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Amendment Filed 6-29-36

10 pgs.

LAW OFFICES LEDERER, LIVINGSTON, KAHN, ADLER & ADSIT 160 NORTH LASALLE STREET CHARLES LEDERER MOMENT LANKESTON CHICAGO HARRY IS KAHE INVINU & ADLER HARCLD G ADSIT ARCHIE H SIEGEL LEO M. ARYSTEIN REIZW & TRIBON May 27, 1930. BERT L. KLOOSTER вияли й дилив LEGNARO SCHRAM PHILIP & LEDERER C.W.URBAN . 1936 FILING Secretary of State of Florida, **7**(5%)**7** Tallahassee, Florida. CXX HYTAL Dear Sirt H ABAK Sears, Roebuck and Co., a New York corporation was heretofore qualified to do business in your state. We herewith enclose for filing in your office a certified copy of a recent amendment to the Articles of Incorporation of said Company increasing its authorized capital stock from 5,000,000 to 5,200,000 shares each without par value. We also enclose our certified check for \$2.00 in payment of your statutory fee for granting the certificate of filing said amendment. We note that your statute provides that if the amendment is one increasing the capital stock, you shall not deliver the certificate of filing until you shall have received from the corporation a sum equal to that which such corporation would have been required to pay on that portion of the increased capital stock which is represented by capital employed or to be employed in the State of Florida, if such foreign corporation had been a Florida corporation increasing its capital stock under the laws of your state. It is likewise provided that in computing the amount of increased capital stock involved in any such amendment upon which the foreign corporation shall be required to pay, the Secretary of State shall compute and collect the fees provided for by law upon the basis of the total authorized increase of capital stock shown by the amendment, unless such foreign corporation shall make it appear to the Secretary of State by satisfactory affidavits or such other legal and satisfactory evidence as may be required by him to be submitted, that the amount of such increased capital stock of such corporation represented by capital employed or to be employed in Florida is less than the total increase of the capital stock mertioned in the amendment, in which event the Secretary of State shall compute the fee and collect the same on the basis of the part of the authorized increase of capital stock which ed by capital of the corporation employed or to be employed

#2 Secretary of State of Florida 5/27/56

Florida. We wish to say that the amount of the increased capital stock of the corporation represented by capital employed or to be employed in Florida is less than the total increase of the capital stock mentioned in the enclosed amendment. We assume that you have printed forms to be used for establishing the proper tax. Please printed forms to be used for establishing the proper tax. Please furnish us with a supply of such forms, and we will see that they furnish us with a supply of such forms, and we will see that they are properly filled out and filed without delay. We assume that the certificate of filing the enclosed amendment will not be forwarded to us until such printed forms have been filed and the additional tax has been paid. In the meantime the enclosed amendment may be retained by you.

We would appreciate hearing from you at your earliest convenience.

Yours very truly,

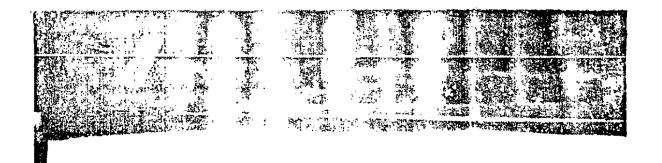
LEDERER, LIVINGSTON, KAHN, ADLER & ADSIT

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May 29th, 1936

Mesars. Lederer, Livingston, Kalm, Adler & Adeit Chicego, Illinois

Gentlemen:

I have your latter of the 27th enclosing Certificate of Amendment to the charter of SEANS, PORMUCK AND CO., a New York corporation, which has heretofore qualified in this Fiste, and also check for \$2.00.

Fith reference to proof which this office requires of a foreign corporation with reference to invested capital within the State of Ficrida, this corporation has heretofore paid a tax on an allocation of \$2.0,000.00. All that is necessary is for the corporation to prepare an affidavit setting forth whather or not is her increased its invested expital within the State of Fierica beyond the amount specified above.

The form of affidavit is immaterial as the substance is the material part. I am quite sure that you are in position to prepare andaffiderit for your clinat covering the material element in this iterance.

Immediately upon receipt of the affidavit I shallbbe glad to file the amendment and forward the wantl certificate.

