

AKT THEMELIMI

1.-Shoqeria "Seament Albania" Sh.p.k, person juridik i regjistruar ne Regjistrin Tregtar me Nr. Regjistrimi J61827093K, date 23.09.1994, me zyre qendrore ne Kalata Lindore, Porti i Durresit, e perfaquesuar nga perfaquesuesi ligjor, Z. Charles Michael Bouri, shtetas britanik, lindur me date 15/07/1972, mbajtes i pasaportes nr. 560537763 madhor me zotësi të plotë juridike për të vepruar dhe Z. Edward Samaha, shtetas amerikan, lindur ne date 28.05.1971 ne Tennessee, mbajtes i pasaportes me numer 642671785 adult with full and legal capacity to act.

Shoqeria me lart dhe administratori i saj ka marrë te gjitje autorizimet e domosdoshme si dhe eshte madhor me zotësi te plotë juridike dhe per te vepruar, I cili mbeshitet ne ligjin Nr.9901, dt.14/04/2008, "Per Shoqerite Tregtare" dhe ne legjislacionin shqiptar ne per gjithesi, vendosi si vijon:

Emertimi, Selia dhe afati i Shoqerise

Neni 1

Te themeloje shoqerine me perjegjesi te kufizuar, per te zhvilluar veprimitari tregtare. Shoqeria eshte person juridik shqiptar, veprimtaria e te ciles rregullohet nga akt themelimi, statuti i saj dhe legjislacioni ne fuqi.

Neni 2

Shoqeria do te emertohe "Uni Construct" Sh.p.k.

Neni 3

Shoqeria do te kete Seline e saj ne Tirane, Mezez, prane Casa Italia, Apartamenti me nr pasurie 66/47+2-60, ZK2679 Vol.21, Hyrja 2, Ap nr.60. Selia e shoqerise mund te transferohet.

Neni 4

Shoqeria do te zhvilloj aktivitetin e saj me afat te pakufizuar. Afati mund te ndryshohet me vendim te Asamblese se Ortakut.

Neni 5

Shoqeria "Uni Construct" Sh.p.k. do te kete si objekt: Projektimi dhe zbatimi i veprave ndertimore si vijon: ndertime me karakter civil dhe ekonomik, punime/germime dhe sistemime dhei, tarracime terrenesh; rikonstruksione/ndertim/zhvillim godinash civile dhe ekonomike, veshje fasadash, ndertime urash dhe konstruksione metalike, montime panelesh, ndertime rrugesh, asfaltimi, hapje kanalesh si dhe cdo ndertim tjeter me karakter civil dhe ekonomik.

Zhvillimi dhe ndermjetesimi i projekteve per rikonstrukcionin e ndermarrjeve industriale. Kryerje

ARTICLE OF ASSOCIATION

1.-Company "Seament Albania" LLC, registered with the Commercial Register by Registration No. J61827093K, dated 23.09.1994, with address Kalata Lindore, Porti i Durresit, represented by the Administrator: Mr. Charles Michael Bouri, a British citizen, born in London on 07.15.1972 holder of passport no. 560537763, adult with full legal capacity to act and Mr. Edward Samaha, American citizen, born in Tennessee on date 28.05.1971, holder of the passport with number 642671785, adult with full and legal capacity to act.

The above company and the administrator have received all necessary authorizations and also is major with full legal capacity to act, in compliance with law No.9901, dt. 14/04/2008 "On Commercial Companies" and the Albanian legislation in general, have decided as follows:

Name, headquarters and duration

Article 1

To incorporate a limited liability company, to develop commercial activities. The company is an Albanian legal person, whose activity is regulated by the memorandum of association, its articles of association and legislation in force.

Article 2

The company's name is "Uni Construct" L.L.C.

Article 3

The company shall have its headquarters in the following address, Tirane, Mezez, near Casa Italia, Apartment no property 66/47+2-60, CZ.2679, Vol.21, Bldg no.2, Ap no.60.

The headquarters of the company may be transferred.

Article 4

The Company will conduct its activities with indefinite duration. The duration may be changed by the decision of Shareholders Assembly.

Article 5

The company "Uni Construct" L.L.C. will have as object:

Design and implementation of construction works as follows: civil and economic constructions, contructions/digging dhei systematization of soil, reconstruction of civil and economic buildings, facade dressing, bridle construction and metal constructions, panel erection, road construction, asphalting, openings channels and any other construction of civil and economic character.

