

62

CERTIFICATE OF INCREASE  
OF THE CAPITAL STOCK OF THE  
AMERICAN WATER WORKS AND GUARAN-  
TEE COMPANY.

June 15th, 1911.

*W. H. [unclear]*  
*W. H. [unclear]*

FILED AND RECORDED  
JUN 23 1911  
PITTSBURGH, PA.

~~77822~~

R. F. Wendel,  
Attorney,  
345 Fourth Avenue,  
Pittsburgh, Pa.

X 5410

CERTIFICATE OF INCREASE OF CAPITAL STOCK  
OF THE AMERICAN WATER WORKS AND  
GUARANTEE COMPANY.

The American Water Works and Guarantee Company, a corporation organized and existing under the laws of the State of New Jersey, by its President and Secretary, does hereby certify:-

I. That the principal office of said Company is at Room 701, Number 164 Market Street, City of Newark, State of New Jersey, and that the agent therein and in charge thereof and upon whom process against the corporation may be served is Adrian Riker.

II. That the Board of Directors of said corporation, at a meeting duly convened and held on the third day of June, 1911, passed a resolution declaring that the increase of the capital stock of said Company from the sum of Two Million (\$2,000,000) Dollars to the sum of Five Million (\$5,000,000) Dollars and, for that purpose, the change and amendment hereinafter set forth of Paragraph Fourth of its Certificate of Incorporation is advisable, and calling a meeting of the stockholders of said corporation to take action thereon.

III. That a copy of said resolution of the Board of Directors of said corporation is hereto appended.

IV. That thereafter, on the fifteenth day of June, 1911, pursuant to such call of the Board of Directors and upon notice given to each stockholder for a period of ten days before said meeting and as provided in the by-laws of said Company, a special meeting of the stockholders of said Company was held at said principal office of the Company hereinbefore named, at which meeting more than two-thirds in interest of all of the stockholders of said corporation, there

being only one class of stockholders of said corporation, and all of the stockholders of said corporation having equal voting powers in proportion to the number of shares held by each respectively, were present in person or represented by proxy, and that more than two-thirds in interest of the stockholders of said corporation, all of the same having voting powers as aforesaid, voted in favor of the aforesaid increase of capital stock of said Company to the sum of Five Million (\$5,000,000) Dollars and, for that purpose, the change and amendment of Paragraph Fourth of its Certificate of Incorporation so that the same as amended should read as follows, to wit:-

"Fourth- That the total authorized capital stock of said Company is Five Million (\$5,000,000) Dollars, the number of shares into which the same is divided is fifty thousand (50,000) shares and the par value of each share is One Hundred (\$100) Dollars. The amount with which the said Company shall commence business is Ten Thousand (\$10,000) Dollars, which is divided into one hundred (100) shares of the par value of One Hundred (\$100) Dollars each."

V. That at said meeting of the stockholders of said Company the foregoing increase of capital stock and amendment and change in the Certificate of Incorporation of said Company was assented to in writing by more than two-thirds in interest of all of the stockholders of said Company, all of the same having voting powers as aforesaid, and that their written assent is hereto appended.

VI. That twenty thousand (20,000) shares of the capital stock of said Company are issued and outstanding, all of the same being common stock, being all of the shares of capital stock of said corporation.

IN WITNESS WHEREOF, the said American Water Works and Guarantee Company has caused this certificate

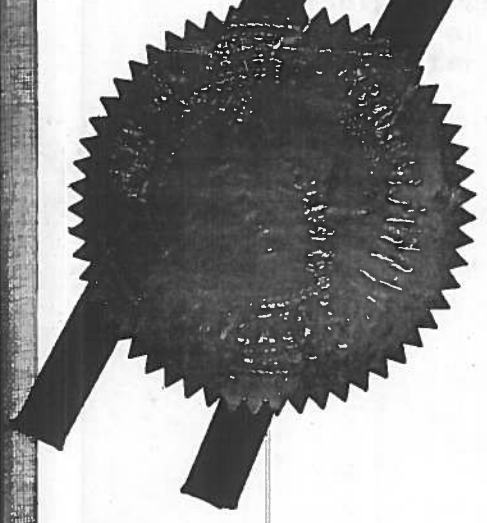


to be signed by the President and its Secretary, and its  
corporate seal hereto affixed, this 21st day of  
June, 1911.

