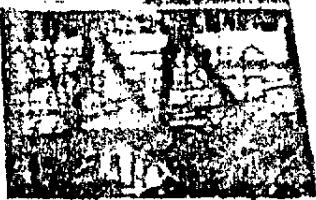


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Amendment  
Filed 5-30-51

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12 pgs.



P-4516-z

SEAFS, ROEBUCK AND CO.

Amendment to Charter.

Filed in Office Secretary  
of State, of the State of  
Florida, this 30<sup>th</sup> day of  
May A. D. 1921

R. A. GRAY  
Secretary of State

By H. T.

RECORDED IN BOOK 22  
PAGE 585  
DATE May 30 1921

May 30th 1951

Messrs. Lederer, Livingston, Kahn & Adsit  
120 South La Salle Street  
Chicago 3, Illinois

Gentlemen:

I enclose herewith Certificate showing Certificate of Amendment of the Certificate of Incorporation 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.

Yours very truly,

Secretary of State.

T/  
Enc.

LEDNER, LIVINGSTON, KAHN & ADSIT  
HAROLD C. ADSIT  
PHILIP C. LEDNER  
LEO W. ARNSTEIN  
FRANK M. KAHN  
SIMON J. COLLINS  
ALBERT B. ALDIN  
LEONARD SCHWAB  
JOSEPH M. MINOW  
DANIEL J. GLUCK  
BURTON F. RUTZENFELD  
MAURICE S. WOLF  
ALFRED M. REDERMAN  
HERBERT F. BUREN  
FRANKLIN A. COLE  
SIGMUND LIVINGSTON

LEDNER, LIVINGSTON, KAHN & ADSIT

CHICAGO 3

MAY 30 AM 3:12  
STATE  
CENTRAL 6 3886

May 29, 1951.  
AIR MAIL

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

Attention: Corporation Department.

Per Sears, Roebuck and Co.

Dear Sirs:

This will acknowledge with thanks receipt of your letter dated May 25, 1951, in which you advised that you believe that a foreign corporation has ample time after the close of its fiscal year in which to make a return of any increase in its invested capital in Florida.

Accordingly, we are enclosing herewith for filing in your office a Certificate of Amendment of the Certificate of Incorporation of Sears, Roebuck and Co., duly certified by the Secretary of State of the State of New York, which was filed with said Secretary of State of New York on May 1, 1951, as a result of which the total number of authorized shares was increased from 24,000,000, all of the same class, without par value to 25,000,000, all of the same class, without par value. It is not anticipated that any of the newly authorized shares will be issued in the immediate future. We are enclosing herewith also our check in the sum of \$2.00 to cover the estimated filing fees.

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 during the current fiscal year of 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 payment of fees. Your usual and courteous attention to this matter will be appreciated.

Yours very truly,

Harold C. Adsit  
for LEDNER, LIVINGSTON, KAHN & ADSIT

Cash 208  
F. W. B.  
GEN. FEE  
100  
122

HCA:S  
Encls.



CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION  
OF SEARS, ROEBUCK AND CO.  
PURSUANT TO SECTION THIRTY-SIX OF THE STOCK CORPORATION LAW

We, the undersigned, FOWLER H. MCCABE and CHARLES F. ...  
being respectively the President and the Secretary of SEARS, ROEBUCK  
AND CO., hereby certify:

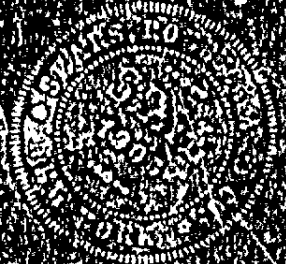
1. The name of the corporation is SEARS, ROEBUCK AND CO.
2. The Certificate of Incorporation of said corporation was  
filed in the Office of the Secretary of State on June 16, 1935.
3. The Certificate of Incorporation is amended to authorize  
1,000,000 new shares of the corporation, all of the same class,  
without par value.
4. The Certificate of Incorporation, as last amended by  
Certificate of Change of Previously Authorized Shares filed October 30,  
1945, provides that the total number of shares which may be issued by  
the corporation is 24,000,000 shares, all of the same class, without  
par value, and that the capital of the corporation shall be at least  
equal to the sum of the aggregate par value of all issued shares  
having par value, plus the aggregate amount of consideration received  
by the corporation for the issuance of shares without par value, plus  
such amounts as from time to time by resolution of the Board of  
Directors may be transferred thereto. Articles Third and Fourth of  
the Certificate of Incorporation, as heretofore amended, are hereby  
amended to read as follows:

"Third: The total number of shares which may be  
issued by the corporation is 25,000,000 shares, all of  
the same class, without par value."

