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Annual Report
Filed 6-29-84

8 pgs.

DUE DATE ON OR AFTER JANUARY 1 DELINQUENT AFTER JULY 1 OF EACH YEAR

**CORPORATION
ANNUAL REPORT
1984**



FLORIDA DEPARTMENT OF STATE
George F. Winston
Secretary of State
DIVISION OF CORPORATIONS

(DO NOT WRITE IN THIS SPACE)

FILED
JUN 24 2 00 PM '84

Read Notice and Instructions on Other Side Before Making Entries
Filing Fee of \$10 Required - Make Checks Payable To: Secretary of State

1. Name and Address of Corporation Principal Office		2. Enter Change of Address of Corporation Principal Office. P.O. Box Number Alone is NOT Sufficient	
804536 SEARS, ROEBUCK & CO. 3 TAX DEPT 970, 41ST FLOOR SEARS TOWER CHICAGO 7 ILLINOIS 60684		Street Address P.O. Box No. 005 6058 7/03/84 10.00 City 005 6058 7/03/84 10.00 State Zip Code	

3. Date Incorporated or Qualified To Do Business in Florida	02/03/1936	4. Federal Employer Identification Number (FEIN)	36-1750680	5. Date of Last Report	07/08/1983
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6. Names and Street Addresses of Each Officer and Director, as of December 31, 1983			
Names of Officers and Directors	Title	Street Address of Each Officer and Director (Do NOT Use Post Office Box Numbers)	City and State
1. TELLING, EDWARD R.	D	SEARS TOWER	CHICAGO, IL
2. BOE, ARCHIE R.	P	SEARS TOWER	CHICAGO, IL
3. JONES, RICHARD W.	N/C/T	SEARS TOWER	CHICAGO, IL
4. HARMON, GENE L.	N/P	15 OAK HILL DRIVE	WEST DUNDEE, IL
5. NORUM, DAVID P.	N/P	SEARS TOWER	CHICAGO, IL
6. HARPER, CHARLES W.	N/P/S	SEARS TOWER	CHICAGO, IL

7. Name and Address of Current Registered Agent		8. Name and Address of New Registered Agent	
CT CORPORATION SYSTEM 8753 WEST BROWARD BLVD. PLANTATION, FL 33324		Name Street Address (Do NOT Use P.O. Box Number) City, State and Zip Code	

8. Pursuant to the provisions of Section 807.034 and 807.037 Florida Statutes, the undersigned corporation, qualified under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the state of Florida.

Such change was authorized by resolution duly adopted by its board of directors on _____

SIGNATURE _____ DATE _____
(Registered Agent Accepting Appointment)

10. IMPORTANT - THIS SECTION MUST BE COMPLETED Has this corporation amended its articles to reflect an increase in the authorized number of shares since the last annual report? YES <input type="checkbox"/> NO <input checked="" type="checkbox"/>	11. IMPORTANT - THIS SECTION MUST BE COMPLETED IF ITEM 10 IS YES Has said amendment been filed with this office? YES <input type="checkbox"/> NO <input type="checkbox"/>
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12. See signature restrictions under instructions on reverse side of this form.
I Certify That I Am An Officer of the Corporation, the Receiver or Trustee Empowered to Execute This Report as Required by Chapter 807 F.S.
I Further Certify That I Understand My Signature On This Report Shall Have the Same Legal Effects As If Made Under Oath.

Type/Name of Signing Officer DAVID P. NORUM	Title VICE PRESIDENT - TAXES	Date JUNE 20, 1984	Telephone Number
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13. Should you desire a certificate of status check the box below and include an additional \$5.00 with your payment.

CERTIFICATE OF STATUS DESIRED

\$5 Additional fee required for certificate.

26-29-84

SEARS, ROEBUCK AND CO.
March 20, 1984

FILED
JUN 29 2 00 PM '84
FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE

OFFICERS:

Business Address

Residence Address

Corporate

*Edward R. Telling, Chairman of the Board,
President and Chief Executive Officer
Sears Tower, Chicago, IL 60684

1658 East Mission Hills Road
Northbrook, IL 60062

*Richard M. Jones, Vice Chairman and
Chief Financial Officer
Sears Tower, Chicago, IL 60684

1205 Burr Ridge Club Drive
Burr Ridge, IL 60521

Randolf H. Aires, Vice President,
Governmental Affairs
633 Pennsylvania Avenue, North West
Suite 600, Washington, DC 20004

2260 48th Street, North West
Washington, DC 20007

Robert E. Gurnes, Vice President and Corporate
Treasurer
Sears Tower, Chicago, IL 60684

