
ESTABLISHMENT ACT Date 21.02.2024

1. Mr. Sergei TOMILOV, son of Boris, dtl. 24.08.1961, born in Russia and resident in Durres, L.13, Plazh, adult, with full legal capacity and to act, identified by passport number 76 8506375

The above persons are adults with full legal capacity and to act, which are supported in the law No. 9901, dt. 14/04/2008, "On Commercial Companies" and in the Albanian legislation in general, are decided as follows:

Appointment, headquarters and term of the Company

Article 1

To establish a limited liability company, to develop commercial activities. The company is an Albanian legal entity, whose activity is regulated by the foundation act, its statute and the legislation in force.

Article 2

The company will be named "**SYNERGY BUILDING TECHNOLOGY**" **sh.p.k.**

Article 3

The company will have its Headquarters in Durres Lagjja 13, "Pavaresia" Street, property with unique code 8518101240 and property number 37/331/ND+4-56.

Article 4

The company will develop its activity with an unlimited term. The deadline can be changed by decision of the Assembly of the Partner.

The company enjoys the status of an Albanian legal entity from the moment of registration as such in the CKB register.

Article 5

The company "**SYNERGY BUILDING TECHNOLOGY**" **sh.p.k.** will have as object:

Development of activity in the field of development and implementation of engineering systems with low voltage for ordinary or special buildings and structures.

Activity development in the field of concept development, development of documentation before the project and during the project, drafting of the design project and its implementation, completion of work documentation.

Development of activity in the field of analysis of the characteristics of equipment and their costs.



Activity development in the supply of equipment, installation, receiving commissions, education and maintenance.

Development of activities abroad such as buying or selling different equipment.

As well as anything else that does not conflict with the law.

Article 6

The headquarters of the company can be transferred.

Article 7

When the company ceases its activity, after paying off all the obligations it has, the remaining part of the capital and income benefit its partners.

The founding partners bear the losses of the company up to the limit of its value poured into the formation of the basic capital. The base capital can be increased by profit in kind, or loans in lek or foreign currency obtained from Albanian State Banks.

The basic capital for the continuation of the company's activity is in the amount of 100,000 (one hundred thousand) lek, which belongs to the founding partners as follows:

Mr. Sergei Tomilov owns 1 quota, with a value of 100% of the capital.

The profits that will be recorded after the approval of the annual balance sheet by the Assembly of Partners after the deduction of taxes will be divided as follows:

- Reserve fund.
- The remuneration due to the founding partners.

Article 8

The company can enter into joint activities with other Albanian or foreign companies even when they do not have the object of the company's activity.

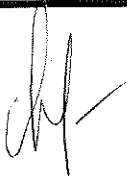
Article 9

The activity of the company can be carried out by creating subsidiaries or representative offices inside and outside the country, in accordance with Albanian or foreign law.

The rights and duties of the Partner:

The partner enjoys these main rights:

Article 10

- Administration of the activity in accordance with the founding act and the statute.
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- Participation in the results of any form and amount of the company's activity provided for in its statute. In cases of physical absence of one of the partners, decisions can also be taken through online meetings.
 - Presentation of proposals and their consideration by the Assembly Meeting and other bodies of the society.
 - Resignation from the company, relinquishment from the company does not free the partner from the financial obligations previously received towards the company.
 - To participate in the company bodies that are or can be created through his representative or himself.
 - Appoint and dismiss his representatives, employees, accounting expert and liquidators.

The partner has these main obligations:

- To deposit his quota and the supplementary quota in accordance with the founding act and the statute.
- To participate in the administration of the company through the bodies created by them.
- To give the company the necessary data for the processing of any special object related to its activity.
- To perform tasks for the realization of the company's objectives and functions.
- He has the obligation, if he resigns from the company, to notify his decision to the assembly 6 months in advance and giving up the right to vote.
- You give the company the necessary information related to the progress of its activity.
- To perform the necessary services for achieving the objectives of the company and the realization of its functions.

MANAGEMENT

The decision-making body of the company is the Partner's Assembly.

