

**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

1. Tennessee-American Water Company (hereinafter referred to as "Petitioner") 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 re-sell 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 inter-company 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.

27. 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 'Baa1' (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

33. This Petition is being filed pursuant to TCA Section 65-4-113, which prohibits a 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.

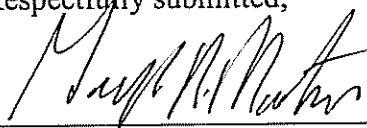
49. The Proposed Transaction does not affect the TRA's powers with respect to the Petitioner or the authority of other governmental agencies as to the Petitioner's services or facilities. The Petitioner will remain subject to all applicable laws, regulations, rules, decisions and policies governing the regulation of Tennessee public utilities.

50. RWE has no intention of permitting any person to acquire a controlling interest in 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,

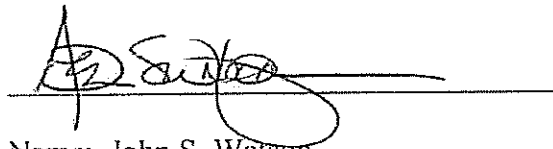
A handwritten signature in black ink, appearing to read 'R. Dale Grimes', is written over a horizontal line.

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)

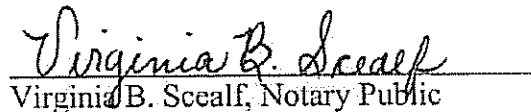
I, John S. Watson, hereby declare under penalty or perjury, that I am Vice-President and General Network Manager of TENNESSEE-AMERICAN WATER COMPANY; that I am authorized to make this verification on behalf of TENNESSEE-AMERICAN WATER COMPANY; that I have read the foregoing petition; and that the facts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

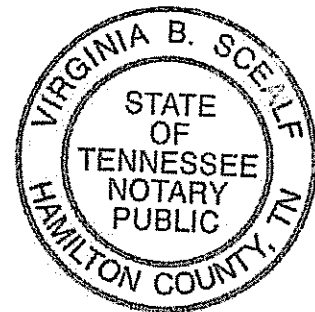
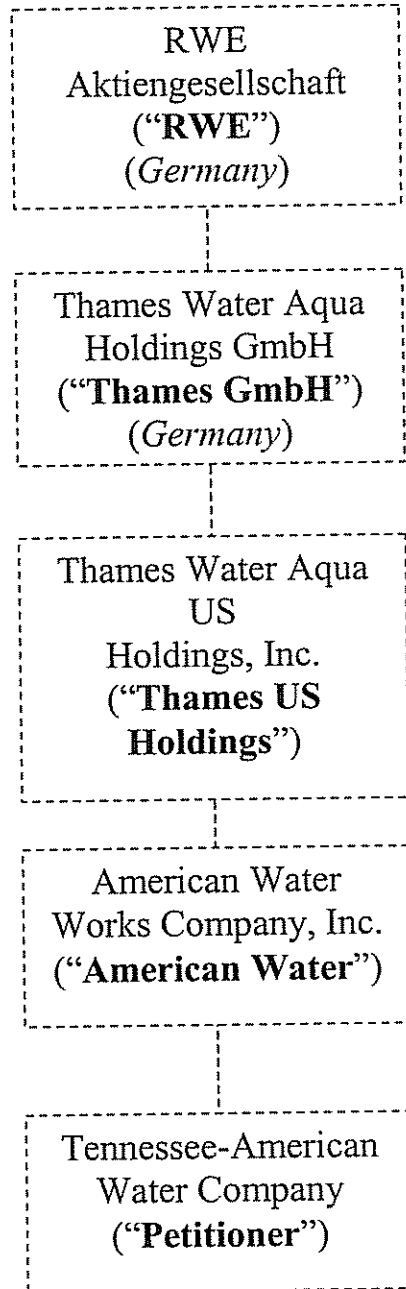


EXHIBIT A

ORGANIZATION CHART

**Current Relationships among the
Petitioner and its affiliated corporations**



as of March 20, 2006

**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

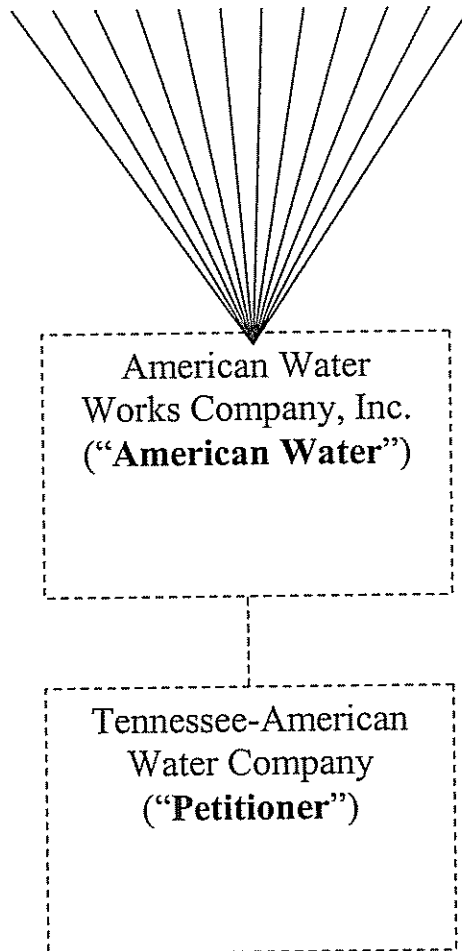


EXHIBIT B

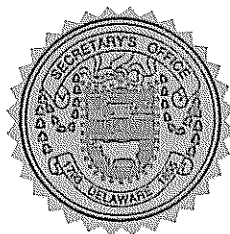
CERTIFICATE OF INCORPORATION OF TWAUSHI

Delaware

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.



3552170 8100

060349568

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4668030

DATE: 04-13-06

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 By-laws of the Corporation so require, the election of directors of the Corporation need not be by written ballot.

ARTICLE VII

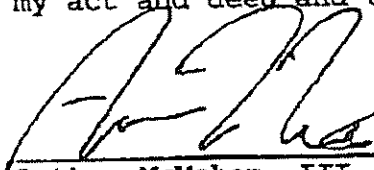
Indemnification

(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

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

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EXHIBIT C

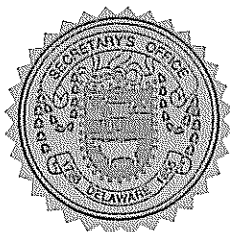
RESTATED CERTIFICATE
OF INCORPORATION OF AMERICAN WATER

Delaware

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

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4668018

DATE: 04-13-06

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 heretofore 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.

