

act 915

X 5410

CERTIFICATE OF AMENDMENT
OF THE CERTIFICATE OF IN-
CORPORATION OF THE AMERICAN
WATER WORKS AND GUARANTEE
COMPANY

AUTHORIZING
AN INCREASE OF CAPITAL STOCK
AND ISSUANCE OF PREFERRED
STOCK.

(4)

7022

February 17th, 1912.

R. F. Wendel, Attorney,
345 Fourth Ave.,
Pgh, Pa.

113

FEBRUARY 17 1912
RECORDED
OFFICE OF THE
COMMISSIONER OF STATE

CERTIFICATE OF AMENDMENT OF THE CERTIFICATE
OF INCORPORATION OF THE
AMERICAN WATER WORKS AND GUARANTEE COMPANY
AUTHORIZING AN INCREASE OF CAPITAL STOCK
AND ISSUANCE OF PREFERRED STOCK.

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 it has amended Paragraph Fourth of its certificate of Incorporation, as hereinafter set forth, and by such amendment has authorized an increase of its capital stock to the sum of Twenty Million (\$20,000,000) Dollars, Ten Million (\$10,000,000) Dollars thereof to be issued as Common Stock and Ten Million (\$10,000,000) Dollars thereof to be issued as Preferred Stock, the holders and owners of said Common and Preferred stock to have the rights assigned to them respectively under and by virtue of said amendment, which said change or alteration and increase of capital stock and issuance of Preferred and Common Stock was declared, by resolution of the Board of Directors of said corporation, to be advisable, and calling a meeting of the stockholders of said corporation to take action thereon; that pursuant to such resolution of the Board of Directors of said Company, and pursuant to notice duly and regularly given to each stockholder, as provided in the By-Laws of said Company, said meeting of the stockholders of said Company was called to convene at its principal office on the fifth day of February, 1912, and at said meeting the holders and owners of fifty thousand (50,000) ----- shares of its capital stock were present in person or represent-

ed by proxy, and at said meeting said change or alteration and said increase of capital stock and issuance of Preferred Stock was assented to by the affirmative votes of the holders and owners of more than two-thirds in interest of all of the stockholders of said corporation, 49687½ votes being cast in favor thereof, and that the written assent of said stockholders voting in favor thereof is appended hereto.

By which amendment so made Paragraph Fourth of its Certificate of Incorporation has been amended so as to read as follows, to wit:

"Fourth: The Company shall be authorized to issue capital stock to the extent of Twenty Million (\$20,000,000) Dollars, divided into two hundred thousand (200,000) shares of the par value of One Hundred (\$100) Dollars each.

"Of said stock one hundred thousand (100,000) shares, amounting, at par, to the sum of Ten Million (\$10,000,000) Dollars, shall be Preferred Stock, and the remainder, or one hundred thousand (100,000) shares, amounting, at par, to the sum of Ten Million (\$10,000,000) Dollars, shall be Common Stock.

"The holders of the Preferred Stock shall be entitled to receive, when and as declared, from the surplus or net profits of the Company, dividends at the rate of six per centum (6%) per annum, but no more, except as hereinafter otherwise provided, payable quarterly on the first days of January, April, July and October in each year, or at such other quarterly dates as the By-Laws of the Company may hereafter provide. Said dividends on the Preferred Stock shall be cumulative and shall be payable before any dividends on the Common Stock shall be paid or set apart, so that if in any year dividends amounting to six per centum (6%) shall not have been paid thereon, the deficiency shall be payable before any dividends shall be paid upon or set apart for the Common Stock.

"Whenever all cumulative dividends on the Preferred Stock for all previous years shall have been declared and shall have become payable, and the accrued quarterly installments for the current year shall have been declared, and the Company shall have paid such cumulative dividends for previous

years and such accrued quarterly installments, or shall have set aside from its surplus or net profits, a sum sufficient for the payment thereof, the Board of Directors, in its discretion, may declare dividends on the Common Stock, payable then or thereafter out of any remaining surplus or net profits, which dividends on the Common Stock shall not exceed the sum of six per centum (6%) per annum, except as hereinafter provided; and any deficiency in the payment of or failure to pay dividends on the Common Stock to the amount of six per centum (6%) in any year may be made up in any subsequent year out of any surplus or net profits then existing, and, except as hereinafter otherwise provided, the same shall be paid before the holders of the Preferred Stock shall be entitled to further participation in the surplus or net profits of the Company as hereinafter mentioned; but no dividend shall be declared or paid on the Common Stock unless all arrears of dividends on the Preferred Stock shall have been duly paid or declared, and a sum sufficient for the payment thereof shall have been set aside for that purpose.

"The Company may declare additional dividends from its remaining undivided profits or from any surplus from time to time existing in excess of Two Million (\$2,000,000) Dollars, as the Board of Directors, in its discretion, may determine; but such additional dividends shall be payable to the holders of Preferred and Common Stock equally and without priority or discrimination; provided that all dividends for previous years, both upon the Preferred and Common Stock, at not less than six per centum (6%) per annum, shall have been paid or declared, and a sum sufficient for the payment thereof shall have been set aside for that purpose.

