REPUBLIKA E SHQIPËRISË
DHOMA KOMBËTARE E NOTERISË

DEGA VENDORE GJIROKASTËR

NOTER BUJAR XHAXHO
ADRESA LAGJIA 18 SHTATORI, RR. 18 SHTATORI, PALL. 9-KATESH PERBALLE GJYKATES SE PARE GJIROKASTER
TEL: 0692344235

VERTETIM NENSHKRIMI

(STATUTI)

Nr. repertori: 540

Gjirokaster më 21/05/2020

Ligjet referuese:

1.Ligji nr. 7850, datë 29/07/1994 "Kodi Civil i Republikës së Shqipërisë", i ndryshuar

2.Ligji nr. 9887, date 10/03/2008 "Për mbrojtjen e të dhënave personale", i ndryshuar

3.Ligji nr. 110, datë 20/12/2018 "Për Noterinë"

V2020024040020189813

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VËRTETIM NËNSHKRIMI

Sot, më datë 21.05.2020, para meje Noter BUJAR XHAXHO, anëtar në Dhomën Kombëtare të Noterisë, Dega Vendore GJIROKASTËR , me zyrë në adresën GJIROKASTER, LAGJIA 18 SHTATORI, RR. 18 SHTATORI, PALL. 9-KATESH PERBALLE GJYKATES SE PARE GJIROKASTER, u paraqit personalisht:

NËNSHKRUES/IT:
STAMATIS Ganotakis, atësia VASILEIOS, amësia Fusha_MemesiPale, shtetas Shqiptar, lindur në RHODES,GREQI dhe banues në Fusha_QytetPale, me adresë IALYSSOS,GREQI, lindur më 02/09/1960, gjendja civile "Fusha_GjendjaCivile", madhor, me zotësi të plotë juridike për të vepruar, për identitetin e të cilit u garantova me Njohje Personale nr. Fusha_NumriILeternjoftimit dhe nr. personal ae446025 , .

NËNSHKRUES/IT:
GEORGIOS PAPADOPOULOS, atësia DIMITRIS, amësia Fusha MemesiPale, shtetas Shqiptar, lindur në AIDONOXORI,KARDITSAS,GREQI dhe banues në Fusha_QytetPale, me adresë ATHINE,GREQI, lindur më 29/03/1951, gjendja civile "Fusha_GjendjaCivile", madhor, me zotësi të plotë juridike për të vepruar, për identitetin e të cilit u garantova me Njohje Personale nr. Fusha_NumriILeternjoftimit dhe nr. personal AN634863 , .

Personat e mësipërm, në vullnet të lirë dhe të plotë, u paraqitën dhe nënshkruan përpara meje Noterit, "STATUTI I SHOQERISE ME PERGJEGJESI TE KUFIZUAR "HIGH CONNECT PLUS"L.L.C, bashkëlidhur.

Ne prezencen time noterit dhe perkthyesve te licensuar nga Ministria e Drejtesise Thanas Suxho(perkthyes i gjuhes greke) dhe Faik Xhaxho(perkthyes i gjuhes angleze), palet e lartepermendura nenshkruan kete statut.

Unë Noteri, pasi verifikova identitetin e personave të sipërcituar, nëpërmjet mjeteve të identifikimit në përputhje të plotë me nenin 62, pika 1, gërma "ë", si dhe nenit 128 të ligjit nr. 110/2018 *"Për Noterinë"*, dhe Udhëzimit të Ministrisë së Drejtësisë nr. 6291, datë 17.08.2005; vërtetoj nënshkrimin e tyre.

Në zbatim të ligjit nr. 9887, datë 10.03.2008 "Për mbrojtjen e të dhënave Personale", unë noteri deklaroj se do të ruaj dhe përpunoj të dhënat personale të subjektit të këtij veprimi në mënyrë të drejtë dhe të ligjshme.

NOTER
BUJAR XHAXHO

STATUTI
I
SHOQËRISË ME PËRGJEGJËSI TË KUFIZUAR
"HIGH CONNECT PLUS" L.L.C

Sot më datë 21 May 2020 , duke u bazuar në Ligjin Nr.9901, datë 14.04.2008, "Për tregtarët dhe shoqëritë tregtare" i ndryshuar, si dhe në Ligjin Nr.9723, datë 03.05.2007 "Për Qëndrën Kombëtare të Rregjistrimit" i ndryshuar, në të nënshkruarit shprehim vullnetin tonë të lirë dhe të plotë, për të nënshkruar këtë statut me qëllim krijimin e shoqërisë **"HIGH CONNECT PLUS" L.L.C**" si më poshtë vijon;

KREU I
Themelimi, Emri, Objekti, Kohëzgjatja, Selia

NENI 1
Data e Themelimit, Emri dhe Themeluesit

1.1 Sot, në datë 21 May 2020, Ne, themeluesit, kemi krijuar një shoqëri me përgjegjësi të kufizuar me emrin **"HIGH CONNECT PLUS" L.L.C**

1.2 Themeluesit e shoqërisë janë :

I. ***Ganotakis Stamatis*** *i biri i Vasileios, i datëlindjes 02.09.1960 lindur Rhodes dhe banues në Ialyssos, në adresën Rr." Ferenikis 14, Rhodes, Greqi, mbajtës i kartës së identitetit me ID nr. AE 446025 me shtetësi Greke.*

II. ***Papadopoulos Georgios****, i biri i Dimitris i datëlindjes 29.03.1951, lindur Aidonoxori Karditsas dhe banues në adresën Rr." Nikitara 7, Ilioupoli në Athinë, mbajtës i kartës së identitetit me ID nr. AN634863 me shtetësi Greke.*

1.3 Të cilët kanë vendosur krijimin e shoqërisë dhe miratimin e statutit të ri të shoqërisë në bazë të legjislacionit në fuqi të Republikës së Shqipërisë veçanërisht sipas Ligjit 9901 dt 14.04.2008, "Për Tregtarët dhe Shoqëritë Tregtare" i ndryshuar dhe si person juridik të zhvillojnë aktivitetin në përputhje me legjislacionin në fuqi dhe me normat e këtij statuti. Ky statut hyn në fuqi pas regjistrimit në Qendrën Kombëtare të Regjistrimit.

NENI 2
Objekti

2.1 Shoqëria do të kryejë aktivitetin e mëposhtëm :

i. Ne fushen e hotelerise, turizmit, shitje / blerje biletash avioni, trageti, autobusi dhe/apo te mjeteve te ndryshme te organizimit e formave te udhetimeve turistike, udhetime pune etj.

ii. Shitje / blerje te paketave turistike, evenimenteve zyrtare dhe jo-zyrtare, organizim konferencash, seminaresh.

iii. Udhetime Turistike me grupe te organizuara brenda dhe jashte vendit.

iv. Shitje / blerje biletash per evente sportive dhe evenimente te ndryshme kulturore dhe artistike..

v. Organizim turesh brenda dhe jashte vendit. Pushime dhe udhetime me kroeçiera.

vi. Shoqeria bashkepunon me agjenci te tjera turistike, udhetimi, shoqeri transportesh, vendase dhe / apo te huaja, hotele, resorte, restorante, individe, familje etj, siguracion shendeti ne udhetim qe kane objekt veprimtarie te njejte me te apo qe lidhen me objektin e saj te veprimtarise.

vii. Pranimin dhe dërgimin e bagazheve nga çdo udhëtar i huaj ose vendas që e kërkon atë.

viii. Marrja në menaxhim të pagesave apo komisoneve për llogari të firmave vendase dhe të huaja.

ix. Shoqeria organizon ture te ndryshme te permasave te ndryshme ne pjesemarrje, objektiv udhetimi, qellime udhetimi. etj, te ndryshme, brenda dhe jashte vendit, ne perputhje me legjislacionin e Republiken e Shqiperise dhe ate nderkombetar.

x. Shitje te produkteve te agjensise (bileta avioni, bileta autobusi, makina me qera, transferta, eskursione, rezervime apartamentesh dhe hotelesh, udhetime turistike, bileta eventesh koncerte, sport, etj) do të realizohen ne platformat e rezervimit ONLINE të shoqërisë website: http://www.highconnect.gr/

xi. Shoqeria do te kryeje aktivitet ne fushen e promovimit te turizmit vendas e te huaj, bashkepunim me agjenci, persona juridike, fizike, individe, institucione te ndryshme shteterore / publike / private, etj;

xii. Për të arritur objektivat e saj, Kompania mund të marrë pjesë, të asociojë, të bashkëpunojë me kompani, ndërmarrje të përbashkëta dhe përgjithësisht persona juridikë ose fizikë, vendas ose të huaj, në procedura prokurimi publik (tendera) te organizuara nga institucione shteterore, ligjin publik ose privat, duke ndjekur të njëjtin qëllim ose të ngjashëm.

NENI 3
Kohëzgjatja

3.1 Kohëzgjatja e shoqërisë do të jetë me një afat të pa caktuar , duke filluar nga data e rregjistrimit në Qendrën Kombëtare të Regjistrimit, me përjashtim të rastit të mbarimit të saj sipas kushteve të parashikuara në ligj ose me vendim të ortakëve të shoqërisë.

NENI 4
Selia

4.1 Selia e shoqërisë ndodhet ne adresën: Rruga Muhamet Gjollesha, Godina Nr. 2, Hyrja 2, Apartamenti 12

4.2 Adresa e faqes së internetit të shoqërisë është :

Website : http://www.highconnect.gr/

4.3 Adresa e shoqërisë për qëllime komunikimi elektronik është si vijon:

Email : stamatis.sg@gmail.com ; besnik.strati@gmail.com

KREU II
Neni 5

Kapitali themeltar

5.1 Kapitali themeltar fillestar i shoqërisë është *100.000,00 (Njëqind mijë) Lekë* (**sipas ligjit kapitali nuk mund të jetë më i vogël se 100 lekë**). Pjesëmarrja e themeluesve në kapitalin e shoqërisë është në përputhje me kontributet e tyre të mëposhtme:

1. ***Ortaku themelues Ganotakis Stamatis: Zotërues i 1 (një) kuotë me vlerë të përgjithshme 97.000 Lekë që përben 97% të kapitalit themeltar të shoqërisë.***
2. ***Ortaku themelues Papadopoulos Georgios: Zotërues i 1 (një) kuotë me vlerë të përgjithshme 3.000 Lekë që përben 3 % të kapitalit themeltar të shoqërisë.***

5.2 Kontributi i ortakëve mund të jetë në para ose në natyrë (pasuri të luajtshme/të paluajtshme apo të drejta)

NENI 6

Zmadhimi dhe zvogëlimi i kapitalit

6.1 Kapitali i shoqërise mund të zmadhohet nëpërmjet nënshkrimeve të pjesëve të kapitalit themeltar për kontributet në para dhe me anë të kontributeve në natyrë, nëpërmjet emërimit të një eksperti te autorizuar dhe licensuar per keto kontribute me vendim asambleje të shoqëerisë sipas kërkesës së administratorit.

