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Amendment
Filed 6-29-36

10 pgs.

LAW OFFICES

CABLE ADDRESS
LALKA CHICAGO

LEDERER, LIVINGSTON, KAHN, ADLER & ADSIT

160 NORTH LA SALLE STREET

CHICAGO

CENTRAL 3987

CHARLES LEDERER
SIGMUND LIVINGSTON
HARRY M. KAHN
IRVING S. ADLER
MARGLO C. ADSIT
ARCHIE M. SIEGEL
LEO W. KAHNSTEIN
ROBERT J. WEISS
BERT L. KLOOSTER
FRANK H. MARKS
LEONARD SCHRAM
PHILIP C. LEDERER
C. M. URBAN

May 27, 1936.



Secretary of State of Florida,
Tallahassee, Florida.

C. TAX
FILING
AGENT FEE
COPY
TOTAL
BANK
BALANCE DUE

Dear Sir:

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 mentioned in the amendment, in which event the Secretary of State shall compute the fee and collect the same on the basis of that part of the authorized increase of capital stock which is represented by capital of the corporation employed or to be employed.

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Paul M.
222 200 80

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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 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



HCA-HJ
encls.

May 29th, 1936

Messrs. Lederer, Livingston, Kahn, Adler & Adsit
Chicago, Illinois

Gentlemen:

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

With reference to proof which this office requires of a foreign corporation with reference to invested capital within the State of Florida, this corporation has heretofore paid a tax on an allocation of \$20,000.00. All that is necessary is for the corporation to prepare an affidavit setting forth whether or not it has increased its invested capital within the State of Florida 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 an affidavit for your client covering the material element in this instance.

Immediately upon receipt of the affidavit I shall be glad to file the amendment and forward the usual certificate.

Very truly yours,

W/ER

Secretary of State.

W713

CHARLES LEDERER
DORRINE LIVINGSTON
MORRY H. KAHN
JAMES S. ADLER
HAROLD C. ADSIT
ANDREW H. SIEGEL
LEO H. ARNSTER
ROBERT J. WEISS
BART L. ALBOSTER
FRANK H. HANCOCK
LEONARD BOWMAN
PHILIP S. LEDERER
G.H. URBAN

LAW OFFICES
LEDERER, LIVINGSTON, KAHN, ADLER & ADSIT
180 NORTH LA SALLE STREET
CHICAGO

SOLE ADDRESS
TALLAHASSEE, FLORIDA

CENTRAL 2007
SECRETARY OF STATE
TALLAHASSEE, FLA.

June 26, 1936



JUN 29 1936

Secretary of State of Florida
Tallahassee, Florida

Dear Sir:

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 advised 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 herewith enclose an affidavit to the effect that the investment of the corporation in the State of Florida has not been increased.

Yours very truly,

LEDERER, LIVINGSTON, KAHN, ADLER & ADSIT

By: *Charles Lederer*

HCA:F

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G. TAX	
FILING	100.
R. AGENT FEE	
C. COPY	100
TOTAL	200
IN BANK	100
BALANCE DUE	
REFUND	



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

STATE OF ILLINOIS }
COUNTY OF COOK } SS.

R. E. WOOD AND E. BOYELL, being first duly sworn on oath, state that they are respectively the President and ^{Asst} 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 Two hundred thousand dollars (\$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 (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 certified copy of the amendment dated April 28, 1936, 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) shares, each without par value.

R. E. Wood
President

E. Boyell
Asst. Secretary

SUBSCRIBED AND SWORN TO BEFORE ME, A
NOTARY PUBLIC IN AND FOR THE COUNTY AND
STATE AFORESAID, THIS 26th DAY OF
JUNE, 1936.

Harvey J. Bunker
Notary Public for Cook County, Illinois

My commission expires: 3/25/37

CERTIFICATE OF INCORPORATION OF SEARS, ROEBUCK AND CO.

SEARS, ROEBUCK AND CO.

PURSUANT TO SECTION 48 OF THE STOCK CORPORATION LAW

We, the undersigned, R. L. Wood, and F. B. McConnell, being respectively 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, 1908.
3. The total number of shares which the corporation is already authorized to issue is 5,000,000 shares without par value.
4. The number of shares issued and outstanding is 4,939,762 without par value.
5. The statement respecting the capital as contained in the Certificate of Incorporation or other certificate filed pursuant to law. 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.
6. The total number of shares, including those previously authorized, which the corporation may hereinafter have is 5,200,000 shares without par value.

IN WITNESS WHEREOF, we have made, subscribed, and signed

certificates, in duplicate, this 27th day of April, 1936.

R. L. Wood

President

F. B. McConnell

Secretary

STATE OF NEW YORK
COUNTY OF NEW YORK

ss.

E. E. Wood and F. B. McConnell, being duly sworn, depose and say, and each for himself deposes and says that E. E. Wood is President of Sears, Roebuck and Co. and that F. B. McConnell is Secretary of said corporation; 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 thereon; that such votes were cast at a meeting of the stockholders held at the office of the Company, 360 West 31st Street, Borough of Manhattan, City and State of New York, on the 27th day of April, 1936, at twelve o'clock noon, upon notice pursuant to Section 45 of the Stock Corporation Law.

[Signature]
F. B. McConnell

W. A. CARLAW
T. ADKINS

Subscribed and sworn to before me

State of New York }
DEPARTMENT OF STATE } ss.:

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I CERTIFY that I have compared the preceding copy with the original Certificate to Increase the number of Shares of SEARS, ROEBUCK AND CO.,

filed in this department on the 28th day of April, 1936, 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, one thousand nine hundred and thirty six.

[Signature]

STATE OF NEW YORK
COUNTY OF NEW YORK

R. E. Wood and F. B. McConnell, being duly sworn, depose and say, and each for himself deposes and says that R. E. Wood is President of Sears, Roebuck and Co. and that F. B. McConnell is Secretary of said corporation; 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 thereon; that such votes were cast at a meeting of the stockholders held at the office of the Company, 360 West 51st Street, Borough of Manhattan, City and State of New York, on the 27th day of April, 1936, at twelve o'clock noon, upon notice pursuant to Section 45 of the Stock Corporation Law.

[Signature]
F. B. McConnell

A. CARL
NOTARY

Subscribed and sworn to before me
this 27th day of April, 1936.

[Signature]

Notary Public

Queens County
N.Y. Co. Cl. No. 511 Reg. No. 20
N.Y. Co. Cl. No. 513 Reg. No. 7028
Commission expires March 30, 1937

My Commission expires

STATE OF NEW YORK
COUNTY OF NEW YORK

SS.

On this 27th day of April, 1936, before me personally appeared R. E. Wood and F. B. McConnell, to me known to be the persons described in and who executed the foregoing instrument and duly acknowledged to me that they executed the same.

[Signature]

Notary Public

In and for New York County, N. Y.
My Commission expires
NOTARY PUBLIC Queens County
N.Y. Co. Cl. No. 511 Reg. No. 20
N.Y. Co. Cl. No. 513 Reg. No. 7028
Commission expires March 30, 1937

A. CARL
NOTARY