

**AKTI I THEMELIMIT
TE SHOQERISE ME PERGJEGJESI TE KUFIZUAR
“ FAMILY TREE -22 ” SHPK**

Themeluesit qe nenshkruajne me poshte:

VICTOR AMELICHIN, shtetesia Maldavi, i dat.29.05.1978 lindur dhe banues ne Moldavi me adrese Chisinau,Str.Nicolae DimoNr.1, blloku 2, me dokument identiteti te shtetit te Moldacise me nr.Ab0541853.

ELVIO TENGU, atesia Frederik, i dat.12.04.1996, lindur e banues ne kavaje, me nr.personal identifikimi J604412079B,
qe ne vijim do te quhen “ORTAKE”.

Sot me date 23.02.2022, me vendimin dhe me vullnetin e tyre te lire vendosen te themelojne shoqerine tregetare, qe do te kete formen juridike, shoqeri me pergjegjesi te kufizuar, SHPK.

Shoqeria do te regjistrohet ne Qendren Kombetare te Bisnesit, ne perputhje me nenin 26, 28 e vijues te ligjit nr.9723 date 3.5.2007 “Per Qendren Kombetare te Regjistrimit”, te ndryshuar.

Shoqeria mund te krijoje nje faqe te saj ne internet, dhe te dhenat qe I njoftohen QKB, publikohen ne kete faqe dhe u vihen ne dispozicion personave te interesuar.

I

EMERTIMI, OBJEKTI, SELIA,REGJIMI JURIDIK

Neni 1

Shoqeria do te veproje ne perputhje me legjislacionin Shqiptar, me ligjin Nr.9901 date 14.04.2008 “Per Tregetaret dhe Shoqerite Tregetare.”dhe me dispozitat e ketij akti e te statutit te shoqerise, me objekt sipas percaktimit te bere ne nenin 3 te ketij akti.

Neni 2

Shoqeria do te kete emertimin “FAMILY TREE-22 ” SHPK

Shoqëria e ka selinë adresen: Rruga skenderbeu, 2504 Golem bashkia kavaje 136/244, zona kadastrale 1791.

Shoqeria mund te hape dege te saj dhe zyra perfaqesimi ne te gjithë territorin e Republikës së Shqipërisë me vendim te Ortakeve te shoqerise.

Neni 3

Shoqeria ka objekt aktivitetin:

“HOTELERI-

Tregetim te ushqimit social, pijeve freskuese-alkolike, bar-bufe, piceri-restorant e hoteleri.

Neni 4



Shoqeria eshte *Shoqeri me pergjegjesi te Kufizuar*. Veprimtaria e saj do te behet ne perputhje me ligjin Nr.9901 date 14.04.2008 "*Per Tregetaret dhe Shoqerite Tregetare*" dhe legjislacionit ne fuqi ne Shqiperi, si dhe *.dispozitive te aktit te themelimit, e te statutit te shoqerise*.

Neni 5

Me vendim te tyre ortakët mund te ndryshojne regjimin juridik te shoqerise, n.q.s.ne te ardhmen krijohen premise me te favorshme per funksionimin e saj sipas legjislacionit shqiptar.

Ne kete rast Ortakët do te pershtasin Aktin e Themelimit dhe Statutin e Shoqerise , si dhe do te bejne regjistrimin e saj ne Regjistrin Tregetar ne organet kompetente shqiptare.

Neni 6

Shoqeria do te fitoje personalitetin e saj juridik ne daten kur kryhet regjistrimi I saj ne Qendren Kombetare te Biznesit (QKB).

Neni 7

Shoqeria do te ushtroje aktivitetin e saj per nje afat kohe prej pese vitesh, me te drejten e zgjarjes se afatit me vendim te ortakeve.

II

KAPITALI THEMELTAR ,KUOTAT

Neni 8

Kapitali I shoqerise eshte caktuar dhe perbehet nga derdhja e kontributeve te ortakeve te shoqerise .

Ne dokumentat kontabile te shoqerise do te tregohet dhe regjistrohet kapitali baze I shoqerise, detajimi i tyre si dhe te gjitha transfertat qe kane te bejne me kontributin e ortakeve .

Neni 9

Kapitali I shoqerise eshte i perbere ne shumen 100.000 leke si kapital fillestar ,

Kapitali i shoqerise eshte i ndare ne dy kuota.