6.2 Në asnjë rast shumica nuk mund të detyrojë një ortak për të rritur angazhimin e tij në kapitalin themeltar të shoqërisë.

6.3 Zvogëlimi i kapitalit lejohet nga asambleja e ortakëve, e cila merr vendim në të njëjtat kushte që kërkohen për ndryshimin e statutit , vendimet merrën me 2/3 e kuotave pjesëmarrëse

6.4 Në të gjitha rastet zvogëlimi i prek ortakët në të njëjtën masë ndaj pjesëve të kapitalit që përfaqësojnë.

Neni 7

Transferimi i kapitalit

7.1 Kuotat e kapitalit të një shoqërie me përgjegjësi të kufizuar e të drejtat që rrjedhin prej tyre mund të fitohen apo kalohen nëpërmjet:

a) kontributit në kapitalin e shoqërisë;

b) shitblerjes;

c) trashëgimisë;

ç) dhurimit;

d) çdo mënyre tjetër të parashikuar me ligj.

7.2 Pjesët e kapitalit themeltar janë lirisht të transferueshme ndërmjet ortakëve, ndërsa për persona të tjerë jashtë shoqërisë do të funksionojë e drejta e parablerjes, për sa nuk parashikohet ndryshe ne statut.

7.3 Pjesët e kapitalit themeltar janë lirisht të transferueshme me rrugë trashëgimie.

KREU III

ORGANET VENDIMMARRESE DHE DREJTUESE

Neni 8
Organi Vendimmarres

8.1 Asambleja e Ortakeve është organi i vetëm vendimmarres i shoqërisë.

8.2 Asambleja e Ortakeve është organi i vetëm vendimmarres i shoqërisë që miraton cdo ndryshim të statutit sipas modaliteteve të përcaktuara në ligj.

8.3 Asambleja e përgjithshme e ortakeve është përgjegjëse për marrjen e vendimeve për shoqërinë për çështjet e mëposhtme:

a) përcaktimin e politikave tregtare të shoqërisë;

b) ndryshimet e statutit;

c) emërimin e shkarkimin e administratorëve;

ç) emërimin e shkarkimin i likuiduesve dhe të ekspertëve kontabël të autorizuar;

d) përcaktimin e shpërblimeve për personat e përmendur në shkronjat "c" dhe "ç" të kësaj pike;

dh) mbikëqyrjen e zbatimit të politikave tregtare nga administratorët, përfshirë përgatitjen e pasqyrave financiare vjetore dhe të raporteve të ecurisë se veprimtarisë;

e) miratimin e pasqyrave financiare vjetore dhe të raporteve të ecurisë së veprimtarisë;

ë) zmadhimin dhe zvogëlimin e kapitalit;

f) pjesëtimin e kuotave dhe anulimin e tyre;

g) përfaqësimin e shoqërisë në gjykatë dhe në procedimet e tjera ndaj administratorëve;

gj) riorganizimin dhe prishjen e shoqërisë;

h) miratimin e rregullave procedurale të mbledhjeve të asamblesë;

i) çështje të tjera të parashikuara nga ligji apo statuti.

8.4 Ortaku mund të përfaqësohet në asamblenë e përgjithshme, në bazë të një autorizimi nga një ortak tjetër apo nga një person i tretë.

8.5 Administratori i shoqërisë nuk mund të veprojnë si përfaqësues i ortakëve në asamblenë e përgjithshme.

8.6 Autorizimi mund të jepet vetëm për një mbledhje të asamblesë së përgjithshme, e cila përfshin edhe mbledhjet vijuese me të njëjtin rend dite.

Neni 9
Mënyra e thirrjes se mbledhjes se Asamblese se Pergjithshme

9.1 Asambleja e përgjithshme thirret nëpërmjet një njoftimi me shkresë ose, nëse parashikohet nga statuti, me njoftim nëpërmjet postës elektronike. Njoftimi me shkresë apo me mesazh elektronik duhet të përmbajë vendin, datën, orën e mbledhjes dhe rendin e ditës e t'u dërgohet të gjithë ortakëve, jo më vonë se 7 ditë përpara datës së parashikuar për mbledhjen e asamblesë.

9.2 Kur asambleja e përgjithshme nuk është thirrur sipas pikës 1 të këtij neni, ajo mund të marrë vendime të vlefshme vetëm nëse të gjithë ortakët janë dakord, për të marrë vendime, pavarësisht parregullsisë.

Neni 10
Kuorumi

10.1 Në rastin e marrjes së vendimeve, që kërkojnë një shumicë të zakonshme, asambleja e përgjithshme mund të marrë vendime të vlefshme vetëm nëse marrin pjesë ortakët me të drejtë vote, që zotërojnë më shumë se 30 për qind të kuotave.

10.2 Në rastin kur asambleja e përgjithshme duhet të vendosë për çështje, të cilat kërkojnë shumicë të kualifikuar sipas nenit 87 të ligjit " Per Tregtaret dhe Shoqerite Tregtare ", ajo mund të marrë vendime të vlefshme vetëm, nëse ortakët që zotërojnë më shumë se gjysmën e numrit total të votave, janë të pranishëm personalisht, votojnë me shkresë, apo mjete elektronike, sipas parashikimeve të pikës 3 të nenit 88 të këtij ligji.

10.3 Nëse asambleja e përgjithshme nuk mund të mblidhet për shkak të mungesës së kuorumit të përmendur me lart, asambleja mblidhet përsëri jo më vonë se 30 ditë, me të njëjtin rend dite.

Neni 11
Marrja e vendimeve

11.1 Asambleja e përgjithshme vendos me tri të katërtat e votave të zotëruesve të kapitalit, të ortakëve pjesëmarrës, për ndryshimin e statutit, zmadhimin ose zvogëlimin e kapitalit të regjistruar, shpërndarjen e fitimeve, riorganizimin dhe prishjen e shoqërisë.

11.2 Asambleja e përgjithshme vendos me shumicën e votave të ortakëve pjesëmarrës, për çështje te tjera si :

a) përcaktimi i politikave tregtare të shoqërisë;

b) emërimin dhe shkarkimin e administratorëve;

c) emërimin e shkarkimin i likuiduesve dhe të ekspertëve kontabël të autorizuar;

ç) përcaktimin e shpërblimeve

d) mbikëqyrjen e zbatimit të politikave tregtare nga administratorët, përfshirë përgatitjen e pasqyrave financiare vjetore dhe të raporteve të ecurisë se veprimtarisë;

e) përfaqësimin e shoqërisë në gjykatë dhe në procedimet e tjera ndaj administratorëve;

f) miratimin e rregullave procedurale të mbledhjeve të asamblesë;

Cdo ndryshim statuti duhet te depozitohet prane QKB per te pasyqruar ndryshimet ne skeden e shoqerise.

Neni 12
Përjashtimi nga e drejta e votës

12.1 Ortaku nuk mund të ushtrojë të drejtën e votës nëse asambleja e përgjithshme merr vendim për:

a) vlerësimin e veprimtarisë së tij;
b) shuarjen e ndonjë detyrimi në ngarkim të tij;
c) ngritjen e një padie ndaj tij nga shoqëria;
ç) dhënien ose jo të përfitimeve të reja.

12.1 Kur ortaku përfaqësohet nga një përfaqësues i autorizuar, i autorizuari vlerësohet të jetë në të njëjtin konflikt interesi, ashtu si dhe ortaku, të cilin përfaqëson.

Neni 13
Administrimi

13.1 Asambleja e përgjithshme emëron një ose më shumë persona fizikë si administratorë të shoqërisë.
13.2 Afati i emërimit, eshte 5 vjet, me të drejtë ripërtëritjeje. Emërimi i administratorëve prodhon efekte pas regjistrimit në Qendrën Kombëtare të Regjistrimit.
13.3 Administratorët e një shoqërie tregtare mëmë, sipas përcaktimit të nenit 207 të këtij ligji, nuk mund të emërohen si administratorë të një shoqërie të kontrolluar e anasjelltas. Çdo emërim i bërë në kundërshtim me këto dispozita është i pavlefshëm.
13.4 Personat e mëposhtëm caktohen si bashkë Administratorët e parë të shoqërisë të cilë do të veprojnë të dy së bashku ose veç e veç. Personat e mëposhtëm të identifikuar ;

I. **Ganotakis Stamatis** i biri i Vasileios, i datëlindjes 02.09.1960 lindur Rhodes dhe banues në Ialyssos, në adresën Rr.“ Ferenikis 14, Rhodes, Greqi, mbajtës i kartës së identitetit me ID nr. AE 446025 me shtetësi Greke.

a. **Specimeti Firmës ….**

II. **Besnik Strati**, i biri i Enverit i datëlindjes 02.07.1967, lindur Fier dhe banues në adresën Rr.“ Medar Shtylla, Kulla Tirhino, H.15, Ap.13, Tiranë, mbajtës i kartës së identitetit me ID nr. G70702065L me shtetësi Shqiptare.

a. **Specimeti Firmës**

Neni 14
Kompetencat e Administratorëve

14.1 Administratorët kanë të drejtë e detyrohen të:

a) kryejnë të gjitha veprimet e administrimit të veprimtarisë tregtare të shoqërisë, duke zbatuar politikat tregtare, të vendosura nga asambleja e përgjithshme;

b) përfaqësojnë shoqërinë tregtare;

c) kujdesen për mbajtjen e saktë e të rregullt të dokumenteve dhe të librave kontabël të shoqërisë;

ç) përgatisin dhe nënshkruajnë bilancin vjetor, bilancin e konsoliduar dhe raportin e ecurisë së veprimtarisë dhe, së bashku me propozimet për shpërndarjen e fitimeve, i paraqesin këto dokumente përpara asamblesë së përgjithshme për miratim;

d) krijojnë një 7renda paralajmërimi në kohën e duhur për rrethanat, që kërcënojnë mbarëvajtjen e veprimtarisë dhe ekzistencën e shoqërisë;

dh) kryejnë regjistrimet dhe dërgojnë të dhënat e detyrueshme të shoqërisë, siç parashikohet në ligjin për Qendrën Kombëtare të Regjistrimit;

e) raportojnë përpara asamblesë së përgjithshme në lidhje me zbatimin e politikave tregtare dhe me realizimin e veprimeve të posaçme me rëndësi të veçantë për veprimtarinë e shoqërisë tregtare;

ë) kryejnë detyra të tjera të përcaktuara në ligj dhe në statut.

