

Based on Article 28 paragraph 3 of the Law 9723/2007 On the National Registration Center this document constitutes the:

**ARTICLES OF ASSOCIATION**

**AND**

**BY-LAWS**

**Of**

**"INTELYCARE ALBANIA" Sh.P.K.**

**TIRANA / ALBANIA**

25<sup>th</sup> January 2021

Ne perputhje me Nenin 28 paragrafi 3 i Ligjit 9723/2007 Per Qendren Kombetare te Regjistrimit ky dokument perben:

**AKTI I THEMELIMIT**

**DHE**

**STATUTI**

**I**

**"INTELYCARE ALBANIA" Sh.P.K.**

**TIRANE / SHQIPERI**

25 Janar, 2021

**ARTICLES OF ASSOCIATION**

**AND**

**BY-LAWS**

**of**

**"INTELYCARE ALBANIA" Sh.P.K.**

**CHAPTER I**

**Date of establishment, Name, Legal Form,  
Headquarters, Duration**

**Article 1. Date of Establishment and Name**

**1.1.** As of today 25<sup>th</sup> January 2021, the limited liability company "IntelyCare Albania" Shpk (hereinafter referred as the "Company") followed inseparably by the abbreviation Sh.p.k is effectively established by its founding shareholder under the Albanian law.

**1.2.** The shareholder of the Company (the "Shareholder") enjoys limited liability up to the limit of its respective contribution to the capital represented by quota/s (quotas).

**1.3.** In all the documents, invoices, advertisements and publications issued by the Company, regardless of the means for transmission, the name of the Company should be preceded or followed by the following:

- the words "Shoqeri me pergjegjesi te kufizuar" or "Sh.p.k.";
- its unique identification number (NUIS);
- its registered seat;
- the fact that the Company is under liquidation, if applicable;
- the registered share capital of the Company; and
- the registered and paid capital of the Company.

**Article 2. Legal Form of Company**

**2.1.** The Company is an Albanian legal entity, having the legal form of a limited liability company (*shoqeri me pergjegjesi te kufizuar*), as provided in the Law No. 9901, date 14.04.2008, "On the Entrepreneurs and the Commercial Companies" (the "Company Law").

**AKTI I THEMELIMIT**

**DHE**

**STATUTI**

**i**

**"INTELYCARE ALBANIA" Sh.P.K**

**KAPITULLI I**

**Emri, Forma, Selia, Kohezgjatja**

**Neni 1. Data e Themelimit dhe Emri**

**1.1.** Sot me date 25 Janar, 2021 themelohet nga ortaku themelues, sipas legjislacionit shqiptar, shoqeria me pergjegjesi te kufizuar "IntelyCare Albania" Shpk (ne vijim "Shoqeria"), e ndjekur ne menyre te pandashme nga shkurtimi "Shpk".

**1.2.** Ortaku i Shoqerise ("Ortaku") gezon pergjegjesi te kufizuar deri ne limitin e kontributit perkates ne kapitalin e shoqerise te perfaqesuar ne kuote/a.

**1.3.** Ne te gjitha dokumentat, faturat, njoftimet dhe botimet te leshuara nga Shoqeria, pavaresisht nga menyra e dergimit, emri i saj do te ndiqet ose do te shoqerohet nga :

- fjalet "Shoqeri me Pergjegjesi te Kufizuar" ose "shpk".
- numri i Identifikimit Personal Tatimor (NUIS) te saj.
- adresa e regjistruar;
- pasqyrimi i faktit qe shoqeria eshte ne procedura likuidimi, nese aplikohet.
- kapitalin e regjistruar dhe te paguar te Shoqerise.

**Neni 2. Forma Ligjore**

**2.1.** Shoqeria eshte nje person juridik shqiptar, dhe ka formen ligjore te nje shoqerie me pergjegjesi te kufizuar ("shoqeri me pergjegjesi te kufizuar"), ne pajtim me ligjin nr.9901, date 14.04.2008 "Per Tregtaret dhe Shoqerite Tregtare" ("Ligji i shoqerive").

### **Article 3. Company Headquarters**

**3.1.** At the moment when this act is signed, the legal seat of the Company is at: **Eurocol Business Center, Rruga Murat Toptani, Kati 4, 1000, Tirana- Albania**. The Company reserves the right to move its headquarters to another address and/or town in Albania and this shall not be considered as a modification of the Bylaws. The Company may open branches and representative offices anywhere within or outside the Republic of Albania

### **Article 4. Company Duration**

**4.1.** The duration of the Company is for an undetermined period of time.

## **CHAPTER II**

### **Article 5. Company's Object**

**5.1.** The scope of the activity of the Company is to conduct any kind of commercial activity permitted under the Albanian law, especially the following:

- a. the offering of all type of services in the Information Teconology (IT) sector;
- b. offering, among others, of services related to creation/writing of IT codes and language;
- c. creation of software and all the related services;
- d. design, creation, maintenance of mobile applications;
- e. mediation of every commercial services, including but not limited to, those related to provision of health care;

**5.2.** In addition to parag. 5.1, in compliance with Albanian legislation, the Company may carry on any activity directly or indirectly related, consequent or connected with the objectives listed above.

