

AKTI I THEMELIMIT
I
SHOQERISE TREGTARE ME PERGJEGJESI TE KUFIZUAR
“BOL LOGISTICS” SH.P.K.

Themeluesi qe nenshkruan me poshte eshte si vijon:

- **Znj. OLENA LORYNETS-SERRANO**, e datelindjes 26.01.1987, e bija e Fedir, lindur ne Ukrahine, banuese Central St.71a/89, Vilnohirsk Dnipro Reg. Ukrahine, shtetase ukrahinase, mbajtese e pasaportes me nr. GA803638, madhore, nr regjistrimi 19870123-07025, me zotesi te plote juridike per te vepruar,
- **Z. BRUNO SERRANO**, i datelindjes 31.07.1979, i biri i Segundo, lindur ne Peru, banues ne Oakland Blvd. Struthers. Ohio 44471 SH.B.A., shtetas amerikan, mbajtes i pasaportes me nr. 573551835, madhor, me zotesi te plote juridike per te vepruar,

Qe ne vijim do te quhen Ortaket e Shoqerise “BOL LOGISTICS” SH.P.K.

Sot me date **13.12.2021** bazuar ne vullnetin e tyre te lire dhe ne perputhje me ligjin Nr.9901 date 14.04.2008 “Per Tregtaret dhe Shoqerite Tregtare”, vendosen te themelojne Shoqerine Tregtare me Pergjegjesi te Kufizuar, ne baze te kushteve qe vijojne:

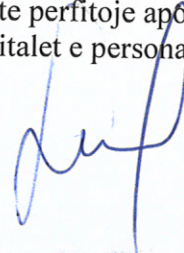
Kreu I
OBJEKTI, EMERTIMI, SELIA, REGJIMI JURIDIK

Neni 1

Objekti i shoqerise

Shoqeria Tregtare “BOL LOGISTICS” SH.P.K, ka si objekt veprimtarie:

1. Sherbime dhe konsulence ne fushen e Logjistikes per transport mallrash tokesore, detare apo ajrore. Ndermjetesim me/per pale te treta per transportin e konteniereve.
2. Transport per te trete per materiale ndertimi si dhe materiale e mallra te ndryshme brenda dhe jashte vendit. Transport udhetaresh. Servis automjetesh.
3. Tregti me pakice e shumice dhe import-eksport te automjeteve, mjeteve te levizeshme, mallrave industriale, ushqimore, lende te para, pije, veshmbathje e konfeksione, hidrosanitare, hidraulike, kancelari, orendi shtepiake, pjese kembimi per automjete, materiale ndertimi, produkte bujqesore e blektorale, fruta-perime, produkte te detit, bime medicinale dhe vajore e mjekesore, prodhime kozmetike dhe estetike, parfumeri, kimike dhe detergjente.
4. Hoteleri-turizem, bar-kafe-restorant, menaxhim dyqane dhe prona te patundshme per qira.
5. Shoqeria, mund te kryeje per permbushjen e qellimeve te saj cdo lloj operacioni tregtar. Veprimtari në fushën imobiliare. Blerje pasuri te luajtshme apo te paluajtshme, Zhvillimi dhe administrimi i pasurive të luajtshme dhe të paluajtshme, shit-blerja, marrja dhe dhënia me qira e nënqira e tyre Mund te vendose si barre pasuri te luajtshme dhe te paluajtshme, t’ a hipotekoje kete pasuri ne rregjistrin e pasurive te paluajtshme ne emer te saj.
6. Shoqeria, sic mund te ushtroje punet qe tregohen ne objektin e veprimtarise se saj, brenda dhe jashte vendit, ashtu edhe mund te marre pjese, te perfitoje apo te transferoje nga/te palet e tjera, mund te marre pjese ne kapitalet e personave



juridike dhe fizike, te vendit apo te huaj, te krijuar ose qe krijohen me qellim tregtie, industrie, etj., ne lidhje me keto fusha.

Neni 2

Emertimi dhe Selia Juridike e Shoqerise

Ortaket vendosen qe shoqerine ta emertojne "BOL LOGISTICS" SH.P.K.

Selia juridike e Shoqerise ndodhet ne Njesia administrative Nr.11, Rruga e Duresit, Pll.127, Shk.3, Kat 12/1, Tirane

Shoqeria mund te krijojte qendra sekondare, filiale, zyra perfaqesimi e agjenci ne qytete te tjera te Shqiperise ose jashte vendit.

Neni 3

Forma Juridike

1. Shoqeria eshte shoqeri me pergjegjesi te kufizuar. Veprimtaria e saj i nenshtrohet dispozitave te Aktit te Themelimit, Statutit dhe legjislacionit shqiptar ne fuqi
2. Me vendim te ORTAKEVE mund te ndryshoje formen juridike te Shoqerise, ne qofte se ne te ardhmen krijohen premisa me te favorshme per funksionimin e saj sipas legjislacionit shqiptar. Ne kete rast Ortaket do te pershtasin Aktin e Themelimit dhe Statutin e shoqerise, si dhe do te bejne regjistrimin e saj ne rregjistrin tregtar, ne organet kompetente shqiptare.
3. Shoqeria gezon personalitet juridik nga data e regjistrimit te saj ne regjistrin tregtar nga organet kompetente dhe ne perputhje me ligjin.
4. Shoqeria do te kete vulen e saj.