14.2 Administratoret jane të detyruar të therasin Asamblenë e Përgjitheshme, në rastet kur:

- sipas bilancit vjetor apo raporteve të ndërmjetme financiare, rezulton ose ekziston rreziku që aktivet e shoqërisë nuk i mbulojnë detyrimet e kërkueshme 7renda 3 muajve në vazhdim.
- shoqëria propozon të shesë apo të disponojë në mënyrë tjetër 7renda, të cilat kanë një vlerë më të lartë se 5 për qind të aseteve të shoqërisë, që rezulton në pasqyrat e fundit financiare të certifikuara.
- shoqëria, 7renda 2 viteve të para pas regjistrimit të saj, propozon të blejë nga një ortak pasuri, që kanë vlerë më të lartë se 5 për qind të aseteve të shoqërisë, që rezulton në pasqyrat e fundit financiare të certifikuara.

14.3 Nëse asambleja e përgjithshme emëron më shumë se një administrator, ata e administrojnë bashkërisht shoqërinë.

14.4 Asambleja e përgjithshme mund të shkarkojë administratorin në çdo kohë me shumicë të zakonshme. Paditë, që lidhen me shpërblimin e administratorit, në bazë të marrëdhënieve kontraktore me shoqërinë, rregullohen sipas dispozitave ligjore në fuqi.

Neni 15
Përgjegjësitë e Administratorit

15.1 Administratori eshte përgjegjës individualisht, ndaj shoqërisë ose ndaj të tretëve, për shkelje të ligjeve, për shkelje të statutit, apo për faje të kryera gjatë administrimit të shoqërisë.

15.2 Pasojat e marrëveshjeve të pamiratuara nga asambleja që i sjellin dëm shoqërisë, i ngarkohen administratorit dhe ortakut që ka bërë marrëveshjen, për të përballuar në mënyrë individuale ose solidarisht sipas rastit pasojat përkatëse.

15.3 Përveç sa është parashikuar në dispozitat e përgjithshme të detyrimit të besnikërisë, sipas neneve 14, 15, 17 e 18 të ligjit "Per Tregtaret dhe Shoqerite Tregtare", administratori detyrohet:

a) të kryejë detyrat e tij te përcaktuara në ligj dhe në statut në mirëbesim e në interesin më të mirë të shoqërisë në tërësi, duke i kushtuar vëmendje të veçantë ndikimit të veprimtarisë së shoqërisë në mjedis;

b) të ushtrojë kompetencat që i njihen në ligj dhe në statut vetëm për arritjen e qëllimeve të përcaktuara në ~~këto~~ dispozita;

c) të vlerësojë me përgjegjësi çështjet, për të cilat merret vendim;

ç) të parandalojë dhe mënjanojë rastet e konfliktit, prezent apo të mundshëm, të interesave personalë me ata të shoqërisë;

d) të ushtrojë detyrat e tij me profesionalizmin dhe kujdesin e nevojshëm.

15.4 Administratori, gjatë kryerjes së detyrave të tij, përgjigjen ndaj shoqërisë për çdo veprim ose mosveprim, që lidhet në mënyrë të arsyeshme me qëllimet e shoqërisë tregtare, me përjashtim të rasteve kur, në bazë të hetimit dhe vlerësimit të informacioneve përkatëse, veprimi ose mosveprimi është kryer në mirëbesim.

15.5 Nëse administratori vepron në kundërshtim me detyrat dhe shkel standardet profesionale, sipas pikave 1 e 2 të këtij neni, eshte i detyruar t'i dëmshpërblejë shoqërisë dëmet, që rrjedhin nga kryerja e shkeljes, si dhe t'i kalojë çdo fitim personal që ata apo personat e lidhur me ta kanë realizuar nga këto veprime të parregullta. Administratori ka barrën e provës për të vërtetuar kryerjen e detyrave të tyre në mënyrë të rregullt e sipas standardeve të kërkuara. Kur shkelja është kryer nga më shumë se një administrator, ata përgjigjen ndaj shoqërisë në mënyrë solidare.

15.6 Në mënyrë të veçantë, por pa u kufizuar në to, administratori eshte i detyruar t'i dëmshpërblejë shoqërisë dëmet e shkaktuara, nëse, në kundërshtim me dispozitat e ligjit „ Per Tregtaret dhe Shoqerite Tregtare , kryen veprimet e mëposhtme:

a) u kthen ortakëve kontributet;

b) u paguan ortakëve interesa apo dividendë;

c) u shpërndan aktivet shoqërisë;

ç) lejon që shoqëria të vazhdojë veprimtarinë tregtare, kur, në bazë të gjendjes financiare, duhej të parashikohej që shoqëria nuk do të kishte aftësi paguese për të shlyer detyrimet;

d) jep kredi.

15.7 Përveç padisë për shlyerjen e dëmit që i ngarkohet personalisht administratorit, ortakët individualisht ose se bashku, kanë të drejtë të ngrenë padi penale kundër administratorit

15.8 Paditësit kanë të drejtë të ndjekin në rrugë ligjore shlyerjen e plotë të dëmit që i është shkaktuar shoqërisë, përfshirë edhe dëmshpërblimin financiar, nëse është e nevojshme. Asnjë vendim i asamblesë nuk mund të ndalojë ngritjen e kërkesë padisë kundër administratorit për gabimet e kryera prej tij gjatë ushtrimit të detyrës.

KREU IV
Viti financiar-ekspertet

Neni 16

Viti Financiar

16. Viti financiar i Shoqerise fillon me 1 Janar dhe perfundon me 31 Dhjetor. Perjashtimisht, viti i pare financiar fillon nga data e regjistrimit te shoqerise ne Qendren Kombetare te Regjistrimit dhe mbyllet me 31 Dhjetor.

Neni 17

Ekspertet

17.1 Eksperti ka per detyre qe të kontrolloje të gjithe dokumentacionin kontabel të veprimtarise ekonomiko tregtare të shoqerise, ate gjithevjetor dhe ate ne lidhje me kontrollet periodike të ushtruara prej tij per rastet kur ai eshte ngarkuar dhe ka kryer nje gje të tille i ngarkuar nga ana e ortakeve.

17.2 Ne perfundim të kontrollit eksperti kontabel i autorizuar pergatit raportin me shkrim per nxjerrjen e rezultatit të bilancit financiar vjetor si dhe per ate per kontrollet periodike të ushtruara, të cilat eshte i detyruar qe t'ja paraqese e dorezoje ne kohe ortakeve per t'i shqyrtuar e miratuar mbi bazen e të drejtes vendimore qe ka.

Kreu V
Prishja –riorganizimi i shoqërisë

Neni 18
Prishja dhe likuidimi

18.1 Shperndarja ose prishja e shoqerise mund të behet ne cdo kohe :

a) kur mbaron kohëzgjatja e parashikuar në themelimin e saj;

b) me vendim të Asamblese se Ortakeve;

c) me hapjen e procedurave të falimentimit;

ç) nëse nuk ka kryer veprimtari tregtare për dy vjet dhe nuk është njoftuar pezullimi i veprimtarisë në përputhje me pikën 3 të nenit 43 të ligjit nr.9723, datë 3.5.2007 "Për Qendrën Kombëtare të Biznesit";

d) me vendim të gjykatës;

18.2 Ne kete rast Ortaket merrin vendim me shkrim ne të cilin parashikojne menyren e likuidimit të shoqerise, duke caktuar 1 apo disa likuidatore dhe shenuar ne cdo dokument të nxjerre prej tij emrin e likuidatorit dhe emertesen shtese " Shoqeri ne likuidim e siper ".

18.3 Prishja e shoqërive tregtare ka si pasojë hapjen e procedurave të likuidimit në gjendjen e aftësisë paguese, me përjashtim të rasteve kur është nisur një procedurë falimentimi.

18.4 Likuidimi kryhet nga likuiduesit e emëruar nga Ortaket me vendim asambleje

18.5 Nëse Ortaket nuk merrin një vendim për emërimin e likuiduesve, brenda 30 ditëve pas prishjes, çdo person i interesuar mund t'i drejtohet gjykatës, për të caktuar një likuidues.

Neni 19
Riorganizmi i shoqërisë bashkimi-ndarja

19.1 Shoqëria mund të ndahet, bashkohet sipas Vedimit të Mbledhjes së Përgjithshme të Asamblesë së Ortakëve, në përputhje me dispozitat ligjore të parashikuara në Pjesën IX të Ligjit 9901 datë 14.04.2012 "Për tregtarët dhe shoqëritë tregtare."

Neni 20

Baza Ligjore

20.1 Shoqeria do te zhvilloje aktivitetin e tij ne perputhje te plote me kete statut dhe dispozitat e legjislacionit shqiptar.

20.2 Per sa nuk parashikohet ne kete statut, do te zbatohen dispozitat e ligjit "Per tregtaret dhe shoqerite tregtare", Kodit Civil dhe çfaredo ligji tjeter specifik ne Republiken e Shqiperise.

Neni 21

Mosmarrëveshjet

21.1 Per mosmarreveshjet qe mund te lindin ne lidhje me zbatimin apo interpretimin e ketij statuti, si dhe per çdo mosmarreveshje qe mund te linde midis Shoqerise dhe te treteve, do te jete kompetente Gjykata Shqiptar.

O R T A K Ë T

E SHOQËRISE ME PËRGJEGJËSI TË KUFIZUAR

"HIGH CONNECT PLUS" L.L.C

Ganotakis Stamatis	Papadopoulos Georgios

ΚΑΤΑΣΤΑΤΙΚΟ ΕΤΑΙΡΙΑΣ ΠΕΡΙΟΡΙΣΜΕΝΗΣ ΕΥΘΥΝΗΣ

"HIGH CONNECT PLUS" L.L.C

Σήμερα, ημερομηνία 1 Μαΐου 2020, βάσει του νόμου αριθ. 9901, με ημερομηνία 14.04.2008, τροποποιήθηκε ο νόμος "Περί εμπόρων και επιχειρήσεων", καθώς και ο νόμος αριθ .9723, με ημερομηνία 03.05.2007 "Τροποποιήθηκε το εθνικό κέντρο εγγραφής" , στον υπογεγραμμένο εκφράστε την ελεύθερη και πλήρη βούλησή μας να υπογράψουμε αυτό το καταστατικό με σκοπό τη δημιουργία της εταιρείας "HIGH CONNECT PLUS" LLC ως εξής.