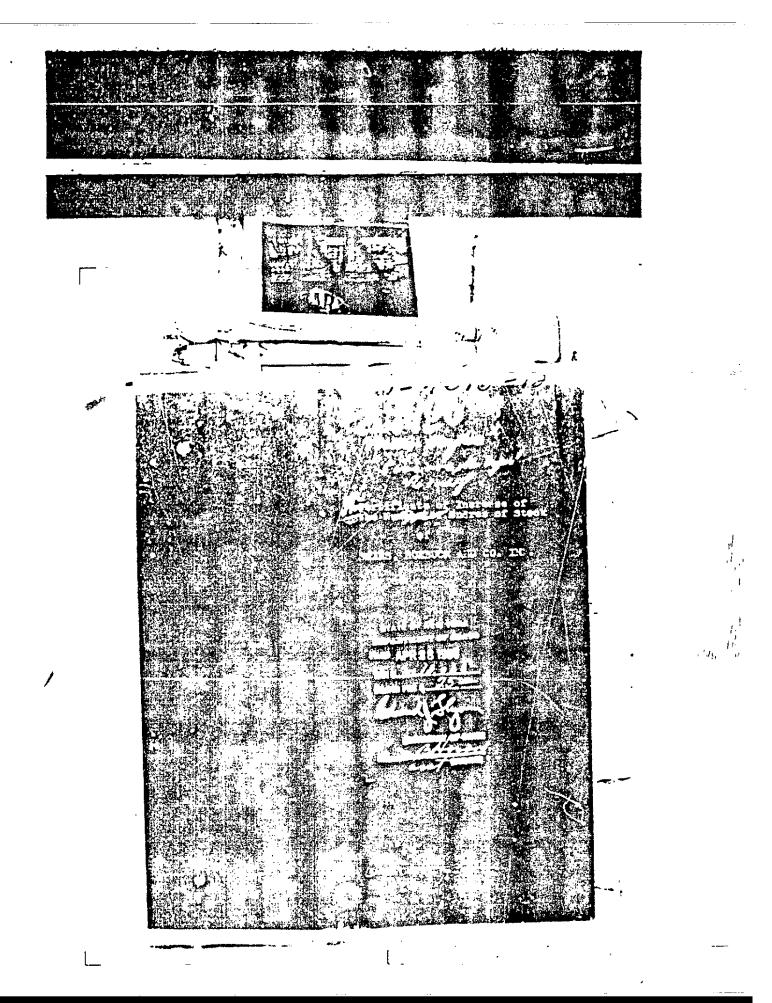
Very truly yours,

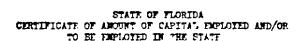
**7/173** 

Secretary of State.



LAW OFFICES LEDERER, LIVERGSTON, KAHN, ADLER & ADSIT IGO NORTH LA SALLE STREET CHICAGO SECRETARY IN STATE ENLIGHASSIC, FLA. June 26, 1956 Secretary of State of Florida Tallahassee, Florida Bear Sire Your letter of May 29 was received, with reference to the filing of the amendment to the charter of Sears, Roebuck and Co., in which you ad-vised that it was necessary for a corporation to file an affidavit setting forth whether or not it has increased its invested capital in Florida beyond the amount heretofore specified. In accordance with the suggestion, we here-with enclose an affidavit to the effect that the in-vestment of the corporation in the State of Florida has not been increased. Yours very truly, LEDERER, LIVINGSTON, KARN, ADLER & ADSIT C. TAX FILING -R. ACREST PER C. CHPT IN MAN ZO HALANCE DUB REFUND





STATE OF ILLIMOIS 1 88. COUNTY OF COOK

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TANK SA

. R. E. WOOD AND E. BOYELL, being first duly sworm on eath, state that they are respectively the President and Secretary of SEARS, MODERUCK 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 compleyed and/or to be employed in the State of Florida at any time during the feariest fiscal year of said corporation will not exceed Two hundred thousand dellars (\$200,000.00), 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 (50) days after the close of its fiscal year in which said increase occurs, and the mreper 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 certified copy of the amendment Mated April 28, 1858, to the Articles of Incorporation of said Company, whereby the number of its authorized shares of capital stock is increased from five million to five million, two hundred thousand (5,000,000 to 5,200,000) pheres, each without per value. A Comment

> SUBSCRIBED AND SWORN TO BEFORE ME, A STATE APPRESAID, THIS 2.5 DAY OF THE DAY OF THE PROPERTY OF TH TUNE, 1956.

Meroney 2 Totary Public for Cook County, Illinois

My commission expires:

3/25/37

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We, the undersigned, Re & Bood, and F. D. McConnell, being respectively President and Secretary of SEARS, ROESUCK AND CO., bereby

- 1. The name of the corporation is SEARS, ROBBUCK AND CO.
- 2. The Certificate of Incorporation of said corporation was filed in the office of the Secretary of State on June 16, 1906.
- 5. The total number of shares which the corporation is already nuthorized to issue is 5,000,000 shares without par value.
- The number of shares Lagued and outstanding is 4,939,769
- The statement respecting the capital as contained in the Contilled of Information or other certificate filed pursuant to law:

  The residual of the emporation shall be at least equal to the sum of the law of the partial of the emporation shall be at least equal to the sum of the law of all issued shares having par value, thus the aggregation of consideration possived by the corporation for the issuence without partially, plus such amounts as from time to time by the consideration of lirectors may be transferred thereto.
- at the sorp ration may thenceforth have is 5,200,000

IN MITNESS WHEREOF, as bave white moser-to-

Presi lent

7-15 M. Towner

Secretary

COUNTY OF HEN YORK

rood and to to accome to being quity sworm, depose and and each for hisself deposes and say Roeduck and Co. and that F. B. McConnell is Secretary of said corpor that they have been authorised to execute and file the foregoing certificate by the votes east in person or by proxy of the holders of record of a major of the outstanding shares entitled to vote thereon; that such votes were cast at a meeting of the stockholders held at the office of the Company, 360 Rest Slat Street, Borough of Manhattan, City and State of New York, on the 77th day of April, 1936, at twelve o'clock noon, upon notice pursuant to Section 45 of the Stock Corporation Law.

State of Mem Hork
DEPARTMENT OF S. ATE

486

1936, and

I CERTIFY that I have compared the preceding copy with the original Certificate Shares the number of Increase

SEARS, ROEBUCK AND CO.,

April, day of 28th filed in this department on the 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 day at the City of Albany, this sixth one thousand May, of

nine hundred and thirty six.

when ket Hung

te and file the foregoing c by the votes cast in person or by proxy of the holders of record of a majorit of the outstanding shares entitled to vote thereony that such vot cast at a meeting of the stockholders held at the office of the Company, 560 West Sist Street, Borough of Manhattan, City and State of New York, on the 27th day of April, 1956, at twelve o'clock noon, upon notice pursuant to Section 45 of the Stock Corporation Law.

Ly Commission expires

STATE OF NEW YORK COUNTY OF NEW YORK

on this 27th day of April, 1936, before me personally appeared R. F. Wood and F. B. Wollonnell, to me known to be the persons described in and who executed the foregoing instrum executed the same.

Notary Public:

In and for New York County, N.