

804516

ST00002566477--5

Amendment

Filed 5-31-78

10 pgs

AMENDMENT

SEARS, ROEBUCK & CO.

804516

9.  
6-5-78

FILED: 5-31-78

804516

*amend*

**SEARS, ROEBUCK AND CO.**  
SEARS TOWER  
CHICAGO, ILLINOIS 60684

May 16, 1978

National  
Manufacturers

Law Department

MAY 24 9 09 AM '78 \$10.00

Secretary of State  
Corporate Division  
State Capitol Bldg.  
Tallahassee, FL 32304

RECEIVED  
MAY 21 1978  
TALLAHASSEE

Dear Sir:

Sears, Roebuck and Co., a New York corporation, is qualified to do business as a foreign corporation in your state. In May of 1978, Sears filed with the New York Secretary of State an amended and restated Certificate of Incorporation. Said Certificate was amended to (i) reword the corporate purpose, (ii) increase the authorized common shares, par value \$ .75 per share, to 500,000,000 from 400,000,000 shares, (iii) authorize the issuance of 50,000,000 new preferred shares, par value \$1.00 per share, and (iv) simplify said Certificate in certain other respects.

Enclosed for filing by your office is a certified copy of said Restated Certificate of Incorporation, together with a check of Sears, Roebuck and Co. in the amount of \$10.00 in payment of the requisite filing fees. If the amount of this check is insufficient, or if you have any questions concerning this filing, please advise, by collect phone call, the undersigned at (312) 875-9232 or Mr. Philip Hackbarth of our office at (312) 875-9203.

Please acknowledge this filing by dating, signing, and returning to undersigned the attached copy of this letter, together with a receipt for payment of the enclosed fee. A stamped, self-addressed envelope is enclosed for your convenience.

Very truly yours,

*James B. Currie*  
James B. Currie

PRIVILEGE TAX	
C. TAX	
FILING	10
C. COPY	
R. A. FEE	
P. COPY	
SEARCH	
TOTAL	10
BALANCE DUE	

3kb  
Enclosures (3)



# Secretary of State

STATE OF FLORIDA  
THE CAPITOL  
TALLAHASSEE 32304

**BRUCE A. SMATHERS**  
SECRETARY OF STATE

June 1, 1978  
**F. R. RITTER, Director**  
Division of Corporations  
904/488-3140

**DAVID C. MACNAMARA**  
ASSISTANT SECRETARY OF STATE

**SEARS, ROEBUCK AND CO.**  
ATTN: JAMES B. CURRIE  
SEARS TOWER  
CHICAGO, ILLINOIS 60684

**SUBJECT: SEARS, ROEBUCK & CO.**

**DOCUMENT NUMBER: 804516**

This will acknowledge receipt of the following:

1.  Check(s) totalling \$ 10.00
  2.  Articles of Incorporation filed
  3.  Amendments to Articles of Incorporation filed **5-31-78**
  4.  Articles of Merger or Consolidation filed
  5.  Certificate of Withdrawal filed
  6.  Limited Partnership filed
  7.  Limited Partnership Annual Report filed
  8.  Trademark Application filed
  9.  Application for qualification filed \_\_\_\_\_ it is no longer required to issue a permit. A certificate under seal to this effect may be obtained for \$5.
  10.  Reinstatement filed
  11.  Articles of Dissolution filed
  12.  OTHER:
- ENCLOSED:**
1.  Certified Copy(ies).
  2.  Certificate(s) Under Seal.
  3.  Photocopy(ies).
  4.  OTHER:

**SEARS, ROEBUCK AND CO.**  
SEARS TOWER  
CHICAGO, ILLINOIS 60684

May 16, 1978

Law Department

Secretary of State  
Corporate Division  
State Capitol Bldg.  
Tallahassee, FL 32304

Dear Sir:

Sears, Roebuck and Co., a New York corporation, is qualified to do business as a foreign corporation in your state. In May of 1978, Sears filed with the New York Secretary of State an amended and restated Certificate of Incorporation. Said Certificate was amended to (i) reword the corporate purpose, (ii) increase the authorized common shares, par value \$ .75 per share, to 500,000,000 from 400,000,000 shares, (iii) authorize the issuance of 50,000,000 new preferred shares, par value \$1.00 per share, and (iv) simplify said Certificate in certain other respects.

