

**ARTICLES OF INCORPORATION  
OF THE LIMITED LIABILITY COMPANY**

**FASHION COMPANY SHPK**

**ARTICLE 1  
ESTABLISHMENT AND NAME**

- 1.1. This day of 16.08.2022 the limited liability company **Fashion Company Shpk** (hereinafter referred to as the “**Company**”) is incorporated under Albanian Law no. 9901, dated 14.04.2008 “*On Entrepreneurs and Commercial Companies*”, as amended.
- 1.2. The Company acquires legal personality after its registration with the Commercial Register maintained by the National Business Centre in Tirana, Albania.

**ARTICLE 2  
REGISTERED OFFICE**

- 2.1. The registered office of the Company is at the address: Str. Ibrahim Rugova, Nd.40, H.2, Ap.3, 1019 Njesia Bashkiake Nr. 5, Tirana, Albania.
- 2.2. The Company may open and maintain offices and/or transact business at other locations within the territory of the Republic of Albania, upon decision of the Administrator(s) of the Company.

**ARTICLE 3  
PURPOSE OF ACTIVITY**

- 3.1. The purpose of the Company shall be to transact any and all lawful business and/or to engage in any lawful act or activity for which a limited liability company may be organized under the laws of Albania, as they may be amended from time to time.
- 3.2. In particular, the object of the company

**AKT THEMELIMI  
I SHOQERISE ME PERGJEGJESI TE  
KUFIZUAR**

**FASHION COMPANY SHPK**

**NENI 1  
THEMELIMI DHE EMRI**

- 1.1. Sot me 16.08.2022 themelohet shoqeria me pergjegjesi te kufizuar **Fashion Company Shpk** (ketu e me poshte referuar si “**Shoqeria**”) ne zbatim te ligjit nr. 9901, date 14.04.2008 “*Per tregtaret dhe shoqerite tregtare*”, i ndryshuar.
- 1.2. Shoqeria fiton personalitet juridik ne momentin e regjistrimit te saj ne Regjistrin Tregtar shqiptar prane Qendres Kombetare te Biznesit ne Tirane, Shqiperi.

**NENI 2  
SELIA**

- 2.1. Selia e Shoqerise eshte ne adresen: Rruga Ibrahim Rugova, Nd.40, H.2, Ap.3, 1019 Njesia Bashkiake Nr. 5, Tirane.
- 2.2. Shoqeria ka te drejte te hape dhe mbaje dege, zyra dhe/ose te kryeje veprimtari ne vendodhje te tjera brenda dhe jashte territorit te Shqiperise sipas vendimit te Administratorit te Shoqerise.

**NENI 3  
OBJEKTI I VEPRIMTARISE**

- 3.1. Qellimi i Shoqerise eshte zhvillimi i çdo aktiviteti biznesi dhe/ose aktiviteti te ligjshem qe mund te ushtrohet nga nje shoqeri me pergjegjesi te kufizuar sipas ligjeve te Shqiperise, siç mund te ndryshohen here pas here.
- 3.2. Ne veçanti, objekti i shoqerise perfshin

includes import, wholesale and retail of clothing and footwear.

importin, shitjen me shumice dhe pakice te veshjeve dhe kepuceve.

#### **ARTICLE 4 DURATION**

The duration of the Company's activity shall be unlimited.

#### **NENI 4 KOHEZGJATJA**

Kohezgjatja e aktivitetit te Shoqerise do te jete e pakufizuar.

#### **ARTICLE 5 SHARE CAPITAL**

5.1. The initial share capital of the Company is EUR 1,000, consisting of one (1) share with a value of EUR 1.000.

5.2. The entire share capital will be paid by the Sole Shareholder, the company **DRUŠTVO ZA EXPORT-IMPORT, TRGOVINU NA VELIKO I MALO OBUĆOM, TEKSTILOM I KONFEKCIJOM "FASHION COMPANY" DRUŠTVO SA OGRANIČENOM ODGOVORNOŠĆU – PODGORICA**, owner of 100% of the share capital of the Company. The share capital will be paid in the bank account of the Company.

#### **NENI 5 KAPITALI THEMELTAR**

5.1. Kapitali fillestar i Shoqerise eshte 1,000 Euro, qe konsiston ne 1 kuote me vleren 1,000 Euro.

5.2. Kapitali themeltar do te paguhet plotesisht nga Ortaku i Vetem, shoqeria **DRUŠTVO ZA EXPORT-IMPORT, TRGOVINU NA VELIKO I MALO OBUĆOM , TEKSTILOM I KONFEKCIJOM "FASHION COMPANY" DRUŠTVO SA OGRANIČENOM ODGOVORNOŠĆU – PODGORICA** qe zoteron 100% te kapitalit te Shoqerise. Kapitali themeltar do te paguhet ne llogarine bankare te Shoqerise.

#### **ARTICLE 6 SOLE SHAREHOLDER**

6.1. The Sole Shareholder of the Company is **DRUŠTVO ZA EXPORT-IMPORT, TRGOVINU NA VELIKO I MALO OBUĆOM, TEKSTILOM I KONFEKCIJOM "FASHION COMPANY" DRUŠTVO SA OGRANIČENOM ODGOVORNOŠĆU – PODGORICA**, a company, established and existing under the laws of Montenegro, registered with number 50286264 and tax identification number 02456907, with legal seat at the address: Marka Radovića 101, Podgorica, Montenegro.

