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ID Number: 000020851



**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

Office of the Secretary of State  
Corporations Division  
148 W. River Street  
Providence, Rhode Island 02904-2615

2007 DEC 28 AM 11:21

**BUSINESS CORPORATION**

**STATEMENT OF CHANGE OF REGISTERED AGENT  
BY THE CORPORATION**

Pursuant to the provisions of Sections 7-1.2-502 or 7-1.2-1409 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation submits the following statement for the purpose of changing its registered agent and its registered office in the state of Rhode Island:

1. The name of the corporation is BADGER METER, INC.
2. The address of the registered office as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:  
10 Weybosset Street Providence, RI 02903
3. The address of the NEW registered office is:  
222 Jefferson Boulevard, Suite 200, Warwick, RI 02888
4. The name of the registered agent as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:  
CT Corporation System
5. The name of the NEW registered agent is:  
Corporation Service Company
6. The appointment of a new registered agent and the new registered office, as the case may be, shall become effective upon the filing of this statement, or on \_\_\_\_\_  
*(a date not prior to, nor more than 30 days after, filing this statement)*

Under penalty of perjury, I declare and affirm that I have examined this Statement of Change of Registered Agent by the Corporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 12/19/07

*Elizabeth A. Dawson*  
Signature of Authorized Officer of the Corporation

Elizabeth A. Dawson, Attorney in Fact  
Type or Print Name of Authorized Officer

**FILED**  
DEC 28 2007  
By 045598  
11:21

STATE OF WISCONSIN )  
COUNTY OF MILWAUKEE )

LIMITED POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT William R. Bergum, the Vice President-General Counsel and Secretary of Badger Meter, Inc., ("the Company"), a corporation established under the laws of Wisconsin, and of the subsidiary entities shown on the list appended hereto, does hereby appoint Corporation Service Company (CSC) employees Maureen Cullen and Elizabeth A. Dawson attorneys-in-fact for the Company and for the subsidiary entities, to act for the Company and for the subsidiary entities and in the name of the Company and of the subsidiary entities for the limited purposes authorized herein.

The Company and the subsidiary entities, having taken all necessary steps to authorize the changes and the establishment of this Power of Attorney, hereby grants its attorneys-in-fact the limited power to execute the documents necessary to change the Company's and the subsidiary entities' registered agent and registered office, or the agent and office of similar import, in any jurisdiction covered by service agreement between Company and CSC.

In the execution of any documents necessary for the purposes set forth herein, Maureen Cullen shall exercise the power of Vice President and Elizabeth A. Dawson shall exercise the power of Secretary; or, in the case of entities having managers or other positions of authority rather than officers such as Vice President or Secretary, the named individuals shall act in such office and with such authority as is required to effect the changes herein contemplated.

This Power of Attorney expires upon the completion and filing of the documents necessary to effect the changes in registered agent and registered office addresses contemplated herein, or when revoked by William R. Bergum, whichever shall occur first.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 12<sup>th</sup> day of DECEMBER, 2007.

BADGER METER, INC.

BY: William R. Bergum  
William R. Bergum  
Vice President-General Counsel and Secretary

Subscribed and sworn to before me this 12<sup>th</sup> day of December, 2007.

Paul J. Zimmerman  
Notary Public

My commission expires 10-19-08

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