### **Article 6. Modification**

**6.1.** The Company reserves the right to modify its scope of activity at any time as provided by this Articles of Association.

### **Neni 3. Selia**

**3.1.** Ne momentin e nenshkrimit te ketij akti, selia e Shoqerise ndodhet ne adresen: **Eurocol Business Center, Rruga Murat Toptani, Kati 4, 1000, Tirane Shqiperi**. Shoqeria ka te drejte te ndryshoje seline e saj ne nje adrese dhe/ose ne nje qytet tjeter te Shqiperise dhe kjo nuk do te konsiderohet si ndryshim i Statutit. Shoqeria mund te hape dege te saj ose zyra perfaqesimi kudo brenda ose jashte territorit te Republikes se Shqiperise.

### **Neni 4. Kohezgjatja**

**4.1.** Kohezgjatja e shoqerise eshte e pacaktuar.

## **KAPITULLI II**

### **Neni 5. Objekti i Shoqerise**

**5.1.** Objekti aktivitetit te Shoqerise eshte kryerja e çdo aktivitet tregtar te lejuar nga legjislacioni Shqiptar, dhe veçanerisht:

- a. Ofrimi i te gjitha llojeve te sherbimeve ne sektorin e Teknologjise se Informacionit (IT);
- b. Ofrimi, nder te tjera, i sherbimeve ne lidhje me krijimin/shkrimin e kodeve dhe gjuhes se IT;
- c. Krijimi i *software*-ve dhe i te gjitha sherbimeve te lidhura me to;
- d. Disenjimi, krijimi, mirembajtja e aplikacioneve *mobile*;
- e. Ndermjetesimi i cdo sherbimi tregtar, perfshire por pa u kufizuar, ato te lidhura me dhenien e ndermjetesimit te sherbimeve te kujdesit shendetesor;

**5.2.** Pervec paragrafit 5.1, ne perputhje me legjislacionin shqiptar, Shoqeria mund te kryeje çdo aktivitet qe lidhet direkt ose indirekt, qe eshte rezultat ose lidhet me objektivat e renditura me lart.

### **Neni 6. Ndryshime**

**6.1.** Shoqeria ka te drejte te ndryshoje objektin e veprimtarise se saj ne çdo kohe siç parashikohet ne kete Statut.

**CHAPTER III**  
**Capital and Shares**

**Article 7. Capital**

7.1. The capital of the Company is ALL 1000 (one thousand) held entirely in 1 (one) quota (the "Quota")

**Article 8. Shareholder and the Quota**

8.1. As of the date of its foundation, the Company has only one Shareholder acting as the Sole Shareholder subscribing and owning the entire Quota of the Company, as follows:

- "INTELYCARE" INC., a company duly incorporated and existing under the laws of the State of Delaware (USA), with file number: 5675653, with registered address at: 1515 Hancock Street #203 Quincy, Massachusetts, (USA) holder of 1 (one) quota having a nominal value of ALL 1000 (one thousand) and representing 100 % of the Company's registered capital;

**Article 9. Decreasing or Increasing of the Capital**

9.1. The capital can be increased or decreased according to the decisions made by the Sole Shareholder in accordance with Chapter IV herein and the compulsory requirements of the Company Law.

9.2. The capital may be increased by contributions in cash or in kind, as well as by including reserves (if any) or profits or converting debt into equity.

9.3. The capital increase may take place by issuing new shares or increasing the par value of the existing shares. The shares shall be subscribed, and their par value shall be fully paid in.

9.4. The Company may not purchase any share of its capital. However, for the purpose of decreasing the share capital of the Company, by the resolution on decreasing the share capital the Sole Shareholder may authorise the Administrator(s) to cause the Company to purchase the corresponding shares or part thereof and subsequently annul them.

**KAPITULLI III**  
**Kapitali Themeltar; Quotat e Kapitalit**  
**Themeltar**

**Neni 7. Kapitali Themeltar**

7.1. Kapitali i Shoqerise eshte ne total 1000 Leke (nje mije) i zoteruar teresisht ne 1 (nje) kuote (me tej "Kuota")

**Neni 8. Ortaku dhe Kuota**

8.1. Ne daten e themelimit Shoqeria ka vetem nje Ortak i cili vepron ne cilesin e Ortakut te Vetem dhe eshte nenshkrues dhe zoterues i te gjithe Kuotes se Shoqerise, si meposhte:

- "INTELYCARE" INC, nje shoqeri e themeluar dhe organizuar sipas ligjeve te Shtetit te Delaware (SHBA), regjistruar me nr. 5675653, me seli ne adresen: 1515 Hancock Street #203 Quincy, Massachusetts, (SHBA), zoteruese e 1 (nje) kuote me vlere nominale ALL 1000 (nje mije Lek) e cila perfaqeson 100% te kapitalit te regjistruar te Shoqerise.

**Neni 9. Zvogelimi ose Zmadhimi i Kapitalit Themeltar**

9.1. Kapitali mund te zmadhohet ose zvogelohet me vendim te Ortakut te Vetem ne perputhje me Kapitullin IV te ketij Statuti, dhe kerkesave te detyrueshme te Ligjit per Shoqerite.

