

**STATUT THEMELIMI ARCSPACE CREATIONS  
SHOQERI ME PERGJEGJESI TE KUFIZUAR**

Ne kete statut

- "Ligji" eshte Ligji Nr. 9901, dt. 14.04.2008 "Per Tregaret dhe Shoqerite tregtare",
- "Statuti" eshte Statuti i Shoqerise;

**KREU I**

**NENI 1**

**Data e Themelimit, Emri dhe Themeluesit**

1) Sot, me 30.09.2020, ne, themeluesit, kemi krijuar nje shoqeri me pergjegjesi te kufizuar me emrin ArcSpace Creations SH.P.K.

2)Themeluesit e shoqerise jane :

- AMINN CAPITAL PARTNERS Tirane Kamez KAMEZ Kompleksi "Garden City", Kulla Nr.1, Kati nr 1, Kthesa e Kamzes.
- KRISTINKA VISO Tirane Kamez KAMEZ Kompleksi "Garden City", Kulla Nr.1, Kati nr 1, Kthesa e Kamzes.
- VITJOLA VISO Tirane, KAMEZ Kompleksi "Garden City", Kulla Nr.1, Kati nr 1, Kthesa e Kamzes.

**NENI 2**

**Objekti**

Shoqeria do te kryeje aktivitetin e meposhtem: Projektim arkitekturor per objekte banimi-objekte industriale- objekte turistike. Projektim interiere. Projektim peisazhi, sistemim siperfaqe te gjelberta, lulishte e parqe. Sherbime projektimi dhe dizajni per brenda dhe jashte vendit apo pale te treta, sic i parashikon ligji dhe ne perputhje me aktivitetin e shoqerise.

**NENI 3**

**Kohezgjatja**

Kohezgjatja e shoqerise do te jete e papercaktuar.

**NENI 4**

**Selia**

- 1)Selia e shoqerise ndodhet ne : Tirane Kamez KAMEZ Kompleksi "Garden City", Kulla Nr.1, Kati nr 1, Kthesa e Kamzes.
- 2)Adresa e shoqerise per qellime komunikimi elektronik eshte si vijon :  
arcspace creations@gmail.com
- 3)Nr tel +355693037687

**COMPANY ACT ARCSPACE CREATIONS  
LIMITED LIABILITY COMPANY**

In this company act

- "Law" means Law no. 9901, dt. 14.04.2008 "For Traders and Trade Companies",
- "Company Act" means the Company Act of the Company;

**CHAPTER I**

**ARTICLE 1**

**Date of Establishment, Name and Founder**

1) Today, on 30.09.2020, we, the founders, have created a limited liability company named ArcSpace Creations SH.P.K.

2) The founders of the company are:

- AMINN CAPITAL PARTNERS, Tirane Kamez KAMEZ Kompleksi "Garden City", Kulla Nr.1, Kati nr 1, Kthesa e Kamzes.
- KRISTINKA VISO, Tirane Kamez KAMEZ Kompleksi "Garden City", Kulla Nr.1, Kati nr 1, Kthesa e Kamzes.
- VITJOLA VISO Tirane Kamez KAMEZ Kompleksi "Garden City", Kulla Nr.1, Kati nr 1, Kthesa e Kamzes.

**ARTICLE 2**

**Object**

The company will perform the following activity:

Architectural design for residential buildings - industrial buildings - tourist buildings. Interior design. Landscape design, landscaping, parks and gardens. Design and design services for inside and outside the country or third parties, as provided by law and in accordance with the activity of the company.

**ARTICLE 3**

**Duration**

The duration of the company will be indefinite.

**ARTICLE 4**

**Headquarters**

- 1) The headquarters of the company is located at: Tirane Kamez KAMEZ Kompleksi "Garden City", Kulla Nr.1, Kati nr 1, Kthesa e Kamzes.
- 2) The address of the company for electronic communication purposes is as follows:  
arcspace creations@gmail.com
- 3)Mob No +355693037687

**KREU II  
KAPITALI**

**NENI 5  
Kapitali Themeltar**

1) Kapitali themeltar fillestar i shoqerise eshte: 100000Leke. Pjesemarrja e themeluesve ne kapitalin e shoqerise eshte ne perputhje me kontributiet e tyre te meposhteme:

1. Ortaku themelues: AMINN CAPITAL PARTNERS zoterues i 1(nje) kuote me vlere te pergjithshme 70000Lek qe perben 70% te kapitalit themeltar te shoqerise
2. Ortaku themelues: KRISTINKA VISO zoterues i 1(nje) kuote me vlere te pergjithshme 15000Lek qe perben 15% te kapitalit themeltar te shoqerise.
3. Ortaku themelues: VITJOLA VISO zoterues i 1(nje) kuote me vlere te pergjithshme 15000Lek qe perben 15% te kapitalit themeltar te shoqerise.