Kreu II

TE DREJTAT DHE DETYRAT, KOHEZGJATJA

Neni 4

Te drejtat e Shoqerise dhe te Ortakeve

1. Shoqeria ka te drejte te lidhe marreveshje dhe te nenshkruaje kontrata ne territorin e Shqiperise dhe jashte saj.
2. Shoqeria gezon te drejten te krijojte pasuri materiale dhe intelektuale.
3. Shoqeria ka te drejte te marre pjese si ortak ne nje shoqeri tjeter ose ndermarrje te ndryshme ne Shqiperi ose jashte saj, ne perputhje me legjislacionin shqiptar.
4. Shoqeria pergjigjet ndaj te treteve vetem dhe ekskluzivisht me kapitalin e saj shoqeror te derdhur dhe me te mirat e pasurise se saj.
5. Ortaket marrin pjese ne administrimin e veprimtarise se shoqerise ne perputhje me Aktin e Themelimit dhe Statutin, vet ose nepermjet perfaqesuesve te tij.
6. Ortaket kane te drejte te marrin te gjitha informatat qe kane te bejne me veprimtarine prodhuese, projektuese, realizuese e tregtare te shoqerise, si bilancet, llogarite ekonomike etj.

Neni 5

Kohezgjatja

Kohezgjatja e shoqerise eshte me afat te pacaktuar.

Kreu III
KAPITALI THEMELTAR

Neni 6

Kapitali Themeltar

Kapitali themeltar i shoqerise eshte **100.000 (njqind mije) Leke**. Gjithsej 2 (Dy) kuota.
Ortaket e shoqerise jane:

1. **Znj. OLENA LORYNETS-SERRANO**, zotëruese e **1 (nje) kuote** me vlere **50.000 (pesedhjete mije) leke** qe perben **50 %**, të kapitalit të shoqërisë
2. **Z. BRUNO SERRANO**, zotërues i **1 (nje) kuote** me vlere **50.000 (pesedhjete mije) leke** qe perben **50 %**, të kapitalit të shoqërisë

Kreu IV
PERSONALITETI JURIDIK

Neni 7

Shoqeria fiton personalitetin juridik ne ditën e rregjistrimit te saj ne Rregjistrin Tregtar ne Qendren Kombetare te Biznesit ne Tirane.

Kreu V
ADMINISTRIMI

Neni 8

Shoqeria do te administrohet nga administratorja **OLENA LORYNETS-SERRANO** e cila perfaqeson shoqerine ne marredheniet me te tretet per nje periudhe **5 (pese)** vjecare dhe me te drejte rizgjedhje.

Administratoret e shoqerise kane kompetenca te plota dhe te pavaruara per te vepruar. Prezenca e njerit per tyre eshte e mjaftueshme per te perfaqesuar ligjerisht shoqerine qofte ne marredhnje me shtetin qofte me privatin dhe institusionet financiare per celje llogarie dhe perdorim te fondeve.

Administratori mund t'i delegoje kompetencat e tij me shkrim ne formen e autorizimit ose me prokure.

Kreu VI
DISPOZITA TE TJERA

Neni 9

Fitimi i realizuar nga Shoqeria, pas shlyerjes se detyrimeve ligjore, do t'i mbetet Ortakut te saj, ta ndaje si dividend apo ta shtoje ne kapitalin e shoqerise.

Ky Akt shtypet dhe nenshkruhet ne 3 (tre) kopje, te gjitha me te njejten vlere ligjore.

Nje kopje qendron ne dokumentacionin baze te shoqerise.

ORTAKET THEMELUES

OLENA LORYNETS-SERRANO

Olena Lorynets-Serrano
[Signature]

BRUNO SERRANO

Bruno Serrano
[Signature]

ACT OF ESTABLISHMENT
The LIMITED LIABILITY TRADE COMPANY
"BOL LOGISTICS" SH.P.K.

The founder who signs below is as follows:

- Mrs. OLENA LORYNETS-SERRANO, born 26.01.1987, daughter of Fedir, born in Ukraine, resident Central St.71a / 89, Vilnohirsk Dnipro Reg. Ukraine, Ukrainian citizen, holder of passport no. GA803638, major, registration number 19870123-07025, with full legal capacity to act,

- Mr. BRUNO SERRANO, born 31.07.1979, son of Segundo, born in Peru, resident of Oakland Blvd. Struthers. Ohio 44471 SH.B.A., U.S. citizen, passport holder no. 573551835, major, with full legal capacity to act,

Hereinafter referred to as the Partner of the Company "BOL LOGISTICS" SH.P.K.

