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Amendment
Filed 12-28-36

7 pgs.

Certificate of Increase of the
Number of Shares of
Sears, Roebuck and Co.,
authorized to Section 36 of the
Stock Corporation Law.

STATE OF NEW YORK
DEPARTMENT OF STATE

FILE NO. 12336
40,000
25

BY *McKelch*
SECRETARY

Secretary, Division of State, John Adler &
Co.,
100 No. 203 1/2 Street
Chicago, Ill.

LAW OFFICES

CABLE ADDRESS
LALKA CHICAGO

LEDERER, LIVINGSTON, KAHN, ADLER & ADSIT

160 NORTH LASALLE STREET

CHICAGO

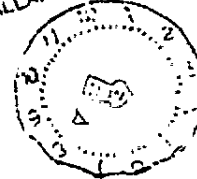
CHARLES LEDERER
EDMUND LIVINGSTON
HARRY H. KAHN
IRVING S. ADLER
HAROLD C. ADSIT
ARCHIE H. BIEGEL
LEO H. ARNSTEIN
ROBERT J. WEISS
BERT L. KLOOSTER
FRANK H. MARKS
LEONARD SCHRAM
PHILIP C. LEDERER
C. M. URBAN

December 22, 1936.

SECRETARY OF STATE
TALLAHASSEE, FLA.

CENTRAL 3903

SECRETARY OF STATE
FLA.



DEC 28



DEC 28 1936

Secretary of State of Florida,
Tallahassee,
Florida.

Dear Sir:

The Articles of Incorporation of Sears, Roebuck and Co., a New York corporation, which was heretofore qualified to do business in your state, have again been recently amended whereby the number of shares of its authorized capital stock have been increased from 5,200,000 to 6,000,000 shares, each without par value.

We enclose herewith certified copy of said amendment, together with certified check for \$2.00 in payment of your statutory fee for granting the certificate of filing said amendment. We also enclose herewith affidavit executed by the duly authorized officers of Sears, Roebuck and Co. to the effect that the maximum amount of the capital stock of the Company employed and/or to be employed in the State of Florida during the said fiscal year of said corporation will not exceed \$200,000, which is the amount of capital presently employed in the State of Florida.

If any other papers or additional fees are required in connection with the filing of this amendment, kindly let us know.

Yours very truly,

LEDERER, LIVINGSTON, KAHN, ADLER & ADSIT,

AHS:R

Enclosures

Increase

C. TAX	
FILING	2.00
R. AGENT FEE	
CLERK	
RECEIVED	2.00
IN HAND	2.00
RECEIVED	
RECEIVED	

This is a true and correct copy of the original as shown to me by the undersigned on this 16th day of December 1936.
[Signature]
Notary Public

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

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

E. J. POLLOCK and H. BOYELL, being first duly sworn on oath, state that they are respectively the Vice-President and Assistant 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 Two hundred thousand dollars (\$200,000.00), 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 certified copy of the amendment dated November 27, 1956, to the Articles of Incorporation of said Company, whereby the number of its authorized shares of capital stock is increased from five million two hundred thousand (5,200,000) to six million (6,000,000) shares, each without par value.

E. J. Pollock
Vice-President.
H. Boyell
Assistant Secretary.

SUBSCRIBED AND SWORN to before me, a Notary Public in and for the County and State aforesaid, this 16 day of December, 1956.
Johanna M. Allen
Notary Public for Cook County,



STATE OF NEW YORK

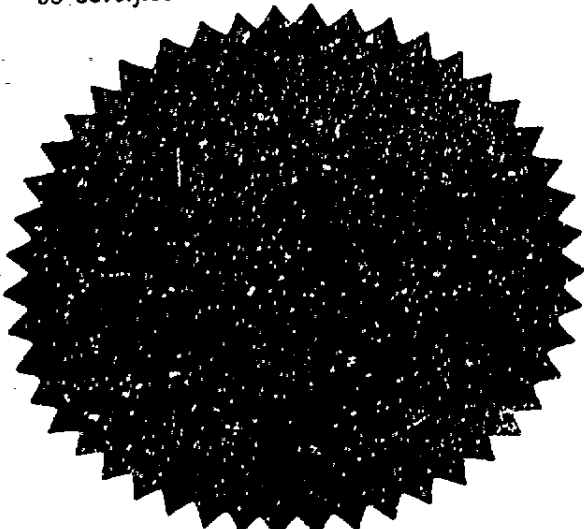
BY

EDWARD J. FLYNN

Secretary of State and Custodian of the Great Seal Thereof.