**NENI 6:**  
**Zmadhimi dhe zvogelimi i kapitalit**  
Kapitali i shoqerise mund te zmadhohet nepermjet nenshkrimeve te pjeseve te kapitalit themeltar per kontributet ne para dhe me ane te kontributeve ne natyre, nepermjet emerimit nga gjykata kompetente e nje eksperti te autorizuar per keto kontribute sipas kerkeses se administratorit.

Ne asnje rast shumica nuk mund te detyroje nje ortak perte rritur angazhimin e tij ne kapitalin themeltar te shoqerise.

Zvogelimi i kapitalit lejohet nga asambleja e ortakeve, e cila merr vendim ne t njejtat kushte qe kerkohen per ndryshimin e statutit.

Ne te gjitha rastet zvogelim i prek ortaket ne te njejtën mase ndaj pjeseve te kapitalit qe perfaqesojne.

**CHAPTER II  
CAPITAL**

**ARTICLE 5  
Funding Capital**

1) The funding capital of the company is: 100000 Lek. The participation of the founders in the capital of the company is in accordance with their following contributions:

1. Founding partner: AMINN CAPITAL PARTNERS holder of 1 (one) quota with total value 70000Lek which constitutes 70% of the share capital of the company
2. Founding partner: KRISTINKA VISO holder of 1 (one) quotas of total value 15000Lek/quota which constitutes 15% of the share capital of the company.
3. Founding partner: VITJOLA VISO holder of 1 (one) quota with total value 15000Lek which constitutes 15% of the share capital of the company.

**ARTICLE 6:**  
**Capital increase and decrease**  
The capital of the company can be increased through the signing of share's parts of funding capital for cash contributions and through in-kind contributions, through the appointment by the competent court of an expert authorized for these contributions at the request of the administrator.

In no case may the majority oblige a shareholder to increase his commitment to the share capital of the company.

The reduction of capital is allowed by the assembly of shareholders, which decides on the same conditions required for the amendment of the statute.

In all cases the reduction affects the shareholders to the same extent to the parts of the capital they represent.

**NENI 7**

**Transferimi i kapitalit**

- a) Kuotat e kapitalit te nje shoqerie me pergjegjesi te kufizuar e te drejttat qe rrjedhin prej tyre mund te fitohen apo kalohen nepermjet:
- b) kontributit ne kapitalin e shoqerise;
- c) shitblerjes
- d) trashegimise
- e) dhurimit
- f) cdo menyre tjeter te parashikuar ne ligj

Pjeset e kapitalit themeltar jane lirisht te transferueshme ndermjet ortakeve, per sa nuk parashikoet ndryshe ne statut  
Pjese e kapitalit themeltar jane lirisht te transferueshme me rruge trashegimie.

**KREU III**

**ORGANET VENDIMMARRESE DHE DREJTUESE**

**NENI 8**

**Organi Vendimmarres**

Asambleja e Ortakeve eshte organi i vetem vendimmarres i shoqerise.

Asambleja e Ortakeve eshte organi i vetem vendimmarres i shoqerise qe miraton cdo ndryshim te statutit sipas modaliteteve te percaktuara ne ligj.

Asambleja e pergjithshme e ortakeve eshte pergjegjese per marrjen e vendimeve per shoqerine per ceshtjet e meposhtme:

- a) ndryshimet e statutit;
- b) emerimin e shkrarkimin e administratoreve;
- c) emerimin e shkrarkimin e likuiduesve dhe te ekspereteve kontabel te autorizuar;
- d) percaktimin e shperbimeve per personat e permendur ne shkronjat "b" dhe "c" te kesaj pike

**ARTICLE 7**

**Capital transfer**

- a) The capital quotas of a limited liability company and the rights deriving from them can be acquired or transferred through:
- b) contribution to the capital of the company;
- c) Purchase
- d) heritage
- e) donation
- f) any other way provided by law

Shares of share capital are freely transferable between shareholders, unless otherwise provided in the company act.

Parts of the share capital are freely transferable by inheritance.

**CHAPTER III**

**DECISION-MAKING AND MANAGEMENT STRUCTURE**

**ARTICLE 8**

**Decision-making structure**

The Assembly of Shareholders is the only decision-making body of the company.

The Assembly of Shareholders is the only decision-making body of the company that approves any change of the company act according to the modalities defined by law.

