

CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION

OF THE

AMERICAN WATER WORKS AND GUARANTEE COMPANY.

CHANGE OF NATURE OF BUSINESS.

R. F. Wendel

February 27th, 1912.

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R. F. Wendel

FILED AND RECORDED

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345 Fourth Ave.,

Pgh, Pa.

X-52410

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CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
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 it has amended Paragraph Third of its Certificate of Incorporation defining its objects and powers so as to read as hereinafter set forth, which said change or alteration of said Paragraph Third 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 the 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 held at its principal office on the fifth day of February, 1912, and at said meeting the holders and owners of fifty thousand shares of its capital stock were present in person or represented by proxy, and at said meeting said change or alteration was assented to by the affirmative votes of the holders and owners of fifty thousand shares of the capital stock of said corporation,
fifty thousand (50,000) votes being cast in favor

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thereof, and that the written assent of said stockholders voting in favor thereof is appended hereto, they being all of the stockholders of said corporation.

By which amendment so adopted said Paragraph Third of said Certificate of Incorporation has been made to read as follows, to wit:-

THIRD: The objects for which and for any of which this corporation is formed are to do any or all of the things herein set forth to the same extent as natural persons might or could do, viz:-

Clause 1st: To engage in and carry on the business of constructing, equipping, improving, extending and enlarging, or any of them, for others, of water works plants, gas plants, natural or artificial, sewerage systems, sewage disposal plants or works, electric light plants, electric light, heat and power plants, whether producing electric power by water power or otherwise or by any mechanical process, or other means, hydro-electric power plants for the purpose of generating and furnishing electric current for light, heat and power and other purposes, or any of them, including, in all such cases, all useful or necessary transmission or electric distributing lines, poles, wires, cables, conduits, subways, manholes, fixtures, fittings or other appurtenances thereto; irrigation works, canals, or systems, including dams, reservoirs, flumes, tunnels and all necessary or useful improvements or works for that purpose, for the irrigation of lands or the furnishing of water for agricultural, domestic or other uses; drainage systems, , works, canals, or any of them, for the drainage, reclamation or improvement of lands for agricultural and horticultural purposes, or either of them; of improving, developing and cultivating, or any of them, for agricultural and horticultural purposes, or either of them, for the purpose of sale, of lands or tracts of real estate, including the building and construction of all useful or necessary buildings, fences or other improvements; and of constructing, equipping, improving, extending and enlarging, or any of them, for others, of steam railroads or

other railroads, of street railway lines or systems, by whatever motive power operated, traction lines and motor power plants, and of interurban electric railways, steam railroads or other railroads, operated, or designed or intended to be operated, by electric power, and of branches and extensions, or either of them, of any such lines, systems or roads.

Clause 2nd: To purchase and acquire for the purpose of supplying, selling and furnishing, and to supply, sell and furnish all materials or property, real, personal, or mixed, useful, necessary or convenient, for any of the foregoing purposes, or designed to be used in connection with the construction, equipment, improvement, extension, enlargement or operation of any such plants, works, systems, lines, roads, properties or undertakings, of the improvement, development and cultivation, or any of them, for the purposes aforesaid, of any lands or tracts of real estate, and to furnish all labor for any of the aforesaid purposes, and all machinery, boilers, engines, buildings, structures, improvements or betterments therefor, and to make and enter into any contract or contracts, or to take by assignment, purchase or otherwise, any contract or contracts for the doing of the matters or things, or any of them, hereinbefore mentioned, or connected with or incidental to any of the matters or things hereinbefore mentioned, and to carry out and perform the same, and to sell or transfer the same or to sublet any interest therein, or for the doing of any of the above matters or things which may be provided for by the terms of any such contract or contracts; provided that any such contract so made or acquired by the Company, or connected with or incidental to any of the matters or things hereinbefore mentioned, shall not require anything to be done inconsistent with the powers of the Company as defined in any of the provisions of this certificate.

Clause 3rd: To purchase or otherwise acquire, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of, to any person, corporation, or joint stock association, including any corporation or joint stock association in which this Company may in anywise be interested, all or any part of the shares of the capital stock, bonds, securities, or evidences of indebtedness created by any corporation or corporations, joint stock association or associations at any time organized under the laws of the State of New Jersey or the laws of any other State or States, or of the United States of America, or under the laws of any foreign government owning, holding or operating any works, plants, systems, lines, properties or undertakings of any of the characters hereinbefore mentioned which this Company, by this Certificate, has power to construct, equip, improve, extend or enlarge, or having any plants, works, rights, privileges, contracts or property which this Company may deem useful or necessary for the business or property of any other corporation in which this Company shall be in anywise interested as a stockholder, or created by any corporation or corporations or joint stock association or associations engaged in the improvement, development, or cultivation of lands for agricultural and horticultural purposes, or either of them, or in the mining of coal and manufacturing of coke, or either of them, or created by any corporation or joint stock association, whether organized under the laws of any State of the United States of America, or under the laws of any foreign government, engaged in any business where the acquisition by this Company of the same shall be useful or necessary to further the general purposes and business of the Company as in this Certificate expressed; or created by any corporation or joint stock association owning or holding any of the stock of any other corporation or corporations or joint stock association or associations

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engaged in any branch of business hereinbefore in this Certificate mentioned; and to exercise all the rights, powers and privileges of ownership; and while the holder or owner of stock in any corporation or corporations, joint stock association or associations, to exercise the right to vote the same for any purpose, in addition to other rights connected with or growing out of the ownership of the same.

