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Annual Report

Filed 6-28-64

3 pgs.

**Corporation Report and Tax Return
for Foreign and Domestic Corporations**

1 Copy

State of Florida
Secretary of State

Refer to This Number 74-116-654516 This return is due 1966
in All Correspondence on July 1

SEARS ROEBUCK AND CO.
136 S. CANTON AVE.
CHICAGO 7 ILLINOIS 60697

1. Sears, Roebuck and Co. (General name of corporation)
2. Retail Merchandising (General nature of business)
3. 921 South Morgan Avenue (City) Chicago, Cook (County) Illinois (State)
(Direct or Post Office Box at principal place of business)

5. See Attached List (Directors - Name) (Last required at least (3) three) (Address)

6. The Corporation Company 13th Floor, 111 South St., Jacksonville (Resident Agent Name) (Address) Duval (County) Florida (State)

7. Last meeting of Directors May 18, 1965 (Month - Day - Year)
8. Corporation Active Yes (Yes or No) 9. Inactivity began None (Month - Day - Year)

10. If inactive, will corporation begin business in the future? Yes (Yes or No) 11. Date incorporated June 20, 1906 (Month - Day - Year) 12. Date Qualified in Fla. Jan 1, 1935 (Month - Day - Year)

13. Total Authorized Capital Stock:
\$ 200,000.00
(The value of shares with par value)

14. Outstanding Capital Stock: (issued)
(a) 228,775.41130
(b) None
(c) None
(d) Total (a) + (b) + (c)

15. Amount of tax Due \$ 2,000.00
16. Less Credit \$ None
17. Memo if any \$ None

17. Penalty and Interest (see instructions) \$ None
19. If foreign corporation, give amount of capital employed in Florida \$ 6,753,319.00

18. Amount of tax remitted with this return \$ 2,000.00
20. If foreign corporation, give the number of States in which you do business 50

21. We, the undersigned, certify the above statement of facts to be true and correct as shown by our books.

By R. E. Jorgensen President or V-President Attest: [Signature] Secretary
STATE OF Illinois
COUNTY OF Cook

Personally appeared before me R. E. Jorgensen who deposes and says that he executed this certificate for and in behalf of said corporation and that the statement herein contained is true and correct to the best of his knowledge and belief.

Sworn to and subscribed before me this 25th day of June, 1966

Notary Seal: [Signature]
Signature of Notary taking acknowledgment

Send Original to: FLORIDA REVENUE COMMISSION, TALLAHASSEE, FLORIDA
Send First copy to Secretary of State, Tallahassee, Florida
(SEE INSTRUCTIONS ON BACK OF LAST COPY) 1st COPY

SEARS, ROEBUCK AND CO
May 16, 1966

| DIRECTORS: | Business Address | Residence Address |
|------------------------------|---|--|
| Crowdus Baker * | 925 S. Homan Ave., Chicago, Ill. 60607 | 2298 Drury Lane, Northfield, Ill. 60094 |
| James M. Barker | 221 N. LaSalle St., Suite 1348, Chicago, Ill. 60601 | 1430 Lake Shore Drive, Chicago, Ill. 60610 |
| Howard A. Benthin * | 925 S. Homan Ave., Chicago, Ill. 60607 | 103 E. Forest Ave., Wheaton, Ill. 60187 |
| Judson B. Branch | c/o Allstate Insurance Company 7447 Skokie Blvd., Skokie, Ill. 60078 | 405 Shadowood Lane, Northfield, Ill. 60094 |
| Edgar G. Burton | c/o The Robert Simpson Company Limited 160 Yonge St., Toronto 1, Ontario, Canada | The Benvenuto Apt. Hotel, 10 Benvenuto Place Apt. 301, Toronto 7, Ontario, Canada |
| Austin T. Cushman * | 925 S. Homan Ave., Chicago, Ill. 60607 | 1110 Lake Shore Drive, Chicago, Ill. 60610 |
| John P. DeWitt** | c/o American Telephone & Telegraph Company 185 Broadway, New York New York 10007 | Beekman Hotel, 478 Park Avenue New York, New York |
| Hugh K. Duffield | None | 1326 Colton Road, Gladwyne, Pa. 19038 |
| Calvin Fentress, Jr | c/o Allstate Insurance Company 7447 Skokie Blvd., Skokie, Ill. 60078 | 655 Crab Tree Lane, Lake Forest, Ill. 60045 |
| Claire Giannini Hoffman, Mrs | 300 Montgomery St., Suite 823 San Francisco, Calif. 94104 | 20 El Cerrito Ave., San Mateo, Calif. 94402 |
| Charles F. Hellstadt | 925 S. Homan Ave., Chicago, Ill. 60607 | 5555 Sheridan Road, Chicago, Ill. 60640 |
| Homer J. Livingston | c/o The First National Bank of Chicago 38 S. Dearborn St., Chicago, Ill. 60690 | 1425 Ashland Ave., River Forest, Ill. 60305 |
| Gordon M. Metcalf * | 3 E. Congress Parkway Chicago, Ill. 60605 | Turvey Lane, Downers Grove, Ill. 60515 |
| Charles A. Meyer * | 4640 Roosevelt Blvd., Philadelphia Pa. 19132 | 1313 Lafayette Rd., Gladwyne, Pa. 19035 |
| J. Roscoe Miller | c/o Northwestern University 619 Clark St., Evanston, Ill. 60201 | 2470 Sheridan Place, Evanston, Ill. 60201 |
| Lucien E. Oliver * | 675 Ponce de Leon Ave. N.E., Atlanta, Ga. 30308 | 2222 Mt Paran Road, N.W., Atlanta, Ga. 30327 |
| Julius Rosenwald II | P.O. Box 8873, Elkins Park, Pa. 19117 | 7910 Whiteoak Road, Elkins Park, Pa. 19117 |
| Edgar B. Stern, Jr | 521 Royal Street, New Orleans, La. 70130 | 6 Garden Lane, New Orleans, La. 70124 |
| Richard L. Taylor | 1208 Tower Petroleum Bldg., Dallas, Texas 75201 | 1004 Lillon Ave., Dallas, Texas 75205 |
| W. Wallace Tudor * | 925 S. Homan Ave., Chicago, Ill. 60607 | 238 Forest Ave., Oak Park, Ill. 60302 |
| J. Huber Wetenhall | c/o National Dairy Products Corporation 260 Madison Ave., New York, New York 10016 | Westchester Country Club, Rye, New York 10580 |
| Arthur M. Wood * | 2650 E. Olympic Blvd., Los Angeles, Calif. 90054 | 804 Oxford Road, San Marino, Calif. 91108 |
| Robert E. Wood | 925 S. Homan Ave., Chicago, Ill. 60607 | 464 Mayflower Road, Lake Forest, Ill. 60045 |

* Also officer of the Company

Resident agent: THE CORPORATION COMPANY, 13th Floor,
Florida Title Building, 110 W. Forsyth St., Jacksonville, Fla.