"Fourth: The capital of the corporation shall be  
at least equal to the sum of the aggregate par value of  
all issued shares having par value, plus the aggregate amount of  
consideration received by the corporation for the issuance of shares  
without par value, plus such amounts as from time to time by resolution  
of the Board of Directors may be transferred thereto."

amount in full of the sum of \$100.00 and the interest thereon for the period from the date of the making of this certificate to the date of the payment of the same, plus such amount as may be due by reason of the fact that the sum of \$100.00 is not a multiple of the sum of \$10.00, and the sum of \$10.00 is not a multiple of the sum of \$1.00.

It is hereby certified that the sum of \$100.00 and the interest thereon as above described and acknowledged this 30th day of April, 1951.



*Fred B. McConnell*  
Fred B. McConnell, President

*Charles E. Humm*  
Charles E. Humm, Secretary

STATE OF NEW YORK )  
COUNTY OF NEW YORK )

On this 30th day of April, 1951, before me personally came FRED B. McCONNELL and CHARLES E. HUMM, 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.

*Ethel Sebald*  
Notary Public in and for New York  
County and residing in New York  
County, State of New York.

ETHEL SEBALD  
NOTARY PUBLIC, STATE OF NEW YORK  
No. 41-35729C  
Qualified in Queens County  
Certs. filed with New York County Clerk  
James and New York County Treasurer  
Two Ladies Street, N.Y.C.



STATE OF NEW YORK  
COUNTY OF NEW YORK

FRANK B. MCKENNA, President of [REDACTED] and  
CHARLES E. RUMM, Secretary of [REDACTED], do hereby certify 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 a majority of the outstanding shares  
entitled to vote at the stockholders' meeting at which such  
votes were cast, with relation to the proceedings provided for  
in the foregoing certificate; that neither the Certificate of  
Incorporation nor any other certificate filed pursuant to law  
requires a larger proportion of votes; that such votes were  
cast at a stockholders' meeting held upon notice pursuant to  
Section Forty-five of the Stock Corporation Law; and that such  
meeting was held on the 30th day of April, 1951.

*Frank B. McKenna*  
FRANK B. MCKENNA, President

*Charles E. Rumm*  
CHARLES E. RUMM, Secretary

Subscribed and sworn to before me  
this 30th day of April, 1951.



*Etzel Sebald*  
Notary Public in and for New York  
County and residing in New York  
County, State of New York.

ETZEL SEBALD  
NOTARY PUBLIC, STATE OF NEW YORK  
No. 41-227240  
Residing in Queens County,  
New York, and New York County, New York  
County and New York County, New York  
County, New York County, New York  
County, New York County, New York

7000-65

STATE OF NEW YORK                      SS.  
COUNTY OF NEW YORK

FOWLER B. MCCONNELL and GEORGE BAKER, being duly  
and severally sworn, each for himself, deposes and says that he,  
the said FOWLER B. MCCONNELL, is President and that he, the  
said GEORGE BAKER, is Treasurer of SEARS, ROEBUCK AND CO.,  
and that the number of additional shares not resulting from a  
change of shares which the corporation is hereby authorized to  
issue is One Million (1,000,000), all of which are without par  
value.

*Fowler B. McConnell*  
Fowler B. McConnell, President

*George Baker*

State of New York                      SS.  
DEPARTMENT OF STATE

6648

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 1st day of May, 1951, 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 of the  
City of Albany, this first day  
of May, 1951, One thousand nine hundred  
and fifty-one.

