BEFORE THE TENNESSEE REGULATORY AUTHORITY NASHVILLE, TENNESSEE

PETITION OF TENNESSEE-AMERICAN)	
WATER COMPANY FOR APPROVAL OF)	DOCKET NO. 06-00119
CHANGE OF CONTROL)	

PETITION OF TENNESSEE-AMERICAN WATER COMPANY FOR APPROVAL OF CHANGE OF CONTROL

A. INTRODUCTION

Tennessee-American Water Company (hereinafter referred to as "Petitioner") 1. petitions the Tennessee Regulatory Authority (the "TRA") pursuant to Section 65-4-113 of the Tennessee Code Annotated (the "TCA") for approval of (i) the sale by Thames Water Aqua Holdings GmbH ("Thames GmbH") of up to 100% of the shares of common stock of American Water Works Company, Inc. ("American Water") in one or more public offerings and (ii) prior to the closing of the initial public offering ("IPO"), the merger of Thames Water Aqua US Holdings, Inc. ("TWAUSHI") with and into American Water, with American Water being the surviving corporation (the transactions set forth in (i) and (ii) are hereinafter collectively referred to as the "Proposed Transaction"). The Petitioner is a Tennessee corporation that holds a certificate of convenience and necessity to provide water service in the City of Chattanooga, Tennessee and certain surrounding areas. The Proposed Transaction will result in an indirect change in the control of the Petitioner and could be construed as a transfer of the Petitioner's certificate of convenience and necessity to provide utility services in Tennessee. The Petitioner submits that the Proposed Transaction furthers the public interest and will result in the continuous and seamless provision of reliable service by the Petitioner to all of its customers at just and reasonable rates.

2. The name, mailing and e-mail addresses, and telephone and facsimile numbers of the Petitioner's attorneys are as follows:

R. Dale Grimes
Bass, Berry & Sims PLC
315 Deaderick Street, Suite 2700
Nashville, Tennessee 37238
615-742-6244 – (phone)
615-742-2744 – (fax)
dgrimes@bassberry.com

George H. Masterson Bass, Berry & Sims PLC 315 Deaderick Street, Suite 2700 Nashville, Tennessee 37238 615-742-6263 (phone) 615-742-2763 (fax) gmasterson@bassberry.com

B. DESCRIPTION OF THE PETITIONER'S CORPORATE STRUCTURE

- 3. For ease of reference, the current relationships among the Petitioner and its affiliated corporations are shown on the organization chart, attached hereto as Exhibit A, page 1. Exhibit A, page 2 presents the contemplated organization chart following the consummation of the Proposed Transaction.
- 4. RWE Aktiengesellschaft ("RWE") is a foreign corporation organized and existing under the laws of the Federal Republic of Germany. RWE's principal office is located at Opernplatz 1, 45128 Essen, Federal Republic of Germany.
- 5. Thames GmbH is a foreign corporation organized and existing under the laws of the Federal Republic of Germany. Thames GmbH's principal office is located at Opernplatz 1, 45128 Essen, Federal Republic of Germany. It is a wholly-owned subsidiary of RWE. Thames

GmbH is the holding company for most of RWE's water operations, both in the United States and in several foreign countries.

- 6. TWAUSHI is a corporation organized and existing under the laws of the State of Delaware, with its principal office located at 1025 Laurel Oak Road, Voorhees, New Jersey 08043. TWAUSHI is a wholly-owned subsidiary of Thames GmbH. In turn, TWAUSHI is the direct parent company of American Water. TWAUSHI does not conduct business in Tennessee, nor is it authorized to do so. TWAUSHI's subsidiaries now have approximately 7,000 employees and provide water, wastewater services and other water resource management services to approximately 18 million customers in 29 states and Canada. A certified copy of TWAUSHI's Certificate of Incorporation is attached as Exhibit B.
- 7. American Water is a corporation organized and existing under the laws of the State of Delaware, with its principal office located at 1025 Laurel Oak Road, Voorhees, New Jersey 08043. American Water owns regulated operating subsidiaries in 18 states. American Water does not conduct business in Tennessee, nor is it authorized to do so. A certified copy of American Water's Restated Certificate of Incorporation is attached as Exhibit C.
- 8. The Petitioner is a wholly-owned subsidiary of American Water. It is a regulated waterworks corporation organized and existing under the laws of the State of Tennessee, with its principal office located at 1101 Broad Street, Chattanooga, Tennessee 37402. The Petitioner serves approximately 72,660 customers in the cities of Chattanooga, East Ridge, Ridgeside, Lookout Mountain, Elder Mountain and Red Bank and in the Town of Signal Mountain, all of which are located in Hamilton County, Tennessee. The Petitioner also provides service for customers in portions of the cities of Lookout Mountain, Rossville and Fort Oglethorpe, Georgia,

and in Catoosa, Walker and Dade Counties in Georgia. The rates of the customers located in Georgia are not regulated by the Public Service Commission of the State of Georgia but are regulated by the TRA. The Petitioner currently owns, operates and maintains potable water production, treatment, storage, transmission and distribution systems for the purpose of furnishing potable water for residential, commercial, industrial and governmental users in its service territory. The Petitioner also owns, operates, and maintains collection, pumping and/or treatment systems for the purpose of furnishing wastewater service for residential, commercial, industrial and governmental users in its service territory. A certified copy of the Petitioner's Charter, including amendments, is attached as Exhibit D.

C. OVERVIEW

- 9. For nearly 60 years, American Water was one of the largest publicly-traded water companies in the United States, with its shares listed on the New York Stock Exchange. In 2003 RWE, through its subsidiary TWAUSHI, acquired American Water in a transaction that was approved by the TRA (Docket Nos. 01-01116 and 02-00273). The Proposed Transaction for which this petition seeks TRA approval is expected to result in American Water becoming the largest publicly-traded water company in the U.S. Being publicly-traded, like so many utility holding companies, served American Water, its subsidiaries, and their customers and employees well for many years and will again serve them well going forward.
- 10. As a publicly-traded company, American Water will be managed under the supervision of American Water's board of directors. The Petitioner will continue to be operated by its local management, under the supervision of the Petitioner 's board of directors.

- 11. American Water will have a sound financial structure and, as a publicly-traded company, will be subject to the extensive disclosure and governance requirements of the Securities and Exchange Commission ("SEC") (including Sarbanes-Oxley-related requirements) and the stock exchange on which its shares are traded (intended to be the New York Stock Exchange).
- 12. The Proposed Transaction will also provide American Water with access to the public equity and debt capital markets in the U.S., maintaining American Water's ability to finance necessary and vital investments in the infrastructure of its subsidiaries, including the Petitioner.
- 13. The Proposed Transaction will produce benefits for the Petitioner's customers. It will result in a publicly-traded company that is focused on water and wastewater in the U.S. and dedicated to maintaining a high level of service at just and reasonable rates. Following the Proposed Transaction, customers will be able to invest in their water utility by buying American Water stock.
- 14. The Proposed Transaction should also facilitate the attraction and retention of highly-qualified and capable employees. Employees will be able to invest in their water utility by buying American Water stock. In addition, American Water may create an employee stock ownership plan following the Proposed Transaction.
- 15. The Proposed Transaction is beneficial to American Water and the Petitioner and their customers and employees and clearly furthers the public interest.

D. DESCRIPTION OF THE PROPOSED TRANSACTION

- 16. The Proposed Transaction consists of (i) the sale by Thames GmbH of up to 100% of the shares of common stock of American Water and (ii) prior to the closing of the IPO, the merger of TWAUSHI with and into American Water. The shares will be sold through one or more underwritten public offerings to a broad group of investors, including institutional and retail investors. It is the desire of Thames GmbH to sell 100% of the shares in the IPO. Depending on market conditions, Thames GmbH may decide not to sell 100% of the shares in the IPO. The remainder of the shares would then be sold in a subsequent offering or offerings as soon as reasonably practicable following the IPO. The IPO and any subsequent public offerings will be conducted according to the rules for underwritten public offerings mandated by the SEC. The process for the IPO and any subsequent public offering is substantially the same, although the timeframe for subsequent public offerings is generally shorter. The following paragraphs describe this process in general terms.
- 17. The key participants in an underwritten public offering such as this one are the company in which the shares are being sold (in this case, American Water), which is referred to as the issuer; the underwriters, which will be a group of investment banks; and the seller of the shares (in this case, Thames GmbH). The primary role of the issuer is to prepare the necessary SEC filings, which include the prospectus that will be used to offer the shares to investors, and to have its senior management participate in marketing the offering to investors by, among other things, explaining American Water's business model, including its commitment to quality, health, safety, and efficient water resource management. The underwriters' role includes assistance in drafting the prospectus, leading the marketing effort, and participating in setting the price for the sale.

- 18. The first step in a public offering is the preparation and filing with the SEC of a registration statement. The registration statement for this type of offering is a document containing extensive information about the issuer and the offering. This primarily historical information includes, among other things, the issuer's audited financial statements, descriptions of its business and management, and other information about the issuer and the offering that investors may consider in deciding to buy the shares. The primary portion of an SEC registration statement is the prospectus, which is the document used to market the offering. The prospectus will include a clear statement that no investor is permitted to acquire control of American Water without obtaining any necessary regulatory approvals pursuant to applicable state laws.
- 19. Once an initial registration statement has been prepared, it will be filed with the SEC, at which point it will become publicly available on the SEC's web site. It is anticipated that this initial filing with the SEC will not occur before late 2006, when the process of seeking the approval of the TRA and other state regulatory agencies is well underway. The SEC will then review the initial registration statement and provide initial comments on the filing within four to six weeks of the filing, at which point American Water will file an amended registration statement addressing the SEC's comments. The amended registration statement will also become immediately available on the SEC's web site. The SEC may have further comments, in which case additional amendments must be filed until all comments are resolved. This review and comment process typically takes between two and three months from the time the initial registration statement is first filed with the SEC.
- 20. After the principal SEC comments have been resolved and the state regulatory approval process (including obtaining the approval of the TRA) has been completed, the marketing process will begin. During the marketing process, American Water's senior

management, as well as some presidents of its utility subsidiaries, will travel throughout the United States to meet with potential investors on what is known as a "Road Show."

- 21. At the end of the marketing process, American Water will ask the SEC to declare the registration statement effective, and the underwriters and Thames GmbH will agree on a price per share at which the shares will be sold to the public. This stage is known as the "pricing." The agreement between Thames GmbH and the underwriters will be reflected in an underwriting agreement that is signed immediately after pricing.
- 22. As a technical matter, in an underwritten offering, the underwriters agree to buy the shares from the seller (pursuant to the underwriting agreement) and then in turn agree to resell them to the investors. Both the purchases by the underwriters and the subsequent sales are usually completed on the same day, at the closing of the offering. Although it is possible that investors could back out of their indication of interests, leaving the underwriters with an unsold allotment, this type of situation is uncommon. In such event, each underwriter must purchase its proportionate share of the unsold allotment, and each underwriter typically seeks to sell those shares as soon as reasonably practicable thereafter.
- 23. The closing of the offering, at which the purchases are settled, is required to take place three or four business days after pricing. The stock begins trading in the public market after pricing. In this case, the shares are intended to be listed on the New York Stock Exchange.

E. CAPITAL STRUCTURE AND GOVERNANCE

24. The Proposed Transaction will not impair the ability of the Petitioner to maintain a reasonable capital structure that is representative of other utilities.

- 25. The debt of the Petitioner consists of (i) third-party debt issued by the Petitioner in the capital markets and (ii) inter-company debt owed by the Petitioner to American Water Capital Corp. ("AWCC"), which is a direct subsidiary of American Water. As of December 31, 2005, the Petitioner's debt consisted of \$14,700,00 in third-party debt and \$35,797,577 in intercompany debt to AWCC, \$11,697,577 of which is short-term debt.
- 26. American Water has used AWCC as a financing vehicle since before RWE's acquisition of American Water. The purpose of AWCC is to borrow funds for the benefit of American Water and its regulated operating subsidiaries and then loan such borrowed funds to such companies. The advantage of this financing structure is that it allows the Petitioner to benefit from the economies of scale associated with group-wide debt financing and decreasing administrative costs.
- AWCC's debt consists of corporate loans from its ultimate parent, RWE, and a small amount of debt issued in the capital markets. As of December 31, 2005, AWCC's debt consisted of \$2,438,586,000 in inter-company debt to RWE and \$226,860,000 in third-party debt. AWCC is currently rated 'A-' (on negative credit watch) by Standard & Poor's and 'Baal' (on negative outlook) by Moody's Investors Service, Inc. These ratings reflect the support AWCC receives from American Water.
- 28. In addition, as of December 31, 2005, American Water had inter-company debt to RWE of \$150,000,000. RWE also indirectly holds \$1.75 billion of preferred shares of American Water.
- 29. In connection with the Proposed Transaction, all inter-company financial relationships RWE has with American Water and its subsidiaries will be terminated. The precise

timing and composition of any replacement financing will depend upon market conditions prevailing at the time of the financing. Following the Proposed Transaction, the capital structure of American Water is intended to be comparable to that of other publicly-traded utilities. American Water's objectives in designing this capital structure will be to provide ready and cost-efficient access to necessary capital and maintain a solid investment grade rating for AWCC.

- 30. In certain instances, the refinancing of AWCC's debt with RWE may require changes in the terms of the inter-company debt and the Petitioner will, if so required, seek approval from the TRA in a separate petition for any such changes that are determined to be necessary in connection with the refinancing.
- 31. Following the IPO, the board of directors of American Water will meet the requirements for boards of public companies. The board will consist of experienced individuals who, in the aggregate, possess the capabilities and experience appropriate for the board of a large, publicly-owned multi-state water utility. Federal securities laws and stock exchange rules also require, following completion of the Proposed Transaction, that the board have a majority of independent directors and that the audit compensation and nominating committees consist entirely of independent directors.
- 32. As a publicly-traded company, American Water will become subject to the federal securities laws and regulations as well as the requirements of the stock exchange where American Water's common shares will be listed. Specifically, such laws and regulations will impose obligations on American Water and its subsidiaries related to financial reporting, accounting, internal controls, general business disclosure, corporate governance, executive compensation reporting, issuance of securities and related financial and business matters.

American Water will be required to file annual, quarterly and current reports (relating to certain business events) with the SEC, and certain American Water investors will be required to make filings disclosing their American Water shareholdings (including, under certain circumstances, the purpose of acquiring such shareholdings). All financial information of American Water and its subsidiaries will have to be reported in accordance with U.S. generally accepted accounting principles ("GAAP") and SEC regulations. The annual consolidated financial statements of American Water will be required to be audited. In addition, all filings with the SEC will be made immediately available on the SEC's web site, not only to investors, but to the public at large. American Water will also be required to comply with the extensive requirements imposed as a result of the recent federal Sarbanes-Oxley legislation. These requirements relate to, among other things, internal controls over financial reporting and external audit of such controls, corporate officer certification of financial and other information, corporate governance requirements, and enhanced and expedited disclosure (particularly with respect to certain financial information).

F. THE PROPOSED TRANSACTION FURTHERS THE PUBLIC INTEREST

Tennessee public utility from transferring its authority to provide utility services without first obtaining TRA approval. Although the Proposed Transaction does not include any transfer by the Petitioner of its certificate of convenience and necessity, the Petitioner understands that the TRA has taken the position that TCA Section 65-4-113 requires TRA approval of an indirect change in control of a Tennessee public utility. The Petitioner's filing of this petition does not constitute a waiver by or on behalf of the Petitioner or its affiliates of any right that any of such

entities might have under Tennessee law to assert that approval of the Proposed Transaction by the TRA is not required under Tennessee law.

- 34. In considering a request for approval pursuant to TCA Section 65-4-113, the TRA is required to assess whether the transaction furthers the public interest. The Proposed Transaction clearly meets this test. As detailed in the remainder of this section, the Proposed Transaction will result in a company with a sound financial structure that is focused on the water and wastewater business in the U.S. that will be well managed and that will provide benefits to both customers and employees of the Petitioner.
- 35. For nearly 60 years, American Water was one of the largest publicly-traded water companies in the United States, with its shares listed on the New York Stock Exchange. The Proposed Transaction is expected to result in American Water becoming the largest publicly-traded water company in the U.S. Being publicly-traded, like so many utility holding companies, served American Water, its subsidiaries, and their customers and employees well for many years and will again serve them well going forward.
- 36. The Proposed Transaction will result in a publicly-traded company that is focused on the water and wastewater business in the U.S. As a publicly-traded company, American Water will be better positioned to focus on maintaining, developing and growing the water and wastewater business of its subsidiaries, including the Petitioner, and on the needs of customers and employees.
- 37. Following the Proposed Transaction, American Water will be subject to the extensive disclosure requirements of the SEC (including Sarbanes-Oxley-related requirements) and the stock exchange on which its shares are traded. See Section E. American Water

shareholders owning a significant number of shares will also be required under SEC regulation to report their American Water shareholdings publicly. Such disclosure will result in greater corporate transparency, including with respect to the operations and ownership of American Water and its subsidiaries.

- 38. The Proposed Transaction will provide American Water with access to the public equity and debt capital markets in the U.S., maintaining American Water's ability to finance necessary and vital investments in the infrastructure of its subsidiaries, including the Petitioner.
- 39. The Petitioner will continue to be a subsidiary of American Water and will be operated by its management, under the supervision of its board of directors. The experienced management at the Petitioner will continue to provide its financial, technical and managerial abilities to the Petitioner for the benefit of its customers and the communities they live in. American Water Works Service Company, Inc. will continue to provide customer service, accounting, administration, engineering, financial, human resources, information systems, operations, risk management, water quality and other services to the Petitioner under the service agreement in place with the Petitioner.
- 40. American Water will continue to be operated by its management, under the supervision of its board of directors. The seasoned management team at American Water has (and will continue to have) the background necessary to run a large, publicly-traded water company.
- 41. The Proposed Transaction will result in a publicly-traded company that is focused on providing water and wastewater services to the public in the U.S. and dedicated to maintaining a high level of service at just and reasonable rates for the benefit of their customers

and the communities they serve. Customers of the Petitioner will continue to receive the same high quality of service from highly-qualified employees, just as in the past.

- 42. Following the Proposed Transaction, customers will also be able to invest in their water utility by buying American Water stock.
- 43. The Proposed Transaction should facilitate the attraction and retention of highly-qualified and capable employees who will be drawn to working for a prestigious, high-profile, publicly-traded company. Employees will be able to invest in their water utility by buying American Water stock. In addition, American Water may create an employee stock ownership plan following the Proposed Transaction.
- 44. The Petitioner will continue to honor its collective bargaining agreements. The Proposed Transaction will not adversely impact employees or employment levels in Tennessee.
- 45. The Proposed Transaction will not adversely impact the Petitioner's rates or its policies with respect to service to customers, employees, operations, financing, or other matters affecting the public interest or utility operations. The Petitioner will continue to operate under its existing tariffs and rates. The transition to a publicly-traded company will similarly not adversely impact current investment and capital programs.
- 46. There are no material contemplated changes in the income statement, balance sheet or financial position of the Petitioner as a result of the Proposed Transaction. The Petitioner does not expect any adjustment to the existing book value of any of the Petitioner's assets as a result of the Proposed Transaction. The Petitioner does not seek recovery of the costs of the Proposed Transaction, which are comprised of the SEC registration fee, the NASD filing

fee, the stock exchange listing fee, legal fees and expenses of the Proposed Transaction, accounting fees and expenses of the Proposed Transaction, printing and engraving fees and expenses for the registration statement, Blue Sky fees and expenses, transfer agent fees and expenses and legal fees for the state regulatory approval process.

- 47. The Petitioner will continue to provide safe, adequate and reliable service in fulfillment of its obligations under Tennessee and federal law.
- 48. The Petitioner, together with American Water, will continue to make extensive contributions to the state and local economies and continue the Petitioner's commitment to the local communities it has known and served for years.
- 49. The Proposed Transaction does not affect the TRA's powers with respect to the Petitioner or the authority of other governmental agencies as to the Petitioner 's services or facilities. The Petitioner will remain subject to all applicable laws, regulations, rules, decisions and policies governing the regulation of Tennessee public utilities.
- American Water through the Proposed Transaction. Consequently the Petitioner does not request approval for any individual or group to acquire a controlling interest in American Water in either the IPO or subsequent public offerings. As described in paragraph 33 of this Petition, the Petitioner understands that the TRA has taken the position that Section 65-4-113 of the TCA requires TRA approval of an indirect change of control of a Tennessee public utility. The prospectus pursuant to which the shares will be sold in the IPO will include disclosure about any relevant statutory restrictions and the consequences of a violation.

51. For the reasons stated in the preceding paragraphs of this Section, the Proposed Transaction is clearly in the public interest.

WHEREFORE, for the foregoing reasons, the Petitioner respectfully requests that the TRA approve this Petition and authorize the Proposed Transaction and the resulting transfer of indirect control of the Petitioner.

Respectfully submitted,

R. Dale Grimes

George H. Masterson Bass, Berry & Sims PLC

315 Deaderick Street, Suite 2700

Nashville, Tennessee 37238

Attorneys for the Petitioner

VERIFICATION

STATE OF TENNESSEE	
)
COUNTY OF HAMILTON)

I, John S. Watson, hereby declare under penalty or perjury, that I am Vice-President and General Network Manager of TENNESSEE-AMERICAN WATER COMPANY; that I am authorized to make this verification on behalf of TENNESSEE-AMERICAN WATER COMPANY; that I have read the foregoing petition; and that the facts stated therein are true and correct to the best of my knowledge, information, and belief.

Name: John S. Watson

Title: Vice-President & General Network Manager

Sworn to and subscribed before me this 21st day of April, 2006.

Virginia B. Scealf, Notary Public

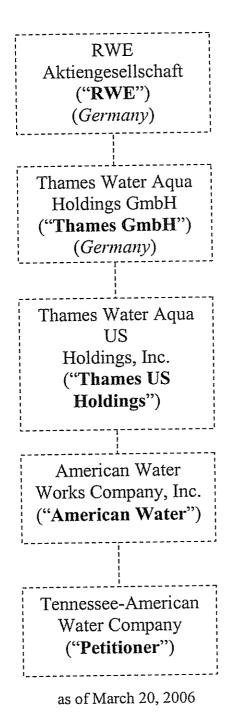
My Commission Expires: July 30, 2008



EXHIBIT A

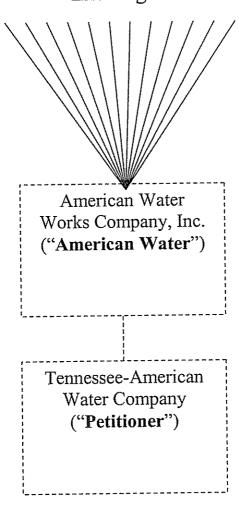
ORGANIZATION CHART

Current Relationships among the Petitioner and its affiliated corporations



Contemplated Organization Chart following consummation of the Proposed Transaction

publicly traded shares of common stock intended to be listed on the New York Stock Exchange



$\label{eq:exhibit b}$ CERTIFICATE OF INCORPORATION OF TWAUSHI



PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "THAMES WATER AQUA US HOLDINGS, INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF JULY, A.D. 2002, AT 2:45 O'CLOCK P.M.



Warriet Smith Windson Harriet Smith Windson, Secretary of State

AUTHENTICATION: 4668030

DATE: 04-13-06

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CERTIFICATE OF INCORPORATION

OF

THAMES WATER AQUA US HOLDINGS, INC.

ARTICLE I

Name

The name of the corporation (which is hereinafter referred to as the "Corporation") is:

Thames Water Aqua US Holdings, Inc.

ARTICLE II

Registered Office and Registered Agent

The address of the Corporation's registered office in the State of Delaware is c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801. The name and address of the registered agent for service of process on the Corporation is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801.

ARTICLE III

Business or Purposes to be Conducted or Promoted

The purpose for which the Corporation is organized is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

ARTICLE IV

Capital Stock

The total number of shares of stock that the Corporation shall have authority to issue is 1000 shares of Common Stock, par value of \$1.00 per share.

ARTICLE V

Incorporator

The name and mailing address of the incorporator is Arthur McMahon, III, Cravath, Swaine & Moore, Worldwide Plaza, 825 8th Avenue, New York, New York, 10019.

ARTICLE VI

Business and Affairs of the Corporation

For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders, it is further provided that:

- (a) the number of directors of the Corporation shall be fixed by, or in the manner provided in, the By-laws of the Corporation;
- (b) in furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized and empowered to make, alter, amend or repeal any by-law of the Corporation;
- (c) in addition to the powers and authorities herein or by statute expressly conferred upon it, the Board of Directors may exercise all such powers and do all such things and acts as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the laws of the State of Delaware, of this Certificate of Incorporation and of the By-laws of the Corporation; and
- (d) unless and except to the extent that the Bylaws of the Corporation so require, the election of directors of the Corporation need not be by written ballot.

ARTICLE VII

Indemnification

(a) To the fullest extent that the General Corporation Law of the State of Delaware as it exists on the date hereof or as it may be hereafter amended permits the limitation or elimination of the liability of directors, no director of the Corporation shall be liable to the

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Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

(b) In addition to any requirements of law and any other provision herein or in the terms of any class or series of capital stock having a preference over the common stock of the Corporation as to dividends or upon liquidation (and notwithstanding that a lesser percentage may be specified by law), the affirmative vote of the holders of 80% or more of the voting power of the then outstanding voting stock of the Corporation, voting together as a single class, shall be required to amend, alter or repeal any provision of this Article.

IN WITNESS WHEREOF, I, Arthur McMahon, III, the Sole Incorporator of Thames Water Aqua US Holdings, Inc. have executed this Certificate of Incorporation this 26th day of July, 2002, and DO HEREBY CERTIFY under the penalties of perjury that this instrument is my act and deed and that the facts stated herein are true.

> Arthur McMahon, III Incorporator

Incorporator Mailing Address:

Cravath, Swaine & Moore Worldwide Plaza 825 8th Avenue New York, New York 10019

EXHIBIT C

RESTATED CERTIFICATE OF INCORPORATION OF AMERICAN WATER



PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "AMERICAN WATER WORKS COMPANY, INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF JUNE, A.D. 2003, AT 2:41 O'CLOCK P.M.



0352210 8100

060349559

Warriet Smith Hindson

Harriet Smith Windsor, Secretary of State **AUTHENTICATION:** 4668018

DATE: 04-13-06

State of Delaware Secretary of State Division of Corporations Delivered 02:43 PM 06/20/2003 FILED 02:41 PM 06/20/2003 SRV 030409293 - 0352210 FILE

RESTATED

CERTIFICATE OF INCORPORATION

OF

AMERICAN WATER WORKS COMPANY, INC.

American Water Works Company, Inc., a corporation organized under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

- A. The name of the Corporation is American Water Works Company, Inc. The Corporation was originally incorporated under the name American Communities Company, and the original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on August 28, 1936.
- B. This Restated Certificate of Incorporation, which amends the provisions of the Corporation's Certificate of Incorporation as heretofore amended, restated and supplemented, was duly adopted by the Board of Directors of the Corporation and by the sole stockholder of the Corporation in accordance with the provisions of Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware.
- C. The text of the Certificate of Incorporation of the Corporation, as heretoforc amended, restated and supplemented, is hereby amended and restated to read in its entirety as follows:

ARTICLE I

The name of the corporation (hereinafter called the "Corporation") is American Water Works Company, Inc.

ARTICLE II

The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19801. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

2

ARTICLE IV

- A. Authorized Capital Stock. The total number of shares of all classes of stock that the Corporation shall have authority to issue is 2,750 shares, consisting of (i) 1,000 shares of common stock having the par value of \$1.00 per share (the "Common Stock") and (ii) 1,750 shares of preferred stock having no par value (the "Preferred Stock").
- B. <u>Preferred Stock</u>. The powers, preferences and rights and the qualifications, limitations and restrictions of the Preferred Stock are as follows:
- Dividends. The holders of the outstanding shares of Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors of the Corporation, out of the assets of the Corporation legally available therefor, cumulative preferential dividends at a rate equal to 5.9% per annum (the "Dividend Rate") of the Liquidation Preference (as defined below) of such shares, payable in cash quarterly in arrears commencing on September 15, 2003. Dividends shall begin to accrue and be cumulative on outstanding shares of Preferred Stock from the date of issuance of such shares. If the full amount of accrued dividends, whether or not declared, is not paid on a Dividend Payment Date (as defined below), then interest shall accrue on any unpaid amounts at a rate equal to the Dividend Rate until such amounts are paid in full. No dividend may be paid on the Common Stock unless all outstanding dividends then owed on the Preferred Stock have been paid in full. As used herein, "Dividend Payment Date" shall mean March 15, June 15, September 15 and December 15 of each year; provided, however, that if any such day is not a day on which commercial banks are open for general business in the City of New York (a "Business Day"), then the Dividend Payment Date shall be the Business Day immediately preceding such day. The holders of shares of Preferred Stock shall not be entitled to any dividends or other distributions in respect of the Preferred Stock except as provided herein.

Voting Rights.

- (a) Except as otherwise expressly required under Delaware law or provided in this Restated Certificate of Incorporation, the holders of the outstanding shares of Preferred Stock shall not be entitled to vote on any matter required or permitted to be voted on by the stockholders of the Corporation.
- (b) Notwithstanding paragraph (a) of this Section 2, so long as any shares of Preferred Stock are issued and outstanding, the Corporation shall not, without the affirmative vote or consent of the holders of two-thirds of the shares of Preferred Stock at the time outstanding voting as a separate class, alter or change any of the powers, preferences or special rights of the shares of Preferred Stock so as to affect them adversely.
- (c) Notwithstanding paragraph (a) of this Section 2, if dividends on the shares of Preferred Stock outstanding are unpaid and in arrears for six consecutive months or more, thereafter and until all accrued and unpaid dividends, whether or not declared, on the shares of Preferred Stock outstanding shall have been paid in full, each share of Preferred Stock

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shall entitle the holder thereof to one (1) vote on all matters submitted to a vote of the stockholders of the Corporation.

3. <u>Liquidation Preference</u>.

In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary (a "Liquidation Event"), the holders of the outstanding shares of Preferred Stock shall be entitled to receive out of the assets of the Corporation available for distribution to its stockholders, prior and in preference to any distribution of any of the assets of the Corporation to the holders of Common Stock, the amount in cash equal to the sum of \$1,000,000 per share (the "Liquidation Preference") plus an amount in cash equal to all accrued and unpaid dividends thereon, whether or not declared, to the date fixed for liquidation, dissolution or winding up (such sum, the "Aggregate Liquidation Amount"). If, upon the occurrence of a Liquidation Event, the assets of the Corporation shall be insufficient to permit the payment to the holders of the Preferred Stock the full Aggregate Liquidation Amount, then the entire assets of the Corporation, or the proceeds thereof, legally available for distribution shall be distributed ratably among the holders of the Preferred Stock on the basis of the number of shares of Preferred Stock held by each. After payment in full in cash of the Aggregate Liquidation Amount, the holders of shares of Preferred Stock will not be entitled to any further participation in any distribution of assets of the Corporation.

As used herein, a Liquidation Event shall include any consolidation, merger, or reorganization pursuant to which Permitted Persons do not continue to hold at least a majority of the veting power of the Common Stock after such event. In addition, a sale, transfer or other disposition of all or substantially all of the Corporation's assets shall be deemed to be a Liquidation Event for purposes of this Restated Certificate of Incorporation. As used herein, "Permitted Persons" shall mean RWF. Aktiengesellschaft and any corporation, limited liability company, association or other entity of which securities or other equity interests representing more than 50% of the equity and more than 50% of the ordinary voting power are directly or indirectly held by RWE Aktiengesellschaft.

- 4. Redemption. The shares of Preferred Stock shall not be redeemable.
- 5. Conversion. No holder of shares of Preferred Stock shall have the right or option, at any time, to convert its shares of Preferred Stock into shares of Common Stock.
- C. Common Stock. The powers and rights and the qualifications, limitations and restrictions of the Common Stock are as follows:
- Dividends. Subject to the prior rights of holders of outstanding shares of Preferred Stock, the holders of the outstanding shares of Common Stock shall be entitled to receive when, as and if declared by the Board of Directors, out of the assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.
- 2. <u>Voting Rights</u>. Each outstanding share of Common Stock shall entitle the holder thereof to fifty (50) votes on all matters submitted to a vote of the stockholders of the Corporation.