Enclosed for filing by your office is a certified copy of said Restated Certificate of Incorporation, together with a check of Sears, Roebuck and Co. in the amount of \$10.00 in payment of the requisite filing fees. If the amount of this check is insufficient, or if you have any questions concerning this filing, please advise, by collect phone call, the undersigned at (312) 875-9203 or Mr. Philip Hackbarth of our office at (312) 875-9203.

Please acknowledge this filing by dating, signing, and returning to undersigned the attached copy of this letter, together with a receipt for payment of the enclosed fee. A stamped, self-addressed envelope is enclosed for your convenience.

Very truly yours,

James E. Currie

JEK  
Enclosures (3)

RECEIVED  
MAY 29 PM 11  
DEPARTMENT OF STATE  
WASHINGTON, D.C.

15142

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.

Witness my hand and seal of the Department of State on

MAY 15 1978

*Richard M. Wilson*  
Secretary of State

A488802

RESTATED CERTIFICATE OF INCORPORATION  
of  
SEARS, ROEBUCK AND CO.

Under Section 807 of the  
Business Corporation Law

We, the Chairman of the Board and the Secretary, do hereby certify:

1. The name of the Corporation is Sears, Roebuck and Co.
2. The Certificate of Incorporation was filed by the Department of State on June 16, 1906.
3. The Certificate of Incorporation, as amended heretofore, is further amended and restated as follows:
  - 3.1 To amend the SECOND Article to enlarge the corporate purposes as set forth in paragraph 2 of this Restated Certificate of Incorporation.
  - 3.2 To amend the present THIRD and FOURTH articles to authorize 100,000,000 new common shares and 50,000,000 new preferred shares and to modify and establish the designations, relative rights and limitations of the classes and series of shares as set forth in paragraphs 3.1, 3.2, 3.3, 3.4 and 3.5 of this Restated Certificate of Incorporation.
  - 3.3 To authorize share distribution as set forth in paragraph 3.6 of this Restated Certificate of Incorporation.
  - 3.4 To authorize the directors to adopt, amend or repeal the bylaws as set forth in new paragraph 4 of this Restated Certificate of Incorporation.
  - 3.5 To authorize the directors to fix or to increase or decrease the number of directors as set forth in paragraph 5 of this Restated Certificate of Incorporation.
  - 3.6 To delete the SIXTH Article relating to the duration of the Corporation.
  - 3.7 To delete the SEVENTH Article relating to the number and election of directors.
  - 3.8 To delete the EIGHTH Article relating to the designation of original directors.
  - 3.9 To delete the NINTH Article relating to original subscribers of shares of the Corporation, the bylaws of the Corporation, the mortgage of property of the Corporation, and the amounts of surplus and working capital of the Corporation.
4. The amendment to and restatement of the Certificate of Incorporation was authorized by vote of the holders of a majority of all outstanding common shares, the only class of shares entitled to vote thereon, at the annual meeting of shareholders held on May 15, 1978.
5. The text of the Certificate of Incorporation, as amended heretofore, is hereby further amended and restated to read as follows:

RESTATED CERTIFICATE OF INCORPORATION  
of  
SEARS, ROEBUCK AND CO.

1. NAME

The name of the Corporation is Sears, Roebuck and Co.

2. PURPOSES

The purposes of the Corporation are:

2.1 To manufacture, buy, sell, import, export, distribute and deal in goods, wares, merchandise and related services of every kind, and any and all materials or articles for, or used or useful in connection with all or any of the objects aforesaid.

2.2 To engage in any activity which may promote the interests of the Corporation, or enhance the value of its property, to the fullest extent permitted by law.

3. SHARES

3.1 Authorized Shares. The total number of shares which the Corporation may issue is 350,000,000, of which 300,000,000 shall be common shares of a par value of \$0.75 each and 50,000,000 shall be preferred shares of a par value of \$1.00 each.