Today, on 13.12.2021, based on their free will and in accordance with law No. 9901 dated 14.04.2008 "On Traders and Commercial Companies", it was decided to establish a Limited Liability Company, based on the following conditions:

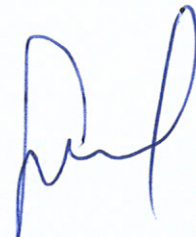
Chapter I
OBJECT, NAME, HEADQUARTERS, LEGAL REGIME

Article 1 the object of society Commercial Company "BOL LOGISTICS" LLC, has as object of activity:

1. Services and consultancy in the field of Logistics for transport of land, sea or air goods. Intermediary with / for third parties for the transport of containers.
2. Transport to third parties for construction materials as well as various materials and goods inside and outside the country. Passenger transport. Car service.
3. Retail and wholesale trade and import-export of vehicles, movable vehicles, industrial goods, food, raw materials, beverages, clothing and confection, plumbing, plumbing, home furnishings, spare parts for vehicles, building materials, agricultural and livestock products, fruits and vegetables, seafood, medicinal and oily and medicinal plants, cosmetic and aesthetic products, perfumery, chemicals and detergents.
4. Hotel-tourism, bar-cafe-restaurant, management of shops and real estate for rent.
5. The company can perform for the fulfillment of its goals any kind of commercial operation. Real estate activity. Purchase of movable or immovable property, Development and administration of movable and immovable property, sale-purchase, rental and lease of their sublease Can place as a lien movable and immovable property, mortgage this property in the real estate register on its behalf.
6. The company, as it can exercise the works shown in the object of its activity, inside and outside the country, so it can also participate, benefit or transfer from / other parties, it can participate in the capitals of the persons legal and physical, domestic or foreign, created or being created for the purpose of trade, industry, etc., in relation to these fields.

Article 2

Name and Legal Headquarters of the Company



The partners decided to name the company "BOL LOGISTICS" SH.P.K. The legal headquarters of the Company is located in Njesia administrative Nr.11, Rruga e Durrësit, Pll.127, Shk.3, Kat 12/1, Tirane

The company can establish secondary centers, branches, representative offices and agencies in other cities of Albania or abroad.

Article 3

Legal Form

1. A company is a limited liability company. Its activity is subject to the provisions of the Founding Act, the Statute and the Albanian legislation in force.
2. With the decision of the Partners can change the legal form of the Company, if in the future more favorable premises are created for its functioning according to the Albanian legislation. In this case, the Partners will adapt the Founding Act and the Statute of the company, as well as will make its registration in the commercial register, in the competent Albanian bodies.
3. The company enjoys legal personality from the date of its registration in the commercial register by the competent bodies and in accordance with the law.
4. The company will have its own seal.

Chapter II

RIGHTS AND DUTIES, DURATION

Article 4

The rights of the Company and the Partners

1. The company has the right to enter into agreements and sign contracts in the territory of Albania and abroad.
2. The company enjoys the right to create material and intellectual wealth.
3. The company has the right to participate as a partner in another company or various enterprises in Albania or abroad, in accordance with Albanian legislation.
4. The company is liable to third parties only and exclusively with its poured social capital and the best of its property.
5. The partners participate in the administration of the activity of the company in accordance with the Act of Establishment and the Statute, itself or through its representatives.
6. The partners have the right to receive all information

Article 5

Duration

The duration of the company is indefinite.

Chapter III

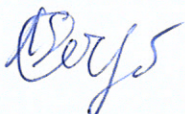
ESSENTIAL CAPITAL

Article 6

Essential capital

The founding capital of the company is 100,000 (one hundred thousand) Lekë. Total 2 (Two) quotas. The partners of the company are:

1. Mrs. OLENA LORYNETS-SERRANO, holder of 1 (one) quota worth 50,000 (fifty thousand) ALL that makes up 50% of the company's capital
2. Mr. BRUNO SERRANO, holder of 1 (one) quota worth 50,000 (fifty thousand) ALL which constitutes 50% of the company's capital



Chapter IV
LEGAL PERSONALITY

Article 7

The company acquires legal personality on the day of its registration in the Commercial Register at the National Business Center in Tirana.

Chapter V
Administration

Article 8

The company will be administered by the administrator OLENA LORYNETS-SERRANO who represents the company in relations with third parties for a period of 5 (five) years and with the right of re-election. The administrators of the company have full and independent competencies to act. The presence of one of them is enough to legally represent the company either in relation to the state or to the private and financial institutions for opening accounts and use of funds. The administrator may delegate his / her competencies in writing in the form of authorization or power of attorney.

Chapter VI
OTHER PROVISIONS

Article 9

The profit realized by the Company, after the settlement of the legal obligations, will remain with its Partner, to divide it as a dividend or to add it to the capital of the company. This Act is printed and signed in 3 (three) copies, all with the same legal value. A copy is in the basic documentation of the company.

FOUNDING PARTNERS

OLENA LORYNETS-SERRANO

Olena Lorynets-Serrano
Derff

BRUNO SERRRANO

BRUNO SERRRANO

[Signature]