- 5. <u>Liquidation Rights.</u> In the event of any Liquidation Event, after there shall have been paid in cash to the holders of the outstanding shares of Preferred Stock the full Aggregate Liquidation Amount, the holders of the outstanding shares of Common Stock shall be entitled to receive ratably all of the remaining assets of the Corporation available for distribution to its stockholders.
 - Redemntion. The shares of Common Stock shall not be redeemable.

ARTICLE V

The number of directors of the Corporation shall be fixed from time to time by the Board of Directors of the Corporation.

ARTICLE VI

In furtherance and not in limitation of the powers conferred upon it by law, the Board of Directors of the Corporation is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation.

ARTICLE VII

Unless and except to the extent that the By-laws of the Corporation so require, the election of directors of the Corporation need not be by written ballot.

ARTICLE VIII

A director of the Corporation shall not, in the absence of fraud, be disqualified by his office from dealing or contracting with the Corporation either as vendor, purchaser or otherwise, nor in the absence of fraud, shall any contract or other transaction of the Corporation be affected or invalidated in any way by the fact that any of the directors of the Corporation are in any way interested in or connected with any other party to such contract or transaction or are themselves parties to such contract or transaction; provided, however, that such interest and connection either shall be fully disclosed to a meeting of the Board of Directors, or of a committee thereof having authority in the premises, at which such contract or transaction is authorized, confirmed or approved, or shall at the time be otherwise known to the directors present at such meeting, and provided further that there shall be present at the meeting of the Board of Directors, or such committee, authorizing, confirming or approving such contract or transaction, and such contract or transaction shall be authorized, confirmed or approved by the vote of, directors not so interested or connected constituting a majority of the directors then in office No director of the Corporation shall be liable to the Corporation or to any stockholder or creditor thereof or to any other person, for any loss incurred under or by reason of any contract or transaction of the Corporation, and no such director shall be accountable for any gains or profits realized therefrom, provided, however, that any such contract or transaction shall, at the time it was entered into, have been a reasonable one to have been entered into and shall have been upon terms that at the time were fair, and provided further that, if such director shall have

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been so interested or connected as to such contract or transaction, such contract or transaction shall have been authorized, confirmed or approved as aforesaid after the disclosure or knowledge of such interest or connection as aforesaid. A director of the Corporation shall not be deemed interested in or connected with a party to a contract or transaction between the Corporation and a parent, subsidiary or affiliated corporation by reason of the fact that he is also a director, officer or stockholder of such parent, subsidiary or affiliated corporation.

ARTICLE IX

No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Article by the stockholders of the Corporation shall be prospective only, and shall not affect, to the detriment of any director, any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE X

Each person who is or was or had agreed to become a director or officer of the Corporation, and each such person who is or was serving or who had agreed to serve at the request of the Corporation as a director, officer, partner, member, employee or agent of another corporation, partnership, limited liability company, joint venture, trust or other enterprise (including the heirs, executor, administrators or estate of such person), shall be indemnified by the Corporation to the fullest extent permitted from time to time by applicable law.

IN WITNESS WHEREOF; the Corporation has caused its corporate scal to be hereunto affixed and this certificate to be signed by Joseph F. Hartnett, Jr., its Vice President and Treasurer and attested by W. Timothy Pohl, its Vice President, General Counsel and Secretary, on this 20th day of June, 2003.

American Water Works Company, Inc.

ogeph F. Hartnett, Jr.

Vice President and Treasurer

(Corporate Seal)

Attest:

Britist for

W. Timothy Pobl

Vice President General Colunsel and Secretary

EXHIBIT D

CHARTER OF THE PETITIONER, INCLUDING AMENDMENTS

6084087.3 D-1

Secretary of State **Division of Business Services** 312 Eighth Avenue North 6th Floor, William R. Snodgrass Tower Nashville, Tennessee 37243

ISSUANCE DATE: 03/30/2006 REQUEST NUMBER: 06089534

CHARTER/QUALIFICATION DATE: 03/11/1868 STATUS: ACTIVE CORPORATE EXPIRATION DATE: PERPETUAL CONTROL NUMBER: 0047889 JURISDICTION: TENNESSEE

TO: CFS 8161 HWY 100

NASHVILLE, TN 37221

REQUESTED BY: 8161 HWY 100

NASHVILLE, TN 37221

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT "TENNESSEE-AMERICAN WATER COMPANY"

WAS INCORPORATED OR QUALIFIED TO DO BUSINESS IN THE STATE OF TENNESSEE ON THE ABOVE DATE, AND THAT THE ATTACHED DOCUMENT(S) WAS/WERE FILED IN OFFICE ON THE DATE(S) AS BELOW INDICATED:

REFERENCE	DATE FILED	FILING TYPE	NAM DUR S	FILIN	IG ACT	ON T THE	MAI EVC
NUMBER 5054-1030	03/11/1868	CHART-PROFIT	(t	JIN TIME	OI O M): INO	IIAL I IO
5054-1027	02/19/1869	AMEND-CHARTER	X				
BP00P0504	01/01/1900	AMEND-CHARTER	v				
BK00P0677	02/07/1900	AMEND-CHARTER	X	v			
BP00P0261 BP00P0272	10/29/1900 11/24/1900	AMEND-CHARTER AMEND-CHARTER		X X			
BP04P0523	01/30/1902	AMEND-CHARTER					
BP13P0129	05/22/1917	AMEND-CHARTER		X			
MA00P0347	02/08/1922	AMEND-CHARTER		X X X X			
MC00P0019 MCP0021	11/01/1927 11/03/1927	AMEND-CHARTER AMEND-CHARTER		Ŷ			
MWP0439	06/06/1940	AMEND-CHARTER					
MXP0180	11/08/1940	AMEND-CHARTER		X X X X			
MXP0215	12/04/1940	AMEND-CHARTER		Ŷ			
MXP0245 BP39P0286	12/27/1940 07/21/1954	AMEND-CHARTER AMEND-CHARTER		Ŷ			
BP39P0291	07/21/1954	AMEND-CHARTER					
BP53P6578	02/09/1971	AMEND-CHARTER		Χ			
BP55P0294	08/31/1973	AMEND-CHARTER	Х				
BP55P4063 BP56P0078	11/25/1974 12/11/1975	AMEND-CHARTER AMEND-CHARTER		Χ			
BP56P1622	05/13/1976	AMEND-CHARTER					
011 00153	02/21/1978	AMEND-CHARTER		X X			
085 <u>00843</u>	06/25/1979	AMEND-CHARTER		Х			
100 00772 100 00773	09/18/1979	AMEND-CHARTER AGENT/OFFICE		۸	X 2	Х	
139 00395	09/18/1979 02/12/1980	AMEND-CHARTER		Χ	,	•	
	03/12/1980			X	.,	.,	
470 00478	04/10/1984	AGENT/OFFICE			X	X	
480 01699	06/12/1984	AMEND-CHARTER					

ON DATE: 03/30/06 FOR: REQUEST FOR COPIES

FEES

RECEIVED:

\$60.00

\$0.00

TOTAL PAYMENT RECEIVED:

\$60.00

RECEIPT NUMBER: 00003908899 ACCOUNT NUMBER: 00101230



CAPTTAL FILING SERVICE (CFS)

NASHVILLE, TN 37221-0000

RILEY C. DARNELL SECRETARY OF STATE

SS-4458

Secretary of State **Division of Business Services** 312 Eighth Avenue North 6th Floor, William R. Snodgrass Tower Nashville, Tennessee 37243

ISSUANCE DATE: 03/30/2006 PAGE REQUEST NUMBER: 06089534 TELEPHONE CONTACT: (615) 741-6488 2

CHARTER/QUALIFICATION DATE: 03/11/1868 STATUS: ACTIVE CORPORATE EXPIRATION DATE: PERPETUAL CONTROL NUMBER: 0047889 JURISDICTION: TENNESSEE

REFERENCE	"TENNESS DATE FILED	EE-AMERICAN WATER FILING TYPE		FILING_A	CŢ <u>io</u> n_	
NUMBER		MAIL ADDR / FYC	NAM DUR	STK PRN OFC	AGT I	NC MAL FYC
KEY ERROR 856-1631	09/09/1986 06/21/1988	MAIL ADDR / FYC AMEND-CHARTER				Ŷ.
FYC/REVENUE	06/16/1990	MAIL ADDR / FYC				Х
ROLL 3699 3728-0418	06/18/1999 08/13/1999	DETERMINATION AN RPT/AGENT		X	X	X
4951-0645	10/31/2003	AGENT/OFFICE		7.	Ŷ	•
4951-0646	10/31/2003	ASSUMED-ADD			χ	
5240-0177	09/22/2004	AGENT/OFFICE			Λ	



RILEY C. DARNELL

SECRETARY OF STATE

5054-1030

OF THE

STATE OF TENNESSEE,

PASSED AT THE FIRST SESSION OF THE

THIRTY-FIFTH GENERAL ASSÉMBLY

FOR THE YEARS

1867-68.

PUBLISHED BY AUTHORITY.

NASHVILLE, TENN:

S. C. MERCER,......ruly THE STATE.

1868.

CHAPTER XC.

AN ACT to Incorporate the Walden's Ridge Coal Company, of Hamillon County, Tennessee; and for other purposes.

tracted with; may have a common scal; may purchase and hold real or personal estate, and sell and dispose of ciates, are hereby created a body corporate, under the style and name of the "Walden's Ridge Coal Com-Section 1. Be it enacted by the General Assembly of the State of Temessee, That John W. Jones, James Williams, Phillip Jones, David J. Miller, D. R. Grillith, Rees Rees, Thomas Joseph, Wm. Richards, D. E. Jones, D. J. Morgan, Thomas E. Parry, David J. Rees, John Jones, Thomas W. Price, John Winters, Enoch Harrel, the same at pleasure; or may lease and hold lands for the purpose of carrying on their coal and mining open sary and proper for them, as an incorporated company D. J. Thomas and Thomas J. Jones, and their assopany," for the purpose of mining coal, iron, and other metals; and as such, may have ninety-nine years' success sion; may sue and be sued; may contract and be contions, with all the rights, powers and privileges neces Purposes and Corporators. Powers.

as they may deem necessary.
Sec. 4. Be it further enacted, That, for the purpose of to be elected by the stockholders, who shall hold their offices for one year, and until their successors shall be SEC. 2. Be it further enacted, That the capital stock dollars, nor more than five hundred thousand dollars SEC. 3. Be it further enacted, That the affairs of the How manag'd elected. The Directors shall elect one of their number and such other officers or agents, and with such salaried of said company shall not be less than two thousand company shall be managed by a Board of five Directoral her President, and may appoint a Treasurer, Secretary to be divided into shares of one hundred dollars each. ufactures as they may think proper. Capital Stock.

May construct they may deem necessary; with all the rights, powers railroads, etc. and privileges, as are now granted to the Nashville & Chattanooga Railroad, so far as regards the right of stockholders, and at all general meetings, the stock 5. Be it further enacted, That in all elections of way granted to said railroad; Provided, no State aid if to be granted for the construction of the same.

enabling said company to mine and manufacture, with the facilities of railroad or water navigation, they shall have the power to make such roads and railroads, as

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held, and may vote either in person or by proxy. The voting stockholders may make all by-laws necessary for the holders shall have one vote for every share, respectively rogulation of the company, not inconsistent with existing

shall fail to pay what may be due upon his stock, or any Failure to pay call that may be assessed on the same, the Directors may stock. SEC. 6. Be it further enacted, That if any stockholder having jurisdiction of the amount; or may declare the sue for the same, in action of debt, before any court said shares forfeited to the company, by giving each delinquent stockholder thirty days' notice that such action

in force from and after its passage, and shall be subject to the offect, to all general laws passed by the General Assembly of etc. SEC. 7. Be it further enacted, That this Act shall be the State of Tennessee, affecting corporations of like

F. S. RICHARDS, Speaker of the House of Representatives. D. W. G. SENTER.

Speaker of the Senate. Passed March 11, 1868,

to mine, manufacture and transport their coal and man

CHAPTER XCI.

AN ACT to Incorporate the Carthage Bridge Company.

name, may sue and he sued, plead and be impleaded, con-Purposes and that and be contracted with; answer and be answered powers. In any of the courts of law or equity in the State; SECTION 1. Be it enacted by the General Assembly of the State of Tennessee, That a body politic and corporate is hereby constituted by the name and style of the "Carthage Bridge Company," for the purpose of constructing, maintaining and using a bridge across the Cumberland Wer, from any point in or near Carthage, in the County of Smith, to the opposite bank of said river; and by that ilter and renew at pleasure; and to do all other acts may have a common seal, and the same to break or to which may be necessary to construct said bridge; and to manage, use and keep up the same; and said company shall have succession for thirty-three years. SEC. 2. Be if further enacted, That the capital stock of capital stock, may be increased, if necessary, to two hundred thousand dollars, and organization, may be increased, if necessary, to two hundred thousand etc.

ench; and so soon as lifty thousand dollars of said stock are subscribed for, the stockholders may organize by the shockholders may organize by the who shall select from their number, a President of the company; and said President of the tors, may appoint such other officers and agents as may be decined necessary, and in such manner as they may

SEC. 3. Be it further enacted, That E. W. Tanner, SEC. 3. Be it further enacted, That E. W. Tanner, William —, T. McKinley, J. C. Saunders, James William —, T. McKinley, J. C. Saunders, James Williams, R. T. Vadeu, J. C. Dick. Calhoun, Tim. H. Williams, R. T. Vadeu, J. C. Dick. James B. Moore, be, and they are hereby, appointed and constituted a Board of Commissioners, any three or more constituted a Board of Commissioners, any three or more of whom, may open books at such time and places as they and may encose, to receive subscriptions for said company, will and may manage all the affairs of said company, will and may manage all the affairs of said company, will and may be necessary to be done prior to the election acts as may be necessary to be done prior to the election series of a President and Directors; and at all meetings of the scription stockholders, when a vote is to be taken, each stockholders and owned by him, and may vote by proxy or in person,

under the rules of the company.

Sec. 4. Be it further enacted, That said company.

Sec. 4. Be it further enacted, may have or receive by gift when organized as aforesaid, may have or receive by gift or otherwise, any grounds or land necessary for the company, etc. struction of any way of access to said bridge, on either side of said river; and may proceed to construct such side of said also such roads and approaches to it as may bridge, and also such roads and approaches to it as may be deemed requisite and necessary; Provided, that said be deemed requisite and necessary;

igution of said river.

SEC. 5. Be it further enacted, That the Board of Direstors shall have power to establish and change any by-laws they may think proper for the government of the company or its business, not inconsistent with the laws of pany or its business, not inconsistent with the laws of his State or the United States.

SEC. 6. Be it further enacted, That the stock of said SEC. 6. Be it further enacted, That the stock of said transferable on the books of the company in such man transferable on the books of the company in such man

the same, of such delinquent stockholder in any cour

corporation, or body politic, subscribing for stock, fail to pay the same in such calls as the President and Directors may order, the company may sue for and recover

pay stock, etc ner as may be directed by the by-laws; and if any person

having jurisdiction over the matter, or the company may declare the stock forfoited, and sell it, and if it fail to Same. Bell for enough to pay the balance due thereon, the company may sue and recover the deficiency as aforesaid; and it shall not be lawful for any stockholder to transfer his stock until it is all paid in, unless by consent of the President and Directors.

whole or in part of the subscription of stock of said Conveyance company in any lands or real estate. The land or real of land, etc. estate so taken from any subscriber for stock, shall be amount subscribed by each of them, at the time of sub-Payments. and recieve from the subscribers, their promissory notes Notes. such times as may be agreed upon between them and the Carthage Bridge Company; and provided, further, that for ninety per cent. of their subscriptions, payable at scribing, and the balance of their subscription, from time to time, in such calls or investments as the Board of conveyed and assigned by him to the company, by which they shall be held and used for the purposes of the said the Board of Commissioners or President and Directors, shall be authorized to accept from any subscriber parment in full in eash of his subscription, and also to take Commissioners or President and Directors, shall require, not exceeding one-fourth of such balance within any period of ninety days; Provided, that the Board of Commissioners, or President and Directors, shall have power stock shall be required to pay the one tenth of the to take and receive from any subscribers, payment in SEC. 7. Do it / wither enacted, That the subscribers for Board of Commissioners, or President and Directors.

SEC. 8. Be if further enceled, That the officers of said Term of office. company shall hold their offices for one year and until their successors are appointed, unless otherwise directed

by the hy-haws.

Sec. 9. Be it further enacted, That said company shall gime to combegin the construction of said bridge within five years and complete it within ten years from and after the passage of this Act, or this Act to be void and of no effect.

Sec. 10. Be it further enacted, That whon said bridge shall have been completed and ready for travel and gates. transportation along or across the same, the said couppany may erect a gate or gates across said bridge, and charge and receive tolls for erossing the same in the manner and for the suns following, to-wit: For each horse and rider, ten cents; for each additional, or led horse, five cents; for each horse or mule in drove, three Bates of Toll. eents; for each head of eattle in drove, two cents; for each head of logs or sheep, in drove, two cents; for a wagon and two horses, mules, or oxen, twenty-five cents; for a wagon and three horses or mules, thirty cents; for

a wagon and four horses, mules or oxen, forty cents; and for each additional horse, or other animal attached to a wheeled two-horse pleasure carriage, thirty cents; for a wagon, five cents; for a cart and one horse, mule or oxen, ten cents; for a cart and two horses, mules or oxen, twenty cents; for a cart and four horses, mules andoxen, thirty cents; and for each additional animal, a four-wheeled two-horse buggy, twenty-five cents; for a five cents; for a horse and sulky, five cents; for a fouroxen, fifteen cents; for a cart and three horses, mules or four-wheeled, four-horse carriage, seventy-five cents; for twenty cents; for all other carriages and vehicles, ton four-wheeled one-horse buggy, or pleasure carriage,

Same.

SEC. 11. Be it further enacted, Thut the County Courts of Smith, Putnam, Overton, Jackson, Wilson, Sumner, cents for each animal drawing the same. Co'ty Courts,

eleg, may take Macon and DeKalb, and the corporate authorities of the town of Carthage, may each, or either, become subscribers to the capital stock of said company; and the said

County Courts, or town corporation, or either, shall have power and authority to sell and convert any stocks that company under the laws now, or heretofore, existing, in incorporated, and subject to all the liabilities and restrictions, and entitled to all the rights and privileges as or may hereafter take and subscribe, in any railroad respectively, be stockholders to the extent of the stock so taken and subscribed by them in the company hereby they, or either of them, may have taken and subscribed, this State, into stock in said Carthage Bridge Company: and the said County Courts and town corporation, shall Stockholders.

Bridge Company may hold in fee simple, any real or personal estate, may mortgage, transfer, or convey the same SEC. 12. Be it further enacted, That said Charthago at pleasure, in the name of the Board of Commissioners, or President and Directors; the value of said real or personal estate to be named by said Board of Commissioners, or President and Directors. other stockholders. sell property. May buy or

Medical Springs Association;" and as such, shall have succession, make by laws for their own government, purmedical springs, or the grounds about them; or improve and develop any lands now held, or that may be hereafsuccessors, De, and they are hereby, ereated a body politic and corporate, under the name and style of the "Lear acts and deeds necessary to improve and beautify said SEC. 13. Be it further enacted, That F. A. R. Scott, F. McClung, Dr. M. L. Rogers, and their associates and chase, hold and dispose of real or personal property, mine, manufacture, construct roads; and do generally al Lear Medical

Springs.

rights and privileges necessary to carry out the designs and objects of the Association, not inconsistent with the er purchased and held by them, with all the powers, laws of this State or of the United States.

Cumberland ty of them, and such others as may be associated with Coment Co. alter the same at discretion; ordain and establish such Rights and by-laws, from time to time, as may be deemed necessary powers. all the rights, powers and privileges of corporations, as defined by the laws of the land, and as fully as can be SEC. 14. Be it further enacted, That Joshua Jones, Robert S. Stewart, and John G. Brazelton, or a majori-Coment Company;" and by that name may contract and be contracted with, sue and be sued, pleud and be impleaded in any court of law and equity in this State. Said incorporators may have and use a common soal, and and expedient; and generally have, exercise and enjoy them, be, and are hereby, created a body politic and corporate, under the name and style of the "Oumberland granted by the legislative authority of this State.

grinding of any metal, mineral or rock; and the making purposes of hydraulic lime, or cement, or any product of the objects. earth; to prepare for market and sell the same, and to carry on the business; Provided, the real estate shall Proviso. proprinte to the interest or convenience of the business so authorized to erect all buildings, machinery, wareed to acquire by purchase, lease, devise, gift, or as stock subscriptions, either in fee simple or for a term of years, not exceed five thousand acres in amount. It shall, also, bouses and other appurtenances that may be deemed ap-SEC. 15. Be it further enacted, Thut the objects of this corporation shall be the quarrying, mining, burning and make barrels for the same; and to this end it is authorizland, lots, houses, or any other species of real, personal or mixed estate, which may be, or become necessary, to

of said company or incorporation, may be ten thousand Capital stock be in money, lands, town lots, the stock or shares of other corporations. The said shares shall be transferushares, of one hundred dollars each, which may be suband may, in the discretion of the Commissioners herein SEC. 16. Be it further enacted, That the capital stock scribed either by individuals or corporations, or both; named as the Board of Directors, when duly organized, ble only on the books of the company. of the enterprise.

business of said company shall be managed by five Di-How manrectors, one of whom shall be President, who shall be agout SEC. 17. Be it further enacted, That the affairs and sleeted annually, and hold thier offices until their suc201

Preasurer, and such other officers, agents and servants, as sessors shall have been elected and enter upon their du The Directors shall be elected by the stockholders; and each stockholder, whether an individual or a corporation, shall be entitled to one vote for each share of The Directors shall have power to appoint superintendents, a Secretary and they may think proper, and to determine their respective duties, and the time for which they may hold their offices stock in any election; and said stockholders may vote Elections and either in person or by proxy. or appointments. appointments.

SEC. 18. Be it further enacted, That the incorporators herein named, or a majority of them, shall conwhen one hundred shares of stock have been subscribed, stitute a Board of Commissioners to organize said company; and may proceed to establish all necessary by aws and regulations, not inconsistent with this Act of incorporation; and said company shall be deemed or ganized, perfected and completed, ready for business, as herein provided. The said company may be organized at any time within ten years from the passage of this Act. Organization.

Whereas, During the recent war, the United States, Government established in the city of Chattanoo, ga, water works for supplying water to be used for army purposes, and laid pipes through the principal streets of said city; and, whereas, Thomas W. Yaraley, Charles E. Lewis, R. B. McEwen and their associates, supplying water to the inhabitants of the city of Chattanooga; Therefore, from the United States Government, for the purpose of purchased the pipes, tanks, machinery and improvements

Preamble.

corporate and politic, under the name and style of the style, shall have succession for ninety-nine years; and in that name, sue and be sued, plead and be impleaded in Robert R. Byard, R. E. McEwen, their associates and successors, be, and they are hereby, incorporated a body all the courts of law and equity in this State, purchase, hold and convey personal property and real estate, have and use a common seal, and the same to alter or change at pleasure, and all other powers necessary to enable Sec. 19. Be it further enacted, That Thomas J. Carlile, "Chattanooga Water Company;" and by that name and them to carry out the objects of said corporation. Chattanoogn Water Com-

pany.

SEC. 20. Be it further enacted, That the stock of said company shall be fifty thousand dollars, divided into SEC. 21. De it further enacted, Thut as soon as twenty Capital Stock shares of fifty dollars each.

thousand dollars of the stock shall be subscribed, the

above named corporators shall give at least ten days' notice in a newspaper, published in the City of Chatta-First election each and every year, at such place, within the city of Annual cleanoogn, of the time and place for the subscribers to meet for officers. appoint one of their number President of the Board, Appointmisnomer or failure of election of officers on the day appointed, shall discontinue or dissolve said corporation, Proviso. who shall sign all contracts, certificates of stock; and ments. Chattanoogu, as may be appointed by the President and tion. erwise, vacancies shall occur among the President and Directors, the Directors shall supply them from among but the Directors and officers shall continue in office time ident and Directors shall appoint a Secretary, who may also act as Treasurer of the company; and may have power to appoint such other officers and agents as may agents, bonds and scenrity for the faithful performance Directors, of which at least --- days' notice shall be and place, within said city of Chattanooga, and after their number as may be residents of the Gity of Chatin all elections, each stockholder shall be entitled to one who, together with the Secretary, shall affix the corporate and may be authorized to require of such officers or of their duties; and the election for Directors thereafter, shall be held annually, on the first Monday in May in given, in one or more newspapers, published in the city of Chattanooga; and when, by death, resignation or oththe stockholders, residing in the city of Chattanooga, until the next annual election; Provided, That no stockholders shall select by ballot from among such of company until the first Monday in May next ensuing; and seal whenever it may be necessary to do so. Said Preso necessary to carry out the objects of this corporation, anooga, five Directors, to conduct the affairs of said vote for each share held by him; and the Directors shall until a new election, which shall be made at such such notice, as the President and Directors and hold an election for officers of said company.

management of the affairs of said company, as may be By-Laws, etc. SEC. 22. De it further enacted, That the President and Directors, or any four of them, shall have the power necessary and proper, as shall not be in conflict with the ers, the stockholders have the power, by resolution, to repeal, after or amend, any rule, by-law, or regulation, adopted by said President and Directors; Provided, to adopt such by-laws, rules and regulations, for the aws and Constitution of this State, or of the United States; Provided, that at any meeting of the stockholdwither, that the President and Directors shall have power to call special meetings of the stockholders whenever, and on such notice as they deem necessary. preseribe.

and Directors shall have power, and are hereby authorized, to bring into the city of Chattanooga, a sufficient Be it further enacted, That the President supply of water from the Tennessee river, or elsewhere or in any other way; and to construct reservoirs for the reception thereof, and to connect the reservoirs with the pipes now laid in Chattanooga, and by such other pipes in the county of Elamilton, by means of pipes or tanks, as they may deem proper for the purposes aforesaid Purposes and powers.

tanks and reservoirs, and the route for said pipes or tanks; and after the same shall have been laid out and SEC. 24. Be it further enacted, That said President and Directors shall have the right to enter on and into ants and workmen, to lay out and locate the dams, May enter on any lands or enclosures with their engineers, artists, assistprivado prop-erty.

Directors, they shall give notice to the owners of said lands (if they are known or can be found) on which the thereof, and of the desire of the company to occupy and use the land and route so marked and laid out; and in Directors, and the owners of said land, or in ease the the use of said company as now provided by law for the sume has been so laid out and located, of the location case of any disagreement between said President and ocated to the satisfaction of the said President and owners are unknown, the same may be appropriated Notice, etc., to owners.

the city of Chattanooga, necessary for the condemnation of private land for public improvement. Sec. 25. Be if further enacted, That the said company shall have the liberty and privilege to dig ditches or trenches, and to lay pipes or tanks in and along all public roads, highways and streets, and across any sidepurposes of said company; and to alter, repair and renew said pipes, tanks, ditches or trenches, as often as they may find necessary, closing and repairing any trenches they make as soon as possible. walk of May dig and lay pipes in

atreets.

the company's pipes; and of erecting hydrants or fire plugs within said City of Chattanooga, and of contract SEC. 26. Be it further enacted, That said President within the limits aforesaid; and consumers shall be subject to all such rules and regulations respecting the use and Directors are hereby authorized to supply with water, the inhabitants of the City of Chattanooga, and the environs thereof, and all who may be along the line of ing with the said inhabitants, with the City Council, or President and Diany incorporated companies, for the use of said water, and waste of said water, as the said and regulate May furnish use of water.

rectors may, from time to time, prescribe. Sec. 27. Be it further enacted, That the Secretary and Treasurer shall report to the President and Directors, See'y and Tremstreet of the stockholders, showing the financial Treas, Report or meeting of the stockholders, showing

tion of any stockholder, at any time; and an exhibit of Books. the financial condition of the company shall be made condition of said company, from time to time, and at once in each year, or oftener, and in such manner as the such times as the President and Directors shall appoint. He shall collect all moneys due the company, and pay out the same by the order of the President and Directors. The books of the company shall be open to the inspec-President and Directors, or the stockholders, may direct. SEc. 28. Be il further enacted, That the President and

writing; and the said real estate shall be liable for the Contracts, use of the same, reserving to said President and Direc-Directors may make such contract with the owners of real estate, for the furnishing of water, as may be agreed on [by] the parties, and the same may be reduced to fors the right to contract with lessees or tenants alone, If they see fit so to do.

ors, shall forfeit and pay to said company, the sum of Using water fifty dollars, to be recovered before any Justice of the mission. mestic or other purposes, without having previously con-SEC. 29. Be it further enacted, That any person or persons, who shall take or use any of said water for dohacted for the same with the said President and Direc-Peace, in the same manner as other debts are now collected by law; Provided, that nothing herein contained, shall be construed to compel the inhabitants of said City company, or to prevent them from using water obtained of Chattanooga to use the water so introduced by in any other way.

wilfully corrupt, or permit any thing to run into, or fall migring ma-into, any stream or reservoir from which the said com-corrupting pany shall take water, to be introduced into the City of water. persons, who shall wilfully destroy or injure, in any man-Sec. 30. Be il further enacted, That any person or Chattanooga, which shall corrupt the same, or to render dollars, one-half to the use of said company, and one-half our, the pipes, acqueducts, tanks, dams, cisterns, reserit unpalatable, unwholesome, or unfit for domestic or manufacturing use, or for the supplying of stationary or locomotive engines, or shall bathe in any dam or reservoir of said company, or throw, lead or enter any animal into the same, on being convicted thereof, before shall pay a fine of not less than ten nor more than fifty voirs, hydrants, buildings or machinery of said company, prected in pursuance of this Act, or now crected, or shall any Justice of the Peace of the County of Hamilton, to the use of the informer; and shall, moreover, remain

SEC. 31. Be it further enacted, That the City Council Chattanooga, be, and it is hereby, authorized to sub- City Council. table to said company for all damages.

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company having occasion to use the water that may be supplied by the Chattanooga Water Company, are here-it duce enough of money to pay for the shares of stock they may each subscribe for, respectively; Provided, that scribe, on behalf of said city, and any other incorporated by authorized to subscribe to the capital stock of said company, any number of shares each of them, respective. corporated companies shall have the right to vote at the elections of said company, under the same provisions as no bond or certificate shall be issued of less denominay, may deem proper; in which event, said city and inthey may deem proper, to such an amount as will proindividual subscribors or stockholders; and are hereby authorized to issue their bonds, payable at such times as tion than one hundred dollars.

May take Stock.

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Bonds.

extending the same; and to secure the amount so borrowed, may make and execute a mortgage or mortgages, pledges, of the property and effects of said SEC. 32. Be it further enacted, That said company is: borrow mon'y liquidating or funding any debts already contracted in company, or give such other evidences of debt as may Comp'ny may dollars, for the purpose of extending their works, or be agreed on; or may issue the bonds of the company to that amount; Provided, that no bond, certificate or other nereby authorized and empowered to berrow any sumi or sums of money, not exceeding twenty-five thousand evidence of indebtedness, shall be issued by said compa-Issue Donds,

ny, for less than one hundred dollars.
Sec. 33. Be il further enacted, That the stockholders ed and not paid, and no further; and that wares due to the employes of said company, to the extent of one hundred dollars each, shall be a lien on all the property of company, for the amount due by them for stock subscribof said company shall be liable to the creditors of said said company to that amount, superior to all other liens; and that the stockholders shall be personally and individually liable for all wages due to employés. Stockholders. Liability of

SEC. 34. Be it further enacted, That the Legislature reserves the right to alter, amend or repeal the charter granted by this Act; and that this Act take effect from and after its passage.

Repeal, etc.