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. Preferred Stock. The powers, preferences and rights and the qualifications, limitations and restrictions of the Preferred Stock are as follows:

1. 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.

2. 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

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

3. Liquidation Preference.

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 voting 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 RWE 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:

1. 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. Voting Rights. 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.

3. Liquidation Rights. 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.

4. Redemption. 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 By-laws 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

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.

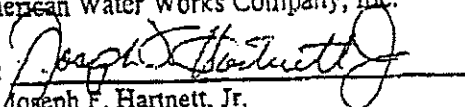
ARTICLE X

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 seal 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.

By:


Joseph F. Hartnett, Jr.

Vice President and Treasurer

(Corporate Seal)

Attest:

By:


W. Timothy Pohl

Vice President, General Counsel and Secretary

EXHIBIT D

CHARTER OF THE PETITIONER, INCLUDING AMENDMENTS

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

REQUESTED BY:
CFS
8161 HWY 100

NASHVILLE, TN 37221

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 NUMBER	DATE FILED	FILING TYPE	FILING ACTION								
			NAM	DUR	STK	PRN	OFC	AGT	INC	MAL	FYC
5054-1030	03/11/1868	CHART-PROFIT									
5054-1027	02/19/1869	AMEND-CHARTER	X								
BP00P0504	01/01/1900	AMEND-CHARTER									
BK00P0677	02/07/1900	AMEND-CHARTER	X								
BP00P0261	10/29/1900	AMEND-CHARTER			X						
BP00P0272	11/24/1900	AMEND-CHARTER			X						
BP04P0523	01/30/1902	AMEND-CHARTER									
BP13P0129	05/22/1917	AMEND-CHARTER			X						
MA00P0347	02/08/1922	AMEND-CHARTER			X						
MC00P0019	11/01/1927	AMEND-CHARTER			X						
MC--P0021	11/03/1927	AMEND-CHARTER			X						
MW--P0439	06/06/1940	AMEND-CHARTER									
MX--P0180	11/08/1940	AMEND-CHARTER			X						
MX--P0215	12/04/1940	AMEND-CHARTER			X						
MX--P0245	12/27/1940	AMEND-CHARTER			X						
BP39P0286	07/21/1954	AMEND-CHARTER			X						
BP39P0291	07/21/1954	AMEND-CHARTER									
BP53P6578	02/09/1971	AMEND-CHARTER			X						
BP55P0294	08/31/1973	AMEND-CHARTER	X								
BP55P4063	11/25/1974	AMEND-CHARTER									
BP56P0078	12/11/1975	AMEND-CHARTER			X						
BP56P1622	05/13/1976	AMEND-CHARTER									
011 00153	02/21/1978	AMEND-CHARTER			X						
085 00843	06/25/1979	AMEND-CHARTER			X						
100 00772	09/18/1979	AMEND-CHARTER				X					
100 00773	09/18/1979	AGENT/OFFICE					X		X		
139 00395	02/12/1980	AMEND-CHARTER			X						
	03/12/1980				X						
470 00478	04/10/1984	AGENT/OFFICE					X		X		
480 01699	06/12/1984	AMEND-CHARTER									

FOR: REQUEST FOR COPIES

ON DATE: 03/30/06

FEES

RECEIVED: \$60.00 \$0.00

TOTAL PAYMENT RECEIVED: \$60.00

RECEIPT NUMBER: 00003908899
ACCOUNT NUMBER: 00101230

FROM:
CAPITAL FILING SERVICE (CFS)
8161 HIGHWAY 100
#172
NASHVILLE, TN 37221-0000



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE

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 2
REQUEST NUMBER: 06089534
TELEPHONE CONTACT: (615) 741-6488

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

REFERENCE NUMBER	DATE FILED	FILING TYPE	FILING ACTION								
			NAM	DUR	STK	PRN	OFC	AGT	INC	MAL	FYC
KEY ERROR	09/09/1986	MAIL ADDR / FYC								X	
856-1631	06/21/1988	AMEND-CHARTER								X	
FYC/REVENUE	06/16/1990	MAIL ADDR / FYC									X
ROLL 3699	06/18/1999	DETERMINATION									
3728-0418	08/13/1999	AN RPT/AGENT					X	X		X	
4951-0645	10/31/2003	AGENT/OFFICE						X			
4951-0646	10/31/2003	ASSUMED-ADD									
5240-0177	09/22/2004	AGENT/OFFICE						X			



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

ACTS

OF THE

STATE OF TENNESSEE,

PASSED AT THE FIRST SESSION OF THE

THIRTY-FIFTH GENERAL ASSEMBLY,

FOR THE YEARS

1867-68.

PUBLISHED BY AUTHORITY.

NASHVILLE, TENN.:

S. C. MERCER,.....PRINTER TO THE STATE.

1868.

CHAPTER XC.

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

SECTION 1. *Be it enacted by the General Assembly of the State of Tennessee*, That John W. Jones, James Williams, Phillip Jones, David J. Miller, D. R. Griffith, 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, D. J. Thomas and Thomas J. Jones, and their associates, are hereby created a body corporate, under the style and name of the "Walden's Ridge Coal Company," for the purpose of mining coal, iron, and other metals; and as such, may have ninety-nine years' succession; may sue and be sued; may contract and be contracted with; may have a common seal; may purchase and hold real or personal estate, and sell and dispose of the same at pleasure; or may lease and hold lands for the purpose of carrying on their coal and mining operations, with all the rights, powers and privileges necessary and proper for them, as an incorporated company, to mine, manufacture and transport their coal and manufactures as they may think proper.

SEC. 2. *Be it further enacted*, That the capital stock of said company shall not be less than two thousand dollars, nor more than five hundred thousand dollars, to be divided into shares of one hundred dollars each.

SEC. 3. *Be it further enacted*, That the affairs of the company shall be managed by a Board of five Directors, to be elected by the stockholders, who shall hold their offices for one year, and until their successors shall be elected. The Directors shall elect one of their number President, and may appoint a Treasurer, Secretary and such other officers or agents, and with such salaries as they may deem necessary.

SEC. 4. *Be it further enacted*, That, for the purpose of 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 they may deem necessary; with all the rights, powers and privileges, as are now granted to the Nashville & Chattanooga Railroad, so far as regards the right of way granted to said railroad; *Provided*, no State aid is to be granted for the construction of the same.