9.2. Zmadhimi i kapitalit mund te realizohet me ane te kontributeve ne para, me ane te kontributeve ne natyre ose me perfshirjen e rezervave (nese ka) dhe fitimit.

9.3. Rritja e kapitalit do te behet me leshimin e kuota te reja apo me rritjen e vleres se kuotave ekzistuese. Pjeset e reja te kapitalit themeltar do te nenshkruhen dhe vlera e tyre do te paguhet plotesisht.

9.4. Shoqeria nuk mund te bleje asnje kuote te saj. Megjithate me qellim zvogelimit e kapitalit te Shoqerise, nepermjet vendimit per zvogelimit e kapitalit, Ortaket mund te autorizojne Administratorin/ret te bejne blerjen e kuotat perkatese apo pjese te tyre dhe ti anulojne ato.

**Article 10. Rights and Obligations of the Shareholder**

**10.1.** The shareholders of the Company shall be considered only those owning the quota of the Company.

**10.2.** The Shareholder shall have voting rights in proportion with the percentage of capital owned in the Company and represented by its Quota or part of the Quota. The Shareholder shall have the right to choose and to be chosen in the governing bodies, the right to participate in the distribution of the Company profits, as well as other rights provided according to the present Articles of Association and to the statutory provisions of the Company Law.

**10.3.** The Shareholder will be given, on written request, information and data concerning the Company's activity at any time, including the right to inspect the Company's records and documents.

**10.4.** The rights and obligations resulting from the ownership of the Quota are transferred to any new owners of such Quota.

**10.5.** The Company obligations are guaranteed through its capital, and the Shareholder can only be held liable within the limit of the Quota value they hold. The Shareholder have no liability in excess of their investment in capital of the Company (except for guarantees and loans they make).

**10.6.** The Company cannot be held liable for debts or other personal obligations of its Shareholder/s.

**CHAPTER IV**  
**The Sole Shareholder**

**Article 11. Powers**

**11.1.** The Sole Shareholder is the decision-making body of the Company which adopts decisions upon its activity and upon its economic and commercial policy.

**Article 12. Convocation**

**12.1** The Sole Shareholder shall be convened at least

**Neni 10. Te drejtat dhe detyrimet e Ortakeve**

**10.1.** Ortaket jane vetem ata te cilet zoterojne kuota ne Shoqeri.

**10.2.** Çdo Ortak do te kete te dejta vote ne perpjestim me perqindjen e kontributit te zoteruar prej tij ne kapitalin e Shoqerise dhe qe perfaqesohet nga Kuota e tij ose pjese e Kuotes se tij. Çdo Ortak ka te drejten per te zgjedhur dhe per t'u zgjedhur ne organet drejtuese, te drejten per te marre pjese ne shperndarjen e fitimeve te Shoqerise, sikunder te drejtat e parashikuara nga ky Statut, dhe dispozitave ligjore te Ligjit per Shoqerite.

**10.3.** Ortakut do t'i jepen, pas kerkeses me shkrim, informacione dhe te dhena ne lidhje me aktivitetin e Shoqerise ne cdo kohe, duke perfshire te drejten qe te kontrollojne dokumentat dhe raportet e Shoqerise.

**10.4.** Te drejtat dhe detyrimet qe rezultojne nga zoterimi i Kuotes/tave, transferohen tek çdo zoterues i ri per keto Kuota.

**10.5.** Detyrimet e Shoqerise jane te garantuara nga kapitali i saj, dhe Ortaku mban pergjegjesi brenda limitit te vleres se Kuotes qe zoteron. Ortaku nuk mban pergjegjesi mbi vleren e investimit te tij ne kapitalin e Shoqerise (perveç garancive dhe huave qe ata leshojne).

**10.6.** Shoqeria nuk mban pergjegjesi per borxhe ose detyrime te tjera te Ortakeve te tij.

**KREU IV**  
**Ortaku i Vetem**

**Neni 11. Kompetencat**

**11.1.** Ortaku i Vetem eshte organi vendim marres i Shoqerise i cili merr vendimet mbi aktivitetin dhe politikat e saj ekonomike dhe tregtare.

**Neni 12. Mbledhja**

**12.1.** Ortaku i Vetem duhet te mblidhet te pakten

once a year.

**12.2.** The Sole Shareholder shall be convened any time that, based on the annual or interim accounts, there is a risk that the Company's assets will not cover its liabilities within the next 3 months.

**12.3.** The Sole Shareholder shall be convened any time there is a proposal to sell or otherwise dispose of the assets of the Company having a value that exceeds 5% of the Company's total assets, as indicated in the latest audited financial statements. The Sole Shareholder shall decide based on a certified auditor's report submitted to him, unless the acquisition is made in a stock exchange or form part of the ordinary business of the Company

**12.4.** The Sole Shareholder will be convened when the Company, within the first 2 years after its registration, intends to purchase assets which belong to the Shareholder and which value exceeds 5% of the Company's assets, as shown in its latest audited financial statements.

**12.5.** In the circumstances set out in section 12.3. and 12.4. above the Sole Shareholder shall decide on the basis of a certified auditor's report submitted to him, unless the acquisition is made in a stock exchange or form part of the ordinary business of the Company.