AMERICAN WATER WORKS AND GUARANTEE COMPANY,

By James S. [Signature]  
President

[Signature]  
Secretary



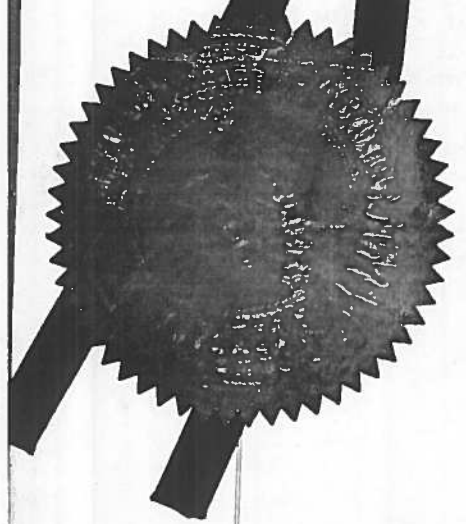
65

to be signed by its President and its Secretary, and its  
corporate seal to be hereto affixed, this 21st day of  
June

AMERICAN WATER WORKS AND GUARANTEE COMPANY,

By James S. [Signature]  
President

[Signature]  
Secretary



65

RESOLUTION OF THE BOARD OF DIRECTORS.

"BE IT RESOLVED by the Board of Directors of the American Water Works and Guarantee Company that said Board of Directors declare, and hereby does declare, that it is advisable to increase the capital stock of said Company from the sum of Two Million Dollars (\$2,000,000) to the sum of Five Million Dollars (\$5,000,000) and for that purpose that Paragraph Fourth of the Certificate of Incorporation of this Company be amended so that the same, as amended, shall read as follows:-

'Fourth- That the total authorized capital stock of said Company is Five Million (\$5,000,000) Dollars, the number of shares into which the same is divided is fifty thousand (50,000) shares and the par value of each share is One Hundred (\$100) Dollars. The amount with which the said Company shall commence business is Ten Thousand (\$10,000) Dollars, which is divided into one hundred (100) shares of the par value of One Hundred (\$100) Dollars each.'

"BE IT FURTHER RESOLVED that the foregoing change in the certificate of incorporation of this Company is advisable.

"BE IT FURTHER RESOLVED that a meeting of the stockholders of this Company be and is hereby called to convene at its principal office, Room 701, No. 164 Market Street, City of Newark, New Jersey, on the 15th day of June, 1911, at the hour of ten o'clock A. M. for the purpose of taking action upon the foregoing increase of capital stock of this Company and amendment to its Certificate of Incorporation, and that the Stock Books of this Company are hereby ordered to be closed on the 3rd day of June, 1911 at the hour of one o'clock and to remain closed for a period of 12 days, and that the Secretary of this Company be and is hereby directed forthwith to give notice, for a period of not less than ten days, in accordance with the by-laws of this Company, to all of the stockholders of this Company that such meeting will be held at the hour and place aforesaid for the purpose of taking action with regard to the making of the aforesaid increase of capital stock and amendment to the Certificate of Incorporation of this Company."



AMERICAN WATER WORKS AND GUARANTEE COMPANY.

ASSENT OF STOCKHOLDERS TO INCREASE OF CAPITAL STOCK.

We, the undersigned, being more than two-thirds in interest of all of the stockholders of the American Water Works and Guarantee Company, a corporation organized and existing under the laws of the State of New Jersey and being the corporation mentioned in the foregoing certificate, there being only one class of stock and all of the stockholders of said Company having voting powers, having at a meeting of the stockholders of said Company, held June 15th, 1911, regularly called for that purpose voted in favor of the increase of its capital stock to the sum of Five Million (\$5,000,000) Dollars, as set forth in the amendment of its charter or Certificate of Incorporation set forth in the above certificate, do now, pursuant to law, give our written assent to said increase of capital stock and said amendment in its Certificate of Incorporation.

WITNESS our hands this 21st day of June, 1911.