Clause 4th: To guarantee or assume the payment of, or agree to pay the principal and interest, or either of them, of all or any part of the bonds, obligations, notes or other evidences of indebtedness, which shall at any time be owned by this Company or which shall be created by any sub-company or subsidiary company, as those terms are hereinafter defined.

The term "sub-company", as herein used, is defined to mean a corporation or joint stock association, not less than fifty-one per centum of whose outstanding capital stock shall be owned, either outright or subject to mortgage or pledge, by this Company; and the term "subsidiary company", as herein used, is hereby defined to mean a corporation or joint stock association not less than fifty-one per centum of whose outstanding capital stock shall be owned, either outright or subject to mortgage or pledge, by any sub-company or sub-companies, alone or in conjunction with each other, and is also defined to mean any other corporation or joint stock association, the control of which shall, by means of any stock ownership, ultimately be vested in any sub-company or sub-companies or subsidiary company or subsidiary companies, alone or in conjunction with each other, either immediately or mediately through or by means of any mediate or intervening corporation or series of corporations, any one or more of which shall own, either outright or subject to mortgage or pledge, not less than fifty-one per centum of the shares of capital stock of any such other corporation or joint stock association, whose bonds, obligations, notes or other evidences of indebtedness are so to be guaranteed; provided, however, that any bonds, obligations, notes or other evidences of indebtedness which may be guaranteed by this Company shall be those created by a corporation or corporations or joint stock association or associations owning, holding, or operating, or having under process of construction, some of the plants, works, roads, systems, lines, properties or undertakings which this Company is authorized to construct, equip, improve, extend or enlarge, or owning or holding, either outright or subject to mortgage or pledge, stocks in other corporations owning or holding or operating, or having under process of construction, any of the plants, works, roads, systems, lines, properties or undertakings which this Company is authorized to construct, equip, improve, extend or enlarge, or owning, either in fee simple or otherwise, any lands or tracts of real estate which this Company is authorized to improve, develop or cultivate; but this Company may, nevertheless, guarantee any bonds, notes, obligations or other evidences of indebtedness which may at any time be owned by it.

Clause 5th: To guarantee the payment of or agree to pay, dividends on all or any part of the shares of capital stock in any corporation or corporations or joint stock association, not less than fifty-one per centum of whose outstanding capital stock shall be owned or controlled by this Company, provided that any dividends so guaranteed must be dividends upon the stock of a corporation owning, holding or operating, or having under process of construction some of the plants, works, roads, systems, lines, properties, or undertakings, which this Company is authorized to construct, equip, improve, extend or enlarge, or owning or holding, either outright, or subject to mortgage or pledge, stocks in other

corporations holding, owning, or operating, or having under process of construction, some of the plants, works, roads, systems, lines, properties, or undertakings which this Company is authorized to construct, equip, improve, extend or enlarge, or owning either in fee simple or otherwise, any lands or tracts of real estate which this Company is authorized to improve, develop or cultivate.

Clause 6th: To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, certificates of indebtedness and warrants and other negotiable or transferable instruments.

Clause 7th: To purchase, hold and reissue the shares of its capital stock.

To purchase, lease or otherwise acquire, use, operate, sell, let, license or otherwise dispose of any works, plants, machinery, tools, apparatuses, inventions, patents, devices and processes for any of the purposes herein named, or any part thereof, together with trade marks, brands, and good-will and any and all other property, rights, and privileges in connection with any of the purposes herein referred to.

To have one or more offices, to conduct and carry on all or any of its business and operations and without restriction or limit as to amount, to purchase, acquire, hold and own real and personal property, both within and without the State of New Jersey, of every class and description and in any of the States, Territories, possessions or dependencies of the United States and the District of Columbia, and in any and all foreign countries. The portion of the business of this Company which is to be carried on outside of the State of New Jersey is any part of the business or purposes aforesaid which the interests, convenience or objects of the Company make desirable.