Ortaku VICTOR AMELICHIN eshte zoterues i nje kuote e barabarte me vleren 70.000 leke te kapitalit fillestar qe perben 70% te kapitalit te shoqerise.

Ortaku ELVIO TENGU eshte zoterues i nje kuote e barabarte me vleren 30.000 leke te kapitalit fillestar qe perben 30% te kapitalit te shoqerise.

NENI 10

Ortakët kane te drejte te rrisin kontributin e tyre ne kapitalin themeltar ose ta shtojne ate duke pranuar ortake te rij, me vendimin e marre prej tyre per kete ceshtje.

Secili ortak gezon kuoten e tij ne shoqeri, ne perpjestim me kontributin qe ka dhene ne kapital.



Kontributi i ortakeve mund te jete ne para ose ne natyre (pasuri te lujtshme/ te palujtshme apo te drejta).

Ortaket, kontributet ne natyre i vleresojne me marreveshje te ndersjellta me njeri tjetrin dhe i shprehin vlerat e tyre ne para.

Nese nuk mund te arrihet nje marreveshje sejcili prej ortakeve mund ti drejtohet gjykates perkatese per te ngarkuar nje ekspert vleresues, me nje vendim me efekt detyrues.

Raporti i ortakeve ose i ekspertit per vleresimin e kontributeve i dorezohet QKB, se bashku me te dhenat e tjera te kerkuara per regjistrim.

Neni 11

Kuotat e kapitalit e te drejtat qe rrjedhin prej tyre mund te fitohen apo kalohen nepermjet, kontributit ne kapitalin e shoqerise, shitblerjes, dhurimit, trashgimise, e ne cdo menyre tjeter te parashikuar me ligj.

III

TE ARDHURAT (FITIMI) I SHOQERISE

Neni 12

Fitimi I realizuar nga shoqeria pas pagimit te detyrimeve ligjore do ti mbetet ortakeve ne raportet e zoterimit te kuotave te kapitalit.

Shoqeria mund tu shperndaje fitime ortakeve, nese pas pagimit te dividendit, aktivet e shoqerise mbulojne teresisht detyrimet e saj.

Administratori (administratoret) leshojne nje certificate te aftesise paguese qe konfirmon shprehimisht se shperndarja e propozuar e dividenteve permbush kerkesat e paragrafit te mesiperm ne perputhje kjo me nenin 77 pika 2, te ligjit Nr.9901 date 14.04.2008 "Per Tregtaret dhe Shoqerite Tregtare."

Administratoret pergjigjen para shoqerise per vertetesine e certificates se aftesise paguese.

IV

ORGANET E SHOQERISE

Neni 13

Organet drejtuese te shoqerise, jane:

- Asambleja e pergjithshme
- Administratori

Asambleja e pergjithshme eshte organi me i larte vendimor i shoqerise. Asambleja e pergjithshme eshte pergjegjese per marrjen e vendimeve per aktivitetin e shoqerise.

Asambleja thirret sa here qe mbledhja e saj eshte e nevojshme per te mbrojtur interesat e shoqerise, ne perputhje me nenin 83, 84 te ligjit Nr.9901 date 14.04.2008 "Per Tregetaret dhe Shoqerite Tregetare." si dhe me percaktimet e bera ne statutin e shoqerise.

Mbledhja e zakonshme e asamblese se pergjithshme thirret te pakten nje here ne vit.

Neni 14

Asambleja e pergjithshme me vendim te saj emerone nje ose me shume administratore te shoqerise. Emerimi behet per nje afat prej pese vitesh. Emerimi I administratorit prodhon efekte pas regjistrimit ne QKB

Statuti vendos rregulla te pasocme per emerimin dhe detyrat e administratoreve.

Tagrat e perfaqesimit te administratorit dhe cdo ndryshim I tij (tyre) njoftohen per regjistrim prane QKB. Kompetencat e administratorit percaktohen ne statut, dhe ne aktin e emerimit te tij. (tyre).

Neni 15

Administratori i shoqerise do te jete shtetasi *VICTOR AMELICHIN* i cili caktohet per nje periudhe prej 5 vitesh .

Aministratori si perfaqesues i shoqerise tregtare kryen te gjitha veprimet e administrimit te veprimtarise tregtare te shoqerise , duke zbatuar politikat tregtare te vendosura nga asambleja e pergjithshme si dhe per mbajtjen e sakte e te regullt te dokumentave dhe te librave kontabel te shoqerise.