Article 11

Administrator

The operative activity of the company is managed by its General Administrator.

The administrator of the company will be:

1. Mr. Sergei TOMILOV, son of Boris, dtl. 24.08.1961, born in Russia and resident in Durres, st. "pavaresia", L.13, Plazh madhor, with full legal capacity and to act, identified by passport number 76 8506375, which at the same time also has the function of representing the company with the third in all its activity.

The administrator is appointed for a period of 5 (five) financial years.

With the approval of the partners, administrators and other representatives of the company can be appointed. Administrators are appointed for a period of 5 (five) financial years, with the exception of cases of premature resignation or dismissal. The administrator has all the powers to perform all actions in the interest of the company and on its behalf through acts that are in accordance with the object of the company's activity with the exception



those powers that the law does not recognize. The administrator is individually responsible to the company or third parties for violations of laws, for violations of the statute or for his fault during the administration of the company.

Article 12

Closing of the Company

The activity of the company ceases with the proposal made by the partner, when during two years it is not profitable, as well as in all the cases provided for in the documents of the creation of the company.

The company is distributed in the form of reorganization or liquidation.

Article 13

When the company is liquidated

The partner's assembly appoints the liquidator, and the company ends its activity upon approval of this liquidation balance sheet. The Liquidation Commission consists of one or three members. Assets that have been made available to the company with the right to use them, are sold depending on the level of their consumption. The financial means acquired as a result of the activity of the company and its subsidiaries and the financial funds are divided among the partners in proportion to their quotas, after the payments to the creditors have been made.

Article 14

When the activity of a subsidiary ceases, due to the effects of its reorganization, the periods of rest are determined by the Assembly of the Partner.


The liquidation of subsidiaries is done in the same way as for the company.

The financial means acquired as a result of the activity of the liquidated subsidiary and its financial funds are made available to the company after payments have been made to the liquidators.

Detailed provisions on the organization of this company are defined in its statute.

FOUNDING PARTNERS OF THE COMPANY

SERGEI TOMILOV


Sergei Tomilov



AKT THEMELIMI

Data 01.Mars.2024

1. Z. Sergei TOMILOV, i biri i Boris, i dtl. 24.08.1961, lindur në Rusi dhe banues në Durrës, L.13, Plazh, madhor, me zotësi të plotë juridike dhe për të vepruar, identifikuar nga pasaporta me numer 76 8506375

Personat me lart janë madhor me zotësi të plote juridike dhe për të vepruar, të cilet mbështetur në ligjin Nr.9901, dt.14/04/2008, "Per Shoqerite Tregtare" dhe në legjislacionin shqiptar në përgjithësi, vendosen si vijon:

Emertimi, Selia dhe afati i Shoqerise

Neni 1

Te themelojnë shoqerine me përgjegjesi të kufizuar, për të zhvilluar veprimtari tregtare. Shoqeria është person juridik shqiptar, veprimtaria e të ciles rregullohet nga akt themelimi, statuti i saj dhe legjislacioni në fuqi.

Neni 2

Shoqeria do të emertohet "**SYNERGY BUILDING TECHNOLOGY**" sh.p.k.

Neni 3

Shoqeria do të ketë Selinë e saj në Durrës Lagjja 13, Rruga "Pavaresia", pasuria me kod unik 8518101240 dhe numer pasurie 37/331/ND+4-56 .

Neni 4

Shoqeria do të zhvillojë aktivitetin e saj me afat të pakufizuar. Afati mund të ndryshohet me vendim të Asamblese së Ortakut.

Shoqeria gëzon statusin e personit juridik shqiptar nga momenti i regjistrimit si e tillë në regjistrin e QKB-se.

Neni 5

Shoqeria "**SYNERGY BUILDING TECHNOLOGY**" sh.p.k. do të ketë si objekt:

Zhvillim aktiviteti në fushën e zhvillimit dhe implementimit të sistemeve inxhinjerie me voltazh të ulët për ndërtesa dhe struktura të zakonshme apo të vecanta.