F. S. RICHARDS,
Speaker of the House of Representatives.
D. W. C. SENTISR, Speaker of the Senate.

Passed March 11, 1868

OHAPTER XCIL

AN ACT to Incorporte West Point Lodge, and Establish a High

Rights, etc. that A. J. McMackin, J. W. Welch, D. H. True, T. K. True, C. J. Herrin, W. M. Norman and Robert Trustees. Wright, and their successors in office as Trustees, be, and the sume are hereby, incorporated, under the name and style of "West Point High School;" and by that contract and be contracted with; pass all by-laws and ordinances necessary for the control and government of the said school; and to employ instructors, subject to three years; and may have a common seal; and, by the School;" and shall donate the basement story of their the State of Tennessee, That West Point Lodge No. 279, of Free and Accepted Masons, in the village of style of "West Point Lodge No. 279, of Free and Accepted Masons;" and shall have succession for thirtyto be known and styled "West Point Masonic High Section 1. Be enacted by the General Assembly of West Point, be, and the same is hereby, constituted a body politic and corporate, under the name and name aforesaid, shall establish a school at West Point, name may sue and be sued, plead and be impleaded the control of the Lodge.

shall be governed by seven Trustees, a majority of How govwhom shall constitute a quorum for the transaction of erred. minutes; said Board may elect from their own body, a President, Secretary, and Treasurer, who shall hold their offices during the time the Board may continue in parties; and all vacancies that may occur in their body shall be filled by the Lodge, and entered upon their SEC. 2. Be it further enacted, That the institution business; the first Board shall consist of the aforesaid

office until the first day of April, 1868, when the Lodge election. consisting of the names aforesaid, shall continue in Annual shall elect their successors; and shall thereafter elect SEC. 3. Be it further enacted, That the said Board, a Board annually, at their regular meeting preceding he first Monday in March.

have power to employ school teachers and lecturers, fix Power of the rates of tuition, prescribe the course of study, and SEC. 4. Be it further enacted, That said Board shall

ACHO

OF THE

STATE OF TENNESSEE,

PASSED AT THE SECOND SESSION OF THE

THIRTY-FIFTH GENERAL ASSEMBLY

FOR THE YEARS

1868-69.

PUBLISHED BY AUTHORITY.

i. -

S. C. MERCER, PARITIES TO THE STATE.

1869.

issue his warrant on the Treasurer for same, and upon shops, fixtures and everything so appraised and sold; to make such a law binding, Ward & Briggs agree to navment of same, Ward & Briggs agree to turn over to the Agent of the State everything so appraised, and give up full and peaceable possession of the prison and file with the Secretary of State their written consent and return the same to the Comptroller, who shall to a law passed in accordance with the foregoing within five days after its passage.

January 8, 1869.

Therefore,

and the same is hereby accepted, and that the Gover-nor and Secretary of State and Comptroller be, and Be it enacted by the General Assembly of the State of Tennessee, That said proposition be, they are hereby authorized to appoint the appraiser therein provided for. SECTION 1.

issue a warrant for the amount of inventory when made and filed with him as provided for in said proposition, and the first section of this Act, upon the SEC. 2. Be it further enacted, That the Comptroller Treasurer of the State, who will pay the same out of any money in the Treasury not otherwise appropriated

or Ward & Briggs be, and the same is hereby declared to be cancelled, and both parties released from the SEC. 3. Be it further enacted, That upon the conditions aforesaid being performed and complied with, the lease of the Penitentiny labor to Hyatt & Briggs. same.

SEC. 4. Be it further enacted, That this Act shall not be so construed as to release the said Ward & Briggs of any indebtedness to the State contracted previous to the passage of this Act.

SEC. 5. Be it further enacted, That should the arvitrators appointed under House Joint Resolution of the Legislature, to settle all matters of litigations between the State of Tennessee and the lessees of the labor of the convicts of the Penitentiury, award damages the lessees herein ordered; and should they award damages in favor of the lessees, that it be added to the appraisement and paid as the appraisement is to be in favor of the State the amount thus awarded shall be deducted from the appraisment of the property of

Ward & Briggs.

Accomted.

to issue war-rant. Comptroller

Released.

Previous indebtedness.

dannges, etc. Arbitration,

effect from and after its passage, and the inventory hareinbefore provided for, to be taken of the stock, machinery, fixtures, materials, unfinished work, tools SEC. 6. Be it further enacted, That this Act take on, hund, on the first day of July next.

F. S. RICHARDS,
Speaker of the House of Representatives.
D. W. C. SENTER, Speaker of the Senate.

Passed February 19, 1869

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CHAPTER LL

AN ACT to Incorporate the Tennessee Manufacturing Company and for other purposes.

of contracting and being contracted with, sucing and Legal powers, being sued, of pleading and being impleaded, and to be etc. endowed with all the right, privileges and immunities law as the Tennessee Manufacturing Company, to have State, provided, however, that none of the powers hereby granted shall be so construed as to authorize appertuning to other incorporations granted by the the issuance of notes for circulation, or in any wise succession and a corporate existence for the term of ninety-nine (99) years, with the power and authority created, a body politic and corporate, to be known in of the State of Tennessee, That there be, and is hereby Section 1. Be it enacted by the General Assembly

divided into shares of one hundred dollars each, the Capital Stock same to be considered in law as personal property, to then only when the shureholder shall not be indebted to it for unpaid calls or installments or otherwise, unless it be with the consent of the Company had through engaging in the business of banking.
SEC. 2. Be it further enacted, That the capital stock of said company shall be One Million Dollars, be trunsferable on the books of the Company, and

SEC. 3. Be it further enacted, That the following persons, viz; S. D. Morgan, Jus. M. Hamilton, A. G. Adams, Byrd Douglass, R. H. Gardner, T. A. Atchi-Commiss'ers. son, Geo. Thompson, John M. Hill, A. F. Goff, A. V. S. Lindsley, J. W. Wilson, C. K. Winston, A. H.

K. J. Morris, A. S. Golyar, D. F. Carter, J. M. Bass, Thos. Harding, J. W. Allen, Felix Demorille, M. Burns, Jno. Kirkman, Wm. Nichol, Sr.; Andrew Hamilton, Thos Farrell, J. H. Buddeke, Samuel Watkins, J. Bloomstein, Jas. H. Hendrick, T. M. Buck. N. Hugh Douglass, W. H. Evans, F. Furman, J. L. Yaryan, Henry Yeatman, Daniel Hillman, J. Sax, Math McClung, A. G. Sanford, Jessie Warren, W. Simmons, Anson Nelson, W. D. Talbot and J. E. Manlove or McClure, W. W. Berry, F. N. Cheatham, Jas. Whitworth, John M. Lea, W. A. Cheatham, John H. Wil-Hicks, Samuel Pritchett, B. S. Rhea, B. R. McKennie, liams, W. R. Elliston, Abram Demoss, R. C. McNairy, any three or more of them may act as Commissioners for receiving subscriptions to the stock of said Comto regulate and fix the amount of the first installment pany, either by opening books publicly, or otherwise, to be paid on the same, the remaining calls or installments to be made by the Directory hereinafter provided for, and to do all other acts essential to the organization of the Company. subscriptions Commiss'ers.

To receive

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pany shall have the right of engaging and employing SEC. 4. Be it further enacted, That the said Comchuse, rent, lease, receive in gift or hold security for or mixed estate as it may deem expedient for conducting its operations, and to erect buildings and other operate motive power, the sume to use for its own purposes, or to sell, rent, lease or dispose of otherwise at its capital and credit in any industrial, mechanical or manufacturing pursuit it may deem advisable, to purnecessary or useful appendages, create, maintain and debts due it, or to become due it, such real, personal ts pleasure. Визіпезя ргі-

SEC. 5. Be it further enacted, That when the thus to be elected or appointed to be decided on at the pany; in all elections held by the shareholders, the to make its organization legal, and is subscribed for, the shareholders, may elect or appoint a Board of Directors, to consist of not less than three nstallment due on his or her stock, and that in case of which shall not be less than Fifty Thousand Dollars, nor more than nine from their own body, the number meeting held by the stockholders to organize the Comrate of voting shall be one for each share, provided, however, that no stockholder shall vote either in person or by proxy, who is in arrears in payment of any amount required

Election of Directors.

Voting.

Company

continuing for the term of three mouths or more, the gook forford. by the Directory as forfeited to the Company, or it may be sued for and recovered, as any other debts default in payment of any calls made said default amount previously paid on such stock may be declared may be.

Directors, may appoint all other officers, agents and president and servants of the Company, and may also make such bylaws as are necessary, as well as to establish or adopt SEC. 6. Be it further enacted, That the Board of Directors shall appoint one of its own body as President, who, with the concurrence of a unjority of the a corporate seal, the same altering or changing, at its

facturing Company be, and the same is hereby incor-uncturing Coperated and to be known as the Pulaski Manufacturing grauted to the Tennessee Manufacturing Company. Sec. 8. Be it further enacted, That Nicholas C. Buford, John L. Brandon, Sam'l Orr, A. J. McKimmin, Company, with all the privileges, rights and immunities plensure. Sec. 7. Be it further enacted, That the Pulaski Manu-

Charles C. Abernathy, John C. Brown, James McCollum, A. M. Carter, W. F. Ballentine and J. P. May, Commission-be, and the same are hereby appointed Commissioners ers. to receive subscriptions to the capital stock of said Pulaski Manufacturing Company, and to perform all other acts allowed to the Commissioners of the Tonnessee Manufacturing Company.

known as the Bark Extracting Company, which said Bark Extract-Commissioners and said Company, when organized, ing Company. said Company, and with all the powers vested in said they may organize under the same rules prescribed for SEC. 9. Beit further enacted, That J. O. Shackleford, W. T. Shackleford, Dorsey B. Thomas, J. T. Winfrey, Bushred Johnson, Edward Saunders and S. H. Kengomery Company herein described and set forth, and scriptions for the capital stock of a Couppiny to be nedy, are hereby made Commissioners for raising subshall have all the rights, powers and privileges and immunities given and bestowed on the Tennessee Mont-

Sparta Mills Company. the rights, privileges and immunities hereby granted to the Tennessee Manufacturing Company, and that Robt. H. Gardner, J. W. Manier, W. H. Byans, Dr. Tho. Snodgrass, Gen'l G. G. Dibrell, Sam'l D. Morgan, Thos. Sec. 10. Be it further enacted, That there is hereby chartered and made a body politic or corporation, to be known in law as the Sparta Mills Company, with all

W. Bvans and Hugh Douglass are made Commissioners

for organizing the said Company.

deposit at Bristol, Tennessee, be so amended as to locate the Sevier Bank at Chattanooga, Tennessee, and the SEC. 11. Be at further enacted, That an Act passed January 12, 1869, chartering a bank of discount and name of W. J. Pollard be stricken out [as] one of the incorporatora, Sevier Bank,

SEC. 12. Be it further enacted, That George H. azelhurst, —— Ketchum, A. M. Johnson, Thos. Webstor and J. W. James, and their associates and successors be, and they are hereby incorated a body corporate and politic, under the name and style of the Lookout Water Company, with all the rights, powers and privileges granted to, and subject to all the rules, restrictions and penalties imposed upon the Chattanooga Water Company by Act of the General Assembly of the State of Tonnessee, entitled "An Act to incorporate the Carthage Bridge Company," and for other purposes, Hazelhurst, Lookout Wa-ter Company.

passed March 11, 1868, chapter 91.
Sec. 13. Be it further enacted, That Wm. E. Green, W. W. Colman, Sam'l H. Jones, Frank Pope, and their

by ereated a body politic and corporate under the name and style of the Home Savings Bank of Memphis, at Memphis, Tennessee, with all the rights, benefits and associates, successors and assigns be, and they are hereprivileges, and subject to the same liabilities and restrictions contained in the charter ereating the Tenfome Savings Ba'k of Mem-

SEC. 14. Be it further enacted, That Wm. Dodd, J. C. Rodemer, T. McKinley and others, their associates, successors and assigns be, and they are hereby constituted and appointed a body politic and corporate by the Hrh the name and style of the Gallatin Branch Turnpike Company, for the purpose of building a turnpike road from Gallatin in the county of Sunner via the Ridge, to sue and be sued, plead and be impleaded in all courts of the Kentucky State line, and by the same name shall law or equity, and shall have and use a common seal nessee Savings Institution, passed May the 9th, 1866. and change the same at pleasure. Turnpike Co.

powers, privileges and immunities, subject to the same incorporating the Gallatin and Camberland Turnpike Company, and amendanents thereto, he and the same Sec. 15. Be it further enacted, That all the rights, Rights, pow- Company, and amenuments wereas, in ersand privi- are hereby extended and given to the said Gallatin Branch Turnpike Company, and said Company may purchase the road-bed of the Gallatin and Ridge road, restrictions and liabilities as provided for in the Act or locate a new one as they may deem best; Provided,

no State aid shall be granted said Turnpike Company. This Act to take effect from and after it passage. F. S. RICHARDS,

Speaker of the House of Representatives. P. P. C. NELSON, Speaker of the Senate.

Passed February 19, 1869.

CHAPTER LIL

AN ACT to Repeal Section Nine of Chapter 113 of An Act ontitled "An Act to Incorporate Nashville and Edgefield Street Railrond Company," which Ninth Section is Amendatory of Section 41 of An Act passed May 14, 1866, entitled "An Act to Establish a Metropolian Police District, and to provide for the government thereof, and for other purposes."

Section 1. Be it enacted by the General Assembly of he State of Tennessee, That section nine of chapter one nundred and thirteen of An Act entitled "An Act to Company," which ninth section is amendatory of section orty-one of An Act to establish a Metropolitan Police District and to provide for the government thereof, be meorporate the Nashville and Edgefield Street Railroad and the said ninth section is hereby repealed

clared vacant as far as the same applies to the city of Fin'l Com'ers 866, be and the same are hereby abolished and de-Clerical and Nashville, and that all the duties horeafter imposed upon of SEC. 2. Be it further enacted, That the office of Clerical Commissioner and Financial Commissioner, as the said Commissioners by said Act of May 14, 1866, shall, in all respects, be performed by the Superintending same appears in section seventh of said Act of May 14, lowed by law, shall, in no respects, be increased by vir-Nashville so far as the same may be necessary; *Provided*, Commissioner of the Metropolitan Police for the city of however, that said Commissioners' salary, as now al tue of the performance of any said duties.

SEC. 3. Be it further enacted, That all laws and parts of laws in conflict with this Act be and the same are igreby repealed, and that this Act take effect from and after its passage.

Speaker of the House of Representatives. P. P. G. NELSON, F. S. RICHARDS,

Speaker of the Senate.

Passed February 20, 1869.

Application to arrived the Charles of the City Haber Company A layoutine organizal moder the State of Farmere has thing having of Chathanogan in Mismilton Comely in vaid State, Na the westerigned James & Swall Thirthe Hingheir. 1. Stelm J. J. White m. Tr. Paliets and Hot. Cakin - all of whom are more than toronly one years of age, who - Penditule and are the Board of Directors of the City They. Company: a Corporation organized muches the laws of Wir State of Commerce. harming an Office at and doing husines in Chettanoga in Thumilton Comy said State do hereby opply to the State of Jumence by wither of the general land of the land for an amendment with Charles granted to it by an act of the legislation of The State of Junivere, approved march 11 1868. moder the Consorate seems of The Contout Hales Company Coult of Namillon Centy in Said State placemer. Sight 15 1872, the amendments of July, 16 1857, made souther the general lune of the State of Tomesee as-Shiate to Corporations of that State which last a-Lansachurule were hendeled on the young of Belog. 1884 in Consoration and X. in the Office of the Sucretary of State for the State of Tommere. at Huch wille Summer and of beard in Brok St Wal 3, in the - Office of the agains for Aboutton in said State and the animulament made to its Charles also of seend in Book in the Office of said Secretary of Stale and also of second in Book - val - in the Office of the said Engicler for Mamilton Comely in Said State for the Gelling purpour! - Juich To authing, and engrove said City Hater Company, of any general or special meeting of its Board of Stineton y unding of its Stockholler, when a mysely of it About his represented in power or by prove to more to Capital Mock to the cine of love million Bollow (Horons induling the Stock morn would a authorist to be upon the to he hymereted by conficient of which of line hundred bollers (Horry) such to be receded by to Touch of Director and as baid Dourd may drem hel. The said . Dreet of Built I shall for the point to present the mode and manual The terms for of its shoot or conficients of stock and add all such the ask and to version are the right of sivily which point formed confirmed refere Englishedion or grounded in ander the grand love of the State of Francisco a and the word one of prediction and field in which is explained to get under within autilian of chips so military your and Company of Transmission of the Company of the C

Seeml. To horrow recons, recento weter feller fonds forming a sale of noticest weethoried by the laws of the State of Tomes supm the factle of the Conference jugardy, toolher will the functions of the Company, and as a fuller security for money fortowil, makes exceeded, or lands requireds, to weath w mortgage ormortgages . A Consolidate way martgage atready seconded upon any part reall of its Corporate property together well all of its sights budits and panching : Devided lowers. midstributes Shall not change me line would the sum of low multine Holland, (St. coorse) in duding its house that here alredy in account In helinony whereof . He hore bestients sohre it commences the 25% day of Chean for 1555. Jas Solution The Solator m. 4. Pactice Wishi Thing field 1 & Ochin of milet State of Fermines Themselben Comby O Portmally appeared before to mital beaut of the County Court of said County, the Tastices and Siester thing first the within natural for quesier - with whom I am presently arguanted and who achin and god that they a couled the wither millionent for the purposes thisis Cotains. There my hand the 23 they L.m. Glad Cark State of County of Silinghours, On the 20 day of Dio, 1888, Fifter me In Eving Speer, a Stolying Publis dely Commencer and qualified fround State and Comby. Becoming appeared Das & Stand and Add the hold and of where is note therene to me . and real of whom is 21 goes old and exchaotenentift the execution of the forgoing ofplication to amend the Charles of the City Hater Company, an mengerald Company, doing business at Challanga in Hamilton Coming Franceson. On technismy wherey & here hunder Digital may want as a Solony Public west Coursed cary Delicas and O Ed happy it the day regent last ofen written for Eving Span Stopping State of Sumsee , The elect smeadweed to Charles and Chipacate Hamilton Comby law file / 33 ther, 1555, at q a. m. w. b. . I. in Water Cort Sh 5, junge 306, and second in Boards. Thefores my haird at leffice on Web. 3, page 631, elvey, Cliffenings N C. Book Regal . Or. J. Kerry 102. I John allien sen of what of the abole of Tomoran. The Exolipsy What the frequency indersonal with tradiporter of actionshipment, of fortal and registration are freit as my affin pre regulation on the servery of ston 1558. do sur day of dir. 1885. in long. med Mearles Second Book O in said lytic page 242, chart du treling, whore I have been a superior my official significant and by new of the fine apprece the great real of the state of soof the defendment in the car, of about this 24 day of hor. 1589.

In application to amound the Clother of the Lice heart Later Company"in "asperated by an act of the Guard Ariento. co to Vale of January alemond you onthe 119 1362 and the amend week blysite under a dera op the Chancer, Court of Hamilton Cambe Turnelly, fremended the Lickout Fater Campacus, is boite, in The 15 day of Ofrice 1542. He the under waned 10 cond of foreston of The Lockout Hater Contrary" of while to the I late of Tairrelle in witer of the General Law of the land for an an underwich of its Chales granted by the Decenal Allen the of the State of June 14 of formered March 115 1863, and the anuschine houle, some de care of the Albunderen Court of Haucettin Courter in Said Alate, Inonwented Chair 18 1579, for the part trace of weeking Jaid Corporation with power, chause seen a species muchung of its Board en Christiand, First To Change the name of David Court over, from that of Loghent Hate, Company " it Chall and on was what of " Ceti Haler Company of Challencoad to a Luch offer name as its Good of Firethis, is at majorator of laure may des promote allance, Seemed Temenate the Copile . Mock of David Combany to Jum of Four hyndred and Figher Thousand Lotters, in allde him to bot Sum of Tigle I harrand bottoms its and inac Catalor stock Notions, authorized by the Jago amuducet of its hater of affices! 1847, making atteld of Fin hundred Thousand ballord, total Timilartid by Certificates of Janes of black as low hundred didless cash daid shores of Black to be illust the the Board Aiguling of Said contrainy, as their was dem but whe Thom source to freseribe the mide and masure of the branches of Juic Cestification and to do all such ather ast, and insuit with the powered Con good Upon Coronations ine weight under the general lowe of the State of Trumber and more Saturdado. as Set forth in Duck destin these (), of Dethin 1705, Totale ?, of Chapter (3) Millipen writing Code. Thered. To borrow money and silve mater or fend francis rate of interest authorist or the laws of the state of I wereld, -Alon the faith of the Costerate francity and the praceluis of the Combuney, and as a further execute for miney notes finn in bonds illucto to execute a most gage in most wall of its constructe freeby, and was in bonds ittend that at are time is und of the Capital Hack of the company lowered mancers, the fact sity is fill in face a broken,

In the purpose of supplying the City of Challo many a nath water, and a after are and well Such products of franchise To acquired as it was druce test, for the at-Turnivict of the Conjoinal purpose and courts of the Charter. and to all such other acts as it's front of Syceton mandan full tichecculoully Carry week, the brighest funtione of its Chater, and all the amendewals thereto notice Conflict with the lowe of the state of June 110, or of the unite states. On testesune whereof, we have browned subscribed of the react of This I'm day of February 1889, and Fathical Alighenson. J. H. Signland S. S. January F. Hickory and Metalling joint 11. L. Cohow. Direch Couly I forger no tax under sound a Dichory Letter, in and on Said Comby attigued got I July , D. W. His stand, the M. J. Haling "I asking which the execution of oten opinication " amend the diester. of the Little of Holes Company" Wilmest over bound and metalist Seat, this It day Thening Stry, The R. Broth reton Theones, . Illunia Interniar I Hein of Jime Samuella County I, Ersone sy opposed before me Che White sedes of Arton Du tile Sales weller God Commercial and and granifice the rifer Soil State and Committee, Thill John Son, O. V. Minharys the withing who bear is with everous I are breasurable acquailis and who wisk nowinged the execution of the within a princetion, Is around the Chater of the Lookout Water Coursay, Theres my hand and Totorial Jeas of Office. this 5th Iday of Glassicon, 155/2 , C. M. I hile sides Thato, of Rublice, Farcaga Teco. 3 Hamilton County I'm o fore asphestion and Carbillate were filed Feby, 53 1850, at 11. A. M. entered watered in hote, Book that page to and recorded in Book "W" Tol, 3, baga, Hil. Buck Higuli, I felin allisan seely of state do certify that this amendment and Cartilicalis attached the forgoing Certific tray we, fledy, 7 155%

Application to amond the Charter of the lety Hater Company doing business at Chattance ga in the Country of Starnellin and State of Francisco under the land of said state. He the infersigned James Settle It whit Hing freed. H. S. Kuhn. M. A. Paterton M. S. Caking him the things and bring the Board of Circe Ford of the Bely Stater Company doing towners But horning an of five in the bely of Chattanega, in Hamilton Camity. in the State of Demuere. do hereby apply to the State of Demuerce by restire of the general land of the land for an unendirect a felt thouter granted to it by an act of the byulation of the state of news approved porch 11 1868 mor the conferrale manie of Lock out Halis Company" The am indomined thereto by a drene of the Blan-Easy Louis of Function County in Saidstan pronounced Office the 18" 15 yr. and the amendments of Joh the 10 1557 . made under the general Land of the stan of Innuelle applicable to Corporations of that state and which last amendments were merical on the great of Feeling. 1884, in Corporation Book of in the Office of the Decition of States for the state of dimension at Anotheric Onto the word next is Rock A" Wit. 3. in office of the Regullin for Dismillion County in Dail state for the following purpores, First : Doanthonge and anpower said tity Hater Company at any general or sherial meeting of its found of Directors to manace its Capital chack to the dame Eight Sponiared Thousand Rollers (1810. 110.11) including of The these moun island or authorized to be island to be retormented by Entification of stock of one It miseria Rollers cook to be willed by ils Board of Airetors, as soul Board may dean feet, - Said Board shall hore power to presente the mires and money of the transfer of said lertificates and to do all such other acts Ed exercise all the powers Conferns upon Conternations organized or amended under the general laws of the state of Democres, and, our - porticularly set forch in dut- dection three(3) of dection 1705. Or ticle tools of Chapter there (3) of decline 1905 milliter Vertices - Code of Dimules, I seemd - Do former mous, execute mate, to issue bonds, bearing a rate of interest authorized by the State of Demester upon the faith of the loops on to proserty and the free This of the Company and as a faither December for money. terround motes gime or fonds issued to except a mindgage on - moralgages on to consolidate unortgoges already executed, if any. depor a post or all of its Conferente projectly and frauchises - rights and bredits, I monded, however, that its forward indefetel-- huse shall near of any one time is each the denn of light - Simbred Forward ballow (& Source, co) . In testining whereigh we have hereinto such constration our mance on this 55% day of Ortota et D. 1888, J. J. Heill James S. Stuhn H. S. Karley Night Hingfell to I Caking

State of Variablephrances Conde of Colleghony J. On the 55; day of Cetoter Chi 1558 refore me a Gralony Rublie duly Commissioned and qualified for daid State and County, her smally appeared and Stated no It's Kulow call of whom is to me will Murun Indeach of whom is Hyerra and Indeach authorities the secution of the jurging application to amend the chorse Mu Cily Hatin Consumy an incorporated Company Doing turnier of Bhattanos ga Demusice. Ontrelineny when I have hente signed my name as Not of Public and Coursed my material deal to be officed the day and year last Son written, Storge Mors States Quebled. State of Januare Namilton Pointy 3. The afor instrument and levelifican were filed ory. Oct, 1888, at 300 P.m. cuting in chair Bowle Oto 5 Jage 192. and recorded in Boar O' Volume 3 page Cy. C. HERR Registion Do John Allison deety of wat do certify that this Chopier and and ificalis attaches the forgon which is a true capy was the istered and Certified to by mye Och 39. State of Francisco Mundlin Comy 1. On this the y day of the 1824. Aforeme Bin Clack Chart of the Country Court of Persisten Country Tomas Desiracly appeared for Saturbar. J. F Heell, H. Salasher. The the Thingfried and A. L. Ochin with all of whom I am factorially acquainful and end of these wolmonly de What they signed the foregoing application to amount the Marter of the Edy water Company for the purposes who withed and religion the achiever of ferres herdefor much by the refer from more a Metay Public on the 25 day igt Och 1889, as appears by his Configurate beam. In - Behinson whong I have brounds regard organisme a Black to afficial the seal of my office there of Eng of thee, 1889. Shop of James in Remistra County), L. M. Clock Obert. The this application, and contificate were filed the 10th. SAISTE, of 3. Bon substin Ade Cont Mr 6paged to and searled in Book & Oul 3 page 77 they The Sure my Land of Office in Chattering at A.C. Brokerty I C. a. miching en g state on entry that the additioned testificas to this charles was then day now Dingular by me the M.

273Intelliancy where of we have hereunte subscribed our mains on this day of James S. Nichol, St S. Sucher, Mr. H. Pattello. Chebit thripfield. State of June 20 Hamilton Country Servernasey appeared before me L. M. Hork Black of the County Court of Da & County M. Th. Pattule 3 Nextil Trafficed the witten mand berganions with whom I am persone mainted and who collinawinged that they executed the within at Office this 23th day of Nov. 1888, L. M. Clark Clark, State of Pennsylvania Sig. On the 20" day of Streetien 1858, topen me Dus Comy Speece a notory Public duy Immissioned and qualified for - Said Sale ad Ernely personally opposed Some Solecher "ad H. S. Kicher and of whom is known to me. " death of whom is twenty one years and, and each acknowled the execution of the program apparentiation wend the Thorter of the City Hales Company, an increperated Company, doing butiness at Chattanorga. in Namillion Country Dumance. Inter timony warred, I have hente signed my macue as a totory Public and · Caused ming matrices snat to be affixed, the day and year lack mo. During Speen Hoty Public ason written . Dan of Junesey Namelli County), The office amoundment to Charter and certify Leate were field 23 Chor, 1888, at 9 am . entered in Chate Boar Chid, gaye 3th and recorded in Broat Of Vol. 3, page 631 Disign Frities my hand at Office in Challeurys. - Al Beer Register By It stragged Silley, me Ullison dety of State do cet for the this Chorten aus Endificação attachão the foregaling which is a true Capa, was thus day registered and Cent fed to by me John allison

I the that to of the celegrouter Company to frees, Damet 7 O Connell Robert & Marie 6, Ja Nazgrana, ORDanbarunt 2 2 Banks seletring over things of him. ile Omed of trickors of the City Water Complany, and placem of gradages unite the laws of the state of Territises having an office at our doing bounces Chattanooga Thomaton County, in sunt lake apply to the state Termerse by voter in adofte ligistative of the sale of Sermes in approve march interses much the corporate no more The lookend Water Company, the remendments mater thoult; by decree of the Chancery Count of Hamile to Change we next state april 17 572, incamentmental faterian, 1st 1857, meter ander che fetre alde oftennesses applicability the evolver standificial ofthe, which carramedes wents workers of Francis 5 1k 1857 in Portale Volennes page 101 of 1865 the the office of Regular for I amillow low ly in a son sixte antracorder Leboury 7th in argueralety Records Provoles to page 67 filesonin the of free of the senting Alote wine state of Thomas in the certificated the sinday of state and the great scal of the state therebialtacher was resorber in soil the greater liften in Book Volo page 201 Et sept which and amendments of Fifre where afterwald get on the center of 1889, contresecrated in about together office : on december of 1889 in soods of Soin from breed soft and one Office of our heading of date on Frounder 12th 1517 ne confirmation neverte Books page by efalt and the entiquate fathereneing under the flest reals of sout attention or new for the rest to gration of fice on I tree 1 vett 1869 ye Brook & Voto 3 page 62 deep and the amino ments of Och 25th 1858 muse mow the grane town of the state of Termsentin that slate, recorder on the 27th day of lich 1888 in contradion records books of fage 201 et experiences office of cano Heardamy of destruct the entificine of the drividing of the chiester all telesteld how the gual seal of sont state was read die in sont de green office in Brow V lob or page 79 ct ing the amende until the 22 and of Not all 1888 mater newton Hayman lanes of the State of Termes see applicable to confronting of that of the which mutaments were record on Morrs 150 in Brok n. Vos 3 page 631 in docffice of the genter Hamilton Mounty in said Material heart on not 24 1855 in Confrontion record Book Dob B page 272 strep in the office of sand heres filettof the state of Turn werent nachota Free exertificate of de societary of star thoute attached until the great seal of sand state was recorderon hours 1655 in sand Projection Coffice in Proof to tobis pay 33 which can last amentine mitackunder also 1155 aich richerde Merch 1559 in Provis & Pet Bopaga 71 though in white Properties Preside of Dant County and Trusted Street sand Decreen of Arthur Copyritation Decord Book D 504 of explant the certificate lin denotes I too sicretion elocate

Explication to amound the Charles of the of the City Water Company a confecction byed with the lease of the state of I ennemakeringat and doing burniels in Chattanwaya, Hundten seil state, do knowly apply to the state of Term of the general laws of the laces for an amendment of its he But it to it by by Ret of the light Calien of the class of dump appeared march 11th 1868. weder the confered "the anundments thereto "Look at Main Compa of the Channy Court of Hamette County in said at the promound I Speel 18" 1072: The amendments of Yeary 10" 1807. the general laws of the state of Jenniger applicable to Commitions that that which said amendments him recorded on The 7" days browny 1862 in Copact in Book Kon the Office of the Cuentary of State of virnific at Nashville Timefer, and of record on Book Il . Vol 3. in the office of the Register for Ham Atra County to said the and the amendment of betok 25 1888 made to de Charle For Weeker the General laws of the state of Jumi fee applicable to Or pust unit risided, the 20th day of Morenton 1888 his Corperation Regard Book "P" know 272 et car in the office of the said ex. by the office of the creditions a Megin for Almesto lauty in said state; The United ments of Fruity third day of Horenote ad 1868 made general law of the elect of Tumper applicable to aforetion of heat state, which card hundred were seen The 24th day of Novemb AS. 1888 in confuction second 24-272 it say in the office of The Lecty of ofice. at naghille Terrefie. read in Part Noe 3. page 633, in its office of the into for Standton County in said State Americanily me askews wife it and recorded on the 14" way of December 1889, in Corporation need & Book's page seg, in the office of the levitory of state, and also of record on the office of crist spirituals for the state of crist spirituals for the forming purpose. - can't lity Water Conform, at an

