

FILED AND RECEIVED
JAN 28 1912
TREASURER

CERTIFICATE OF AMENDMENT

OF

INCORPORATION

OF

AMERICAN WATER WORKS AND
GUARANTEED COMPANY.

ACCEPTANCE OF SECTION 27 OF
Act of 1896.

January 23rd 1912.

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

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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 the Board of Directors of said corporation, at a meeting duly convened and held on the sixth day of January, 1912, passed a resolution declaring it to be advisable to amend the certificate of incorporation of said Company by inserting in a paragraph to be added thereto and to be designated "Seventh" a clause to read as hereinafter set forth, and calling a meeting of the stockholders 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 sixteenth day of January, 1912, 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 herein

712

above named, at which meeting more than three-fifths in interest of the stockholders of said corporation were present in person or represented by proxy. Said meeting being duly convened, the same by the unanimous vote of the stockholders present thereat, either in person or represented by proxy, as aforesaid, adjourned to re-convene at said office at the hour of ten o'clock A.M. on the 23rd day of January, 1912, and at the hour and date last mentioned, such adjourned meeting was held at said principal office and at said adjourned meeting, the owners of the capital stock of said corporation to the extent of fifty thousand shares were present either in person or represented by proxy, and to the extent of fifty thousand shares voted in favor of said change or alteration in the Certificate of Incorporation of said Company, to-wit: the insertion in a paragraph to be added thereto and to be designated "Seventh", a clause to read as follows, to-wit:-

"Seventh: This Company, without prejudice to any of the rights or powers now conferred upon said Company of amending its certificate of incorporation or issuing Preferred Stock, with the consent of two-thirds in interest of all of the stockholders, shall further, without the unanimous consent of its stockholders, but with the consent of not less than two-thirds in interest of the same, have all of the powers conferred upon corporations by Section 27 (twenty-seven) of an act of the legislature of the State of New Jersey, entitled "An act concerning corporations, (Revision of 1896)", and all acts amendatory of or supplemental to said Section, and any or all powers or rights thereby conferred may be exercised from time to time upon the terms therein authorized or provided, or upon such other terms as may hereafter be authorized or provided by law."

V. That at said adjourned meeting of the stockholders of said Company the foregoing amendment of said Certificate of Incorporation was assented to by more than two-thirds in interest of all of the stockholders of said Company, there being cast in favor of the same fifty thousand votes, and that the written assent of stockholders voting in favor thereof is hereto appended, they being all the stockholders of said corporation, all of its stockholders voting in favor of said amendment.

VI. 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 23rd day of January, 1912.

AMERICAN WATER WORKS AND GUARANTEE COMPANY,

By W. F. Kuhn
President

W. B. Meade
Secretary



RESOLUTION OF THE BOARD OF DIRECTORS

"BE IT FURTHER RESOLVED by the Board of Directors of this Company that said Board of Directors of the Company declare, and hereby does further declare, that it is advisable that the certificate of incorporation of said Company be amended by inserting in a paragraph to be added thereto, and to be designated "Seventh", a clause which shall read as follows:-

"Seventh: This Company, without prejudice to any of the rights or powers now conferred upon said Company of amending its certificate of incorporation or issuing preferred stock, with the consent of two-thirds in interest of all of the stockholders, shall further, without the unanimous consent of its stockholders, but with the consent of not less than two-thirds in interest of the same, have all the powers conferred upon corporations by Section 27 (twenty-seven) of an act of the legislature of the State of New Jersey, entitled "An Act concerning corporations, (Revision of 1896)", and all acts amendatory of or supplemental to said Section, and any or all powers or rights thereby conferred may be exercised from time to time upon the terms therein authorized or provided, or upon such other terms as may hereafter be authorized or provided by law."

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

BE IT FURTHER RESOLVED that at the meeting of the stockholders of this Company, this day called to be convened at its office on the 16th day of January, 1912, at the hour of ten o'clock A.M., the foregoing proposed amendment to its certificate of incorporation shall be submitted to the stockholders for their action thereon and that the Secretary be and is hereby directed to give notice to that effect for a period of not less than ten days, in accordance with the by-laws of this Company, said meeting being also called for the purpose of acting upon the foregoing amendment provided by this resolution.

AMERICAN WATER WORKS AND GUARANTEE COMPANY.

ASSENT OF STOCKHOLDERS TO PROVISIONS OF SECTION TWENTY-SEVEN OF AN ACT ENTITLED "AN ACT CONCERNING CORPORATIONS, (REVISION OF 1896)".

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 stockholders of said Company held January 23rd, 1912, regularly called and held for that purpose, voted in favor of amending said certificate of incorporation by adding thereto a paragraph to be designated "Seventh", as set forth in the foregoing certificate, do now, pursuant to law, give our written assent to said amendment.

WITNESS our hands this 23rd day of January, 1912.

