

Filing fee: \$35.00

**APPLICATION FOR  
AMENDED CERTIFICATE OF AUTHORITY  
OF**

BADGER METER, INC.

To the Secretary of State  
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-111 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in Rhode Island, and for that purpose submits the following statement:

FIRST: A Certificate of Authority was issued to the corporation by your office on September 28, 1978, authorizing it to transact business in Rhode Island under the name of BADGER METER, INC.

SECOND: The corporate name of the corporation has been changed to  
No Change

(If no change, so indicate)

THIRD: The name which it elects to use hereafter in Rhode Island is  
BADGER METER, INC.

FOURTH: It desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows:

(If no other or additional purposes are proposed, insert "No change.")

No Change

FIFTH: Other amendments, if any, to Certificate of Authority previously issued: (see §§7-1.1-103, 7-1.1-109, 7-1.1-110, of the General Laws, 1956, as amended.) (If increase of authorized capital stock, state:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
5,000,000	Common	--	\$1.00
5,000,000	Class B Common	---	\$0.10

- (A): An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 25,000,000
- (B): An estimate of the value of its property to be located within Rhode Island during such year is \$ -0-
- (C): An estimate of the gross amount of business to be transacted by it during such year is \$ 55,000,000
- (D): An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ -0-

Dated January 23, 19 87

BADGER METER, INC.

By

*James L. Forbes*  
James L. Forbes  
Its President

and

*Rebecca L. Rush*  
Rebecca L. Rush  
Its Secretary

STATE OF WISCONSIN }  
COUNTY OF Milwaukee } Sc.

At Milwaukee, Wisconsin in said County on the 12th day  
of February 1987, before me personally appeared  
James L. Forbes, who being by me first duly sworn, declared that he is the  
President of BADGER METER, INC.,  
that he signed the foregoing document as such President  
of the corporation, and that the statements therein contained are true.

*Marie J. Rothkamp*  
Notary Public

(NOTARIAL SEAL)

0099A001 PAID 02/25/87 35.00  
CP35 CHECK 35.00

110 28 1987

# United States of America

STATE OF WISCONSIN

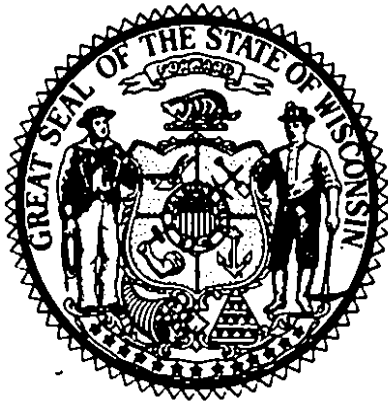
OFFICE OF THE  
SECRETARY OF STATE

SS.

## To All to Whom These Presents Shall Come, Greeting:

I, DOUGLAS La FOLLETTE, Secretary of State of the State of Wisconsin and Keeper of the Great Seal thereof, do hereby certify that the annexed copy has been compared by me with the record on file in this Office and that the same is a true copy thereof, and of the whole of such record; and that I am the legal custodian of such record, and that this certification is in due form.

IN TESTIMONY WHEREOF, I have  
hereunto set my hand and affixed the Great  
Seal of the State.



*Douglas La Follette*

DOUGLAS La FOLLETTE  
Secretary of State

BY: *M. F. L.*

DATE:

JAN 20 1987

Corporation Division

(5,000,000) shares of a class designated "Common Stock" having a par value of one dollar (\$1.00) per share, and Five Million (5,000,000) shares of a class designated "Class B Common Stock" of a par value of ten cents (\$.10) per share. All issued shares of Common Stock, including shares held in the treasury of the Corporation, shall continue to be designated Common Stock.

Any and all such shares of Common Stock and Class B Common Stock may be issued for such consideration, not less than the par value thereof, as shall be fixed from time to time by the Board of Directors. Any and all such shares so issued, the full consideration for which has been paid or delivered, shall be deemed fully paid stock and shall not be liable to any further call or assessment thereon, and the holders of such shares shall not be liable for any further payments except as otherwise provided by applicable Wisconsin

11\25\86 WISCONSIN SECTY-STATE  
2222 COR\ \*  
2018 \$643.50

11\25\86 WISCONSIN SECTY-STATE  
2222 COR\ \*  
2017 \$6.50