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Amendment
Filed 6-20-53
(originals are illegible)

12pgs.

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SEARS, ROEBUCK AND CO.

Amendment to Charter.

Filed in Office Secretary
of State, of the State of
Florida, this 20 day of

June A. D. 1952

R. A. GRAY
Secretary of State

153

RECORDED IN BOOK 25

PAGE 31

DATE June 20, 1952

June 20, 1953

8-4516-0

Messrs. Lederer, Livingston, Kahn and Adsit
120 South La Salle Street
Chicago 3, Illinois

Attention: Mr. Maurice B. Wolf

Dear Mr. Wolf:

I enclose herewith Certificate showing that Certificate of Amendment of the Certificate of Incorporation of SEARS, ROEBUCK AND CO. has been duly filed in this office in accordance with Law.

Receipt for \$2.00 showing payment of the filing fee is also enclosed.

Yours very truly,

Secretary of State.

/s/ Enclosures

SUBSCRIBED and SWORN to before me, Notary Public in and for the State aforesaid, this June, 1953.

John L. Thomas
Notary Public for Cook County

My commission expires: July 1, 1954

HARRY N. TANK
HAROLD C. ADSIT
PHILIP C. LEDERER
LEO M. ARNSTEIN
DANIEL J. SLUCK
JOSEPH M. WINCOW
BURTON F. WEITZENFELD
FRANK W. MARKS
MAURICE B. WOLF
NATHAN N. KRAUS
ALBERT SIEGEL
HERBERT E. RUBEN
FRANKLIN A. COLE
VINCENT J. BOLGER
ROBERT S. SIMON
SIGMUND LIVINGSTON
1930-1948

CHICAGO 3

May 21, 1953

CENTRAL 6-3985

Secretary of State
State of Florida
Tallahassee, Florida

Attention: Corporation Department

Dear Sir:

We are counsel for Sears, Roebuck and Co., a New York corporation, qualified to do business as a foreign corporation in your state. A Certificate of Amendment of the Certificate of Incorporation of said corporation was filed with the Secretary of State of the State of New York on April 28, 1953, as a result of which the total number of authorized shares was increased from 25,000,000, all of the same class, without par value, to 27,500,000, all of the same class, without par value. It is not anticipated that any of the newly authorized shares will be issued in the immediate future.

We enclose herewith a copy of said Certificate of Amendment, duly certified by the Secretary of State of the State of New York, together with our check in the amount of \$2.00 to cover your estimated filing fee.

We will shortly file in your office a sworn certificate as to the amount of capital employed and/or to be employed in your state during the current fiscal year of the corporation.

We will appreciate your furnishing us with the customary acknowledgement as to compliance with respect to the filing of said Certificate of Amendment.

Your usual and courteous attention to this matter will be appreciated.

G. TAX
FILING	2.00
R. GENT FEE
C. COPY
OFFICIAL	2.00
N. HAND	2.00
PLAN & DUE
RE-MINI

Very truly yours,



Maurice B. Wolf
For LEDERER, LIVINGSTON, KAHN & ADSIT

WITH ENCL.
Encl.

RECEIVED
MAY 22 1953
CORPORATION DEPARTMENT
TALLAHASSEE, FLORIDA

May 30, 1953

Messrs. Lederer, Livingston, Kahn and Adsit
120 South LaSalle Street
Chicago 3, Illinois

Gentlemen:

I am in receipt of your letter of the twenty-first enclosing check for \$2.00 and Certificate of Amendment of the Certificate of Incorporation of SEARS, ROEBUCK AND CO., increasing the authorized capital stock of said corporation.

As soon as I have received the affidavit showing whether or not the amount of capital invested in Florida by said corporation has been increased, I shall be glad to file the Amendment in this office and send you a Certificate showing that same has been done.

Yours very truly,

Secretary of State.

/s/

issued by the corporation is 27,000
same class, without par value."

