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Amendment

Filed 6-17-70

7pgs.

F- 4516

BEARS, ROEBUCK AND CO,

AMENDMENT

FILED IN OFFICE OF SECRETARY  
OF STATE, STATE OF FLORIDA.  
by... PP... 6-17-70...

TOM ADAMS  
SECRETARY OF STATE

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STATE OF FLORIDA  
Department of State

THE CAPITOL  
TALLAHASSEE 32304



TOM ADAMS  
SECRETARY OF STATE

June 17, 1970

Arnstein, Gluck, Weitzenfeld & Minow  
120 South La Salle Street  
Chicago, Illinois 60603

Gentlemen:

Subject: BEARS, ROHNICK AND COMPANY

This will acknowledge receipt of the following documents for the above captioned corporation:

- 1. Check in the amount of \$ 10.00
- 2. Articles of Incorporation
- 3. Amendment to Articles of Incorporation
- 4. Articles of Merger or Consolidation
- 5. Certificate of Withdrawal received and filed
- 6. Limited Partnership

Enclosed please find:

- 1. Invoice No. \_\_\_\_\_ in the amount of \$ \_\_\_\_\_
- 2. Resident Agent Form (to be completed and returned for filing).
- 3. Certified copy(s)
- 4. Certificate Under Seal
- 5. Photocopy(s)
- 6. A refund of \$ \_\_\_\_\_ will be forwarded later
- 7. Enclosures or details of filing; permit

Filed: June 17, 1970

Sincerely,

TOM ADAMS  
Secretary of State

By  
Roy L. Allen, Chief  
Bureau of Corporation Records

June 5, 1970

FILED  
JUN 17 10 02 AM '70  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Secretary of State  
Corporate Division  
Tallahassee, Florida 32300

Re: *...* and Co. JUN 12 1970 32786 \*\*\*\*10.00

Dear Sir:

Sears, Roebuck & Co., a New York corporation, is qualified to do business as a foreign corporation in your State. A certificate of amendment of the State certificate of its corporation was filed by the Secretary of State of the State of New York on July 22, 1970 whereby the certificate of incorporation was amended by adding Article FOURTH eliminating pre-emptive subscription rights.

Enclosed is a copy of said certificate of amendment certified by the Secretary of State of the State of New York, together with our check in the amount of \$10.00 to cover the certification fee. If this amount is insufficient, please advise us immediately.

Please return to us a copy of the original of this filing and a receipt for payment of the amount of the fee.

Very truly yours,

*MD*  
*Michael D. ...*  
*James ...*

|            |       |
|------------|-------|
| C. T. X.   |       |
| USING      | 10.00 |
| C. C. Y.   |       |
| R. A. FEE  |       |
| P. C. Y.   |       |
| SFA CH     |       |
| TOTAL      | 10.00 |
| BALANCE LE |       |
| REFUND     |       |

835752

CERTIFICATE OF INCORPORATION  
of  
SEARS, ROEBUCK AND CO.

Under Section 805  
of the  
Business Corporation Law

The undersigned, Gordon M. Metcalf and Lawrence L. ...  
being respectively the Chairman of the Board of Directors and  
Secretary of Sears, Roebuck and Co., hereby certify:

- 1. The name of the Corporation is Sears, Roebuck and Co.

State of New York  
Department of State

1-1759

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State  
and that the same is a correct transcript of said original

WITNES my hand and seal of the Department of State

MAY 22 1970

John P. Lomenzo  
Secretary of State

FILED  
JUN 17 10 02 AM '70  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
JUN 17 10 02 AM '70  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF AMENDMENT

of the

CERTIFICATE OF INCORPORATION

of

SEARS, ROEBUCK AND CO.

Under Section 805

of the

Business Corporation Law

FILED  
JUN 17 10 02 AM '70  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

835752

The undersigned, Gordon M. Metcalf and Lawrence L. [unclear], being respectively the Chairman of the Board of Directors and Secretary of Sears, Roebuck and Co., hereby certify:

1. The name of the Corporation is Sears, Roebuck and Co.
2. The certificate of incorporation of the Corporation was filed by the department of state on June 16, 1906.
3. The certificate of incorporation of the Corporation is hereby amended by adding Article FOURTH to eliminate all preemptive rights of any holder of shares of any class to acquire shares or other securities now or hereafter authorized. To effect this amendment, said Article FOURTH is hereby added to the certificate of incorporation to read as follows:

**FOURTH:** No holder of shares of the corporation of any class, now or hereafter authorized, shall as such holder have any preemptive right to subscribe to, purchase, or receive any shares of the corporation of any class, now or hereafter authorized, or any rights or options for any such shares or any rights or options to subscribe to or purchase any such shares or other securities convertible into or exchangeable for or carrying rights or options to purchase shares of any class or other securities, which may at any time be issued, sold, or offered for sale by the corporation or subjected to rights or options to purchase granted by the corporation.

4. The foregoing amendment of the certificate of incorporation was authorized by vote of the holders of a majority of all outstanding common shares, the only class of shares entitled to vote thereon, at the annual meeting of shareholders duly called and held for that purpose on May 18, 1970.

IN WITNESS WHEREOF, the undersigned hereunto signed this certificate this 19th day of May, 1970.

Gordon M. Metcalf  
Gordon M. Metcalf, Chairman of the Board of Directors

Lawrence L. O'Connor  
Lawrence L. O'Connor, Secretary

VERIFICATION  
OF CERTIFICATE OF AMENDMENT

State of Illinois )  
                  ) ss.  
County of Cook )

Lawrence L. O'Connor, being duly sworn, deposes and says that he is the Secretary of Fears, Roebuck and Co., the corporation named in the foregoing certificate of amendment; that he has read and signed the foregoing certificate and knows the contents thereof; and that the statements contained therein are true.

Lawrence L. O'Connor  
Lawrence L. O'Connor, Secretary

Sworn to before me this  
19th day of May, 1970.

Elizabeth J. Powell  
Notary Public

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