

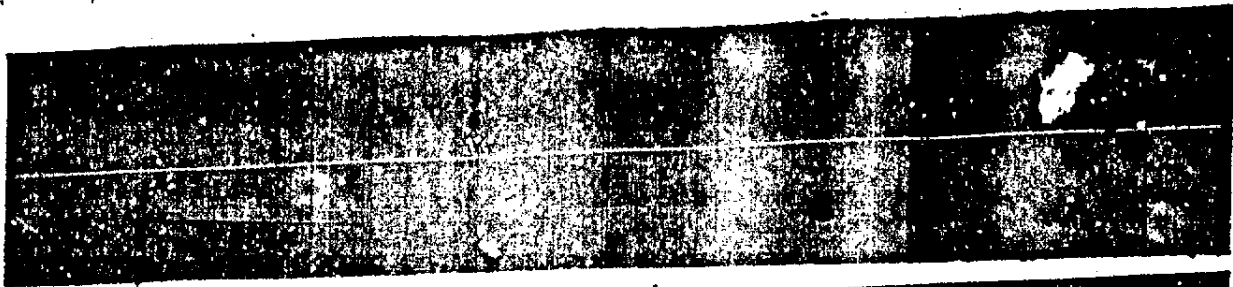
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Amendment

Filed 3-1-65

1 pgs.



P-4516-44

BEARS, ROEBUCK AND CO.  
*New York Corp*

AMENDMENT  
*Change  
filed  
Feb 1, 1936*



FILED IN OFFICE OF SECRETARY  
OF STATE, STATE OF FLORIDA  
1936.....on...3/3/36

TOM ADAMS  
SECRETARY OF STATE



**Secretary of State**

**State of Florida**

**Tallahassee**

32304

**TOM ADAMS**  
Secretary of State

**March 1, 1965**

In reply refer to:  
**corp-28**

**Messrs. Kahn, Adsit, Arnstein, Glick, Weitsenfeld & Minow**  
**130 South LaSalle Street**  
**Chicago, Illinois 60603**

**Attention: Maurice B. Wolf, Esquire**

**Gentlemen:**

This will acknowledge your letter enclosing an amendment to the certificate of incorporation of **SONIS, Beckbus and Co., a New York corporation** and check for \$10.

The amendment has been filed in this office on **March 1, 1965**. A certificate to that effect is enclosed.

Sincerely,

**TOM ADAMS**  
Secretary of State

By  
**(Mrs.) Ruby E. Smith**  
Foreign Supervisor  
Corporations Division

**RS/**  
**Enclosure**

corp-28  
3-10-64



**KAHN, ADSIT, ARNSTEIN, GLUCK, WEITZENFELD & MINOW**

120 SOUTH LA SALLE STREET

CHICAGO 60603

NERRY H. KAHN  
MAROLE C. ADSIT  
LEO H. ARNSTEIN  
DANIEL J. GLUCK  
JOSEPH H. WEITZENFELD  
PETER EDGE  
HARRISON P. NEILSON

FRANK C. MALEER  
MAURICE B. WOLF  
THEODORE BERBER  
LOUIS A. LEHR JR.  
STUART H. GREENBERGER  
EDWARD J. KAHN

ROBERT E. HONE  
FRANK H. MARKS  
MATTHEW H. BRADY  
DUY E. RODRICK  
FRED R. KAUFMAN, JR.  
JAMES E. FUCHTENTHAL  
JAMES T. O'BURNERTY  
SHERMAN S. WEISS

ANDREW B. ADSIT  
ARTHUR L. REIN  
ROBERT M. BERGATA  
IRVING GORDON  
ROBERT I. URY  
ROBERT J. BERGER  
MICHAEL B. TURBER  
IRWIN A. GROSS

AREA CODE 312  
CENTRAL 6 3988

CABLE ADDRESS  
"ALMA CHICAGO"

CHARLES LEATHER  
200-1000  
SIGNING LIVINGSTON  
1000-1000

February 18, 1965

Secretary of State  
Corporation Division  
Tallahassee, Florida

FF 72 65 \*2 67800 \*\*\*10.00

Re: Sears, Roebuck and Co. CO F-4-16

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 by the Secretary of State of the State of New York on February 11, 1965, whereby (i) the aggregate number of shares which the corporation had authority to issue was increased from 100,000,000 to 200,000,000, and such shares were designated common shares, par value \$1.50 per share, and (ii) each share of common stock, par value \$3 per share, issued and outstanding immediately prior to the close of business on February 11, 1965 was, at the close of business on that date, changed into two common shares, par value \$1.50 per share.