3.2 Preferred Shares. The preferred shares may be issued from time to time in series. The board of directors is authorized to establish and designate series and to fix the number of shares and the relative rights, preferences and limitations as between series, subject to such limitations as may be prescribed by law. In particular, the board of directors may establish, designate and fix the following with respect to each series of preferred shares: establish and specify a designation of such series; fix the dividend rights of holders of shares of each such series; fix the terms on which shares of each such series may be redeemed if the shares of such series are to be redeemable; fix the rights of the holders of shares of each such series upon dissolution or any distribution of assets; fix the terms or amount of the sinking fund, if any to be provided for the purchase or redemption of shares of each such series; fix the terms upon which the shares of each such series may be converted into or exchanged for shares of any other class or classes or of any one or more series of preferred shares if the shares of such series are to be convertible or exchangeable; fix the voting rights, if any, of the shares of each such series; and any other relative rights, preferences, or limitations of shares of the series consistent herewith and applicable law.

3.3 Common Shares. The holders of common shares, subject to law and to the rights of the preferred shares, shall have the exclusive right to vote for the election of directors and on all other matters requiring shareholder action, each common share being entitled to one vote.

3.4 Preemptive Rights. The holders of shares of the Corporation shall have no preemptive rights to purchase any shares or any other securities of the Corporation.

3.5 Cumulative Voting. At all elections for directors of the Corporation, each shareholder entitled to vote for the election of directors shall be entitled to as many votes as shall equal the number of shares owned by said shareholder multiplied by the number of directors to be elected. A shareholder may cast all of such votes for a single director or may distribute them among the number to be voted for or any two or more of them.



3.6 Share Distributions. The board of directors may from time to time authorize the distribution of shares of any class or series to the holders of the same or of any other class or series of shares.

4. BYLAWS

The board of directors may adopt, amend or repeal the bylaws of the Corporation.

5. DIRECTORS


The number of directors of the Corporation shall be fixed and may from time to time be increased or decreased by the board of directors, but in no event shall the number of directors be less than 3 or more than 30.

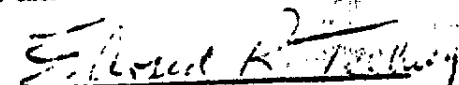
6. MISCELLANEOUS

6.1 Office. The office of the Corporation is to be located in the City, County and State of New York.

6.2 Service of Process. The Secretary of State of New York is designated as an agent of the Corporation upon whom process against the Corporation may be served in any action or proceeding against it within the State of New York. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him is Sears, Roebuck and Co., Sears Tower, Chicago, Illinois 60684, Attention: Secretary.

IN WITNESS WHEREOF, the undersigned hereto signed this Restated Certificate of Incorporation this 15th day of May, 1978.

  
Lloyd S. McClelland  
Secretary

  
Edward R. Telling  
Chairman of the Board of Directors

VERIFICATION OF RESTATED CERTIFICATE OF INCORPORATION

State of Illinois )  
                  ) ss:  
County of Cook   )

Lloyd S. McClelland, being duly sworn, deposes and says that he is the Secretary of Sears, Roebuck and Co., the corporation named in the foregoing Restated Certificate of Incorporation, and knows the contents thereof and that the statements contained therein are true.

  
Lloyd S. McClelland, Secretary

Sworn to before me this  
15th day of May, 1978.

  
Notary Public

X  
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A486602

RESTATED CERTIFICATE OF INCORPORATION  
OF  
SEARS, ROEBUCK AND CO.

6/16/06  
NY 6  
461-118

s/s Sears Roebuck + Co. 1833 - Binny May 10019  
400,000,000 p/v 25d

B

7-62,500<sup>00</sup>

This Document Filed By:  
Philip M. Hackbarth, Esq.  
Sears, Roebuck and Co.  
87th Floor  
Sears Tower  
Chicago, Illinois 60684

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STATE OF NEW YORK  
DEPARTMENT OF STATE  
FILED MAY 1 5 1978  
TAXES 62,500.00  
FILING FEES 30

*Philip M. Hackbarth*  
Secretary of State  
*ny*

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