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American Water Works and  
Guarantee Company.

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CERTIFICATE  
-of-  
ORGANIZATION.

Received in the Essex County  
Clerk's Office Jan 26, 1891 and  
recorded in Book 5 of Incorpo-  
rated Business Cos on page 140.  
D.A. Smith  
Clerk

Recorded in Book A 41  
of Corporations in the office of  
the Secretary of State, page 78 eh

Sullivan & Cromwell,  
Attorneys-at-Law,  
45 Wall Street,  
New York City.

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*Secretary of State*

CERTIFICATE OF THE ORGANIZATION

- of the -

AMERICAN WATER WORKS AND GUARANTEE COMPANY.

THIS IS TO CERTIFY that we, David W. Hitchcock, James S. Kuhn, Edmund C. Converse and William J. Curtis, do hereby associate ourselves into a Company under and by virtue of the provisions of an Act of the Legislature of New Jersey, entitled "An Act concerning Corporations", approved April 7, 1875, and the several Supplements thereto and Acts amendatory thereof, for the purposes hereinafter mentioned, and to that end we do by this, our Certificate, set forth:

FIRST: That the name which we have assumed to designate such Company and to be used in its business and dealings is the American Water Works and Guarantee Company.

SECOND: That the places in this State where the business of such Company is to be conducted, are the City of Newark, in the County of Essex, and the Cities of Hoboken and Jersey City, in the County of Hudson.

The principal part of the business of said Company within this State is to be transacted in the said City of Newark, in the County of Essex.

The principal office or place of business of said Company out of this State is to be situated in the City of Pittsburgh, in the State of Pennsylvania; and the Company also proposes to carry on operations and business in the City, County and State of New York, and in any or all of the other States and Territories of the United States of America, and in any or all foreign countries.

THIRD. That the objects for which the Company is formed are to engage in and carry on the business of constructing, purchasing, acquiring, equipping, owning, maintaining and operating water works, gas works, sewer works, electric plants for generating light, heat or other power, and street railways by whatever motive power operated, and of selling, leasing or otherwise disposing of any of the same; of contracting with water companies, gas companies, electric companies and other private corporations, with individuals, and with towns, cities, boroughs, counties and other municipal corporations within the United States of America or in any foreign country for the construction and maintenance of any such works and plants and street railways and property; manufacturing, generating, accumulating, storing, conducting, selling, furnishing and supplying water, gas and electricity for municipal, domestic, agricultural, manufacturing and mining purposes; of contracting with water companies, gas companies, electric companies and

other private corporations, with individuals and with towns, cities, boroughs, counties and other municipal corporations within the United States of America, or in any foreign country for the manufacturing, generation, accumulation, storage, conducting, selling, furnishing and supplying of water, gas or electricity for municipal, domestic, agricultural, street railway, manufacturing and mining purposes; and to engage in other works and improvements in any of the places above named under any contract or otherwise with any person or persons, boards or corporations having the power or franchise so to do; and of making any such contract and purchasing any contract for any of the said purposes, and of selling and assigning to others any such contract, whether made directly by it or acquired by assignment, and of sub-letting any such contract however the same may be made or acquired; of purchasing, leasing and otherwise acquiring, using, operating, selling, letting, licensing, and otherwise disposing of any works, plants, machinery, tools, apparatuses and inventions, patents, devices and processes for such purposes or any part thereof, together with trademarks, brands and good-will and any and all other property, rights or privileges in connection with any of the purposes herein referred to, and of engaging in all business and undertakings in any way growing out of or concerning or relating to any

of the objects or purposes herein referred to; and of guaranteeing, agreeing to pay or endorsing the principal, interest or other obligation of any corporation or corporations in which this Company may be in any wise interested or in connection with the acquisition, construction or otherwise of any of such works, properties or business; and of purchasing or otherwise acquiring and selling or otherwise disposing of the stock or stocks of any Company or companies owning, holding, manufacturing or producing materials or other property necessary for the business, and of issuing to or receiving from others, as consideration, the stocks, bonds, securities or obligations of this Company, or of the vendors, lessors or other parties as the case may be, and of issuing bonds, debentures or obligations of the Company, from time to time, for any of the objects or purposes of the Company and securing the same by mortgage or mortgages or by deed or deeds of trust on any or all of the property, franchises and income of the Company where-soever situated, acquired or to be acquired and selling or otherwise disposing of the same in such manner and upon such terms as the Board of Directors may deem judicious; and to engage in any or all of the business and purposes aforesaid; and as a part of said business and purposes to take over, acquire and continue the business, property, good-will and effects of the American

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Water Works and Guarantee Company, Limited, of Pennsylvania, the same being necessary for the business and purposes aforesaid, and thereon ~~assume~~ and agree to pay and discharge all the outstanding obligations, guarantees and endorsements of said Company, and indemnify and save harmless the said Company, its stockholders and officers from all responsibility on any of the same, all upon such terms and agreements as to the Board of Directors of this Company may seem proper; and to do and transact all acts, business and things incident to or in any way connected with or necessary or convenient to carry out any of the purposes or objects above generally expressed.