Depresented by but fairly of stook of the Hindred Dollar (Hos Jack to be isseed by the Bosch of Siecton is crie Board may demonst the said Bonus of Director that have have to proceed the mode and themen of the transfer of its stock, or certifically of stock and to do all each the acts and to exceed all the rights, prilyer And perus confered afen conformations organization amended under the general laws of the state of Terregle, and therefore is set futt in cut section 3 of Lecture 1705 Acticle 2 of Chipter Milliam and Vertice love of Terrefer To former money . execute notes, iscue bond bearing a rate of intent authorized by the laws of the state of Tennaper upon the faith of the listwell property to gether with the franchier of the Confunda and as further executely for money formed whole executed foods would! to execute a mentgage or mortgages, to consolidate any mulgages already executed upon any part or all of the get perpety. Wither with all of its rife pausting: provided homen that its bounded and its it is some But at any one time execut the same of the million Thee House at Then said Dollars Cfl. 100.000 such while its bounds that have already been issued In Test mury Whereof. He have knownto currented on on this 315 day of Secondon 1891. - James J. Kuhin. John Purdy. A.E. Clancy. Mindet Mingfield J. T. Wall ro Innig of tu-State of Termique & Refore on Ino H. Merick Club of the Court and officed Hamilton County I Coming personally appeared A. R. Cloney . Norbet Wingfred and F. F. Will with all of whom I am promelly acquainted and Religious fact that they expect the frying application to amend his Charle of the Cety Waki Congrey, And Sermally afficient before M.S. Kehn and C.I. Clany, who voing daly own testified that the Intoured and attested the expections of James & Kuhn and that They assigned the came for the perfect therein contamical-Witnessing hand and each at office at office in Chattanoga This 31 day of December 1891. It Moviet Chip Court Gut Court my Hamilton she arm amend ment to Charter and Entiplial Sare files The 31 day of The 1891 at 315 P.M. Entered to Note Park No J. Page 138 and Seconded in Best J. Tol. 4 page 161. et ug. It it by my hand at office in Chattaning . H. Theyer Beiter I'll a mile heartery of state do cut ify that this haster amendment rent freat attacked the from This is a true copy over the gray registrance Out juis to by the This foreign 12 1972.

somble the good sealog some state was morder on the 16 1887 ou Last Register office Tours & You a page so though the munimuch & 31st log of Dec at 1571 more mile the grown of the little formal dasplacable to corporations of that alte which out Amendered was recorded on the sist for of the at 1871 in Prose of Valet payerer of softing the Registers Office Sit Committee Courty is son state and also in buffing a sait Seculary of state of the Silver of Three on on the ear day of James par Side of rolling Read hards of According to the great receif sont state outificing to the registration Thing with roffere was a chedetin Broke & Date 11 page 167 ca the I to for of Jan 18 , in soil Registris office in soil known the freet Deffice tring in Easter attan with the forever Detity Sector a Bout office Carreton only troof when was to reserves of the object to the margines and Bort of the the section of about management will entirely its torsiners and small held of the forthe interne yearner while their succession are elected sais counter of hat be Michelly at the account meting of the compound and is case no election is hel Elment a Voulsequent out as a meeting therefor may be Callet by the Presite for Dieders of the company or Lacy meetings who was the strictlesses are breakfuller in person or by freezes decrear to borrow such an amount of money without regard tomy in a limitation as to the amount of the antilled many ford senter by the that wife various paray or its received mouts as its deserts Along dean nicker any forthe themes and for such frentese shall have pomerto execute there, wise bonds brouch within wedness of militationers as the trouters of said core pany many determine the same to be accome note of middlet I an feel in She the Gers of the Al at wife To assess like is seemed the fragment of the same by the or but of trust upon the angerrate friends and franctices of the company and to from to a sorefrend the indibation of the company dealige the town this time extending and considerate lang morting andtherenter executed by was a afrecetion any recorded of but houghto execute may brunate of many isdut or accepts Eleverente jerfurteger htt finistelle and trechtstand filmeluse be determined the self Through Directors. Dind: , Way and all wheten of the stratchold us attricted by may bely inventer out out to find your telpon an "Gilettin, on Emplet the characte of such mileting) as writed in listramy where in have beautiful gut and or on this the stick day of James Cost 1902 MENT STREET

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deally limesure, Hamilton Comeros 385 County Count if the county of I hadulton Made of Tumeray paramety of phones. or this the 27th day of Johnson 1902 1910 Counce, Est 15-166. CRotrantor and D. F. Wenter, with whom I am form ally accusable directors of the long trate landpring a series attended when of the Hother Tumedican towardly intermediat that we what Tire atter 2 agret the foregoing application to about the charge of the said Extracted bring any net are made appears before and P the Mentels live to I be demail who bring by me duly several tel lessels that the withinker and allete of the regnerous of Ja Hargrann to the day of feel Cotter with requestof and of a Harranamochol sais of a Hargrams Mi a shruter of and the mater has must that be dequed the we the fair prace the bout the former - read them the character manuel Eigh Countle, Robert & Wen Elligh Hungaring Collection book as is & It Prople constitution are the gutte bring horas of the most by trans by Withous my line and the sene, fetre rais some combat of the icure Chaltenoog as If a well to Coming , Summered the 27th day of) any 1902 Mine Crotestian Auky Structor Granty Africa Trimerces

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"CITY WATER COMPANY (OF CHATTANOOGA") TERN"
INCREASE FROM \$1,500,000)
TO(\$3,741,900)

APPLICATION to amond the Charter of City Water Company(of Chattaneoga, Tenn.), a corporation organized under the laws of the State of Tennessee, and doing business in the City of Chattanegga, Mamilton County, in said State. We, the undersigned, occuprising the Board of Directors of City Water company(of Chattaneoga, tenn.) a Corporation organized under the laws of the State of Tennessee, having an office at and doing business in the City of Chattane oga, Hamilton County, in said State, apply to the State of Tennessee, by virtue of the general laws of the land, for an amendment of its Charter granted to it by an Act of the legislature of the State of Tennessee, approved March 11th, 1868, under the corporate name of "The Lookout Water Company"; the emendment made thereto by a decree of the Chancery Court of Mamilton County in said State, pronounced April 18th, 1872; the amendment of February 1st, 1887, made under the general laws of the State of Tennessee, applicable to the Corporations of that State, which said amendments were recorded February 5th, 1887, in Book "AT Vol.5. page 101 et seq. in the office of the Register for Mamilton County in said State, and recorded february 7th, 1887, in Corporation record Book "K", page 677 et seq., in the office of the Secretary of State for the State of Tennessee, at Nashville, tennessee, and the certificate of the Secretary of State under the Great Seal of said State therete attached, was recorded in said Register's office in Book "A" Vol. 3, page 201 et. seq., which sold emendments of February 1st, 387, were re-acknowledged on december 7th, 1889, and re-recorded in said Register's office on December 7th, 1889, in Book "X", Vol. 3, page 62 n et seq., and re-recorded in the office of said Secretary of State on december 12th, 1899, in Corporation Record Book "K", page 678 of seq., and he cortificate of the Secretary of State therete attached under the Great Seal of said State was recorded in said register's office on december 12th, 1809, in Book "X", Volume 3, page 62 st seq., and the amendments of October 25th, 1688, made under the general laws of the State of Tennessee, applicable to corporations of that State, recorded on the 27th day of October, 1888, in Back "0"., Volume 3, page 1, et seq., in the effice of said register for Hemilton County in said State; and recorded on the 29th day of Cotober, 1885, in Corporation record Book "P", page, 261 of seq, in the office of said Secretary of State, and the certificate of the Secretary of State therete Attached under the Great Scal of said State was recorded in said Register's office in Bock "O" Volume 3, page 2 of seq., which said emendments of October 25th, 1888, wre re-acknowledged on .. December 7th, 1889, and re-recorded in said register's office on december 10th, 1889, in Book "X", Volume 3, page 77 et seq., and re-recorded december 14th, 1889, in the office of said Secretary of State in corporation record Book "P" page 262 et seq., and the certificate of the Secretary of State therete attached under the Great Scal of said State was recorded in said Register's office in Book "X", Volume 3, page 79 et seq., the Amerdments of the 23rd of November A.D., 1888, made under the general laws of the State of tennessee applicable to corporations of that State, which said amondments were recorded on Movember 23rd, 1888, in Book "N" , Volume 3, page 631, in the office of the register of Hamilton County in said State, and recorded on November 24th, 1888, in Corporation record Book, Volume "P", page 272, et seq., in the office of said Secretary of State of the State of Tonnesseo at Hashville, tennesseo, and the certificate of the Secretary of State therete attached under the Great Seal of said State was recorded on November 27th, 1888, in said register's office in Bock "N", Volume 3, page 633, which said last amondments were re-noknowledged on December 7th, 1889., and recorded December 10th, 1889, in Book "X", Volume 5, page 79 et seq., in the Register's office in said County, and recorded December 14th, 1889, in the office of said Secretary of State in Corporation record Book "P", page 504., et sog; and the certificate of the Secretary of State therete attached under the Great Scal of said State wasrecordedon december 16th, 1889, in said Register's office in Book "X", Volume 3, page 81 of seq., the amendment of the 31st day of December A.D., 1891, made under the general laws of the State of Tennessee, applicable to Corporations of that State, which said amendment was recorded on the @ 31st day of december, A.D., 1891, in Book "S", Volume 4, page 161 et seq., in the Register's office in hamilton County in said State, and also in the office of said Secretary of State of the State of Tennessee on the 1st day of January 1892., in Corporation record Book "PP" page 232 et seq., in said office and the Cortificate of the Secretary of State, under the Great Seal of said State cortifying to the registration thereof in his office was recorded in Book "S", Volume 4, page 167, on the 2nd day of lanuary, 1892, in said Register's office in said County; the amondment of the 27th day of January A. D. 1902, made under the general laws of the State of Tonnesses applicable to corporations of

The Store, which used assendment was recorded on the 28th day of January A.B. 1802 in Book C.

Volume 7, page 18, et soq; in the Registor's office of Hamilton County, and also in the office of the Scoretary of State of the State of Tonnessee, on the 30th day of January, A.D., 1902, in Corporation record Book "p", Volume 4, page 525 et seq., in said office, and the Certificate of the Secretary of State under the Great Scal of said State certifying to the registration thereof, in his office, was recorded Book "G", Volume 7, page 20 on the 31st day of January, A.D., 1902, in said Register's office in said County, for the purpose of investing said corporation with the nevers.

To increase the amount of its capital stock from ONE MILLION FIVE HUNDRED THOUSAND BOLLARS(\$1,500, 000) To THREE MILLION SEVEN HUNDRED PORTY-ONE THOUSAND WINE HUNDRED DOLLARS(\$5,741,900), which increase, amounting to TWO MILLION TWO HUNDRED PORTY -OWE THOUSAND NINE HUNDRED DOLLARS(\$2,241,900), shall be divided into Twentyrtwo thousand four hundred mineteen shares, each of the par value of one hundred Dollars(\$100.) of which increase TWO MILLION DOLLARS(\$2,000,000), par value, shall be Preferred stock, and TWO HUNDRED FORTY-ONE THOUSAND NINE HUNDRED DOLLARS(\$241,900) shall be Common Stock.

The holders of the Preferred stock shall be entitled to receive, when and as declared by the learn of Directors, from the surplus or not profits of the corporation, dividends at the rate of never per centum (7%) per annum of the par value of such stock, and no more, payable as the Beard of Directors May, by resolution, detraine, Such dividends on the Preferred stock shall be payable before any dividends shall be paid or set apart on the Common Stock, and shall be communitive from July 1st, 1917., so that if, after that date, dividends for any past dividend period at the rate of seven per centum (7%) per annum shall not have been paid thereon or set apart therefor, the deficiency shall be fully paid or set apart, but without interest, before any dividends shall be paid at set apart for the Common Stock. Whenever dividends at the rate of seven per centum (7%) per annum upon the Preferred Stock for all past dividend periods shall have been declared, and the same shall have been paid by the corporation, or the funds for the payment thereof shall have been set aside, the Board of Directors May declare dividends on the Common Stock, payable at such time as the Board may fix, out of any remaining surplus of not prefits.

In the revent of the liquidation, dissolution, or winding up, whether voluntary or involuntary, of the corporation, the holders of the Proferred stock shall be entitled to be prid in full the par value of their stock, and the amount of all unpaid accrued dividends thereon, before any amount shall be paid to the holders of the Common stock, and after the payment to the holders of the Preferred stock, of the amount payable to them, as hereinbefore provided, the remaining assets and funds shall be attributed divided and paid to the holders of the Common Stock according to their respectives shares.

The Preferred stock, May, from time to time, be redeemed, in whole or inpart, at the option of the Board of Directors, upon four(14) weeks' notice postpaid, addressed to the helder of such stock to be redocmed, at his last known address, such notice also to be published ence a week for four (4) successive wooks in two newspapers, one in the City of New York, New York, and the otherin the City of Chattanooga, tennessee, by paying therefor in each an amount equal to ONE HUNDRED TEN PER CENT (110%) of the per value of the Preferred stock so to be redeemed, and in addition thereto, the amount of all unpaid dividends accrued thereon. In the event that a part, and not the whole , of the Freferred Stock is to be redeemed, the shares to be redeemed shall be deterished in such menner as in shall be prescribed by the By-Laws or by resolution of the Heard of Directors. The helders of the Preferred Stock shall have no right to vote for the election of Mirectors of the Company, or for any purpose, or upon any question whatsoever submitted to any stockholders' meeting, except as hereinafter provided, Whenever and as often as dividends at the rate of Seven por centum (7%) per annum shall not have been paid upon all the cutstanding Preferred stock for ony divedomi period, the helders of the Preferred stock shall thereupen have the same right as the holders of the Common Stock to vote for the election of Directors and for any purpose and upon all questions submitted to the meeting of shockholders until all unpaid accumulated dividends shall have n been paid in full.

have n been paid in full.

INWITHESS WHEREOP, WE, have hereunto subscribed our names, this 21st day of May, A.D.1917.

A. M. Lynn, L. H. Bixby, J. F. Clark, J. A. Hargraves, D. M. Watt.

ractiversantary xi interestinatura of D.M. Watt (A.M. lynn.)

STATE OF TENESSEE. COUNTY OF HAMILTON.SS.

Before me, Chas. E. Watson, Clerk of the County Court of the County of Hamilton , State of
Tonnessee, personally appeared on this 21 day of May, 1917, A.M.Lynn, L.H. Bixby, J.F.Clark, and
J. A. Hargraves, with whom I am personally acquainted, Directors of the City Water Company(of ...

Feverally acknowledged that as such Directors they signed the foregoing application to emend the Charter of the said City Water Company (of Chattaneoga, Tenn,)., for the purposes therein expressed, and personally appeared before me, A.M.Lynn, who, being by me duly sworn, ziddid testify that he witnessed and attested the signature of D.M. Watt, to the said application at the request of the said D. 4. Watt, and that said D.M. Watt, is a Director of said City Water Company(of Chattaneoga, tenn), and that he signed the same for the purposes therein contained, and that the above named A.M.Lynn, L. H. Bixby, J. F. Clark, J. A. Hargracos, and D. M. Watt are each more than twenty-one years of age , and they constitute and are the M. Roard of Directors of said city Water M Company(of Chattanooga, . : Tenn).,

Witness my hand and seal of the said County Court at office in Chattanooga, Hamilton County, Tonnessee, this 21 day of May, 1917. -1

(SEAL) Chas.c. Watson, Clerk of Hamilton County Court.

STATE OF TEIMESSEE. HAMILTON COUNTY.

The above Charter and Amendment and certificate were filed May 21, 1917, at 4-30 P.M., entered in Me Note Book No.18, page 62, and recorded in Book I, Valume 14, page it 18 of seq.,

Witness my hand at office in chattanecga, Tenn.

W. J. Springfield, Register. John Tinker, Dept, Reg.

Fee310.00) Tax \$2241,90. Total \$2251,90.)

I, Ike B. Stevens, Secretary of State, do hereby certify that the within and foregoing instrument, with certificates attached, the foregoing of which is a true copy, was this doy recorded and certified to by mo, on this the 22nd day of May, 1917.

Secretary of State

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APPLICATION TO ALEXA THE CHARTS

CITY DATES COLDATE . .

To (CF CHATELIODSA THEFESSIU) .

A CORNORATION ORGANICZO UNDER THE LATS OF THE STATE OF TENESSER, AND DIEG BUSINSS IN THE CITY OF SHAP-TENESTA, RELIESEN COUNTY, IN STATE STATE.

MINICALS, at a special meeting of the Otochholders of City Water Company(of Chattanocya, Tempessee), duly called and held at the principal office of said company, in the City of Chattanocya, in the State of Tempessee, resolutions were duly adopted for an amendment to the clutter of said company, as hereinefter set forth, and authorizing the Directors of said Company to apply for an amendment of said charter pursuant to the terms of such resolutions; and said resolutions have been duly entered upon the minutes of said company.

NOW, THERETORS, We, the undersigned, comprising the Board of Directors of said City Water Company of Chattaneom, Tennessee,) apply to the State of Tehnysace, by cutherlity of the general lews of the land for an amendment of its charter granted to it by an Act of the Legislature of the State of Tannessee, approved March 11th, 1868, under the corporate mana of "The lookout Water Company"; the amendments male thereto by a decree of the Chancery Court of Hamilton County, in said State, pronounced April 16th, 1572; the amendments of February 1st, 1537 mids under the general laws of the State of Commonses. applicable to the corporation of that State, which said areadmants were recorded Bebruary 5th, 1997, in Book "A" Wol. 3, page 131 of cog. in the office of the register of Hamilton County in said State, and recorded Tearmary 7th, 1897 in Corporation Beesta Book "L" page 677 at seq. in the effice of the Beestatary of State for the State of Townscoon, at Instrille, Tou-

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preferred stock, and the Hundred Thousand (\$100,000,00) Dollars worth of stock, or one Thousand shares; of the per value of \$100 each shall be common stock. The holders of the preferred stock shall be entitled to receive, and the corporation shall be bound to pay thereon a dividend of 10 T per cent per amum, payable annually on the first day of January, before any dividend shall be set apart or paid on the common stock; and in no event shall a holder of preferred stock be personally liable for the debts of the corporation, unless such preferred stock shall have been given the right to vote, by vote of at least two-thirds of the common stock, at a meeting of the owners of such common stock called for such purpose, and such preferred stockholders shall have participated in voting in the corporation, in which event the heldern thereof shall be liable as the holders of common stock.

In case of insolvency, the debts or other liabilities of the corporation shall be paid in preference to the preferred stock. Such preferred stock, however, shall take precedence over the common stock in the distribution of the assets of the corporation in case of dissolution. The owners of the preferred stock, except as horeimbefore provided, shall be subject to the same provileges, obligations and liabilities as are holders of the common stock.

The general powers of said componetion are: to sue and be seed by the corporate name; to have and use the common seed, which it may alter at pleasure; if no common soul, then the signature of the name of the corporation by any duly authorized officer shall be legal and binding; to purchase and hold, or receive by gift, in addition to the personal property outed by said corporation any real estate, necessary for the transaction of the corporate business, and also to purchase or accept any real estate in payment or post paymant of any dolt due to the corporation, and sell realty for corporation purposed; to establish by-laws and mine all rules and regulations not incompistent with the law and constitution, desired supedient for the management of corporate affairs, and to appoint such ambordinate officers and agents, in addition to a president, secretary and treatment, as the business of the comporation may require, designate the name efficienceffice and fire the conparaution of the officer; to borrow manay and issue notes or beside on the faith of the corporate grouperty; and clea to encents a mort-

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nessee, and the cortificate of the Secretary of State under the Great Seel of sold State thorate attacked, Was recorded in sold Rugistor's Office in Book "A", Vol. B, page 201 et sag., which send amendments of Pebruary 1st 1857, were re-selmowledged on December 7th, 1989, and re-recorded in said Register's Office on December 7th, 1889, in Book "I" Yol. 3, page 52 et sag. and re-recorded in the Office of said Secretary of State on December 18th, 1869, in Corporation Record Book "M", page 678 of sog., and the certificate of the Secretary of State thereto attached under the Great Seal of said State was rerecorded in cold Register's Office on December 18th, 1889, in Book "I" Volume 5, 7840 62 et 284.; and the arendments of Optober 25th, 1988, cade under the general laws of the State of Tennessee, applicable to emporations of that State, remecanded on the 27th day of October, 1866, in Book "o", Volume d, page 1, et seq. in the office of said Register for Encilton County in said State; and recorded on the 19th day of October, 1688, in Corporation Report Book "P" page SSI et selin the office of said Socretizy of State, and the certificate of the Secretary of State thereto attucked under the Great Sent of said State was recorded in said Register's Office in Book "O", Volume 3, page 2 of seq. which said emerdments of October 25th, 1883, were re-selmonledged on December 7th, 1883, and re- recorded in said Register's Office on December 10th 1989, in Book "I", Volume 5, page 77 et. sog. and re-recorded December 14th, 1899, in the office of sold Secretary of State in Corporation Record Book "P", page 252 et seq., and the certificate of the Secretary of State thereto attached under the Great Scal of said State was recorded in said Register's Office in Book "E" Volume 5, page 79 et sol.; the amendments of the 20th of Hovenbor A. D.. 1888, made under the general laws of the State of Tennessee applicable to corporations of that state, which said emendments were recorded on Waterber 1974, 1996, in Dook "A", Wolumer 5, page 551, in the office of the Register for Hamilton County in said State, and recorded on HovemberSith, 2383, in Corporation Record Book, Yoluma "P", page 272 of seq. in the office of duid Sequetary of State of the State of Transcass

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gage or mortgages as further ascurity for repayment of the money thus borrowed.

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The following provisions and restrictions are coupled with said grant of powers:

The failure to elect officers at the proper time does not dissolve the comparation, but those in office hold until the election or appointment and qualification of their successors. The term of all officers may be fixed by the by-laws of the comporation the same not, however, to exceed two years. The comporation may, by by-laws, note regulations concerning the subscription for, or transfer of stock; fix upon the amount of capital to be invested in the enterprise; the division of same into shares; or time required for payment thereof by the subscribers of stock, the amount to be called at any one time; and in case of failure of any stockholder to pay the amount thus subscribed by him, at the time and in the amounts thus called, a right of sotion shall exist in the comporation to sue said defaulting stockholder for the same.

The board of Directors which may consist of five or more members, at the option of the emperation, to be elected either in person or by promy, by a rejority of the votes cast, each share representing one vote, shall keep a full and true record of all their proceedings and on amough statement of receipts and disbursements shall be kept on the minutes, subject-at all times to . --the inspedtion of any stockholder. A majority of the Board of Directors shall constitute a quorum, and shall fill all vacancies until the next election. The first Board of Directors shall consist of the five or more comporators, who shall apply for end obtain the charter. The books of the corporation shall show the original and sabsequent stockholders, their respective interests , the emount which had been paid on the amount subscribed, the transfer of stock, by and to whom made, and also other transactions in which it is precaused a stockholder or creditor may have an interest. The emounts of any unpaid stock due from a subscriber to the comparation shell be small for the payment of any debts due from the componentian, nor about the trunsfer of stock by any subscriber releive him from payment, unloss his transferes has paid up all or any of the balance due on said original appearintion. The right is reserved to repeal, provide or modify this charter. It is is reposited, or if the empois ments proposed be not nevely conflicty, but fundamental, are accepted

at Mishvillo. Tempesses, and the cartificate of the Secretary of State thereto attached under the Great Seal of cold State was recorded on November 27th, 1868, in said Register's Office in Book "No Volume Z, page 633, which said last amendments were re-walmowledged on December 7th, 1889, and re-recorded December 10th, 1469, in Book "E" Volume 5, page 79 eg sel., in the Registeric Office in said County, and re-recorded December 14th, 1889, in the Office of said Secretary of State in Corporation Record Book "F", page 504 et seq. and the cortificate of the Secretary of State thereto attacked under the great seal of said State was recorded on December 16th , 1889, in said Register's Office in Book "N" Volume 5, page 81 of seq.; the amendment of the Slat fay of December of Tannesses applicable to corporation of that Star which said A. D. 1891, made under the general laws of the State, which said amondment was recorded on the What day of December 4. B. 1881, in Book "3" Volume 4, page 161 of seq. in the Register's Office in Hamilton County in said State, and also in the office of said Secretary of State of the State of Tennesses on the lat day of Jamery 1890, in Corporation Report Book "22" page 232 at seq. in said office and the cortificate of the said Secretary of State, under the Great Seal of said State partifying to the registration thereof in his office was reforded in Book "S", Yolume 4, page 16?, on the 2nd day of January, 1892, in said Register's Office in said County; the smeadment of the 27th day of January A. D. 1902 made under the general laws of the State of Termessee applicable to compositions of the state, which said amendment was recorded on the 28th day of January A. D. 1902, in Book "I" Volume 7, page 13 et seq. in the Register's office of Pacilton County, and also in the office of the Secretary of State of the State of Tennesces on the 30th day of Jamary 4. D. 1902, in Corporation Record Book "2" Volume 4, page 525 et seq.; in sald office, and the certificate of the Jecretary of State under the Great Seci of said State cartifying to the registration thereof, in his office, was recorded in Book "G" Yolune 7, page 20 on the Sist day of Jamesty, A. D. 1902, in soid Register's office in said County; the emendment of the Sint day of May A. D. 1917, make under the General lams of the State of Tennessee, applicable to compensations of that State, which said amendment was recorded on said data in Book (Tol 14 ,

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รู้ ที่เกิดเกาะที่ ได้เกิดเลือบรายที่อุดในกรรณสดูหลังเมื่อได้จุดได้ สื่อหลางกระที่สุดที่มาให้เกิดได้ของเกิดของ ที่เกิดเกาะละเลา พร้องสำนัก

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by vote, representing more than helf of the stock that has a right to wate herein, the corporation shall continue to exist for the purpose of winding up its affairs, but not to enter upon any new business. If the amendments or modifications, being fundamental are accepted by the corporation as eforesaid, in general meeting to be called for that purpose, any minor, married women, or other person under disability, or any stockholder not agreeing to the acceptance of the modification, shall couse to be a stockholder, and the corporation shall be liable to pay said withdrawing stockholder the par value of his stock, if it is worth so much; if not, then so much as may be its real value in the market on the day of the withdrawel of said stackholder, as aforesaid; provided, that the calins of all creditors are to be paid in preference to gold withdrawing atsukholders. "ach Stockholder shell be liable to the amount of stock subscribed by him, and after the same has 1000 been paid, he shall not thereafter to liable for any debts or and all : liabilities of the corporation, except as herein provided, and now provided by general statutes regulating liabilities of the corpora tion and stockholders therein.

Every six months the President and cashier or Treasurer oball publish in a newspaper printed in the county where the main office is situated, a statement of the condition of the affairs of the company. Nothing but cash shall be taken in payment of any part of the capital stock, or land at a fair cash valuation, or patents to the amount of their value, as agreed on by the subscriber and the comporation, and no loan of money shall at any time be made to any stockholder thereof; and any such loan shall render the directors consenting thereto individually liable for the amount thereof, this liability to extend in favor of innocent atockholders, as well as creditors.

The making of a false statement to be printed as aforesaid, shall rander all persons ascenting thereto individually liable to all persons dealing or trading with said company on the faith of said fraudulent statement. In the indebtodness of said company shall at any time emesal the capital stock gaid in, the directors assenting thereto, shall be individually liable to the craditors for said execus.

The common stockholders and the preferred stockholders, if they work and participate in the componation, are jointly and

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page 18 et seq., in the Register's Office of Eamilto County, in said State of Termossos, and was also recorded in the Office of the Secretary of State of said State on the 22nd day of May, 1917, in Corporation Record Book "P", Vol. 13, page 199 et seq., and the cortificate of the Secretary of State thereto attached, under the Great Seal of said State, certifying as to the recordation thereof in his office, was recorded on May 25, 1917, in the office of the said Register of Familton County, in Book "I" Vol. 14 page Blot seq. for the purpose of investing said corporation with the power to amend the designations, rights, privileges, limitations, proferences, voting powers, qualifications, terms of redemption and rates of dividend of the capital stock of said corporation, consisting of Three Million Seven Hundred Forty-one Phonound, Nine Eundred Bollars (\$3,741,900), divided into Twenty Thousand (20,000) Shares of Preferry A Stock of the par value of One Eundred (200) Bollars each, and Seventee Thousand Four Rundred and mineteen (17,419) Shares of Cormon stock of the par value of One Ennared (180) Bollars each, so that the same shall be as follows:-

- [11] The authorized Creferred stock of city water Company(of Unattangera, Toursesee), shall be import and designated as the 70 Cumulative First Freferred Stock of said Corpagy;
- ferred Stock of said Company;

 (2) The holders of the Preferred stock shall be entitled to receive cumulative dividends thereon, what as declared by the Board of Direct-tors from the sumples or not profits of the company, at the rate of seven per contan [7,] per mann, and he more, the dividend periods therefor to such as may be fixed by the Board of Directors, such dividends shall be completed from and after Pebruary 1, 1982 (smeept that on such stock issued after April 20, 1982, the dividends shall be cumulative from the first day of the dividend period in which such as took is issued, as that if thereafter dividends at the rate of seven per centum [7,] per annum for any past dividend period shall not have been paid thereon, and the dividend lot such rate for thering current dividend period shall not have been declared end funds at open therefor, the deficienty shall be fully yaid or funds for the payment thoreof set upart, but without interest, before any dividend and the Dolders of the Preferral Stock chall not be intiled to receive any dividends at thereon any dividends at thereon any dividends at there are any dividends at the and and any dividends at the any divid

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severally liable individually at all times for all monya due and owing to the laborers, servants, clerks, and operatives of the company in case the comporation becomes insolvent, if the directors declare and pay any dividend when the company is insolvent, on which declaration of a dividend would diminish the amount of the capital stock, they shall be jointly and severally liable to the creditors for the amount of dividends thus declared. Any director may avoid liability by voting against the dividend, or by filing his objection in writing as soon as he ascertains the dividend has been made.

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All certificates of stock of this corporation shall have plainly written or printed upon their face the words. "Cornon Stock" or "Fraferred Stock", accurately as such certificates not so designated shall be conclusively deemed for common stock.

By no implication or contraction shall the corporation be deemed to possess enjapowers, except those hereby empressly given or necessarily implied from the nature of the business for which this charter is granted, and by no inference what ever shall said comporation possess the power to discount notes or bills. deal in gold or silver woin, issue any evidence of dobts as currency, or enjoys in any business outside the purpose of the charter; nor shall this corporation enjoys in any business not specifically stated hardin as the object for which the charter of incorporation is decired.

We, the undersigned, apply to the State of Termessee, by virtue of the laws of the land, for a charter of incorporation for the purposes and with the powers, etc. declared in the fore-going instrument. Vitness our hands, this the 4th day of Pebruary, 1922, B. P. VILSON, JR: R. P. SYSTIFF: T. N. JOHNSTON JR: R. L. FEGMIS: B. F. WILSON.

STATE OF TEMPERSON
COUNTY OF ENVISCENT. Personally appeared before me, Romans Halley,
Clark of the County Court in and for the State and county effected
B. F. Milsondy, R. F. Steeney, T. E. Johnson Jr., R. E. Wolferson, and
B. F. Milsondy, the within named baryainers, with whom I am personally
acquained and who asknowledged that they executed the within inat the country of the personal theorem contained. Without my head at office
on this the 4th day of Personally, 1962.

Economo Halley Glark, By U. S. Chadrall D. C.

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(3) Thenever dividends at the rate of seven per centum
(7%) per ennum upon the Preferred stock for all
past dividend periods shall have been paid and
the dividend at such rate for the them correct
dividend period shall have been declared and
funds ac apart therefor, such dividends (payable
in each, stock or otherwise), as may be determined
by the Board of Directors may be declared and paid
on the cornen stock out of the remaining surplus
or not profits of the company.