SEC. 5. *Be it further enacted*, That in all elections of stockholders, and at all general meetings, the stock-

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

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

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

F. S. RICHARDS,

Speaker of the House of Representatives.

D. W. C. SENTER,

Speaker of the Senate.

Passed March 11, 1868.

CHAPTER XCI.

AN ACT to Incorporate the Carthage Bridge Company.

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 River, from any point in or near Carthage, in the County of Smith, to the opposite bank of said river; and by that name, may sue and be sued, plead and be impleaded, contract and be contracted with; answer and be answered powers, in any of the courts of law or equity in the State; may have a common seal, and the same to break or to alter and renew at pleasure; and to do all other acts 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 it further enacted*, That the capital stock of said company shall be one hundred thousand dollars, and may be increased, if necessary, to two hundred thousand dollars, to be made up of shares of twenty-five dollars each; and so soon as fifty thousand dollars of said stock are subscribed for, the stockholders may organize by the election from among themselves, of seven Directors, who shall select from their number, a President of the company; and said President of the company and Directors, may appoint such other officers and agents as may be deemed necessary, and in such manner as they may deem best.

Sec. 3. *Be it further enacted*, That E. W. Tanner, William T. McKinley, J. C. Saunders, James Calhoun, Tim. H. Williams, R. T. Vaden, J. C. Dickens, J. R. James, Thomas Waters, W. H. DeWhit, and James B. Moore, be, and they are hereby, appointed and constituted a Board of Commissioners, any three or more of whom, may open books at such time and places as they may choose, to receive subscriptions for said capital stock; and may manage all the affairs of said company, until organized as aforesaid; and do and perform all other such acts as may be necessary to be done prior to the election of a President and Directors; and at all meetings of the stockholders, when a vote is to be taken, each stockholder shall have a vote for each share of stock subscribed and owned by him, and may vote by proxy or in person, under the rules of the company.

To open subscription books, etc.

Sec. 4. *Be it further enacted*, That said company, when organized as aforesaid, may have or receive by gift or otherwise, any grounds or land necessary for the construction of any way of access to said bridge, on either side of said river; and may proceed to construct such bridge, and also such roads and approaches to it as may be deemed requisite and necessary; *Provided*, that said bridge shall not be so constructed as to obstruct the navigation of said river.

Sec. 5. *Be it further enacted*, That the Board of Directors 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 this State or the United States.

Sec. 6. *Be it further enacted*, That the stock of said company shall be deemed personal property, and to be transferable on the books of the company in such manner as may be directed by the by-laws; and if any person, 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 the same, of such delinquent stockholder in any court

Failure to pay stock, etc.

having jurisdiction over the matter, or the company may declare the stock forfeited, and sell it; and if it fail to sell 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.

Sec. 7. *Be it further enacted*, That the subscribers for stock shall be required to pay the one-tenth of the amount subscribed by each of them, at the time of subscribing, and the balance of their subscription, from time to time, in such calls or investments as the Board of 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 to take and receive from any subscribers, payment in whole or in part of the subscription of stock of said company in any lands or real estate. The land or real estate so taken from any subscriber for stock, shall be conveyed and assigned by him to the company, by which they shall be held and used for the purposes of the said Carthage Bridge Company; and *provided, further*, that the Board of Commissioners or President and Directors, shall be authorized to accept from any subscriber payment in full in cash of his subscription, and also to take and receive from the subscribers their promissory notes for ninety per cent. of their subscriptions, payable at such times as may be agreed upon between them and the Board of Commissioners, or President and Directors.

Notes.

Sec. 8. *Be it further enacted*, That the officers of said company shall hold their offices for one year and until their successors are appointed, unless otherwise directed by the by-laws.

Sec. 9. *Be it further enacted*, That said company shall begin 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 when said bridge shall have been completed and ready for travel and transportation along or across the same, the said company may erect a gate or gates across said bridge, and charge and receive tolls for crossing the same in the manner and for the sums following, to-wit: For each horse and rider, ten cents; for each additional, or fed horse, five cents; for each horse or mule in drove, three cents; for each head of cattle in drove, three cents; for a wagon and two horses, mules, or oxen, twenty-five cents; for a wagon and three horses or mules, thirty cents; for

three Rates of Toll.

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

Sec. 11. Be it further enacted, That the County Courts of Smith, Putnam, Overton, Jackson, Wilson, Sumner, Macon and DeKalb, and the corporate authorities of the town of Cartledge, 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 they, or either of them, may have taken and subscribed, or may hereafter take and subscribe, in any railroad company under the laws now, or heretofore, existing, in this State, into stock in said Cartledge Bridge Company; and the said County Courts and town corporation, shall, respectively, be stockholders to the extent of the stock so taken and subscribed by them in the company hereby incorporated, and subject to all the liabilities and restrictions, and entitled to all the rights and privileges as other stockholders.

Sec. 12. Be it further enacted, That said Cartledge Bridge Company may hold in fee simple, any real or personal estate, may mortgage, transfer, or convey the same 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.

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

Same.

Co'ty Courts,
etc., may take
stock.

Stockholders.

May buy or
sell property.

Lear Medical
Springs.

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

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

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

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

Sec. 17. Be it further enacted, That the affairs and business of said company shall be managed by five Directors, one of whom shall be President, who shall be elected annually, and hold thier offices until their suc-

Cumberland
Cement Co.

How man-
aged:

cessors shall have been elected and enter upon their duties. 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 stock in any election; and said stockholders may vote either in person or by proxy. The Directors shall have power to appoint superintendents, a Secretary and Treasurer, and such other officers, agents and servants, as they may think proper, and to determine their respective duties, and the time for which they may hold their offices or appointments.

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

WHEREAS, During the recent war, the United States Government established in the city of Chattanooga, 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. Yareley, Charles E. Lewis, R. E. McEwen and their associates, purchased the pipes, tanks, machinery and improvements from the United States Government, for the purpose of supplying water to the inhabitants of the city of Chattanooga; Therefore,

SEC. 19. *Be it further enacted*, That Thomas J. Carille, Robert R. Byard, R. E. McEwen, their associates and successors, be, and they are hereby, incorporated a body corporate and politic, under the name and style of the "Chattanooga Water Company;" and by that name and style, shall have succession for ninety-nine years; and in that name, sue and be sued, plead and be impleaded in 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 them to carry out the objects of said corporation.

