



State of Rhode Island
and Providence Plantations
Office of the Secretary of State

A. Ralph Mollis, Secretary of State
Corporations Division
148 W. River Street
Providence, RI 02904-2615
401.222.3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2008

Filing Period: January 1 - March 1 • Filing Fee: \$50.00* THIS REPORT MUST BE TYPED OR PRINTED LEGIBLY IN BLACK INK
* In accordance with R.I.G.L. 7-1.2-1501(e), each corporation failing or refusing to file its annual report within thirty (30) days after the time prescribed by law (R.I.G.L. 7-1.2-1501(c&d)) is subject to a penalty fee of \$25.00.

1. Corporate ID No. 20851		2. Name of Corporation BADGER NETER, INC.			
3. Street Address Principal Business Office 4545 W Brown Deer Road			City Milwaukee	State WI	Zip 53223
4. Business Phone No. 414+355-0400		5. State of Incorporation Wisconsin			
6. Brief Description of the Character of Business Conducted in Rhode Island Sales Solicitation					
7. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name Richard A Meeusen			Vice President Name Ronald H Dix		
Street Address W289 N3414 Lost Creek Court			Street Address 412 Hunters Hill Trail		
City Pewaukee	State WI	Zip 53072	City Colgate	State WI	Zip 53017
Secretary Name William R Bergum			Treasurer Name Richard E Johnson		
Street Address N63 N3536 Wethersfield Dr			Street Address 9009 W Daventry Rd		
City Hartland	State WI	Zip 53029	City Mequon	State WI	Zip 53097
8. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name Richard A Meeusen			Director Name Ronald H Dix		
Street Address W289 N3414 Lost Creek Court			Street Address 412 Hunters Hill Trail		
City Pewaukee	State WI	Zip 53072	City Colgate	State WI	Zip 53017
Director Name Kenneth P Manning			Director Name Ulice Payne, Jr		
Street Address 5240 N Lake Drive			Street Address 3534 S. 122nd Court		
City Whitefish Bay	State WI	Zip 53217	City Greenfield	State WI	Zip 53228
9. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>			10. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>		
AUTHORIZED SHARES			ISSUED SHARES — THIS SECTION MUST BE COMPLETED		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
40,000,000	Comm	\$1.00 Par Value	20,902,236	Common	\$1.00

This report must be executed on behalf of the corporation by an authorized representative. If the corporation is in the hands of a receiver or trustee, this report must be executed on behalf of the corporation by the receiver or trustee.

File Date **FILED**
Check No. **FEB 08 2008**
By: **DS-38346**
FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature Beverly Smiley Date 1/31/08
Print or Type Name Beverly Smiley
Title VP-Controller

BADGER METER, INC.

20851

Directors' Home Addresses w/Social Security #'s

April 27, 2007

Richard A. Meeusen
W289 N3414 Lost Creek Court
Pewaukee, WI 53072

Ronald H. Dix
412 Hunters Hill Trail
Colgate, WI 53017

Thomas J. Fischer
N881 Marine Drive
Cedar Grove, WI 53013

Kenneth P. Manning
5240 N. Lake Drive
Whitefish Bay, WI 53217

Ulice Payne, Jr.
3534 S. 122nd Court
Greenfield, WI 53228

Andrew J. Policano
2 Fuertes
Irvine, CA 92617

Steven J. Smith
14400 Westover Road
Elm Grove, WI 53122

John J. Stollenwerk
10941 N. Range Line Road
Mequon, WI 53092

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BADGER METER, INC.

Officers' Home Addresses

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Richard A. Meeusen
Chairman, President & Chief Executive Officer
W289 N3414 Lost Creek Court
Pewaukee, WI 53072

Byron L. Bradley
Assistant Secretary
4903 S. 162nd West Avenue
Sand Springs, OK 74063

William R. Bergum
Vice President – Corporate Counsel & Secretary
N63 W29924 Woodfield Court
Hartland, WI 53029

Joanne Crumer-Pascale
W178 N5100 Roseway Avenue
Menomonee Falls, WI 53051

Bryan L. Cieslak
Vice President – Operations
W225 N3536 Wethersfield Dr.
Pewaukee WI 53072

Annette Hagemann
S30 W30206 Sunset Drive
Waukesha, WI 53189

Ronald H. Dix
Senior Vice President – Administration
and Secretary
412 Hunters Hill Trail
Colgate, WI 53017

Constance A. Malone
Assistant Secretary
7620 S. Quebec Avenue
Tulsa, OK 74136

Horst Gras
Vice President – Intl. Operations
Schutzenhausweg 33/1
D-72639 Neuffen
GERMANY

Pamela Stokke-Ceci
Assistant Secretary
6420 Betsy Ross Place
Wauwatosa 53213

Richard E. Johnson
Senior Vice President – Finance, CFO
and Treasurer
9009 W. Daventry Road
Mequon, WI 53097

Theresa Szafranski
Assistant Secretary
N71 W24477 Good Hope Road
Sussex, WI 53089

Beverly L.P. Smiley
Vice President – Controller
3323 W. Riviera Court
Mequon, WI 53092

Joan C. Zimmer
Assistant Secretary
115 E. Henry Clay Street
Whitefish Bay, WI 53217

Dennis J. Webb
Vice President – Sales, Marketing and
Engineering
1625 W. Rochelle Avenue
Glendale, WI 53209

Daniel D. Zandron
Vice President – Business Development
P. O. Box 584
Sussex, WI 53089-0584

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