Development and mediation of projects for the reconstruction of industrial enterprises. Conduct of

te veprimtarive tregtare per zbatimin, zhvillimin, menaxhimin e zonave civile, industriale, turistike, si dhe sherbimeve te tjera te ngjashme te lidhura me to. Kryerja e veprimtarive tregtare ne fushen e ndertimit, per prodhim dhe shitblerje te materialeve te ndertimit. Kryerja e aktivitetit per investimin ne fushen e ndertimit, ne komplekse civile, turistike, industriale, sociale, komplekse te tregtimit dhe te sherbimit, bar, restorant, hoteleri etj. Pjesemarrje ne projekte ndertimore si sipermarres, investitor, konsulent, si dhe marrjen persiper te menaxhimit te tyre ne perputhje me legjislacionin ne fuqi.

Shitje-blerje dhe qira per pasuri te paluajtshme. Sherbimi/agjensi real estate.

Projektimi dhe zbatimi i veprave ndertimore, rruge te gjitha kategorive, punime te mirembajtjes dhe te sinjalizimeve ne rruge, ndertime autostradash, pista aeroportesh dhe helikopteresh.

Projektim dhe zbatim vepra arti si; ura, vepra arti mbi 10m, ndertim tunelesh rruge rrugore dhe hekurudhore, ndertime detare, ku perfshihen ndertime portuale, bankina, basen pontile, punime thellimi dhe drenimi, punime per vepra te vecanta e punime speciale, sillose, kulla uji etj.

Projektimi dhe zbatimi i ndertimeve hidraulike dhe hidroteknicke, ndertim ujesjellesh, kanalizime, kanale e impiante vaditjeje. Punime mbrojtjeje te sistemit hidraulik, cimentime, etj. Ndertim impiante te trajtimit te ujit, ndertim digash, galeri tunele, ndertim diga te larta, etj.

Prodhimin e betonit dhe materialeve te tjera inerte, shijten dhe tregtimin me shumice dha pakice te materialeve te ndertimit, transportin e lendeve te para e te cdo materiali tjeter te nevojshem per realizimin e qellimit te prodhimit, ngarkim shkarkimit, transportin e mallrave per vete shoqerine dhe per te trete si dhe cdo aktivitet tjeter qe lidhet dhe eshte i nevojshem per objektin e mesiperme.

Kryerjen e cdo veprimtarie tjeter te lejuar nga ligji shqiptar

commercial activities for the implementation, development, management of civil, industrial, tourist, and other similar related services. Conduct of commercial activities in the field of construction, production and sale of construction materials. Carrying out investment activity in the field of construction, in civil, tourist, industrial, social complexes, trading and service complexes, bars, restaurants, hotels, etc. Participation in construction projects as entrepreneurs, investors, consultants, and taking over their management in accordance with the legislation in force.

Selling-Purchase of immovable assets, rent. Service/agency of real estate.

Project and implementation of construction works, roads of all categories, maintenance works and street signs, highway construction, airport and helicopter pistes.

Project and implementation of artwork such as; bridges, artwork over 10m, road and railway tunnel construction, marine constructions, including port construction, jetty, pontoon basin, deepening and drainage works, works for special works and special works, bridges, water towers etc.

Design and implementation of hydraulic and hydrotechnical constructions, waterworks, sewers, irrigation channels and irrigation systems. Hydraulic protection works, cements, etc. Construction of water treatment plants, dam construction, tunnel gallery, high dam construction, etc.

Production of concrete and other inert materials, gross and retails selling of construction materials, transportation of raw materials and any other material necessary to achieve the purpose of production, loading, unloading storage, transport of goods for the company itself and for the third persons and also any other activity related and necessary to the object above as well as any other activity related to and necessary for the above object.

Any activity permitted by Albanian law,

Neni 7

Kur shoqeria pushon veprimtarine e saj, pasi shlyen te gjitha detyrimet qe ka, pjesen e mbetur te kapitalit dhe te te ardhurave e perfiton ortaku i saj.

Ortaku themelues perballon humbjet e shoqerise deri ne kufirin e vleres se saj te derdhur ne formimin e kapitalit themeltar. Kapitali baze mund te rritet nga fitimi ne natyre, ose kredi ne leke ose valute qe merret ne Bankat e Shtetit Shqiptar.

Kapitali themeltar per vazhdimin e aktivitetit te shoqerise eshte ne shumen 100,000 (njeqind mijë) leke, qe i takon ortakut themelues si me poshte:

Shoqeria "Seament Albania" Sh.p.k zoteron nje kuote me vlerë te përgjithshme 100,000 leke qe pérben 100 % te kapitalit themeltar te shoqërisë.