**12.6.** In the circumstances set out in sections 12.3. to 12.4. above, the Sole Shareholder may pass an advisory resolution approving or condemning the conduct of the Administrators.

### **Article 13. Method of Convening**

**13.1.** The Sole Shareholder may decide on the relevant matters falling under its competences, through convocations in a meeting or by way of written consultations.

**13.2.** The Sole Shareholder can be convoked by one of the Administrators, or by its own initiative.

**13.3.** The Sole Shareholder's meetings shall take place at the registered legal seat of the Company or at the premises of the Company's branch, or at any other city, province, or country that the Shareholder may agree.

**13.4.** The Administrator/s shall keep the minutes of

I here ne vit.

**12.2.** Ortaku i Vetem thirret nese, sipas bilancit vjetor apo raporteve te ndermjetme financiare rezulton ose ekziston rreziku qe aktivitetet e Shoqerise nuk i mbulojne detyrimet e kerkueshme brenda 3 muajve ne vazhdim.

**12.3.** Ortaku i Vetem thirret kur Shoqeria propozon te shese apo te disponoje ne menyre tjeter aktive, asete te cilat kane nje vlere me te larte se 5% e te gjitha aseteve te Shoqerise, sic rezultojne ne pasqyrat e fundit financiare te certifikuara. Ortaku i Vetem do te vendose mbi bazen e raportit te ekspertit kontabel te autorizuar, qe do t'i paraqitet, pervec rastit kur kjo blerje behet ne burse ose ben pjese ne veprimtarine e zakonshme tregtare te Shoqerise.

**12.4.** Ortaku i Vetem thirret kur Shoqeria, brenda 2 viteve te para pas rregjistrimit te saj propozon te bleje nga ortaku pasuri, qe kane vlere me te larte se 5% e aseteve te Shoqerise, sic rezultojne ne pasqyrat e fundit financiare te certifikuara.

**12.5.** Ne rastet e parashikuara ne pikat e mesiperme 12.3 dhe 12.4, Ortakut te Vetem i paraqitet nje raport nga nje ekspert kontabel i autorizuar, i pavarur, pervec rastit kur kjo blerje behet ne burse ose ben pjese ne veprimtarine e zakonshme tregtare te Shoqerise.

**12.6.** Ne rastet e parashikuara ne pikat e mesiperme 12.3 dhe 12.4 Ortaku i Vetem mund te miratoje nje rezolute keshilluese, duke miratuar apo bere verejtje per veprimtarine e Administratoreve.

### **Neni 13. Menyra e Thirrjes**

**13.1.** Ortaku i Vetem thirret te vendose per ceshtjet e shtruara perpara tij nepermjet thirrjes se mbledhjeve ose nepermjet konsultave me shkrim.

**13.2.** Ortaku i Vetem mund te mblidhet nga nje prej Administratoreve ose me iniciativen e tij.

**13.3.** Ortaku i Vetem mblidhet ne seline e Shoqerise, ose ne ambientet e deges se Shoqerise apo ne cdo qytet, province apo shtet tjeter, siç bihet dakord nga Ortaku.

**13.4.** Administratori/ret duhet te mbajne procesverbalet e cdo mbledhjeje te ne perputhje

each meeting in compliance with article 90 of the Company Law and shall register the resolutions in the Register of the Resolutions.

**13.5.** The powers of the Sole Shareholder are:

- a. setting and approving the Company's business and investment general policies;
- b. appointment and dismissal of the Administrator/s and approval of their remuneration scheme;
- c. election and dismissal of the independent auditors and liquidators and approval of their remuneration scheme;
- d. monitoring and supervision of the performance of the Administrator/s, including the preparation of the annual financial reports and activity performance reports;
- e. approval of the annual financial statements and Company's performance reports;
- f. amendment of the Statute;
- g. establishment and amendment of the bylaws governing the functioning of the meetings of the General Assembly/ Sole Shareholder ;
- h. division and annulment of the quota;
- i. capital increase and decrease;
- j. approval of the company's transformation, re-organization and liquidation;
- k. approval regarding the distribution/destination of annual profits and coverage of losses;
- l. approval on the participation of the Company in the capital of other companies;
- m. other issues provided for in the Company Law or by the Statute from time to time

**CHAPTER V**  
**The Administrator/s**

**Article 14. The Administrator/s and their powers**

**14.1.** The Company may be managed by one or more Administrator/s, as may be decided by the Sole

me kërkesat e nenit 90 të Ligjit për Shoqëritë dhe do të regjistrojnë të gjitha vendimet e marra në Regjistrin e Vendimeve.

