CEO) te Shoqerise.
- 11.5** Komisioni i Rishikimit do te kryeje detyrat e tij ne perputhje me legjislacionin, Statutin e Korporatave te Shoqerise per Komisionin e Rishikimit (Inspektori).
- 11.6** Komisionit i Rishikimit (Inspektori) duhet te:
- 11.6.1** Te inspektoje aktivitetet financiare dhe te tregtare te Shoqerise dhe te paraqese raportet e saj ne Mbledhjen e Pergjithshme te Zoteruesve te Kuotave, Bordin e Drejtoreve dhe Bordin e Menaxhimit (CEO);
- 11.6.2** Rishikoje statusin financier te Shoqerise, aftesine paguese dhe aftesine e saj per kreditim;
- 11.6.3** Kontrolloje perdonimin e fondit rezerve te Shoqerise dhe fondeve te tjera;
- 11.6.4** Informoje Asamblene e Pergjithshme te Zoteruesve te kuotave dhe Bordin e Drejtoreve per cdo mangesi te zbuluar;
- 11.6.5** Mbikeqyr vleresimin e pasurive neto te Shoqerise;
- 11.6.6** Konfirmoni saktesine e te dhenave te perfshira ne raportin vjetor te Shoqerise dhe pasqyrat e tjera financiare vjetore;
- 11.6.7** Verifikoje pajtueshmerine e aktiviteteve te Bordit te Drejtoreve me Ligjin;
- 11.6.8** Verifikoje faktet ne lidhje me perdonimin e informacionit te brendshem;
- 11.6.9** Verifikoje kohen e duhur te pagesave per kontraktoret, pagesat ne buxhet, llogaritjen, pagimin e dividenteve dhe pagesen per kuotat e emetuara dhe kryerjen e detyrimeve te tjera nga Shoqeria.
- 11.7** Komisioni i Rishikimit (Inspektori) ka te drejte te kerkoje nga te gjithe organet dhe nenpunesit e Shoqerise cdo informacion ne lidhje me aktivitetin tregtar te Shoqerise;
- 11.8** Komisioni i Rishikimit (Inspektori) duhet te kryeje inspektimet:
- 11.8.1** Me iniciativen e vet me vendim te Asamblese se Pergjithshme te Zoteruesve te kuotave, ose Bordit te Drejtoreve; ose
- 11.8.2** Me kerkesen e Zoteruesve te kuotave ose nje grupi te anetareve qe zoterojne me shume se 10 (dhjete) perqind te kuotave te votimit te Shoqerise; ose 11.8.3. Me kerkese te Bordit te Menaxhimit (Drejtori i Pergjithshem)
- 11.9** Shoqeria do te kete Audituesin e Jashtem per qellimin e auditimit te aktiviteteve te tregtare te Shoqerise.
- 11.10** Audituesi i Jashtem zgjidhet nga Asambleja e Pergjithshme e Zoteruesve te Kuotave.
- 11.11** Bilanci i gjendjes dhe llogarite e Shoqerise do te shqyrtohen dhe certifikohen mbi baza vjetore nga Audituesi i Jashtem dhe do te paraqiten per miratim ne Asamblene e Pergjithshme te Zoteruesve te Kuotave.
- 11.12** Bilanci i gjendjes dhe llogarite e Shoqerise do te shqyrtohen dhe certifikohen mbi baza vjetore nga Audituesi i Jashtem dhe do te paraqiten per miratim ne Asamblene e Pergjithshme te Zoteruesve te Kuotave.
- 11.13** Detyrat e Audituesit te Jashtem do te percaktohen nga legjislacioni dhe kushtet e kontrates te nenshkrura me Audituesin e Jashtem.



XII. RAPORTI VJETOR I SHOQERISE

- 12.1 Raporti vjetor i Shoqerise duhet te perfshije sa me poshte:
 - 12.1.1 Pozicionin e Shoqerise ne treg ne fushen e saj te industrise;
 - 12.1.2 Drejtimet prioritare te aktivitetit te Shoqerise;
 - 12.1.3 Raporti i Bordit te Drejtoreve mbi rezultatet e Shoqerise ne fushat e saj kryesore te veprimtarise;
 - 12.1.4 Perspektivat per zhvillimin e Shoqerise;
 - 12.1.5 Raportin mbi pagesen e dividendeve te deklaruar;
 - 12.1.6 Analizen e rreziqeve kryesore qe lidhen me aktivitetet e Shoqerise;
 - 12.1.7 Nje liste te transaksioneve te jashtezakonshme te kryera nga Shoqeria gjate vitit raportues, perfshire kushtet e rendesishme te atyre transaksioneve.
 - 12.1.8 Nje liste e transaksioneve te paleve te perfshira te kryera nga Shoqeria gjate vitit raportues perfshire nje liste te paleve te perfshira;
 - 12.1.9 Perberjen e Bordit te Drejtoreve, perfshire informacionin ne lidhje me ndryshimet ne perberjen e Bordit te Drejtoreve qe ndodhen gjate vitit raportues, si dhe informacionin mbi anetaret e Bordit te Drejtoreve, duke perfshire nje permblehdje te shkurter te te dhenave te tyre personale dhe informacion mbi pronesine e kuotave te tyre ne Shoqeri gjate vitit raportues;
 - 12.1.10 Informacionin mbi anetaret e Bordit te Menaxhimit (CEO) duke perfshire nje permblehdje te shkurter te te dhenave te tyre personale dhe informacion mbi pronesine e kuotave te tyre ne Shoqeri gjate vitit raportues;
 - 12.1.11 Kriteret per percaktimin e shperblimit per anetaret e Bordit te Drejtoreve dhe Bordit te Menaxhimit (CEO) dhe shuma e mbledhur e shperblimit te paguar per te gjithe keta persona;
 - 12.1.12 Diskutimin dhe analizen e rezultateve dhe zhvillimeve per vitin e fundit nga Bordi i Menaxhimit (CEO);
 - 12.1.13 Praktikat dhe politikat e qeverisjes se Korporatave te Shoqerise;
 - 12.1.14 Cdo informacion tjeter qe kerkohet te perfshihet ne rregulloret e Shoqerise.
- 12.2 Raporti vjetor do te nenshkruehet nga Drejtori i Bordit te Menaxhimit (CEO), Kryesuesi i Bordit te Drejtoreve dhe Shefi i Kontabilitetit.
- 12.3 Raporti vjetor i Shoqerise do te miratohet nga Asambleja e Pergjithshme e Zoteruesve te kuotave te saj.

