

804516

000002561770--5

Amendment
Filed 12-26-55

15 pgs.

F-4516-JJ

SEARS, ROEBUCK AND CO.

AMENDMENT

FILED: DECEMBER 26, 1955

BOOK: 30

PAGE: 133

December 26th 1955

Messrs. Lederer, Livingston, Kahn & Adsit
120 South LaSalle Street
Chicago 3, ILLINOIS

Attention Mr. Maurice B. Wolf

Gentlemen:

I am in receipt of your letter of the 22nd instant, enclosing certified copy of Certificate of Amendment of the Certificate of Incorporation of SEARS, ROEBUCK AND CO., a New York corporation, with check for \$10.00 to cover the filing fee.

The Amendment has been duly filed in this office as of this date, and I am pleased to enclose herewith Certificate to that effect, together with receipt showing payment of the filing fee.

Cordially yours,

Secretary of State.

LA
EXCL.

LEO H. ARNSTEIN
 PHILIP C. LEDERER
 DANIEL J. BLUCK
 JOSEPH P. SINOW
 BURTON V. WETZELFELD
 FRANK H. HARRIS
 EDWINICE S. WOLF
 SYDNEY S. BRAUB
 ALBERT SIEGEL
 WALTER J. ROCKLER
 ROBERT E. HONE
 GARDNER P. HENSON
 ROBERT S. SINOW
 RUSSELL GREENACRE
 JEROME ROYENBERG
 RALPH TORAS
 STUART H. GREENBERGER
 LEONARD A. LEHR
 CHARLES LEDERER
 EDWARD J. LEDERER
 EDWARD J. LEDERER

LEDERER, LIVINGSTON, KAHN & ADSIT
 120 SOUTH LA SALLE STREET
 CHICAGO 3

Central 6-3988

December 22, 1955

RECEIVED
 DEC 26 AM 11:25
 SENT TO STATE
 TALLAHASSEE, FLA

Hon. R. A. Gray
 Secretary of State
 State of Florida
 Tallahassee, Florida

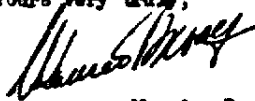
Re: Sears, Roebuck and Co.

Dear Sir:

As requested in your letter of December 20, I am enclosing here-
 with additional check in the sum of \$8.00 to cover the correct fee for the
 filing of the Certificate of Amendment of the Certificate of Incorporation
 of Sears, Roebuck and Co., which we sent to you on December 15. Please ac-
 cept my thanks for your courtesy in this matter and my apology for failure
 to send you the correct fee in the first instance.

With best wishes for Christmas and the New Year,

Yours very truly,



Maurice B. Wolf
 for LEDERER, LIVINGSTON, KAHN & ADSIT

MEM-ah
encl

S. TAX
FLING	10.00
R. AGENT FEE
C. COPY
TOTAL	10.00
N. MADE	10.00
DEAN
CFR

December 20th 1955

Messrs. Lederer, Livingston, Kahn & Admit
Suite 1440 - 120 South LaSalle St
Chicago, Illinois

Attention Mr. Maurice B. Wolf

Dear Sir:

I am in receipt of your letter of the 15th instant, enclosing certified copy of Certificate of Amendment of the Certificate of Incorporation of SEANS, ROMBUCK AND CO., a New York corporation, together with check in the sum of \$2.00.

The fee for filing this Amendment is \$10.00 and if you will let me have check for an additional \$2.00 I shall be glad to file the Amendment and forward you my certificate to that effect, together with receipt showing payment of the filing fee.

Cordially yours,

Secretary of State.