The general meeting of shareholders is responsible for making decisions for the company on the following issues:

- a) changes in the statute;
- b) appointment and dismissal of administrators;
- c) appointment and dismissal of liquidators and authorized accounting experts;
- d) determination of services for the persons mentioned in letters "b" and "c" of this point

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- e) mbikqyrjen e zbatimin te politikave tragtare nga administratoret, perfshire pergatittjen e pasqyrave financiare vjetore dhe te raporteve te ecurise se veprimtarise
- f) zmadhimin dhe zvogelimin e kapitalit
- g) pjsetimin e kutoave dhe anulimin e tyre;
- h) perfaqesimin e shoqerise ne gjykate dhe ne procedimete tjera ndaj administratoreve;
- i) riorganizimin dhe prishjen e shoqerise
- j) miratimin e rregullave procedurale te mbjledhjeve te asamblese;
- k) ceshje te tjera te parashikuara nga ligji apo astatuti

Ortaku mund te perfaqesohet ne asmblene e pergjithshme, ne baze te nje autorizimi nga nje ortak apo nga nje person i trete.

Administratori i shoqerise nuk mund te veproje si nje perfaqesues i ortakeve ne asmblene e pergjithshme.

Autorizimi mund te jepet vetem per nje mbledhje te asamblese se pergjithshme, e cila perfshin edhe mbledhjet vijuese me te njejtin rend dite.

### **NENI 9**

#### **Menyra e thirrjes se mbledhjeve se Asamblese se Pergjithshme**

Asambleja e pergjithshme thirret nepermjet nje njoftimi me shkrese ose, nese parashikohet nga statuti me njoftim nepermjet postes elektronike. Njoftimi me shkrese apo me mesazh elektronik duhet te permbaje vendin, daten oren e mbledhjes dhe rendin e dites e t'u dergohet te gjitha ortakeve, jo me vone se 7 dite perpara dates se parashikuar per mbledhjen e asamblese.

Kur asambleja e pergjithshme nuk eshte thirrur sipas pikes 1 te ketij neni, ajo mund te marre vendime te vlefshme vetem nese te gjitha ortakët jane dakort, per te marre vendime, pavaresisht parregullise.

- e) oversight of the implementation of trade policies by administrators, including the preparation of annual financial statements and performance reports
  - f) increase and decrease of capital
  - g) division of quotas and their cancellation;
  - h) representation of the company in court and in other proceedings against administrators;
  - i) reorganization and liquidation of the company
  - j) approval of the procedural rules of the assembly meetings;
  - k) other issues provided by law or company act
- The shareholder may be represented at the general meeting, on the basis of an authorization from a shareholder or from a third person.

The administrator of the company cannot act as a representative of the shareholder in the general assembly.

The authorization can be given only for one meeting of the general assembly, which includes the following meetings with the same agenda.

### **ARTICLE 9**

#### **Manner of convening meetings of the General Assembly**

The General Assembly is convened by written notice or, if provided by the statute by notification by e-mail. The written notification or electronic message must contain the place, date, time and agenda of the meeting and be sent to all shareholders, no later than 7 days before the date provided for the meeting of the assembly.

When the general meeting is not convened according to point 1 of this article, it can make valid decisions only if all the shareholders agree, to make decisions, despite the irregularity.

#### **Neni 10**

##### **Kuorumi**

Ne rastin e marrjes se vendimeve, qe krijojne nje shumice te zakonshme, asambleja e pergjithshme mund te marre vendime te vlefshme vetem nese marrin pjese ortaket me te drejte vote.

Ne rastin kur asambleja e pergjithshme duhet te vendose per ceshtje, te cilt kerkojne shumice te kualifikuar sipas nenit 87 te ligjit "Per Tregtaret dhe Shoqerise Tregtre", ajo mund te marre vendime te vlefshme vetem nese ortaket qe zoterojne me shume se gjysmen e numrit total te votave, ajane te pranishem personalisht, votojne me shkrese, apo mjete elektronike, sipas parashikimeve te pikes 3 te nenit 88 te ketij ligji.

Nese asambleja e pergjithshme nuk mund te mblishet per shkak te mungeses se kuoromit te permendur me lart, asambleja mblishet perseri jo me vone se 30 dite, me te njejtin rend dite.

#### **NENI 11**

##### **Marrja e vendimeve**

Asambleja e pergjithshme vendos me tri te kartetat e votave te zoteruesve te kapitalit, te ortakeve pjesemarres, per ndryshimin e statutit, zmadhimin ose zvogelimin e kapitalit te rregjistruar, shpendarjen e fitimeve, riorganizimin dhe prishjen e shoqerise. Asambleja e pergjithshme vendos me shumicen e votave te ortakeve pjesemarres, per ceshtje te tjera si:

- a) percaktimi i politikave tregtare te shoqerise;
- b) emerimin dhe shkarkimin e administratoreve;
- c) emerimin e shkarkimin e likuiduesve dhe te eksperteve kontabel te autorizuar;
- d) percaktimin e spreblimeve
- e) mbikqyrjen e zbatimit te politikave tregtare nga administratoret, perfshire pergjatitjen e pasqyrave financiare vjerore dhe te raporteve te ecurise se veprimtarise;

#### **ARTICLE 10**

##### **Quorum**

In the case of decisions, which form an ordinary majority, the general assembly can take valid decisions only if the shareholders own the right to vote.