DANIEL J. GLUCK
JOSEPH M. MINOW
BURTON V. WEITZENFELD
FRANK W. MARKS
MAURICE B. WOLF
NATHAN H. KRAUS
ALBERT SIEGEL
HERBERT C. RUBEN
FRANKLIN A. COLE
VINCENT J. BOLGER
ROBERT S. SIMON
SIGMUND LIVINGSTON
1929 1944

CENTRAL 6-3985

June 19, 1953.

Honorable R. A. Gray,
Secretary of State,
State of Florida,
Tallahassee, Florida.

Attention: Corporation Department.

Re: Sears, Roebuck and Co.

Dear Sir:

This will acknowledge with thanks the receipt of your letter of May 30, 1953, acknowledging receipt of our letter of May 21, 1953, and our check for \$2.00 for filing the Certificate of Amendment of the Certificate of Incorporation of Sears, Roebuck and Co., increasing the authorized capital stock of said corporation to 27,500,000 shares. You also stated that upon receipt of the affidavit as to the amount of capital invested in Florida by the company you will file the Amendment in your office and send me a certificate of filing.

Accordingly, I am enclosing herewith for filing in your office a duly executed and acknowledged Certificate of Amount of Capital Employed in your state by Sears, Roebuck and Co. If there is any fee in connection with the filing of said Certificate, kindly advise.

If you find the enclosed to be in order, will you kindly send to us, attention of this writer, your certificate showing the filing of the Certificate of Amendment and the Certificate of Amount of Capital Employed.

Yours very truly,

Maurice B. Wolf
Maurice B. Wolf

or LEDERER, LIVINGSTON, KAHN & ADSET

C. TAX	200
FEES	
R. RECEIPTS	
C. COPY	200
C. ST	200
A. ST	
MEMO	
ENCLOSURE	

MEMO
Encls:

SUBSCRIBED and SWORN to before me
Notary Public in and for the
and State aforesaid, this
June, 1953.

Sylvia B. Brown
Notary Public for Cook County

My commission expires: July

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

STATE OF ILLINOIS)
) SS.
 COUNTY OF COOK)

FOWLER B. MCCONNELL and ARTHUR M. WOOD, being first duly sworn on oath, state that they are respectively the President and 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 _____

One million five hundred thousand dollars

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 Certificate of Amendment of Certificate of Incorporation, of SEARS, ROEBUCK AND CO., dated April 27, 1953, whereby the then authorized twenty-five million (25,000,000) shares of said Company, all of the same class, without par value, was increased to twenty-seven million, five hundred thousand (27,500,000) shares, all of the same class, without par value.

Fowler B. McConnell
 Fowler B. McConnell

Arthur M. Wood
 Arthur M. Wood

(Affix Corporate Seal)

SUBSCRIBED and SWORN to before me, a
 Notary Public in and for the County
 and State aforesaid, this 21st day of
June, 1953.

John L. Thomas
 Notary Public for Cook County, Illinois
 My commission expires: July 29, 1955

CERTIFICATE OF AMENDMENT TO CERTIFICATE OF INCORPORATION
OF BEARS, ROEBUCK AND CO.
PURSUANT TO SECTION 202(b)(1) OF THE STOCK CORPORATIONS LAW

We, the undersigned, FOWLER S. MCCOMMILL and ARTHUR H. MOOD,
being respectively the President and the Secretary of BEARS, ROEBUCK
AND CO., hereby certify:

1. The name of the corporation is BEARS, ROEBUCK AND CO.
2. The Certificate of Incorporation of said corporation was
filed in the Office of the Secretary of State on June 16, 1964.
3. The Certificate of Incorporation is amended to authorize
2,500,000 new shares of the corporation, all of the same class, without
par value.
4. The Certificate of Incorporation, as last amended by
Certificate of Amendment of Certificate of Incorporation filed May 1,
1961, provides that the total number of shares which may be issued by
the corporation is 25,000,000 shares, all of the same class, without
par value, and that 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. Articles Third and Fourth of
the Certificate of Incorporation, as heretofore amended, are hereby
amended to read as follows:

Third: The total number of shares which may be
issued by the corporation is 27,500,000 shares, all of the
same class, without par value.

