

Filing fee: \$50.00  
License fee: \$15.00 minimum  
(Section 7-11-124)

APPLICATION FOR  
CERTIFICATE OF AUTHORITY  
OF  
BADGER METER, INC.

To the Secretary of State  
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is BADGER METER, INC.

SECOND: The name which it elects to use in Rhode Island is \_\_\_\_\_

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of Wisconsin

FOURTH: The date of its incorporation is March 5, 1905 and the period of its duration is Perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 4545 W. Brown Deer Rd. Milwaukee, Wisconsin 53223

SIXTH: The address of its proposed registered office in Rhode Island is 111 Westminster Street, Providence, R. I. 02903 and the name of its proposed registered agent in Rhode Island at that address is C T CORPORATION SYSTEM

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

Solicit orders from customers whose place of business is located within these foreign states thru company employed Sales Personnel. Deliver product, parts, repairs and/or services to customers located within these states.

EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
	Director	
See attached rider.	Director	
	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
5,000,000	Common	-----	\$1.00

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is: :

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
1,410,944	Common	_____	\$1.00

ELEVENTH: The amount of its stated capital as defined by §7-1.1-2 of the General Laws, 1956, as amended, is \$ 1,410,944

TWELFTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 37,500,000

THIRTEENTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ -0-

FOURTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 57,004,000

FIFTEENTH: 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 \$ 50,000

SIXTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated SEPT. 18, 19 78

BADGER METER, INC.  
[Exact Corporate Name of Corporation Making Application]

By Robert F. Pfeffer  
Robert F. Pfeffer Its President  
and R. Robert Howard  
R. Robert Howard Its Secretary

STATE OF Wisconsin }  
COUNTY OF Milwaukee } Sc.

At Milwaukee, Wisconsin in said County on the 18<sup>TH</sup> day  
of SEPTEMBER 19 78, before me personally appeared  
Robert F. Pfeffer, 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.

William J. Beermann  
Notary Public

(NOTARIAL SEAL)

My Commission Expires Jan. 24, 1982

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*W. H. ...*

Question 13 Directors, Addresses, Terms of Office

<u>NAME</u>	<u>STREET &amp; NO.</u>	<u>CITY &amp; STATE</u>	<u>TERM EXPIRES</u>
James O. Wright	5602 Monches Rd.	Colgate, Wis. 53017	April 14, 1979
Robert F. Pfeffer	9424 N. Waverly Dr.	Milwaukee, Wis. 53217	April 14, 1979
Robert M. Hoffer	4600 N. Lake Drive	Milwaukee, Wis. 53211	April 14, 1979
Warren B. Riley	4030 Heathcote Rd Deep Haven	Wayzata, Minn. 55391	April 14, 1979
Everett G. Smith	4408 N. Lake Dr.	Milwaukee, Wis. 53211	April 14, 1979
Donald H. Windfelder	6845 N. Barnett La.	Milwaukee, Wis. 53217	April 14, 1979
Edwin P. Wiley	3017 N. Marietta Ave.	Milwaukee, Wis. 53211	April 14, 1979

Question 14 Officers, Addresses, Titles, Terms of Office

<u>NAME</u>	<u>STREET &amp; NO.</u>	<u>CITY &amp; STATE</u>	<u>TITLE</u>	<u>TERM EXP.</u>
James O. Wright	5602 Monches Rd.	Colgate, Wis. 53017	Chm of Bd & Chief Ex. Off.	4/14/79
Robert F. Pfeffer	9424 N. Waverly Dr.	Milwaukee, Wis. 53217	Pres. & Chief Op Officer	4/14/79
R. Robert Howard	12816 N. Colony Dr. 23 West	Mequon, Wis. 53092	VP-Fin. Sec. Trea. & Cont.	4/14/79
C. Edward Elkins	152 Chianti Pl.	Pleasant Hill, Calif. 94523	VP & Asst Sec'y	4/14/79
William J. Shinnars	3585 Mountain Dr.	Brookfield, Wis. 53005	Ass't Treas.	4/14/79
Anthony M. Armand	2803 E. 56th Pl.	Tulsa, Okla. 74105	Ass't Sec'y	4/14/79
Robert K. Bourne	603 W. Russet La. 96 North	Mequon, Wis. 53092	Ass't Sec'y	4/14/79
Marie E. Kovacs	W56 N736 Hawthorne Ave.	Cedarburg, Wis. 53012	Ass't Sec'y	4/14/79