Clause 8th: In general, to exercise all the powers conferred by the laws of New Jersey upon corporations formed under the general laws of said state and which shall not be inconsistent with or forbidden by any of the provisions of this the Third paragraph of its Certificate of Incorporation, and to do and transact all acts and things incidental to or in any way connected with or necessary or convenient to carry out any of the purposes or objects hereinbefore generally expressed; provided, however, this Company shall not possess or exercise the right or power of taking and condemning lands in the State of New Jersey.

The foregoing clauses shall be construed both as objects and powers, but the Company shall not create any bonded indebtedness nor issue any bonds or debentures executed by it without the consent of at least three-fourths (3/4) in interest of each class of the stock of the Company then outstanding given separately; but this limitation upon the power of the Board of Directors of the Company shall not be held or construed to apply to any of the following matters or things:-

AMERICAN WATER WORKS AND GUARANTEE COMPANY

The creation or assumption by the Company of any indebtedness on account of the purchase of any property which the Company is authorized to acquire, not in excess of the purchase price thereof and interest thereon; the execution of any mortgage or other purchase money lien; the assumption by the Company of any indebtedness which shall be secured by a lien upon any property which the Company shall purchase or acquire, or upon any property owned by any corporation or joint stock association, not less than fifty-one per centum of whose outstanding capital stock the Company shall purchase or acquire; the issuance by any corporation or joint stock association, in which the Company, either directly or indirectly, shall be in anywise interested, of any bonds, notes or other evidences of indebtedness, or the securing of the same in any manner which the Board of Directors of the Company shall deem expedient, and the Board of Directors shall have the authority to cause any such corporation or joint stock association to issue its bonds, notes or other evidences of indebtedness and to cause the same to be secured in any manner which said Board of Directors may determine to be expedient; the making of any guarantee or assumption of payment of or agreement to pay any bonds, obligations, notes or other evidences of indebtedness which the Company, by any other of the provisions of this certificate is given power to guarantee or assume or agree to pay; or the making of any guarantee or agreement to pay dividends on any shares of the capital stock of any other corporation or joint stock association which the Company, by any other of the provisions hereof, is given the authority to guarantee or agree to pay; or to the pledging, from time to time, as security for any guarantee of, or as security for the payment of any bonds, notes or other obligations, the payment of which this Company shall guarantee; or the pledging as security for its current debts incurred in the conduct of its business, or for the acquisition of any property which the Company shall then acquire, of any stocks, bonds or other securities which it may at any time own; or to the doing, in the usual course of its business, of any of the matters or things set forth in Clause 6th (sixth) hereinbefore contained in this, the Third, paragraph of this certificate.

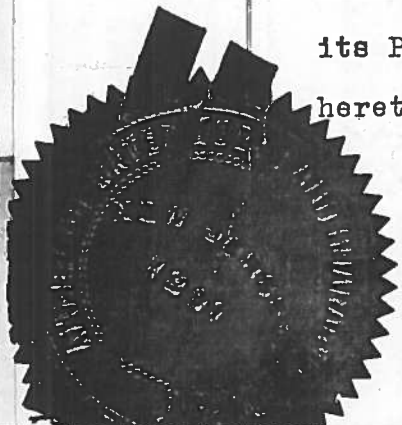
III. That fifty thousand (50,000) shares of the capital stock of said Company are issued and outstanding, all of the same being Common Stock, being all of the shares of capital stock of said corporation.

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. K. K.
President.

W. B. McLean
Secretary.



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AMERICAN WATER WORKS AND GUARANTEE COMPANY.

ASSENT OF STOCKHOLDERS TO AMENDMENT OF CERTIFICATE OF INCORPORATION, CHANGING NATURE OF BUSINESS.

We, the undersigned, being 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, having at a meeting of the said stockholders of the Company, held February fifth 1912, regularly called for that purpose, voted in favor of amending Paragraph Third of the Certificate of Incorporation of said Company, as set forth in the foregoing certificate, do now, pursuant to law, give our written assent to said amendment so adopted by the stockholders of the Company. WITNESS our hands this fifth day of February, 1912.

<u>Adrian Riker</u>	<u>Estate of George J. Gorman Decd</u>
<u>J. D. Alley</u>	<u>By George C. Burghim Executor</u>
<u>A. A. Adams</u>	<u>Beng. F. Greely</u>
<u>Wm Boulding</u>	<u>W. R. Gross</u>
<u>H. F. Barnard</u>	<u>Geraldine Hitchcock</u>
<u>E. C. Converse</u>	<u>Centrus Hill</u>
<u>Wm J. Curtis</u>	<u>Jerome Hill</u>
<u>Jessie M. Converse</u>	<u>G. E. Hoffmaster</u>
<u>Wm J. Cromwell</u>	<u>E. L. Keene</u>
<u>J. M. Chester</u>	<u>Ellen M. Kubin</u>
<u>J. F. Cockburn</u>	<u>James S. Kubin</u>
<u>E. L. Dunbar</u>	<u>James S. Kubin agent</u>
<u>James K. Duff</u>	<u>W. C. Miller</u>
<u>W. K. Dunbar</u>	<u>W. D. Murphy</u>
<u>A. C. Du Bois</u>	<u>A. B. M'Laughlin</u>
<u>J. B. Davis</u>	<u>L. L. McBlair</u>
<u>Estate of George J. Eaton</u>	<u>Guy R. McComb</u>
<u>By Wm J. Eaton Executor</u>	<u>Wm A. McIntyre</u>
<u>Wm J. Eaton</u>	<u>Amphymon Co</u>
<u>M. J. Eakin</u>	<u>Alfred Page</u>
<u>Alice M. Flagler</u>	<u>Chas P. Pettus</u>
<u>John A. Flagler</u>	<u>H. B. Rhine</u>
<u>W. D. Freer</u>	<u>Mrs Sarah E. Rhine</u>
<u>Walter P. Frye</u>	<u>Thos A. Reynolds</u>
<u>W. G. Audenried Jr</u>	

