

804516

000002561790-43

Amendment  
Filed 11-7-45

7 pgs.

F-4516-r

SEARS, ROEBUCK AND CO.

AMENDMENT TO CHARTER.  
FILED IN PUBLIC REGISTRY  
OF STATE OF THE STATE OF  
FLORIDA THIS 7 DAY OF  
Nov. A. D. 1945

R. A. GRAY,  
SECRETARY OF STATE

Recorded in book 17  
Page 101  
Date Nov 7 1945  
SECRETARY OF STATE

November 7th 1945

Messrs. Lederer, Livingston, Kahn & Adsit  
160 North La Salle Street  
Chicago 1, Illinois

Gentlemen:

I enclose herewith Certificate showing Certificate of Change of Previously Authorized Shares of SEARS, ROEBUCK AND CO., has been duly filed in this office in accordance with law.

Receipt for \$2.00 showing the payment of the filing fee is also enclosed.

Yours very truly,

Secretary of State.

T/T  
Enc.

LAW OFFICES

LALKA CHICAGO

**LEDERER, LIVINGSTON, KAHN & ADSIT**

160 NORTH LASALLE STREET

CHICAGO 1

November 5, 1945

CENTRAL 3005

CHARLES LEDERER  
 SIGMUND LIVINGSTON  
 HARRY H. KAHN  
 HAROLD C. ADSIT  
 PHILIP C. LEDERER  
 LEO H. ARNSTEIN  
 ARCHIE H. SIEGEL  
 FRANK H. HARRIS  
 SIMON J. COLLONS  
 LEONARD SCHRAM  
 LOUIS SHELDOON  
 JOHN A. GRAF  
 ALBERT R. LIOY  
 JOSEPH H. NINOW  
 BENJAMIN HARRIS, JR.  
 SHERMAN P. COHEN  
 BERNARD H. RASKIN  
 BERNARD D. EICHNER

NOV 7 1945



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

Dear Sir:

We enclose, in accordance with your letter dated October 17, certified copy of the Certificate of Change of previously authorized shares of Sears, Roebuck and Co., of whom we are counsel, filed in the Office of the Secretary of State of New York on October 1, 1945, together with our check in the sum of \$2, to cover filing fee.

We also enclose the certificate duly acknowledged by G. B. Hatteraley and C. E. Humm, President and Secretary, respectively of the company, respecting the amount of capital to be employed in Florida.

Please furnish us with your official acknowledgment regarding the filing of the foregoing documents and receipt for payment of fees in the customary manner.

Yours very truly,

LEDERER, LIVINGSTON, KAHN & ADSIT

JAG:SR

Enclosures

By

200  
 200  
 100

INCORPORATED IN THE STATE OF NEW YORK  
HARRIS & BARRONS  
100 WALL STREET  
NEW YORK, N. Y.

President and Secretary

- (1) The name of the corporation is Harris & Barrons, Inc.
- (2) The Certificate of Incorporation is filed in the Office of the Secretary of State in New York City.
- (3) The total number of shares of the corporation is 24,000,000 shares, all of the same class, without par value.
- (4) The number of shares issued and outstanding is 24,000,000 shares, all of the same class, without par value.
- (5) The statement respecting the capital is contained in the Certificate of Incorporation or other certificate filed in the Office of the Secretary of State.

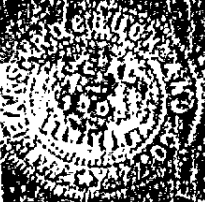
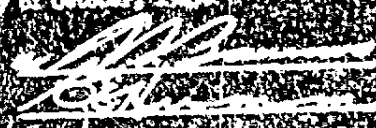
195

The articles of the corporation shall be at least equal to the sum of the aggregate par value of all shares previously issued by the corporation, plus the aggregate amount of contributions made by the corporation for the issuance of shares without par value, plus such amounts as from time to time the resolution of the Board of Directors may be authorized therefor.

Said statement is not changed by this certificate.

- (6) The total number of shares which the corporation may hereafter have is 24,000,000 shares, all of the same class, without par value.
- (7) The presently authorized 6,000,000 shares of the corporation of the same class, without par value, issued as authorized are 24,000,000 shares, all of the same class, without par value, at a rate of four for one.

IN WITNESS WHEREOF, we have made, subscribed and attested said certificate, in duplicate, this 1st day of October, 1945.



STATE OF NEW YORK  
COUNTY OF NEW YORK } SS.

On this 1st day of October, 1945, before me personally appeared A. S. BARRONS and C. E. HINES, to me known and known to me to be the persons described in and who executed the foregoing certificate, and they severally duly acknowledged to me that they executed the same.

Notary Public in and for the County of New York, State of New York

My Commission Expires \_\_\_\_\_

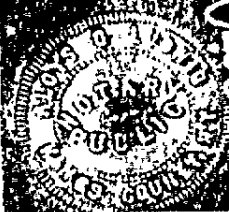
STATE OF NEW YORK }  
COUNTY OF NEW YORK } ss.

A. S. MARROW and G. E. HUNT, being duly sworn, depose and say, and each for himself deposes and says that A. S. MARROW is President of Sears, Roebuck and Co., and that G. E. HUNT is Secretary of said corporation; that they have been authorized to execute and file the foregoing certificate by the votes, cast in person or by proxy, of the holders of record of two-thirds of the outstanding shares of the corporation entitled to vote thereon, and that such votes were cast at a meeting of the stockholders held on the 1st day of October, 1945, upon notice pursuant to the provisions of Section 45 of the Stock Corporation Law.

*A. S. Marrow*  
*G. E. Hunt*

Subscribed and sworn to before me  
this 1st day of October, 1945.

*Robert F. Crowe*  
Notary Public in and for New York  
County and residing in New York  
County, State of New York



ROBERT F. CROWE  
Notary Public, New York County,  
New York City, New York, No. 12345  
N. Y. Co. Cert. No. 12345, Exp. No. 12345  
Comm. to Feb. 28, 1946, No. 12345  
Comm. to Feb. 28, 1946, No. 12345

State of New York }  
DEPARTMENT OF STATE } ss.

I CERTIFY that I have compared the preceding copy with the original and certify that it is a true and correct copy of the original.  
to Increase the number of Shares of  
SEARS, ROEBUCK AND CO.,  
filed in this department on the 1st day of October, 1945, and  
that such copy is a correct transcript therefrom and of the whole of such original.

Witness my hand and the official seal of the Department of State  
this 1st day  
of October, 1945, at New York, New York.  
nine hundred and forty-five.

*Deputy Secretary of State*



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

STATE OF ILLINOIS )  
                          ) SS.  
COUNTY OF COOK    )

G. B. HATTERSLEY and C. E. HUMM, being first duly sworn on oath, state that they are respectively the Vice 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 corporation will not exceed Six Hundred Eighty-three Thousand Nine Dollars and Ninety-two Cents (\$683,009.92), 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 Change of previously authorized shares of said Company, dated October 1, 1945, whereby the then authorized six million (6,000,000) shares of said Company, all of the same class, without par value, issued or unissued, was split up and changed on the basis of four (4) shares for one, into twenty-four million (24,000,000) shares, all of the same class, without par value, without changing the capital of said Company.

G. R. Hattersley  
G. R. Hattersley, Vice President

C. E. Humm  
C. E. Humm, Secretary

SUBSCRIBED AND SWORN to before me, a Notary Public in and for the County and State aforesaid, this 31 day of October

Lillian M. Formanck  
Notary Public for Cook County,  
Illinois

My commission expires 9/22/48