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(4) If the event of any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, the holders of the preferred stock shall be entitled to be paid in full the par value thereof, and the amount of all unpaid dividends accumulated or account thereon, before any amount shall be paid to the holders of the common stock and after the payments on the preferred stock of the amounts payable thereon, as hereinbefore provided the remaining assets and funds shall be divided and paid to the holders of the Common Stock, according to their respective interests.

THE PREFERED Stock may be redecard in whole, or (5) in part from time to time, on any dividend date. at the option of the Board of Directors, upon . thirty Ders' provious notice by pail or publi- . 3 ention to the holders of record of such stock given in such manner as may be prescribed by resolution of such Board, by paying therefor in cash the sum of One Hundred and Five Dollars (\$105) per skare, together with all unpaid dividends ecomplished or accrued thereon to the date fixed for such redemption, if called for redemption on or before February 1, 1927, and if eslied for redemption and redecmed thereafter, by paying therefor in cash the par value thereof, together with all unpaid dividends accommissed or account thereen to the fixte fixed for such redemption.

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in the event that less than all of such stock is to be redeemed, the shares to be redeemed shall be determined by lot in such manner as shall be prescribed by resolution of the Board of Directcra.

- (6) The molders of the Professed Stock shall be entitled to the same veting rights as the holders of the Common Stock with respect to:
 - (a) The increase or decrease of the authorised amount of the Preferred Start:
 - (b) The sale of all or substantially all of the property and franchises of the Company;
 - (c) The issue of Bonds of the Company and the securing thereof by mirtiage upon the property and franchises of the company, and the holders of the Preferred Stock if and whenever two dividends on such stock for two fixed dividend periods shall be in default, shall further be entitled in all other respects to the same voting rightd as the holders of the Common Stock, until such time as such defaulted dividends shall have been paid in full; but always embject to the same provisions for the vesting of such voting rights in the holders of the Dreferred Stock in the case of any similar future default or defaults in the payment of dividends thereon for two fixed divi-

EIGSPT AS OTHERHISE hereinabove or by statute openifically provided all rights to vote and all voting power shall be vested solely in the common Stock and the Preferred Stock chall have no voting power.

dend periods

Each Stockholder entitled to rate at any particular -time, in accordance with the foregoing provisions, shall have one rote for each clare of rating stock held by him.

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- (7) No holder of the Preferred Stock shall be entitled a seath, as a matter of right, to inherrice for or purchase or receive any part of any new or additional issue of stock, or securities convertible into Stock, of any class whatever, whether now or hereefter authorized, and whether issued for each, property or services or by way of dividend.
- (8) THE AUTHORISED PROTEINED SPROK HAY BE INJURE FROM time to time in such assumts as may be determined by the Board of Miractors, provided, however, that not more than Six Handred Thirty-cirkt Thomsand, Three Eundred Dollers (%658,300), par value of Preferred Stock shall at any time be issued unless at the time of each such issuance the net earnings of the Company available for dividends on the Preferred Stock shall have been, for a period of twelve(12) consecutive calender months within fifteen (15) celender months immediately preceding the issuance of such additional Stock, equal to at lasst one and two-thirds times the dividend requirement for a like period upon the entire amount of Freferred Stock already issued and outstanding and uponthe additional Preferred Stock proposed to be issued; and the proceeds of such additional issues of Preferred Stock shall be used by the Company for the making or acquiring of permanent improvements, extensions or additions to or about its plant and property or to reimburse the Company for expenditures made for such purposes.

IN HITHESS WELLEGT we have hereunto subscribed our names on this 6th day of February, A. D. 1922.

L. H. Bimby, J. A. Hongraves, J. H. Hamlet A. R. Hondbury Rognald Vont

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STATE OF TANICALIS | SE

Before me Char E. Watson personally appeared on this 5th day of Fobruary, 1922, L. H. Birby, J. A. Hargraves, E. West, W. H. Hamlot and A. H. "bodbury, with whom I am personally acquainted, Directors of City Water Company(of Unitanooga Tennessee) a comparation organized under the laws of the State of Tennessee, and severally adminished that they as such Directors signed and executed the foregoing application to around the charter of said City Water Company (of Chattanooga, "omessee) for the purposes therein expressed; and personally appeared who being by no duly sworm, did tentify that the above maned before mo. L. H. Birby, Y. A. Harg water. H. West, W. H. Hamlet and A. R. Woodbury are each more than treaty-one years of age and they constitute and are the board of directors of said City Water Company (of Chattanooga, Tennessee)

Witness my hand and small of the said Country Court at office in Chattanooga, Emmilton Country, Connected, this 6th daylof February, 1922.

Ches B. Watson. Clock of Hamilton Voluty Yours

(GEAR)

STATE OF TANKESSEE EARLIATOR CONFIT ... The above Charter Andt. and certificate were filled Peb/ath. 1922 at 4:15 7. U. entered in Note Book No. 21 page 8 and recorded in Book & Volume 16 page 15 at seq.

Witness my hand at office in Chattanooga, Tenn. 5. A. Watson, Register

I, Ernest F. Haston decretary of State, do hereby cartify that this Amendment to charter with certificate attached the foregoing of which is a true copy was this day registered and certified to by me this 8th day of February 1922.

Ernest F. Easton, Secretary of State. APPLICATION TO AUTHOUTH CHARTES
OF
CITY WATER COUPLING OF CHARTENESSA

A COBFORMATI'S CREATED TREES THE LATS OF THE STAFF OF TENERGIES, AND FOLKS EVALUATED IN THE CITY OF CONTRACTOR, EMAILTED COLUMN, IN SAID FOLKS.

FEIREAS the clockholders of CITI THEM COUNTY OF CHATTACOUNT, at a special meeting called for that purpose and duly hold on the Sist day of October, 1987, by vote of more than two-thirds (2/3) of all of the outstanding stock, voted for the reduction of the capital stock of said Corporation from Three Million Seven Employed Porty-Cas Thomsand Rine Handred Tollars (\$1,741,900) to One Million Seven Exadred Forty-Cas Thomsand Mine Handred Fellars (\$1,741,900) and that said reduction of Two Million Indians (\$2,000,000) should be of Preferred Stock, so that efter the Charter of Incorporation of said Corporation had been duly enameded pursuant to said vote its authorized capital stock sould consist tolely of Corpor Eleck; and

THEREAS the relative rights of each etachholder is preserved and the rights of the craditors as against said Corporation and the stochholders are not impaired by such reduction;

BOY TREBETORS

We, the undersigned, comprising the Feard of Elrectors of City Water Company of Chattaneous, apply to the State of Feanouses, by authority of the general lase of the land,

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for an excedment to its charger of incorporation, greated to it by an Act of the General Assembly of the State of Tennessoo, approved Earch 11th, 1930, under the corporate mane of "The Lookout Sater Coupany"; the asondments used thereto by a decree of the Chazcery Court of Hemilton County in said State, programmed April 18th, 1878; the amendments thereto of Pebruary 1st, 1837, made under the general laws of the State of Tennessee applicable to corrections of that States thick said ameniments were resorded Pobrusty 5th, 1987, in Book man, Televisione 101 of soc. in the effice of the Register of Hamilton County in paid Chair, and revorded Pabrussy 7th, 1637, in Corporation Ascord Book "KP, page 677 of seq. in the office of the Speratory of State for the State of Tonnesses, et Hasbrillo, Tennesses, and the contisions of the Secretary of State therete attached, under the Great Seal of said State, was recorded in said Register's Office in Book "A", Vol. 7, page 831 of sett, which said ameniments of Fabruary 1st, 1667, Here re-mokneyledged on Doctobur 7th, 1883, and re-recorded in wald Register's office on December 7th, 1880, in Book was, Yol. 3, page 62 of seq. and re-reserved in the office of said Bocrotory of State on Becamber 18th, 1839, in Corporation Record Book FRM, page 978 of so4., and the contificate of the Escretary of State thorate attached, under the Great Coal of said Dinte, was recorded in said Register's office on Decembor 18th, 1800, in Book MIP, Volume 7, page 62 of seque the spendaments thereto of October 15th, 1825, made mater the gonerol laws of the State of Temmessee applicable to correrations of that State, recorded on the E7th day of Catebon, 1803, in Book FO", Volume 3, page 1 of day, in the office of the Register for Remilton County in sold State, and recorled on the 20th day of Catebor 1888, in Carperation Reserv

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Sur en la la calcana de tel charact en tandem Mila, encuent de la La le ma debest tels dendres describirs de tels derbe et Carrelle 2004, el canad élema 1200, 2000, un un che can caract bina pla La company de de canada par canada e la company de canada el canada de la caracte de la caracter de la caracter

Book FPF, page S61 of same in the office of said formatary of State, and the certificate of the Secretary of State thereto attached, under the Orest Seed of said State, was recorded in said Augistoria affice in Sock FOT, Volume S, page R of sed,, which well spendments of Cotober 13th, 1823, ware re-schooledged on December 7th, 1889, and re-recorded in said Register's office on December 19th, 1889, in Book MIP, Volume C, rage 77 of seq., and re-recorded December 14th, 1899, in the office of said Bestetary of State in Corporation Baccord Decision, 108. For the section con the contificate of the Secretary of State therete attached, under the Great Seel of said, State, was recorded in said Registering office in Book FIF, Volume 2, page 72; the amenimumta thereof of the Card of Hovember 1960, made under the general lars of the State of Termessoo epulicable to corporations of that State, shich said exeminents were recorded on November ford, 1888, in Book *B", Volume 5, page 621, in the office of the Register for Escaliton Sounty in said State, and recorded on Movember 24th, 1889, in Corporation Record Scott, Tolung app, page 272 at soq. in the office of said Secretary of State, and the certificate of the secretary of State thereto abtoched, under the Great Seal of said State, was recorded on Morendor 27, 1888, in sold Register's office in Dock "D", Volume 3, page 673, which said aneminents were re-acknowloiged on December 75h, 1890, and re-recorded Descaber 10th, 1882, in Sook Him, Volume's, page 70 et sequ, in the Regioterfo office in soid County, and re-recorded Decomber 14th, 1839, in the office of said Corretary of State, in Corporation Report Book EDP, page 504 of seg., and the cartificate of the Fourstary of State therete attached, under the Creek Soal of soid State, was recorded on December 18th, 1880, in said Regioter's effice in Dock PAW, Volume 5, page 81 of con-

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the amendments thereto of the clot lay of December 1691, . main under the general loss of the State of Temmesons, appilosole to corporations of that State, which sold arendments were recorded on the Clat day of December 1891, in Brok Wes, Volume 4, 2:30 101 et set in the Englateric office in Hamilton county in said State, and also in the office of said Secretary of State on the let day of January 1998, in Corperation Record Look *p=, page D.M. et to . and the eartiffcate of the sold Secret by of State, under the Great Scal of said State, dentifying to the registration thereof in his office was recorded in Book FOF, Volume 4, page 197, on the and day of January 1900, in soil Register's office in said County; the anoniments thereto of the 19th day of January 1607, made under the general last of the State of Tennessee applicable to corporations of that It to, which said accordments were recorded on the 18th day of Japancy 1903, in Book 5, Volume 7, page 18 et sev. in the Degisteria effice of Earilton County, and also in the office of said Georgi-ry of State on the Coth day of Junuary 1990, in Corporation Pasced Book Mar, Tolums 4, page 525 et obje, and the cartificate of the Secretary of State, under the Great Seal of said State, certifying to the registration thereof in his office was recorded in Book MGM, Volume 7, page 23 on the flot day of Jenuary, 1988, in the Register's affice in well County; the amon ments thereto of the flot day of Eq. 1917, made under the General Lead of the State of Termasage applicable to comprations of that State, which soit emenabeds were recorded on well date in wook RIP, Vol. 14, page 13 of sell, in the Poststor's office of Hamilton County, in sali State of Termenson, and here also recorded in the effice of the Secretary or state of said State on the Simi day of May, 1917, in Corporation Papers Book apa, Wol. 18, mage 180 of ser, and the cartificate of the Cocretary of State thereto ettrebed, under the Great Seal of

sald State, certifying as to the recordation thereof in his office, was recorded on May Et, 1917, in the office of the suid Register, in Sook WIT, Yol, 10, page 11 of magazing and the acamizants thereto of the 6th day of Feorusty, 1902, made under the General Laws of the State of Tennesses applicable to componentians of that State, which said encoderate were recorded on said date in Book "Q", Vol. 17, page 15 et se ., in the Register's office of Samilton County, in said State of Temmesons, and were also recorded in the office of the Secretary of State of said State on the Oth day of February, INCE, in Corporation Special Book Withouts, rast 347, and the continions of the Coerctary of State thereto attabled, under the Great Chal of said State, cortifying as to the recomintion thereof in his office, see recorded on february E, 196E, in the office of the suid Register of Beallton County, in book or vol. 16, page 20; for the pur, one of investing said Corporation with the power to reduce its capital stack from Three Killi n Soven Eumired Forty-One Thousend Sine Sundred Collars (\$7,741,500) to Ome Million Ceres Sundred Forty-Ome Thousand Bine Bunired Bollars (81,741,938); which reduction of Two Hillion Boll-ro (32,000,000) shall to of Professed Stock so that hereefter the authorized espital stock of the Corporation shall conside solely or the san Strok.

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FIGURES our homes the first day of Morceber, 1907.

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COREAR OS HURITICA | 32*1

Botore no J. W. Killowsh the County Court of the County of Hallton, State of Tonnessee, personally appeared on this lot day of Derember, 1927, A. F. Porcelius, J. A. Picher, J. P. Chark, H. J. Thirley end G.W. CHAPMAN , with then I m personally coqualities, Streetone of Sity Retor Company of Chattanooga, a corporation organized under the laws of the State of Tancossee, and severelly ecknowledged that as such Aircotors they of the corresponding application to exact the Charter of Incorporation of said City Enter Com, any of Chattaneous, for the purposes therein expressed; and personally appeared before me A. F. Porteitur, who being by me duly sworm, did techify that the above-momed A. P. Pornelius, J. A. Fisher, J. P. Clark, S. J. Thitley and G.W. CHAPMAN are each more than twenty-one years of ege and they constitute and ere the Board of Edrectors of said city Water Company of Chattanooga.

Court at office in Chattenoons, Hemilton Townly, Townstaes, this John day of Horember, 1917.

STATE OF JENNESSEE
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A CORPORATION CREATIONS THEFT SEE LATS C? THE SEARS OF SUMMISSES, AND POSICO SEST-ERRS IN THE CHEZ C? CLASTARGODA, RAHLL-TON CYCUYZ, IN DAID STATE,

Wo, the undersigned, comprising the Posrd of Directors of City Enter Company of Chattomooga, apply to the State of Temperose, by extherity of the general laws of the lond, for an amendament to its charter of incorporation, granted to it by an ict of the Cumeral Assembly of the State of Tempescee, approved March 11th, 1883, under the corporate man of "Mio Lockout Weter Company"; the emonitembe delle thereto by a decree of the Chambery Court of Healthan County in said State, pronounced April 18th, 1870; the encoderate therets of February 1st, 1987, and unles the general 1989 of the State of Tempesore applicable to compensations of this State, which sold santhembs were retorded February 5th, 1887, in Book *17, Vol. 8, page 101 of seq. in the effice of the Register of Barilton County in said State, and recorded February 7th, 1897, in Comportion Record Sock Fir, page 877 ed sect in the effice of the Secretary of Chate for the State of Timmescoa, at Emphville, Termescae, and the contificate of the Cocretary of Spate therete attained, under the Great Faul of sild State, was recorded in sild Register's Office in Dock (47, Yel. 2, page 751 of tota, which ould responents of Patrumry lab, 1887, wore re-admostsaged on

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Describer 7th, 1839, and re-resorded in sold Register's Office on Docarber 7th, 1950, in Eock "Er, Vol. 3, page 62 et seq. and re-recorded in the office of said Secretary of State ou December lith, 1939, in Corporation Percent Book "X", page 973 of roge, and the cartificate of the Secretary of State thereto attached, under the Great Sail of said State, was recorded in said Register's Office on December 12th, 1889 in Pook WIN, Vol. 3, page 68 et act.; the imendments there to of October 18th, 1869, made under the general lare of the State of Temperses applicable to compensations of that State, recorded on the 27th day of October, 1988, in Book "O", Vol. 3, pose 1 et seq. in the office of the Register for Bonilton County in said State, and recorded on the with day or October, 1888, in Corporation Record Book FP3, page 181 of seq. in the office of sold ferratory of Etate, and the cortificate of the Escretary of Seate thereto attoched, under the Great Seal of maid State, who recorded in said Degister's office in Book FOY, Vol. 3, page 2 of sage, which exid sagedments of October 23th, 1888, word re-admortedged on December Ting 1880, and re-recorded in said Register's office on December 10th, 1889, in Book "I", Vol. 5, pres 97 of set., and re-recorded December 14th, 1880, in the effice of said Secretary of State in Corporation Record Book \$72, page 282 et soq., and the cordificate of the Socrotary of State therete attached, under the Great Coal of said State, see recorded in said Register's office in Rock WIF, Tal. S, page 79; the smembants therete of the Mora of Detector, 1988, made under the general larg of the State of Tampasse epplicable to componstions of that State, which said commimments were recorded on Herender Strd, 1983, in Book fur, Vol. 5, page 601, in the effice of the negleter for Realities County

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in said State, and recorded on Fewerber 24th, 1888, in Corporation Record Book, Volume *7", page 272 of cot. in the office of said Secretary of State, and the certificate of the Secretary of State therete attached, under the Great East of said State, was recorded on November 27th, 1888, in andd Register's office in Pook FDP, Vol. 3, page CCS, which said emandacabs vers re-actimosledged en Docuber 7th, 1930, and re-recorded December 18th, 1989, in Dock "R", Yel. S, page 70 et seq., in the Registoris office in said County, and re-recorded December 14th, 1980, in the office of said Secretary of State, in Corporation Record Fook FFF, page 204 et cone, and the combisionto of the Sporety of Chate therete attached, under the Creat Coal of said Casts, was recorded on December 16th, 1830, in sold Register's office in Book TIP, Vol. 3, page 81 of con.; the encodingnia thereto of the Blat day of December, 1891, made under the general Iswo of the State of Tommesone, applicable to componetions of that State, which said exeminate were recorded on the Slat day of December, 1801, in Book #5%, Vol. 4, page 181 et seq. in the Register's effice in Excilton County in said State, and slee in the office of soid Secretary of State on the lat day of January, 1998, in Corporation Record Book mppm, pose ESS et seq. and the contificate of the said Sepretery of State, under the Sport Seal of said State, certifying to the registration thereof in his errice was recorded in Each "G", Volume 4, page 197, on the test day of Fannay, 1992, in said Register's office in said County; the mendacate thereto of the 27th day of January, 1982, mode under the general land of the Epste of Sunnessee emplicable to comporations of that Dista, which said assaulments were recorded on the fitth day of Jamesty, 1800, in

Am and Barach, and encounted on Rescaper (486, 2021, 4m decaperation Concord Treat, Tolores 270, 2502 (3), and see, in the office, of middle decaperate of the following the following of middle decaperate of members accordingly unless, the special fact as and decape, and any middle of forestern in the law, the special decape and any middle of forestern in the law, the special decape and any middle of forestern in the law, the special decape and any forestern in the law, which is any middle of the forestern and the special and the law of the law

Book *O*, Vol. 7, pozo 18 et son, in the Registeria office of Esmilton County, and also in the office of sold Econotary of State on the 50th day of Jamery, 1992, in Corporation Becard Book PPF, Vol. 4, page 578 et seq., and the contistcate of the Secretary of State, under the Great Seal of said State, vertifying to the registration thereof in his office was recorded in Book "O", Vol. 7, page 60 on the Slat day of January, 1988, in the Registeric effice in said Commy; the mendeents thereto of the Mat day of May, 1917, made mader the General Lass of the Ctate of Commesses soplicable to componentians of that State, which said exeminents were recorded on sold date in Dock 12, Vol. 14, pres 18 et seq., in the Register's office of Uniliter Comby, in sold State of Tomosess, and were also recorded in the office of the Secretary of State of said Systo on the fund day of Day, 1917, in Corporation Record Book *FF. Vol. 15, page 100 of sage, and the cordificate of the Econoticy of Chain Correte ettached, under the Great Scal of sold State, continues es to the recordation thereof in his office, see recorded en Hay S5, 1917, in the office of the said Register, in Peck "I", Vol. 14, page 21 of seq.; the anominants there to of the 6th day of February, 1924, ands this Camprol Laws of the State of Tennesces applicable to corporations of that State, which sold accominants core recorded on said date in Bock "Q", Yol. 18, page 15 et set., in the Regis er's office. of Exhibton County, in said State of Termosoco, and were also recorded in the office of the Economy of Chain of said State on the 6th day of February, 1982, in Corporation Remord Dook Tipo, - 18, page 507, and the carbificate of the Secretary of State therete estached, under the Croat Seul.

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Book wee, Fol. 7, page 12 at set. In the Tablotzia offices of the Lemothy of distinct of the Lemothy is at another of the Lemothy of the respective of the second S

of said State, cordifying as to the recordation thereof in his office, was recorded on February 9, 1990, in the office of the said Register of Brailton County, in Book (), Vol. 13, page 50; and the amendments there so of the let day of Hovember, 1917, made under the General Love of the State of Temmospee applicable to corporations of that Sasta, which seid amendments were recorded on said date in Recht, Val.22 page | et sage, in the Register's office of Smilton County, in said State of Typnessee, and core clas recorded in the office of the Secretary of State of said State on the Inter of Paramer, 1927, in Correction Record Book May. C page (), and the cortificate of the Secretary of Seate thereto attached, under the Great Seal of said Space, cortifying as to the recordation thereof in his office, eas recorded on Mercader Z, 1927, in the office of the said Bagister of Hamilton County, in Each M , Val. 22, prgs 3 ; for the purpose of investing said Corporation with the power to increase its capital stock from Cas Hilliam Forem Burdred Forty-One Thousend Rims Ecodred Collars (11,741,960) to Three Killian Seven Emaired Forty-Che Thousand Dine Emaired Dollars (03,741,900); which increase shall consist of Trenty Thousand (20,000) shares of the par value of \$100 per thore of 6% Completive Professed Stock having the following proferences, writing powers, restrictions and semplifications:

The holders of the 63 Completive Preferred Stock shall be emblished to receive, when and so declared by the Board of Directors, from the surplus or not profits of the Corporation, dividends at the rate of 63 per comma payable quarter-yearly on the first days of Pobracy, Esy, August and Hovenber in each year. Each dividends shall be payable before any dividends shall be paid on as set apart for the Common Stock and shall be completive from the date of issue if a dividend date and if not a dividend date shall be

of radd String, correctiving in to the recordition thereof in Ald String and records on February 3, 1211, in the rection at an extension of the string of th

summative from the mant preceding divident date.

The Composition may reduce the whole or any part of the 63 Cumulative Preferred Stock on any dividend data at the option of the Board of Directors upon at least thirty (20) days; previous notice, by mail or publication, to the holders of record of the 63 Cumulative Preferred Stock to be redested, given in such sommer as may be determined by the Board of Directors, by paying the sum of the Euchard Five Dellars (MCB) per there for each share to be redested, plus an execut equal to dividends thereon from the date on which such dividends became cumulative to the date fixed for such redesption, less the mount of dividends therefore paid thereon. In case of the redesption of a part only of the 63 Cumulative Preferred Stock, the Board of Directors shall designate by let the shares to be so redesmad.

The Beard of Directors shall have fall power and authority to prescribe the namer in which and, subject to the limitations and provisions berein scatalized, the terms and conditions upon which the 6% Constative Professed Stock shall be redessed from time to time. If the aforesaid notice of redesption shall have been duly given and if on or before the redesption date mend in such notice the funds necessary for such redesption shall have been set apart so as to be and continue to be available therefor, them, notwithstanding that may contificate of the 6% Constative Professed Stock so called for redesption shall not have been small cases to seems from and after the date of redesption so declimated and all rights with respect to the 6% Constative Professed Stock so called for redesption so declimated

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redunttion date coors and determins, except only the right of the holders to receive the payment on account of such redunttion as above provided, but without interest.

In the event of any liquidation, discolution or winding up of the affairs of the Corporation, whether whentery or involuntary, the bolders of the 65 Complayive Professed Stock shell be entitled to be paid in full the par value thereof, plus an amount equal to dividends thereon from the date on which dividends on such 65 Complative Professed Stock became complative to the date of the payment thereof, loss the Leant of dividends therefore paid thereon, before any distribution or payment shall be used to the holders of the Common Stock, lifter the modification of such payments to the holders of the 65 Complative Preferred Stock, the remaining exacts and fands of the Comporation shall be distributed energy the helders of the Comporation shall be distributed energy the helders of the

Except as otherwise in this Arcadeant to the Charter of Incorporation especifically provided, the holders of the 6% Comulative Proferred Stock shall have no right to vote for the election of directors, or for any other purposes or otherwise to participate in any action taken by the Comporation or the stockholders thereof; provided, however, that if and chemical four quantur-yearly dividence on the 6% Completive Preferred Stock shall be in default, the said stock shall become vested with waiting poses and thereoffer, and until directed of voting poses as bereinefter, and until directed of voting poses, share for share, with the Common Stock. Therefore thereoffer the defaulted dividence on the C% Completive Professed Stock shall have been paid in full (and such payment of defaulted shall have been paid in full (and such payment of defaulted

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Forestation area coulds and decounting, whence could the February the highest of a recount of new counting the highest of a counting of and a counting the counting of an about the counting of an about the counting of an about the

dividends sholl to made as promptly as consistent with the best interests of the Corporation), the voting power then wested in the 6% Completive Preferred Stock shall care, but always subject to the same provisions for revesting in the 6% Completive Preferred Stock of voting power in the event of any similar future describes at any time existing in the payment of four quarter-yearly dividends on said stock.

Fo holder of the 6% Cimulative Preferred Stack shall be entitled, as such, as a matter of right, to subscribe for or purchase may part of any new or additional issue of stock of may class whatseever or of securities convertible into stock of may class whatseever, whether may or bereafter authorized or whether issued for soner; for consideration other team noney or by ear of dividual.

The 6% Cimulative Professed Speck may be issued and sold from time to time by the Board of Directors for such consideration as shall be fixed from time to time by the Board of Directors, provided that after the fesus of Inn Thomsand (10,000) charos thereof no additional charos of such stock shall be issued by the Corporation unless and until the surplus or not profits of the Corporation applicable to the payment of dividends on the 6% Complative Preferred Stock shall have been for a paried of toulys (15) consecutive colemier months within diffeed (15) extender months immediately preceding the issue of such stock, at least one and che-half times the dividend requirements for a like pariod upon the cottre assume of all Cormictive Proformed Shock almosty issued and outstanding, if any, and upon that proposed to be thouse. In case my proporty of the Corporation shall have been exted by it during a part, but not during the shele, of the period for which the

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wer route principal-states and a gradient and and a gradient erends to the mentaler supercy defending to may blue underthing in mis die Genera bene Bradustroff brade of receive of our der that has along earliers an ere true provintedar from more toler to turdet in mae of transchies Beatarn it Speet itelet volles, " Book tessibles and the Compensations, and testing pures the advertigated thous by mich by jergreed as office torms established celethation of earnings is take, then, and in every such ease, the earnings, if any, of such property during such part of arch period as shall have proceeded the socialities of such property by the Corporation, shall be included in the carmings of the Corporation for the purposes hereof. princes our bends the 24 1927.

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SPACE OF THE ESPEE } CS.:

Electric , Clost of the County Court of the County of Frellows, State of Francisco masson, personally appeared on this ? day of Howenber, 1927, A. P. PORTMIES, J. L. FICTER, J. P. CLIM, H. J. EMITTED and G.W.CHAPMAN , with then I am personally ecomminted, Directors of City Water Company of Chattenessa, a corporation organized under the less of the State of Econospee, and severally admostedged that as such Ricestora they signed the foregoing applies then to extend the Charter of Imporporation of said City Water Campung of Chattamega, for the purposes therein expressed; and personally appeared before no A. F. Poderality, she being by no daily avera, aid tootify that the above-need A. P. Porcelies, J. A. Fisher, J. P. Clark, E. J. Philip and G.W.CHAPMAN ord Each more them transpense years of ago and they constitute and are the Beard of Directors of said City Enter Coupany of Chattanooga.

FITHESS my hand and the seel of the said County Court at office in Chattanessa, Hamilton County, Temperase, this ZM day of December, 1987.

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BLATE OF TEMPLESSEE

Hamilton County

Filed for Pegistration May 1 - 1991

and Noted in Note Book No. 2 Pers

Book No. 1 - 1991

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STATE OF TENNESSEE

AMENDMENT TO CHARTER OF INCORPORATION

No. R.B. Freeman and W.E. Dumbar, President and Secretary, respectively, of CITY WATER COMPANY OF CHATTANGOGA, a corporation chartered and organized under the laws of the State of Tennessee, in pursuance to directions from the Directors of the Corporation, hereby certify that at a meeting of the stockholders of said Corporation, legally called and held at the offices of said Corporation in the City of Chattaneoga, State of Tennessee, a resolution in writing was adopted by an affirmative vote of the stockholders, said affirmative vote representing a majority of the chares of stock in said Corporation, declaring the ducire of the stockholders to amend the charter of their said Company for the purpose of providing as follows:

The conduct, management and control of the bustness of the Company, shall be vested in a found of five directors, none of whom need be residents of the City of Chattanooga, Tennessee, or of the State of Tennessee. Said directors shall hold office for the period of one year or until their successors are elected. Said directors shall be elected at the annual meeting of the stockholders of the Company, and in case no election is held thereat, at such subsequent date as a meeting therefor may be called by the Fresident or Directors of the Company, or at any meeting where all of the stockholders are present, either in person or by proxy;

and that said resolution was duly entered on the minutes of said Corporation:

NOW, THEREFORE, we hereby certify to the fact of the adoption of said resolution by the stockholders of said Corporation for the purposes above set out, to the end that this certificate may be duly recorded in the office of the Secretary of State.

R.B.Freeman Prosident

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W.E.Dumber

Secretary

STATE OF NEW HORK COUNTY OF HEA YORK,

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Personally appeared before me, a Notary Fublic of the County aforsoid, R.B. FREEMAN and W.E. Dunbar, with whom I am personally acqueinted, and who made oath before me in due form of law that R.B.Freeman is the President and W.R. Lumbar is the Secretary of CITY WATER CONFANY OF CHATTANOCIA, and that the statements made in the foregoing certificate are true.

> Paul E. Aberli Notery Fublic

SEAL

Paul E. Aberli Notary Public, Richmond County Cert.filed N.Y.Co.Clerk's No.78, 1 Commission expires March 50, 1942 Reg. No. 2-A-74

Pes \$10,00 *

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STATE OF TENESSEE

Amendment to Charter of City Water Company of Chattanooga

We, W. E. STOWEY and W. K. DUMBAR, President and Secretary, respectively, of City Water Company of Chattancogs, a corporation created by an Act of the General Assembly of the State of Tennessee, approved February 18, 1869, under the name of "Lockout Water Company," do hereby certify, in accordance with directions from the Board of Directors of seid Corporation, that the Board of Directors of said Corporation at a meeting thereof duly convened and held on November 4, 1940, adopted resolutions (i) setting forth a proposed amendment to the charter of said Corporation in the form hereinafter set forth and declaring such emendment to be advisable, and (ii) calling a meeting of the stockholders of record entitled to vote for the consideration thereof; that thereafter a special meeting of the stockholders of said Corporation was duly convened and held at the office of said Corporation in the City of Chattanooga, Tennessee, on November 6, 1940, pursuant to such call of the Board of Directors and upon waiver of notice signed by the holders of all of the issued and outstanding Common Stock of said Corporation, the Common Stock being the only class of stock of said Corporation entitled to vote with respect to such proposed amendment; that at said meeting a vote of the stockholders of record entitled to vote, in person or by proxy, was taken for or against such proposed amendment; and that at said meeting the stockholders of record holding stock of said Corporation entitling them to exercise a majority of the voting power (no larger proportion of the voting power being required by the provisions of the charter of said Corporation or any amendment thereto), to wit, the holders of all of the issued and outstanding Correct Stock of seid Corporation, voted in favor of such proposed amendment which is as follows:

^{**}To The authorized capital stock of the Corporation shall be increased from \$3,741,900 to \$4,000,000, such increase, to vit, \$255,100, to consist of 2,581 shares of Common Stock of the per value of \$100 per share, so that the authorized capital stock of the Corporation shall be \$4,000,000, consisting of \$2,000,000 of 6% Cumulative Preferred Stock, divided into 20,000 shares of the per value of \$100 per share, and \$2,000,000 of Common Stock, divided into 20,000 shares of the per value of \$100 per share.

