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Division of Corporations

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Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

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To: Division of Corporations
Fax Number : (850)617-6381

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850)222-1092
Fax Number : (850)878-5368

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

RECEIVED
14 SEP 30 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN PROFIT/NONPROFIT CORPORATION
Sears Holdings Management Corporation

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

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TALLAHASSEE, FLORIDA

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9/30/2014

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Sears Holdings Management Corporation

Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

_____ Name of Person

_____ Firm/Company

_____ Address

_____ City/State and Zip code

_____ E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

_____ at (_____) _____
 Name of Person Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:
New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Sears Holdings Management Corporation

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. 20-3592148

(FEI number, if applicable)

4. 10/05/2005

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6.

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 3333 Beverly Road, Hoffman Estates, IL 60179

(Principal office address)

3333 Beverly Road, B2-131B, Hoffman Estates, IL 60179

(Current mailing address)

8. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: **CT Corporation System**

Office Address: **1200 S. Pine Island Rd.**

Plantation

(City)

, Florida **33324**

(Zip code)

9. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Connie Bryan

(Registered agent's signature)

Connie Bryan

Registered Agent

10. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

11. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Ronald D. Boire

Address: 3333 Beverly Road, Hoffman Estates, IL 60179

Director: Robert A. Riecker

Address: 3333 Beverly Road, Hoffman Estates, IL 60179

B. OFFICERS

President: Ronald D. Boire

Address: 3333 Beverly Road, Hoffman Estates, IL 60179

Vice President: Lawrence J. Meerschaert

Address: 3333 Beverly Road, Hoffman Estates, IL 60179

Secretary: Deann M. Bogner

Address: 3333 Beverly Road, Hoffman Estates, IL 60179

Treasurer: Scott E. Huckins

Address: 3333 Beverly Road, Hoffman Estates, IL 60179

NOTE: (If necessary, you may attach an addendum to the application listing additional officers and/or directors.)

12. Deann M. Bogner
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

13. Deann M. Bogner, Secretary

(Typed or printed name and capacity of person signing application)

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SEARS HOLDINGS MANAGEMENT CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTIETH DAY OF SEPTEMBER, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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TALLAHASSEE, FLORIDA

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You may verify this certificate online at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1740722

DATE: 09-30-14