#### **NENI 6 ORTAKU I VETEM**

6.1. Ortaku i Vetem i Shoqerise eshte **DRUŠTVO ZA EXPORT-IMPORT, TRGOVINU NA VELIKO I MALO OBUĆOM, TEKSTILOM I KONFEKCIJOM "FASHION COMPANY" DRUŠTVO SA OGRANIČENOM ODGOVORNOŠĆU – PODGORICA**, nje shoqeri e regjistruar dhe ekziston sipas ligjeve te Malit te Zi, regjistruar me number 50286264 dhe numer identifikimi tatimor 02456907, me seli ne adresen: Marka Radovića 101, Podgorice, Mal i Zi.

**ARTICLE 7**  
**MANAGEMENT OF THE COMPANY**

- 7.1. The properties, business and affairs of the Company shall be managed and performed by 1 Administrator which are authorized to act severally, unless otherwise indicated by the resolution of the Sole Shareholder.
- 7.2. The first Administrator of the Company is: Mr. Igor Šomodi, Serbian citizen, born on 03.02.1985, holder of the passport with no. 014640620.

**ARTICLE 8**  
**AUDITOR**

- 8.1. The auditor/s shall be appointed by the decision of the Sole Shareholder in any such case when it becomes mandatory by the Albanian law or when the Sole Shareholder deems it necessary.

**ARTICLE 9**  
**ACCOUNTING YEAR**

- 9.1. The fiscal year of the Company shall be from January 1<sup>st</sup> to December 31<sup>st</sup>.
- 9.2. By exception, the first financial year begins upon the Company's incorporation and ends on the 31<sup>st</sup> of December of the same year.

**ARTICLE 10**  
**WINDING UP**

- 10.1. The winding up and the appointment of the liquidator/s shall comply with the law no. 9901, dated 14.04.2008 "*On Entrepreneurs and Commercial Companies*", as amended, and any other applicable law.

**NENI 7**  
**ADMINISTRIMI I SHOQERISE**

- 7.1. Pasurite, biznesi dhe veprimtaria e Shoqerise administrohet nga 1 Administrator, te cilet jane te autorizuar te veprojne vecmas, pervec nese parashikohet ndryshe ne vendimin e emerimit te tyre nga Ortaku i Vetem.
- 7.2. Administratori i pare i Shoqerise eshte: Z. Igor Šomodi, shtetas serb, lindur me 03.02.1985, mbajtes i pasaportes me nr. 014640620.

**NENI 8**  
**EKSPERTI KONTABEL**

- 8.1. Eksperti/et kontabel te autorizuar emerohen me vendim te Ortakut te Vetem ne çdo rast kur eshte e detyrueshme nga legjislacioni shqiptar ose kur Ortaku i Vetem e konsideron te nevojshme.

**NENI 9**  
**VITI FINANCIAR**

- 9.1. Viti financiar i Shoqerise do te jete nga 1 Janar deri ne 31 Dhjetor.
- 9.2. Perjashtimisht, viti i pare financiar fillon me daten e regjistrimit te Shoqerise dhe perfundon me 31 Dhjetor te te njejtit vit.

**NENI 10**  
**LIKUIDIMI**

- 10.1. Likuidimi dhe emerimi i likuiduesit/ve, do te behet sipas ligjit nr. 9901, date 14.04.2008 "*Per tregtaret dhe shoqerite tregtare*", i ndryshuar dhe ligjeve te tjera te zbatueshme.

**ARTICLE 11  
APPLICABLE LAW**

- 11.1. The Company shall run its business in full compliance with its Bylaws and the provisions of Albanian laws.
- 11.2. The law no. 9901, dated 14.04.2008 "On Entrepreneurs and Commercial Companies", as amended, becomes applicable regarding aspects that are not covered and provided by the Bylaws.
- 11.3. Any disputes that may arise concerning the application or interpretation of these Articles of Incorporation shall be brought for resolution before the Tirana District Court.

**ENI 11  
LIGJI I ZBATUESHEM**

- 11.1. Shoqeria do te ushtroje aktivitetin e saj ne perputhje me Statutin dhe dispozitat e ligjit shqiptar.
- 11.2. Ligj nr. 9901, date 14.04.2008 "Per tregtaret dhe shoqerite tregtare", i ndryshuar, do te zbatohet ne lidhje me sa nuk parashikohet nga Statuti.
- 11.3. Çdo mosmarreveshje qe mund te lindre ne lidhje me zbatimin ose interpretimin te ketij Akti Themelimi do te zgjidhet nga gjykata e Rrethit Gjyqesor Tirane.

*The present Articles of Incorporation are drawn up and signed by the shareholder, in 3 (three) copies in Albanian and in English languages, each having the same value.*

*In case of discrepancies between the Albanian and English version, the later version shall prevail.*

*Ky Akti Themelimi eshte hartuar dhe nenshkruar ne 3 (tre) kopje ne gjuhen shqipe dhe angleze, me te njejten vlere.*

*Ne rast mosperputhje midis versionit shqip dhe atij anglisht, do te mbizoteroje versioni anglisht.*

**SOLE SHAREHOLDER / ORTAKU I VETEM**

**DRUŠTVO ZA EXPORT-IMPORT, TRGOVINU NA VELIKO I MALO OBUĆOM, TEKSTILOM I KONFEKCIJOM "FASHION COMPANY" DRUŠTVO SA OGRANIĆENOM ODGOVORNOŠĆU – PODGORICA**

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Draško Babić, director





## Kursi zyrtar

Periudha kohore	16.08.2022 - 16.08.2022
Monedha e zgjedhur	Euro (EUR)
<b>Data</b>	<b>Lekë për njësi të monedhës së huaj</b>
16.08.2022	117.06