**13.5.** Kompetencat e Ortakut të Vetëm janë:

- a. përcaktimin dhe miratimin e politikave të përgjithshme tregtare dhe të investimit;
- b. emërimin dhe shkarkimin e Administratorit/eve dhe miratimin e skemës së shpërblimeve;
- c. emërimin dhe shkarkimin e ekspertëve kontabël të autorizuar dhe të likuiduesve si dhe miratimin e skemës së shpërblimeve të tyre;
- d. monitorimi dhe mbikëqyrja e performancës së Administratorit/eve përfaqësuesve të pasqyrave financiare vjetore dhe raporteve të ecurisë së veprimtarisë;
- e. miratimi i pasqyrave financiare vjetore, si dhe i raportit të ecurisë së veprimtarisë;
- f. ndryshimi i Statutit;
- g. përcaktimi dhe miratimi i rregulloreve të brendshme mbi funksionimin e mbledhjeve të Asamblese/Ortakut të Vetëm;
- h. miratimin ndarjes apo anulimit të kuotës;
- i. miratimi i rritjes ose i zvogelimit të kapitalit;
- j. miratimi i transformimit, ri-organizimit dhe likuidimit të Shoqërisë;
- k. miratimi në lidhje me shpërndarjen/destinimin e fitimeve vjetore si dhe i mbulimit të humbjeve;
- l. miratimi mbi pjesëmarrjen e Shoqërisë në kapitalin e shoqërive të tjera;
- m. çështje të tjera të parashikuara shprehimisht nga ligji apo Statuti

**KREU V**  
**Administratori/ret**

**Neni 15. Administratoreve dhe kompetencat**

**14.1.** Shoqëria mund të administrohet nga një ose

Shareholder. The Administrator/s can be of any nationality and are not required to be Albanian residents.

**14.2.** At the moment and for the purpose of the adoption of this act, the Administrator of the Company is:

• **Mr. Gali Prashanth**, United States citizen, born on 02 October 1978 in India, holder of passport no. 527789262, which is appointed for a period of 5 (five) years from the date of establishment of the Company, herein indicated. Any subsequent changes in the Administrators' appointment shall not constitute an amendment to this Articles of Association.

**14.3.** In case of more than one Administrator the powers to be exercised separately, by each administrator, if applicable, shall be indicated in the decision of the Sole Shareholder appointing the Administrator/s.

**14.4.** Upon acceptance of their appointment, the Administrator(s) shall acknowledge that their relationship with the Company is on a fiduciary basis; in this respect the decision to remove them by means of a resolution of the Shareholder/s is deemed a legitimate reason for dismissal, in compliance with the applicable laws.

**14.5.** The Sole Shareholder/s may terminate, at any time, the appointment of the Administrators.

**14.6.** There where for the conclusion, termination or amendment of transactions/ contract/s for which the Administrators fail to jointly agree the case will be referred to the Shareholder.

**14.7.** There where allowed by and in compliance with the Albanian law or any other law where the acts of the Administrator(s) shall take effect, the Administrator(s) shall have the right to take decisions within the scope of its duty without being physically present in Albania or the Company's premises. The Company may reimburse the Administrator(s) for reasonable travelling expenses related to the obligatory physical presence of the Administrator(s) at a location which is not within the city of residence of the Administrator(s).

**Article 15. The Powers and Duties of the Administrator**

me shume Administrator/re, sipas vendimit te Ortakut te Vetem. Administratori/ret mund te jete i çdo kombesie dhe nuk eshte e nevojshme te jete rezident ne Shqiperi.

**14.2.** Ne momentin dhe per qellimin e miratimit te ketij statuti Administrator i Shoqerise eshte:

• **Z. Gali Prashanth**, shtetas amerikan, lindur me 02 Tetor 1978, ne Indi, mbajtes i pasaportes nr. 527789262 i cili emerohet per nje periudhe prej 5 (pese) vjet, nga data e themelimit te Shoqerise, te percaktuar ne kete dokument. Çdo ndryshim i mepaseshem ne lidhje me emerimin e Administratorit/reve nuk do te konsiderohet si nje ndryshim Statuti.

**14.3.** Ne rast te me shume se nje Administratori kompetencat e qe do te suhtrohen vecmas nga secili prej Administratoreve, nese ky eshte rasti, do te percaktohen ne vendimin e Ortakut te Vetem qe emeron Administratorin.

**14.4.** Menjehere pas pranimit te emerimit te tyre, Administratori(et) njohin ne se mardhenia e tyre me Shoqerine ndertohet mbi baza mirebesimi; lidhur me kete vendimi per heqjen e tyre nepermjet nje rezolute te Ortakut/keve gjykohet si arsye e ligjshme per shkarkimin e tyre, ne perputhje me ligjet perkatese.

**14.5.** Ortaku i Vetem ka te drejte te shkarkoje Adminsitraret ne cdo moment.

**14.6.** Nese Administratoret e Shoqerise nuk arrijne te bien ne nje mendim te perbashket lidhur me mbylljen, perfundimin ose ndryshimin e transakcioneve, kontratave apo veprimeve te tjera, çeshtja do te referohet tek Ortaku.

**14.7.** Per aq sa eshte e lejueshme dhe ne perputhje me legjislacionin Shqiptar ose me cdo legjislacion ku aktet e Administratorit(eve) kane fuqi vepruese, Administratori(et) kane te drejten te marrin vendime ne lidhje me detyrat e tyre pa qene fizikisht present ne Shqiperi ose ne ambientet e Shoqerise. Shoqeria mund t'u rimburoje Administratorit(eve) shpenzimet e arsyeshme gjate udhetimeve lidhur me prezencen e detyrueshme te Adminsitratorit(eve) ne vende qe nuk jane brenda qytetit te residences se Administratorit(eve).