In the event that the general assembly has to decide on issues that require a qualified majority under Article 87 of the Law on "Traders and Business Organizations", it can make valid decisions only if the partners own more than half of the total number of votes, those present in person, vote in writing, or by electronic means, according to the provisions of point 3 of article 88 of this law.

If the general assembly cannot be convened due to the lack of the quorum mentioned above, the assembly shall convene again no later than 30 days, with the same agenda.

#### **ARTICLE 11**

##### **Decision making**

The General Assembly decides with three of the voting cards of the owners of the capital, of the participating partners, to change the company act, increase or decrease the registered capital, distribution of profits, reorganization and liquidation of the company.

The General Assembly by a majority vote of the participating partners, on other issues such as:

- a) determination of the company's trade policies;
- b) appointment and dismissal of administrators;
- c) appointment and dismissal of liquidators and authorized accounting experts;
- d) determination of fines
- e) oversight of the implementation of trade policies by administrators, including the preparation of annual financial statements and performance reports;



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- f) perfaqesimin e shoqerise ne gjykate dhe ne procedimet e tjera ndaj administratoreve;
- g) miratimin e rregullave procedurale te mbledhjeve te asamblese;

Cdo ndryshim statuti duhet te depozitohet prane QKB per te pasqyruar ndryshimet ne skeden e shoqerise.

**NENI 12**

**Perjashtimi nga e drejta e votes**

1. Ortaku nuk mund te ushtroje tedrejtjen e votes nese asambleja e pergjithshme merr vendim per :

- a) vleresimin e veprimtarise se tij
- b) shuarjen e ndonje detyrimi ne ngrkim te tij
- c) ngritjen e nje padie ndaj tij nga shoqeria;
- d) dhenien ose jo te perfitimeve te reja

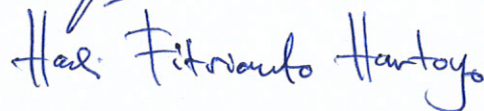
2. Kur ortaku perfaqesohet nga nje perfaqesues i autorizuar, i autorizuari vleresohet te jete ne te njejtin konflikt interesi, ashtu si dhe ortaku, te cilin perfaqeson.

**NENI 13**

**Administrimi**

- 1) Asambleja e pergjithshme emeronej ose me shume persona fizike si dministroret e shoqerise. Afati i emerimit eshte 5 vjet, me te drejete riperseritje. Emerimi i administratoreve prodhon efekte pas regjistrimit ne QKB.
- 2) Administroret e nje shoqerie tregtare meme, sipas percekimit te nenit 207 te ketij ligji nuk mund te emerohen si administrate te nje shoqerie te kontrolluar e anasjelltas. Cdo emereim i bere ne kundershtim me keto dispozita eshte i pavlefshem.
- 3) Personat e meposhtem caktohen si Administrate te pare te shoqerise deri ne emerimin e tyre nga mbledhja e pare e Asamblese se Pergjithshme. Te dhenat e identifikimit dhe specimenet e nenshkrimet:

- HADI FITRIANTO HARTOYO Tirane Kamez KAMEZ Kompleksi "Garden City", Kulla Nr.1, Kati nr 1, Kthesa e Kamzes.



- f) representation of the company in court and in other proceedings against administrators;
- g) approval of the procedural rules of the assembly meetings;

Any change in the company act must be filed with the QKB to reflect the changes in the company's file.

**ARTICLE 12**

**Exclusion from the right to vote**

1. The shareholder may not exercise the right of vote if the general assembly decides on:

- a) the evaluation of his activity
- b) the termination of any obligation under it
- c) filing a lawsuit against him by the company;
- d) granting or not new benefits

2. When the shareholders is represented by an authorized representative, the authorized person is considered to be in the same conflict of interest as the shareholders he represents.

**ARTICLE 13**

**Administration**

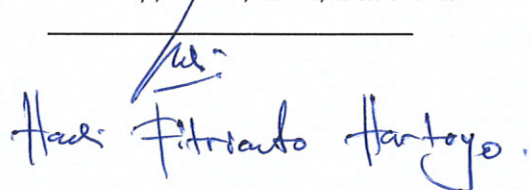
1) The General Assembly appoints one or more natural persons as the directors of the company. The term of appointment is 5 years, with the right of recurrence. The appointment of administrators produces effects after registration with the QKB.

2) The administrators of a parent company, according to the expression of Article 207 of this law cannot be appointed as administrators of a controlled company and vice versa. Any appointment made in contravention of these provisions is void.

3) The following persons are appointed as the first Administrators of the company until their appointment from the first meeting of the General Assembly.