Administratori kryen regjistrime dhe dergon te dhenat e detyrueshme te shoqerise sic parashikohet ne ligjin per Qendren kombetare te Regjistrimit, gjithashtu raporton perpara Asamblese se pergjithshme ne lidhje me zbatimin e politikave tregtare dhe me realizimin e veprimeve te posacme.

Administratori mund te shkarkohet ne cdo kohe me vendim te asamblese.

V

VLEFSHMERIA E AKTIT TE THEMELIMIT

Neni 16

Akti I themelimit eshte I vlefshem nga data e miratimit dhe nenshkrimit te tij nga ortakët e shoqerise.

VI

ZGJIDHJA E MOSMARREVESHJEVE

Neni 17

Te gjitha mosmarreveshjet qe I perkasin aktivitetit te kesaj shoqerie do te zgjidhen nga Gjykata e rrethit gjygesor Kavaje, ku shoqeria ushtron aktivitetin e saj ose gjykata administrative Durres, sipas perkatesise se ceshtjeve.

Neni 18

Ky akt themelimi behet ne 4 kopje te cilat do te perdoren sipas kerkesave ligjore.

ORTAKET THEMELUES TE SHOQERISE

VICTOR AMELICHIN

Victor Amelichin


ELVIO TENGU

ELVIO TENGU



**FOUNDATION ACT
OF LIMITED LIABILITY COMPANY
"FAMILY TREE-22" LLC.**

The founders who sign below:

- **VICTOR AMELICHIN**, citizen of **Moldova**, born on **29.05.1978**, born and resident in **Moldova**, with address: *Chisinau, Street Nicolae Dimo, No. 1, block 2*, Identified with the identity document of the state of Moldova with no. **Ab0541853**.
- **ELVIO TENGU**, son of **Frederik**, born on **12.04.1996**, born and resident in **Kavaja**, Identified with personal identification number J604412079B, which, hereinafter referred as "**PARTNERS**".

Today, on date **23.02.2022**, by the decision and with their free will, they decided to establish a company, which will have the legal form, **Limited Liability Company, LLC**.

The company will be registered in the *National Business Center*, in accordance with article 26, 28 et seq. of Law no. 9723 dated 03.05.2007 "For the National Registration Center", as amended.

The company can create its own website, and the data notified to the NBC, will be published on this site and made available to interested persons.

I. NAME, OBJECT, HEADQUARTERS, LEGAL REGIME

Article 1

The company will act in accordance with the Albanian legislation, especially with the Law No. 9901 dated 14.04.2008 "For Traders and Trade Companies." and with the provisions of this act and the Statute of the Company, with object, according to the definition made in article 3 of this act.

Article 2

The company will have the name "FAMILY TREE-22" Ltd.

The company has its headquarters at the address: *Skenderbeu Street, 2504 Golem, Municipality of Kavaja 136/244, cadastral zone 1791.*

The company can open its branches and representative offices within the entire territory of the Republic of Albania, by decision of the partners of the company.



Article 3

The object of the company is the activity:

"HOTELS" - Trade of social food, soft drinks – alcoholic drinks, bar-buffet, pizzeria-restaurant and hotel.

Article 4

The company is a Limited Liability Company.

Its activity will be done in accordance with law No. 9901 dated 14.04.2008 "For Traders and Business Organizations" and the legislation in force in Albania, as well as the provisions of the Establishment Act and the Statute of the Company.

Article 5

With their decision, the partners can change the legal regime of the company, if, in the future a more favorable premise is created for its functioning, according to the Albanian legislation.

By their decision, the partners can change the legal regime of the company, if in the future, more favorable premises are created for its functioning, according to the Albanian legislation.

Article 6

The company will acquire its legal personality on the date of its registration with the National Business Center (NBC).

Article 7

The company will exercise its activity for an indefinite period of time.

II. BASIC CAPITAL, QUOTAS

Article 8

The share capital of the company is determined and consists of the payment of contributions of the partners of the company.

In the accounting documents of the company, the basic capital of the company will be published and recorded, their details as well as all transfers that have to do with the contribution of the partners.