/s/

LAW OFFICES

CHICAGO OFFICE
130 SOUTH LA SALLE STREET
CHICAGO 3

LEDERER, LIVINGSTON, KAHN & ADSIT
120 SOUTH LA SALLE STREET
CHICAGO 3

CENTRAL 6-3688

HARRY M. KANE
MARCOLE C. ADSIT
LEE H. ADKINS
WOLFE E. LEONARD
DANIEL J. BLACH
JOSEPH H. MASON
DAVID W. WEITENFELD
FRANK H. HARRIS
FRANCIS B. WOLF
MATTHEW H. KRAUS
ALBERT SPINDEL
WALTER J. SCHLESER
ROBERT E. MOYNE
MADON W. P. PEARSON
EDWARD G. SHANN
RUSSELL GREENMACKER
JEROME ROTENBERG
RALPH JONES
STUART H. GREENBERG
GARY L. LEWIS
CHARLES L. LEWIS
LEDERER, LIVINGSTON, KAHN & ADSIT

December 15, 1955

Secretary of State
State of Florida
Tallahassee, Florida

Attention: Corporation Department

Re: Sears, Roebuck and Co.

Dear Sir:

We are counsel for Sears, Roebuck and Co., a New York corporation qualified to do business as a foreign corporation in your State.

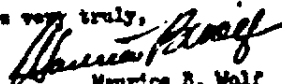
A Certificate of Amendment of the Certificate of Incorporation of said corporation was filed with the Secretary of State of the State of New York on November 23, 1955, as a result of which each of the 27,500,000 authorized shares, all of the same class, without par value, was changed into three shares, all of the same class, with a par value of \$3.00 per share, thereby increasing the number of the authorized shares of common stock of the corporation to 100,000,000 shares, all of the same class, with a par value of \$3.00 per share.

We enclose a copy of said Certificate of Amendment duly certified by the Secretary of State of the State of New York, together with our check in the amount of \$2.00 to cover your estimated filing fee. We will shortly file in your office a sworn certificate as to the amount of capital employed and/or to be employed in your State by the corporation.

We will appreciate your furnishing us with the customary acknowledgment as to compliance with respect to the filing of said Certificate of Amendment and the payment of the fee.

Your usual courteous attention to this matter will be appreciated.

Yours very truly,



Maurice B. Wolf
for LEDERER, LIVINGSTON, KAHN & ADSIT

MSW-ah
encl

HARRY H. HARRIS
NAROLE C. ABBIT
LEO H. ARNSTEIN
PHILIP C. LEDERER
DANIEL J. ALICE
JOSEPH H. MINOW
BURTON V. WEITZENFELD
FRANK H. HARRIS
MAURICE B. WOLF
NATHAN H. KRAS
ALBERT DIECKEL
WALTER J. ROCKLER
ROBERT C. HOWE
MADISON F. NELSON
ROBERT S. SIMON
RUBEN GREENACKER
JEROME RYENBERG
RALPH JONAS
STUART H. GREENBERGER
CHARLES LEDERER
LEONARD
SIGMUND LIVINGSTON

LAW OFFICES
LEDERER, LIVINGSTON, KAHN & ADSIT
120 SOUTH LA SALLE STREET
CHICAGO 3

PHONE 1000000
"LALSA CHICAGO"

CHICAGO 6-3000

January 14, 1956

Hon. R. A. Gray
Secretary of State
Tallahassee, Florida

Re: Sears, Roebuck and Co.

Dear Sir:

In connection with our recent filing in your office of the Certificate of Amendment of the Certificate of Incorporation of subject company, we are now sending to you herewith, as promised in our letter to you of December 15, 1955, certificate as to the amount of capital employed and/or to be employed in your state by the corporation.


We assure there is no fee for this supplemental filing. If we are in error, please advise. We will also appreciate your acknowledging the filing of the enclosed instrument.

Your courtesy in this matter is appreciated.

Yours very truly


Maurice B. Wolf
for LEDERER, LIVINGSTON, KAHN & ADSIT

NBW/es
encl.


