

**AKT THEMELIMI
I SHOQERISE ME PERGJEGJESI
TE KUFIZUAR
“PRODIGY” sh.p.k.**

Sot, me date 12 Tetor 2023, ne te nenen kruarit:

- Z. Russell Grant Van Cleve, shtetas Amerikan, lindur ne Ohio (USA) me 30.12.1968 me atesi Z. Russell, banues ne “California (USA)”, mbajtes i pasaportes me nr. 597459931, madhor dhe me zotesi te plete per te vepruar;

- Z. Dritan Vreshta, shtetas Shqiptar, lindur ne Pulahe Shqiperi me 10.06.1977 me atesi Sami, banues ne Rr. Elbasanit, Tirane, mbajtes i dokumentit te identifikimit me nr. H70610057M, madhor dhe me zotesi te plete per te vepruar.

Ne perputhje me Ligjin Nr. 9901 date 14.04.2008, “Per tregetaret dhe Shoqerite Tregetare” (i ndryshuar) dhe ligjet nr. 9723 date 3.5.2007 “Per Qendren Kombetare te Regjistrimit” (i ndryshuar) kemi vendosur te themelojme një Shoqeri me Pergjegjesi te Kufizuar te emeruar “PRODIGY” sh.p.k (me poshtë referuar si “Shoqeria”), duke nenen kruar këtë Akt Themelimi, Aktiviteti i kesaj Shoqerie do te rregullohet nga Statuti i saj, i cili eshte pjese perberese e ketij Akti Themelimi.

Neni 1

Emri i Shoqerise eshte “PRODIGY” sh.p.k.

Neni 2

Selia e Shoqerise ndodhet ne adresen: “Ruga Dritan Hoxha, Nd.203, Hyrja nr. 11, ZIP 1023, Tirane”. Shoqeria ka te drejte te hape dege dhe filiale, zyra perfaqesimi, ne te gjithe vendin, brenda ose jashtë territorit te vendit, gjate aktivitetit te saj.

Neni 3

Kohezgjatja e aktivitetit te Shoqerise do te jetë e pakufizuar, duke filluar qe prej dates se regjistrimit te saj ne Qendren Kombetare te Biznesit (QKB).

Neni 4

Objekti i veprimitarise se Shoqerise eshte si vijon:

- Zhvillimin e kapaciteteve profesionale dhe teknike te te rinjve dhe te rriturit duke ofruar edukimin cilesor dhe te standartzuar qe ndihmon ne

**FOUNDATION ACT
OF THE LIMITED LIABILITY
COMPANY
“PRODIGY” LLC**

Today on 12.10.2023 the following parties

-Mr. Russell Grant Van Cleve, American citizen, born in Ohio (USA) on 30.12.1968 father Mr. Russell, resident in “California (USA)”, holder of the passport with the number: 597459931, adult and with full legal capacity to act;

- Mr. Dritan Vreshta, Albanian Citizen, Born in Pulahe Albania on 10.06.1977 father Sami, resident in Rr. Elbasanit, Tirane, holder of the ID with the number H70610057M, adult and with full legal capacity to act.

Whitch in accordance with the legislation of the republic of Albania agrees to set up a limited liability company denominated “PRODIGY” sh.p.k. (hereinafter also the “Company”), by signing these Articles of Association, which constitute an integral part of this Foundation Act.

Article 1

The denomination of the company is “PRODIGY” sh.p.k.

Article 2

The legal seat of the company is at the address “Ruga Dritan Hoxha, Nd.203, Hyrja nr. 11, ZIP 1023, Tirane”.

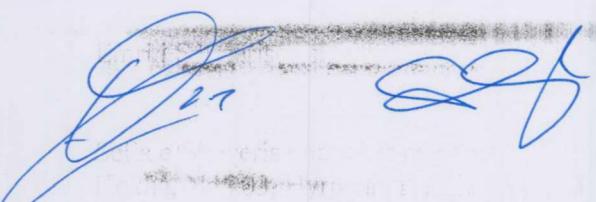
Article 3

The duration of the company will be undetermined starting from the day of its registration in the National Registration Center.

Article 4

The company will carry out the activity as follows:

- Developing the professional and technical capacities of young people and adults by offering quantity and standardized education that helps in



formimin e profileve profesionale te punuara dhe vleresuara ne shkalle globale;

- Mundesimin e trainimeve profesionale ne fushen e teknologjise se informacionit, por dhe më gjërë, në sektorë të tjera përtjerë kësaj industrie.

- Intershipte (praktika mesimore) per specialistet e trajnuar qe duan te aplikojne njohurite e tyre ne situata reale;

- Lobim per bursa dhe sponsorizime qe do te mbulojne kostot per trajnimin e te interesuarve qe duan te zhvillohen ne fushen e teknologjise se informacionit;

- Ndermjetesime per perfshirjen e te trajnuarve ne kete shoperi per te gjetur pune dhe projekt brenda dhe jashte vendit;

- Shërbime për zhvillim progrimesh, stafesh te specializuara ne fushën e TIK dhe Inovacionit.