Identification data and signature specimens:

- HADI FITRIANTO HARTOYO Tirane Kamez KAMEZ Kompleksi "Garden City", Kulla Nr.1, Kati nr 1, Kthesa e Kamzes.



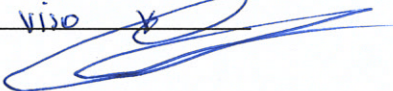


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- KRISTINKA VISO, Tirane Kamez KAMEZ Kompleksi  
"Garden City", Kulla Nr.1, Kati nr 1, Kthesa e Kamzes.

Kristinka VISO 

- VITJOLA VISO, Tirane Kamez KAMEZ Kompleksi  
"Garden City", Kulla Nr.1, Kati nr 1, Kthesa e Kamzes.

Vitjola VISO 

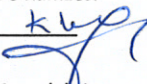
### **NENI 14**

#### **Kompetencat e Administratoreve**

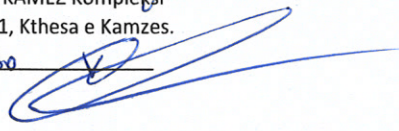
Administratoret kane te drejte e detyrohet te :

- a) Kryejne te gjitha veprimet e administrimit te veprimtarise tregtare te shoqerise, duke zbatuar politikat tregtare, te vendsoura ng asambleja e pergjithshme;
- b) Perfaqesojne shoqerite tregtare;
- c) Kujdesen per mbajtjen e sakte e te rregullt te dokumenteve dhe te librae kontabel te shoqerise;
- d) Pergatisin dhe nenshkruajne bilancin vjetor, bliancin e konsoliduar dhe raportin e ecurise se veprimtarise dhe, se bashku me propozimet per shperndarjen e fitimeve, i paraqesin keto dokumente perpara asamblese se pergjithshme per miratim;
- e) krijojne sistem paralajmerimi ne kohen e duhur per rrethanat qe kercenojne mbarevajtjen e veprimtarise dhe ekszistence e shoqerise;
- f) kryejne regjistrimet dhe dergojne te dhenat e detyrueshme te shoqerise, sic parashikohet ne ligjin per QKB
- g) raportoje perpara asamblese se pergjithshme ne lidhje me zbatimin e politikave tregtare dhe me realizimin e veprimeve te posacme me rendesi te vecante per veprimtarine e shoqerise tregtare;
- h) kryejne detyra te tjera te percaktuara te ligj dhe ne statut

-KRISTINKA VISO, Tirane Kamez KAMEZ Kompleksi  
"Garden City", Kulla Nr.1, Kati nr 1, Kthesa e Kamzes.

Kristinka VISO 

- VITJOLA VISO, Tirane Kamez KAMEZ Kompleksi  
"Garden City", Kulla Nr.1, Kati nr 1, Kthesa e Kamzes.

Vitjola VISO 

### **ARTICLE 14**

#### **Competencies of Administrators**

Administrators have the right and obligation to:

- a) Carry out all actions of administration of the commercial activity of the company, implementing the trade policies, decided by the general assembly;
- b) Represent companies;
- c) Take care of the correct and regular keeping of the documents and accounting books of the company;
- d) Prepare and sign the annual balance sheet, the consolidated balance sheet and the performance report and, together with the proposals for the distribution of profits, submit these documents before the general assembly for approval;
- e) establish a timely warning system for the circumstances that threaten the progress of the activity and the existence of the company;
- f) perform the registrations and send the obligatory data of the company, as foreseen in the law for QKB
- g) report before the general assembly regarding the implementation of trade policies and the realization of special actions of special importance for the activity of the company;
- h) perform other duties defined by law and in the company act

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Administratores janë të detyruar të thërrasin Asamblesën e Përgjithshme, e rastet kur:

-sipas bilancit vjetor apo raposteve të ndërmjetme financiare, rezultojnë ose ekzistojnë rreziku që aktivet e shoqërisë nuk i mbulojnë detyrimet e kërkueshme brenda 3 muajve në vazhdim.

-shoqëria propozon të shesë apo të disponojë në mënyrë tjetër aktive, të cilat kanë një vlerë më të lartë se 5 për qind të asetëve të shoqërisë, që rezultojnë në pasqyrat e fundit financiare të certifikuar.

-shoqëria, brenda 2 viteve të para pas regjistrimit të saj, propozon të blejë nga një ortak pasuri, që ka një vlerë më të lartë se 5 për qind të asetëve të shoqërisë, që rezultojnë në pasqyrat e fundit financiare të certifikuar.

-nese asambleja e përgjithshme emëron më shumë se një administrator, ata e administrojnë bashkërisht shoqërinë.

