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Amendment
Filed 5-16-41

6 pgs.

F- 4516-k
BEARS, ROBBUCK AND CO.

Amendment to Charter.

FILED IN OFFICE SECRETARY
OF STATE OF THE STATE OF
PA. THIS 16 DAY OF
May A. D. 1941
R. A. GRAY,
SECRETARY OF STATE

By RT

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Date	<u>May 16, 1941</u>
SECRETARY OF STATE	

May 16th
19 41

Messrs. Lederer, Livingston, Kahn & Adsit
160 North La Salle Street
Chicago, Illinois

Gentlemen:

I enclose herewith Certificate showing Certificate of Change of Number of Directors of BEARS ROEBUCK AND CO., has been duly filed in this office in accordance with Law.

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

Yours very truly,

Secretary of State.

T/T
Enc.

LEDERER, LIVINGSTON, KAHN & ADSIT
100 NORTH LA SALLE STREET
CHICAGO

May 15, 1941

CENTRAL EXPRESS
LALRA CHICAGO

CENTRAL 8806

CHARLES LEDERER
SISALINE LIVINGSTON
HARRY M. KAHN
MORDEcai ADSIT
PHILIP G. LEDERER
LEE H. ARNSTEIN
ARONHE H. BESEL
ROBERT J. WEISS
BERT S. ROOSTER
FRANK H. BARRIS
LEONARD BENRAN
E. M. URBAN
LOUIS SHELDON
ROBERT BRENNOR

MAY 16 1941



SECRETARY OF STATE
TALLAHASSEE, FLA.

Secretary of State of Florida
Tallahassee
Florida

Dear Sir:

We herewith enclose for filing in your office certified copy of recent amendment to the Articles of Incorporation of Sears, Roebuck and Co., a corporation of New York, licensed to do business in your state. Under this amendment the number of directors of the corporation is changed to not less than ten nor more than eighteen.

We also enclose herewith our certified check to your order for \$2.00 in payment of your statutory fee for granting the certificate of filing said amendment. If any other papers or additional fees are required in connection with the filing of this amendment, kindly let us know.

Kindly acknowledge the receipt of this letter and enclosures.

Yours very truly,

LEDERER, LIVINGSTON, KAHN & ADSIT

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W. W. Kelly
Deputy Secretary of State

**CERTIFICATE OF CHANGE OF NUMBER OF
DIRECTORS OF SEARS, ROEBUCK AND CO. TO NOT
LESS THAN TEN (10) NOR MORE THAN EIGHTEEN (18)
PURSUANT TO SECTION 25 OF THE STOCK CORPORATION LAW**

we, the undersigned, D. W. Nelson and C. E. McW. being respectively
President and Secretary of SEARS, ROEBUCK AND CO.,
do 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 16, 1902.
- (3) The number of Directors of the corporation previously elected
and was not less than ten (10) nor more than sixteen (16), which is amended
in accordance with the action of the stockholders of the corporation at a
meeting thereof held April 28, 1941, to not less than ten (10) nor more than
eighteen (18).

IN WITNESS WHEREOF, we have hereunto subscribed our names and
this 28th day of April, 1941.

D. W. Nelson
President
C. E. McW.
Secretary

**State of New York
DEPARTMENT OF STATE**

I certify that I have compared the preceding
copy with the original Certificate of Change of Number of Directors of

Sears, Roebuck and Co.,

filed in this department on the 28th day of April, 1941, 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 28th day
of May, one thousand nine hundred
and forty-one.

James C. Murphy
Deputy Secretary of State



**CERTIFICATE OF CHANGE OF RECORD OF
 DIRECTORS OF SEARS, ROEBUCK AND CO., TO NOT
 LESS THAN TEN (10) NOR MORE THAN SIXTEEN (16),
 PURSUANT TO SECTION 45 OF THE STOCK CORPORATION LAW**

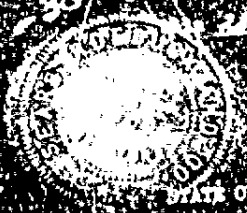
We, the undersigned, D. M. NELSON and C. E. HUMM, being respectively Executive Vice President and Secretary of SEARS, ROEBUCK AND CO., hereby certify:

- (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 16, 1906,
- (3) The number of Directors of the corporation previously authorized was not less than ten (10) nor more than sixteen (16), which is changed in accordance with the action of the stockholders of the corporation at a meeting thereof held April 29, 1941, to not less than ten (10) nor more than sixteen (16).

IN WITNESS WHEREOF, we have made and subscribed this certificate this 27th day of April, 1941.

D. M. Nelson
 Executive Vice President

C. E. Humm
 Secretary



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

On this 27th day of April, 1941, before me personally appeared D. M. NELSON and C. E. HUMM, to me known and known to me to be the persons described in and who executed the foregoing certificate, and they severally acknowledged to me that they executed the same.

Charles S. Humm
 Notary Public in and for New York
 County and residing in New York
 County, State of New York
 U.S. Court No. 67, Reg. No. 172-L-42
 State Co. City of N.Y., Reg. No. 2341
 Commission expires March 31, 1942

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

D. M. NELSON and C. E. HUMM, being duly sworn, state that he, D. M. NELSON, is Executive Vice President of Sears, Roebuck and Co., and that he, C. E. HUMM, is Secretary thereof, and 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 of the corporation entitled to vote thereon, and that such votes were cast at a stockholders' meeting held on the 29th day of April, 1941, upon notice pursuant to the provisions of Section 45 of the Stock Corporation Law.

Subscribed and sworn to before me this 27th day of April, 1941.

Charles S. Humm
 Notary Public in and for New York
 County and residing in New York
 County, State of New York
 U.S. Court No. 67, Reg. No. 172-L-42
 State Co. City of N.Y., Reg. No. 2341
 Commission expires March 31, 1942

D. M. Nelson
C. E. Humm

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