- Aktivitet në fushën e prodhimit, blerjes dhe shitjes se software (programeve kompjuterike dhe zgjidhjeve teknologjike nëpërmjet programimit), dizajnim programimi (kodim) dhe zhvillim, projektim i detajuar i software dhe bazave të të dhënavë, analizë, integrim i përbërësve (komponenteve), trajnime mbi produktet software, instalime, konsulenca, zbatime dhe aktivitete te tjera ndihmëse ne fushën e teknologjisë dhe digitalizimit përtjerë industrisë përkatëse, ndjekje te proceseve, kolaudim, korrigim, deri ne produktin përfundimtar duke realizuar zgjidhje, plotësimë te sistemit informatik me elementet e sigurisë, privatësisë etj.

- Import dhe eksport te mallrave dhe shërbimeve sipas nënpikave a.-f. te këtij neni.

- Krijimin, këshillimin, dhe financimin e sipërmarrjeve të reja (startups).

- Shoqëria mund te beje ose mund te kërkojë regjistrimin ne emër te saj, transferoje apo te tregtoje si te njëjta, patenta e te drejta autori, marka te ndryshme, marketingu, licenca, tituj tregtie si dhe te drejta te ngjashme intelektuale dhe industriale.

- Shoqëria do të kryejë çdo aktivitet të nevojshëm apo të dobishëm për përbushjen e qëllimeve të shoqërisë.

Neni 5

Kapitali filletar i Shoqërisë është 1 000 000 (nje milion) leke dhe i ndare ne 2 pjese (kuota) me vlerë nomiale 1 000 000 (nje milion) leke.

Kapitali zoterohet nga ortaket e shoqërise si me poshtë:

- Z. Russell Grant Van Cleve: Zoterues i 1 (nje) kuote me vlerë te pergjithshme 350 000 (tre qind e

the formation of professional profiles worked on and evaluated on a global scale;

- Enabling professional training in the field of information technology, but also beyond, in other sectors beyond this industry. ;

- Internships (teaching practice) for trained specialists who want to apply their knowledge in real situations;

- Lobbying for scholarships and sponsorships that will cover the costs for the training of those interested who want to develop in the field of information technology;

- Mediations for the inclusion of trainees in this company to find jobs and projects inside and outside the country;

- Services for program development, specialized staff in the field of ICT and Innovation.

- Activity in the field of production, purchase and sale of software (computer software and technological solutions through programming), programming design (coding) and development, detailed design of software and databases, analysis, integration of components (components), training on software products, installations, consulting, applications and other ancillary activities in the field of technology and digitalization beyond the relevant industry, process monitoring, testing, correction, to the final product by implementing solutions, complementing the information system with security elements, privacy etc.

- Import and export of goods and services according to sub-points a.-f. of this article.

- Creating, advising, and financing new ventures (startups).

- The company can make or can request registration in its name, transfer or trade as the same, patents and copyrights, various trademarks, marketing, licenses, trademarks and similar intellectual and industrial rights.

- The company will carry out any activity necessary or useful to meet the goals of the company.

Article 5

The initial basic capital of the company is 1 000 000 ALL (one million leke). The participation of the

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pesedhjete mijë) leke qe perben 35 % te kapitalit themeltar te shoqerise.

- Z. Dritan Vreshta : Zoterues i 1 (nje) kuote me vlerë te per gjithshme 650 000 (gjashtë qind e pesedhjete mijë) leke qe perben 65 % te kapitalit themeltar te shoqerise.

Ortaket e Shoqerse mund te vendosin te rrisi kapitalin e Shoqerise ne perputhje me dispozitat ligjore ne fuqi dho me vendim te Asamblese se Pergjithshme te Shoqerise. Detyrimet e ortakeve te shoqerise kundrejt Shoqerise do te mbulohet vetem me pjesen e kapitalit te paguar prej tyre.

Neni 6

Shoqeria vepron nen rregjinimin e prones private dhe merr persiper vetes te drejtat dhe detyrimet kontraktore dhe jashtekontraktore.

Shoqeria eshte e organizuar ne organet e me poshtme:

-Asambleja e Pergjithshme;
-Administrator;

Kompetencat e Asamblese se Pergjithshme si dhe te administratorit te Shoqerise jane te parashkruara ne Statutin e Shoqerise.

Neni 7

Konsiderohen si konfidenciale dhe nuk lejohet te behet publike permbajtja e tyre per te tretet, e te gjitha akteve dhe dokumenteve qe jane percaktuar si te tilla nga administratori i shoqerise.