ΚΕΦΑΛΑΙΟ Ι

Σχηματισμός, όνομα, αντικείμενο, διάρκεια και νομική έδρα

Άρθρο 1

Ημερομηνία ίδρυσης, όνομα και ιδρυτές

1.1 Σήμερα την 1η Μαΐου 2020, εμείς οι ιδρυτές, ιδρύσαμε μια εταιρεία περιορισμένης ευθύνης με την επωνυμία "HIGH CONNECT PLUS" L.L.C

1.2 Οι ιδρυτές της εταιρείας είναι (επώνυμα, ονόματα ή η μορφή και το νομικό όνομα της εταιρείας, διευθύνσεις ή νομικές έδρες και ο τόπος εγγραφής):

I. Κ. Γανωτάκης Σταμάτης, γιος του Βασιλείου, γεννήθηκε στις 02.09.1960, γεννημένος στη Ρόδο, Ελλάδα και κάτοικος Ιαλυσού, Ρόδος, διεύθυνση Διεύθυνση Ferenikis 14, κάτοχος ταυτότητας χωρίς προσωπικό ΑΕ 446025, ενήλικας με πλήρη νομική ικανότητα να ενεργήσει.

II. Ο κ. Παπαδόπουλος Γεώργιος, γιος του Δημήτρη, γεννημένος στις 29.03.1951, γεννήθηκε στο Αιδωνοχώρι Καρδίτσας και κατοικούσε στην Αθήνα, στη διεύθυνση Νικητάρα 7, Ηλιούπολη, κάτοχος ταυτότητας χωρίς προσωπικό ενήλικο ΑΝ634863 με πλήρη νομική ικανότητα να ενεργήσει.

1.3 Ποιοι αποφάσισαν να ιδρύσουν εταιρεία και να υιοθετήσουν το νέο καταστατικό της εταιρείας βάσει της ισχύουσας νομοθεσίας στη Δημοκρατία της Αλβανίας, σύμφωνα με το νόμο 9901 της 14.04.2008, "περί επιχειρηματιών και εμπορικών εταιρειών", όπως τροποποιήθηκε και ως νομικό οντότητα για τη διεξαγωγή της λειτουργίας σύμφωνα με το νόμο NW force και τα ναύλα.

1.4 Αυτό το καταστατικό τίθεται σε ισχύ κατά την εγγραφή στο Εθνικό Επιχειρηματικό Κέντρο.

Άρθρο 2

Αντικείμενο

ΚΑΤΑΣΤΑΤΙΚΟ
"HIGH CONNECT PLUS" L.L.C

2.1 Η εταιρεία θα ασκήσει τη δραστηριότητα ως εξής (μόνο εάν έχει καθοριστεί)

Εγώ. Στον τομέα του ξενοδοχείου, του τουρισμού, πώλησης / αγοράς αεροπορικών εισιτηρίων, πορθμείων, λεωφορείων και / ή διαφόρων μέσων οργάνωσης μορφών τουριστικών ταξιδιών, επαγγελματικών ταξιδιών κ.λπ.

ii. Πώληση / αγορά τουριστικών πακέτων, επίσημων και μη επίσημων εκδηλώσεων, διοργάνωση συνεδρίων, σεμιναρίων.

iii. Τουριστικά ταξίδια με ομάδες οργανωμένες στο εσωτερικό και στο εξωτερικό.

iv. Πώληση / αγορά εισιτηρίων για αθλητικές εκδηλώσεις και διάφορες πολιτιστικές και καλλιτεχνικές εκδηλώσεις ..

v. Διοργάνωση εκδρομών εντός και εκτός της χώρας. Διακοπές και κρουαζιέρες.

vi. Η εταιρεία συνεργάζεται με άλλα ταξιδιωτικά γραφεία, ταξιδιωτικά, μεταφορικά, εγχώρια ή / και ξένα, ξενοδοχεία, θέρετρα, εστιατόρια, άτομα, οικογένειες κ.λπ., ταξιδιωτική ασφάλιση υγείας που έχει την ίδια δραστηριότητα ή σχετίζεται με το αντικείμενο της δραστηριότητάς της.

vii. Παραλαβή και παράδοση αποσκευών από οποιονδήποτε ξένο ή εγχώριο ταξιδιώτη που το ζητά

viii. Ανάληψη διαχείρισης για την προμήθεια πληρωμών και εισπράξεων για λογαριασμό εγχώριων και ξένων εταιρειών.

ix. Η εταιρεία διοργανώνει διάφορες περιηγήσεις διαφόρων μεγεθών σε συμμετοχή, ταξιδιωτικούς στόχους, ταξιδιωτικούς σκοπούς. κ.λπ., διαφορετικά, στο εσωτερικό και στο εξωτερικό, σύμφωνα με τη νομοθεσία της Δημοκρατίας της Αλβανίας και της διεθνούς.

X. Οι πωλήσεις προϊόντων πρακτορείου (αεροπορικά εισιτήρια, εισιτήρια λεωφορείων, ενοικιαζόμενα αυτοκίνητα, μεταφορές, εκδρομές, κρατήσεις διαμερισμάτων και ξενοδοχείων, τουριστικά ταξίδια, εισιτήρια συναυλιών, αθλητικά κ.λπ.) θα γίνουν διαθέσιμες στις διαδικτυακές πλατφόρμες κρατήσεων της εταιρείας: www.highconnect.gr

xi. Η εταιρεία θα ασκεί δραστηριότητες στον τομέα της προώθησης του εσωτερικού και του εξωτερικού τουρισμού, τη συνεργασία με πρακτορεία, νομικά πρόσωπα, φυσικά πρόσωπα, άτομα, διάφορα κρατικά / δημόσια / ιδιωτικά ιδρύματα κ.λπ.

xii. Για την επίτευξη των στόχων της, η Εταιρεία μπορεί να συμμετέχει, να συνεργάζεται, να συνεργάζεται με εταιρείες, κοινοπραξίες και γενικά νομικά ή φυσικά πρόσωπα, εγχώρια ή ξένα, σε διαδικασίες δημοσίων συμβάσεων (διαγωνισμοί) που οργανώνονται από κρατικούς φορείς. , δημόσιο ή ιδιωτικό δίκαιο, επιδιώκοντας τον ίδιο ή παρόμοιο σκοπό.

Άρθρο 3

KATAΣTATIKO
"HIGH CONNECT PLUS" L.L.C

Διάρκεια

3.1 Η διάρκεια της εταιρείας είναι αορίστου χρόνου, ξεκινώντας από την ημερομηνία εγγραφής στο Εθνικό Κέντρο Εγγραφής, εκτός εάν ολοκληρωθεί σύμφωνα με τους όρους που προβλέπονται από το νόμο ή την απόφαση των συνεργατών της εταιρείας.

Άρθρο 4

Νομική έδρα

4.1 Η νομική έδρα της εταιρείας βρίσκεται στη διεύθυνση: Rruga Muhamet Gjollesha, Godina Nr. 2, Hyrja 2, Apartamenti 12

4.2 Ο επίσημος ιστότοπος της εταιρείας είναι (εάν έχει):

Ιστοσελίδα: http://www.highconnect.gr/

4.3 Η διεύθυνση της εταιρείας για σκοπούς ηλεκτρονικής επικοινωνίας έχει ως εξής (εάν έχει): email: stamatis.sg@gmail.com; besnik.strati@gmail.com

ΚΕΦΑΛΑΙΟ II

ΚΕΦΑΛΑΙΟ

Άρθρο 5

Βασικό κεφάλαιο

5.1 Το αρχικό βασικό κεφάλαιο της εταιρείας είναι 100.000 ALL (σύμφωνα με το νόμο το βασικό κεφάλαιο δεν πρέπει να είναι μικρότερο από 100 ALL). Η συμμετοχή των ιδρυτών στο βασικό κεφάλαιο της εταιρείας είναι σύμφωνα με τις συνεισφορές τους ως εξής:

1. Ιδρυτικός Συνεργάτης κ. Γιανοτάκης Σταμάτης: Ιδιοκτήτες 1 (ενός) Μεριδίου με τη γενική αξία 97.000 ΟΛΩΝ που αποτελούν το 97% του βασικού κεφαλαίου της εταιρείας

2. Ιδρυτικός Συνεργάτης κ. Παπαδόπουλος Γεώργιος: Ιδιοκτήτες 1 (ενός) Μεριδίου με τη γενική αξία 3.000 ΟΛΩΝ που αποτελούν το 3% του βασικού κεφαλαίου της εταιρείας.

5.2 Η συνεισφορά των εταίρων μπορεί να είναι σε μετρητά ή σε είδος (κινητή περιουσία / ακίνητη περιουσία ή δικαιώματα).

Άρθρο 6

Αύξηση και μείωση του Κεφαλαίου

6.1 Το κεφάλαιο της εταιρείας μπορεί να αυξηθεί μέσω της εγγραφής των τμημάτων του βασικού κεφαλαίου για εισφορά σε μετρητά και για τη συνεισφορά σε είδος μέσω του διορισμού από το αρμόδιο δικαστήριο εξουσιοδοτημένου εμπειρογνώμονα για αυτές τις συνεισφορές σύμφωνα με τις απαιτήσεις της Διαχειριστής. Με το διορισμό εξουσιοδοτημένου και εξουσιοδοτημένου εμπειρογνώμονα για τέτοιες συνεισφορές με απόφαση της συνέλευσης της εταιρείας κατόπιν αιτήματος του διαχειριστή.

6.2 Η πλειοψηφία δεν μπορεί να υποχρεώσει, σε καμία περίπτωση, έναν συνεργάτη να αυξήσει τη συνεισφορά του στο βασικό κεφάλαιο της εταιρείας.

6.3 Η μείωση του κεφαλαίου επιτρέπεται από τη Γενική Συνέλευση, η οποία θα λάβει την απόφαση υπό τους ίδιους όρους όπως και για την τροποποίηση του Καταστατικού.

6.4 Σε κάθε περίπτωση, η μείωση του κεφαλαίου επηρεάζει τους εταίρους στον ίδιο βαθμό με τα αντίστοιχα μέρη τους στο κεφάλαιο

Άρθρο 7

Μεταβίβαση μετοχών

7.1 Οι μετοχές και τα δικαιώματα που παρέχουν θα αποκτήσουν ή θα μεταβιβαστούν μέσω:

- Συμμετοχή στο εγκεκριμένο μετοχικό κεφάλαιο κατά την ίδρυση της εταιρείας.

- Αγορά;

- Κληρονομικότητα

- Δωρεά;

- Άλλοι τρόποι που προβλέπονται από το Νόμο.