SEC. 20. *Be it further enacted*, That the stock of said company shall be fifty thousand dollars, divided into shares of fifty dollars each.

SEC. 21. *Be it further enacted*, That as soon as twenty 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 Chattanooga, of the time and place for the subscribers to meet for officers. and hold an election for officers of said company. The stockholders shall select by ballot from among such of their number as may be residents of the City of Chattanooga, five Directors, to conduct the affairs of said company until the first Monday in May next ensuing; and in all elections, each stockholder shall be entitled to one vote for each share held by him; and the Directors shall appoint one of their number President of the Board, Appointments. who shall sign all contracts, certificates of stock; and who, together with the Secretary, shall affix the corporate seal whenever it may be necessary to do so. Said President 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 be necessary to carry out the objects of this corporation, and may be authorized to require of such officers or agents, bonds and security for the faithful performance of their duties; and the election for Directors thereafter, shall be held annually, on the first Monday in May in each and every year, at such place, within the city of Chattanooga, as may be appointed by the President and Directors, of which at least — days' notice shall be given, in one or more newspapers, published in the city of Chattanooga; and when, by death, resignation or otherwise, vacancies shall occur among the President and Directors, the Directors shall supply them from among the stockholders, residing in the city of Chattanooga, until the next annual election; *Provided*, That no misnomer or failure of election of officers on the day appointed, shall discontinue or dissolve said corporation, but the Directors and officers shall continue in office until a new election, which shall be made at such time and place, within said city of Chattanooga, and after such notice, as the President and Directors may prescribe.

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

Sec. 23. *Be it further enacted*, That the President and Directors shall have power, and are hereby authorized, to bring into the city of Chattanooga, a sufficient supply of water from the Tennessee river, or elsewhere in the county of Hamilton, by means of pipes or tanks, 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 as they may deem proper for the purposes aforesaid.

Purposes and powers.

Sec. 24. *Be it further enacted*, That said President and Directors shall have the right to enter on and into any lands or enclosures with their engineers, artists, assistants and workmen, to lay out and locate the dams, tanks and reservoirs, and the route for said pipes or tanks; and after the same shall have been laid out and located to the satisfaction of the said President and Directors, they shall give notice to the owners of said lands (if they are known or can be found) on which the same has been so laid out and located, of the location thereof, and of the desire of the company to occupy and use the land and route so marked and laid out; and in case of any disagreement between said President and Directors, and the owners of said land, or in case the owners are unknown, the same may be appropriated for the use of said company as now provided by law for the condemnation of private land for public improvement.

Notice, etc., to owners.

Sec. 25. *Be it 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 sidewalks of the city of Chattanooga, and necessary for the purposes 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.

May dig and lay pipes in streets.

Sec. 26. *Be it further enacted*, That said President 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 the company's pipes; and of erecting hydrants or fire plugs within said City of Chattanooga, and of contracting with the said inhabitants, with the City Council, or any incorporated companies, for the use of said water, within the limits aforesaid; and consumers shall be subject to all such rules and regulations respecting the use and waste of said water, as the said President and Directors may, from time to time, prescribe.

May furnish and regulate use of water.

Sec. 27. *Be it further enacted*, That the Secretary and Treasurer shall report to the President and Directors, their report or meeting of the stockholders, showing the financial

Sec'y and Treas. Report

condition of said company, from time to time, and at 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 inspection of any stockholder, at any time; and an exhibit of the financial condition of the company shall be made once in each year, or oftener, and in such manner as the President and Directors, or the stockholders, may direct.

Sec. 28. *Be it further enacted*, That the President and 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 writing; and the said real estate shall be liable for the use of the same, reserving to said President and Directors the right to contract with lessees or tenants alone, if they see fit so to do.

Contracts.

Sec. 29. *Be it further enacted*, That any person or persons, who shall take or use any of said water for domestic or other purposes, without having previously contracted for the same with the said President and Directors, shall forfeit and pay to said company, the sum of fifty dollars, to be recovered before any Justice of the 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 of Chattanooga to use the water so introduced by said company, or to prevent them from using water obtained in any other way.

Using water without permission.

Sec. 30. *Be it further enacted*, That any person or persons, who shall wilfully destroy or injure, in any manner, the pipes, aqueducts, tanks, dams, cisterns, reservoirs, hydrants, buildings or machinery of said company, erected in pursuance of this Act, or now erected, or shall wilfully corrupt, or permit any thing to run into, or fall into, any stream or reservoir from which the said company shall take water, to be introduced into the City of Chattanooga, which shall corrupt the same, or to render it 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 any Justice of the Peace of the County of Hamilton, shall pay a fine of not less than ten nor more than fifty dollars, one-half to the use of said company, and one-half to the use of the informer; and shall, moreover, remain liable to said company for all damages.

Injuring machinery, or corrupting water.

Sec. 31. *Be it further enacted*, That the City Council of Chattanooga, be, and it is hereby, authorized to sub-

City Council.

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

SEC. 32. *Be it further enacted*, That said company is hereby authorized and empowered to borrow any sum or sums of money, not exceeding twenty-five thousand dollars, for the purpose of extending their works, or borrowing money for liquidating or funding any debts already contracted in extending the same; and to secure the amount so borrowed, may make and execute a mortgage or mortgages; pledge or pledges, of the property and effects of said company, or give such other evidences of debt as may be agreed on; or may issue the bonds of the company to that amount; *Provided*, that no bond, certificate or other evidence of indebtedness, shall be issued by said company, for less than one hundred dollars.

SEC. 33. *Be it further enacted*, That the stockholders of said company shall be liable to the creditors of said company, for the amount due by them for stock subscribed and not paid, and no further; and that wages due to the employees of said company, to the extent of one hundred dollars each, shall be a lien on all the property of 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 employees.

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.

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

Passed March 11, 1868.

CHAPTER XXII.

AN ACT to Incorporate West Point Lodge, and Establish a High School.

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

SEC. 2. *Be it further enacted*, That the institution shall be governed by seven Trustees, a majority of whom shall constitute a quorum for the transaction of business; the first Board shall consist of the aforesaid parties; and all vacancies that may occur in their body shall be filled by the Lodge, and entered upon their 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 office.

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

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

Power of Trustees

ACTS

OF THE

STATE OF TENNESSEE,

PASSED AT THE SECOND SESSION OF THE

THIRTY-FIFTH GENERAL ASSEMBLY,

FOR THE YEARS

1868-69.