Neni 8

Mardheniet e punes rregullohen nepermjet kontrates se punes dhe legjislacionit te punes ne fuqi. Shoqeria merr persiper te respektoje rregullat ne fuqi te punesimi dhe te punesarit jane te detyruar qe ta respektojne Statutin e kesaj Shoqerie dhe rregullat e brendshme te saj. Te punesarit duhet te pergjigjen per demet qe shkaktojne kesaj Shoqerie me veprimet dhe mosveprimet e tyre.

Neni 9

Ne rast se Shoqeria do te mbyll aktivitetin e saj per cdo lloji arsy, Asambleja e Jashtezakonshme e Ortakeve te Shoqerise, percakton menyren e likuidimit, emeron nje ose me teper likudiatore dhe pergaqit te gjitha dokumentet e nevojshme per c'regjistrimin e saj nga Qendra Kombetare e Biznesit.

founders in the basic capital of the company is in accordance with their contributions are as follows:

- Mr. Russel Grant Van Cleve: Owners of 1 (one) Share with the general value of 350 000 ALL (three-hundred and fifty thousand leke) that constitutes 35 % of the basic capital of the company

- Mr. Dritan Vreshta: Owners of 1 (one) Share with the general value of 650 000 ALL (six-hundred and fifty thousand leke) that constitutes 65 % of the basic capital of the company

The partners of the Company may decide to increase the capital of the Company in accordance with the legal provisions in force and with the decision of the General Assembly of the Company. The obligations of the partners of the company towards the Company will be covered only by the part of the capital paid by them.

Article 6

The company operates under the regime of private property and assumes contractual and non-contractual rights and obligations.

The company is organized in the following bodies:

-The general Assembly;
- The administrator;

The competencies of the General Assembly as well as of the Company's administrator are prescribed in the Company's Statute.

Article 7

They are considered confidential and it is not allowed to make their content public to third parties, and all acts and documents that have been designated as such by the company administrator.

Neni 8

Labor relations are regulated through the labor contract and labor legislation in force. The Company undertakes to respect the employment rules in force and the employees are obliged to respect the Statute of this Company and its internal rules. Employees must answer for the damage they cause to this Company with their actions and inactions.

Article 9

In the event that the Company closes its activity for any reason, the Extraordinary Assembly of the Company's Partners determines the method of liquidation, appoints one or more liquidators and



Neni 10

Kontrolli mbi veprimtarine e Shoqerise si dhe gjithe aktivitetin e Shoqerise i besohet nje eksperti kontabel. Ky ekspert do te emerohet dhe qendroje ne detyre sipas parashikimeve qe ben ligji per expertet dhe mund te rizgjidhet. Asambleja e Pergjithshme caktion edhe shperblimin perkates kur nuk ka norma te vecanta ligjore.

Neni 11

Viti finanziar fillon ne 1 Janar dhe mbaron ne 31 dhjetor te secilit vit. Perjashtim, viti i pare finanziar fillon nga data e regjistrimit te shoqerise prane Qendres Kombetare te Biznesit dhe mbylljet me 31 dhjetor. Administratori merr masat me qellim hartimin e bilanceve, rezultateve ekonomike te fitimeve apo humbjeve dhe inventarizimin. Pas analizimit te ceshtjeve te mesiperme si dhe shlyerjen e detyrimeve, te ardhurat e tjera do ti kalojne ortakeve te Shoqerise.

Neni 12

Akti i Themelimit eshte hartuar ne 4 kopje origjinal. Per sa eshte shprehur ne kete Akt Themelimi, i referohemi ligjit 9901, date 14.04.2008 "Per Tregetaret dhe Shoqerite Tregetare" (i ndryshuar) dhe ligjt nr. 9723, date 3.5.2007 "Per Qendren Kombetare te Regjistrimit" (i ndryshuar).

**ORTAKET
E SHOQERISE ME PERGJEGJESI TE
KUFIZUAR**

"PRODIGY" sh.p.k.

Russell Grant Van Cleave

Deten Vreeli

prepares all the necessary documents for its registration by the National Center of Business.

Article 10

Control over the Company's activity as well as all the Company's activity is entrusted to an accounting expert. This expert will be appointed and remain in office according to the provisions of the law for experts and may be re-elected. The General Assembly also sets the corresponding remuneration when there are no special legal norms.

Article 11

The financial year begins on January 1 and ends on December 31 of each year. Exception, the first financial year starts from the date of registration of the company at the National Business Center and ends on December 31. The administrator takes measures with the aim of drawing up balance sheets, economic results of profits or losses and inventory. After the analysis of the above issues and the repayment of the obligations, the other income will be transferred to the partners of the Company.

Article 12

The Foundation Act is drawn up in 4 original copies. For what is stated in this Foundation Act, we refer to Law 9901, dated 14.04.2008 "On Tradesmen and Trade Societies" (amended) and Law no. 9723, dated 3.5.2007 "For the National Registration Center" (amended).

**PARTNERS
LIMITED LIABILITY COMPANY
"PRODIGY" LLC**

(Russell Grant Van Cleave)
(Deten Vreeli)
(Daz)

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