Asambleja e përgjithshme mund të shkarkojë administratorin në çdo kohë me shumicë të zakonshme. Padite, që lidhen me shpërblimin e administratorit, në bazë të marrëdhënieve kontraktore me shoqërinë, rregullohen sipas dispozitave ligjore në fuqi.

### **NENI 15**

#### **Përgjegjësitë e Administratorit**

Administratori është përgjegjës individualisht, ndaj shoqërisë ose ndaj të tjerëve, për shkeljet e ligjeve, përshkeljet e statutit, apo për fajet kryerë gjatë administrimit të shoqërisë.

Pasojat e marrëveshjeve të pëmiratuara nga asambleja që i sjellin dem shqërisë, i ngarkohen administratorit dhe ortaqve që kanë marrëveshjen, për të përballur në mënyrë individuale

Ose

Solidarisht sipas rastit pasojat përkatëse.

Përveç se është parashikuar në dispozitat e përgjithshme të detyrimit të besnikërisë, sipas neneve 14, 15, 17, e 18 të ligjit "Për Tregtarët dhe Shoqëritë Tregtare", administratori detyrohet:

Administrators are obliged to convene the General Assembly, in cases when:

-according to the annual balance sheet or interim financial reports, there is or is a risk that the company's assets do not cover the required liabilities within the next 3 months.

-the company proposes to sell or otherwise dispose of assets, which have a value higher than 5 percent of the company's assets, resulting in the latest certified financial statements.

-the company, within the first 2 years after its registration, proposes to buy from a shareholder's assets, which have a value higher than 5 percent of the company's assets, which results in the latest certified financial statements.

-If the general assembly appoints more than one administrator, they jointly administer the company.

The General Assembly may dismiss the Administrator at any time by ordinary majority. Claims related to the remuneration of the administrator, based on the contractual relations with the company, are regulated according to the legal provisions in force.

### **ARTICLE 15**

#### **Responsibilities of the Administrator**

The administrator is individually responsible, to the company or to third parties, for violations of laws, violation of the company act, or for crimes committed during the administration of the company.

The consequences of the agreements approved by the assembly that bring harm to the company, are charged to the administrator and the shareholder who made the agreement, to face individually

or

Solidarity as the case may be with relevant consequences.

In addition to what is provided in the general provisions of the fiduciary duty, according to articles 14, 15, 17, and 18 of the law "On Traders and Business Organizations", the administrator is obliged:



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- a) te kryeje detyrat e tij te percaktura ne ligj dhe ne statut ne mirebesimin e ne interesin me te mire te shoqerise ne teresi, duke i kushtuar vemendje te vecante ndikimit te veprimtarise se shoqerise ne mjedis;
- b) te ushtroje kompetencat qe i njohen ne ligj dhe ne statut vetem per arritjen e qellimeve te percaktuara ne keto dispozita;
- c) te vleresoje me pergjegjesi ceshtjet, per te cilat merret vendim;
- d) te parandaloje dhe te menjnoje rastet e konfliktit, prezent apo te mundshem, te interesave personale me ata te shoqerise;
- e) te ushtroje detyrat e tij me profesionalizem dhe kujdesin e nevojshem.

2. Administratori, gjate kryerjes se detrave te tij, pergjigjen ndaj shoqerise per cdo veprim ose mosveprim, qe lidhet ne menyre te arsyeshme me qellimet e shoqerise trgtare, me perjashtim te rasteve kur, ne baze te hetimit dhe vleresimit te informacioneve perktese, veprimi ose mosveprimi eshte kryar ne mirebesim.

3. Nese administratori vepron ne kundershtrim me detyrat dhe shkel standartet profesionale, sipas pikave 1 e 2 te ketij neni, eshte i detyruar t'i demshperbleje shoqerise demet , qe rrjeshin ng kryerja e shkeljes, si dhe t'i kaloje cdo fitim personal qe ata apo personat e lidhur me ta kane realizuar nga keto veprime te parregullta. Administratoret ka barren e proves per te vertetuar kryerjen e detyrave te tyre ne menyre te rregullt e sipas standarteve te kerkuara. Kur shkelja eshte kryer nga me shume se nje administrator, ata pergjigjen ndaj shoqerise ne menyre solidare.

4. Nemenyre te vecante, por pa u kufizuara ne to, administratori eshte i detyruar t'i demshprebleje shoqerise demet e shktuara, nese, ne kundershtrim me dispozitat e ligjit :Per Tregtaret dhe Shoqerite Tregtare", kryen veprimet e meposhtme:

- a) u kthen ortakeve kontributet
- b) u paguan ortakeve interesa apo dividente

- a) to perform his duties defined in law and in the statute in the trust and in the best interest of the company as a whole, paying special attention to the impact of the company's activity on the environment;
- b) to exercise the competencies recognized in the law and in the statute only for the achievement of the goals defined in these provisions;
- c) to evaluate responsibly the issues for which a decision is made;
- d) to prevent and eliminate cases of conflict, present or potential, of personal interests with those of society;
- e) to exercise his duties with the necessary professionalism and care.