PUBLISHED BY AUTHORITY.

NASHVILLE:

S. C. MERCER,.....PRINTER TO THE STATE.

1869.

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

WARD & BRIGGS.

January 8, 1869.

Therefore,

SECTION 1. *Be it enacted by the General Assembly of the State of Tennessee*, That said proposition be, and the same is hereby accepted, and that the Governor and Secretary of State and Comptroller be, and they are hereby authorized to appoint the appraiser therein provided for.

SEC. 2. *Be it further enacted*, That the Comptroller 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 Treasurer of the State, who will pay the same out of any money in the Treasury not otherwise appropriated.

SEC. 3. *Be it further enacted*, That upon the conditions aforesaid being performed and complied with, the lease of the Penitentiary labor to Hyatt & Briggs, or Ward & Briggs be, and the same is hereby declared to be cancelled, and both parties released from the 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 arbitrators 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 Penitentiary, award damages in favor of the State the amount thus awarded shall be deducted from the appraisment of the property of the lessees herein ordered; and should they award damages in favor of the lessees, that it be added to the appraisment and paid as the appraisment is to be paid.

Accepted.

Comptroller
to issue war-
rant.

Released.

Previous in-
debtedness.

Arbitration,
damages, etc.

SEC. 6. *Be it further enacted*, That this Act take effect from and after its passage, and the inventory hereinbefore provided for, to be taken of the stock, machinery, fixtures, materials, unfinished work, tools on hand, 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.

CHAPTER LL.

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

SECTION 1. *Be it enacted by the General Assembly of the State of Tennessee*, That there be, and is hereby created, a body politic and corporate, to be known in law as the Tennessee Manufacturing Company, to have succession and a corporate existence for the term of ninety-nine (99) years, with the power and authority of contracting and being contracted with, suing and Legal powers, being sued, of pleading and being impleaded, and to be etc.

endowed with all the right, privileges and immunities appertaining to other incorporations granted by the State, provided, however, that none of the powers hereby granted shall be so construed as to authorize the issuance of notes for circulation, or in any wise engaging in the business of banking.

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

SEC. 3. *Be it further enacted*, That the following persons, viz: S. D. Morgan, Jas. M. Hamilton, A. G. Adams, Byrd Douglass, R. H. Gardner, T. A. Atchison, Geo. Thompson, John M. Hill, A. F. Goff, A. H. S. Lindsley, J. W. Wilson, C. K. Winston, A. H. Commissioners.

Hicks, Samuel Pritchett, B. S. Rhea, B. R. McKennie, 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. McClure, W. W. Berry, F. N. Cheatham, Jas. Whitworth, John M. Lea, W. A. Cheatham, John H. Williams, W. R. Elliston, Abram Demoss, R. C. McNairy, Hugh Douglass, W. H. Evans, F. Turman, J. L. Yarran, Henry Yeatman, Daniel Hillman, J. Sax, Matt McClung, A. G. Sanford, Jessie Warren, W. Simmons, Anson Nelson, W. D. Tulbot and J. E. Manlove or any three or more of them may act as Commissioners for receiving subscriptions to the stock of said Company, either by opening books publicly, or otherwise, to regulate and fix the amount of the first installment 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.

To receive
subscriptions

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

Business pri-
vileges.

Sec. 5. *Be it further enacted*, That when the

amount required to make its organization legal, and

which shall not be less than Fifty Thousand Dollars,

is subscribed for, the shareholders, may elect or appoint

a Board of Directors, to consist of not less than three

nor more than nine from their own body, the number

thus to be elected or appointed to be decided on at the

meeting held by the stockholders to organize the Com-

pany; in all elections held by the shareholders, the

rate of voting shall be one for each share, provided,

however, that no stockholder shall vote either in per-

son or by proxy, who is in arrears in payment of any

installment due on his or her stock, and that in case of

Election of
Directors.

Voting.

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

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 majority of the Directors, may appoint all other officers, agents and servants of the Company, and may also make such by-laws as are necessary, as well as to establish or adopt a corporate seal, the same altering or changing, at its pleasure.

Sec. 7. *Be it further enacted*, That the Pulaski Manufacturing Company be, and the same is hereby incorporated and to be known as the Pulaski Manufacturing Company, with all the privileges, rights and immunities granted to the Tennessee Manufacturing Company.

Pulaski Man-
ufacturing Co

Sec. 8. *Be it further enacted*, That Nicholas C. Bafford, John L. Brandon, Sam'l Orr, A. J. McKinnin, Charles C. Abernathy, John C. Brown, James McCollum, A. M. Carter, W. F. Ballentine and J. P. May, Commissioners, be, and the same are hereby appointed Commissioners to receive subscriptions to the capital stock of said Pulaski Manufacturing Company, and to perform all other acts allowed to the Commissioners of the Tennessee Manufacturing Company.

Sec. 9. *Be it further enacted*, That J. O. Shackleford, W. T. Shackleford, Dorsey B. Thomas, J. T. Winfrey, Bushrod Johnson, Edward Saunders and S. H. Kennedy, are hereby made Commissioners for raising subscriptions for the capital stock of a Company to be known as the Bark Extracting Company, which said Bark Extracting Company, when organized, shall have all the rights, powers and privileges and immunities given and bestowed on the Tennessee Montgomery Company herein described and set forth, and they may organize under the same rules prescribed for said Company, and with all the powers vested in said Company.

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 the rights, privileges and immunities hereby granted to the Tennessee Manufacturing Company, and that Robt. H. Gardner, J. W. Manier, W. H. Evans, Dr. Thos. Snodgrass, Gen'l G. G. Dibrell, Sam'l D. Morgan, Thos.

Sparta Mills
Company.

W. Evans and Hugh Douglass are made Commissioners for organizing the said Company.

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

Sec. 12. *Be it further enacted*, That George H. Hazelhurst, — Ketchum, A. M. Johnson, Thos. Webster and J. W. James, and their associates and successors be, and they are hereby incorporated 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 Tennessee, entitled "An Act to incorporate the Carthage Bridge Company," and for other purposes, 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 associates, successors and assigns be, and they are hereby created 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 privileges, and subject to the same liabilities and restrictions contained in the charter creating the Tennessee Savings Institution, passed May the 9th, 1866.

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 name and style of the Gallatin Branch Turnpike Company, for the purpose of building a turnpike road from Gallatin in the county of Sumner via the Ridge, to the Kentucky State line, and by the same name shall sue and be sued, plead and be impleaded in all courts of law or equity, and shall have and use a common seal and change the same at pleasure.