7.2 Τα μέρη του βασικού κεφαλαίου είναι ελεύθερα μεταβιβάσιμα μεταξύ των εταίρων, ενώ για άλλα άτομα εκτός της κοινωνίας, θα λειτουργούν το δικαίωμα προτίμησης, εκτός εάν ορίζεται διαφορετικά στο Καταστατικό.

7.3 Τα μέρη του βασικού κεφαλαίου είναι ελεύθερα μεταβιβάσιμα μέσω της κληρονομιάς

ΚΕΦΑΛΑΙΟ III

ΟΡΓΑΝΑ ΛΗΨΗΣ ΑΠΟΦΑΣΕΩΝ ΚΑΙ ΚΑΤΕΥΘΥΝΣΗΣ

Άρθρο 8

Όργανο λήψης αποφάσεων

8.1 Η Γενική Συνέλευση των Συνεργατών είναι το μόνο όργανο λήψης αποφάσεων της εταιρείας

8.2 Η Γενική Συνέλευση των Συνεργατών είναι το μόνο όργανο λήψης αποφάσεων της εταιρείας που εγκρίνει οποιεσδήποτε τροποποιήσεις στο Καταστατικό σύμφωνα με τους όρους που προβλέπονται από το Νόμο

8.3 Η Γενική Συνέλευση αποφασίζει για τα ακόλουθα θέματα της εταιρείας:

α) Καθορισμός των επιχειρηματικών πολιτικών ·

β) Τροποποιήσεις του καταστατικού ·

γ) Εκλογή και απόλυση των Διαχειριστών.

ς) Εκλογή και απόλυση ανεξάρτητων ελεγκτών και εκκαθαριστών ·

δ) Καθορισμός αμοιβών σε άτομα που αναφέρονται στους Αριθμούς «c» και «ç» ·

dh) Παρακολούθηση και επίβλεψη της εφαρμογής επιχειρηματικών πολιτικών από τους Διευθύνοντες Συμβούλους, συμπεριλαμβανομένης της προετοιμασίας της ετήσιας κατάστασης λογαριασμών και της έκθεσης απόδοσης.

ε) Έγκριση της ετήσιας κατάστασης λογαριασμών και εκθέσεων απόδοσης ·

ë) Κατανομή των ετήσιων κερδών ·

στ) Αύξηση και μείωση του βασικού κεφαλαίου ·

ζ) Διαίρεση μετοχών σε μέρη και απόσυρση μετοχών ·

η) Εκπροσώπηση της εταιρείας στο δικαστήριο και σε άλλες διαδικασίες κατά των Διευθύνοντων Συμβούλων ·

i) Αναδιάρθρωση και διάλυση της εταιρείας.

ι) Θέσπιση του δικού του εσωτερικού κανονισμού ·

ια) Άλλα θέματα που ορίζονται από το νόμο ή το καταστατικό.

8.4 Ένας εταίρος μπορεί να εκπροσωπείται στη Γενική Συνέλευση από άλλο εταίρο εξουσιοδοτημένο από αυτόν ή από άλλο εξουσιοδοτημένο τρίτο μέρος

8.5 Ο Διαχειριστής της εταιρείας δεν μπορεί να ενεργήσει ως εκπρόσωπος άλλου συνεργάτη στη Γενική Συνέλευση

8.6 Η επιστολή εξουσιοδότησης εκδίδεται για μία μόνο συνεδρίαση της Γενικής Συνέλευσης, συμπεριλαμβανομένης της νέας συνεδρίασης.

Άρθρο 9

Μέθοδος σύγκλησης της Γενικής Συνέλευσης

ΚΑΤΑΣΤΑΤΙΚΟ
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9.1 Η Γενική Συνέλευση συγκαλείται με επιστολή ή, εάν προβλέπεται από το Καταστατικό, με ηλεκτρονικό ταχυδρομείο. Η επιστολή ή η αλληλογραφία θα περιλαμβάνουν τον τόπο, την ημερομηνία και την ώρα της συνεδρίασης και θα παραδοθούν μαζί με την ημερήσια διάταξη σε όλα τα μέλη το αργότερο 7 ημέρες πριν από την προγραμματισμένη ημερομηνία της συνεδρίασης.

9.2 Όταν η Συνέλευση της Γενικής Συνέλευσης δεν έχει συγκληθεί σύμφωνα με την παράγραφο 1, η Γενική Συνέλευση μπορεί να εκδίδει αποφάσεις μόνο εάν όλοι οι εταίροι της εταιρείας συμφωνούν να λάβουν αποφάσεις παρά την παρατυπία.

Άρθρο 10

Απαρτία

10.1 Σε περίπτωση θεμάτων που απαιτούν κοινή πλειοψηφία, η Συνέλευση της Γενικής Συνέλευσης μπορεί να λάβει έγκυρες αποφάσεις μόνο εάν παρευρεθούν σε εταίρους που κατέχουν περισσότερο από το 30% των εγγεγραμμένων μεριδίων ψήφου. Σε περίπτωση θεμάτων που απαιτούν ειδική πλειοψηφία, σύμφωνα με το άρθρο 87, του νόμου «Για τους επιχειρηματίες και τις εμπορικές εταιρείες», η Γενική Συνέλευση μπορεί να λάβει έγκυρες αποφάσεις μόνο εάν οι εταίροι που έχουν πάνω από το ήμισυ του συνολικού αριθμού ψήφων συμμετέχουν στην ψηφοφορία προσωπικά, με επιστολή ή με ηλεκτρονικά μέσα σύμφωνα με την παράγραφο 3 του άρθρου 88 του παρόντος Νόμου.

10.2 Εάν η συνέλευση της Γενικής Συνέλευσης δεν μπορούσε να πραγματοποιηθεί λόγω έλλειψης απαρτίας που αναφέρεται στην παράγραφο 1, η συνεδρίαση θα συγκληθεί εκ νέου με την ίδια προτεινόμενη ημερήσια διάταξη εντός 30 ημερών.

Άρθρο 11

Λήψη αποφάσης

11.1 Η Γενική Συνέλευση αποφασίζει με πλειοψηφία τριών τετάρτων των εταίρων που συμμετέχουν στην ψηφοφορία για την τροποποίηση του Καταστατικού, την αύξηση ή μείωση του βασικού κεφαλαίου, τη διανομή κερδών, την αναδιάρθρωση και τη διάλυση των εταιρειών.

11.2 Η Γενική Συνέλευση αποφασίζει με πλειοψηφία των συμμετεχόντων εταίρων για άλλα θέματα όπως:

• Καθορισμός των επιχειρηματικών πολιτικών.

• Εκλογή και απόλυση των Διαχειριστών: Εκλογή και απόλυση ανεξάρτητων ελεγκτών και εκκαθαριστών.

• Καθορισμός αποδοχών.

• Παρακολούθηση και επίβλεψη της εφαρμογής επιχειρηματικών πολιτικών από:

• Διαχειριστές συμπεριλαμβανομένης της προετοιμασίας της ετήσιας κατάστασης λογαριασμών και της έκθεσης απόδοσης.

• Εκπροσώπηση της εταιρείας στο δικαστήριο και σε άλλες διαδικασίες κατά των Διαχειριστών.

• Υιοθέτηση του δικού του εσωτερικού κανονισμού για τη σύγκληση της Γενικής Συνέλευσης

11.3 Οποιαδήποτε τροποποίηση του Καταστατικού πρέπει να υποβληθεί στο NRC προκειμένου να αντικατοπτρίζει τις αλλαγές στο αρχείο της εταιρείας.

Άρθρο 12

Αποκλεισμός του δικαιώματος ψήφου

12.1 Ένας εταίρος δεν μπορεί να ψηφίσει εάν η Γενική Συνέλευση αποφασίσει:

α) Αξιολόγηση της απόδοσής του

β) Απαλλαγή από οποιαδήποτε από τις υποχρεώσεις του

γ) Οποιαδήποτε αξίωση εναντίον του εκ μέρους της εταιρείας

ς) Χορήγηση ή όχι οποιουδήποτε νέου οφέλους

12.2 Όταν ένας εταίρος εκπροσωπείται από πληρεξούσιο, ο πληρεξούσιος θεωρείται ότι βρίσκεται στην ίδια θέση όσον αφορά τις συγκρούσεις συμφερόντων με το μέλος που εκπροσωπεί.

Άρθρο 13

Διαχείριση

13.1 Η Γενική Συνέλευση διορίζει ένα ή περισσότερα φυσικά πρόσωπα ως Διαχειριστές της εταιρείας για θητεία που ορίζεται από το Καταστατικό που δεν υπερβαίνει τα 5 έτη, με δυνατότητα επανεκλογής. Ο διορισμός έχει νομική ισχύ μόλις εγγραφεί στο Εθνικό Κέντρο Εγγραφής.

13.2 Οι Διαχειριστές μιας μητρικής εταιρείας σύμφωνα με το Άρθρο 207 του παρόντος Νόμου δεν μπορούν να εκλεγούν Διαχειριστές μιας θυγατρικής και το αντίστροφο. Κάθε εκλογή που γίνεται αντίθετη με αυτήν τη διάταξη είναι άκυρη.

13.3 Τα ακόλουθα άτομα διορίζονται ως οι πρώτοι Διαχειριστές της εταιρείας μέχρι το διορισμό τους από την πρώτη Γενική Συνέλευση.

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13.4 Τα ακόλουθα άτομα διορίζονται ως οι πρώτοι συνεργάτες της εταιρείας που θα ενεργούν μαζί ή ξεχωριστά. Τα ακόλουθα άτομα ταυτοποίησαν?

I. Κ. Γανωτάκης Σταμάτης, γιος του Βασιλείου, γεννημένος στις 02.09.1960, γεννημένος στη Ρόδο, Ελλάδα και κάτοικος Ιαλυσού, Ρόδος, διεύθυνση Διεύθυνση Ferenikis 14, κάτοχος ταυτότητας χωρίς προσωπικό ΑΕ 446025, με Έλληνα πολίτη πλήρης νομική ικανότητα δράσης.

ένα. και το υπόδειγμα της υπογραφής ....

II. Ο κ. Besnik Strati, γιος του Enver, γεννήθηκε στις 02.07.1967, γεννήθηκε στο Fier και κατοικούσε στα Τίρανα, στη διεύθυνση Str. "Medar Shtylla, Kulla Tirhino, H.15, Ap.13, Tiranë, κάτοχος ταυτότητας χωρίς προσωπικό G70702065L, με αλβανική ιθαγένεια, ενήλικας με πλήρη νομική ικανότητα να ενεργεί.