2. The Administrator, in the performance of his duties, shall be liable to the company for any action or omission, which is reasonably related to the purposes of the company, unless, on the basis of the investigation and evaluation of the relevant information, the action or the omission was committed in good faith.

3. If the administrator acts contrary to the duties and violates the professional standards, according to points 1 and 2 of this article, he is obliged to compensate the company for the damages, which increased from the commission of the violation, as well as to pass any personal profit that they or the persons related to them have committed from these irregular actions. Administrators are obligated to verify the performance of their duties properly and according to the required standards. When the violation is committed by more than one administrator, they respond to the company in a solidarity manner.

4. In a special way, but without being limited to them, the administrator is obliged to compensate the company for the damages caused, if, in contradiction with the provisions of the law: "For Traders and Trade Companies ", he performs the following actions:

- a) returns the contributions to the shareholders
- b) interest or dividends are paid to the shareholders

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- c) u shperblen aktivet shoqerise
- d) Lejon qe shoqeria te vazhdoje veprimtarine tregtare, kur, ne baze te gjendjes financiare, duhej te parashikohej qe shoqeria nuk do te kishte aftesi paguese per te shlyer detyrimet;
- e) Jep kredi.

Pervec padise per shlyerjen e demit qe l ngarkohet personalisht administratorit, ortaket individualisht ose se bashku, kane te drejte te ngrene padi penale kunder administratorit. Paditesit kane te drejte te ndjekin ne rruge ligjore shlyerjen e plote te demit qe l eshte shkaktuar shoqerise, perfshire dhe demshperblimin financiar, nese eshte e nevojshme. Asnje vendim l asamblese nuk mund te ndaloje ngritjen e kerkese padise kunder administratorit per gabimet e kryera prej tij gjate ushtrimit te detyres.

### **Kreu IV**

#### **VITI FINANCIAR-EKSPERTET**

##### **NENI 16**

###### **VitiFinanciar**

Viti financiar l Shoqerisefillon ne 1 Janardheperfundon ne 31 Dhjetor. Perjashtimisht, viti l pare financiarfillonnga data e regjistrimitteshoqerise ne QendrenKombetareteRegjistrimitdhembyllet ne 31 Dhjetor.

##### **NENI 17**

###### **Ekspertet**

Eksperti ka per detyreqetekontrolojetegjithedokumentacionin kontabelteveprimtariseekonomikotregtareteshoqerise, ate gjithvejtor dhe ate ne lidhje me kontrolletperiodiketeushtruaraprejtij per rastetkur ai eshtengarkuardhe ka kryernjegjetetille l ngarkuarnga ana e ortakeve.

- c) the assets of the company were rewarded
- d) Allows the company to continue its commercial activity, when, based on its financial situation, it should have been foreseen that the company would not be able to pay its debts;
- e) Give credit.

In addition to the lawsuit for compensation of damages that is personally charged to the administrator, the shareholders individually or together, have the right to file criminal charges against the administrator.

Plaintiffs have the right to pursue in law the full settlement of the damage caused to the company, including financial compensation, if necessary. No decision of the assembly can stop the filing of a lawsuit against the administrator for the mistakes committed by him during the exercise of duty.

### **Chapter IV**

#### **FINANCIAL YEARS-EXPERTS**

##### **ARTICLE 16**

###### **Financial year**

The financial year of the Company starts on January 1 and ends on December 31.

Exceptionally, the first financial year starts from the date of registration of the company in the National Registration Center and closes on 31 December.

##### **ARTICLE 17**

###### **Experts**

The expert has the duty to control all the documentation in the accounts of the economic activity and trade of the company, all the time and that in relation to the periodic controls exercised in cases when he is overwhelmed and has such responsibilities assigned by the shareholders.

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Ne perfundimtekontrollitekspertikontabel I autorizuarpergatitraportin me shkrim per nxjerrjen e rezultatit te bilancit financiar vjetor si dhe per ate per kontrollet periodike te ushtruara, te cilat eshte I detyruar qe t'ja paraqese e dorezoje ne kohe ortakeve per t'l shqyrtuar e miratuar mbi bazen e te drejtes vendimoreqe ka.

### KREU V

#### Prishja-riorganizimi I shoqerise

##### NENI 18

##### **Prishja dhe likuidimi**

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

- a) Kur mbaron kohe zgjatja e parashikuar ne themelimin e saj;
- b) Me vendim te Asamblese se Ortakeve;
- c) Me hapjen e procedurave te famimentimit;
- d) Nese nuk ka kryer veprimtari tregtare per dy vjet dhe nuk eshte njoftuar pezullimi I veprimtarise ne perputhje me piken 3 te nenit 43 te ligjit nr.9723, date 3.5.2007 "Per Qendren Kombetare te Regjistrimit";
- e) Me vendim te gjykates;

Ne kete rast Ortaket marrin vendim me shkrim ne te cilin parashikojne menyren e likuidimit te shoqerise, duke caktuar 1 apo disa likuidatore dhe shenuar ne cdo document te nxjerre prej tij emrin e likuidatorit dhe emertesën shtese "Shoqeri ne likuidim e siper".