3 Oak Brook Club Drive, Apt. D-101
Oak Brook, IL 60521

Gene L. Harmon, Vice President,
Corporate Public Affairs
Sears Tower, Chicago, IL 60684

65 Oak Hill Drive
West Dundee, IL 60118

Charles W. Harper, Vice President and Secretary
Sears Tower, Chicago, IL 60684

1406 Oak Avenue
Evanston, IL 60201

Philip M. Knox, Jr., Vice President and
Corporate General Counsel
Sears Tower, Chicago, IL 60684

1500 North Lake Shore Drive, Apt. 4B
Chicago, IL 60610

Charles F. Moran, Vice President,
Corporate Planning
Sears Tower, Chicago, IL 60684

80 Briarwood Circle
Oak Brook, IL 60521

David P. Moran, Vice President, Texas
Sears Tower, Chicago, IL 60684

310 Versailles
Northbrook, IL 60062

William E. Sanders, Vice President, Corporate
Personnel and Employee Relations
Sears Tower, Chicago, IL 60684

219 Bridle Path Circle
Oak Brook, IL 60521

OFFICERS
3/20/84

Page 2

Business Address

Residence Address

Corporate (cont'd)

R. Ben Shelton, Vice President and
Corporate Comptroller
Sears Tower, Chicago, IL 60684

1 Oak Brook Club Drive, Apt 211
Oak Brook, IL 60521

Henry D. Sunderland, Senior Vice President,
Corporate Administration and Planning
Sears Tower, Chicago, IL 60684

259 Mayflower Road
Lake Forest, IL 60045

Merchandise Group

Edward A. Brunner, Chairman and
Chief Executive Officer
Sears Tower, Chicago, IL 60684

1101 Burr Ridge Club Drive
Burr Ridge, IL 60521

William I. Bass, Senior Executive
Vice President, Field
Sears Tower, Chicago, IL 60684

3 Oak Brook Club Drive
Oak Brook, IL 60521

Joseph E. Batogowski, Senior Executive
Vice President, Merchandising
Sears Tower, Chicago, IL 60684

1621 Midwest Club
Oak Brook, IL 60521

Beverett L. Buckardt, Vice President
Sears Tower, Chicago, IL 60684

1001 Westleigh Road
Lake Forest, IL 60045

Charles A. Carlson, Vice President
Sears Tower, Chicago, IL 60684

908 South Royal Blackheath Court
Naperville, IL 60540

Donald A. Deutsch, Vice President
Sears Tower, Chicago, IL 60684

1515 North Astor, Apt. 5A
Chicago, IL 60610

John R. Easter, Vice President
Sears Tower, Chicago, IL 60684

6 Oak Brook Club Drive, Apt. K-101
Oak Brook, IL 60521

Joseph W. Fisher, Vice President
Sears Tower, Chicago, IL 60684

787 Euclid Avenue
Elmhurst, IL 60126

OFFICERS
3/20/84

Page 3

Business Address

Residence Address

Merchandise Group (cont'd)

J. Pat Galloway, Executive Vice President
555 Eas. Lancaster Avenue, St. Davids,
PA 19087

268 Ravenscliff
St. Davids, PA 19087

Forrest Esselton, Executive Vice President
900 South Fremont Avenue, Alhambra, CA 91802

1295 Adair Street
San Marino, CA 91108

Wayne T. Holsinger, Vice President
Sears Tower, Chicago, IL 60684

9 Hunt Club Lane
Oak Brook, IL 60521

Matthew A. Howard, Vice President
Sears Tower, Chicago, IL 60684

1036 Royal Bombay Court
Naperville, IL 60540

Claude M. Ireson, Vice President
Sears Tower, Chicago, IL 60684

38 W 447 Burr Oaks Lane
St. Charles, IL 60174

Robert L. Johnson, Vice President
Sears Tower, Chicago, IL 60684

310 Barton Avenue
Evanston, IL 60202

Raymond A. Kennedy, Vice President
Sears Tower, Chicago, IL 60684

1633 Oak Knoll
Lake Forest, IL 60045

Con S. Massey, Vice President
Sears Tower, Chicago, IL 60684

1340 Wood Hill Lane
Lake Forest, IL 60045

Thomas D. Neal, Executive Vice President
675 Ponce de Leon Avenue, North East,
Atlanta, GA 30395

