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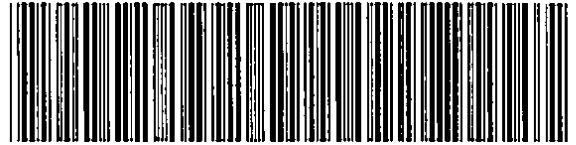
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COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: The Kitchen EMEA, LLC

Name of Limited Liability Company

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Donald A. Denkhaus

Name of Person

The Kitchen EMEA, LLC

Firm/Company

265 NE 24th Street, Suite 401

Address

Miami, FL 33137

City/State and Zip Code

ddenkhaus@thekitchen.tv

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Don Denkhaus

305 415-6169
at ()

Name of Person

Area Code

Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$25.00 Filing Fee

☐ \$30.00 Filing Fee &
Certificate of Status

☐ \$55.00 Filing Fee &
Certified Copy
(additional copy is enclosed)

☐ \$60.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Amended and Restated
Articles of Organization

of
The Kitchen EMEA, LLC

Pursuant to and in accordance with Section 608.411, Florida Statutes, THE KITCHEN EMEA, L.L.C. (the "Company"), a limited liability company organized and existing by virtue and under the laws of the State of Florida, by and through the undersigned, does hereby file these articles to amend and restate its original *Articles of Organization*, and certifies the following:

The name of this limited liability company is THE KITCHEN EMEA, L.L.C., the name under which its original *Articles of Organization* were filed. The date of original filing of this Company's *Articles of Organization* was May 11, 2017, and the Document Number assigned thereto was L17000104800. The text of the Company's *Articles of Organization* is hereby amended and restated in its entirety as set forth below. The amendments (including the restatement) described above were unanimously adopted by the Company's members on April 30, 2019.

Upon the filing of these articles, the text of the Company's *Articles of Organization* shall be hereby amended and restated in its entirety to read as follows:

ARTICLE I: NAME

The name of this limited liability company shall remain The Kitchen EMEA, LLC.

ARTICLE II: MAILING AND STREET ADDRESS

The Company's principal office location and its mailing address shall remain 265 NE 24th Street, Suite 401, Miami, FL 33137, unless and until changed.

ARTICLE III: REGISTERED OFFICE AND AGENT

Unless and until changed, the initial registered office of the Company shall remain at 265 NE 24th Street, Suite 401, Miami, FL 33137, and the Company's initial registered agent at that address shall remain as Kenneth D. Lorber.

ARTICLE IV: DURATION OF COMPANY'S EXISTENCE

The Company will exist until dissolved as provided in the Operating Agreement.

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ARTICLE V: PURPOSE AND POWERS

The Company may engage or transact in any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation in which the Company chooses to engage in business activities.

ARTICLE VI: MEMBERSHIP UNITS

The number of Membership Units which the Company shall be authorized to issue is 10,000, of which 1,000 Membership Units are issued and outstanding as of the date of this *Amended and Restated Articles of Organization*. Such issued and outstanding Membership Units are owned as follows:

The Kitchen, LLC 265 NE 24th Street, Suite 401 Miami, FL 33137	900 Membership Units
Yoram Chertok 265 NE 24th Street, Suite 401 Miami, FL 33137	100 Membership Units

The Kitchen, LLC designates Kenneth D. Lorber, its President and Chief Executive Officer and Donald A. Denkhous, its Chairman and Chief Financial Officer, as its representatives for the management of The Kitchen EMEA, LLC. The Kitchen, LLC reserves the right to change such representatives at any time.

ARTICLE VII: MANAGEMENT OF COMPANY; AUTHORITY TO ACT ON BEHALF OF COMPANY

A. The Company shall operate and exist as a member-managed company for all purposes under the Florida Limited Liability Company Act, as amended (the "Act"), unless and until changed through an amendment to the Company's *Articles of Organization* (the "Articles"). All Members and Member designees have the right to participate in the management and conduct of the Company's business. Subject to the limitations imposed by this agreement or by action of the Members, each Member and its designees are agents of the Company and have authority to bind the Company in the ordinary course of the Company's business.

ARTICLE VIII: ADDITIONAL MEMBERS; TRANSFER OR ASSIGNMENT OF INTEREST; NO MEMBER RIGHTS OR POWERS WITHOUT FORMAL ADMISSION

A. No person shall be admitted as a member of or to the Company unless and until formally admitted pursuant to the affirmative action or written consent of all

Members.

B. No transferee, assignee, holder, successor or assign of or to any interest in the Company or any of the Company's issued and outstanding securities shall have any automatic or vested right, privilege or other entitlement of membership to the Company (or to cause the Company or any of its managers or members to vote or consent to admit) such person into the Company's membership prior to such formal admission.

C. Without having been formally admitted as a member of the Company, no transferee, assignee, holder, successor or assign of or to any interest in the Company or any of its issued and outstanding securities shall have or possess any right, power, authority, privilege or entitlement:

(i) to exercise any right, entitlement or power of or as a member of the Company or, if applicable, to otherwise participate in the management of the Company's business and affairs; or

(ii) to act as a proxy or representative of a holder of any interest in the Company or any of its issued and outstanding securities or to grant or appoint to any other person (including any member of this Company), any proxy to vote otherwise act on behalf of, or with respect to, any such interest or securities.

ARTICLE IX: GOVERNING DOCUMENTS

A. These Articles may only be amended pursuant to the applicable provisions as may be set forth in these Articles or the Company's Operating Agreement and all amendments, alterations, revisions, restatements or repeals to these Articles shall be in writing. In the absence of any applicable provision to the contrary set forth in the Company's Operating Agreement these Articles may be amended upon the affirmative action or written consent of eighty percent of the Company's members.

B. All provisions (including any and all amendments, alterations, revisions, restatements or repeals) of the Company's Operating Agreement, if any, shall be consistent with these Articles and shall be in writing.

ARTICLE X: SEVERABILITY

In the event all or any portion of any provision of these Articles is deemed to be unenforceable, the remainder of that or all other provisions shall not be affected thereby and each remaining provision shall be valid and enforceable to the fullest extent permitted by law.

ARTICLE XI: MANAGERS

The Company's managers shall remain the same and are the following persons:

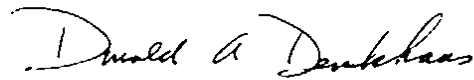
	<u>Name</u>	<u>Address</u>
Manager and CEO	Kenneth D. Lorber	265 NE 24 th St. Suite 401 Miami, FL 33137
Manager and Managing Director	Yoram Chertok	265 NE 24 th St. Suite 401 Miami, FL 33137
Manager and CFO	Donald A. Denkhaus	265 NE 24 th St. Suite 401 Miami, FL 33137

each of whom having been duly appointed, designated or elected (as the case may be), shall generally serve until his or her successor's designation and qualification, unless resignation, retirement, removal, incapacity or death (as the case may be) shall earlier occur.

* * *

This *Amended and Restated Articles of Organization* has been duly executed and filed in accordance with Section 608.411, Florida Statutes.

Dated: April 30, 2019.



Donald A. Denkhaus

Authorized Representative of
the Members