"In event of the liquidation, or dissolution, or winding up (whether voluntary or involuntary, or by the expiration of its period of corporate existence) of the Company, the holders of the Preferred Stock shall be entitled to be paid in full all dividends theretofore accrued and unpaid, and the par value of such Preferred Stock; and after such payment shall have been made, the Common Stock, to the extent of its par value, plus all dividends, if any, to the extent of six per centum per annum, which the Company theretofore may have failed to declare and pay, shall be paid in full from such assets as remain; and any surplus then remaining to the amount of Two Million (\$2,000,000) Dollars, shall be distributed among the holders of the Common Stock; and all surplus, if any, thereafter remaining, in excess of said amount, shall be distributed among the holders of the Preferred and Common Stock share and share alike.

"From time to time the corporation shall have the right to increase the amount of its capital stock, or make any other change, amendment, or alteration in its Certificate of Incorporation, in the manner then authorized by law, with the consent of two-thirds in interest of each class of the stockholders, to-wit: Common and Preferred; but the Preferred Stock shall not be increased beyond the sum of Ten Million (\$10,000,000) Dollars, as authorized by this amendment, without the consent of the holders of at least three-fourths in interest of the then outstanding Preferred Stock. The Common Stock, at the discretion of the Company,

may be issued in exchange for Preferred Stock with the consent of the holders of any of the Preferred Stock and all such Preferred Stock so received by the Company shall be cancelled and shall not thereafter be reissued, and either the Preferred or the Common Stock may also be issued in payment for such property as the Company has authority to purchase or for such other purpose or purposes as the Board of Directors of the Company may lawfully authorize.

"The amount with which 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."

III. That fifty thousand (50,000) 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 its President and its Secretary, and its corporate seal to be hereto affixed, this fifth day of February, 1912.

AMERICAN WATER WORKS AND GUARANTEE COMPANY

By W. H. Ketchum
President.

W. B. McLean
Secretary.



AMERICAN WATER WORKS AND GUARANTEE COMPANY.

ASSENT OF STOCKHOLDERS TO AMENDMENT FOR INCREASE OF CAPITAL STOCK AND ISSUANCE OF PREFERRED STOCK.

We, the undersigned, being more than two-thirds in interest 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, having at a meeting of the stockholders, held February fifth, 1912, regularly called and held for that purpose, voted in favor of amending Paragraph Fourth of the Certificate of Incorporation of said Company as set forth in the foregoing certificate, and the increase of the capital stock of said Company and the issuance of Preferred Stock, as set forth in the foregoing certificate, do now, pursuant to law, give our assent to said amendment and said increase of capital stock and issuance of Preferred Stock, and all other provisions of said amendment.

WITNESS our hands this fifth day of February, 1912.

<u>Adrien Riker</u>	Wm. H. ...
<u>F. D. Aley</u>	<u>Benj. F. Greely</u>
<u>A. A. Adams</u>	<u>W. R. Ross</u>
<u>Wm. Boulding</u>	<u>Geraldine Hitchcock</u>
<u>H. F. Barnard</u>	<u>Fentress Hill</u>
<u>E. C. Corwene</u>	<u>James Hill</u>
<u>Wm. J. Curtis</u>	<u>G. E. Hoffmaster</u>
<u>Jessie M. Coume</u>	<u>E. L. Keene</u>
<u>Wm. A. Cromwell</u>	<u>Ella M. Kuhn</u>
<u>J. W. Chester</u>	<u>James Kuhn</u>
<u>J. J. Cockburn</u>	<u>James Kuhn agent</u>
<u>E. L. Dunbar</u>	<u>A. C. Miller</u>
<u>James K. Huff</u>	<u>H. D. Murphy</u>
<u>W. K. Dunbar</u>	<u>A. W. Baughen</u>
<u>A. E. DuBois</u>	<u>L. L. McQuand</u>
<u>J. B. Davis</u>	<u>Guy R. McComb</u>
<u>Virginia G. Eaton</u> <small>Executer</small>	<u>Wm. A. K. McIntyre</u>
<u>Wm. J. Eaton</u>	<u>Wm. Payson</u>
<u>Wm. J. Eakin</u>	<u>Alfred Page</u>
<u>Alicia Flagler</u>	<u>Chas. Pettus</u>
<u>John H. Flagler</u>	<u>H. B. Rhine</u>
<u>W. D. Freer</u>	<u>Wm. Sarah E. Rhine</u>
<u>Walter P. Frye</u>	<u>Thos. A. Reynolds</u>
<u>W. G. Audenried Jr</u>	

118

Robt P. Watt
John L. Stone
Moses L. Scudder
Mr Cornelius Asper
John K. Scott
J. Hendon Smith
Estelle T.
Sarah Asper Dec
My home Dr. Asper Executive
Arthur L. Stevens
D. P. Thomas
SR Stevens
Deyron Frimble
Harry E. Fowle
J. B. Van Wagener
Dr. Voghtly
Am. Wilson
Richardson & Business
of Washington College
All of the above
by W. S. Kuhn
Coxy and Attorney in fact
W. S. Kuhn
J. S. W. Kuhn
by W. S. Kuhn
W. S. W. Cain

