

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF THE

ALLIANCE WATER WORKS AND
SEWERAGE COMPANY.

W. H. R.

GOVERNING ELECTORS OR DIRECTORS,
etc.

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February, 1912.

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F. H. R.

R. F. Wendel, Attorney,

345 Fourth Ave.,

Prin, Pa.

RECORDED & INDEXED

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CERTIFICATE OF AMENDMENT OF CERTIFICATE
OF INCORPORATION OF
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 (50,000) shares of the capital stock of said corporation, fifty thousand - votes being cast in favor thereof, and that the written assent of said stockholders voting in favor thereof is appended

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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 Preferred and Common Stock shall be issued from time to time in such amounts and proportions as may be determined by the Board of Directors and as may be permitted by law, and the same, except as hereinafter otherwise provided, shall have equal voting powers.

"The Board of Directors of the Company shall be divided into two classes, and the number of Directors composing the Board shall be prescribed by the By-Laws, but the first class shall always comprise not exceeding one-fourth in number of the whole number and shall always be elected exclusively by the holders of the shares of the Preferred Stock. The other class shall comprise the remaining members of the Board and shall be elected exclusively by the holders of the Common Stock!"

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.

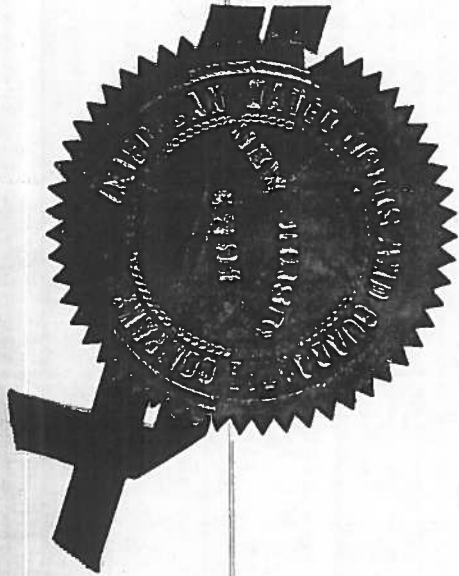
IN WITNESS WHEREOF, the said American Water Works and Guarantee Company has caused this certificate to be signed by its President and its Secretary, and its corporate seal to be hereto affixed, this fifth----- day of February, 1912.

AMERICAN WATER WORKS AND GUARANTEE COMPANY,

By

W. H. K. K.
President.

W. H. M. C.
Secretary.



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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, having at a meeting of the said stockholders of the Company, held February fifth, 1912, regularly called and held for that purpose, voted in favor of the amendment to its Certificate of Incorporation set forth in the above certificate to provide for the election of certain proportions of its Directors by the Preferred and Common Stockholders respectively and for other purposes, do now, pursuant to law, give our written assent to said amendment.

WITNESS our hands this fifth day of February, 1912.

<u>Adrian Ritter</u>	<u>Estate of Norman</u> ^{Decd}
<u>J. D. Aley</u>	<u>George J. Norman</u>
<u>A. A. Adams</u>	<u>By George C. Benson Executor</u>
<u>Wm Bouldin Jr</u>	<u>Benj. J. Greely</u>
<u>H. F. Barnard</u>	<u>W. R. Goss</u>
<u>E. Bouverese</u>	<u>Geraldine Hitchcock</u>
<u>Wm J. Curtis</u>	<u>Centras Hill</u>
<u>Jessie Bouverese</u>	<u>Jerome Hill</u>
<u>Wm H. Cromwell</u>	<u>G. E. Hoffmaster</u>
<u>J. Chester</u>	<u>E. L. Keene</u>
<u>J. F. Cockburn</u>	<u>Ellam Kuhn</u>
<u>E. L. Dunbar</u>	<u>James Kuhn</u>
<u>James K. Duff</u>	<u>James Kuhn</u> ^{Exec}
<u>W. H. Dunbar</u>	<u>H. C. Miller</u>
<u>A. E. Dubois</u>	<u>H. Murphy</u>
<u>J. B. Davis</u>	<u>A. M. Caughy</u>
<u>Estate of G. Eaton</u> ^{Decd}	<u>L. L. McEllan</u>
<u>Georgia</u>	<u>Guy R. McBomb</u>
<u>Wm. H. Eaton Executor</u>	<u>Mrs. H. K. W. Dwyer</u>
<u>Wm. S. Eaton</u>	<u>Wm. Payson</u>
<u>M. J. Eakin</u>	<u>Algonquin Page</u>
<u>Alice M. Flagler</u>	<u>Chas. Peters</u>
<u>John H. Flagler</u>	<u>H. B. Rhine</u>
<u>W. D. Freer</u>	<u>Mrs. Sarah Rhine</u>
<u>Walter P. Frye</u>	<u>Thos. A. Reynolds</u>
<u>W. G. Audemere Jr</u>	

Robt. P. Watt
John L. Stone
Moses L. Scudder
Mrs Cornelia B. Spear
John K. Scott
J. Herndon Smith
John D. Spear (Dec)
My home & office in country
Ruth L. Stevens
Dr Thomas
Dr Stevens
Cyrus M. Mille
Nancy E. Fowler
J. B. Van Hagen
An Voeghtly
R. W. M. M. M.
Methodism and Mules
of Washington
All of the above
by W. M. M. M.
W. M. M. M. Attorney in fact
W. M. M. M.
J. S. M. M. M.
W. M. M. M.
W. M. M. M.

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STATE OF NEW JERSEY:
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COUNTY OF ESSEX :

BE IT REMEMBERED that on this fifth day of February, 1912, before me, the subscriber, a Master in Chancery of the State of New Jersey, personally appeared W. B. McCain, the 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, and that William S. Kuhn is 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 stockholders owning 50,000 shares, they being all of the stockholders of said corporation as and for 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 amendment to the certificate of incorporation of said Company, as set forth in the foregoing certificate, was duly assented to by the stockholders of said corporation, as mentioned and recited in said certificate, at a meeting of said stockholders at its principal office, duly called, held and convened in accordance with law and the by-laws of said Company.

And he further says that, as such Secretary, 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 stockholders of said corporation, and that said stockholders whose names are signed, either in person or by proxy, to the foregoing amendment to the certificate of incorporation of said Company, were on the sixth day of January, 1912, and the thirteenth day of January, 1912, and are now, the holders and owners of fifty thousand shares, the same being all of the shares of the capital stock of said corporation.

And he further says that the written assent of the stockholders appended to the foregoing certificate, is signed by 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 attorney or 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.

Sworn to and subscribed before
me, at Newark, New Jersey, this
fifth day of February, 1912.

} *W. B. McCain*

Spaulding Raper

Master in Chancery of New Jersey.