*Richard D. Jordan*  
Richard D. Jordan  
Deputy Secretary of State

Form 52 12-16-49

of

Notary Public

My commission expires

County, Illinois.

4/12/1952



CITY OF NEW YORK  
COUNTY OF NEW YORK

... and generally known as ...  
the said ROBERT B. MCCONNELL, is President and that he, the  
said ROBERT B. MCCONNELL, is Treasurer of said ...  
change of shares which the corporation is hereby authorized to  
issue is Two million (2,000,000), all of which are without par  
value.

*Robert B. McConnell*  
Robert B. McConnell, President

*Francis Baker*  
Francis Baker, Treasurer

Subscribed and sworn to before me  
this 30th day of April, 1951.

*Edith Schell*

Notary Public in and for New York  
County and residing in New York  
County, State of New York.

EDITH SCHALL  
Notary Public, State of New York  
No. 413071100  
Qualified in Queens County  
City, New York New York County Clerk  
Qualified and New York County Register  
Term Expires March 28, 1952



66-65-4

W 11

(2-1000) 1.17.51

June 4th 1951

Messrs. Lederer, Livingston, Kahn & Adsit  
120 South La Salle Street  
Chicago 3, Illinois

Gentlemen:

I have your letter of the second  
enclosing affidavit of amount of capital to  
be employed in Florida by SEARS, ROEBUCK AND CO.,  
and same has been duly filed in this office  
with other papers relating to said corporation.

Yours very truly,

Secretary of State.

T/

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

CENTRAL 6-3985

CHARLES LEDERER  
HARRY M KAHN  
HAROLD C ADSIT  
PHILIP C LEDERER  
LEO H ARNSTEIN  
  
FRANK M MARKS  
SIMON J COLLONS  
ALBERT S LIDY  
LEONARD SCHRAM  
JOSEPH M MINOW  
DANIEL J GLUCK  
BURTON V WEITZENFELD  
MAURICE B WOLF  
ALFRED N BEDERMAN  
HERBERT E RUMFN  
FRANKLIN A COLE  
  
SIGMUND LIVINGSTON  
970 1948

June 2, 1951.

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

Attention: Corporation Department.

Re: Sears, Roebuck and Co.

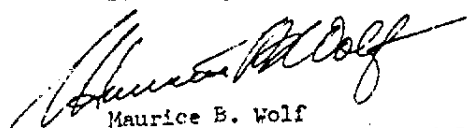
Dear Sir:

This will acknowledge with thanks receipt of your Certificate showing that the Certificate of Amendment of the Certificate of Incorporation of Sears, Roebuck and Co. has been duly filed in your office, together with your receipt showing payment of the filing fee.

In connection with said Certificate of Amendment, we are enclosing herewith for filing in your office a duly executed Certificate of Amount of Capital Employed in your state by Sears, Roebuck and Co. If there is any fee in connection with the filing of said Certificate, will you kindly so advise us and we will remit accordingly.

We will appreciate your acknowledging the filing of the enclosed Certificate.

Yours very truly,

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

MBW:S  
Encl.

SUBSCRIBED AND SWORN to  
a Notary Public in and  
and State aforesaid, this  
of May, 1951

  
Notary Public for Cook Co.

My commission expires: 6/1/52

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

STATE OF ILLINOIS }  
COUNTY OF COOK } SS.

FOWLER B. McCONNELL and CHARLES E. HUMM, 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 corporation will not exceed ONE MILLION ONE HUNDRED SEVENTEEN THOUSAND, ONE HUNDRED EIGHTY SIX DOLLARS (1,117,186)

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., dated May 1, 1951, whereby the then authorized twenty-four million (24,000,000) shares of said Company, all of the same class, without par value, was increased to twenty-five million (25,000,000) shares, all of the same class, without par value.

(Affix Corporate Seal)

*Fowler B. McConnell*  
Fowler B. McConnell  
*Charles E. Humm*  
Charles E. Humm

SUBSCRIBED AND SWORN to before me,  
a Notary Public in and for the County  
and State aforesaid, this 31st day  
of May, 1951.

*Sarah Meyer*  
Notary Public for Cook County, Illinois.

My commission expires: Aug. 12, 1955