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Merger
Filed 2-28-55
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F-4516-88

Merging HENRY-ROSE STORES, INC.
into -
SEARS, ROEBUCK AND CO.

FILED: FEBRUARY 28, 1955

BOOK: 28

PAGE: 228

Handwritten marks and a rectangular box on the right side of the page, possibly indicating a page number or filing location.

February 28th 1955

C T Corporation System
208 South La Salle St
Chicago 4, ILLINOIS

Attention Mr. M. G. Yost
Asst. Vice-President

Dear Sir:

I am in receipt of your letter of the 25th instant, enclosing Certificate of Ownership Merging HENRY-ROSE STORES, INC., a Delaware corporation, into SEARS, ROEBUCK AND CO., a New York corporation, together with check in the sum of \$10.00 to cover the filing fee.

Said Certificate of Ownership has been duly filed in this office as of this date, and I am pleased to enclose herewith Certificate to that effect, together with receipt showing payment of the filing fee.

Cordially yours,

Secretary of State.

/LA
ENCLS.

RECEIVED
FEBRUARY 28 1955
SECRETARY OF STATE
CHICAGO, ILLINOIS

ASSOCIATED WITH THE CORPORATION THESE COMPANIES

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CHICAGO 4,
25th NORTH LA SALLE ST
PHONE ANGLE 3-1411

February 23, 1955

RE: SEARS, ROEBUCK AND CO.
HENRY-ROSE STORES, INC.

Secretary of State
Tallahassee,
Florida

Dear Sir:

At the instruction of Leonard Schram in the Law Department of Sears, Roebuck and Co. here in Chicago, we enclose certified copy of Certificate of Ownership that was filed in the office of the Secretary of State of New York on January 31, 1955, which is to be filed in your office on behalf of Sears, Roebuck and Co. which is qualified in your state.

You will note from the Certificate that Henry-Rose Stores, Inc., which is also qualified in your state, was merged into Sears, Roebuck and Co., and will accordingly appreciate noting your records that the existence of Henry-Rose Stores, Inc. has been terminated.

A check for the filing fee is enclosed. Please give us the date of filing for the companies' records.

Very truly yours,

C T CORPORATION SYSTEM

By:

[Signature]
Assistant Vice President

6 157
10.00
10.00
10.00
10.00

NOT:ck
Enc.



RESOLUTIONS OF BOARD OF DIRECTORS HENRY-JACK STORES, INC.
AND SEARS, ROEBUCK AND CO.
PURSUANT TO SECTION 85 OF THE STOCK CORPORATION LAW

SEARS, ROEBUCK AND CO., pursuant to the provisions of Section 85 of the Stock Corporation Law of the State of New York, hereby certifies as follows:

FINDS that this corporation is a stock corporation organized under the laws of the State of New York.

AND FINDS that HENRY-JACK STORES, INC. is also a stock corporation organized and existing under the laws of the State of Delaware, and organized for and engaged in business similar to that of this corporation.

AND FINDS that this corporation owns all of the capital stock of said HENRY-JACK STORES, INC., and that the Board of Directors of this corporation, by resolutions duly adopted at a meeting held on the 17th day of January, 1955, determined to merge said HENRY-JACK STORES, INC. into the above at business January 31, 1955, said HENRY-JACK STORES, INC., and such resolutions were in the following words, to-wit:

HENRY-JACK STORES, INC. was organized for and is engaged in business similar to that of this corporation, and

WHEREAS, this corporation has acquired and now lawfully owns all the stock of said corporation and desires to merge the said HENRY-JACK STORES, INC., and to be possessed of all the estate, property, rights, interests, and franchises of said corporation;

AND, THEREFORE, BE IT RESOLVED, that SEARS, ROEBUCK AND CO. shall merge into itself (effective for bookkeeping purposes as of the close of business January 31st, 1955) said HENRY-JACK STORES, INC. and assume all of its obligations; and

AND, FURTHERMORE, that the President or a Vice President of this corporation, or any officer or director of this corporation, or any person acting on behalf of this corporation, shall execute and deliver such instruments as may be necessary to carry out the purposes of these resolutions.

IN WITNESS WHEREOF, the officers of this corporation have hereunto set their hands and the seal of this corporation this 17th day of January, 1955, at New York, New York.