Sec. 15. *Be it further enacted*, That all the rights, powers, privileges and immunities, subject to the same restrictions and liabilities as provided for in the Act incorporating the Gallatin and Cumberland Turnpike Company, and amendments thereto, be and the same 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, 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 its passage.

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

Passed February 19, 1869.

CHAPTER LII.

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

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

Sec. 2. *Be it further enacted*, That the office of Clerical Commissioner and Financial Commissioner, as the same appears in section seventh of said Act of May 14, 1866, be and the same are hereby abolished and declared vacant as far as the same applies to the city of Nashville, and that all the duties hereafter imposed upon said Commissioners by said Act of May 14, 1866, shall, in all respects, be performed by the Superintending Commissioner of the Metropolitan Police for the city of Nashville so far as the same may be necessary; *Provided*, however, that said Commissioners' salary, as now allowed by law, shall, in no respects, be increased by virtue 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 hereby repealed, and that this Act take effect from and after its passage.

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

Passed February 20, 1869.

Application to amend the Charter of the City Water Company
 a corporation organized under the State of Tennessee, and
 doing business at Chattanooga, in Hamilton County, in said
 State. We the undersigned James S. Herndon, Street Engineer,
 W. S. Schuler, J. S. Stahl, W. H. Daniels and H. S. Cohen,
 all of whom are more than twenty one years of age, who
 constitute and are the Board of Directors of the City Water
 Company, a corporation organized under the laws of
 the State of Tennessee, having an Office at and doing
 business in Chattanooga in Hamilton County said
 State, do hereby apply to the State of Tennessee by virtue
 of the general laws of the land for an amendment to 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 Lockport Water Company."
 The amendments thereto by a decree of the Chancery
 Court of Hamilton County in said State pronounced
 April 15th 1872, the amendments of July 10th 1857, made
 under the general laws of the State of Tennessee ap-
 plicable to Corporations of that State, which last a-
 mendments were recorded on the 7th day of July,
 1854, in Corporation Book "K" in the Office of the
 Secretary of State for the State of Tennessee, at Nash-
 ville Tennessee, and of record in Book A Vol. 3, in the
 Office of the Register for Hamilton in said State, and
 the amendment made to its Charter also of record in
 Book — in the Office of said Secretary of State and
 also of record in Book — vol — in the Office of the said
 Register for Hamilton County in said State for the
 following purposes:— To-wit:

To authorize and empower said City Water Company, at
 any general or special meeting of its Board of Directors
 or at any meeting of its Stockholders, when a majority of its
 stock is represented in person or by proxy to increase its
 Capital stock to the sum of One Million Dollars (\$1,000,000)
 including the stock now owned or authorized to be issued
 to be represented by certificates of stock of One hundred
 Dollars (\$100) each to be issued by its Board of Directors
 as said Board may deem fit. The said Board of Directors
 shall have the power to provide the mode and manner of
 the transfer of its stock or certificates of stock and also
 all such other acts and to exercise all the rights, privileges
 and powers conferred upon Corporations organized or man-
 aged under the general laws of the State of Tennessee, made
 by the Legislature and forth in sub. section 3. of section
 1041, Article 3. of Chapter 3. Nashville & Nashville
 Code, of Tennessee.

Second. To borrow money, execute notes, issue bonds bearing a rate of interest authorized by the laws of the State of Tennessee, upon the faith of the Corporate property, together with the franchises of the Company, and as a further security for money borrowed, notes executed, or bonds issued, to execute, or mortgage or mortgages, to consolidate any mortgages already executed upon any part or all of its Corporate property together with all of its rights, credits, and franchises: Provided however, that its total indebtedness shall not at any one time exceed the sum of One million Dollars, (\$1,000,000) including its bonds that have already been issued in relation whereof, the first bonds were submitted to the Commission on the 25th day of November 1855.

Jos. S. Huber, Thos. S. Huber, M. W. Pettit, Thos. H. King, Jr.
State of Tennessee, W. L. Odell, J. F. H. H. H.
Hamilton County, Personally appeared before me L. M. Clark Clerk of the County Court of said County, M. W. Pettit and Thos. H. King, Jr. the within named defendants, with whom I am personally acquainted and who acknowledge that they executed the within instrument for the purposes therein contained. Witness my hand this 23rd day of Nov. 1855. L. M. Clark Clerk

State of Tennessee, do.
County of Hamilton, On the 20th day of Nov. 1855, before me Jos. Ewing Spear, a Notary Public duly Commissioned and qualified for said State and County, personally appeared Jas. S. Huber, and Thos. S. Huber both of whom is well known to me, and each of whom is 21 years old, and each acknowledged the execution of the foregoing application to amend the Charter of the City Water Company, an incorporated Company, doing business at Chattanooga in Hamilton County Tennessee. In testimony whereof I hereunto signed my name as a Notary Public and caused my Station and Seal to be affixed the day & year last aforesaid with the Jos. Ewing Spear Notary Public State of Tennessee, The above amendment to Charter and Certificate Hamilton County, are filed 23rd Nov. 1855, at 9 A. M. in Book B in State Book A. T. page 306, and recorded in Book B in Vol. 3, page 631, above, Witness my hand at Office in Chattanooga, N. C. Book Register, Per J. H. H. H. H. H. I then declare in view of state of the State of Tennessee, as a Notary Public, that the foregoing instrument with Certificates of acknowledgment, of probate and registration was filed in my office for registration on the 20th day of Nov. 1855, and recorded on the 20th day of Nov. 1855, in Book B in State Book A in said Office page 243, above. In testimony whereof I hereunto subscribed my official signature and by one of the Clerks of the Court of the State of Tennessee, at the Department in the City of Chattanooga this 20th day of Nov. 1855. Jos. Ewing Spear

In application to amend the Charter of the "Local Water Company" in "incorporated by an act of the General Assembly of the State of Tennessee, approved March 11th 1862, and the amendment thereto under a decree of the Chancery Court of Hamilton County Tennessee, pronounced in the case of "Local Water Company vs. State, in the 15th day of April 1872. The undersigned Board of Directors of the "Local Water Company" of the State of Tennessee in virtue of the General Laws of the Land for an amendment of its Charter, granted by the General Assembly of the State of Tennessee approved March 11th 1862, and the amendment thereto, under a decree of the Chancery Court of Hamilton County in said State, pronounced April 15th 1872, for the first time of inserting said Corporation with power, clause general, a specific meeting of its Board of Directors, -