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II. The Corporation shall have a perpetual existence. $^{\rm n}$

NCW, THEREFORE, we do further certify, to the end that this certificate may be duly recorded in the office of the Secretary of the State of Tennessee, that the amendment to the charter of said Corporation set forth above was duly authorized by the stockholders of said Corporation for the purposes therein stated.

WITNESS our hands this 6th day of November, 1940.

(Signed) W. E. Stoney President

(Signed) W. K. Dumbar Secretary STATE OF NEW YORK)
COUNTY OF NEW YORK)

Personally appeared before me, a Notary Public of the State and County aforesaid, W. E. STONEY and W. K. DUNBAR, with whom I am personally acquainted and who, being duly sworn, acknowledged that they are President and Secretary, respectively, of City Water Company of Chattanooga, that they executed the fore; going certificate for the purposes therein contained and expressed and that the statements made therein are true.

WITNESS my hand and official seal of office in New York, New York, this 6th day of November, 1940.

(SEAL)

S. S. Seip (Signed)

S.S.SEIP, Notary Public, Bronx County Bronx Co.Clerk's No. 277, Reg. No. 261-S-41 Cert.filed N.Y.Co.Clerk's No.1105, Reg. No. 1-S-670 Commission Expires March 30, 1941

I, A. B. BROADBENT, SECRETARY OF STATE, do hereby certify that this Amendment to Charter with Certificate attached, of which the foregoing is a true copy, was this day registered and certified to by me. This the 8th day of November, 1940.

A. B. BROADBENT SECRETARY OF STATE

STATE OF TENRESSEE AMENDMENT TO CHARTER OF CITY WATER CONFANY OF CHATTANODIA.

We, W.E.Stoney and W.M.Dunbar, President and Secretary, respectively, of CITY WATER COMPANY OF CHarrangoda, a corporation created by an act of the General Assembly of the State of Tennessee, approved February 19, 1869, under the name of "Lockout Water Company" do hereby certify, in accordance with directions from the Board of Directors of said Corporation, that the Board of Directors of said Corporation at a meeting thereof duly convened and held on December 2, 1943, adopted resolutions (1) metting forth a proposed amendment to the charter of said Corporation in the form hersinafter set forth and declaring such amongment to be advisable, and (11) calling a meeting of the stockholders of record entitled to wate for the consideration thereof; that thereafter a special meeting of the stackholders of said Corporation was duly convened and held at the office of said Corporation in the City of Chattanooga, Tennessee on December J, 1940, pursuant to such call of the Board of . Directors and upon waiver of notice signed by the holders of all of the issued and outstanding Common Stock of said Comporation, the Common Stock being the only class of stock of said Corporation entitied to vote with respect to such proposed amendment and 17,403 shares of common stock being issued and outstanding; that at said meeting a vote of the stockholders of record entitled to vote, in person or by proxy, was taken for or against such proposed amendment; and that at said meeting the stockholders of record holding stock of said corporation entitling them to exercise a majority of the voting power (no larger proportion of the voting power being required by the provisions of the charter of said corporation or any amendment thereof), to wit', the holders of 17,402 shares of the Common stock of said Corporation, voted in favor of such proposed amendment, which is as follows:

Corporation shall be reduced from \$100 per share to \$85 per share, so that the authorized capital stock of the Corporation shall be \$3,700,000, consisting of \$2,000,000 of 6% Cumulative Preferred stock, divided into 20,000 shares of the par value of \$100 per share, and \$1,700,000 of Common stock, divided into 20,000 shares of the par value of \$85 per share,

II. The capital of the Corporation represented by its 17,403 shares of issued and outstanding Common Stock shall be reduced from \$1,740,300 to \$1,479,255, such reduction, to wit, \$281,045, being effected by the aforesaid reduction of the par value of the Common Stock of the Corporation."

BOW, THEREFORE, we do further certify, to the end that this certificate may be duly recorded in the office of the Secretary of State of the State of Tennessee, that the amendment to the charter of said Corporation set forth above was duly authorized by the stockholders of said Corporation for the purposes therein stated.

.WITHESS our hands this 3rd day of December, 1940.

M.E.Stoney

President

W.E. Dunbar

Secretary

STATE OF HEW YORK

COUNTY OF NEW YORK

Personally appeared before me, a Notary Public of the State and County aforesaid W.E. Stoney and W.W. Dunbar, with whom I am personally acquainted and who, being duly sworn, sokmowledged that they are President and Secretary, respectively, of City Water Company of Chattenooga, that they executed the foregoing certificate for the purposes therein contained and expressed and that the statements made therein are true.

METHESS my hand and official seal of office in New York, New York, this 3rd day of Dacember, 1940.

S.S.Selp

S.S.Soip, Hotary Public, Bronx County Bronx Co.Clerk's No. 277, Reg. No. 281-S-41 Cert. filed N.Y.Co.Clerk's No. 1105, Reg.No. 1-S-470 Commission epires March 30, 1941

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for a dividend and terminating at the close of the payment date for such dividend, then from such dividend payment date; and

(a) Otherwise from the quarter-yearly dividend payment date next preceding the date of issue of such shares;

so that unless dividends on all outstanding shares of each class of the Preferred Stock, at the annual dividend rate and from the dates for accumulation thereof fixed as herein provided shall have been paid or declared and set spart for payment for all past querter-yearly dividend periods, but without interest on summistive dividends, no dividends shall be paid or semision, d and no other distribution shall be made on the Common Stock, and no Common Stock shall be purchased or otherwise schiled for value by the Corporation. The holders of the Preferred Stock of any class shall not be entitled to receive any dividends thereon other than the dividends referred to in this paragraph 2.

3. The Corporation by action of its Board of Directors, may redeen the whole or any part of any class or classes of the Preferred Stock, at any time or from time to time by paying in each the redemption price of the shares of the particular class or classes fixed therefor as herein provided, together with a sum in the case of each share of each class so to be redeemed, computed at the annual dividend rate for the class of which the particular share is a part from the date from which dividends on such share became cumulative to the date fixed for such redemption, less the aggregate of the dividends theretofore or on such redemption date paid thereon. Notice of every such redemption shall be given by publication at least once in a daily newspaper printed in the English language and of general circulation in the City of Chattanooga, Tennessee, the first publication to be at least thirty (30) days and not more than minety (90) days prior to the date fixed for such redemption. At least thirty (30) days' and not more than minety (90) days' previous notice of every such redemption shall also be mailed to the holders of reacrd of the shares of the Freferred Stock so to be redesmed, at their respective addresses as the same shall appear on the books of the Corporation; but no failure to mail such notice nor any defect therein or in the mailing thereof shall affect the validity of the proceedings for the redemption of any shares of the Preferred Stock so to be redected. In case of the redemption of a part emly of any class of the Preferred Stock at the time outstanding, the Corporation shall select by lot or in . such other manner as the Board of Directors may determine, the shares so to be redeemed. The Board of Directors chall have full power and authority, subject to the limitations and provisions berein contained, to prescribe the manner in which and the terms and conditions upon which the chares of the Freferred Stock shall be redected from time to time. If such notice of redesption shall have been duly given by publication, and if on or before the redesption date specified in such notice all funds necessary for such redemption shall have been set aside by the Corporation, separate and spart from its other funds, in trust for the account of the holders of the chares to be redocated, so as to be and continue to be available therefor, then, notelthatending that any cortificate for such shares so called for redemption shall not have been surrendered for cancellation, from and after the date fixed for redesption, the shares represented thereby shall no longer to deemed outstanding, the right to receive dividends thereon shall cease to accrue and all rights with respect to such shares so called for redemption shall forthwith on such redemption date cease and terminate except only the right of the holders thereof to receive, but of the funds ac set saide in trist, the excunt payable upon redemption thereof, without interest; provided, however, that ration may, efter giving notice by publication of any such redemption as hereing

provided or after giving to the bank or trust empany hereinafter referred to irrespective sutherication to give such notice by publication, and, at any time prior to the redespited facts specified in such notice, deposit in trust, for the account of the holders of the character of the redespited where to be redesmed, funds necessary for such redespiten with a bank or trust company in good standing, organized under the laws of the State of Fow York or of the State of femnesses or of the United States of America, doing bud ness in the city of New York or in the city of Chartennooga, Tennesses, having capital, surplus and undivided profits aggregating at least \$500,000, designated in such notice of redespiten, and, upon such deposit in trust, all shares with respect to which such deposit shall have been made shall no longer be decided to be outstanding, and all rights with respect to such shares shall forthwith comes and terminate, except only the right of the holders thereof to receive, out of the funds so deposited in trust, from and after the date of such deposit, the amount payable upon the redemption thereof, without interest. Forning herein contained shall limit any logal right of the Corporation to purchase or otherwise acquire any shares of the Preferred Stock.

- 4. Before any amount shall be paid to, or any accests distributed among, the holders of the Common Stock upon any liquidation, dissolution or winding up of the Comporation and after paying or providing for the payment of all creditors of the Corporation, the holders of each class of the Preferred Stock at the time outstanding shall be entitled to be paid in each the secunt for the particular class fixed therefor as herein provided, togother with a sum in the case of each such share of each class. computed at the annual dividend rate for the class of which the particular shore is a part, from the data from which dividends on such share became cumulative to the date fixed for the payment of such distributive amount, less the aggregate of the dividends theretofore or on such date paid thereon; but no payments on account of such distributive amounts shall be made to the holders of any class of the Proferred Stock unless there shall likewise be paid at the same time to the holders of each other class of the Proferred Stock at the time outstanding like proportionate distributive amounts; ratably, in proportion to the full distributive amounts to which they are respectively entitled as herein provided. The holders of the Preferred Stock of any class shall not be entitled to receive any amounts with respect thereto upon any liquidation dissolution or winding up of the Corporation other than the amounts referred to in this paragraph, Reither the consolidation or merger of the Corporation with any other corporation or corporations, nor the sale or transfer by the Corporation of all or any part of its assots, shall be deemed to be a liquidation, dissolution or winding up of the Corporation.
- time outstanding for all past quarter-yearly dividend periods shall have been paid or declared and sat apart for payment, then such dividends (payable in cash, steem or otherwise), as may be determined by the Board of Directors, may be declared and paid on the Common Stock but only out of funds legally available for the payment of dividends.
- 6. In the event of any liquidation, dissolution or winding up of the Corporation all assets and funds of the Corporation remaining after paying or providing for the payment of all creditors of the Corporation and after paying or providing for the payment to the holders of all classes of the Preferred Stock of the full distributive products to which they are respectively entitled, as herein provided, whell be divided among and paid to the holders of the Common Stock according to their respective rights and interests.
- The Corporation may, at any time or from time to time, within the them total authorized amount of the Preferred Stock of all classes, increased the authorized shount of any classes or classes of the Preferred Stock or of any unclassified Preferred Stock or of any unclassified Preferred Stock of Classify or replaying any unissual charge of the Preferred Stock or charge of the Preferred

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Stock of any class or classes or as unclassified Proferred Stock, create one or more additional classes of the Preferred Stock, fix the authorized amount of any class or classes (which amount shall be subject to change from time to time by live action), and fix the designations and the rights and preferences, and restrictions and qualifications thereof, of any class or classes of the Preferred Stock in the respects in which the charge of any class or classes may wary from the shares of other classes of the Proferred Stock as provided in paregraph I heroof, by the vote of the holders of a majority of the total number of shares of the Common Stock of the Corporation then outstanding given at a meeting called for that purpose in accordance with the provisions of persgraph II hereof, and no vote or consent of the holders of theres of the Preferred Stock, as a class or otherwise, shall be required in connection therewith nor shall the holders of shares of the Preferred Stock be entitled to notice of any such meeting. In case and to the extent that, under the laws of Temmessee at the time in effect, the Board of Directors of the Corporation shall be authorized by law to create new classes or series of the Proferred Stock or to fix the emounts, designations, rights and preferences, and restrictions and qualifications thereof, of the shares of any classes or series of the Preferred Stock or to tele any other action with respect to the Preferred Stock of the Corporation specified in this paragraph 7, no action of stockholders of the Corporation with respect thereto shall be required under the provisions of this puregraph 7 and all action authorized by the provisions of this paragraph 7 to be taken by vote of the holders of the Common Stock may be taken by woke of the Board of Directors of the Corporation.

- 6. (A) So long as any charce of the Proferred Stock of any class are outstanding, the Corporation shall not, without the consent (given in writing or by vote at a meeting called for that purpose in accordance with the provisions of paragraph II hereof) of the holders of at least two-thirds of the total number of aboves of the Preferred Stock of all classes then cutstanding:
 - (a) Create or authorize any class of stock (other than a class of the Preferred Stock) ranking prior to or on a parity with the Preferred Stock, or create or authorize any obligation or security convertible into shares of stock of any such class; or
 - (b) Amend, alter, change or repeal any of the express
 terms of the Preferred Stock or of any class of the Preferred Stock then outstanding in a manner prejudicial to
 the holders thereof; provided, however, that if any such
 amendment, alteration, change or repeal would be prejudicial
 to the holders of one or more, but not all, of the classes
 of the Preferred Stock at the time outstanding, only such
 consent of the holders of two-thirds of the total number
 of shares of all classes so affected shall be required; or
 - (c) Issue any shares of any class of the Preferred Stock in addition to the initial issue of 14,000 chares thereof, unless the net earnings of the Corporation (calculated in accordance with the accounting principles followed by the Corporation during the period for which such not carnings are salculated) available for the payment of dividends on the Freferred Stock for any twolve (12) consecutive calendar menths within the fifteen (15) calendar menths immediately

preceding the colonder menth within which such additional shares of atook shall be issued, chall have been at least two (2) times the dividend requirements for a twelve (12) months' period upon the entire amount of the Preferred Stock to be substanding immediately after such insus (including the shares proposed to be issued but not including any chares proposed to be redected or otherwise retired in commention with such issue.)

- (B) So long as any manros of the Preferred Stock of any class are substanding the Corporation shall not, without the consent (given in writing or by vote at a moeting called for that purpose in accordance with the provisions of paragraph II hereof) of the holders of a majority of the total number of shares of the Preferred Stock of all classes then outstanding increase the total authorized amount of the Preferred Stock of all classes.
- (C) Provided that the consent of the holders of the Preferred Stock (or of any class or classes thereof) required by the provisions of subparagraphs (A) and (B) of this paragraph 8, if any such consent be so required, shall have been obtained, the Corporation (a) may create or authorize any class of stock ranking prior to or on a parity with or subordinate to the Preferred Stock or may increase the total authorized amount of the Preferred Stock or of any other class of stock of the Corporation or may amend, change or repeal and of the rights, privileges, terms and conditions of the Preferred Stock or of any class of the Preferred Stock then outstanding upon the vote, given at a meating called for that purpose in accordance with the provisions of paragraph II hereof, of the holders of a majority of the total number of shares of stock of the Corporation then outstanding and emittled to vote thereon, and (b) may issue any such additional shares of any class of the Preferred Stock upon such vote of the stockholders or without any vote of the stockholders as may then be required or permitted by law.
- (9) He holder of shares of any class of the Proferred Stock shall be entitled as such as a matter of right to subscribe for or purchase any part of any new or additional issue of stock, or securities convertible into atock, of any class whatseever, whether now or hereafter authorized, and whether issued for cash, property, services, by way of dividends or otherwise.
- (10) (A) Every helder of the Preferred Stock and every helder of the Common Stock shall have one vote for each share of stock held by him for the election of Directors and upon all other matters, except as otherwise provided in this paragraph 10 and in paragraph 7 hereof.
- (B) If and when dividends payable on the Proferred Stock shall be in default in an amount equivalent to four (4) full quarter-yearly dividends on all shares of all classes of the Preferred Stock at the time outstanding, the number of Directors of the Corporation shall thereupon, and until all dividends then in default on the Preferred Stock shall have been paid, be two more than the full number constituting the Board of Directors institutely prior to such default, and, except as provided in subparagraph (6) hereof, until such default shall have been remedied, the holders of all shares of the Preferred Stock. Youling deparately as one class, shall be entitled to elect two members of the Board of Directors and the holders of the Common Stock, voting separately as a class, shall be entitled to elect two members of the Found of
- (C) If and when dividends payable on the Proferred Stank chall be in default in an amount equivalent to twelve (12) full quarter-yearly dividends on all theres of all

classes of the Preferred Stock then cutstanding, and until such default chall have been remedied, the holders of all shares of the Preferred Stock, voting separately as one class, shall be entitled (in lieu of the right to elect two Directors as provided in subparagaph (B) hereof) to elect the smallest number of Directors necessary to constitute a majority of the full Board of Directors, and the holders of the Common Stock, voting separately as a class, shall be entitled to elect the remaining Directors of the Corporation. The terms of office of all persons who may be Directors of the Corporation at the time shall terminate upon the election of a majority of the Board of Firectors by the holders of the Preferred Stock, whether or not the holders of the Common Stock shall then have elected the remaining Directors of the Corporation.

- outstanding shall be paid (and such dividends them in default on the Preferred Stock them outstanding shall be paid (and such dividends shall be declared and paid out of any funds legally available therefor as soon as reasonably practicable), the Preferred Stock shall thereupon be diveated of any special right with respect to the election of Directors provided in subgrangraph (3) or (C) hereof, the voting power of the Preferred Stock and the Germon Stock shall revert to the status existing before the occurence of such default, and the number of Directors of the Corporation shall be reduced by two; but always subject to the same provisions for vesting such special rights in the Preferred Stock in case of further like default or defaults in dividends thereon. Upon the termination of any such special right upon payment of all accumulated and defaulted dividends on such stock, the terms of office of all persons who may have been elected Directors of the Corporation by vote of the holders of the Preferred Stock as a class, pursuant to such special right, shall forthwith terminate.
- (E) In case of any vacancy in the Board of Directors occuring arong the Directors elected by the holders of the Proferred Stock as a class, pursuant to either subparagraph (B) or (C) hereof, the holders of the Preferred Stock then outstanding and entitled to vote may elect a successor to hold office for the unexpired term of the Director whose place shall be vacant. In case of a vacancy in the Board of Directors occuring among the Directors else and by the holders of the Common Stock as a class, pursuant to subparagraph (C) hereof, the holders of the Common Stock then outstanding and entitled to vote may elect a successor to hold office for the unexpired term of the Director whose place shall be vacant. In all other cases, any vacancy occurring among the Directors shall be filled by the vote of a majority of the remaining Directors.
- (F) Whenever the holders of the Preferred Stock as a class become entitled to elect Directors of the Corporation pursuant to either subparagraph (B), (C) or (E) hereof, or whenever the holders of the Common Stock as a class become entitled to elect Directors of the Corporation pursuant to subparagraph (C) or (E) hereof, a meeting of the holders of the Preferred Stock or of the Common Stock, as the case may be, shall be hold at any time thereafter upon notice as provided in paragraph II hereof, upon call by the holders of not less than 1,000 shares of the Preferred Stock or of 1,000 shares of Common Stock, as the case may be, or upon call by the Secretary of the Corporation at the request in writing of any stockholder addressed to him at the principal office of the Corporation. At all meetings of stackholders held for the purpose of electing Pirectors during such times as the holders of stares of the Freferred Stock shall have the apacial right, voting separately as one class, to elect Directors pursuant to either subparagraph (B) or (C) hereof, the presence in person or by proxy of the holders of a majority of the outstanding shares of the Common Stock shall be required to constitute a quorum of such class for the

welcation of Directors, and the presence in person or by proxy of the bolders of a majority of the cutatarding charcost all classes of the Proferred Stock shall be required to constitute a quorum of such class for the election of Directors; provided, however, that the absence of a quorum of the holders of stock of either such class shall not prevent the election at any such mosting or adjournment thereof of Directors by the other such class if the necessary quorum of theholders of stock of such class is present in person or by proxy at such meeting; and provided further that in the absence of a quorum of the holders of stock of either such class, a majority of those holders of the stock of such class who are present in person or by proxy shall have poser to adjourn the election of the Directors to be elected by such class from time to time without notice other than announcement at the meeting until the requisite amount of holders of such class shall be present in person or by prox

- (G) Directors of the Corporation need not be stockholders of the Corporation. So long as any shares of the Preferred Stock of any class are outstanding, the Board of Directors of the Corporation shall consist of not more than five (S) persons, in addition to the two Directors to be added upon the default specified in subparagraph (B) horses.
- (H) Except when some mandatory provision of law shall be controlling and except as otherwise provided in clause (b) or paragraph B (A) hereof and, as regards the special rights of any class of the Preferred Stock, as may be provided in the resolutions creating such class, whenever shares of two or more classes of the Preferred Stock are outstanding, no particular class of the Preferred Stock shall be entitled to vote as a separate class on any matter and all shares of the Preferred Stock of all classes shall be deemed to constitute but one class for any purpose for which a vote of the stockholders of the Corporation by classes may now or hereafter be required.
- 11. Hotice of any maching of stockholders of the Corporation, or of the holders of any class of stock, required or authorized by the provisions of this amendment to the charter of the Corporation or by law, setting forth the purpose or purposes of such meeting, shall be called by the Corporation, not less then ten (10) days before such meeting to all stockholders (at their respective addresses appearing on the books of the Corporation) entitled to vote thereat of record as of a date fixed by the Board of Directors of the Corporation, not more than forty (40) days prior to such meeting, for the purpose of determining the etockholders entitled to notice of and to vote at such meeting, unless such notice shall have been waived, either before, at or after the holder of such meeting, by all stockholours entitled to notice thereof and to vote therest. Any action authorized to be taken at a meeting called for that purpose in accordance with the provisions of this paragraph II may be taken either at a special moeting, or at any regular or annual meeting provided that notice of such proposed action is included in the notice of such regular or annual meeting. Except where some mandatory provision of law shall be controlling, no other, longer or additional notice mood be given of any such mosting and all holders of shares of stock of the Corporation, by becoming such, hereby consent to the helding of any such mosting upon notice given as hereinbefore provided and thereby waive, to the full extent permitted by law, any right to require the giving of or to receive any such other, lenger or scottonal nation.
- 12. The Corporation may issue and dispuse of any of the authorized and unissued charas of the Professed Stock and Common Stock at such time or times, in such anomals at such prices, for each or property or in exchange for other stock of the Corporation or through one or more of said methods, as the Board of Directors may from time to time determine, subject to any provisions of law then applicable and subject to the newticions of determine, subject to any provisions of the Corporation relating to the issue and disposition.

公司,是各种特别的基础的 多多点 机设计设置 医心脏动物 经营

of such charge. All shares of stock issued by the Corporation shall be fully paid and nonassessable stock and the holders thereof shall not be personally limits for any debts or obligations of the Corporation except, to the extent provided by law, for wages due to employers of the Corporation.

13. The holders of shares of the Common Stock shall have the prior right, in proportion to the number of shares of such stock held by them respectively, to purchase additional shares of Common Stock and securities convertible into Common Stock issued by the Corporation upon original issuance and sold for cash. Such prior right shall be exercisable only at the price at which such stock or securities are to be sold as fixed at the time by the Board of Directors of the Corporation and only within such period of time as shall be prescribed at the time by the Board of Directors of the Corporation but not less than fifteen (15) days following the mailing to such stockholders of notice of their right so to purchase such additional shares. Except as above provided in this paragraph 13, no holder of shares of the Common Stock shall be entitled as such as a matter of right to subscribe for or purchase any part of any new or additional issue of stock, or securities convertible into atock, of any class whatsoever, whether new or hereafter authorized, and whether issued for cash, property, services, by way of dividence, or otherwise.

III

\$1,400,000 of the Preferred Stock created by the feregoing provisions of this amendment to the charter of the Corporation is hereby classified as a class of such Preferred Stock, to be designated as the "5% Preferred Stock" and to consist initially of 14,000 shares of the par value of \$100 per share; and that the rights and preferences, and restrictions and qualifications thereof, of the 5% Preferred Stock in the respects in which the phases of such class reg vary from the charce of other classes of the Preferred Stock, shall be we followe:

5% Preferred Stock

- (a) The annual dividend rate for such class shall be 5% per annum and the date from which dividends on all shares of such class issued prior to the record date for the dividend payable March 1, 1941, shall be cumulative, shall be December 30, 1940;
 - (b) The redemption prices for such class shall be as follows:
 \$110 per share, if redeemed on or before December 1, 1945,
 \$109 per share, if redeemed after Locumber 1, 1945, and on or before December 1, 1945,
 - \$108 per share, if redeemed after December 1, 1946, and on or before December 1, 1947,
 - \$107 per share, if redeemed after Documber 1, 1947, and on or before Documber 1, 1948,
 - \$106 per shars, if redecaed after December 1, 1940, and on or before December 1, 1949,
 - \$105 per share, if redeemed after December 1949;
- (c) The emounts payable to the holders of shares of such class upon any liquidation, dissolution or winding up of the Corporation shall be as follows:

 Upon any voluntary liquidation, dissolution or winding up of the Corporation, an amount equal to the redemption price of shares of such class which would be payable were such shares to be redemed at the date of such voluntary liquidation, dissolution or winding up of the Corporation, except that if

cauch voluntary liquidation, discolution or winding up of the Comporation thall have been approved by the vote in favor thereof of the holders of a majority of the total number of shares of the 5% Preferred Stock then outstanding, given at a mosting called for that purpose in accordance with the provisions of paragraph 12 of the foregoing Statement of the Designations, Fights, Preferences, Voting Powers, Restrictions and muslifications of the Preferred Stock and Common Stock of the Corporation the amount so payable on such voluntary liquidation, dissolution, or winding up thall be \$100 per share; or

Upon any involuntary liquidation, dissolution, or winding up of the Corporation, \$100 per share. Any liquidation, dissolution or minding up of the Corporation in econoction with, or as a consequence of, the acquisition of all or any aubstential part of the property of the Corporation by any one or more municipal corporations or other governmental mubdivisions or governmental bodies shall be deemed to be an involuntary liquidation, dissolution or minding up of the Corporation;

- (d) There shall not be any sinking fund provided for the purchase or redemption of shures of the 51 Preferred Stock; and
- (c) The charce of the 5% Preferred Stock shall not have any rights of conworsion or participation, or any special rights other than those specified herein.

ΙV

Nothing contained in this emendment to the charter of the Corporation shall be deemed to smend, alter, change or repeal ony of the rights, privileges, terms and conditions of the 6% Cumulative Preferred Stock of the Corporation heretofore issued and now outstanding and, anything herein to the contrary notwithstanding, all the rights, privileges terms and conditions of the Preferred Stock created by this amendment shall be subordinate to those of such outstanding 6, Curulative Preferred Stock; and particularly, but without limiting the generality of the foregoing, so long as any of such shares of outstanding 6% Cumulative Preferred Stock remain outstanding (a) no dividend shall be paid, or declared and set apart for payment, on the Preferred Stock unless and until all dividends on all shares of such 6% Cumulative Preferred Stock then outstanding for all quarter-yearly dividend periods ending on or before the date of such payment, or such declaration and setting aside, of dividends on the Proferred Stock and for the quarter-yearly period them current shall have been paid or shall have been declared and a sum sufficient for the payment thereof set saids in trust for such payment, (b) no amount shall be paid to and no assets distributed among the holders of the Freferred Stock upon any liquidation, dissolution, or winding up of the Comporation, thether voluntary or involuntary, unless and until the full excusts payable to the holders of all shares of such 6% Omulative Preferred Stock then outstanding shall thay been paid or a our sufficient for the persont thereof set solds in trust for such paymant, and (o) no charge of the Freserred Stock shall be redeemed or called for redemption. Orm the redemption, percent, acquisition and retirement by the Corporation of all of such

cutstanding shares of 6% Cumulative Freferred Stock, the provisions of this paragraph shall deads to be of any force or effect.

NOW, THEREFORE, no do further portify, to the end that this cortificate may be duly recorded in the office of the Secretary of the State of Tennocuoe, that the amendment to the charter of said Corporation set forth above was duly sutherized by the stockholders of said Corporation for the purposes therein stated. WITNESS our hands this Eith day of Docember, 1940.

W. E. Steney President

W. K. Dunbar

STATE OF REW YORK

COUNTY OF KEN YORK

Personally appeared before me a Notary Public of the State and County aforesaid, F. E. Steney and W. K. Dunbar, with whom I am personally acqueinted and the, being duly aworn, deknowledged that they are President and Secretary, Puspeobively, of City Water Company of Chatteroogn, that they executed the foregoing cortificate for the purposes therein contained and expressed and that the statements made therein are true.

WITHESS my hand and official seal of office in New York, New York, this 24th ay of December, 1940. day of December, 1940.

S.S.Seip, Noterr Public, Bronx County Bronx Co.Clerk's No.277, Reg. No.261-5-41 Cert.filed N.Y.Co.Clerk's No.1105, Reg. No.1-S-670 Commission expires March 30, 1941

Pec \$302.50 ^

CITY WATER COMPANY OF CHATTANOOGA

Certificate of Amendment to Charter

We. JEROME POWERS and H. H. BRIGGS, President and Secretary, respectively, of City Water Company of Chattanooga, a corporation created by an Act of the General Assembly of the State of Tennessee, approved February 19, 1869, under the name of "Lookout Water Company", do hereby certify, in accordance with directions from the Board of Directors of said Corporation, that the Board of Directors of said Corporation at a meeting thereof duly convened and held on June 14, 1954, adopted resolutions (i) setting forth a proposed amendment to the Charter of said Corporation in the form hereinafter set forth and declaring such amendment to be advisable, and (ii) calling a meeting of the stockholders of record entitled to vote for the consideration thereof; that thereafter a special meeting of the stockholders of said Corporation was duly convened and held at the office of said Corporation in the City of Chattanooga, Tennessee, on July 20, 1954, pursuant to such call of the Board of Directors and upon notice of the time, place and purpose of said meeting mailed to each stockholder of record entitled to vote at such meeting not more than 40 or less than 10 days before such meeting, there being issued and outstanding 14,000 shares of the Preferred Stock of said Corporation designated 5% Preferred Stock and 20,000 shares of Common Stock of said Corporation entitled to vote with respect to such proposed amendment; that at said meeting a vote of the stockholders of record entitled to vote, in person or by proxy, was taken for or against such amendment; and that at such meeting the stockholders of record holding stock of said Corporation entitling them to exercise a majority of the voting power of the Preferred Stock and a majority of the voting power

of the Common Stock (no larger proportions of the voting power of either of said classes of stock being required by the provisions of the Charter of said Corporation or any amendment thereof), to wit, the holders of 10,868 shares of the Preferred Stock designated 5% Preferred Stock and the holders of 20,000 shares of the Common Stock of said Corporation voted in favor of such proposed amendment which is as follows:

II. The authorized Capital Stock of the Corporation which is now \$5,550,000 consisting of \$3,000,000 of Preferred Stock divided into 30,000 shares of the par value of \$100 per share and \$2,550,000 of Common Stock divided into 30,000 shares of the par value of \$85 per share shall be increased to \$10,000,000 consisting of \$5,000,000 of Preferred Stock divided into 50,000 shares of the par value of \$100 per share and \$5,000,000 of Common Stock divided into 5,000,000 shares of the par value of \$1 per share.

*II. In all other respects the Charter of this Corporation including the statement of the designations, rights, preferences, voting powers, restrictions, and qualifications of the Preferred Stock and Common Stock as in effect prior to the adoption of this amendment shall continue in full force and effect."