Prishja e shoqerive tregtare ka si pasoje hapjen e procedurave te likudimit ne gjendjen e aftesise paguese, me perjashtim te rasteve kur eshte nisur nje procedure falimentimi. Likuidimi kryhet nga likuiduesit e emertuar nga Ortaket.

Nese Ortaket nuk marrin nje vendim per emerimin e likuiduesve, brenda 30 diteve pas prishjes, cdo person I interesuar mund t'l drejtohet gjykates, per tecaktuar nje likuidues.

At the end of the audit, the authorized auditor prepares the written report for the issuance of the result of the annual financial balance as well as for the periodic audits, which he is obliged to submit and submit in time to the shareholders for review and approval on the basis of decision-making law has.

### CHAPTER V

#### Dissolution-reorganization of society

##### ARTICLE 18

##### **Dissolution and liquidation**

Liquidation or dissolution of the company can be done at any time:

- a) When the time provided for in its establishment expires;
- b) By decision of the Assembly of Partners;
- c) With the opening of bankruptcy proceedings;
- d) If he has not carried out commercial activity for two years and the suspension of activity has not been notified in accordance with point 3 of Article 43 of Law no.9723, dated 3.5.2007 "On the National Registration Center";
- e) By court decision;

In this case, the shareholders take a written decision in which they provide the manner of liquidation of the company, appointing 1 or several liquidators and noting in each document issued by him the name of the liquidator and the additional title "Company in liquidation". The dissolution of companies results in the opening of liquidation proceedings in the state of solvency, except in cases where a bankruptcy proceeding has been initiated. Liquidation is carried out by liquidators named by the shareholders.

If the shareholders do not make a decision on the appointment of liquidators, within 30 days after the dissolution, any interested person can go to court to appoint a liquidator.



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**NENI 19**

**Riorganizimi I shoqerise bashkimi-ndarja**

Shoqeria mund te ndahet, bashkohet sipas Vendimit te Mbledhjes se Pergjithshme te Asamblese se Ortakeve, ne perputhje me dispozitat ligjore te parashikuara ne Pjesen IX te Ligjit 9901 date 14.04.2012 "Per tregtaret dhe shoqerite tregtare."

**NENI 20**

**Baza Ligjore**

Shoqeria do te zhvilloje aktivitetin e saj ne perputhje te plote me ketestatut dhe dispozitat e legjislacionit shqiptar.

Per sa nuk parashikohet ne kete statut, do te zbatohen dispozitat e ligjit "Per tregtaret dhe shoqerite tregtare", Kodi Civil dhe cfare do ligji tjeter specific ne Republiken e Shqiperise.

**NENI 21**

**Mosmarreveshjet**

Per mos marreveshjet qe mund te lindin ne lidhje me zbatimin apo interpretimin e ketij statuti, si dhe per cdo mos marreveshje qe mund te linde midis Shoqerise dhe te treteve, do te jete kompetente Gjykata Shqiptare.

**ARTICLE 19**

**Reorganization of the merger-division society**

The company can be divided, merged according to the Decision of the General Meeting of the Assembly of shareholders, in accordance with the legal provisions provided in Part IX of Law 9901 dated 14.04.2012 "On traders and companies."

**ARTICLE 20**

**Legal basis**

The company will develop its activity in full compliance with this statute and the provisions of Albanian legislation.

Unless provided in this statute, the provisions of the law "On traders and companies", the Civil Code and any other specific law in the Republic of Albania will be applied.

**ARTICLE 21**

**Disputes**

The Albanian Court will be extremely competent for any disputes that may arise regarding the implementation or interpretation of this statute, as well as for any disputes that may arise between the Company and third parties.

**ORTAKET**

**E SHOQERISE ME PERGJEGJESI TE KUFIZUAR  
ARCSPACE CREATIONS SHPK**

Had. Fitrianto Hartoyo /  
Emer mbiemer (nenshkrimi)

Kristinuke Viso Kuy  
Emer mbiemer (nenshkrimi)

Vihole Viso  
Emer mbiemer (nenshkrimi)

**PARTNERS OF LIMITED LIABILITY COMPANY  
ARCSPACE CREATIONS SHPK**

Had. Fitrianto Hartoyo /  
Surname (signature)

Kristinuke Viso Kuy  
Surname (signature)

Vihole Viso  
Surname (signature)