First, To change the name of said Company, from that of "Local Water Company" at Chattanooga, Tenn. to "City Water Company" Chattanooga, Tenn. or such other name as its Board of Directors, or its majority of them, may see proper to change, -

Second, To increase the Capital Stock of said Company, to the sum of Two hundred and Fifty Thousand Dollars, in addition to the sum of Fifty Thousand Dollars, its original Capital stock, and including the sum of One hundred and Fifty Thousand Dollars, authorized by the said amendment of its Charter of April 15th 1872, making a total of Four hundred Thousand Dollars, to be represented by Certificates of Stock of Stock of One hundred Dollars each; said sum of Stock to be issued in the Board of Directors of said Company, as they may deem best, upon shares now owned or to be subscribed, and to do all such other acts, and exercise all the powers conferred upon Corporations, as may be required under the general laws of the State of Tennessee, and more particularly as set forth in Subsection third of Section 1705, Article 2, of Chapter 13, of the Code of Tennessee.

Third, To borrow money and interest thereon, and to issue bonds at rate of interest authorized by the laws of the State of Tennessee, upon the faith of the corporate franchise, and the franchises of the Company, and as a further security for money borrowed, to give bonds issued, to secure a mortgage on a part of its corporate property, and the franchises of the Company, provided however that the entire amount of the Capital Stock of the Company, -

Fourth, To acquire in any other manner, and in any other manner, the property, rights, and franchises, -

arranged in the purpose of supplying the City of Chhatta-
noga with water, and to separate and use each part of
the franchise to acquire, as it was done first, for the ob-
tainment of the original purchase and charters of the Charter,
and to all such other acts as its board of Directors may deem
fit, & necessarily carry out, the original purpose of its
Charter, and all the amendments thereto, not in conflict
with the laws of the State of Tennessee, or of the United States.

In testimony whereof, we have hereunto subscribed
our names: This 1st day of February 1854,
Jas. Thompson, J. M. Highland, J. S. Smith, J. S. Hill,
J. M. Johnson, J. S. Montgomery, J. S. Thompson, W. L. Collins,
J. S. of Indiana

Witness my hand & seal, as the undersigned a Notary Public, in and
for said County, at said place, J. S. Smith, J. M. Highland, J. S. Hill,
J. S. Johnson, J. S. Montgomery, J. S. Thompson, W. L. Collins,
J. S. of Indiana, the execution of the within application to amend the Charter
of the "Lookout Water Company" witnessed my hand and material
seal, this 1st day of February 1854, Wm. R. Southerton Notary Public,
Tennessee, Indiana.

State of Tennessee,
Hamilton County, I personally appeared before me Geo. W. H. sides
a Notary Public, duly authorized Commissioner and administrator
in and for said State and County, J. S. Johnson, J. S. Montgomery,
the within applicants with whom I am personally acquainted
and who acknowledged the execution of the within application,
to amend the Charter of the Lookout Water Company, witness
my hand and Notarial seal of office, this 5th day of
February, 1854, Geo. W. H. sides Notary Public,
Chattanooga, Tenn.

State of Tennessee,
Hamilton County, The above application and Certificate
were filed Feb. 5th 1854, at 11 A.M. entered into the
Book of Not. page 170, and recorded in Book "W." of Ch. 3, page
107, 110, 111, witnessed my hand and office in Chattanooga,
Tenn. H. C. Beck, Register.

John Allison Secy. of State do certify that
this amendment and Certificate attached the foregoing
which is a true copy was this day registered and
Certified to be true, Feb. 7th 1854.

State of Tennessee,
Hamilton County, On this 7th day of Feb. 1854, J. Allison
Secy. of State

Witness my hand and seal, as the undersigned a Notary Public, in and
for said County, at said place, J. S. Smith, J. M. Highland, J. S. Hill,
J. S. Johnson, J. S. Montgomery, J. S. Thompson, W. L. Collins,
J. S. of Indiana, the execution of the within application to amend the Charter
of the "Lookout Water Company" witnessed my hand and material
seal, this 1st day of February 1854, Wm. R. Southerton Notary Public,
Tennessee, Indiana.

This is a copy of the original and is not a duplicate. It is a copy of the original and is not a duplicate. It is a copy of the original and is not a duplicate.

Application to amend the Charter of the City Water Company doing
 business at Chattanooga in the County of Hamilton and State of Tennessee
 under the laws of said State. We the undersigned, James S. Kuhn, ^{President}
 Agent Hingfield, W. S. Kuhn, M. H. Pattillo, ^{and H. L. Eakin} ^{secretaries}
 and being the Board of Directors of the City Water Company doing business
 and having an office in the City of Chattanooga, in Hamilton County,
 in the State of Tennessee, do hereby apply to the State of Tennessee
 by order 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 Ten-
 nessee, approved March 11th 1865, under the corporate name of "Look-
 out Water Company" the amendments thereto by a decree of the Chan-
 cery Court of Hamilton County, in said State, pronounced April the
 13th 1877, and the amendments of Feb. the 10th 1887, made under the general
 laws of the State of Tennessee applicable to Corporations of that State
 and which last amendments were recorded on the 7th day of Feb.
 1887, in Corporation Book "K" in the Office of the Secretary of State
 for the State of Tennessee at Nashville Tennessee, together with
 Book "A" Vol. 3, in Office of the Register for Hamilton County in
 said State, for the following purposes, First: To authorize and em-
 power said "City Water Company" at any general or special meeting
 of its Board of Directors to increase its Capital Stock to the sum
 of Eight Hundred Thousand Dollars (\$800,000.00) inclusive of
 the stock now issued or authorized to be issued, to be represented by
 certificates of stock of one Hundred Dollars each, to be issued by
 its Board of Directors, and such Board may deem best,
 said Board shall have power to prescribe the mode and manner
 of the transfer of said certificates and to do all such other acts
 to exercise all the powers conferred upon Corporations organized
 or amended under the general laws of the State of Tennessee, and, more
 particularly set forth in sub-section three (3) of Section 1705, Ar-
 ticle two (2) of Chapter three (3) of Section 1705, Miller's Revised
 Code of Tennessee. Second: To borrow money, execute notes, or
 issue bonds, bearing a rate of interest authorized by the State of
 Tennessee, upon the faith of the corporate property and the fran-
 chises of the Company and as a further security for money
 borrowed, notes given or bonds issued, to execute or mortgage or
 mortgages or to consolidate mortgages already executed, if any,
 upon a part or all of its corporate property and franchises,
 rights and credits, provided, however, that its bonded indebted-
 ness shall not at any one time exceed the sum of Eight
 Hundred Thousand Dollars (\$800,000.00). In testimony
 whereof, we have hereunto subscribed our names on this 35th
 day of October A.D. 1888.