We enclose herewith 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 sum of \$10.00 to cover the estimated filing fee. If this amount is insufficient, please so advise and we will remit any difference.

Please furnish us with your official acknowledgement of this filing and payment of the fee enclosed. Also, please direct your correspondence to the attention of this writer.

RECEIVED  
FEB 23 1965  
STATE DEPT OF STATE  
ATTN: SEC. FLOOR

10 00  
FILE  
10 00  
10 00

Yours very truly,  
*Maurice B. Wolf*  
Maurice B. Wolf

MBW/ac  
Enc.

P.S. I will shortly file with you the requisite certificate of amount of capital employed or to be employed in the State.

CERTIFICATE OF AMENDMENT  
OF THE  
CERTIFICATE OF INCORPORATION  
OF  
SEARS, ROEBUCK AND CO.

RECEIVED  
MAY 1 8 38 AM '55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Under Section 805 of the  
Business Corporation Law

The undersigned, Austin T. Cushman and Lawrence L. O'Connor  
being respectively the Chairman of the Board of Directors 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 the Corporation was  
filed by the department of state on June 16, 1906.

3. Article THIRD of the certificate of incorporation of the  
Corporation, relating to authorized shares, is hereby amended to  
increase the aggregate number of shares which the Corporation shall  
have authority to issue from 100,000,000 shares of common stock,  
par value \$3 per share, to 200,000,000 common shares, par value  
\$1.50 per share, and to change each share of common stock, par value  
\$3 per share, into two common shares, par value \$1.50 per share.  
This amendment of the certificate of incorporation shall be effected  
in the following manner: each share of common stock, par value \$3  
per share, issued and outstanding shall be changed into two common  
shares, par value \$1.50 per share; stock certificates representing  
shares of common stock, par value \$3 per share, issued and outstanding  
will continue to represent the same number of common shares but  
of the par value of \$1.50 per share; and the Corporation will issue, as  
soon as practicable, to each holder of common stock of record at the  
time this certificate of amendment is filed by the Department of State  
a certificate or certificates representing one common share, par  
value \$1.50 per share, for each share of common stock, par value  
\$3 per share, of which said person was the holder of record.

A

481066

APPROVED AND FILED  
*Lawrence L. O'Connor*

time. To effect this amendment, said Article THIRD is hereby amended to read as follows:

"THIRD: The aggregate number of shares which the Corporation shall have authority to issue is 200,000,000 common shares, par value \$1.50 per share."

4. The foregoing amendment of the certificate of incorporation was authorized by vote of the holders of a majority of all outstanding shares of common stock, the only class of shares entitled to vote thereon, at a special meeting of shareholders duly called and held for such purpose on January 15, 1965.

IN WITNESS WHEREOF, the undersigned hereunto signed this certificate this 18th day of January, 1965.

  
Austin T. Cushman, Chairman of the Board of Directors

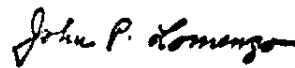
STATE OF NEW YORK  
DEPARTMENT OF STATE

3180

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 11th day of February . 1 965 . 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 at the City of Albany, this eleventh day of February, one thousand nine hundred sixty-five.

  
John P. Tompkins  
Secretary of State

time. To effect this amendment, said Article THIRD is hereby amended to read as follows:

"THIRD: The aggregate number of shares which the Corporation shall have authority to issue is 200,000,000 common shares, par value \$1.50 per share."

4. The foregoing amendment of the certificate of incorporation was authorized by vote of the holders of a majority of all outstanding shares of common stock, the only class of shares entitled to vote thereon, at a special meeting of shareholders duly called and held for such purpose on January 15, 1965.

IN WITNESS WHEREOF, the undersigned hereunto signed this certificate this 18th day of January, 1965.

  
Austin T. Cushman, Chairman of the  
Board of Directors

  
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 Sears, 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, Secretary

 NOTARY PUBLIC  
STATE OF ILLINOIS  
Sworn to before me this  
18th day of January, 1965.  