**Neni 15. Kompetencat dhe detyrimet e Administratorit/reve**



<p><b>15.1</b> The powers of the Administrator representing the Company shall for this purpose include the powers to:</p> <p><i>(i)</i> Request/convoke the meeting of the Sole Shareholder, in cases envisaged by Article 13;</p> <p><i>(ii)</i> Manage the day to day Company's business by implementing the policies and plans defined by the Sole Shareholder;</p> <p><i>(iii)</i> Represent the Company towards third parties;</p> <p><i>(iv)</i> Ensure that the necessary accountancy books and documents are properly maintained;</p> <p><i>(v)</i> Provide for and sign the annual statement of accounts and consolidated accounts and the performance report, together with the proposals to the Sole Shareholder for the distribution of profits;</p> <p><i>(vi)</i> Filing and depositing the Company's data to the National Business Centre where applicable;</p> <p><i>(vii)</i> Report to the Sole Shareholder with respect to the implementation of business policies and to the realization of transactions of particular importance for Company performance;</p> <p><i>(viii)</i> Perform other duties set by law or the Sole Shareholder from time to time.</p> <p><b>15.2</b> The Administrator shall supervise and ensure that the officers, agents, employees, auditors and advisers of the Company do act with due care and in the best interest of the Company. For the persons appointed by the Sole Shareholder, the Administrator shall report to the Sole Shareholder.</p> <p><b>Article 16 <u>The Fiduciary Duties and Liability</u></b></p> <p><b>16.1.</b> In addition to the general and fiduciary duties expressed by Articles 14, 15, 17 and 18 of the Company Law, the Administrators must:</p> <p><i>(i)</i> Perform their duties established by law or these Articles of Association in good faith in the best interests of the Company as a whole, which special regard the environmental impact of its operations;</p>	<p><b>15.1.</b> Kompetencat e Administratorit ne kuader te perfaqesimit te Shoqerise perfshijne:</p> <p><i>(i)</i> kerkesa/thirrjea e mbledhjes se Ortakut te Vetem, ne rastet e specifikuara ne nenin 13;</p> <p><i>(ii)</i> menaxhimin e aktivitetit te perditshem tregtar te Shoqerise nepermjet implementimit te politikave dhe planeve te percaktuara nga Asambleja e Pergjithshme;</p> <p><i>(iii)</i> perfaqesimin e Shoqerise me palet e treta;</p> <p><i>(iv)</i> kujdesin per mbajtjen ne menyre te pershtatshme te dokumentave dhe librave kontabel te Shoqerise;</p> <p><i>(v)</i> pergatitjen dhe firmosjen e bilancit vjetor, bilancit te konsoliduar dhe raportit te ecurise se veprimtarise se bashku me propozimet per shperndarjen e fitimeve qe i paraqiten per miratim tek Ortaku i Vetem;</p> <p><i>(vi)</i> kryejne regjistrimet dhe dergojne te dhenat e Shoqerise prane Qendres Kombetare e Biznesit, kur eshte e nevojshme;</p> <p><i>(vii)</i> raportimin perpara Ortakut te Vetem, lidhur me zbatimin e politikave tregtare dhe me realizimin e veprimeve te posacme me rendesi te vecante per veprimtarine e Shoqerise;</p> <p><i>(viii)</i> kryerjen e detyrave te tjera te caktuara ne ligj dhe nga Ortaku.</p> <p><b>15.2.</b> Administratori(et) mbikqyrin dhe sigurojne qe zyrtaret, agjentet, te punesuarit, auditoret dhe keshilltaret e Shoqerise te veprojne me kujdesin e duhur dhe te mbrojne sa me mire interesat e Shoqerise. Administratori(et) duhet te raportojne tek Ortaku ne lidhje me personat te cilet emerohen nga Ortaku.</p> <p><b>Neni 16 <u>Detyrimi i besnikerise dhe pergjegjesia</u></b></p> <p><b>16.1.</b> Pervec sa eshte parashikuar ne dispozitat e pergjithshme te detyrimit te besnikerise, sipas neneve 14,15,16,17 e 18 te Ligjit te Shoqerive, administratoret detyrohen:</p> <p><i>(i)</i> te kryejne detyrat e tyre e percaktuara ne ligj ose ne kete Statut ne mirebesim e ne interesin me te mire te Shoqerise ne teresi, duke i kushtuar</p>
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*(ii)* Exercise powers granted by the law or by these Articles of Association only for the purposes established therein;

*(iii)* Give adequate consideration to matters to be decided;

*(iv)* Avoid actual and potential conflicts between their own personal interests and those of the Company;

*(v)* Exercise reasonable care and skills in the performance of their functions.

**16.2.** The Administrators may be held liable for any action or failure to act unless the action or omission was made in good faith, based upon reasonable inquiry and information, and rationally related to the purposes of the Company.

**16.3.** In case of violation of duties and the standard of diligence referred to in section 18.1. and section 18.2, an Administrator has to compensate the Company for any damage which occurred due to the violation. He/she shall also pass over to the Company any personal profits made in violation of his duties. He/she has the burden of proving compliance with the duties and standards. In case the violation has been committed by more than one Administrators, all the Administrators in question are jointly and severally liable.