The power to create preferred stock and issue certificates therefor, under and pursuant to the provisions of the said Act under which the Company is incorporated, and the several Supplements thereto and Acts amendatory thereof, is hereby conferred upon the Board of Directors of the Company, who are fully authorized in their discretion to create preferred stock, and issue certificates therefor at any time or times, and in such amount or amounts as they may deem judicious, which preferred stock shall at no time exceed the amount allowed by law.

The portion of the business of the said Company which is to be carried on out of this State is any part of the business, manufactures and purposes aforesaid, which the interests, convenience or objects of

the Company may make desirable.

FOURTH: That the total amount of the capital stock of said Company is one million dollars,; the number of shares into which the same is divided is ten thousand shares, and the par value of each share is one hundred dollars.

The amount with which the said Company will commence business is ten thousand dollars, which is divided into One hundred shares of the par value of one hundred dollars each.

FIFTH: The names and residences of the stockholders and the number of shares held by each are as follows, to wit:

David W. Hitchcock,	Boston, Mass	19	Shares
James S. Kuhn,	Pittsburg, Pa.	20	"
William S. Kuhn,	" "	19	"
Edmund G. Converse,	New York City, H.Y.	19	"
William J. Curtis,	Summit, N. J.	1	"
J. H. Flagler,	New York City, H.Y.	19	"
William S. Eaton,	Boston, Mass.	1	"
Charles H. Payson,	Portland, Me.	1	"
George J. Gorman,	Pittsburg, Pa.	1	"

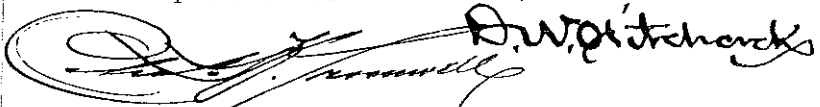
SIXTH: The period at which said Company shall commence is the 24th day of January, A. D., one thousand eight hundred and ninety-one, and the period at which it shall terminate is the 24th day of January,

A. D., One thousand nine hundred and forty-one.


IN WITNESS WHEREOF we have hereunto set our hands and seals the 23rd day of January, A. D., One thousand eight hundred and ninety-one.


Signed, sealed and delivered :

in the presence of

 D. W. Pitcher

 James J. Kuhn

 D. J. Dorman

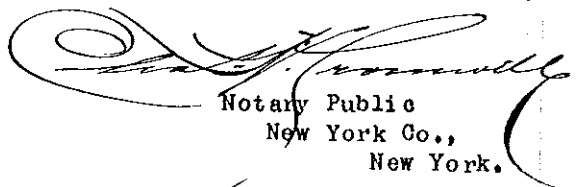
 W. J. Curtis



STATE OF NEW YORK, :  
 : ss.  
City and County of New York. :

BE IT REMEMBERED that on this 23rd day of January, A. D., eighteen hundred and ninety-one, before me, a Notary Public in and for the State and County aforesaid, personally appeared David W. Hitchcock, James S. Kuhn, Edmund C. Converse and William J. Curtis, who I am satisfied are the persons named in and who executed the foregoing Certificate of Organization, and I having first made known to them the contents thereof, they did each acknowledge that they signed, sealed and delivered the same as their voluntary act and deed.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal on the date aforesaid.

  
Notary Public  
New York Co.,  
New York.

Form 7.

State of New York,  
City and County of New York, } ss.

I, EDWARD F. REILLY, Clerk of the City and County of New York, and also Clerk of the Supreme Court for the said City and County, the same being a Court of Record, DO HEREBY CERTIFY,

Witness My Hand and Seal of Office this 23rd day of January, 1891.

whose name is subscribed to the Certificate of the proof or acknowledgment of the annexed instrument and thereon written, was, at the time of taking such proof, and acknowledgment, a

in and for said County, duly commissioned and sworn and authorized by the laws of said State to take the acknowledgments and proofs of deeds or conveyances for land, tenements or hereditaments in said State further, that I am well acquainted with the handwriting of such *Charles H. Cronwell* and verily believe that the signature to said certificate of proof or acknowledgment is genuine.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of the said Court and County, the day of *January* 1891.

*Edward F. Reilly*  
Clerk.

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