Notary Public for Cook County, Illinois

My Commission expires: 5 4 56

January 16th 1936

Shawn. Loderer, Livingston, Eym & Amlis
120 South La Salle Street
Chicago 3, ILLINOIS

Attention Mr. Maurice B. Wolf

Dear Sir:

I have your letter of the fourteenth instant, enclosing certificate as to the amount of capital employed and/or to be employed within the State of Florida by SHAW, BORDUCK AND CO., a New York corporation.

I have of this date, January 16th 1936, filed same with Certificate of Amendment of Certificate of Incorporation which was filed in this office on December 26th 1935.

Cordially yours,

Secretary of State.

/s/

W. M. Jordan
Secretary of State for Cook County, Illinois
My Commission expires: 6-9-38

and has received the approval of the Board of Directors of the Corporation.

1. The name of the Corporation shall be _____

2. The Certificate of Incorporation shall be _____

in the Office of the Secretary of State of the State of _____

3. The Certificate of Incorporation shall be amended to read as follows:

Having changes authorized in Subsection 3 of Section 2 of the Corporation Law, namely:

(a) To change the amount of capital stock which the Corporation is law authorized to have, namely, \$7,000,000 shares, all of the same class, without par value, issued to authorized, into three classes, all of the same class, Common Stock, with a par value of \$5 per share, namely, a total of 20,000,000 shares of Common Stock with a par value of \$5 per share.

(b) To increase the number of authorized shares of Common Stock of the Corporation resulting from the amendment thereof to 20,000,000 shares, all of the same class, Common Stock, with a par value of \$5 per share.

(c) To eliminate the statement regarding the payment of the Corporation required by statute in the case of no par value stock.

(d) To include a statement with reference to the amount of the capital stock and the number and par value of its shares.

4. The Certificate of Incorporation is hereby amended as follows:

(a) Article Third is amended to read as follows:

"The amount of the capital stock of the Corporation shall be \$20,000,000. The total number of shares which the Corporation shall have authority to issue is 20,000,000 shares, all of the same class, Common Stock, with a par value of \$5

125

Stock.

3. The total number of shares which the corporation is already authorized to issue is 27,000,000, all of the same class, without par value, of which 26,999,000 shares are issued. Each of said authorized shares, issued or

unissued, is of the same class, and has a par value of \$1 per share. Each of said authorized shares, issued or unissued, are changed into 26,999,000 shares, all of the same class, Common Stock, with a par value of \$1 per share.

IN WITNESS WHEREOF, we have made and subscribed this certificate this 22nd day of November, 1966.

Charles B. Baker
Charles B. Baker, Vice President

Arthur J. Wood
Arthur J. Wood, Secretary

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

STATE OF ILLINOIS)
COUNTY OF COOK) ss

I, EDWARD J. BARNETT, County Clerk of the County of Cook, Do hereby certify that I am the lawful custodian of the official records of the County of Cook, and as such officer am duly authorized to issue


certificates of marriage for Arthur J. Wood and Charles B. Baker

whose names are mentioned in the record of marriages of the County of Cook, in the City of Chicago, on the 22nd day of November, 1966, and that the same are true and correct copies of the original records of said County, and that the same are in full compliance with the provisions of the laws of this State, and that I have no objection to the same being used for any purpose for which they were intended, and that I have no objection to the same being used for any purpose for which they were intended, and that I have no objection to the same being used for any purpose for which they were intended.

The seal of this office will register the impression of the Seal of a Notary Public of the State of Illinois, and I have become an officer and agent of the County of Cook at my office in the City of Chicago, in the said County, on the 22nd day of November, 1966.

In Testimony Whereof, I have hereunto set my hand and official seal of the County of Cook at my office in the City of Chicago, in the said County, on the 22nd day of November, 1966.