XIII. RIORGANIZIMI DHE LIKUIDIMI I SHOQERISE

- 13.1 Riorganizimi dhe likuidimi i Shoqerise do te kryhet ne perputhje me arsyet dhe procedurat e specifikuara ne legjislacionin ne fuqi.

XIV. PERPARESIA

- 14.1 Statuti i Korporates se Shoqerise varet nga Marreveshja e Operimit te Shoqerise. Ne rast te ndonje mosperputhje midis Statutit te Korporatave, Marreveshjes se Operimit dhe / ose akteve ligjore te Komunitetit te Virxhinias, Shtetit te Delaware dhe Shteteve te Bashkuara te Amerikes, atehere aktet ligjore te Komunitetit te Virxhinias, Shtetit te Delaware dhe Shteteve te Bashkuara te Amerikes dhe me pas Marreveshja e Operimit kane perparesi. Vetem te drejtat, rregullat dhe perjegjesite e specifikuara nga Statuti i Korporatave qe jane dhene gjithashtu nga Marreveshja e Operimit do te jene ne fuqi.



XV. TE NDRYSHME

- 15.1 Çështjet ne lidhje me aktivitetin e Shoqërisë, por jo te specifikuara ne Statutin e Korporates dhe Marreveshjen e Operimit do te rregullohen nga vendimeve e Asamblese se Pergjithshme te Zoteruesve te Kuotave dhe legjislacioni ne fuqi.
- 15.2 Kerkesat e Statutit te Korporates do te jene detyruese per te gjithe organet, zyrtaret dhe zoteruesit e kuotave te Shoqerise.


Aneks A:
Zoteruesit e Kuotave te Shoqerise ("Anëtaret") dhe Zotërueshenjat
me te larte dhe
Kapitali Themeltar i Shoqërisë

Me poshtë janë Zoteruesit e Kuotave("Anëtaret") ne Shoqëri dhe përfshijnë Bordin e Larte Menaxhues te Pronareve te Shoqërisë, te ushtruar nëpërmjet përbërjes se Bordit te Drejtoreve dhe shërbimit si Nëpunës te Shoqërisë.

Anetari	Titulli	Kuotat e Zoteruar a*	Kapitali Themeltar	Perqindja e kuotave te Zoteruara
Robert Kirk	Zevendes President i Larte ; Anetar i Bordit; Zoterues Kuotash (Anetar)	435	\$100,050	8%
David Snelbecker	Drejtori Ekzekutiv; Kryetar I Bordit; Zoterues Kuotash (Anetar)	5000	\$2,175,000	92%
<i>Totali</i>		5435	\$2,275,050	100%

* Çdo kuote ka një vlerë nominale prej \$230.00 (dyqind e tridhjete US dollar).

Përkreni: Xhevdora Selami


**REPUBLIKA E SHQIPËRISË
DHOMA KOMBËTARE E NOTERISË
DEGA VENDORE TIRANË
NOTER VALBONA SH. SELIMI**



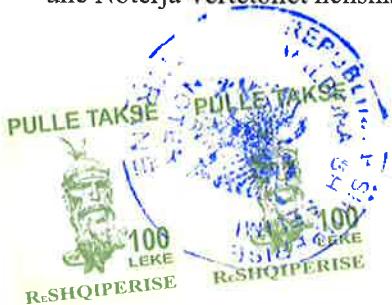
**DATE 31/03/2021
NR REP 2179**

VËRTETIM PËRKTHIMI

Sot, para meje Notere VALBONA SH. SELIMI, anëtare në Dhomën Kombëtare të Noterisë, Dega Vendore TIRANË, me zyrë në adresën NR.3, HOXHA TASIM, NR.292, u paraqit personalisht:

PËRKTHYESE: Xhilberta Selamaj, e njohur personalisht prej meje, me Leternjoftim ID nr. 037008042 e cila më deklaroi se përktheu me përpikmëri dhe saktësi dokumentin bashkangjitur ne gjuhen shqipe dhe e nënshkroi rregullisht përpara meje Noteres.

Në referim të nenit 135, i ligjit nr. 110, datë 20.12.2018 “Për Noterinë”;” në Republikën e Shqipërisë unë Noterja vërtetohet nënshkrimi i përkthyeses.



NOTER

VALBONA SH. SELIMI

Valbona Selamaj
SH. SELIMI