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"Article" The assets 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 undistributed dividends by the corporation for the issuance of shares retired per value, plus such amount as from time to time by resolution of the Board of Directors may be transferred thereto."

This statement respecting capital is unchanged.

IN WITNESS WHEREOF, we have made, subscribed and acknowledged this certificate this 27th day of April, 1953:

Fowler B. McConnell
Fowler B. McConnell, President

Arthur M. Wood
Arthur M. Wood, Secretary

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

On this 27th day of April, 1953, before me personally came FOWLER B. MCCONNELL and ARTHUR M. WOOD, to me known and known to me to be the persons described in and who executed the foregoing certificate, and they severally duly acknowledged to me that they executed the same.

Eric J. Schall



NOTARY PUBLIC
Eric J. Schall
No. 41-3278100
Qualified in Orange County
April 1, 1952 New York County Clerk
Orange & New York County Notary
New Empire Board No. 1853

47 42 93-24

STATE OF NEW YORK
COUNTY OF NEW YORK

FOWLER B. McCONNELL and ARTHUR M. WOOD, being duly and severally sworn, each for himself, depose and says that he, the said FOWLER B. McCONNELL, is President, and that he, the said ARTHUR M. WOOD, is Secretary of SEARS, ROEBUCK AND CO., that they have been authorized to execute and file the foregoing certificate by the votes, cast in person or by proxy, of the holders of record of a majority of the outstanding shares entitled to vote at the stockholders' meeting at which such votes were cast, with relation to the proceedings provided for in the foregoing certificate; that neither the Certificate of Incorporation nor any other certificate filed pursuant to the requirements of the laws of this State, and such votes were cast at a stockholders' meeting held upon notice pursuant to Section Forty-five of the Stock Corporation Law; and that such meeting was held on the 27th day of April, 1953.

Fowler B. McConnell
Fowler B. McConnell, President

Arthur M. Wood
Arthur M. Wood, Secretary

Subscribed and sworn to before me
this 27th day of April, 1953.

Edith Schmitt
Notary Public in and for New York
County and residing in New York
County, State of New York

ET OFFICIAL RECORD
NOTARY PUBLIC IN AND FOR NEW YORK
COUNTY
COMM. EXPIRES 12/31/54
George New York
New York State

1947-93-3

STATE OF NEW YORK)
COUNTY OF NEW YORK) SS.

FOWLER B. MCCONNELL and CRANDUS BAKER, being duly and severally sworn, each for himself, deposes and says that he, the said FOWLER B. MCCONNELL, is President, and that he, the said CRANDUS BAKER, is Treasurer of SEARS, ROEBUCK AND CO., and that the number of additional shares not resulting from a change of shares which the corporation is hereby authorized to issue is Two Million Five Hundred Thousand (2,500,000), all of which are without par value.

Fowler B. McConnell
Fowler B. McConnell, President

State of New York)
DEPARTMENT OF STATE) SS.

I CERTIFY That I have compared the preceding copy with the original Certificate of Amendment of Certificate of Incorporation of

SEARS, ROEBUCK AND CO.,

filed in this department on the 28th day of April, 1953 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 sixth day of May, 1953 and thousand nine hundred and fifty-three.

[Signature]
Deputy Secretary of State

Form 83 4-4-52

592 BY 2

SEARCHED AND INDEXED BY
SERIALIZED BY
FILED BY
MAY 1964
FBI - MEMPHIS

W. J. R. [Signature]

SEARCHED AND INDEXED BY
SERIALIZED BY
FILED BY
MAY 1964
FBI - MEMPHIS

W. J. R. [Signature]

UNITED STATES DEPARTMENT OF JUSTICE
FEDERAL BUREAU OF INVESTIGATION
MEMPHIS OFFICE
MAY 19 1964
MAY 19 1964
MAY 19 1964
