

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF THE

AMERICAN WOOD WORKS AND CARPENTRY COMPANY.

*RECLASSIFICATION OF DIRECTORS*

February 7th, 1912.

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FILED AND RECORDED  
FEB 10 1912  
Pgh, Pa.

R. F. Wendel, Attorney

345 Fourth Ave.,

Pgh, Pa.

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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 its Certificate of Incorporation by inserting in Paragraph Seventh thereof a clause reading as hereinafter set forth, which said change or alteration 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.

The said clause so adopted as an amendment to said Paragraph Seventh being as follows, to-wit:

"The Board of Directors of the Company shall be fixed from time to time by the By-Laws, but the number, if fixed at more than three, shall be some multiple of three, but so that the proportion of the Directors elected by the Preferred and Common Stock may be maintained.

"The Directors shall also be classified with respect to the time for which they shall respectively hold office by dividing them into three classes, each consisting of one-third of the whole number of the Board of Directors. The Directors of the first class, with respect to the time of service, shall be elected for a term of one year; the Directors of the second class, with respect to the time of service, for a term of two years; the Directors of the third class, with respect to the time of service, for a term of three years; and at each annual election the successors to the class of directors whose terms shall expire in that year, shall be elected to hold office for the term of three years, so that the term of office of one class of directors shall expire in each year.

"In case of any increase of the number of the Board of Directors, one-fourth of the additional directors shall be elected by the holders of the Preferred Stock, and the remainder thereof by the holders of the Common Stock at the next annual meeting or at a special meeting called for that purpose, and one-third of their number shall be elected for the unexpired portion of the term of the directors of the first class, last hereinbefore mentioned; one-third of their number for the unexpired portion of the term of the directors of the second class, last hereinbefore mentioned, and one-third of their number for the unexpired portion of the term of directors of the third class, last hereinbefore mentioned, so that each class of directors shall be increased equally.

"In case of any vacancy in any class of directors through death, resignation, disqualification or other cause, the remaining directors, by affirmative vote of the majority of the Board, may elect a successor to hold office until the next annual or special meeting of the stockholders called for that purpose."

AMERICAN WATER WORKS AND GUARANTEE COMPANY

CERTIFICATE OF INCORPORATION

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. T. Kuhn*  
President.

*W. T. McLean*  
Secretary.



AMERICAN WATER WORKS AND GUARANTEE COMPANY

ASSENT OF STOCKHOLDERS TO AMENDMENT  
OF CERTIFICATE OF INCORPORATION

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, there being only one class of stock, and all of the stock of the corporation having equal voting powers, 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 the Certificate of Incorporation of said Company to provide for the classification of its Directors with respect to the time of service and for other purposes, do now, pursuant to law, give our written assent to said amendment so adopted by the stockholders of the Company February fifth, 1912, said amendment being that set forth in the foregoing certificate.

Witness our hands this fifth day of February, 1912.

<u>Adrian Riker</u>	<u>Estate of Norman Reed</u>
<u>J. D. Aley</u>	<u>George J. Benjamin</u>
<u>A. A. Adams</u>	<u>Benj. F. Gouley</u>
<u>Wm Boulding</u>	<u>W R Goss</u>
<u>H. F. Barnard</u>	<u>Geraldine Hitchcock</u>
<u>E. L. Converse</u>	<u>Tentree Hill</u>
<u>Wm J. Courtis</u>	<u>Jessie Hill</u>
<u>Jessie M. Converse</u>	<u>E. C. Hoffmaster</u>
<u>Wm N. Cornwall</u>	<u>E. L. Keene</u>
<u>J. S. Chester</u>	<u>Ella M. Kubin</u>
<u>J. F. Cockburn</u>	<u>James Kubin</u>
<u>E. L. Deunbar</u>	<u>James Kubin</u>
<u>James Deuff</u>	<u>W C Miller</u>
<u>W H Deunbar</u>	<u>R O Murphy</u>
<u>A. C. DuBois</u>	<u>A M'Caughy</u>
<u>J. B. Davis</u>	<u>L. L. McCallum</u>
<u>Estate of George W. Eaton</u>	<u>Guy R. McComb</u>
<u>W. S. Eaton</u>	<u>Mrs A. K. W. Dwyer</u>
<u>M. J. Eakin</u>	<u>H. M. Raymond</u>
<u>Nice M. Flagler</u>	<u>Alroy Page</u>
<u>John H. Flagler</u>	<u>Chas. Patten</u>
<u>W. D. Frost</u>	<u>H. B. Rhine</u>
<u>Walter P. Frye</u>	<u>Mrs Sarah E. Rhine</u>
<u>W. G. Audernick</u>	<u>Thos A Reynolds</u>

Robt. P. Watt  
John L. Stone  
Moses L. Scudder  
Mrs Cornelia B. Spear  
John K. Scott  
J. Herndon Smith  
Estate of  
Gurshon Spear Decd  
By house of execs, Executors  
Ruth L. Stevens

D. P. Thomas

J. R. Stevens

Byron Trimble

Harry E. Towler

J. B. Van Wagener

An Voegtly

R. M. Wilson

Trustee and Trustee

of Washington College

all of the above

by W. J. Huber

Attorney in fact

W. J. Huber

J. M. Huber

by W. J. Huber

W. J. McLean