It is hereby Certified, That FRANK S. SHARP was, on the day of the date of the annexed Certificate and Attestation, Deputy Secretary of State of the State of New York, duly authorized by the laws of said State to make the same and to perform the duties belonging to the Secretary of State in relation thereto, in like manner as said Secretary of State; that such Certificate and Attestation are in due form and executed by the proper officer; that the seal affixed to said Certificate and Attestation is the Official Seal of the Department of State of the State of New York; that the signature thereto of the said Deputy Secretary of State is in his own proper handwriting and is genuine and that full faith and credit may and ought to be given to his official acts, and, further, that the Secretary of State is the Custodian of the original Certificate of Increase of Number of Shares

so certified and attested and Custodian of the Great Seal of said State, hereunto affixed.



In Testimony Whereof, The Great Seal of the State is hereunto affixed.

Witness my hand at the City of Albany, the thirtieth day of November, in the year of our Lord one thousand nine hundred and thirtysix.

Edward J. Flynn
Secretary of State

CERTIFICATE OF INCORPORATION OF SEARS, ROEBUCK AND CO., INCORPORATED
TO SECTION 45 OF THE INCORPORATION LAW

EMIL J. POLLOCK, Vice-President and Secretary of SEARS, ROEBUCK AND CO.,
being respectively Vice-President 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 said corporation was filed in the Office of the Secretary of State on June 15, 1936.
 3. The total number of shares which the Corporation is already authorized to issue is 8,000,000 shares without par value.
 4. The number of shares issued and outstanding is 4,886,039 shares without par value.
 5. The statement respecting the capital as contained in the Certificate of Incorporation or other certificate filed pursuant to law
- 22
- 23
- ¶ 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.

Such statement shall not be changed by this certificate.

6. The total number of shares, including those previously authorized, which the corporation may henceforth have is 8,000,000 shares without par value.

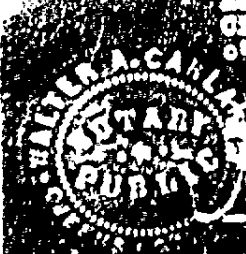
IN WITNESS WHEREOF, we have made, subscribed and acknowledged this certificate, in duplicate, this 27th day of November, 1936.

Emil J. Pollock
Fowler B. McConnell

STATE OF NEW YORK }
COUNTY OF NEW YORK } SS.

EMIL J. POLLOCK and FOWLER B. MCCONNELL, being duly sworn, depose and say, and each for himself deposes and says that Emil J. Pollock is Vice-President of Sears, Roebuck and Co., and that Fowler B. McConnell is Secretary of said corporation, and that they have been authorized to execute this certificate, and that the same was signed in person or by proxy by a majority of the stockholders entitled to vote thereon, their votes were cast at a meeting of the stockholders held at the office of the Company, 250 West 111st Street, Borough of Manhattan, City and State of New York, on the 27th day of November, 1936, at twelve o'clock noon, upon notice pursuant to Section 45 of the Stock Corporation Law.

Emil J. Pollock
Fowler B. McConnell



Subscribed and sworn to before me this 27th day of November, 1936.
Walter A. Carlisle

NOTARY PUBLIC, County of New York
Rover's Co. Clk's No. 23 Reg. No. 249
N.Y. Co. Clk's No. 115 Reg. No. 70248
Commission expires March 31, 1937

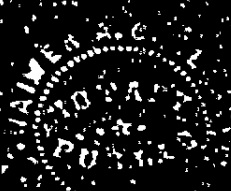
STATE OF NEW YORK }
COUNTY OF NEW YORK } SS.

On this 27th day of November, 1936, before me personally appeared Emil J. Pollock and Fowler B. McConnell, to me known to be the persons described in and who executed the foregoing instrument and duly acknowledged to me that they executed the same.

Walter A. Clark
Notary Public

In and for New York County, N. Y.
My Commission expires _____

NOTARY PUBLIC, No. 7034
Commission expires March 30, 1937



State of New York }
DEPARTMENT OF STATE } ss.:

I CERTIFY that I have compared the preceding copy with the original Certificate to Increase the number of Shares of SEARS, ROEBUCK AND CO., filed in this department on the 28th day of November, 1936, 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 thirtieth day of November, one thousand nine hundred and thirty-six.

Francis J. Sullivan
Deputy Secretary of State