

**AKT THEMELIMI
I SHOQERISE ME PERGJEGJESI TE
KUFIZUAR
“GLG INVESTMENT” SH.P.K.**

Sot me date 21/03/ 2024 (dymije e njezet e kater), pala e meposhtme:

Z.Gerti LUMANI, qytetar amerikan, atesia Shkelqim, i lindur ne Maliq Korce, me 24.08.1982, dhe rezident ne Shtetet e Bashkuara te Amerikes, mbajtes i pasaportes amerikane me nr.A30004151.

I cili ka vendosur 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 pjese perberese e ketij Akti Themelimi.

Neni 1 - Emertimi
Emertimi i Shoqerise eshte “GLG INVESTMENT” Sh.p.k.

Neni 2 - Selia
Selia e Shoqerise do te jete Rruga Emin Duraku, Pall.Binjaket, No. 5, Tirana, Shqiperi.

Neni 3 - Kohezgjatja
Kohezgjatja e veprimitarise se Shoqerise eshte per nje periudhe te pacaktuar kohe.

Neni 4 – Objekti i aktivitetit
Objekti i veprimitarisë së Shoqerise është kryerja e të gjitha aktiviteteve tregtare në përputhje me dispozitat ligjore shqiptare në fuqi. Me specifikisht:

- Themelimi dhe krijimi i shoqerive dhe sipermarrjeve shqiptare dhe te huaja si dhe pjesemarrja ne to, administrimi dhe drejtimi i shoqerive tregtare dhe sipermarrjeve vendase apo te huaja;
- Blerja apo disponimi mbi pjesemarrjen e kapital ne korporata, partneritete apo shoqeri e sindikata me objekte aktiviteti te ndryshme, blerja dhe shitja e aksioneve dhe kuotave apo pjesemarrje te tjera ne sipermarije dhe shoqeri, brenda kufijve te lejuar nga legjislacioni I aplikueshem;
- Blerja, barresimi, hipotekimi apo transferimi i pasurive te paluajtshme dhe atyre te luajtshme si dhe titujve;

**MEMORANDUM OF INCORPORATION
OF THE LIMITED LIABILITY
COMPANY
“GLG INVESTMENT” L.L.C.**

Today, on 21/03/ 2024 (two thousand twenty four), the following party:

Mr. Gerti LUMANI, American citizen, father Shkelqim, born in Maliq, Korca, on 24.08.19852, resident at United States of America, holder of American passport no. A30004151.

Who decided 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 Memorandum of Association.

Article 1 - Company's Name
The denomination of the Company is “GLG INVESTMENT” LLC.

Article 2 - Registered Office
The address of the Company's registered office will be at: Rruga Emin Duraku, Pall.Binjaket, No. 5, Tirana, Albania.

Article 3 - Duration
The duration of the Company is for an undetermined period of time.

Article 4 – Object of activity
The object of activity of the Company is performing all commercial activities in accordance with the Albanian legal provisions in force. More specifically:

- Foundation and establishment of Albanian and foreign companies and enterprises as well as participation in them, administration and management of domestic and foreign companies and enterprises;
- Purchase or disposition of capital participation in corporations, partnerships or companies and trade unions with different objects of activity, purchase and sale of shares and quotas or other participation in joint venture capital and companies within the limits permitted by the applicable legislation;
- Purchase, pledging, mortgaging or transfer of movable and immovable properties and as well as titles;

- Pjesemarje ne shoqeri me objekte aktiviteti ne fushen e ndertimit, investime ne energjite, imobiliare, ne lojra fati etj;
 - Gjithashtu, ne perputhje me legjisacionin shqiptar, shoqeria mund te kryeje dhe te realizoje cdo aktivitet qe lidhet direkt apo indirekt, eshte si rrjedhim apo ka te beje me objektivat e renditura me siper. Per te arritur qellimin e mesiperme shoqeria mund te ndermarre veprime me pasurite e luajtshme apo te paluajtshme dhe cdo aktivitet tregtar, financiar, per dhenie me qira apo hipotekim qe mund te konsiderohet i dobishem apo i nevojshem ne menyre qe te arrihet objektivi i shoqerise.
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- Participation in companies with activities in the areas of construction, energy, real estate, gambling etc;
 - Also, in accordance with the Albanian legislation, the company may perform and realize any activity directly or indirectly related to, or is, or has to do with the objectives listed above. To achieve the above goal the company may undertake movable or immovable property and any commercial, financial, leasing or mortgage activity that may be considered useful or necessary to achieve the company's objective.

Neni 5 – Administrimi

5.1 Me kete akt emerohet Administrator i Shoqerise Gerti LUMANI, qytetar amerikan, atesia Shkelqim, i lindur ne Maliq Korce, me 24.08.1982, dhe rezident ne Shtetet e Bashkuara te Amerikes, mbajes i pasaportes amerikane me nr.A30004151.

5.2 Administratori do te ushtroje te gjitha kompetencat e administrimit te zakonshem, ne perputhje me parashikimet e nenit 95 te ligjit nr. 9901, date 14 prill 2008 "Per tregtaret dhe Shoqerite tregtare" (I ndryshuar) dhe nenit 14 te Statutit.

5.3 Administratorit i jepen te gjitha kompetencat e nevojshme per te kryer te formalitetet e permbushjen e detyrimeve te parashikuara per themelimin e Shoqerise sipas legjisacionit ne fuqi. Per kete qellim, Administratori, mund t'u drejtohet per ndihme te treteve ose konsulenteve te cileve mund te delegojne ne teresi ose pjeserisht kryrjen e aktivitetit te siperpermendur.

Neni 6– Gjuha

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

Article 5 – Administration

5.1 With the present act, Gerti LUMANI, American citizen, father Shkelqim, born in Maliq, Korca, on 24.08.1982, resident at United States of America, holder of American passport no. A30004151, is appointed as Administrator of the Company.

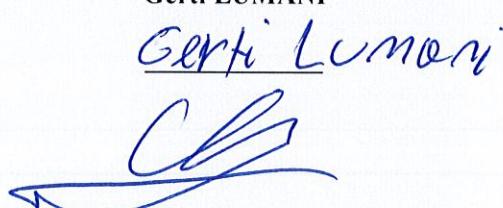
5.2 The Administrator shall exercise all the powers concerning ordinary management of the Company, in accordance to the provisions under article 95 of the Law no. 9901 "*On Entrepreneurs and Commercial Companies*" dated April 14, 2008 (Amended) and article 14 of the Articles of Association.

5.3 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. For this purpose, the Administrators may address third parties and consultants for assistance and may delegate to them some or all of the performance of such activities.

Article 6 – Language

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

ORTAKU I VETEM/SOLE QUOTAHOLDER
Gerti LUMANI



Gerti Lumani