Article 7

When the company ceases its activity, and settles all its obligations, its shareholders benefits the incomes of the remains of the capital.

Founding shareholder of the company handles losses up to the limit of its value deposited as founding capital. The charter capital may be increased from profit in kind, or loans in Lek or foreign currency taken in that Banks of Albanian State.

The charter capital for the continuation of the activity of the company is in amount of 100,000 (one hundred thousand), which belongs to the founding shareholders as follows:

The company "Seament Albania" L.L.C owns the quota with the general value of 100,000 ALL that constitutes 100% of the basic capital of the company

Neni 8

Shoqeria mund te hyje ne veprimtari te perbashketa me shoqli te tjera shqiptare ose te huaja edhe kur ato nuk kane objekt aktiviteti ate te shoqerise.

Article 8

The Company may enter into joint activities with other Albanian or foreign companies even when they were not subject to that company activity.

Neni 9

Veprimtaria e shoqerise mund te ushtrohet duke krijuar filiale ose perfaqesi brenda dhe jashte vendit, konform me ligjin shqiptar ose te huaj.

Article 9

The activity of the company can be exercised by creating subsidiaries or representation offices within and outside the country, in conformity with the Albanian or foreign law.

ADMINISTRIMI**Neni 10**

Shoqeria eshte e organizuar ne organet e meposhteme:

ADMINISTRATION**Article 10**

The company is organized as per the below bodies:

- 1- Ortaku i Vetem i Shoqerise.
- 2- Administratori.

1. The sole shareholder of the company.
2. Administrator.

Organ i vendimor i shoqerise eshte Asambleja e Ortakut.

The decision making body of the company is the Shareholder's Assembly.

Kompetencat e Ortakut te Vetem si dhe te Administratorit te Shoqerise jane te parashikuara ne statutin e Shoqerise.

The competences of the Sole shareholder and the company administrator are foreseen in company bylaw.

Neni 11**Administratori**

Veprimtaria operative e shoqerise drejtohet nga Administratori i saj.

Article 11**Administrator**

The operational activity of the company is headed by its Administrators.

Ne shoqerine "**Uni Construct**" shpk administrator i shoqerise do te jetë:

"**Uni Construct**" L.L.C administrator shall be:

- Z. Charles Michael Bouri, shtetas britanik, lindur ne Londer, me date 15.07.1972, mbajtes i pasaportes me nr. 560537763.

- Mr. Charles Michael Bouri, British citizen, born In London, on date 15.07.1972, holder of passport no. 560537763.

Administratori ne te njejten kohe ka edhe funksionin e perfaqesimit te shoqerise me te tretet ne gjithe veprimtarine e shoqerise.

The Administrator at the same time have the capacity of representation of the company with third parties in all activities of company.

Administratori Z. Charles Michael Bouri do te emerohet per nje kohezgjatje prej 5 (pese) vite financiare me perjashtim te rasteve te doreheqjes ose shkarkimit te parakohshem. Administratori ka te gjitha kompetencat per te kryer te gjitha veprimet ne interes te shoqerise dhe ne emer te saj nepermjet akteve qe jane ne perputhje me objektin e veprimtarise se shoqerise me perjashtim te atyre kompetencave qe ligji nuk i njeh. Administratori eshte persegjeges individualisht ndaj shoqerise apo te treteve per shkelje te ligjeve, per shkelje te statutit apo per faj te tij gjate administrimit te shoqerise.

The Administrator Mr. Charles Michael Bouri shall be appointed for a duration of 5 (five) financial years except in cases of premature resignation or dismissal. The administrator has all the power to perform all actions in the interest of the company and on their behalf by acts that are consistent with the scope of activity of the company with the exception of those powers that the law does not recognize. The administrator is responsible individually to the company or third parties for violation of law, violation of articled of association or because of their fault during the administration of the company.

Neni 12
Prishja dhe likuidimi**Article 12**
Dissolution and Liquidation

Shperndarja ose prishja e shoqerise mund te behet ne cdo kohe :

The Company can be dissolved at any time, under the following circumstances:

- a) kur mbaron kohëzgjatja e parashikuar në themelimin e saj;
- b) me vendim të Ortakut te Vetem;

- a)By expiry of the period for which it was established;
- b)By decision of the Soleshareholder;

c) me hapjen e procedurave të falimentimit;
d) nëse nuk ka kryer veprimtari tregtare për dy vjet dhe nuk është njoftuar pezullimi i veprimtarisë në përputhje me pikën 3 të nenit 43 të ligjit nr.9723, datë 3.5.2007 "Për Rregjistrimin e Bisnesit";
e) me vendim të gjykatës;

Ne kete rast Ortaku i Vetem merr vendim me shkrim ne të cilin parashikojne menyren e likuidimit të shoqerise, duke caktuar 1 apo disa likuidatore dhe shenuar ne cdo dokument të nxjerre prej tij emrin e likuidatorit dhe emertesen shtese "Shoqeri ne likuidim e siper".

