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Merger

Filed 2-24-72

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SEARS, ROEBUCK AND CO.

Merger merging ALGON REALTY
COMPANY, a Pa corp (not qual
into above corp.

FILED IN OFFICE OF DEPARTMENT
OF STATE STATE OF FLORIDA
No. 100 on February 25, 1972

RICHARD (DICK) STONE
SECRETARY OF STATE



STATE OF FLORIDA
Department of State

THE CAPITOL
TALLAHASSEE 32304

RICHARD (DICK) STONE
SECRETARY OF STATE

ROY L. ALLEN, DIRECTOR
DIVISION OF CORPORATIONS

February 25, 1972

C T CORPORATION SYSTEM
208 South LaSalle Street
Chicago, Illinois 60604

Attention: Thomas Lakas

Dear Sir:
Subject: SEARS, ROEBUCK AND CO.

This will acknowledge receipt of the following documents for the above captioned corporation:

- 1. Check in the amount of \$ 15.
- 2. Articles of Incorporation
- 3. Amendment to Articles of Incorporation
- 4. Articles of Merger ~~concerning~~ merging ALGON REALTY COMPANY, a Pennsylvania corporation into above February 25, 1972.
- 5. Certificate of Withdrawal received and filed
- 6. Limited Partnership

Enclosed please find:

- 1. Invoice No. _____ in the amount of \$ _____
- 2. Resident Agent Form (to be completed and returned for filing).
- 3. Certified copy (s)
- 4. Certificate Under Seal
- 5. Photocopy (s)
- 6. A refund of \$ _____ will be forwarded later
- 7. Enclosures or details of filing:

Filed: February 25, 1972.

Sincerely,

RICHARD (DICK) STONE
Secretary of State

By
Murray McLaughlin, Chief
Bureau of Corporation Records

MM/ bc

Enclosures

C T CORPORATION SYSTEM

ASSOCIATED WITH THE CORPORATION TRUST COMPANY

308 SOUTH LA SALLE STREET - CHICAGO, ILL. 60604
ADDRESS IN 1970 AREA CODE 312

Feb. 19, 1972

cc'd.

RE: SEARS, ROEBUCK AND CO. (N. Y. dom.)
merging: ALGON REALTY COMPANY (Pa. 10m.)

*not
forwarded*

COUNSEL: Mr. Leonard Schram (Legal Dept. - 756.)
Sears, Roebuck and Co.
925 South Homan Ave.
Chicago, Illinois 60607

Secretary of State
Corporation Department
Tallahassee, Florida

23 24 14300 ****15.00

Pursuant to the instructions of counsel named above,
we enclose for filing on behalf of this corporation, which
is authorized to do business in your state, a certified copy
of Articles of Merger.

Check in payment of the required fees is attached. Please
forward the usual evidence of filing to this office.

Yours very truly,

C T CORPORATION SYSTEM

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FEB 24 2 10 PM '72

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TWL:RS
Encl.

By *Thomas Lukas*

Thomas Lukas

SPECIAL INSTRUCTIONS: 15

15

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CERTIFICATE

OF
MERGER
OF

ALGON REALTY COMPANY

INTO

SEARS, ROEBUCK AND CO.

UNDER SECTION 905 OF THE BUSINESS CORPORATION LAW

J. F. KINCANNON, Vice President and L. S. MC CLELLAND, Secretary of SEARS, ROEBUCK AND CO., pursuant to the provisions of Section 905 of the Business Corporation Law of the State of New York, hereby certify as follows:

1. SEARS, ROEBUCK AND CO., a corporation of the State of New York owns all of the outstanding shares of ALGON REALTY COMPANY.

2. The designation and number of outstanding shares of ALGON REALTY COMPANY and the number of such shares owned by the surviving corporation are as follows:

<u>Name of Subsidiary</u>	<u>Designation and Number of Outstanding Shares</u>	<u>Number of Shares Owned by Survivor</u>
ALGON REALTY COMPANY	5,000 shares \$50.00 Par Value Common	5,000

3. (a) The certificate of incorporation of SEARS, ROEBUCK AND CO. was filed in the Department of State on the 16th day of June, 1906.

(b) The ALGON REALTY COMPANY was incorporated under the laws of the State of Pennsylvania on the 27th day of November, 1929 and "no application has been filed for authority to do business in the State of New York."

(c) The laws of the State of Pennsylvania permit this type merger and it is in compliance therewith.

4. The surviving corporation owns all of the outstanding shares of the corporation to be merged.

5. The merger shall be effective on the 31st day of January, 1972.

6. The plan of merger was adopted by the Executive Committee of the Board of Directors of the surviving corporation pursuant to

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SECRETARY OF STATE
TREASURY
TALLAHASSEE, FLORIDA

power granted to the Executive Committee during the time between meetings of the Board of Directors in accordance with provisions of Article III, Section 2, of the By-Laws of SEARS, ROEBUCK AND CO. and the provisions of Section 712 of the Business Corporation Law.

IN WITNESS WHEREOF, this Certificate has been signed on the 31st day of January, 1972, and the statements contained therein are affirmed as true under penalties of perjury.

SEARS, ROEBUCK AND CO.

J. F. Linderman
Vice President

W. H. Glass
Secretary

State of New York }
Department of State }

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TALLAHASSEE, FLORIDA

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

WITNES: my hand and seal of the Department of State on FEB 7 1972

John P. Lorenzo
Secretary of State

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CERTIFICATE OF MERGER
OF
1 ALGON REALTY CORPORATION,
INTO
2 SEARS, ROEBUCK AND CO.

① NR

② 461-118
6/16/06
RHE
200,000,000 PV @ 1.50

26/11/11
11/13/12
RHE

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED JAN 8 1972
EX-11
RECORDED IN 1-11-72
J. J. [Signature]
DEPUTY CLERK
31 [Signature]

Leonard Schram
Sears, Roebuck and Co.
Chicago, Illinois 60607