**16.4.** In particular, the Administrator is obliged to compensate the Company for damages, resulting for carrying out following actions in breach of the Company Law:

*(i)* redistribution the contributions to the Shareholders;

*(ii)* payment interests or dividends to the Shareholders;

*(iii)* distribution of the Company's assets;

*(iv)* allowing the Company to continue carrying on business when it should be foreseen that it will not be able to pay its debts;

*(v)* granting of loans.

## **CHAPTER VI**

### **Company Financial Administration**

#### **Article 17. Certified public accountant**

**17.1.** The Sole Shareholder shall appoint the certified public accountants (auditors) to provide the related services to the Company.

vemendje te vecante ndikimit te veprimtarise se Shoqerise ne mjedis;

*(ii)* te ushtrojne kompetencat qe u njihen me ligj ose nga ky statut, vetem per arritjen e qellimeve te percaktuara ne keto dispozita;

*(iii)* te vleresojne me pergjegjesi ceshtjet per te cilat merret vendim;

*(iv)* te parandaloje dhe menjanoje rastet e konfliktit, prezent apo te mundshem, te interesave personale me ato te Shoqerise;

*(v)* te ushtrojne detyrat e tyre me profesionalizem dhe kujdesin e nevojshem

**16.2.** Administratoret pergjigjen kundrejt shoqerise per cdo veprim apo mosveprim, me perjashtim te rasteve kur, ne baze te hetimit dhe vleresimit te informacioneve perkatese, veprim apo mosveprim eshte kryer ne mirebesim.

**16.3.** Ne rast te shkeljes se detyres dhe standarteve profesionale, sipas pikave 18.1 dhe 18.2 te ketij neni, Administratori eshte i detyruar te demshperbleje Shoqerine, per demet qe rrjedhin nga kryerja e shkeljes, si dhe t'i kaloje Shoqerise cdo fitim personal qe ka realizuar gjate kryerjes se ketyre veprimeve te parregullta. Ai ka barren e proves per te vertetuar se kryen detyrat e tij ne rregull dhe sipas standarteve. Kur shkelja eshte kryer nga me shume se nje Administrator ata pergjigjen ndaj Shoqerise ne menyre solidare.

**16.4.** Ne vecanti, Administratori eshte i detyruar te demshperbleje Shoqerine, per demet, neqoftese ne kundershtrim me Ligjin per Shoqerite kryen veprimet e meposhtme:

*(i)* i kthen Ortakeve kontributet;

*(ii)* i paguan Ortakeve interesa apo dividente;

*(iii)* i shperndan asetet Shoqerise;

*(iv)* lejon qe Shoqeria te vazhdoje aktivitein e saj, kur duhet ta kishte parashikuar qe kjo e fundit nuk do te kishte aftesi paguese per te shlyer detyrimet e saj;

*(v)* jep hua;

## **KREU VI**

### **Administrimi Financiar i Shoqerise**

#### **Neni 17. Eksperti Kontabel i Autorizuar**

**17.1.** Ortaku cakton ekspertet kontabel te autorizuar (auditues) per te dhene sherbimet e tij

17.2. The auditors shall carry out the auditing functions in accordance with Albanian law.

## CHAPTER VII Company Activity

### Article 18. Financial Year

18.1. The financial year starts on the first day of January and ends on the 31st day of December of each year. The first financial year starts on the date of the Company's foundation.

### Article 19. Bookkeeping

19.1. The Company will carry out the bookkeeping in lek and in foreign currency.

### Article 20. Profit Computation and Distribution

20.1. The Company's Profit is established on the basis of the financial statements approved by the Sole Shareholder. Any change in the destination of profits will be determined by the Sole Shareholder in accordance with these Articles of Association and the applicable laws.

20.2. In compliance with the Company Law, the Company may make a distribution to the Shareholders only in the event after the payment of such distributions:

(i) the Company's assets will fully cover its liabilities, and

(ii) the Company will have sufficient liquid assets to make payments of its liabilities as they fall due in the next twelve months.

20.3. The Administrators shall issue a 'solvency certificate', which explicitly confirms that the proposed distribution meets the valuation as of section 20.2. above. Where the accounts of the Company indicate that the proposed distribution cannot meet the valuation of section 20.2. above, the Administrators may not issue the solvency certificate.

20.4. The Administrators are responsible to the Company for the correctness of the solvency certificate.

kudrejt Shqoqerise.

17.2. Ekspertet duhet te kryejne funksionet audituese ne perputhje me legjislacionin shqiptar.

## KREU VII Aktiviteti Shoqerise

### Neni 18. Viti ekonomik-financiar

18.1. Viti ekonomik-financiar fillon ne ditën e pare te muajit Janar dhe perfundon ne ditën e 31-te te muajit Dhjetor te secilit vit. Viti i pare financiar nis ne datën e themelimit te Shoqerise.

### Neni 19. Mbajtja e Llogarive

19.1. Shoqeria do te mbaje llogarite ne leke dhe ne monedhe te huaj.

### Neni 20. Llogaritja dhe Shperndarja e Fitimit

20.1. Fitimi i Shoqerise percaktohet ne baze te pasqyave financiare te aprovuar nga Ortaku i Vetem. Cdo ndryshim ne destinacionin e fitimit do te caktohet nga Ortaku i Vetem ne perputhje me Statutin dhe me ligjet e zbatueshme.

