

**AKT THEMELIMI I SHOQERISE
ME PERGJEGJESI TE KUFIZUAR
“PANTA REI ” Sh.p.k.**

Sot me date 12 Shtator 2022 (dymije e njëzet e dy) ne Tirane, pala e meposhtme:

Z.Paolo Parigi, shtetas Italian, lindur me 05.07.1966 ne Itali dhe rezident ne Itali, mbajtes i leternjsoftimit me nr:CA53215MC madhor dhe i afte te kryeje veprime juridike.

ka vodosur te nenshkruaje Aktin e Themelimit te meposhtem te nje shoqerie me pergjegjesi te kufizuar (me poshte “Shoqeria”), aktiviteti i se ciles rregullohet nga legjislacioni shqiptar ne fuqi dhe Statuti i saj, i cili eshte pjesa perberese e ketij akti.

Neni 1 - Emertimi

Emertimi i Shoqerise eshte **“PANTA REI” Sh.p.k.**

Neni 2 - Selia

Selia e Shoqerise eshte ne : Bulevardi "Bajram Curri", Qendra ETC, Kati 10, Njësia Bashkiake Nr. 2, Tirane. Shqiperi.

Neni 3 - Kohezgjatja

Kohezgjatja e veprimitarise se Shoqerise do te jetet per nje afat te pacaktuar.

Neni 4 – Objekti i shoqerise

4.1 Shoqeria ka per objekt kryerjen e aktiviteve tregtare ne perputhje me legjislacionin Shqiptar ne fuqi.

4.2 Ne menyre me specifike, Shoqeria do te kryeje aktivitet tregtar:

- Konsulencia menaxheriale, operacionale dhe marketingu. Trajnimet te ndryshme stafi ne fushen financiare e te tjera. Realizimin dhe sherbimet e menaxhimit per kompanine, ndermarrje, ente drejtuese per te mbeshtetur shitjen e

**MEMORANDUM OF INCORPORATION
OF THE LIMITED LIABILITY COMPANY
“PANTA REI ” Sh.p.k.**

Today, on September 12, 2022 (two thousand twenty two) in Tirana. the following party:

Mr.Paolo Parigi, Italian citizen, born on 05.07.1966 in Italia and resident in Italy, holder of ID no. CA53215MC , major and with full capacity to act.

decide to sign this Memorandum of Incorporation of a Limited Liability Company (hereinafter the “Company”), whose activity will be performed pursuant to the Albanian legislation in force and its Articles of Association, which constitutes an integral part of this act.

Article 1 - Company's Name

The denomination of the Company is **“PANTA REI” Sh.p.k.**

Article 2 – Registered Office

The registered office of the Company is in :Bulevardi "Bajram Curri", Qendra ETC, Kati 10, Njesia Bashkiake Nr. 2, Tirana, Albania.

Article 3 – Duration

The duration of the Company will be for a indeterminate period.

Article 4 – Object of Activity

4.1 The object of activity of the Company is the carrying out of the commercial activities in compliance with the Albanian applicable legislation.

4.2 In more details, the Company will perform commercial activity:

- Managerial, operational and marketing consultancy. Various staff trainings in financial and other fields. Realization and management services for companies, enterprise, management entity to support the sale of goods or the performance of

mallrave ose kryerjen e sherbimeve te vete klientit ("customer management"); ofrimi i sherbimeve permes nje strukture informatike dhe telekomunikacionit te pershtatshme ("call center", "help desk", "front-line", "data-center") per te mbeshtetur bizneset dhe ndermarrjet ne proceset e kontaktit me klientet e tyre si edhe me ata potenciale.

Neni 5 – Kapitali themeltar

5.1 Kapitali themeltar i shoqerise eshte 10,000 leke (Dhjete mijë leke).

5.2.Kapitali themeltar i shoqerise perbehet nga 1 (nje) kuote, e gjitha e nenshkuar dhe e shlyer, me vlore nominale 10,000 leke (Dhjete mijë leke).

Neni 6 - Kontributet

6.1.Kontributi ne kapitalin e shoqerise eshte ofruar si me poshte:

- Ortaku i vetem i shoqerise Z.Paolo Parigi ka ofruar nje kontribut ne para te barabarte me 10,000 leke Dhjete mijë leke), nepermjet depozitimit prane nje banke ne Shqiperi.

6.2.Sipas kontributeve te mesiperme:

- Z. Paolo Parigi i pereket 1 (nje) kuote, qe i korrespondon me 100% (njeqind perqind) te kapitalit te Shoqerise.