<u>W. J. Kuhn</u>	By <u>W. J. Kuhn</u> Proxy	<u>J. D. Cook</u>	By <u>W. J. Kuhn</u> Proxy
<u>W. J. McLean</u>	By <u>W. J. Kuhn</u> Proxy	<u>E. L. Dumbor</u>	By <u>W. J. Kuhn</u> Proxy
<u>Adrian T. ...</u>	By <u>W. J. Kuhn</u> Proxy	<u>J. K. Duff</u>	By <u>W. J. Kuhn</u> Proxy
<u>J. D. Alex</u>	By <u>W. J. Kuhn</u> Proxy	<u>W. K. Dumbor</u>	By <u>W. J. Kuhn</u> Proxy
<u>W. G. Audenreth</u>	By <u>W. J. Kuhn</u> Proxy	<u>A. C. Aubois</u>	By <u>W. J. Kuhn</u> Proxy
<u>A. A. Adams</u>	By <u>W. J. Kuhn</u> Proxy	<u>J. B. Davis</u>	By <u>W. J. Kuhn</u> Proxy
<u>Wm. Bouldin Jr</u>	By <u>W. J. Kuhn</u> Proxy	<u>Estate of</u>	By <u>W. J. Kuhn</u> Proxy
<u>N. F. Barnard</u>	By <u>W. J. Kuhn</u> Proxy	<u>Georgia S. Eaton</u>	By <u>W. J. Kuhn</u> Proxy
<u>E. C. Courne</u>	By <u>W. J. Kuhn</u> Proxy	<u>Wm. Eaton</u>	By <u>W. J. Kuhn</u> Proxy
<u>William Curtis</u>	By <u>W. J. Kuhn</u> Proxy	<u>M. J. Barker</u>	By <u>W. J. Kuhn</u> Proxy
<u>Jessie M. Courne</u>	By <u>W. J. Kuhn</u> Proxy	<u>Alice M. Flagler</u>	By <u>W. J. Kuhn</u> Proxy
<u>Wm. A. Cromwell</u>	By <u>W. J. Kuhn</u> Proxy	<u>John H. Flagler</u>	By <u>W. J. Kuhn</u> Proxy
<u>J. A. Chester</u>	By <u>W. J. Kuhn</u> Proxy	<u>W. D. Freer</u>	By <u>W. J. Kuhn</u> Proxy

75

<u>Walter P. Frye</u>	<u>L. L. McMillan</u>
By <u>W. W. Kuhn</u> Proxy	By <u>W. W. Kuhn</u> Proxy
<u>Estate George J. Hanna</u>	<u>Guy R. McComb</u>
By <u>George C. Bergman</u> Proxy	By <u>W. W. Kuhn</u> Proxy
<u>Benj. F. Greely</u>	<u>Mrs. A. M. Judge</u>
By <u>W. W. Kuhn</u> Proxy	By <u>W. W. Kuhn</u> Proxy
<u>W. R. Goss</u>	<u>Murray & Co</u>
By <u>W. W. Kuhn</u> Proxy	By <u>W. W. Kuhn</u> Proxy
<u>Geraldine Hitchcock</u>	<u>R. Gregory Page</u>
By <u>W. W. Kuhn</u> Proxy	By <u>W. W. Kuhn</u> Proxy
<u>Hentress Rice</u>	<u>Charles P. Pettus</u>
By <u>W. W. Kuhn</u> Proxy	By <u>W. W. Kuhn</u> Proxy
<u>Jerome Rice</u>	<u>H. B. Rhine</u>
By <u>W. W. Kuhn</u> Proxy	By <u>W. W. Kuhn</u> Proxy
<u>G. E. Hoffmaster</u>	<u>Mrs. Sarah E. Rhine</u>
By <u>W. W. Kuhn</u> Proxy	By <u>W. W. Kuhn</u> Proxy
<u>Ed Keene</u>	<u>Thomas A. Reynolds</u>
By <u>W. W. Kuhn</u> Proxy	By <u>W. W. Kuhn</u> Proxy
<u>Ella Kuhn</u>	<u>John L. Stone</u>
By <u>W. W. Kuhn</u> Proxy	By <u>W. W. Kuhn</u> Proxy
<u>Jas. S. Kuhn Agent</u>	<u>Moses L. Scudder</u>
By <u>W. W. Kuhn</u> Proxy	By <u>W. W. Kuhn</u> Proxy
<u>J. W. Kuhn</u>	<u>Mrs. Cornelia B. Speer</u>
By <u>W. W. Kuhn</u> Proxy	By <u>W. W. Kuhn</u> Proxy
<u>James S. Kuhn</u>	<u>John K. Scott</u>
By <u>W. W. Kuhn</u> Proxy	By <u>W. W. Kuhn</u> Proxy
<u>A. C. Miller</u>	<u>J. Herndon Smith</u>
By <u>W. W. Kuhn</u> Proxy	By <u>W. W. Kuhn</u> Proxy
<u>H. O. Murphy</u>	<u>Estate of Mrs. Sarah D. Speer</u>
By <u>W. W. Kuhn</u> Proxy	By <u>W. W. Kuhn</u> Proxy
<u>A. A. McLaughrey</u>	<u>Ruth L. Stevens</u>
By <u>W. W. Kuhn</u> Proxy	By <u>W. W. Kuhn</u> Proxy

S R Stevens

By W D Kubler Proxy

D P Thomas

By W D Kubler Proxy

Byron Trimble

By W D Kubler Proxy

Harry E. Fowle

By W D Kubler Proxy

J B Van Hagoner

By W D Kubler Proxy

A M Voghtly

By W D Kubler Proxy

R M Wilson

By W D Kubler Proxy

R R Matt

By W D Kubler Proxy

The Presidents & Trustees of Washington College

By W D Kubler Proxy

STATE OF NEW JERSEY :
 : SS.
COUNTY OF ESSEX :

BE IT REMEMBERED that on this twenty-third day of January, 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 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 resolution of the Board of Directors referred to in 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 sixth day of January, 1912.

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 second day of January, 1912, and are now, the holders and owners of ----- 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 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 this twenty-third day of January
Onethousand nine hundred and twelve

Theodore J. Badgley *W B McCain*
Master in Chancery
of New Jersey