NOW, THEREFORE, we do further certify to the end that this certificate may be duly recorded in the office of the Secretary of State of the State of Tennessee that the amendment to the Charter of said Corporation set forth above was duly authorized by the stockholders of said Corporation for the purposes therein stated.

WITNESS our hands this 20th day of July, 1954

President

HAMILTON COUNTY

Personally appeared before me, a Notary Public of the State of Tennessee, Hamilton County, JEROME POWERS and H. H. BRIGGS, with whom I am . personally acquainted and who, being duly sworn, acknowledged that they are President and Secretary, respectively; of City Water Company of Chattanooga, that they executed the foregoing certificate for the purposes therein contained and expressed and that the statements made therein are true.

WITNESS my hand and official seal of office in the City of Chattanooga, Hamilton County, Tennessee, this 20th day of July, 1954.

Mill A. Mannaul Notary Public My Commission Expires:-

My Commission Expires Dec. 81, 1955

1, G. EDWARD FRIAR, Secretary of State, do hereby certify that this amendment to charter, with certificate attached, the foregoing of which is a true copy, was this day registered and certified to by me. This the 21st of July, 1954.

> G. EDWARD FRIAR. SECRETARY UP STATE

> > FEE:

CITY WATER COMPANY OF CHATTANOOGA

Certificate of the Distinguishing Characteristics, and the Rights, Privileges and Immunities of the 4 1/2% Preferred Stock in the Respects in which the Shares of such Class may vary from the Shares of other Classes of the Preferred Stock

We, JEROME POWERS and H. H. BRIGGS, President and Secretary, respectively, of City Water Company of Chattanooga, a corporation created by an Act of the General Assembly of the State of Tennessee, approved February 19, 1869, under the name of "Lookout Water Company". do hereby certify, in accordance with directions from the Board of Directors of said Corporation, that the stockholders of said Corporation, at a meeting thereof duly convened and held on July 20, 1954, adopted a special resolution delegating to the Board of Directors of the Corporation the right to determine and fix the distinguishing characteristics and the rights, privileges and immunities of a new class of the Preferred Stock of said Corporation to be known as its 4 1/2% Preferred Stock in the respects in which the shares of such class may vary from the shares of other classes of the Preferred Stock; that pursuant thereto the Board of Directors of said Corporation, at a meeting duly called for the purpose, convened and held on July 20, 1954, adopted a resolution as follows:

"RESOLVED, that \$1,275,000 par value of the Preferred Stock of the Corporation is hereby classified as a class of such Preferred Stock, to be designated as the '4 1/2% Preferred Stock' and to consist of and to be limited to 12,750 shares of the par value of \$100 per share; and that the rights and preferences, and restrictions and qualifications thereof, of the 4 1/2% Preferred Stock in the respects in which the shares of such class may vary from the shares of other classes of the Preferred Stock, shall be as follows:

- (a) The annual dividend rate for such class shall be 4 1/2% per annum and the date of issuance shall be the date from which dividends on all shares of such class issued prior to the record date for the dividend payable September 1, 1954, shall be cumulative.
- (b) Except as provided in subparagraph (c) hereof, the redemption prices for such 4 1/2% Preferred Stock shall be as follows:

\$104.50 per share, if redeemed on or before May 31, 1956,

\$104.00 per share, if redeemed after May 31, 1956, and on or before May 31, 1958,

. \$103.50 per share, if redeemed after May 31, 1958, and on or before May 31, 1960,

\$103.00 per share, if redeemed after May 31, 1960, and on or before May 31, 1962,

\$102.50 per share, if redeemed after May 31, 1962, and on or before May 31, 1964,

\$102.00 per share, if redeemed after May 31, 1964, and on or before May 31, 1966,

\$101.50 per share, if redeemed after May 31, 1966, and on or before May 31, 1968,

\$101.00 per share, if redeemed after May 31, 1968.

- (c) The amount payable to the holders of shares of 4 1/2% Preferred Stock (i) upon redemption by operation of the Sinking Fund provided for in subparagraph (d) hereof, or in connection with or subsequent to the sale to or other acquisition by or on behalf of one or more governments or municipal corporations or other governmental subdivisions, bodies, authorities or agencies of all or substantially all of the properties or assets or Common Stock of the Corporation, or (ii) upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, is \$100 per share, plus accrued dividends as hereinafter defined.
- (d) On or before April 15, 1956, and on or before each April 15th thereafter, so long as any of the 4 1/2% Preferred Stock shall remain outstanding, the Corporation shall set aside as a Sinking Fund for the 4 1/2% Preferred Stock the sum equal to two per cent. (2%) of the aggregate par amount of the 4 1/2% Preferred Stock now or hereafter issued (herein called the Sinking Fund Requirement) which shall be used on or before the next ensuing June 1st to purchase shares of the 4 1/2% Preferred Stock at a price not in excess of \$100 per share or to redeem shares of the 4 1/2% Preferred Stock at \$100 per share, together with a sum (herein called "accrued dividends") in the case of each share to be so purchased or redeemed computed at the annual dividend rate for such class from the date from which dividends on such share became cumulative to the date fixed for such purchase or redemption, less the aggregate of the dividends theretofore paid thereon. The Corporation shall pay from its general funds all accrued dividends payable on any such purchase or redemption and all expenses in connection therewith.

Against any Sinking Fund Requirement the Corporation may credit an amount equal to the aggregate par value of any shares of 4 1/2% Preferred Stock which it may have purchased or redeemed at any time other than through operation of the Sinking Fund, and which it shall not theretofore have used for the purpose

of any such credit. No cash shall be required to be set aside and applied to the purchase or redemption of 4 1/2% Preferred Stock (i) if the net income of the Corporation for the preceding fiscal year available for dividends on junior stock shall be less than the amount of the Sinking Fund Requirement plus the aggregate of all other Sinking Fund Requirements, if any, established for the benefit of any class of the Freferred Stock, or (ii) if and so long as any dividends upon the shares of any class of the Preferred Stock of the Corporation shall be in arrears, in whole or in part, or (iii) if the Corporation shall not have capital or surplus legally available for the purchase or redemption of 4 1/2% Preferred Stock. The Sinking Fund Requirement, however, shall be cumulative so that if in any year the Corporation shall not satisfy the Sinking Fund Requirement for such year the amount of the deficiency shall be added to the Sinking Fund Requirement for the next succeeding year. Unless and until all such deficiencies shall have been made good, no dividend shall be paid or declared and no other distribution shall be made on any junior stock and no junior stock shall be purchased or otherwise acquired for value by the Corporation. Any shares of the 4 1/2% Preferred Stock used by the Corporation as a credit against the Sinking Fund Requirement and any such shares purchased or redeemed by operation of the Sinking Fund in accordance with the foregoing provisions shall not be reissued.

- (e) The shares of the 4 1/2% Preferred Stock shall not have any rights of conversion or participation, or any special rights other than those specified herein.
- (f) As used herein the term "junior stock" shall mean Common Stock and any other stock in respect of which the Preferred Stock of any class is entitled to priority in the payment of dividends or in distribution in liquidation."

NOW, THEREFORE, we do further certify to the end that this certificate may be duly recorded in the office of the Secretary of State of the State of Tennessee that the foregoing resolution passed by the Board of Directors'of said Corporation setting out the distinguishing characteristics and rights, privileges and immunities of the 4 1/2% Preferred Stock in the respects in which the shares of such class vary from the shares of other classes of the Preferred Stock was duly authorized by the stockholders of said Corporation for the purposes therein stated.

WITNESS our hands this 20th day of July, 1954.

President

Secretary

STATE OF TENNESSEE

: SS.:

HAMILTON COUNTY

Personally appeared before me, a Notary Public of the State of Tennessee, Hamilton County, JEROME POWERS and H. H. BRIGGS, with whom I am personally acquainted and who, being duly sworn, acknowledged that they are President and Secretary, respectively, of City Water Company of Chattanooga, that they executed the foregoing certificate for the purposes therein contained and expressed and that the statements made therein are true.

WITNESS my hand and official seal of office in the City of Chattanooga, Hamilton County, Tennessee, this 20th day of July, 1954.

Notary Public / My Commission Expires:-

nig Comesicuse Equires Dec. 31, 1255

I, G. EDWARD FRIAR, Secretary of State, do hereby certify that this amendment to charter, with certificate attached, the foregoing of which is a true copy, was this day registered and certified to by me. This the Zist day of July, 1954.

G. EDWARD FRIAR, SECRETALY OF STATE

FEE: \$10.00

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P-53, PAGE 6578

FEBRUARY 9, 1971

CITY WATER COMPANY OF CHATTANOOGA

Certificate under Section 48-503 of The Tennessee General Corporation Act

The undersigned, the President of City Water Company of Chattanooga ("Company") hereby certifies as follows on behalf of the Company in accordance with Section 48-503 of the Tennessee General Corporation Act, being duly authorized to do so:

- (a) The name of the Company is City Water Company of Chattanooga.
- (b) On February 2, 1971, the Company's board of directors duly adopted the following resolution, establishing and designating a class or series of 10-1/4% Preferred Stock, and fixing and determining the relative rights and preferences thereof at a meeting duly called and held, at which meeting a quorum was present and acting throughout:

RESOLVED, that \$1,000,000 par value of the preferred stock of this Company is hereby classified as a class or series of such preferred stock, to be designated as the "10-1/4% Preferred Stock" and to consist of and to be limited to 10,000 shares of. the par value of \$100 per share; and that the rights and preferences, and restrictions and qualifications of the 10-1/4% Preferred Stock in the respects in which the shares of such class or scries may vary from the shares of other classes or series of the preferred stock, shall be as follows:

- (a) The annual dividend rate for shares of the 10-1/4% Series shall be 10-1/4% of the par value of such shares, and no more, and the date of comulation on all such shares issued prior to the record date for the first dividend shall be the date of issuance.
- (b) The shares of the 10-1/44 Series may be redeemed only as follows:

(i) such shares shall not be redeemable on or before February 1, 1981 by the use, or in anticipation of the receipt, of proceeds from any borrowing or issuance of Preferred stock at an interest or dividend rate of less than 10 1/4%, if such borrowing or issuance is by the Corporation or a controlling company or a company under common control with the Corporation and is for the purpose of providing funds to the Corporation for such redemption.

(ii) the redemption price per share of such shares (including redemption upon voluntary liquidation, dissolution or winding up of the Corporation), redeemed other than pursuant to clause (iii) of this subparagraph (b) shall be as follows:

(both da	Period	-	Redemption
	tes inclusive)	:	Price Per share
February 1, 1	971 to January 3 981 to January 3 982 to January 3 983 to January 3 1984 to January 3 1985 to January 3 1986 to January 3 1988 to January 3 1988 to January 3 1990 to January 3 1991 to January 3 1992 to January 3 1993 to January 3 1993 to January 3 1994 to January 3	1, 1983 1, 1983 1, 1984 1, 1985 11, 1986 11, 1987 11, 1988 11, 1989 11, 1990 11, 1991 11, 1991 11, 1992	\$110.250 109.567 108.884 108.201 107.518 106.835 106.152 105,405 104.786 104.103 103.420 102.737 102.054 101.371 100.688 100.000

together in each case with Accrued Dividends.

shares (x) upon redemption or purchase by operation of the Sinking and provided for in subparagraph (c) below, (y) upon any incoluntary liquidation, dissolution or winding up of the Corporation, or (x) in connection with or subscipant to the sale to or other acquisition by or on behalf of one or more governments or municipal conferentions or other governmental subdivisions or governmental

authorities of either (1) all or any substantial part of the assets or Common Stock of the Corporation, or (11) the all or any substantial part of the assets of the Corporation which are used or useful in connection with the business of the Corporation as a water company or as a water utility, shall be \$100 per share plus Accused Dividends.

(c) On or before January 15, 1974, and on or before each January 15th thereafter, so long as any of the charen of the 10 1/41 Series shall remain outstanding, the Corporation shall set aside as a Sinking Fund for such shares the sum in cush equal to 4% of the aggregate par amount of the such shares new or hereafter issued ("Sinking Fund Requirement"), which shall be used on or before the next ensuing February 1st to purchase or redeem such shares for the amount set forth in clause (iii) of subparagraph (b) above. The Corporation shall pay from its general funds all accrued dividends payable on any such purchase or redemption and all expenses in connection therewith.

Against any Sinking Fund Requirement the Corporation may credit an amount equal to the aggregate par value of any shares of the 10 1/48 Series which it may have purchased or redepsed at any time other than through operation of the Sinking Fund, and which it shall not theretofore have used for the purpose of any such credit. No cash shall be required to be set aside and applied to the purchase or redemption of such share: (i) if and so long as any dividends upon the shares of any claus of the Preferred Stock of the Corporation shall be in arrears, in whole or in part, or (ii) if the Corporation shall not have capital or surplus legally available for the purchase or redemption of shares of the 10 1/4% Series. The Sinking Fund Requirement, however, shall be causaltive so that if in any year the Corporation shall not satisfy the Sinking Fund Requirement for such year the amount of the deficiency shall be added to the Sinking Fund Requirement for the next succeeding year. Unless and until all such deficiencies shall have been made good, no dividend shall be paid or declared and no other distribution shall be made on any Junior stock and no Junior stock shall be purchased or otherwise acquired for value by the Corporation. Any chares of the 10 1/47 Serie used by the Corporation as a credit against the Sinking Fund Requirement and any such shares purchased or redeemed by operation of the Sinking Fund in accordance with the foregoing provisions shall not be reissued.

- (d) The holders of shares of the 10 1/40 Series shall have no rights of conversion, exchange, participation, or any special rights other than those specified herein and in the Charter of Incorporation, as amended.
- (e) As used herein the term "Accrued Dividends" shall soon in the case of each share subject to redemption, purchase or other payment or distribution a sum computed at's the annual dividends rate for such share from the date from which dividends on such share became comulative to the date fixed for such purchase, redemption or other payment or distribution, less the aggregate of the dividends theretofore paid thereon.
- (f) As used herein the term "Junior stock" shall mean Preference Stock, Common Stock and any other stock in respect or which the Preferred Stock of any class is entitled to priority in the payment of dividends or in distribution in liquidation.
- outstanding, additional series of the Preferred Stock may not be issued by the Corporation after the initial issuance of shares of the 10 1/4% Series unless (i) consent thereto has been given (in writing or by vote at a meeting called for that purpose in accordance with the provisions of paragraph 11 of Part II of the Charter of Incorporation) by the holders of at least a majority of the total number of shares of the 10 1/4% Series then outstanding, or (ii) the ret income of the Corporation, calculated as hereinafter provided, for a period of twelve consecutive calendar months within the fifteen calendar months immediately proceeding the first day of the month in which the additional series is to be issued has been equal to at least one and one quarter times (i) the aggregate annual interest charges on all long term debt of the Corporation to be outstanding immediately after such issuance plus (ii) the aggregate annual cumulative dividend requirements on all preferred stock of the Corporation to be outstanding immediately after such issuance; provided however, that in all calculations of such net income affect shall be given to the issue or retirement of any indebtedness or equity securities that will be accomplished prior to or on the date of such issuance and there shall be excepted from such long term debt and preferred stock any thereof for the payment or redecation of which moneys in the necessary accounts have been irrevocably

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FEBRUARY 9, 1971

Set saide by such corporation or deposited with a trustee or other holder of a mortgage or other lies securing any such Long Term Debt.

The method of calculation of such net income to be as follows:

From the total income (except amortization of premium on debt), whether credited to surplus or otherwise, of the Corporation from all sources (which shall not include income or losses from the sale of capital assets but shall include as a credit interest charged to construction) for the period in question there shall be deducted all operating and non-operating expenses and charges, including maintenance expenses, such provisions for depreciation, obsciescence and depletion as is determined by board of directors of the Corporation in accordance with established practice of the Corporation, taxes and rentals paid or accrued in respect of the properties, license fees and franchise taxes paid or accrued, taxes based upon gross income, gross revenues or gross receipts, and Federal and State taxes based on not income paid or accrued, but excluding from such deductions interest charges on indebtedness of the Corporation, amortization of debt discount and expense, amortization of intangibles or property adjustments, write-downs of property, or other adjustments, and similar items. Any increase or decrease in gross revenues of the Corporation attributable to higher or lower rates that have been in effect for less than the full twolve-month period on which such calculation is based shall be annualized, and the income tax effect of any such increase or decrease in gross revenues shall also be annualized, and there shall also be annualized such related fixed expenses and charges as are known to the principal efficers of the Corporation.

In case within or after the period for which the computation of net income of the Corporation is made, the Corporation shall have acquired any property (including an acquisition by merger), such acquired property may be treated as having been comed by the Corporation for the while of such period of computation and the net income thereof for such period may, at the option of the Corporation, be included in the

net income of the Corporation, and there shall be excluded, in computing such net income, an amount equal to the net income estimated by the Corporation to be applicable to any property sold or disposed of by the Corporation after the beginning of such pariod of computation.

As used in this subparagraph (g), the term "long term debt" shall mean the principal amount of all indebtedness maturing more than one year from the date incurred or assumed, or renewable or extendible by its terms beyond such one year, without reduction for any serial, sinking fund or other required payment due on or in respect of any such indebtedness, even though due within such year. All computations made pursuant to this subparagraph (g) shall be made in accordance with the rules and regulations of any governmental body or agency under the jurisdiction of which the Corporation may be operating, or if there be no such agency or no such rules and regulations, then in accordance with generally accepted accounting principles.

(h) So long as any shares of the 10 1/4% Series are outstanding, the Corporation shall not, without the consent (given in writing or by vote at a meeting called for that purpose in accordance with paragraph 11 of Part II of the Charter of Incorporation) of at least a majority of the total number of shares of the 10 1/4% Series then outstanding, declare or pay any dividend on any shares of its Common Stock (other than dividends payable solely in shares of its Common Stock) or make any payment to purchase, retire or otherwise acquire any such shares (other than purchases, retirements or acquisitions not exceeding the aggregate proceeds from additional shares of its Common Stock issued subsequent to December 31, 1969), if the aggregate amount of all such dividends and payments made after becember 31, 1969 including the proposed dividend or payment would exceed an amount equal to the net income of the Corporation applicable to its Common Stock since December 31, 1969 to and including the date of the proposed dividend or payment; hus \$200,000. For the purposes of this subparagraph (h) all diterminations of net income shall be made in accordance with the rules and regulations of any governmental body or agency under the jurisdiction of which the Corporation may be operating, or if there be no such agency or no such rules or regulations then in accordance with generally accepted accounting principles; provided that

FEBRUARY 9, 1971

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any write-up or write-down of assets or write-off of the excess over original cost of property made on the books of the Corporation subsequent to December 31, 1969 shall be disregarded.

Executed on behalf of the Company February 2, 1971.

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P-53, PAGE 6585

I, JOE C. CARR, Secretary of State, do hereby certify that this amendment to charter, with certificate attached, the foregoing of which is a true copy, was this day registered and certified to by me. This the 9th day of February, 1971.

> JOE C. CARR, SECRETARY OF STATE

> > FEE: \$ 10.00

CITY WATER COMPANY OF CHATTANOOGA

ARTICLES OF AMENDMENT TO CHARTER OF INCORPORATION

We, E. S. TILLOTSON and S. B. GIVENS, a Vice President and Secretary, respectively, of City Water Company of Chattanooga, a corporation created by an Act of the General Assembly of the State of Tennessee, approved February 19, 1869, under the name of "Lookout Water Company", pursuant to the provisions of Section 48-303 of the Tennessee General Corporation Act, do hereby certify, in accordance with directions from the Board of Directors of said Corporation, that the Board of Directors of said Corporation at a meeting thereof duly convened and held on April 25, 1973, adopted resolutions (i) setting forth proposed amendments to the Charter of said Corporation in the form hereinafter set forth and declaring such amendments to be advisable, and (ii) calling a meeting of the stockholders of record entitled to vote for the consideration thereof; that thereafter a special meeting of the stockholders of said Corporation was duly convened and held at the office of said Corporation in the City of Chattanooga, Tennessee, on August 22, 1973, pursuant to such call of the Board of Directors and upon notice of the time, place and purpose of said meeting mailed to each stockholder of record entitled to vote at such meeting not more than 40 or less than 10 days before such meeting, there being issued and outstanding 14,000 shares of 5% Preferred

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Stock, 8,160 shares of 4 1/2% Preferred Stock, 10,000 shares of 10 1/4% Preferred Stock and 3,380,000 shares of Common Stock of said Corporation entitled to vote with respect to such proposed amendments; that at said meeting a vote of the stockholders of record entitled to vote, in person or by proxy, was taken for or against such amendments; and that at such meeting the stockholders of record holding stock of said Corporation entitling them to exercise a majority of the voting power of all issued and outstanding shares of said Corporation, to wit, the holders of 3,200 shares of 4 1/2% Preferred Stock, 8,000 shares of 10 1/4% Preferred Stock and 3,380,000 shares of the Common Stock of said Corporation voted in favor of such proposed amendments which are as follows:

RESOLVED, that the Charter of Incorporation, as amended, of this Company be and hereby is further amended as follows:

"The Corporate name, style and title of this corporation shall be changed from "City Water Company of Chattanooga" to "Tennessee-American Water Company".

RESOLVED, that the Charter of Incorporation, as amended, of this Company be and hereby is further amended so that the amendment to the Charter of Incorporation approved by the stockholders of the Company on May 15, 1940 and filed with the Secretary of State of the State of Tennessee on June 6, 1940, reads as follows:

"The conduct, management and control of the business of the Company shall be vested in a Board of nine Directors, none of whom need be residents of the City of Chattanooga, Tennessee, or of the State of Tennessee. Said Directors shall hold office for the period of one year or until their successors are elected. Said Directors shall be elected at the annual meeting of the Stockholders of the Company, and in case no election is held thereat, at such subsequent date as a meeting therefor may be called by the President or Directors of the Company, or at any meeting where all of the Stockholders are present, either in person or by proxy."

RESOLVED, that the Charter of Incorporation, as amended, of this Company be and hereby is further amended so that subparagraphs (B), (C), (D) and (G) of paragraph 10 of the Stavement of the Designations, Rights, Preferences, Voting Powers, Restrictions and Qualifications of the Preferred Stock and Common Stock of the Company read as follows:

- "(B) If and when dividends payable on the Preferred Stock shall be in default in an amount equivalent to four (4) full quarter-yearly dividends on all shares of all classes of the Preferred Stock at the time outstanding, the number of Directors of the Corporation shall thereupon, and until all dividends then in default on the Preferred Stock shall have been paid, be four more than the full number constituting the Board of Directors immediately prior to such default, and except as provided in subparagraph (C) hereof, until such default shall have been remedied, the holders of all shares of the Preferred Stock, voting separately as one class, shall be entitled to elect four members of the Board of Directors and the holders of the Common Stock, voting separately as a class, shall be entitled to elect the remaining Directors of the Corporation."
- "(C) If and when dividends payable on the Preferred Stock shall be in default in an amount equivalent to twelve (12) full quarter-yearly dividends on all shares of all classes of the Preferred Stock then outstanding, and until such default shall have been remedied, the holders of all shares of the Preferred Stock, voting separately as one class, shall be entitled (in lieu of the right to elect four Directors as provided in subparagraph (B) hereof) to elect the smallest number of Directors necessary to constitute a majority of the full Board of Directors, and the holders of the Common Stock, voting separately as a class, shall be entitled to elect the remaining Directors of the Corporation. The terms of office of all persons who may be Directors of the Corporation at the time shall terminate upon the election of a majority of the Board of Directors by the holders of the Preferred Stock, whether or not the holders of the Common Stock shall then have elected the remaining Directors of the Corporation."

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"(G) Directors of the Corporation need not be stockholders of the Corporation. So long as any shares of the Preferred Stock of any class are outstanding, the Board of Directors of the Corporation shall consist of not more than nine (9) persons, in addition to the four Directors to be added upon the default specified in subparagraph (B) hereo. "

NOW, THEREFORE, we do nurth certify to the end that this certificate may be duly recorded in the office of the Secretary of State of the State of Tennessee that the amendments to the Charter of said Corporation set forth above were duly authorized by the stockholders of said Corporation for the purposes therein stated.

WITNESS our hands and the corporate seal of the Corporation this 31st day of August, 1973.

y water company of charganooga

Wine President

Secretary

I, JOE C. CARR, Secretary of State, do hereby certify that this amendment to charter, with certificate attached, the foregoing of which is a true copy, was this day registered and certified to by me. This the 31st day of August, 1973

JOE C. CARR,
SECRETARY OF STATE

FEE: \$ 10.00

ARTICLES OF AMENDMENT TO THE CHARTER

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TENNESSEE-AMERICAN WATER COMPANY

Pursuant to the provisions of Section 48-303 of the Tennessee General Corporation Act, the undersigned Corporation adopts the following articles of amendment to its charter:

- The name of the Corporation is Tennessee-American
 Water Company
- 2. The amendment adopted is as follows:

RESOLVED, that the Charter of Incorporation, as amended, of this Company be and hereby is amended so that the second paragraph of the amendment to the Charter of Incorporation approved by the Board of Directors of the Company on January 27, 1902 and filed with the Secretary of State of the State of Tennessee on January 30, 1902, in Corporation Record Book "P", Volume 4, page 525 et seq., reads as follows:

"Second: To borrow such an amount of money, without regard to any prior limitations or restrictions as to the amount of indebtedness prescribed by the charter of said Company or its amendments as its Directors may deem necessary for its business, and for such purpose shall have power to execute notes, issue bonds or such other evidences of indebtedness as the Directors of said company may determine, and secure the payment of the same by mortgage or deed of trust upon the corporate property and franchises of the company, and to fund and refund the indebtedness of the company now and from time to time existing, and consolidate any mortgages now and hereafter executed by said corporation. Any mortgages or deeds of trust hereafter executed may be made upon any part or all of its corporate property, rights, privileges, credits and franchises, as may be determined by said Board of Directors."

3. The emendment was duly adopted at a special secting of the shareholders of said Corporation duly convened and held at the office of said Corporation in the City of Chattanooga, Tennassee, on November 7, 1974,

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pursuant to such call of the Board of Directors and upon notice of the time, place and purpose of said meeting mailed to each shareholder of record entitled to vote at such meeting not more than 60 or less than 10 days before such meeting, there being issued and outstanding 14,000 shares of 5% Preferred Stock, 7,905 shares of 4 1/2% Preferred Stock, 9,600 shares of 10 1/4% Preferred Stock and 3,980,000 shares of Common Stock of said Corporation entitled to vote with respect to such proposed amendment; that at said meeting a vote of the shareholders of record entitled to vote, in person or by proxy, was taken for or against such amendment; and that at such meeting the shareholders of record holding stock of said Corporation entitling them to exercise a majority of the voting power of all issued and outstanding shares of said Corporation, to wit, the holders of 3,980,000 shares of the Common Stock of said Corporation voted in favor of such proposed amendment.

- 4. If a corporation for profit, the manner, if not set forth in such amendment, in which any exchange, reclassification or cancellation of issued shares provided for in the amendment shall be effected is as follows: NOT APPLICABLE.
- 5. The amendment is to be effective when these articles are filed by the Secretary of State of the State of Tennessee.

Dated: November 14, 1974

Tennessee-American water company

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Nomina wene Vice President

(CCRPORATE SEAL)

ATTEST:

-AND Given

Becretary

P-55, PAGE 4065

I, JOE C. CARR, Secretary of State, do hereby certify that this amendment to charter, with certificate attached, the foregoing of which is a true copy, was this day registered and certified to by me.

This the 25th day of November, 1974.

JOE C. CARR,
SECRETARY OF STATE

FEE: \$10.00

ARTICIES OF AMENDMENT TO THE CHARTER

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TEMMESSEE-AMERICAN WATER COMPANY

Pursuant to the provisions of Section 48-303 of the Tennessee General Corporation Act, the undersigned Corporation adopts the following articles of smendment to its charter:

- The name of the Corporation is Tennessee-American Water Company.
 - 2. The amendment adopted is as follows:

RESCLVED, that the Charter of Incorporation, as amended, of this Company be and hereby is further smended as follows:

"I. The authorised Capital Stock of the Corporation which is now \$10,000,000 consisting of \$5,000,000 of Preferred Stock divided into 50,000 shares of the par value of \$100 per share and \$5,000,000 of Common Stock divided into 5,000,000 shares of the par value of \$1 per share shall be increased to \$12,000,000 consisting of \$5,000,000 of Preferred Stock divided into 50,000 shares of the par value of \$100 per share and \$7,000,000 of Common Stock divided into 7,000,000 shares of the par value of \$1 per share.

RESOLVED, that the Charter of Incorporation, as amended, of this Company be and hereby is further emended as follows:

"The conduct, management and control of the business of the Company shall be vested in a Board of six Directors, none of whom need be residents of the City of Chattanooga, Tennessee, or of the State of Tennessee. Said Directors shall hold office for the period of one year or until their successors are elected. Said Directors shall be elected at the annual meeting of the Stockholders of the Company, and in case no election is held thereat, at such subsequent date as a meeting therefor may be called by the President or Directors of the Company, or at any meeting where all of the Stockholders are present, either in person or by proxy."

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RESOLVED, that the Charter of Incorporation, as amended, of this Company be and hereby is further smended so that sub-paragraphs (B), (C), (D) and (G) of paragraph 10 of the Statement of the Designations, Rights, Preferences, Voting Powers, Restrictions and Qualifications of the Preferred Stock and Common Stock of the Company read as follows:

- "(B) If and when dividends payable on the Preferred Stock shall be in default in an amount equivalent to four (4) full quarter-yearly dividends on all shares of all classes of the Preferred Stock at the time outstanding, the number of Directors of the Corporation shall thereupon, and until all dividends then in default on the Preferred Stock shall have been paid, be three more than the full number constituting the Board of Directors immediately prior to such default, and, except as provided in subparagraph (C) hereof, until such default shall have been remedied, the holders of all shares of the Preferred Stock, voting separately as one class, shall be entitled to elect three members of the Board of Directors and the holders of the Common Stock, voting separately as a class, shall be entitled to elect the remaining Directors of the Corporation."
- "(C) If and when dividends payable on the Preferred Stock shall be in default in an amount equivalent to twelve (12) full quarter-yearly dividends on all shares of all classes of the Preferred Stock then outstanding, and until such default shall have been remedied, the holders of all shares of the Preferred Stock, voting separately as one class, shall be entitled (in lieu of the right to elect three Directors as provided in subparagraph (B) hereof) to elect the smallest number of Directors necessary to constitute a majority of the full Board of Directors, and the holders of the Common Stock, voting separately as a class, shall be entitled to elect the remaining Directors of the Corporation. The terms of office of all persons who may be Directors of the Corporation at the time shall terminate upon the election of a majority of the Board of Mirectors by the holders of the Preferred Stock, whether or not the holders of the Common Stock shall then have elected the remaining Directors of the Corporation."
- "(D) If and when all dividends then in default on the Preferred Stock then outstanding shall be paid (and such dividends shall be declared and paid out of any funds legally available therefor as soon as reasonably practicable), the Preferred Stock shall thereupon be divested of any special right with respect to the election of Directors provided in subparagraph (B) or (C) hereof, the voting

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power of the Preferred Stock and the Common Stock shall revert to the status emisting before the occurrence of such default, and the number of Directors of the Corporation shall be reduced by three; but always subject to the same provisions for vesting such special rights in the Preferred Stock in case of further like default or defaults in dividends thereon. Upon the termination of any such special right upon payment of all accumulated and defaulted dividends on such stock, the terms of office of all persons who may have been elected Directors of the Corporation by vote of the holders of the Preferred Stock as a class, pursuant to such special right, shall forthwith terminate."

- "(G) Directors of the Corporation need not be stockholders of the Corporation. So long as any shares of the Preferred Stock of any class are outstanding, the Board of Directors of the Corporation shall consist of not more than six (6) persons, in addition to the three Directors to be added upon the default specified in subparagraph (B) hereof."
- 3. The amendment was duly adopted at a special meeting of the shareholders of said Corporation duly convened and held at the office of said Corporation in the City of Chattancoga, Temmessee, on December 5, 1975.

4. If a corporation for profit, the manner, if not set forth in such assendment in which any exchange, reclassification or cancellation of issued shares provided for in the emendment shall be effected is as follows: NOT APPLICABLE.