Neni 7 – Transferimi i kuotave

Kuotat i transferohen te treteve sipas parashikimeve te Statutit.

Neni 8 – Administrimi

8.1 Me kete akt emerohet 1 (nje) Administrator i Shoqerise personi si me poshte:

- **Zj. Erina Cumashi**, shtetase Shqipetare, lindur me 01.09.1989 ne Shqiperi dhe rezident ne Shqiperi, mbajtese e leternjostimit me nr:033601909 madhore dhe e afte te kryeje veprime juridike.

services to the client ("customer management"); providing services through an appropriate IT and telecommunication structure ("call center", "help desk", "front-line", "data-center") to support businesses and enterprises in the processes of contact with their customers as well as with potential ones.

Article 5 – Capital

5.1 The capital of the Company is 10,000 All (Ten thousand leke).

5.2 The capital of the Company consists of 1 (one) quota, totally subscribed and paid, with a par value of 10,000 All (Ten thousand leke).

Article 6 – Contributions

6.1 The contribute on the capital of the Company is provided as follows:

- The sole quotaholder of the company Mr. Paolo Parigi, has contributed in money in the capital of the company with a sum equal to 10,000 All (Ten thousand leke), which has been deposited in a bank in Albania.

6.2 Based on the cited contributions:

- Mr. Paolo Parigi owns 1 (one) quota of the capital, equal to 100% (one hundred percent) of the capital.

Article 7 – Transfer of Quotas

The Company's quotas may be transferred pursuant to the provisions set forth in the Articles of Association.

Article 8 – Administration

8.1 With the present act is appointed 1 (one) Administrator of the Company who is the following person:

- **Mrs. Erina Cumashi**, Albanian citizen, born in Tirana, Albania on 01.09.1989, holder of Albanian ID no. 033601909.

8.2 Administratori do te ushtroje te gjitha kompetencat e administritimit te zakonshem, ne perputhje me parashikimet e nenit 95 te ligjit nr. 9901, date 14 prill 2008 "Per tregtaret dhe Shoqerite tregtare" dhe nenit 14 te Statutit.

8.3 Administratorit i jepet te gjitha kompetencat e nevojshme per te kryer te formalitetet e perm bushjen e detyrimeve te parashikuara per themelimin e Shoqerise sipas legjislacionit ne fuqi. Per kete qellim, Administratoret, mund t'u drejtohen per ndihme te treteve ose konsulenteve te cileve mund te delegojne ne teresi ose pjeserisht kryrjen e aktivitetit te siperpermendur.

8.4 Administratori eshte gjithashtu i autorizuar te veproje ne emer te Shoqerise ne formim e siper deri ne regjistrimin e saj prane Qendres Kombetare te Regjistrimit. Ai eshte gjithashtu i autorizuar, te firmosi te gjitha aktet dhe te marre persiper detyrime ne emer te Shoqerise qe rrjedhin prej momentit te regjistrimit te saj si edhe ka te drejte t'i delegoje kompetencat e tyre personave te tjere.

Neni 9– Gjuha

- 9.1 Ky Akt Themelimi eshte hartuar ne 3 (tre) kopje ne gjuhen shqipe me shtojce perkthimin ne gjuhen angleze.
- 9.2 Per te gjitha mosmarreveshjet qe mund te lindin ne lidhje me interpretimin e akteve si me larte, versioni ne italisht do te jete i vetmi version ligjerisht detyrues.

8.2 The Administrator shall exercise all the powers concerning ordinary management of the Company, in accordance to the provisions under article 95 of the Law no. 9901 "On Entrepreneurs and Commercial Companies" dated 14.04.2008 and article 14 of the Articles of Association.

8.3 The Administrator is granted all necessary powers to perform all the formalities and procedures required for the incorporation of the Company under the legislation in force. To this purpose, the Administrator may address for assistance to third parties and consultants and may delegate to them some or all of the conduct of such activities.

8.4 The Administrator is also empowered to act on behalf of the new Company for the purpose of its registration with the National Center of Registration. The Administrator is also empowered to sign all documents and to contract on behalf of the Company obligations arising from its registration with the National Registration Centre itself and to delegate its powers to other special prosecutors

Article 9 – Language

- 9.1 This Memorandum of Incorporation is drafted in 3 (three) copies in Albanian with annexed the English translation.
- 9.2 For every dispute arising from the application and/or interpretation of this act, the English version will be binding and the sole having legal effect.

ORTAKU I VETEM/SOLE QUOTAHOLDER

"PANTA REI" SHPK

Mr. Paolo Parigi