935 Gatewood Court
Atlanta, GA 30327

John R. Parsons, Vice President
Sears Tower, Chicago, IL 60684

670 Carriage Hill Drive
Glenview, IL 60025

G. Joseph Raddington, Vice President
Sears Tower, Chicago, IL 60684

Doral Plaza Apartments, Apt.
151 North Michigan Avenue
Chicago, IL 60601

Richard P. Robinson, Vice President and
General Counsel and Assistant Secretary
Sears Tower, Chicago, IL 60684

7 Forest Avenue
Roselle, IL 60172

OFFICERS
3/20/84

Page 4

Business Address

Residence Address

Merchandise Group (cont'd)

Eric D. Saunders, Executive Vice President
7447 Stockie Boulevard, Stockie, IL 60077

Allan B. Stewart, Vice President
Sears Tower, Chicago, IL 60684

Gene J. Stroner, Vice President
Sears Tower, Chicago, IL 60684

Thomas B. Sweeney, Vice President
Sears Tower, Chicago, IL 60684

George F. Tidmarsh, Vice President
Sears Tower, Chicago, IL 60684

John F. Wirth, Vice President and Comptroller
Sears Tower, Chicago, IL 60684

Robert E. Wood II, Senior Vice President
Sears Tower, Chicago, IL 60684

575 Turiccon Road
Lake Forest, IL 60045

Doral Plaza Apartments, Apt. 3009
151 North Michigan Avenue
Chicago, IL 60601

1215 Oak Trail Drive
Libertyville, IL 60048

1328 Edgewood Lane
Northbrook, IL 60062

201 Briarwood Loop
Oak Brook, IL 60521

20 Blue Grass Court
Oak Brook, IL 60521

1430 North Lake Shore Drive, Apt. 17
Chicago, IL 60610

* Also Director of the Company

SEARS, ROEBUCK AND CO.
March 20, 1984

DIRECTORS:

<u>Business Address</u>	<u>Residence Address</u>
William C. Beers Suite 2530, One First National Plaza Chicago, IL 60603	1630 Sheridan Road, Apt. 10E Wilmette, IL 60091
*Edward A. Brennan Sears Tower, Chicago, IL 60684	1101 Burr Ridge Club Drive Burr Ridge, IL 60521
Albert V. Casey Chairman of the Board and CEO MWR Corp., P.O. Box 61616 Dallas/Fort Worth Airport, TX 75261	4914 Briarwood Place Dallas, TX 75209
Donald F. Craib, Jr. Chairman of the Board Allstate Insurance Group, Allstate Plaza Northbrook, IL 60062	1871 Mission Hills Lane Northbrook, IL 60062
E. Mandell de Windt Chairman of the Board Eaton Corporation, 100 Erieview Plaza Cleveland, OH 44114	25299 Cedar Road Lynchhurst, OH 44122
Robert M. Gardiner Chairman of the Board Dean Witter Financial Services, Inc. 130 Liberty Street, New York, NY 10006	Lake Road Far Hills, NJ 07931
*Richard I. Jones Sears Tower, Chicago, IL 60684	1205 Burr Ridge Club Drive Burr Ridge, IL 60521
Sybil C. Mohley Dean, School of Business and Industry Florida A&M University Tallahassee, FL 32307	520 Hampton Avenue Tallahassee, FL 32304
Norma Pace Senior Vice President American Paper Institute, Inc. 260 Madison Avenue, New York, NY 10016	Route 112 Lime Rock, CT 06039
C. Wesley Poulson Chairman of the Board Coldwell Banker Real Estate Group 533 Fremont Avenue, Los Angeles, CA 90071	1240 Encino Drive San Marino, CA 91108

DIRECTORS
3/20/84

Page 2

Business Address

Res: Home Address

Nancy C. Reynolds
President
Wentler, Reynolds, Harrison & Schale, Inc.
1317 F Street North West, Suite 600
Washington, DC 20004

4949 Fork Spring Road
Arlington, VA 22207

Clarence B. Rogers, Jr.
Senior Vice President and Group Executive
Information Systems Group
International Business Machines Corporation
900 King Street, Rye Brook, NY 10573

Windin, Lane
Greenwich, CT 06830

Julius Rosenwald II
University City Science Center
3624 Market Street, Philadelphia, PA 19104

7910 Whitewood Road
Elkins Park, PA 19117

Edgar B. Starn, Jr.
620 East Hyman Avenue, Aspen, CO 81611

620 East Hyman Avenue
Aspen, CO 81611

*Edward R. Telling
Sears Tower, Chicago, IL 60684

1658 East Mission Hills Road
Northbrook, IL 60062

* Also Officer of the Company