20.2. Ne baze te Ligjit per Shoqerite, Shoqeria mund te shperndaje fitimin tek Ortaket vetem nese pas kesaj shperndarje:

(i) asetet e Shoqerise mbulojne teresisht detyrimet e kesaj te fundit;

(ii) Shoqeria ka aktive likuide te mjaftueshme per te shlyer detyrimet qe behen te kerkueshme brenda 12 muajve te ardhshem;

20.3. Administratoret leshojne nje certifikate te aftesise paguese, e cila konfirmon shprehimisht se shperndarja e propozuar e dividendeve permbush kerkesat e pikes 20.2 me siper. Ndersa kur gjendja e Shoqerise tregon se shperndarja e propozuar e dividendeve nuk i permbush kerkesat sipas 20.2, Administratoret nuk mund ta leshojne kete certifikate.

20.4. Administratoret pergjigjen ndaj shoqerise per vertetesine e certifikates se aftesise paguese.

## **CHAPTER VIII**

### **Modification of the Legal Form and Dissolution**

#### **Article 21. Modification of the Legal Form**

**21.1.** The legal form of the Company can be modified upon a decision of the Sole Shareholder in accordance with the respective provisions of the Albanian Law.

**21.2.** The Company shall fulfil all the related registration procedures legally required in Albania for the purpose.

#### **Article 22 Company Dissolution**

**22.1.** The Company can be dissolved under the following circumstances:

*(i)* as result of the expiration of the period for which it was established;

*(ii)* by decision of the Sole Shareholder;

*(iii)* by opening of an insolvency procedure;

*(iv)* 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 National Centre for Registration';

*(v)* by court decision;

*(vi)* for other reasons to be provided for by the Shareholder from time to time.

**22.2.** The Administrator(s) shall report the dissolution to the National Centre for Registration in accordance with Art. 43 of Law No. 9723 on the National Centre for Registration. In case of dissolution by court decision, the court shall transmit the decision to the National Centre for Registration for registration in accordance with Art. 45 of Law No. 9723 on the National Centre for Registration.

## **CHAPTER IX** **Miscellaneous**

#### **Article 23. Withdrawal of a Shareholder**

**23.1.** The withdrawal and the expulsion of one of the

## **KREU VIII**

### **Modifikimi i Formes Ligjore dhe Prishja**

#### **Neni 21. Modifikimi i Formes Ligjore**

**21.1.** Forma ligjore e Shoqerise mund te ndryshoje me vendim te Ortakut te Vetem ne perputhje me dispozitat respektive ne Legjislacionin Shqiptar.

**21.2.** Shoqeria do te permbushe te gjitha procedurat ligjore te regjistrimit te nevojshme ne Shqiperi per kete qellim.

#### **Neni 22. Prishja e Shoqerise**

**22.1.** Shoqeria mund te priset ne rrethanat e meposhtme:

*(i)* si pasoje e perfundimit te kohezgjatjes per te cilin ishte themeluar;

*(ii)* me vendim te Ortakut te Vetem;

*(iii)* me hapjen e nje procedure falimentimi;

*(iv)* nese nuk ka kryer veprimtari tregtare per 2 vjet dhe nuk eshte njoftuar pezullimi i veprimtarise ne perputhje me piken 3 te nenit 43 te Ligjit nr.9723, date 3.05.2007 "Per Qendren Kombetare te Regjistrimit";

*(v)* me vendim gjykate;

*(vi)* per arsye te tjera te parashikuara nga Ortaku ne cdo kohe.

**22.2.** Administratori(et) regjistrojne prishjen e Shoqerise prane Qendres Kombetare te Regjistrimit ne perputhje me nenin 43 te Ligjit nr.9723, date 3.05.2007 "Per Qendren Kombetare te Regjistrimit". Ne rast se prishja e Shoqerise behet me me vendim gjykate, gjykata, ne perputhje me nenin 45 te Ligjit nr.9723, date 3.05.2007 "Per Qendren Kombetare te Regjistrimit", ia njoftimin vendimin kesaj te fundit per regjistrim.

## **KREU IX** **Te ndryshme**

#### **Neni 23. Largimi i Ortakut**

**23.1.** Largimi dhe perjashtimi i nje Ortaku, si dhe

Shareholder, as well as its consequences shall take place in compliance with articles 101, 102 and 103 of the Company Law.

**Article 24. Other**

**24.1.** All other issues not specifically provided for in these Articles of Association shall be subject to the provisions of the Company Law.

pasojat qe kjo sjell, do te rregullohen nga dispozitat nr. 101, 102, 103 te Ligjit te Shoqerive

**Neni 24. Te tjera**

**24.1.** Cdo ceshtje tjeter, e cila nuk eshte permendur ne kete statut, do te rregullohet nga dispozitat e Ligjit per Shoqerite.

**THE SOLE SHAREHOLDER / ORTAKU I VETEM**

**INTELYCARE INC.**

**Perfaqesuar/Represented by:**

**The President**

**DAVID COPPINS**



DAVID COPPINS

(Name, surname in handwriting and signature)