Article 9

The basic capital of the company is in the amount of **100,000 ALL**, as initial capital, divided into **100 quotas**. The amounts of money invested for the creation of share capital will be verified by the respective certificates issued by Bank. This capital will be paid by the partners in the following:

- **Partner: VICTOR AMELICHIN, is in possess of 1 (one) quota, equal to an amount of 70,000 ALL of initial capital, which consist 70 %, of capital of company;**
- **Partner: ELVIO TENGU, is in possess of 1 (one) quota, equal to an amount of 70,000 ALL of initial capital, which consist 70 %, of capital of company.**

Article 10

The partners have the right to increase their contribution to the share capital, or to increase it by accepting new partners, with the decision taken by them on this issue.

Each partner enjoys his share in the company, in proportion to the contribution he has given to the capital. The registered capital of the company is divided between the partners in quotas, according to this proportion.

The contribution of the partners can be in cash or in nature (movable / immovable property, or rights).

Partners, value the contributions in nature, by mutual agreement with each other, and express their values in money.

If no agreement can be reached, each of the partners can go to the relevant court, to assign an assessment expert, with a decision with binding effect.

The report of the partners or the expert, for the evaluation of the contributions, is submitted to the NBC, together with the other data required for registration.

Article 11

Capital quotas and the rights deriving from them, can be acquired or transferred through the contribution to the capital of the company, sale, purchase, donation, inheritance, and in any other way provided by law.

III. SOCIETY INCOME (PROFIT)

Article 12

The profit realized by the company after the payment of legal obligations, will remain with the partners in the capital quota ownership proportion.

The company can distribute profits to the partners, if after the payment of the dividend, the assets of the company fully cover its liabilities.



The administrator (s) shall issue a solvency certificate, which expressly confirms that: "*the proposed distribution of dividends meets the requirements of the above paragraph*", in accordance with article 77 point 2, of law No. 9901 dated 14.04.2008 "For traders and trade societies."

The administrator (s) are responsible to the company for the authenticity of the solvency certificate.

IV. SOCIETY BODIES

Article 13

The governing bodies of the company are:

- The General Assembly
- Administrator (s)

The General Assembly is the highest decision-making body of society. The General Assembly is responsible for decisions making regarding the activity of the company.

The General Assembly is convened whenever its meeting is necessary, to protect the interests of the company, in accordance with Article 83, 84 of Law No. 9901 dated 14.04.2008 "On Traders and Business Organizations.", as well as with the definitions made in the statute of the company.

The ordinary meeting of the general assembly is convened at least once a year.

Article 14

The General Assembly by its decision appoints one or more administrators of the company. The appointment is made for a term of five years. The appointment of the administrator produces effects, after registration in the NBC.

The statute establishes special rules for the appointment and duties of the administrator (s).

The rights of representation of the administrator (s), and any change of him (them), are notified for registration with the NBC. The competencies of the administrator (s) are defined in the statute, and in the act of his (their) appointment.

Article 15

*The administrator of the company will be the citizen **VICTOR AMELICHIN**, who is appointed for a period of 5 (five) years, as Administrator. As a representative of the company, he performs all actions of administration of the company's business, implementing the trade policies set by the General Assembly, as well as for the correct and regular maintenance of documents and accounting books of the company.*

The administrator, registers and sends the mandatory data of the company, as provided in the law on the National Registration Center, also reports to the General Assembly regarding the implementation of trade policies and the implementation of special actions.

The administrator can be dismissed at any time, by decision of the assembly.

V. VALIDITY OF THE FOUNDATION ACT

Article 16

THE FOUNDATION ACT, is valid from the date of its approval and signing by the partners of the company.

VI. SETTLEMENT OF DISPUTES

Article 18

All disputes pertaining to the activity of this company will be resolved by the Kavaja Judicial District Court, where the company exercises its activity or the Durres Administrative Court, according to the relevance of the cases.

Article 19

This founding act is produced in 4 equally valid copies, which will be used according to legal requirements.

FOUNDING PARTNERS OF THE SOCIETY

- VICTOR AMELICHIN - signature
- ELVIO TENGU - signature

Translated by:

MERI BITURKU (LEKATARI)

The image shows a handwritten signature in blue ink over a green circular official seal. The seal contains the text 'Meri Biturku (Lekatar) Përkthyes' around the perimeter and 'Nip: L83505801G' at the bottom. In the center of the seal is a large letter 'M' with a decorative floral pattern.

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