Prishja e shoqërise tregtare ka si pasojë hapjen e procedurave të likuidimit në gjendjen e aftësisë paguese, me përjashtim të rasteve kur është nisur një procedurë falimentimi.

Likuidimi kryhet nga likuiduesit e emëruar nga Ortaku.

Nëse Ortaku i Vetem nuk merr një vendim për emërimin e likuiduesve, brenda 30 ditëve pas prishjes, cdo person i interesuar mund t'i drejtobet gjykatës, për të caktuar një likuidues.

NENI 13

Riorganizmi i shoqërises bashkimi-ndarja

Shoqëria mund të ndahet, bashkohet sipas Vendimit të Ortakut te Vetem, në përputhje me dispozitat ligjore të parashikuara në n. Ligjin 9901 datë 14.04.2012 "Për tregtarët dhe shoqëritë tregtare."

NENI 14

Baza Ligjore

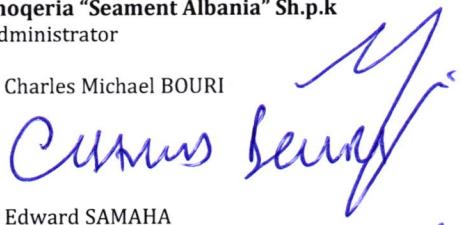
Shoqeria do te zhvilloje aktivitetin e tij ne perputhje te plote me kete statut dhe dispozitat e legjislacionit shqiptar.

Per sa nuk parashikohet ne kete statut, do te zbatohen dispozitat e ligjit "Per tregtarët dhe shoqëritë tregtare", Kodit Civil dhe çfaredo ligji tjeter specifik ne Republiken e Shqiperise.

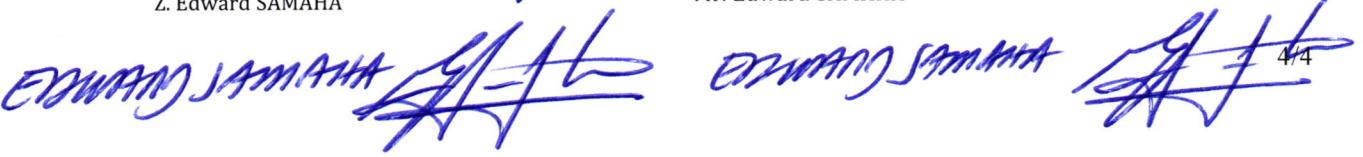
ORTAKU I VETEM THEMELUES I SHOQERISE

Shoqeria "Seament Albania" Sh.p.k
Administrator

Z. Charles Michael BOURI



Z. Edward SAMAHA



c) By opening of the bankruptcy procedures;
d) If it has not carried out any business activities for two years and has not notified its inactive status in accordance with paragraph 3 of Art. 43 of Law No. 9723 'On the Registration of Business';
e) By court decision;

In this case the Sole shareholder takes the decision, in writing, in which foresee the method of liquidation of the company by appointing one or more liquidators, and any documents issued by the company should have the name of the liquidators and the additional nomination "Company in liquidation".

The dissolution of the commercial company has as a consequence the initiation of the liquidation procedures in the state of solvency, unless it has initiated the bankruptcy procedure.

The liquidation is carried out by the liquidators on behalf of the Sole shareholder.

When the sole shareholder does not take a decision upon the appointment of the liquidators within 30 days after the dissolution, any interested person can address the court to appoint a liquidator.

ARTICLE 13

Restructuring the company Merger-Division

The company can be divided, merged based on the Decision of Sole shareholder according to the legal provisions foreseen in the Law no. 9901, dated 14.04.2012 "On the entrepreneurs and Commercial Companies".

ARTICLE 14

Legal Basis

The company will carry out its activity in conformity with this Statute and the legal provisions of the Albanian Legislation.

Unless otherwise provided in this Statute, shall apply the provisions of the Law "On the entrepreneurs and Commercial Companies", Civil Code and any other specific law of the Republic of Albania.

THE SOLESHAREHOLDER OF COMPANY

Company " Seament Albania " L.L.C
Administrator

Mr. Charles Michael BOURI




Mr. Edward SAMAHA



29.03.2021