Zhvillim aktiviteti në fushën e zhvillimit të konceptit, zhvillimit të dokumentacionit përpara projektit dhe gjatë projektit, hartimin e projekt disajnit dhe zbatimin e tij, plotësimin e dokumentacionit të punës.

Zhvillim aktiviteti në fushën e analizës së karakteristikave të pajisjeve dhe kostove të tyre.

Zhvillim aktiviteti në furnizimin e pajisjeve, instalimin, marrja e komisioneve, edukimi dhe mirembajtja.

Zhvillim aktiviteti jashtë vendit si blerja apo shitja e pajisjeve të ndryshme.

Si edhe çdo gjë tjetër që nuk bëhet në kundërshtim me ligjin.

Neni 6

Selia e shoqerise mund te transferohet.

Neni 7

Kur shoqeria pushon veprimtarine e saj, pasi shlyen te gjitha detyrimet qe ka, pjesen e mbetur te kapitalit dhe te te ardhurave e perfitojne ortakët e saj.

Ortakët themelues perballojne humbjet e shoqerise deri ne kufirin e vleres se saj te derdhur ne formimin e kapitalit themeltar. Kapitali baze mund te rritet nga fitimi ne natyre, ose kredi ne leke ose valute qe merret ne Bankat e Shtetit Shqiptar.

Kapitali themeltar per vazhdimin e aktivitetit te shoqerise eshte ne shumen 100.000 (njqind mije) leke, qe i takon ortakeve themelues si me poshte:

Z. Sergei Tomilov zoteron 1 kuote, me vlere 100% te kapitalit.

Fitimet qe do te evidentohen pas miratimit te bilancit vjetor nga Asambleja e Ortakeve pas zbritjes se taksave do te ndahen si vijon:

- Fondi rezerve.
- Shperblimi qe i takon ortakeve themelues.

Neni 8

Shoqeria mund te hyje ne veprimtari te perbashketa me shoqeri te tjera shqiptare ose te huaja edhe kur ato nuk kane objekt aktiviteti ate te shoqerise.


Neni 9

Veprimtaria e shoqerise mund te ushtrohet duke krijuar filiale ose perfaqesi brenda dhe jashte vendit, konform me ligjin shqiptar ose te huaj.

Te drejtat dhe detyrat e Ortakut:

Ortaku gezon keto te drejta kryesore:

Neni 10

- Administrimin e veprimtarise ne perputhje me akt themelimin dhe statutin.
 - Pjesmarrjen ne rezultatet e çdo forme dhe sasi te veprimtarise se shoqerise e parashikuar ne statutin e saj. Ne rastet e mungeses fizike te njerit prej ortakeve, vendimet mund te merren edhe nepermjet mbledhjeve online.
 - Paraqitjen e propozimeve dhe shqyrtimin e tyre nga Mbledhja e Asamblese dhe organet e tjera te shoqerise.
 - Te heqë dore nga shoqeria, heqja dore nga shoqeria nuk e liron ortakun nga detyrimet financiare te marra me pare ndaj shoqerise.
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- Pjesmarrjen ne rezultatet e çdo forme dhe sasië te veprimtarise se shoqerise e parashikuar ne statutin e saj. Ne rastet e mungeses fizike te njerit prej ortakeve, vendimet mund te merren edhe nepermjet mbledhjeve online.
 - Paraqitjen e propozimeve dhe shqyrtimin e tyre nga Mbledhja e Asamblese dhe organet e tjera te shoqerise.
 - Te heqe dore nga shoqeria, heqja dore nga shoqeria nuk e liron ortakun nga detyrimet financiare te marra me pare ndaj shoqerise.
 - Te marri pjese ne organet e shoqerise qe jane ose mund te krijohen nepermjet perfaqesuesit te tij ose vete.
 - Te emeruje dhe te shkarkoje perfaqesuesit e tij, punonjesit, ekspertin kontabel dhe likuidatoret.