5. The emendment is to be effective when these articles are filed by the Secretary of State of the State of Temmessee.

AMERICAE WATER) COMPANY

President

Dated: December 8, 1975

(CORPORATE SEAL)

ATTEST:

G. B. Civens
Secretary

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I, JOE C. CARR, Secretary of State, do hereby certify that this amendment to charter, with certificate attached, the foregoing of which is a true copy, was this day registered and certified to by me.

This the lith day of December, 1975.

JOE C. CARR,
SECRETARY OF STATE

FEE: \$110.00

ANTICLES OF AMENDMENT TO THE CHARTER

TENNESSEE-AMERICAN WATER COMPANY

Pursuant to the provisions of Section 48-303 of the Tennessee General Corporation Act, the undersigned corporation adopts the following articles of emendment to its charter:

- The name of the corporation is Temmessee-American Water Company.
- The amendment adopted is as follows:

RESOLVED, that the Charter of Incorporation, as smended, of this Company be and hereby is further smended as follows:

"The annual mosting of shareholders of Tennassoe-American Water Company may be held at such place, either within or without the State of Tennessee, and at such time as may be provided in the By-laws of the Company."

- The amendment was duly adopted at the regular annual meeting of the shareholders of said corporation duly convened and held at the office of said corporation in the City of Chattanooga, Temmessee on May 3, 1976.
- If a corporation for profit, the manner, if not set forth in such amendment in which any exchange, reclassification or cancellation of issued shares provided for in the emendment shall be effected is as follows: HOT APPLICABLE.
- 5. The emendment is to be effective when these articles are filed by the Secretary of State of the State of Temassee.

Dated: 1976

(Corporate Seal)

ATTEST:

AKENICAH WATER-COPANY

Mirk President

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P-56, PAGE 1623

I, JOE C. CARR, Secretary of State, do hereby certify that this amendment to charter, with certificate attached, the foregoing of which is a true copy, was this day registered and certified to by me.

This the 13th day of May, 1976.

JOE C. CARR, SEGRETARY OF STATE

FEE: \$10.00

ARTICLES OF AMENDMENT TO THE CHARTER

OF

TENNESSEE-AMERICAN WATER COMPANY (formerly: City Water Company of Chattanooga)

Pursuant to the provisions of Section 48-303 of the Tennessee General Corporation Act, the undersigned corporation adopts the following articles of amendment to its charter:

- The name of the corporation is Tennessee-American Water Company.
- The amendment adopted is as follows:

RESOLVED, that the Charter of Incorporation, as amended, of this Company be and hereby is further amended as follows:

I. The authorized Capital Stock of the Corporation which is now \$12,000,000 consisting of \$5,000,000 of Preferred Stock divided into 50,000 shares of the par value of \$100 per share and \$7,000,000 of Common Stock divided into 7,000,000 shares of the par value of \$1 per share shall be increased to \$15,000,000 consisting of \$5,000,000 of Preferred Stock divided into 50,000 shares of the par value of \$100 per share and \$10,000,000 of Common Stock divided into 10,000,000 shares of the par value of \$1 per share.

- 3. The amendment was duly adopted at a special meeting of the share-holders of said corporation duly convened and held at the office of said corporation in the City of Chattanooga, Tennessee on January 30, 1978.
- 4. If a corporation for profit, the manner, if not set forth in such amendment in which any exchange, reclassification or cancellation of issued shares provided for in the amendment shall be effected is as follows:

 NOT APPLICABLE.
- 5. The amendment is to be effective when these articles are filed by the Secretary of State of the State of Tennessee.

Dated: February 3, 1978

TEMPESSEE-AMERICAN WATER COMPANY

(Corporate Seal)

FOTEST:

S. B. Givens, Secretary

Romife Vene: Verce President

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I. GENTRY CROWELL, Spore any of State, do hereby certify that this amendment to charter, with certificate attached, the foregoing of which is a frue copy, was this day registered and certified to by me. This the 21st day of February, 1978.

GENTRY CROWELL

SECRETARY OF STATE

FEE: \$160.00

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ARTICLES OF AMENDMENT TO THE CHARTER

SECRETARY OF STATE

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TENNESSEE-AMERICAN WATER COMPANY (formerly City Water Company of Chattanooga)

Pursuant to the provisions of Section 48-303 of the Tennessee General Corporation Act, the undersigned corporation adopts the following articles of amendment to its charter:

- 1. The name of the corporation is Tennessee-American Water Company.
- The amendment adopted is as follows:

RESOLVED, that the Charter of Incorporation, as amended, of this Company be and hereby is further amended as follows:

- I. The authorized Capital Stock of the Corporation which is new \$15,000,000 consisting of \$5,000,000 of Preferred Stock divided into 50.000 shares of the par value of \$100 per share and \$10,000.000 of Common Stock divided into 10,000,000 shares of the par value of \$1 per share shall be increased to \$27,000,000 consisting of \$7,000,000 of Preferred Stock divided into 70,000 shares of the par value of \$100 per share and \$20,000,000 of Common Stock livided into 20,000,000 shares of the par value of \$1 per share.
- 3. The amendment was duly adopted at the annual meeting of the shareholders of said corporation duly convened and held at the office of said corporation in the City of Chattanooga, Tennessee on June 11, 1979.
- 4. If a corporation for profit, the manner, if not set forth in such amendment in which an exchange, reclassification or cancellation of issued states provided for in the amendment shall be effected is as follows: NOT APPLICABLE.
- 5. The amendment is the offective when these articles are filed by the Selretary in the of the State of Tennessee.

Dated: June 15, 1979

(Corporate Seal)

TERRISHE AMERICAN WATER COMPANY

Tames by Provident

ATTEST:

S. B. Givens

Secretary

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I. CENTRY CROWELL, Scorotary of State, glo hereby certify that this amendment to the charact, with certificate attached, the feregoing of which is a true copy, was this day registered and certified to by me. This the 25th day of June, 1979.

GENTRY CROWELL

SECRETARY OF STATE

FEE: \$ 400.00

Secretary of State 1019 CP 18 CN 2 NA

ARTICLES OF AMENDMENT TO THE CHARTER

OF

TEMBESSEE-AMERICAN WATER COMPANY

CHANGING THE PRINCIPAL OFFICE 0 0 7 7 2

Pursuant to the provisions of Section 48-303 of the Section 48-303

- The name of the corporation is Tennessee-American Uster Company.
- The smerdment adopted is as follows:

RESOLVED, that the Charter of Incorporation, es seended, of this Company be and hereby is further amended as follows:

> The address of the principal office of Tennessee-American Water Company in the State of Tennessee shall be 1101 Broad Street, Chattanooga, Tennessee, County of Hamilton.

- The emendment was duly adopted at a meeting of the Board of Directors of said corporation duly convened and held on August 7, 1979.
- The amendment is to be effective when these articles are filed by the Secretary of State of the State of Tennessee.

Dated: August 23, 1979

(Curperate Scal)

TENNESSEE-AMERICAN WATER COMPANY

Wate President

Secretary

SECRETARY OF STATE
1979 SEP 18 PM 3: 64

CHARGE OF

REGISTERED AGENT

OF

TENNESSEE-AMERICAN WATER COMPANY 0 0 7 7 3

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of Section 48-1201 of the

Temposes General Corporation Act, the undersigned foreign or

demostic corporation or the incorporator or incorporators of a

demostic corporation being organized under the Act submit the

following statement for the purpose of designating, revoking

or changing, as the case may be, the registered agent for the

corporation in the State of Tennersee:

1. The name of the corporation is Tennessee-American
Water Company (formerly City Water Company of Chattanooga), a
Tennessee corporation.

The address of the corporation is 1101 Broad Street, Chattanooga, Tennessee 37402.

2. The name and street address of its registered agent in the State of Tennessee shall be R. Wene. Vice President and Manager, 1101 Broad Street. Chattanooga, Tennessee 37402.

Dated: August 23, 1979

TENNESSEE-AMERICAN WATER COMPANY

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Section V

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Certificate under Section 48-503 of The Tennessee General Corporation Act

The undersigned, the President of Tennessee-American Water Company ("Company") hereby certifies as follows on behalf of the Company in accordance with Section 48-503 of the Tennessee General Corporation Act, being duly authorized to do so:

- (a) The name of the Company is Tennessee-American Water Company.
- (b) On November 8, 1979, the Company's board of directors duly adopted the following resolution, establishing and designating a class or series of 9% Preferred Stock, and fixing and determining the relative rights and preferences thereof at a meeting duly called and held, at which meeting a quorum was present and acting throughout:

RESOLVED, that \$2,000,000 par value of the preferred stock of this Company is hereby classified as a class or series of such preferred stock, to be designated as the "9% Preferred Stock" and to consist of and to be limited to 20,000 shares of the par value of \$100 per share; and that the rights and preferences, and restrictions and qualifications of the 9% Preferred Stock in the respects in which the shares of such class or series may vary from the shares of other classes or series of the preferred stock, shall be as follows:

(a) The annual dividend rate for shares of the 9% Preferred Stock shall be 9% of the par value of such shares, and no more, and the date of cumulation on all such shares issued prior to the record date for the first dividend shall be the date of issuance.

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(b) The shares of the 9% Preferred Stock may be redeemed only as follows:

(i) such shares shall not be redeemable on or before December 1, 1989 by the use, or in anticipation of the receipt of proceeds from any borrowing or issuance of Preferred Stock at an interest or dividend rate of less than 9%, if such borrowing or issuance is by the Company or a controlling company or a company under common control with the Company and is for the purpose of providing funds to the Company for such redemption.

(ii) the redemption price per share of such shares (including redemption upon voluntary liquidation, dissolution or winding up of the Company), redeemed other than pursuant to clause (iii) of this subparagraph (b) shall be as follows:

December 1, 1979 December 1, 1980 December 1, 1981 December 1, 1982 December 1, 1983 December 1, 1983 December 1, 1984 December 1, 1985 December 1, 1985 December 1, 1986 December 1, 1987 December 1, 1988 December 1, 1988 December 1, 1989 December 1, 1989 December 1, 1990 December 1, 1991 December 1, 1992
December 1, 1993 103.150 December 1, 1994 102.700 December 1, 1995 102.250 December 1, 1996 101.800 December 1, 1997 101.350 December 1, 1998 100.900 December 1, 1999 and Thereafter 100.000

together in each case with accrued dividends

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(iii) the amount payable to holders of such shares (x) upon redemption or purchase by operation of the Sinking Fund provided for in subparagraph (c) below, (y) upon any involuntary liquidation, dissolution or winding up of the Company, or (z) in connection with or subsequent to the sale to or other acquisition by or on behalf of one or more governments or municipal corporations or other governmental subdivisions or governmental authorities of either (I) all or any substantial part of the assets or Common Stock of the Company, or (II) all or any substantial part of the assets of the Company which are used or useful in connection with the business of the Company as a water company or as a water utility, shall be \$100 per share plus accrued dividends.

(c) On or before November 15, 1981, and on or before each November 15th thereafter, so long as any of the shares of the 9% Preferred Stock shall remain outstanding, the Company shall set aside as a Sinking Fund for such shares the sum in cash equal to 3.3% of the aggregate par amount of such shares now or hereafter issued ("Sinking Fund Requirement"), which shall be used on or before the next ensuing December 1st to purchase or redeem such shares for the amount set forth in clause (iii) of subparagraph (b) above. The Company shall pay from its general funds all accrued dividends payable on any such purchase or redemption and all expenses in connection therewith.

No cash shall be required to be set aside and applied to the purchase or redemption of such shares (i) if and so long as any dividends upon the shares of any class of the Preferred Stock of the Company shall be in arrears, in whole or in part, or (ii) if the Company shall not have capital or surplus legally available for the purchase or redemption of shares of the 9% Preferred Stock. The Sinking Fund Requirement, however, shall be cumulative so that if

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in any year the Company shall not satisfy the 9 () Sinking Fund Requirement for such year the amount of the deficiency shall be added to the Sinking Fund Requirement for the next succeeding year. Unless and until all such deficiencies shall have been made good, no dividend shall be paid or declared and no other distribution shall be made on any Junior stock and no Junior stock shall be purchased or otherwise acquired for value by the Company. Any shares of the 9% Preferred Stock purchased or redeemed by operation of the Sinking Fund in accordance with the foregoing provisions shall not be reissued.

- (d) The holders of shares of the 9% Preferred Stock shall have no rights of conversion, exchange, participation, or any special rights other than those specified herein and in the Charter of Incorporation, as amended.
- (e) As used herein the term "Accrued Dividends" shall mean in the case of each share subject to redemption, purchase or other payment or distribution a sum computed at the annual dividend rate for such share from the date from which dividends on such share become cumulative to the date fixed for such purchase, redemption or other payment or distribution, less the aggregate of the dividends theretofore paid thereon. Accrued Dividends shall be computed on the basis of a 360-day year composed of twelve 30-day months.
- (f) As used herein the term "Junior stock" shall mean Common Stock and any other stock in respect of which the Preferred Stock of any class is entitled to priority in the payment of dividends or in distribution in liquidation.

Executed on behalf of the Company March 5, 1980.

ATTEST:

Secretary

Rresident



CHANGE OF REGISTERED AGENT

OF

TENNESSEE-AMERICAN WATER COMPANY

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of Section 48-1201 of the Tennessee General Corporation Act, the undersigned foreign or domestic corporation or the incorporator or incorporators of a domestic corporation being organized under the Act submit the following statement for the purpose of designating, revoking or changing, as the case may be, the registered agent for the corporation in the State of Tennessee:

1. The name of the corporation is Tennessee-American Water Company (formerly City Water of Chattanooga), a Tennessee corporation.

The address of the corporation is 1101 Broad Street, Chattanooga, Tennessee 37402.

2. The name and street address of its registered agent in the State of Tennessee shall be R. T. Sullivan, Vice President and Manager, 1101 Broad Street, Chattanooga, Tennessee 37402.

Dated: March 23, 1984

TENNESSEE-AMERICAN WATER COMPANY

Civen

Secretary

ARTICLES OF AMENDMENT TO THE CHARTER

OF

TENNESSEE-AMERICAN WATER COMPANY

Pursuant to the provisions of Section 48-303 of the Tennessee General Corporation Act, the undersigned Corporation adopts the following articles of amendment to its charter:

- 1. The name of the Corporation is Tennessee-American Water Company.
- 2. The amendment adopted is as follows:

RESOLVED, that the Charter of Incorporation, as amended, be further amended as follows:

"The conduct, management and control of the business of the Company shall be vested in a Board of not less than FIVE (5) nor more than NINE (9) Directors as may from time to time be; specified by the By-laws of the Company, and in the absence of such specification by the By-laws, the number of directors of the Company shall be SEVEN (7), none of whom need to be residents of the City of Chattanooga, Tennessee, or of the State of Tennessee. Said Directors shall hold office for the period of one year or until their successors are elected.

Said Directors shall be elected at the annual meeting of the stockholders of the Company, and in case no election is held thereat, at such subsequent date as a meeting therefor may be called by the President or Directors of the Company, or any meeting where all of the stockholders are present, either in person or by proxy."

SICRIARY 5.1 The amendment is to be effective when these articles

The land of the State of Tennessee.

Dated: 5/31/84

TENNESSEE-AMERICAN WATER COMPANY

By CT V Sullivan

Vice President

(CORPORATE SEAL)

ATTEST:

S. B. Givens

Secretary

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RESOLVED, that the Charter of Incorporation, as 198 JUN 12 PM 12 subparagraphs (B), (C), (D) and (G) of paragraph 10 of the Statement or Designations, Rights, Preferences, Voting Powers, Restrictions and Qualifications of the Preferred Stock and Common Stock of the Company would read as follows:

- "(B) If and when dividends payable on the Preferred Stock shall be in default in an amount equivalent to four (4) full quarter-yearly dividends on all shares of all classes of the Preferred Stock at the time outstanding, the number of Directors of the Corporation shall thereupon, and until all dividends then in default on the Preferred Stock shall have been paid, be four more than the full number constituting the Board of Directors immediately prior to such default, and, except as provided in subparagraph (C) hereof, until such default shall have been remedied, the holders of all shares of the Preferred Stock, voting separately as one class, shall be entitled to elect four members of the Board of Directors and the holders of the Common Stock, voting separately as a class, shall be entitled to elect the remaining Directors of the Corporation."
- "(C) If and when dividends payable on the Preferred Stock shall be in default in an amount equivalent to twelve (12) full quarter-yearly dividends on all shares of all classes of the Preferred Stock then outstanding, and until such default shall have been remedied, the holders of all shares of the Preferred Stock, voting separately as one class, shall be entitled (in liou of the right to elect four Directors, as provided in subparagraph (B) hereof) to elect the smallest number of directors necessary to constitute a majority of the full Board of Directors and the holders of the Common Stock, voting separately as a class, shall be entitled to elect the remaining Directors of the corporation. The terms of office of all persons who may be directors of the Corporation at the time shall terminate upon the election of a majority of the Board of directors by the holders of the Preferred Stock, whether or not the holders of the Common Stock shall then have elected the remaining Directors of the Corporation."

SECRETARY OF STATE
1988 JUN 12 PM 12: 32

- "(D) If and when all dividends then in default on the Preferred Stock then outstanding shall be paid (and such dividends shall be declared and paid out of any funds legally available therefor as soon as reasonably practicable), the Preferred Stock shall thereupon be divested of any special right with respect to the election of Directors provided in subparagraph (B) or (C) hereof, the voting power of the Preferred Stock and the Common Stock shall revert to the status existing before the occurrence of such default, and the number of Directors of the Corporation shall be reduced by four; but always subject to the same provisions for vesting such special rights in the Preferred Stock in case of further like default or defaults in dividends thereon. Upon the termination of any such special right upon payment of all accumulated and defaulted dividends on such stock, the terms of office of all persons who may have been elected Directors of the Corporation by vote of the holders of the preferred Stock as a class, pursuant to such special right, shall forthwith terminate."
 - "(G) Directors of the Corporation need not be stockholders of the Corporation. So long as any shares of the preferred Stock of any class are outstanding, the Board of Directors of the Corporation shall consist of not less than FIVE (5) nor more than NINE (9) Directors as may from time to time be specified by the By-laws of the Company, and in the absence of such specification by the By-laws, the number of Directors of the Company shall be SEVEN (7), in addition to the four directors to be added upon the default specified in subparagraph (B) hereof."
- 3. The amendment was duly adopted at the annual meeting of the shareholders of said Corporation duly convened and held at the office of said Corporation in the City of Chattanooga, Tennessee, on May 24, 1984.
- 4. If a corporation for profit, the manner, if not set forth in such amendment in which any exchange, reclassification or cancellation of issued shares provided for in the amendment shall be effected is as follows: NOT APPLICABLE.

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GENTRY CROWE ARTICLES OF AMENDMENT TO THE CHARTER SECRETARY OF STATE

OF

TENNESSEE-AMERICAN WATER COMPANY

Pursuant to the provisions of Section 48-20-106 of the Tennessee Business Corporation Act, the undersigned corporation adopts the following articles of amendment to its charter:

- 1. The name of the corporation is Tennessee-American Water Company.
- The text of each amendment adopted is:

That the Charter of Incorporation of the Corporation shall be amended as follows:

- 1. (a) The complete address of the Corporation's registered office in Tennessee is 1101 Broad Street, Chattanooga, Tennessee 37402. County of Hamilton.
- (b) The name of the registered agent to be located at the address of the above listed registered office is Richard T. Sullivan.
- 2. No director of the Corporation shall be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) under Saction 48-18-304 of the Tennessee Business Corporation Act. Any repeal or modification of this section by the shareholders of the Corporation shall be prospective only and shall not affect, to the detriment of any director, any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or medification.
- The corporation is a for-profit corporation.
- 4. The manner (if not set forth in the amendment for implementation of any exchange, reclassification, or cancellation of issued shares is as follows:

Not applicable.

the shareholders.	ed on <u>May 26, 1988</u> by
6. The amendment is to be effect the Secretary of State.	tive when these articles are filed by
June 20, 1988 Signature Date	TENNESSEE-AMERICAN WATER COMPANY By:
Secretary Signer's Capacity	Signature M. Cambrell
	Stephen N. Chambers Rame (typed or printed)

<mark>-द्राप्तवार्श्वसूत्रसुत्रमा अस्य स्थानस्य स्थानस्य स्थानस्य स्थानस्य स्थानस्य स्थानस्य स्थानस्य स्थानस्य स्थानस्य</mark>

SECRETARY OF STATE CORPORATIONS SECTION JAMES K. POLK BUILDING, SUITE 1800 NASHVILLE, TENNESSEE 37243-0306 ISSUANCE DATE: 06/18/99 CONTROL NUMBER: 0047889

R SULLIVAN 1101 BROAD STRE CHATTANOOGA, TN 37402

RE: TENNESSEE-AMERICAN WATER COMPANY

NOTICE OF DETERMINATION

Pursuant to the provisions of Sections 48-24-201 or 48-25-301 of the Tennessee Business Corporation Act or Sections 48-64-201 or 48-65-301 of the Tennessee Nonprofit Corporation Act, it has been determined that the following ground(s) exist(s) for the administrative dissolution of the above corporation, if a Tennessee corporation, or the revocation of its certificate of authority, if a foreign corporation:

The Corporation Annual Report which was due on or before 04/01/99 has not been filed. To obtain an annual report form or for additional information, please call this office at (615) 741-2286.

If the corporation does not correct each ground for dissolution or revocation or provide evidence that each ground does not exist within two (2) months after issuance date of this notice, the corporation and any associated assumed name(s) shall be administratively dissolved or may have its certificate of authority revoked, as appropriate. For assistance in this regard, please contact this office at the appropriate telephone number listed above.

SUITE 1800, JAMES K. POLK BUILDING NASHVILLE, TN 37243-0306 AMOUNT DUE - \$20.00	e d'ata − t	0 ~6-1, (\$		
CURRENT RISCAL YEAR CLOSING MONTH. 1F DIFFERENT, CORRECT MONTH IS	THIS REPORT IS DUE ON		/01/99	
0047889			62-0529095	
1) SECRETARY OF STATE CONTROL NUMBER: OR FEDERAL EMPLOYER IDENTIFICATION NUMBER: (2A.) NAME AND MAILING ADDRESS OF CORPORATION: (2B.) STATE OR COUNTRY OF INCORPORATION:				
TENNESSEE-AMERICAN WATER COMPANY 1101 BROAD ST		ennessee		
CHATTANOOGA, TN 37402	(2C.) AI	DD OR CHANGE MAILING :	ADDRESS:	
D 07/01/1967 FOR PROFIT			SECH 99 AL	
(3) A PRINCIPAL ADDRESS INCLUDING CITY, STATE, ZIP CODE: 1101 BROAD STREET, CHATTANOOGA, TN 37402				
B. CHANGE OF PRINCIPAL ADDRESS: STREET	CITY	STATE	STATE 100 100 100 100 100 100 100 100 100 10	
# # BLOCKS 4A AND 4B MUST BE COMPLETED	OR THE ANNU	AL REPORT WIL	L BE RETURNED # #	
(4) A. NAME AND BUSINESS ADDRESS, INCLUDING ZIP CODE, OF THE PRESIDENT, SECRETARY AND OTHER PRINCIPAL OFFICERS. (ATTACH ADDITIONAL SHEET IF NECESSARY.) TITLE NAME BUSINESS ADDRESS CITY, STATE, ZIP CODE • 4 PRESIDENT (See attached) SECRETARY				
B. BOARD OF DIRECTORS (NAMES, BUSINESS ADDRESS INCLUDING ZIP CODE). (ATTACH ADDITIONAL SHEET IF NECESSARY.) SAME AS ABOVE NONE OR LIST BLLOW. NAME BUSINESS ADDRESS CITY, STATE, ZP CODE + 4 (See attached)				
(5) A. NAME OF REGISTERED AGENT AS APPEARS ON SECRETARY OF STATE RECORDS: B. REGISTERED ACCRESS AS ASPEARS ON SECRETARY OF STATE RECORDS 37402				
(6) INDICATE BELOW ANY CHANGES TO THE REGISTERED AGENT NAME AND/OR REGISTERED OFFICE. (BLOCK 5A AND/OR 58.) THERE IS AN ADDITIONAL \$20.00 REQUIRED FOR CHANGES MADE TO THIS INFORMATION.				
A. CHANGE OF REGISTERED AGENT. William F. L'Ecuyer				
B. CHANGE OF REGISTERED OFFICE: STREET CITY	STATE	ZP	CODE + 4 COUNTY	
TN (7) A. THIS BOX APPLIES ONLY TO NONPROFIT CORPORATIONS. OUR RECORDS REFLECT THAT YOUR NONPROFIT CORPORATION IS A PUBLIC BENEFIT OR A MUTUAL BENEFIT CORPORATION AS INDICATED BELOW: IF BLANK OR CHANGE, PLEASE CHECK APPROPRIATE BOX: PUBLIC MUTUAL				
B. IF A TENNESSEE RELIGIOUS COLPORATION, PLEASE CHECK BOX UNLESS OTHERWISE INDICATED. RELIGIOUS				
(8) SIGNATURE JOHN W. Schwartz	-	(9) DATE 8/5	199	
(10) TYPE/PRINT NAME OF SIGNER: JOHN W. Schwartz		(11) TITLE OF SIGNER	Śecretary	



ATTACHMENT

TENNESSEE-AMERICAN WATER COMPANY

1999 CORPORATION ANNUAL REPORT

(4) A. Name and Business Address, including Zip Code of the President, other Principal Officers.

W.F.L'Ecuyer, President 1101 Broad Street Chattanooga, Tennessee 37402-2800

D.B. Schultz, Vice President 1101 Broad Street Chattanooga, Tennessee 37402-2800

J.F. Bastian, Assistant Comptroller Marlton Executive Park, Bldg. #1 701 Route73, Suite 300, P.O. Box 628 Marlton, New Jersey 08053

H.A. Baumgarner, Vice President and Comptroller Marlton Executive Park, Bldg. #1 701 Route 73, Suite 300, P.O. Box 628 Marlton, New Jersey 08053

P.D. Weinstock, Assistant Comptroller Marlton Executive Park, Bldg. #1 701 Route 73, Suite 300, P.O. Box 628 Marlton, New Jersey 08053

D.R. Bailey, Assistant Treasurer 1101 Broad Street Chattanooga, Tennessee 37402-2800 W.D. Morgan, Vice President
Marlton Executive Park, Blug.
701 Route 73, Suite 300, P.O. Box 628

Marlton, New Jersey 08053

J.E. Salser, Assistant Treasurer Marlton Executive Park, Bldg. #1 701 Route 73, Suite 300, P.O. Box 628 Marlton, New Jersey 08053

K.L. Pape, Vice President & Treasurer Marlton Executive Park, Bldg. #1 701 Route 73, Suite 300, P.O. Box 628 Marlton, New Jersey 08053

T.D. Snyder, Assistant Secretary and Assistant Treasurer Marlton Executive Park, Bldg. #1 701 Route 73, Suite 300, P.O. Box 628 Marlton, New Jersey 08053

C.H. Ellis, Assistant Treasurer 1101 Broad Street Chattanooga, Tennessee 37402-2800

Joan W. Schwartz, Secretary
Marlton Executive Fark, Bldg. #1
701 Route 73, See 8 300, P.O. Box 628
Marlton, New Jersey 08053

B. Board of Directors (Names, Business Address including Zip Code).

J. James Barr 1025 Laurel Oak Road, P.O. Box 1770 Voorhees, New Jersey 08043-3597

R.G. Lee Marlton Executive Park, Bldg. #1 701 Route 73, Suite 300, P.O. Box 628 Marlton, New Jersey 08053

David B. Schultz 1101 Broad Street Chattanooga, Tennessee 37403-2800

W.P. Sudderth
721 Broad Street
MacLellan Building, Suite 1010
Chattanooga, Tennessee 37403-2800

E.C. Wolf Marlton Executive Park, Bldg. #1 701 Route 73, Suite 300, P.O. Box 628 Marlton, New Jersey 08053 G.C. Smith 1025 Laurel Oak Road, P.O. Box 1770 Voorhees, New Jersey 08043-3597

W.F. L'Ecuyer 1101 Broad Street Chattanooga, Tennessee 37403-2800

J.F. Germ
651 East Fourth Street, Suite 609
Chattanooga, Tennessee 37402 3800
D.L. Kelleher
Marlton Executive Park Bldg. 49
701 Route 73, Suite 300 P.O. Dox 628
Marlton, New Jersey 08053

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Department of State

Corporate Filings
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

CHANGE OF REGISTERED AGENT/OFFICE (BY CORPORATION)

For Office Use Only

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SECRETARY OF STATE

Pursuant to the provisions of Section 48-15-102 or 48-25-108 of the Tennessee Business Corporation Act or Section 48-55-102 or 48-65-108 of the Tennessee Nonprofit Corporation Act, the undersigned corporation hereby submits this application:

1. The name of the corporation	is Tennessee-American Water Company	
2. The street address of its curre	ent registered office is 1101 Broad Street,	•
	Chattanooga, TN 3740	2
3. If the current registered office of such office, and the county in whether the county in which is the county in which is the county in which is the current registered of the current registered r	e is to be changed, the street address of the new register hich the office is located is	· · · · · · · · · · · · · · · · · · ·
4. The name of the current regis	stered agent is <u>William F. L'Ecuyer</u>	
5. If the current registered agen	nt is to be changed, the name of the new registered agent	is
	David B. Schultz	
6. After the change(s), the stree will be identical.	t addresses of the registered office and the business office	e of the registered agent
10/20/03	Tennessee-American Wat	er Company
Signature Date	Name of Corporation	
President	Land & Brand	
Signer's Capacity	Signature	1
	David B. Schultz Name (typed or printed)	
SS-4427 (Rev. 6/03)	Filing Fee \$20.00	RDA 1678



Department of State

Corporate Filings
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

SS-4402 (Rev. 4/01)

APPLICATION FOR REGISTRATION OF ASSUMED CORPORATE NAME

FOR Office Use Only ED TENNESSEE
TO OCT 31 AM 9: 52
SECRETARY OF STATE

RDA1720

Pursuant to the provisions of Section 48-14-101(d) of the Tennessee Business Corporation Act or Section 48-54-101(d) of the Tennessee Nonprofit Corporation Act, the undersigned corporation hereby submits this application:			
1. The true name of the corporation is	e-American Water Company		
2. The state or country of incorporation isTenne.	ssee		
3. The corporation intends to transact business in Tennessee under an assumed corporate name.			
4. The assumed corporate name the corporation proposes to use is Tennessee American Water			
[NOTE: The assumed corporate name must meet the requirements of Section 48-14-101 of the Tennessee Business Corporation Act or Section 48-54-101 of the Tennessee Nonprofit Corporation Act.]			
9 30 23	Tennessee-American Water Company		
Signature Date	Name of Corporation		
President	Jan Blasto		
Signer's Capacity	Signature		
	David B. Schultz		
	Name (typed or printed)		

Filing Fee: \$20



Department of State

Corporate Filings
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

SS-4427 (Rev. 6/03)

CHANGE OF REGISTERED AGENT/OFFICE (BY CORPORATION)

For Office Use Only

SECRETARY OF

RDA 1678

Pursuant to the provisions of Section 48-15-102 or 48-25-108 of the Tennessee Business Corporation Act or Section 48-55-102 or 48-65-108 of the Tennessee Nonprofit Corporation Act, the undersigned corporation hereby submits this application:

The name of the corporation isTennesse	e-American Water Company
2. The tre address of its current registered office	cis 1101 Broad Street Chattanooga, TN 37402
3. If the current registered office is to be changed, of such office, and the county in which the office is loc	the street address of the new registered office, the zip code
4. The name of the current registered agent is	David B. Schultz
5. If the current registered agent is to be changed, t	he name of the new registered agent is John Watson
6. After the change(s), the street addresses of the rewill be identical.	gistered offic and the business office of the registered agent
Signature Date Vice President Signer's Capacity	Tennessee-American Water Company Name of Corporation Signature John Watson
	Name (typed or printed)

Filing Fee \$20.00