Edward J. Barnett
Edward J. Barnett, County Clerk



STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

CROWDUS BAKER, being duly sworn, deposes and says that he, the said CROWDUS BAKER, is Vice President of SEARS, ROEBUCK AND CO.; that the number of the shares changed by virtue of the foregoing certificate is 27,500,000, all of the same class, without par value, and that the number of the shares resulting from such change is 82,500,000, all of the same class, Common Stock, with a par value of \$3 per share. The number of additional shares not resulting from a change of shares and the corporation is authorized to issue

STATE OF ILLINOIS)
COUNTY OF COOK)

I, EDWARD J. BARNETT, County Clerk of the County of Cook, Do Herewith Certify that I am duly authorized to issue

State of New York
DEPARTMENT OF STATE

Form 218

I CERTIFY That I have compared the preceding copy with the original Certificate of Amendment of Certificate of Incorporation of

SEARS, ROEBUCK AND CO.,

filed in this department on the 23rd day of November, 1955, and that each copy is a correct transcript therefrom and of the whole of such original. APPL.

Witness my hand and the official seal of the Department of State at the City of Albany, this second day of December, one thousand nine hundred and fifty-five.

Samuel London
Deputy Secretary of State

Form 218

STATE OF ILLINOIS
COUNTY OF DEKALB

... of the shares changed by ...
all of the same class, without par value, and that the number of the shares
resulting from such change is 20,000,000, all of the same class, Common
Stock, with a par value of \$3 per share. The number of additional shares not
resulting from a change of shares which the corporation is authorized to issue
is 17,500,000 with a par value of \$3 per share.

... of the Seal of a Notary Public to be
in the County of DeKalb, Illinois.
In Testimony Whereof, I have hereunto set my hand and affixed the Seal of the County
of DeKalb at my office in the City of Chicago, in the said County, this
... day of ... A.D. 19...
[Signature]
Notary Public

9156-1357

NAME OF COMPANY
NAME OF STATE

SHARES OF THE COMMON STOCK OF THE COMPANY
All of the same class, without par value, and also the number of the shares
resulting from such issue of \$100,000,000. All of the same class, common
stock, with a par value of \$5 per share. The number of additional shares
resulting from a change of par value of the corporation is estimated to issue
in 17,000,000 with a par value of \$5 per share.

Conrad A. Baker
President

Subscribed and sworn to
before me this 10th day
of December, 1931.

John B. Hoffman
Notary Public

ON THIS

STATE OF FLORIDA
CERTIFICATE OF AMOUNT OF CAPITAL EMPLOYED AND/OR
TO BE EMPLOYED IN THE STATE

STATE OF ILLINOIS }
COUNTY OF COOK } SS

POWLER B. MCCONNELL and ARTHUR M. WOOD, being first duly sworn on oath, state that they are respectively the President and Secretary of SEARS, ROEBUCK AND CO., a corporation organized and existing under the laws of the State of New York which was heretofore granted permission to transact business in the State of Florida; that the maximum amount of capital of said Company employed and/or to be employed in the State of Florida at any time during the current fiscal year of said Company will not exceed \$4,000,000.00

and that if the remainder, or a greater amount of its capital is employed in the State of Florida at any time, a report thereof shall be made to the Secretary of State of Florida not later than thirty (30) days after the close of its fiscal year in which said increase occurs, and the proper fees thereon shall be paid to the Secretary of State; and that this certificate is executed, acknowledged and filed in connection with the filing with the Secretary of State of Florida of a Certificate of Amendment of Certificate of Incorporation of SEARS, ROEBUCK AND CO., filed November 23, 1955, whereby each of the twenty-seven million five hundred thousand (27,500,000) authorized shares, all of the same class, without par value, was changed into three (3) shares, all of the same class, with a par value of \$3.00 per share, and the authorized shares of common stock of the Company were increased to one hundred million (100,000,000) shares, all of the same class, with a par value of \$3.00 per share.

Powler B. McConnell
Powler B. McConnell

Arthur M. Wood
Arthur M. Wood

(Affix Corporate Seal)

SUBSCRIBED AND SWORN TO before me, a Notary Public in and for the County and State aforesaid, this 11 day of January, 1956.

M. M. Jordan
Notary Public for Cook County, Illinois

My Commission expires: 6-9-58