James D. Huber

W. F. Huber

J. W. Huber

James D. Huber <sup>and By James D. Huber</sup>

A. Adams

J. F. Barnard <sup>Barnard</sup>

E. Duobas

W. J. Dunbar <sup>Dunbar</sup>

M. Eakin

L. H. Haines

Wm. H. Hill

L. H. Hill <sup>Hill</sup>

H. Hoffwaster

H. C. Miller

G. R. Ormsby

John N. Scott

Byron J. Smith

J. M. Van Wagener

E. C. Conner

By J. M. Van Wagener Proxy

W. N. Cronwell

By J. M. Van Wagener Proxy

Georgiana G. Eaton

By J. M. Van Wagener Proxy

William S. Eaton

By J. M. Van Wagener Proxy

John H. Fleger

By J. M. Van Wagener Proxy

Walter P. Fryer

By J. M. Van Wagener Proxy

W. R. Goss

By J. M. Van Wagener Proxy

Benjamin J. Greeley

By J. M. Van Wagener Proxy

Jerome Hill

By J. M. Van Wagener Proxy

Benjamin S. Hitchcock

By J. M. Van Wagener Proxy

Ella M. Huber

By J. M. Van Wagener Proxy

A. B. MacLaughlin

By J. M. Van Wagener Proxy

H. M. Payson & Co.  
By J. M. Van Wagner Proxy

Chas. P. Pettus  
By J. M. Van Wagner Proxy

Thos. A. Reynolds  
By J. M. Van Wagner Proxy

Sarah E. Rhine  
By J. M. Van Wagner Proxy

Cornelius B. Spen  
By J. M. Van Wagner Proxy

Joseph D. Spen  
By J. M. Van Wagner Proxy

A. R. Stevens  
By J. M. Van Wagner Proxy

John S. Stone  
By J. M. Van Wagner Proxy

J. Herndon Smith  
By J. M. Van Wagner Proxy

Harry C. Soule  
By J. M. Van Wagner Proxy

R. M. Wilson  
By C. F. Sander Proxy

Wm. H. Sander  
By C. F. Sander Proxy

STATE OF PENNSYLVANIA: :SS.  
COUNTY OF ALLEGHENY :

On this 21st day of June, 1911, before me, the undersigned, a Foreign Commissioner of Deeds for the State of New Jersey, residing and acting as such within the City of Pittsburgh, County of Allegheny and State of Pennsylvania, and duly commissioned and qualified under and by virtue of the laws of the State of New Jersey to take the acknowledgment or proof of deeds, etc. to be used or recorded in said State of New Jersey, personally appeared H. B. Rhine, personally known to me and who being by me duly sworn, did depose and say that he is the Secretary of the American Water Works and Guarantee Company above named and that as such he has charge of the stock books of said corporation and knows the stockholders thereof and the number of shares held by each of the foregoing stockholders hereinbefore named, and that said stockholders whose names are signed, either in person or by proxy, to the foregoing assent to the increase of capital stock of said company as set forth in the foregoing amendment of its certificate of incorporation, were on the fifteenth day of June, 1911, and are now the owners and holders of more than two-thirds in interest of all of the shares of the capital stock of said corporation; that there is only one class of stock of said corporation and that all of the stockholders of said corporation have equal voting powers in proportion to the number of shares held by each respectively.

H. B. Rhine

Sworn to and subscribed before me this 21st day of June, 1911.

Francis C. Fairman,  
Foreign Commissioner of Deeds for New Jersey in Pennsylvania.

My commission expires



68



STATE OF PENNSYLVANIA :  
: SS.  
COUNTY OF ALLEGHENY :

BE IT REMEMBERED that on this 21st day of June, 1911, before me, the subscriber, a Foreign Commissioner of Deeds for the State of New Jersey, residing and acting as such within the City of Pittsburgh, County of Allegheny and State of Pennsylvania, and duly commissioned and qualified under and by virtue of the laws of the State of New Jersey to take the acknowledgment or proof of deeds, etc. to be used or recorded in said State of New Jersey, personally appeared H. B. Rhine, Secretary of the American Water Works and Guarantee Company, the corporation mentioned in and which executed the foregoing certificate, who, being by me duly sworn, on his oath says that he is such secretary, and that the seal affixed to the said certificate is the corporate seal of said corporation, the same being well known to him; that James S. Kuhn is the President of said corporation and signed said certificate and affixed said seal thereto and delivered said certificate by authority of the Board of Directors and with the assent of two-thirds in interest of all of the stockholders of said corporation, as and for his voluntary act and deed and the voluntary act and deed of said corporation, in the presence of deponent who thereupon subscribed his name thereto as witness.

And he further says that the resolution of the Board of Directors referred to in the said certificate, a true copy of which is appended to said certificate, was adopted at a meeting of said Board of Directors duly convened and held on the third day of June, 1911.

And he further says that the written assent of stockholders appended to the foregoing certificate is signed by two-thirds in interest of all of the stockholders of said corporation (there being only one class of stockholders of said corporation and all of the same having equal voting powers in proportion to the number of shares held by each respectively), either in person or by their severally duly constituted attorneys in fact thereunto duly authorized in writing and that the facts recited in said certificate so executed by said President and himself as Secretary are true and correct.

*H. B. Rhine*

Subscribed and sworn  
to before me the day  
and year aforesaid.

*Francis C. Fairman*  
Foreign Commission of Deeds  
for New Jersey in Pennsylvania.

My commission expires