ένα. και το δείγμα της υπογραφής

Άρθρο 14

Δικαιώματα και υποχρεώσεις των διαχειριστών

14.1 Οι Διαχειριστές έχουν το δικαίωμα και την υποχρέωση:

α) Διαχειριστείτε την επιχείρηση της εταιρείας εφαρμόζοντας τις πολιτικές που ορίζει η Γενική Συνέλευση »

β) Εκπροσώπηση της εταιρείας.

γ) Διασφάλιση της φύλαξης των απαραίτητων λογιστικών βιβλίων και εγγράφων.

ç) Προβλέπουν και υπογράφουν την ετήσια κατάσταση λογαριασμών και ενοποιημένους λογαριασμούς και την έκθεση απόδοσης και την υποβάλλουν στη Γενική Συνέλευση για έγκριση μαζί με τις προτάσεις για τη διανομή κερδών.

δ) Δημιουργία συστήματος έγκαιρης προειδοποίησης σχετικά με εξελίξεις που απειλούν την ύπαρξη της εταιρείας.

dh) Υποβάλετε τις εγγραφές και υποβάλετε τα υποχρεωτικά δεδομένα της εταιρείας σύμφωνα με το Νόμο για το Εθνικό Κέντρο Εγγραφής.

ε) Αναφορά στη Γενική Συνέλευση σχετικά με την εφαρμογή επιχειρηματικών πολιτικών και την πραγματοποίηση συναλλαγών ιδιαίτερης σημασίας για την απόδοση της εταιρείας.

Perform) Εκτελέστε άλλα καθήκοντα που ορίζονται από το νόμο ή το καταστατικό.

14.2 Οι Διαχειριστές είναι υποχρεωμένοι να ενημερώνουν τη Γενική Συνέλευση σε περιπτώσεις που:

- σύμφωνα με το αποτέλεσμα του ετήσιου ισολογισμού ή των ενδιάμεσων λογαριασμών ή υπάρχει ο κίνδυνος τα περιουσιακά στοιχεία της εταιρείας να μην καλύψουν τις υποχρεώσεις της εντός των επόμενων 3 μηνών ·

- η εταιρεία προτείνει να πουλήσει ή να διαθέσει με άλλο τρόπο τα περιουσιακά στοιχεία που υπερβαίνουν το 5% των περιουσιακών στοιχείων της εταιρείας με αποτέλεσμα τις τελευταίες πιστοποιημένες οικονομικές καταστάσεις ·

- η εταιρεία, εντός των δύο πρώτων ετών μετά την εγγραφή, προτείνει την αγορά περιουσιακών στοιχείων που ανήκουν σε συνεργάτη και τα οποία ανέρχονται στο 5% των περιουσιακών στοιχείων της εταιρείας με αποτέλεσμα τις τελευταίες πιστοποιημένες οικονομικές καταστάσεις ·

14.3 Εάν η Γενική Συνέλευση διορίσει περισσότερους από έναν διαχειριστές, διαχειρίζονται την εταιρεία από κοινού.

14.4 Η Γενική Συνέλευση μπορεί να απολύσει τον Διαχειριστή ανά πάσα στιγμή με κοινή πλειοψηφία. Τυχόν αξιώσεις, ως προς την αποζημίωση του διαχειριστή, που προκύπτουν από οποιαδήποτε συμβατική σχέση διέπονται από τις ισχύουσες νομικές διατάξεις.

Άρθρο 15

Ευθύνες του Διαχειριστή

15.1 Ο Διαχειριστής ευθύνεται έναντι της Εταιρείας ή τρίτων για ζημιές που προκλήθηκαν από παραβίαση των νόμων, του Καταστατικού ή για σφάλματα που διαπράχθηκαν κατά τη διοίκηση της κοινωνίας.

15.2 Οι συνέπειες για οποιαδήποτε μη εγκεκριμένη συμφωνία από τη Συνέλευση, που προκαλεί ζημίες στην εταιρεία, χρεώνονται στον Διαχειριστή και στον Συνεργάτη που έχει συνάψει τη συμφωνία να αντιμετωπίσει ατομικά ή από κοινού, ανάλογα με την περίπτωση, ίσως τις αντίστοιχες συνέπειες.

15.3 Εκτός από όσα προβλέπονται στις γενικές διατάξεις σχετικά με τον καταπιστευτικό καθήκοντα, σύμφωνα με τα άρθρα 14, 15, 17 και 18 του Νόμου «περί επιχειρηματιών και εμπορικών εταιρειών, ο διαχειριστής υποχρεούται:

α) Εκτελεί τα καθήκοντά του που ορίζονται από το νόμο και το καταστατικό με καλή πίστη προς το καλύτερο συμφέρον της εταιρείας στο σύνολό της, η οποία περιλαμβάνει την περιβαλλοντική βιωσιμότητα των δραστηριοτήτων της ·

β) Άσκηση των εξουσιών που του παρέχονται από το νόμο και το καταστατικό μόνο για τους σκοπούς που καθορίζονται σε αυτά ·

γ) Δώστε επαρκή προσοχή σε θέματα που πρέπει να αποφασιστούν.

ς) Αποφύγετε πραγματικές και πιθανές συγκρούσεις μεταξύ προσωπικών συμφερόντων και συμφερόντων της εταιρείας.

δ) Εκτελεί τα καθήκοντά του με επαγγελματισμό και λογική φροντίδα.

15.4 Ο Διαχειριστής κατά την εκτέλεση των καθηκόντων του, θεωρείται υπεύθυνος για οποιαδήποτε ενέργεια ή παράλειψη να ενεργήσει εύλογα σχετικά με τον σκοπό της εμπορικής εταιρείας, εκτός εάν η ενέργεια ή η παράλειψη έγινε με καλή πίστη, βάσει εύλογης έρευνας και πληροφοριών, και λογικά σχετίζονται με τους σκοπούς της εταιρείας.

15.5 Σε περίπτωση που ο Διαχειριστής ενεργεί κατά παράβαση των καθηκόντων του και παραβιάζει τα επαγγελματικά πρότυπα σύμφωνα με τα σημεία 1 και 2 του παρόντος Άρθρου, είναι υποχρεωμένος να αποζημιώσει την εταιρεία για οποιαδήποτε ζημία που συνέβη λόγω της παραβίασης, καθώς και να αποφευχθεί οποιαδήποτε προσωπικά κέρδη που πραγματοποιήθηκαν από αυτόν ή από το πρόσωπο που συνδέεται με αυτόν, κατά παράβαση των καθηκόντων του έναντι της εταιρείας. Ο Διαχειριστής έχει το βάρος να αποδείξει τη συμμόρφωση με τα καθήκοντα και τα πρότυπα. Σε περίπτωση που η παράβαση έχει διαπραχθεί από περισσότερους από έναν Διαχειριστή, ευθύνονται από κοινού και εις ολόκληρον έναντι της εταιρείας.

15.6 Συγκεκριμένα, αλλά δεν περιορίζονται σε αυτά, ο Διαχειριστής υποχρεούται να αποζημιώσει την εταιρεία για ζημίες που προκλήθηκαν, εάν παραβιάζει τις διατάξεις του Νόμου «Για τους Επιχειρηματίες και τις Εμπορικές Εταιρείες, πραγματοποιεί τις ακόλουθες συναλλαγές αντίθετες με αυτόν τον Νόμο:

α) Επιστρέφει στους συνεργάτες τις συνεισφορές

β) Καταβάλλει τόκους ή μερίσματα στους εταίρους

γ) Διανέμει τα περιουσιακά στοιχεία της εταιρείας.

ς) Επιτρέπει στην εταιρεία να συνεχίσει να δραστηριοποιείται όταν βασίζεται στην οικονομική κατάσταση, θα πρέπει να προβλεφθεί ότι δεν θα είναι σε θέση να πληρώσει τα χρέη της ·

δ) Χορηγεί δάνεια

15.7 Εκτός από την αξίωση αποζημίωσης αποζημίωσης που αποδίδεται προσωπικά στον διαχειριστή, οι συνεργάτες μεμονωμένα ή από κοινού, έχουν το δικαίωμα να υποβάλλουν ποινικές αγωγές κατά του Διαχειριστή.

15.8 Οι ενάγοντες έχουν το δικαίωμα να αναζητήσουν νομικά μέσα για την πλήρη αποπληρωμή των ζημιών που προκλήθηκαν στην εταιρεία, συμπεριλαμβανομένης της οικονομικής αποζημίωσης, εάν είναι απαραίτητο. Καμία απόφαση της Συνέλευσης δεν μπορεί να απαγορεύσει την υποβολή αξίωσης κατά του Διαχειριστή για τα λάθη που διέπραξε κατά τη διάρκεια της θητείας του.

Κεφάλαιο IV

Οικονομικό Έτος - Ειδικός

Άρθρο 16

Οικονομικό έτος

16.1 Το οικονομικό έτος αρχίζει την 1η Ιανουαρίου και λήγει στις 31 Δεκεμβρίου κάθε ημερολογιακού έτους. Εκτός από το πρώτο οικονομικό έτος, που ξεκινά από την ημερομηνία εγγραφής της εταιρείας στο Εθνικό Κέντρο Εγγραφής και είναι κλειστό στις 31 Δεκεμβρίου.

Άρθρο 17

Ειδικοί

17.1 Ο εμπειρογνώμονας έχει την υποχρέωση να ελέγχει ολόκληρα τα λογιστικά έγγραφα της οικονομικής δραστηριότητας της εμπορικής εταιρείας, τον ετήσιο και τον περιοδικό έλεγχο που εκτελείται από αυτόν σε περιπτώσεις κατά τις οποίες έχει διοριστεί και έχει εκτελέσει το καθήκον αυτό που χρεώνεται από τους εταίρους

17.2 Στο τέλος του ελέγχου, ο πιστοποιημένος ελεγκτής προετοιμάζει την έκθεση, γραπτώς, για την έκδοση των αποτελεσμάτων του ετήσιου ισολογισμού, καθώς και την έκθεση για τους περιοδικούς ελέγχους, η οποία είναι υποχρεωμένη να υποβάλει και να υποβάλει εγκαίρως στους εταίρους για συζήτηση και έγκριση βάσει του δικαιώματος ψήφου.

Κεφάλαιο V

Διάλυση - Αναδιάρθρωση της Εταιρείας

Άρθρο 18

Διάλυση και εκκαθάριση

18.1 Η Εταιρεία μπορεί να λυθεί ανά πάσα στιγμή, υπό τις ακόλουθες συνθήκες:

 Με τη λήξη της περιόδου για την οποία ιδρύθηκε ·

 Με απόφαση της Γενικής Συνέλευσης.