Robt P Hall
John L Stone
Moses L Scudder
McCornelia B Spear
John K Scott
J Herndon Smith
Estate of
Sarah Spear Dec'd
by Louis O Spear Executor
Ruth L Stevens

OP Thomas
SA Stevens
Byron Trimble
Harry E. Towle

J B Van Hagen
A N Voghtly
R M Wilson
President & Trustees
of Washington College

All of the above by
W T Kuhn
Proxy and Attorney in fact
W T Kuhn
J S W Kuhn
by W T Kuhn
W P McCain

AMERICAN WATER WORKS AND GUARANTEE COMPANY.

ASSENT OF STOCKHOLDERS TO AMENDMENT OF CERTIFICATE OF INCORPORATION, CHANGING NATURE OF BUSINESS.

We, the undersigned, being 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, having at a meeting of the said stockholders of the Company, held February fifth 1912, regularly called for that purpose, voted in favor of amending Paragraph Third of the Certificate of Incorporation of said Company, as set forth in the foregoing certificate, do now, pursuant to law, give our written assent to said amendment so adopted by the stockholders of the Company.

WITNESS our hands this fifth day of February, 1912.

<u>Adrian Riker</u>	<u>Estate of George J. Gorman, Decd.</u>
<u>F. D. Aley</u>	<u>By George C. Burgwin, Exec.-</u> <u>Benj. F. Greely</u> <u>utor</u>
<u>A. A. Adams</u>	<u>W. B. Gross</u>
<u>Wm. Bouldin, Jr.</u>	<u>Geraldine Hitchcock</u>
<u>H. F. Barnard</u>	<u>Fentress Hill</u>
<u>E. C. Converse</u>	<u>Jerome Hill</u>
<u>Wm. J. Curtis</u>	<u>G. E. Hoffmaster</u>
<u>Jessie M. Converse</u>	<u>E. L. Keene</u>
<u>Wm. N. Cromwell</u>	<u>Ella M. Kuhn</u>
<u>J. N. Chester</u>	<u>James S. Kuhn</u>
<u>J. F. Cockburn</u>	<u>James S. Kuhn, Agent</u>
<u>E. L. Dunbar</u>	<u>H. C. Miller</u>
<u>James K. Duff</u>	<u>H. C. Murphey</u>
<u>W. K. Dunbar</u>	<u>A. B. McCaughey</u>
<u>A. E. DuBois</u>	<u>L. L. McClelland</u>
<u>T. B. Davis</u>	<u>Guy B. McComb</u>
<u>Estate of Georgiana G. Eaton, Decd.</u> <u>by W. S. Eaton, Executor</u>	<u>Mrs. A. K. McIntyra</u>
<u>William S. Eaton</u>	<u>H. V. Payson & Co.</u>
<u>M. J. Eakin</u>	<u>R. Gregory Page</u>
<u>Alice M. Flagler</u>	<u>Charles P. Pettus</u>
<u>John H. Flagler</u>	<u>H. B. Rhine</u>
<u>W. D. Freer</u>	<u>Mrs. Sarah E. Rhine</u>
<u>Walter P. Frye</u>	<u>Thomas A. Reynolds</u>
<u>W. G. Audenried, Jr.</u>	

Robt. P. Watt

John L. Stone

Moses L. Scudder

Mrs. Cornelia B. Speer

John K. Scott

J. Herndon Smith

Estate of Sarah D. Speer, Decd.
By Louise D. Speer, Executrix

Ruth L. Stevens

D. P. Thomas

S. R. Stevens

Byron Trimble

Harry E. Towle

J. B. Van Wagener

A. N. Voegtly

R. M. Wilson

The President and Trustees
of Washington College

All of the above by W.S. Kuhn,

Proxy and Attorney in fact.

W. S. Kuhn

J. S. and W. S. Kuhn,
by W. S. Kuhn

W. B. Mc Cain

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