SEARS, ROEBUCK AND CO., the officers of this corporation do hereby certify that the above resolutions were duly adopted at a meeting of the Board of Directors of this corporation, and that the same are true and correct as the same appear in the above.

necessary or proper to effect said merger; and
FURTHER DECLARED, that all option contracts is-
sued pursuant to Employee Stock Plan V approved
by the stockholders of SEARS, ROEBUCK AND CO.
on April 30, 1951, and now in force, shall re-
main in full force and effect and be binding on
SEARS, ROEBUCK AND CO.

IN WITNESS WHEREOF, SEARS, ROEBUCK AND CO. has caused this
Certificate to be signed in its behalf by its President and its Secre-
tary and its corporate seal to be hereunto affixed, this 17th day of
January, 1955.

SEARS, ROEBUCK AND CO.

By J. B. Venturini
President

William
Secretary

STATE OF ILLINOIS

State of New York }
DEPARTMENT OF STATE } ss:

2090

I CERTIFY That I have compared the foregoing
copy with the original Certificate of Merger of

HENRY-ROSE STORES, INC.
(a Delaware corporation)
with
SEARS, ROEBUCK AND CO.,
(a New York corporation)

and that such
Certificate was filed in this department on the 31st day of January, 1955, and that such
Certificate is a true and correct copy of the original.

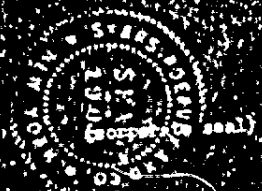
In witness my hand and the official seal of the Department of State at
New York, this twenty-first day
of February, one thousand nine hundred
and fifty-five.

Deputy Secretary of State

...necessary or proper...
FURTHER RESOLVED, that all the...
...paid payment to...
...by the stockholders of...
...on April 30, 1951, and...
...main in Full Force and...
SEARS, ROEBUCK AND CO.

IN WITNESS WHEREOF, SEARS, ROEBUCK AND CO. has caused this
Certificate to be signed in its behalf by its President and its secre-
tary and its corporate seal to be hereunto affixed, this 17th day of
January, 1955.

SEARS, ROEBUCK AND CO.
By J. B. McCormick
President
A. M. Wood
Secretary



STATE OF ILLINOIS) ss
COUNTY OF COOK)

On this 17th day of January, in the year 1955, before me
personally came F. B. MCCORMICK and A. M. WOOD, to me known, who, being
by me duly sworn, each for himself, did depose and say that he, F. B. Mc

Notary Public for the State of Illinois
My Commission Expires on _____
I hereby certify that the foregoing is a true and correct copy of the original as the same appears in my records.
Notary Public
[Signature]
Notary Public for the State of Illinois
My Commission Expires on _____
I hereby certify that the foregoing is a true and correct copy of the original as the same appears in my records.
Notary Public
[Signature]
Notary Public for the State of Illinois
My Commission Expires on _____
I hereby certify that the foregoing is a true and correct copy of the original as the same appears in my records.
Notary Public
[Signature]

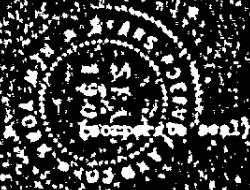
necessary or proper to effect the purposes of this
FURTHER RESOLVED, that the Board of Directors of the
said corporation be authorized to execute and deliver
by the undersigned an instrument in and to the effect
on April 30, 1955, and any and all amendments thereto
with its full force and effect and to be recorded in
BOOKS, RECORDS AND CO.

IN WITNESS WHEREOF, SAID CORPORATION has caused this
Certificate to be signed in its behalf by its President and its Secre-
tary and its corporate seal to be hereunto affixed, this 17th day of
January, 1955.

SAID CORPORATION

By F. B. McConnell
President

A. M. Wood
Secretary



STATE OF ILLINOIS) ss
COUNTY OF COOK)

On this 17th day of January, in the year 1955, before me
personally came F. B. MCCONNELL and A. M. WOOD, to me known, who, being
by me duly sworn, each for himself, did depose and say that he, F. B. Mc-
CONNELL, resides in Winnetka, Illinois and is the President of SAID
CORPORATION, the corporation described in and which executed the above
instrument; and that he, A. M. WOOD, resides in Lake Forest, Illinois, and
is the Secretary thereof; that each knows the seal of said corporation;
that the seal affixed to said instrument is such corporate seal; that it
was so affixed by order of the Board of Directors of said corporation,
and that each signed his name thereto by like order.

Samuel Schram
Notary Public

My commission expires Sept 14 1957

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(2)

BY 2