 Με το άνοιγμα των διαδικασιών πτώχευσης ·

 Εάν δεν έχει πραγματοποιήσει καμία επιχειρηματική δραστηριότητα για δύο χρόνια και δεν έχει κοινοποιήσει την ανενεργή του κατάσταση σύμφωνα με την παράγραφο 3 του Άρθ. 43 του Ν. 9723 «Στο Εθνικό Κέντρο Εγγραφών» ·

 Με δικαστική απόφαση ·

18.2 Σε αυτήν την περίπτωση, οι Συνεργάτες λαμβάνουν την απόφαση, γραπτώς, στην οποία προβλέπουν τη μέθοδο εκκαθάρισης της εταιρείας διορίζοντας έναν ή περισσότερους εκκαθαριστές και τυχόν έγγραφα που εκδίδονται από την εταιρεία θα πρέπει να έχουν το όνομα των εκκαθαριστών και τον πρόσθετο διορισμό «Εταιρεία σε εκκαθάριση "

18.3 Η διάλυση της εμπορικής εταιρείας έχει ως συνέπεια την έναρξη των διαδικασιών εκκαθάρισης σε κατάσταση φερεγγυότητας, εκτός εάν έχει κινήσει τη διαδικασία πτώχευσης

18.4 Η εκκαθάριση πραγματοποιείται από τους εκκαθαριστές για λογαριασμό των Συνεργατών

18.5 Όταν οι εταίροι δεν λάβουν απόφαση σχετικά με το διορισμό των εκκαθαριστών εντός 30 ημερών από τη διάλυση, οποιοδήποτε ενδιαφερόμενο άτομο μπορεί να απευθυνθεί στο δικαστήριο για να διορίσει εκκαθαριστή

Άρθρο 19

Η αναδιοργάνωση της κοινωνίας των ενώσεων, η διαίρεση

19.1 Η εταιρεία μπορεί να διαιρεθεί, να συγχωνευθεί με βάση την Απόφαση της Γενικής Συνέλευσης των Συνεργατών σύμφωνα με τις νομικές διατάξεις που προβλέπονται στο Μέρος IX του Νόμου αρ. 9901, με ημερομηνία 14.04.2012 «Για τους επιχειρηματίες και τις εμπορικές εταιρείες»

Άρθρο 20

Νομική βάση

20.1 Η εταιρεία θα ασκήσει τη δραστηριότητά της σύμφωνα με το παρόν Καταστατικό και τις νομικές διατάξεις της Αλβανικής Νομοθεσίας

20.2 Εκτός εάν άλλως ορίζεται στο παρόν Καταστατικό, εφαρμόζουν τις διατάξεις του Νόμου «Για τους επιχειρηματίες και τις Εμπορικές Εταιρείες», τον Αστικό Κώδικα και κάθε άλλο ειδικό νόμο της Δημοκρατίας της Αλβανίας

Άρθρο 21

Διαφορές

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"HIGH CONNECT PLUS" L.L.C

21.1 Κάθε διαφορά που προκύπτει από ή σχετίζεται με την εφαρμογή ή ερμηνεία του παρόντος Καταστατικού, καθώς και οποιαδήποτε διαφορά μεταξύ της Εταιρείας και τρίτων, παραπέμπεται στο Αλβανικό Δικαστήριο

ΣΥΝΕΡΓΑΤΕΣ

ΕΤΑΙΡΕΙΑ ΠΕΡΙΟΡΙΣΜΕΝΗΣ ΕΥΘΥΝΗΣ

"HIGH CONNECT PLUS" L.L.C

Κ. Γιανοτάκης Σταμάτης	**Κ. Παπαδόπουλος Γεώργιος**
Γιανοτάκης Σταμάτης	Παπαδόπουλος Γ.

THANAS SUXHO
PËRKTHYES - BOTUES I LIGJSHËM
ΘΑΝΑΣΗΣ ΣΟΥΤΖΙΟΣ
ΝΟΜΙΜΟΣ ΜΕΤΑΦΡΑΣΤΗΣ-ΕΚΔΟΤΗΣ
ΑΡΓΥΡΟΚΑΣΤΡΟ - ΑΛΒΑΝΙΑ

Përkthyes Zyrtar FAIK XHAXHO CERTIFIED TRANSLATOR

STATUTE
OF
A LIMITED LIABILITY COMPANY
"HIGH CONNECT PLUS" L.L.C

Today, date21 May 2020, based on the Law No.9901, dated 14.04.2008, "On Traders and Business Companies" amended, as well as the Law No.9723, dated 03.05.2007 "On the National Registration Center" amended , in the undersigned express our free and full will to sign this statute with the purpose of creating the company **"HIGH CONNECT PLUS" L.L.C**as follows.

CHAPTER I
Formation, Name, Object, Duration and Legal Seat
Article 1
Date of foundation, Name and Founders

1.1 Today on 21 May 2020, we the founders, have founded a limited liability company with the name **"HIGH CONNECT PLUS" L.L.C.**

1.2 The founders of the company are (surnames, names or the form and the legal name of the company, addresses or legal seats and the place of registration)

I. ***Mr.GanotakisStamatis,*** *son of Vasileios, born on02.09.1960, born in Rhodes, Greece and resident in Ialyssos, Rhodes, Greece, att addressFerenikis 14, holder of ID card with no personal AE 446025, adult with full legal capacity to act.*

II. ***Mr. Papadopoulos Georgios,*** *son of Dimitris, born on 29.03.1951, born inAidonoxoriKarditsas and resident in Athens, att addressNikitara 7, Ilioupoli, holder of ID card with no personal AN634863 adult with full legal capacity to act.*

1.3 Who have decided to establish a company and to adopt the new statute of the company based on the legislation in force in the Republic of Albania,under Law 9901 dated 14.04.2008, "On Entrepreneurs and Commercial Companies" as amended and as a legal entity to conduct the operation in accordance with the law NW force and the charter rates.

1.4 This statute enters into force upon registration at the National Business Center.

Article 2

Object

2.1 The company will carry out the activity as follows (only if it is determined)

i. In the field of hotel, tourism, sale / purchase of plane tickets, ferries, buses and / or various means of organization of forms of tourist trips, business trips etc.

ii. Sale / purchase of tourist packages, official and non-official events, organization of conferences, seminars.

iii. Tourist trips with groups organized at home and abroad.

iv. Sale / purchase of tickets for sporting events and various cultural and artistic events ..

v. Organizing tours inside and outside the country. Vacations and cruise trips.

vi. The company cooperates with other travel agencies, travel, transport companies, domestic and / or foreign, hotels, resorts, restaurants, individuals, families etc., travel health insurance having the same activity or related to the object to its activity.

vii. Receipt and delivery of luggage by any foreign or domestic traveler who requests it

viii. Undertaking management on the supply of payments and receipts on behalf of domestic and foreign companies.

ix. The company organizes different tours of different sizes in participation, travel objective, travel purposes. etc., different, at home and abroad, in accordance with the legislation of the Republic of Albania and the international one.

x. Sales of agency products (plane tickets, bus tickets, rental cars, transfers, excursions, apartment and hotel reservations, tourist trips, concert tickets, sports, etc.) will be made available on the company's ONLINE booking platforms: www.highconnect.gr

xi. The company will carry out activities in the field of promotion of domestic and foreign tourism, cooperation with agencies, legal entities, natural persons, individuals, various state / public / private institutions, etc .;

xii. In order to achieve its objectives, the Company may participate, associate, cooperate with companies, joint ventures and generally legal or natural persons, domestic or foreign, in *public procurement procedures (tenders) organized by state institutions. , public or private law, pursuing the same or similar purpose.*

Article 3

Duration

3.1 The duration of the company shall be with indefinite duration, starting from the date of registration with the National Registration Center, unless its completion under the conditions provided by law or decision of the partners of the company.

Article 4

Legal Seat

4.1 The legal seat of the company is at the address :RrugaMuhametGjollesha, Godina Nr. 2, Hyrja 2, Apartamenti 12

4.2 The official website of the company is (if it has one):

Website :http://www.highconnect.gr/

4.3 The address of the company for electronic communication purpose is as follows (if it has one):email:**stamatis.sg@gmail.com**; **besnik.strati@gmail.com**

CHAPTER II

CAPITAL

Article 5

Basic Capital

5.1 The initial basic capital of the company is 100.000 ALL (according to the law the basic capital shall not be less than 100 ALL). The participation of the founders in the basic capital of the company is in accordance with their contributions as follows:

1. ***Founding Partner Mr. GanotakisStamatis:*** *Owners of 1 (one) Share with the general* ***value of 97.000 ALL that constitutes97 % of the basic capital of the company.***

2. Founding Partner Mr. Papadopoulos Georgios: Owners of 1 (one) Share with the general value of 3.000 ALL that constitutes3 % of the basic capital of the company.

5.2 The contribution of the partners may be in cash or in kind (movable property / immovable property or rights).

Article 6

Increase and decrease of the Capital

6.1 The capital of the company can be increased through the subscription of the parts of the basic capital for contribution in cash, and for the contribution in kind through the appointment from the competent court of an authorized expert for these contributions according to the requirements of the Administrator. By appointing an authorized and licensed expert for such contributions by a decision of the company's assembly at the request of the administrator.

6.2 The majority cannot obligate, under any circumstances, a partner to increase his contribution in the basic capital of the company.

6.3 The decrease of the capital is allowed by the General Assembly, which will take the decision under the same conditions as for the amendment to the Statute.

6.4 In all case the decrease of the capital affects the partners to the same extent as their respective parts in the capital

Article 7

Transfer of Shares

7.1 Shares and the rights they confer shall be acquired or transfer through:

- Participation in the authorized share capital at the incorporation of the company;
- Purchase;
- Inheritance;
- Donation;
- Other ways provided by the Law.

7.2 The parts of the basic capital are freely transferable between partners,while for other persons outside the society, will function the right of pre-emption, unless otherwise provided in the Statute.

7.3 The parts of the basic capital are freely transferable through heritage

CHAPTER III

DECISION-MAKING AND DIRECTING ORGANS

Article 8

Decision – Making Organ

8.1 The General Assembly of Partners is the only decision-making organ of the company

8.2 The General Assembly of Partners is the only decision-making organ of the company that approves any amendments to the Statute according to the modalities foreseen by the Law

8.3 The General Assembly shall decide on the following company matters:

a) Setting the business policies;

b) Amendments to the Statute;

c) Election and dismissal of the Administrators ;

ç) Election and dismissal of independent auditors and liquidators;

d) Establishment of remunerations to persons mentioned under Numbers "c" and "ç";

dh) Monitoring and supervising the implementation of business policies by Managing Directors, including preparation of the annual statement of accounts and the performance report;

e) Adoption of the annual statement of accounts and performance reports;

ë) Distribution of annual profits;

f) Increase and reduction of basic capital;

g) Dividing shares into parts and withdrawal of shares;

h) Representation of the company in court and in other proceedings against Managing Directors;

i) Company restructuring and dissolution;

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j) Adoption of its own rules of procedure;

k) Other matters set by law or the Statute.