Ortaku ka keto detyrime kryesore:

- Te depozitoje kuoten e tij dhe kuoten suplementare ne perputhje me akt themelimin dhe statutin.
- Te marri pjese ne administrimin e shoqerise nepermjet organeve te krijuara nga vete ata.
- Ti japi shoqerise te dhenat e domosdoshme per perpunimin e çdo objekti te vecante lidhur me veprimtarine e saj.
- Te kryeje detyrat per realizimin e objektivave dhe te funksioneve te shoqerise.
- Ka detyrimin nese heq dore nga shoqeria ti njoftojne vendimin e tij asamblese 6 muaj perpara dhe duke ceduar te drejten e zgjedhjes.
- Ti japi shoqerise informatat e nevojshme qe kane te bejne me ecurine e veprimtarise se saj.
- Te kryeje sherbimet e nevojshme per arritjen e objektivave te shoqerise dhe realizimin e funksioneve te saj.

ADMINISTRIMI

Organi vendimor i shoqerise eshte Asambleja e Ortakut.

Neni 11

Administratori

Veprimtaria operative e shoqerise drejtohet nga Administratori i saj i Pergjithshem. Administrator i shoqerise do te jete:

1. Z. Sergei TOMILOV, i biri i Boris, i dtl. 24.08.1961, lindur në Rusi dhe banues në Durrës, rr "pavaresia", L.13, Plazh madhor, me zotësi të plotë juridike dhe për të vepruar, identifikuar nga pasaporta me numer 76 8506375 i cili ne te njejten kohe ka edhe funksionin e perfaqesimit te shoqerise me te tretet ne gjithe veprimtarine e saj.

Administratori emerohet per nje kohezgjatje prej 5 (pese) vjetesh financiare.

Me miratimin e ortakeve mund te emerohen administratore dhe perfaqesues te tjere te shoqerise. Administratoret emerohen per nje kohezgjatje prej 5 (pese) vjetesh financiare me perjashtim te rasteve te doreheqjes ose shkarkimit te parakohshem. Administratori ka te gjitha kompetencat per te kryer te gjitha veprimet ne interes te shoqerise dhe ne emer te saj nepermjet akteve qe jane ne perputhje me objektin e veprimtarise se shoqerise me perjashtim



te atyre kompetencave qe ligji nuk i njeh. Administratori eshte pergjegjes individualisht ndaj shoqerise apo te treteve per shkelje te ligjeve, per shkelje te statutit apo per faj te tij gjate administrimit te shoqerise.

Neni 12

Mbyllja e Shoqerise

Veprimtaria e shoqerise pushon me propozimin e bere nga ortaku, kur gjate dy vjeteve nuk rezulton rentabel si dhe te gjitha rastet qe parashikohen ne dokumentet e krijimit te shoqerise.

Shoqeria shperndahet ne forme riorganizimi ose likujdimi.

Neni 13

Kur shoqeria likujdohet

Asambleja e ortakut emeron likujdatorin, dhe shoqeria i jep fund veprimtarise se saj ne castin e miratimit te ketij bilanci te likujdimit. Komisioni i Likujdimit perbehet nga nje ose tre antare. Pasurite qe jane vene ne dispozicion te shoqerise me te drejte shfrytezimi, shiten ne vartesi te shkalles se konsumit te tyre. Mjetet financiare te fituara si rezultat i veprimtarise se shoqerise e te fililave te saj dhe fondet financiare ndahen ndermjet ortakeve ne perpjestim me kuotat e vena, pasi te jene bere pagesat per kreditorët.

Neni 14

Kur pushon veprimtaria e nje filiali, per efekte te riorganizimit te tij, afatet e pushimit caktohen nga Asambleja e Ortakut.

Likujdimi i filialeve behet njelloj si per shoqerine.

Mjetet financiare te fituara si rezultat i veprimtarise se filialit te likujduar dhe fondet e tij financiare vihen ne dispozicion te shoqerise pasi tu jene bere pagesat likujdatoreve.

Dispozita te hollesishme mbi organizimin e kesaj shoqerie percaktohen ne statutin e saj.

ORTAKET THEMELUES TE SHOQERISE

SERGEI TOMILOV



Sergei Tomilov