8.4 A partner may be represented at the General Assembly by another partner authorized by him or another authorized third party.

8.5 The Administrator of the company cannot act as a representative of another partner at the General Assembly Meeting

8.6 The letter of authorization shall be issued for only one General Assembly Meeting including the reconvened meeting.

Article 9

Method of Convening the General Assembly Meeting

9.1 The General Assembly Meeting shall be convened by letter or, if so provided by the Statute, by electronic mail. The letter or mail shall contain the place, date and hour of the meeting and be delivered together with the agenda to all members not later than 7 days before the scheduled date of the meeting.

9.2 Where the General Assembly Meeting has not been convened in conformity with Paragraph 1, the General Assembly Meeting may adopt decisions only if all the partners of the company agree to take decisions despite the irregularity.

Article 10

Quorum

10.1 In case of matters requiring ordinary majority, the General Assembly Meeting may only take valid decisions if attended by partners holding more than 30% of the subscribed voting shares. In case of matters requiring qualified majority, as of Article 87, of the Law "On Entrepreneurs and Commercial Companies" the General Assembly Meeting may only take valid decisions if the partners having more than half of the total number of votes are participating in the voting in persona, by letter, or by electronic means in accordance with paragraph 3 of Article 88 of this Law.

10.2 If the General Assembly Meeting could not be held due to lack of the quorum referred to in Paragraph 1, the meeting shall be reconvened with the same proposed agenda within 30 days.

Article 11

Decision-Making

11.1 The General Assembly shall decide by three-quarter majority of votes of partners participating in the voting on the amendment to the Statute, the increase or decrease of the basic capital, profit distribution, company restructuring and dissolution

11.2 The General Assembly shall decide by majority of votes of participating partners for other issues such as:

- Setting the business policies;
- Election and dismissal of the Administrators: Election and dismissal of independent auditors and liquidators;
- Establishment of remunerations;
- Monitoring and supervising the implementation of business policies by the –
- Administratorsincluding preparation of the annual statement of accounts and the performance report;
- Representation of the company in court and in other proceedings against the Administrators;
- Adoption of its own rules of procedure on convening the General Assembly Meeting

11.3 Any amendment to the Statute must be submitted at the NRC in order to reflect the changes in the file of the company

Article 12

Exclusion of Voting Right

12.1 A partner may not vote if the General Assembly decides on:

a) Assessing his performance

b) Releasing from any of his obligations

c) Any claim against him on behalf of the company

ç) Granting or not of any new benefit

12.2 Where a partner is represented by a proxy, the proxy shall be deemed to be in the same position regarding conflicts of interest as the member he represents.

Article 13

Administration

13.1 The General Assembly shall nominate one or more natural persons as Administrators of the company for a term established by the Statute not exceeding 5 years, with the possibility of re-election. The nomination has legal effect once it is registered in the National Registration Centre.

13.2 The Administrators of a parent company according to Article 207 of this Law may not be elected Administrators of a subsidiary and vice-versa. Any election made contrary to this provision is null and void.

13.3 The following persons are appointed as the first Administrators of the company until their appointment from the first General Assembly.

13.4 The following persons are appointed as the first co administrators of the company who will act both together or separately. The following persons identified;

I. Mr. GanotakisStamatis, son of Vasileios, born on02.09.1960, born in Rhodes, Greece and resident in Ialyssos, Rhodes, Greece, att address Ferenikis 14, holder of ID card with no personal AE 446025, with Greek citizenship adult with full legal capacity to act.

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II. Mr. Besnik Strati,son of Enver, born on 02.07.1967, born in Fier and resident in Tirana, att address Str." MedarShtylla, KullaTirhino, H.15, Ap.13, Tiranë, holder of ID card with no personal G70702065L, with Albanian citizenship,adult with full legal capacity to act.

a. and the specimen of the signature

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Article 14

Rights and obligations of the Administrators

14.1 The Administrators have the right and obligation to:

a) Manage the company's business by implementing the policies defined by the General Assembly"

b) Represent the company;

c) Ensure that the necessary accountancy books and documents are kept;

ç) Provide for and sign the annual statement of accounts and consolidated accounts and the performance report and present it to the General Assembly for approval together with the proposals for the distribution of profits;

d) Create an early warning system with respect to developments threatening the existence of the company;

dh) File for the registrations and submit the mandatory data of the company according to the Law on the National Registration Center;

e) Report to the General Assembly with respect to the implementation of business policies and to the realization of transactions of particular importance for company performance;

ë) Perform other duties set by law or the Statute.

14.2 The Administrators are obligated to convey the General Assembly in cases when:

- according to the annual balance sheet or interim accounts reports result or exist the risk that the assets of the company will not cover up its liabilities within the next 3 months;

- the company proposes to sell or otherwise dispose on the assets amounting to more than 5% of the company's assets resulting in the last certified financial statements;

- the company, within the first 2 years after registration, proposes to purchase assets which belong to a partner and which amount to 5% of the company's assets resulting in the last certified financial statements;

14.3 If the General Assembly appoints more than one administrator, they manage the company jointly.

14.4 The General Assembly may dismiss the Administrator at any time by ordinary majority. Any claims, as for the compensation of the administrator, arising from any contractual relationship are governed by the legal provisions in force.

Article 15

Responsibilities of the Administrator

15.1 The Administrator is liable towards the Company or third parties for damages caused by breach of the laws, of the Statute, or for faults committed during the administration of the society.

15.2 The consequences for any unapproved agreement from the Assembly, that brings damages to the company, are charged on the Administrator and the Partner that has made the agreement to face individually or jointly as the case maybe the respective consequences.

15.3 Apart from what is provided in the general provisions on the fiduciary duty, according to articles 14, 15, 17 and 18 of the Law "On the Entrepreneurs and Commercial Companies, the administrator is oblige to:

a) Perform his duties established by the law and the Statute in good faith in the best interests of the company as a whole which includes the environmental sustainability of its operations;

b) Exercise powers granted to him by the law and the Statute only for the purposes established therein;

c) Give adequate consideration to matters to be decided;

ç) Avoid actual and potential conflicts between personal interests and those of the company;

d) Perform his duties with professionalism and reasonable care.

15.4 The Administrator during the performance of his duties, is held liable for any action or failure to act reasonably related with the purpose of the commercial company, unless the action or omission was made in good faith, based upon reasonable inquiry and information, and rationally related to the purposes of the company.

15.5 In case when the Administrator acts in violation of his duties and infringes the professional standards according to points 1 and 2 of this Article, he is obliged to compensate the company for any damage which occurred due to the violation, as well as to disgorge any personal profits made by him or the person connected with him, in violation of his duties to the company. The Administrator has the burden of proving compliance with the duties and standards. In case the violation has been committed by more than one of the Administrator, they are jointly and severally liable towards the company.

15.6 In particular, but not limited to these, the Administrator is obliged to compensate the company for damages caused, if in violation of the provisions of the Law "On the Entrepreneurs and Commercial Companies, carries out the following transactions contrary to this Law:

a) Returns to the partners the contributions

b) Pays interests or dividends to the partners

c) Distributes the company's assets;

ç)Allows the company to continue to do business when based on the financial status, should have be foreseen that it will not be able to pay its debts;

d) Grants loans

15.7 Besides the claim for compensation of damages attributable personally to the administrator, the partners individually or jointly, have the right to file criminal charges against the Administrator

15.8 The plaintiffs are entitled to pursue legal means for the full repayment of damages caused to the company, including financial compensation, if necessary. Not any decision of the Assembly can forbid the lodging of a claim against the Administrator for the mistakes committed by him during his office.

Chapter IV
Financial Year – Expert

Article 16
Financial Year

16.1 The financial year commences on January 1st and ends on December 31st, of each calendar year. Except for the first financial year, that commences from the date of registration of the company in the National Registration Center, and is closed on December 31st

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Article 17

Experts

17.1 The expert has the obligation to control the entire accounting documentations of the economic activity of the commercial company, the annual and the periodic control performed from him in cases when he has been appointed and has performed such duty charged by the partners

17.2 At the end of the control, the certified auditor prepares the report, in writing, for issuing the results of the annual balance sheet, as well as the report for the periodical controls, which is obliged to present and submit in time to the partners for deliberation and approval based on their right to vote.

Chapter V

Dissolution- Restructuring of the Company

Article 18

Dissolution and Liquidation

18.1 The Company can be dissolved at any time, under the following circumstances:

- By expiry of the period for which it was established;
- By decision of the General Assembly;
- By opening of the bankruptcy procedures;
- If it has not carried out any business activities for two years and has not notified its inactive status in accordance with paragraph 3 of Art. 43 of Law No. 9723 'On the National Registration Centre';
- By court decision;

18.2 In this case the Partners take the decision, in writing, in which foresee the method of liquidation of the company by appointing one or more liquidators, and any documents issued by

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the company should have the name of the liquidators and the additional nomination "Company in liquidation"

18.3 The dissolution of the commercial company has as a consequence the initiation of the liquidation procedures in the state of solvency, unless it has initiated the bankruptcy procedure

18.4 The liquidation is carried out by the liquidators on behalf of the Partners

18.5 When the partners do not take a decision upon the appointment of the liquidators within 30 days after the dissolution, any interested person can address the court to appoint a liquidator

Article 19

Restructuring the company Merger- Division

19.1 The company can be divided, merged based on the Decision of the General Assembly of the Partners according to the legal provisions foreseen in Part IX of the Law no. 9901, dated 14.04.2012 "On the entrepreneurs and Commercial Companies"

Article 20

Legal Basis

20.1 The company will carry out its activity in conformity with this Statute and the legal provisions of the Albanian Legislation

20.2 Unless otherwise provided in this Statute, shall apply the provisions of the Law "On the entrepreneurs and Commercial Companies", Civil Code and any other specific law of the Republic of Albania

Article 21

Disputes

21.1 Any dispute arising out of or related with the implementation or interpretation of this Statute, as well as any dispute between the Company and third parties, shall be referred to the Albanian Court

PARTNERS

LIMITED LIABILITY COMPANY

"HIGH CONNECT PLUS" L.L.C

Mr. GanotakisStamatis

Γανώτακης Σταμάτης

Mr. Papadopoulos Georgios

Παπαδόπουλος Γ.

Përkthyes Zyrtar
FAIK XHAXHO
CERTIFIED TRANSLATOR