James S. Kuhn W. S. Kuhn
 Agent Hingfield H. L. Eakin
 M. H. Pattillo

Members of the Board of Directors of the City
 Water Company at Chattanooga, Tennessee

State of Pennsylvania
County of Allegheny. On the 35th day of October A.D.
1858 before me, a Notary Public duly Commissioned and
qualified for said State and County, personally appeared
James S. Fisher and W. S. Fisher each of whom is to me well
known and each of whom is 34 years old and each acknowledged
the execution of the foregoing application to amend the Charter
of the City Water Company, an incorporated Company doing
business at Chattanooga Tennessee. In testimony whereof
I have hereunto signed my name as Notary Public and caused
my notarial seal to be affixed the day and year last
before written, George Morris Notary Public.

State of Tennessee
Hamilton County. The above instrument and Certificate
were filed by J. Oct. 1858. at 3⁴⁵ P.M. entered in State Book
No. 5 Page 492. and recorded in Book C. Volume 3 page
124. Witness my hand at Office in Chattanooga
Tenn. this 30th day of October 1858.
J. L. Black Register

I, John Allison Notary of State do certify that this
Charter and Certificate attached the foregoing
which is a true copy was this day re-
ceived and Certified to by me Oct. 29. 58.
John Allison

State of Tennessee
Hamilton County. On this 4th day of Dec. 1859. before me
J. M. Clark Clerk of the County Court of Hamilton County Tennessee
personally appeared for Petitioners, J. S. Fisher, H. S. Fisher,
Charles Thompson and W. L. Fisher with all of whom I am
personally acquainted and each of them acknowledged
that they signed the foregoing application to amend the
Charter of the City Water Company for the purposes therein
stated and the said James S. Fisher & H. S. Fisher also ad-
mitted and subject the acknowledgment before made
by them before Geo. Morris a Notary Public on the 25th day
of Oct. 1858. as appears by his Certificate hereon. In
testimony whereof I have hereunto signed my name as Clerk &
affixed the seal of my office this 4th day of Dec. 1859.

State of Tennessee, Hamilton County. J. M. Clark Clerk.
The above application and Certificate were filed Dec. 10th
A.D. 1859. at 3 P.M. entered in State Book No. 6
page 86 and recorded in Book X Vol. 3 page 774.
Witness my hand at Office in Chattanooga, Tenn. this 10th day of Dec. 1859.
J. M. Clark

I, C. M. Clark Notary of State do certify that the
additional Certificates to this Charter were this day re-
ceived by me Dec. 10th 1859.
C. M. Clark

Application to amend the Charter of the City Water Company a
 Corporation organized under the laws of the State of Tennessee, ^{now}
 doing business at Chattanooga, in Hamilton County in said State.
 The undersigned James S. Fisher, Robert Kingfield, W. S. Haskin,
 M. H. Patillo and M. L. Calkins, who constitute and are the board of
 directors of the City Water Company a Corporation organized under
 the laws of the State of Tennessee, having an office at and doing business
 in Chattanooga, in Hamilton County in said State, do hereby 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 Cor-
 porate name of "The Lookout Water Company", the amendments thereto
 by a decree of the Chancery Court of Hamilton County in said State
 pronounced April 18th 1872, the amendments of July 10th 1887, made under
 the general laws of the State of Tennessee applicable to Corporations of
 that State, which last amendments were recorded on the 7th day of
 February 1887, in Corporation Book "K" in the office of the Secretary
 of State for the State of Tennessee at Nashville Tennessee, ^{and} of record in
 Book "G" Vol. 3, in the office of the Register for Hamilton County in said
 State, and the amendments made to its Charter also of record in Book "K" in the
 office of said Secretary of State and also of record in Book "K" Vol. 3 in the
 office of the said Register for Hamilton County in said State for the
 following purposes: First, To authorize and empower said City Water
 Company at any general or special meeting of its Board of Directors or at
 any meeting of its Stockholders, when a majority of its Stock is
 represented in person or by proxy to increase its Capital Stock to
 the sum of One Million Dollars (\$1,000,000.00) including the
 Stock now issued or authorized to be issued to be represented by
 certificates of Stock of One hundred Dollars (\$100.00) each, to be
 issued by its Board of Directors as said Board may deem best,
 Its Board of Directors shall have the power to prescribe the
 mode and manner of the transfer of its Stock or certificates
 of Stock and to do all such other acts as to exercise all its
 rights, privileges and powers conferred upon Corporations organized
 or amended under the general laws of the State of Tennessee, and
 more particularly set forth in ^{sub}Section 3 of Section 1705, Article 3
 of Chapter 3, Milligan's Vesters Code of Tennessee. Second, To
 borrow money, emit notes, issue bonds bearing a rate of interest
 authorized by the laws of the State of Tennessee, upon the faith
 of the Corporate property together with the franchises of
 the Company, and as a further security for money borrowed
 notes, emitted, or bonds issued, to execute a mortgage or
 mortgages to consolidate any mortgages already existing
 upon any part or all of its Corporate property together with
 all its rights, privileges and franchises. Provided however
 that its bonded indebtedness shall not at any time
 exceed the sum of One Million Dollars (\$1,000,000.00).

Interim, whereof, we have hereto subscribed our names
on this day of — 1888.

James S. Nichol, H. S. Nichol, M. H. Pattillo,
Orebit Higgins.

State of Tennessee,

Hamilton County, Personages appeared before me L. M. Clark
Clerk of the County Court of said County, M. H. Pattillo and Orebit
Higgins the within named persons with whom I am personally
acquainted and who acknowledged that they executed the within in-
strument for the purposes therein contained, witness my hand
at office this 23rd day of Nov, 1888, L. M. Clark Clerk.

State of Pennsylvania,

County of Allegheny, On the 20th day of November 1888, before me
Jas. Daring Esq., a Notary Public duly commissioned and qualified for
said State and County personally appeared James S. Nichol, and H. S. Nichol each
of whom is known to me, each of whom is twenty one years old, and
each acknowledged the execution of the foregoing instrument and the
Charter of the City Water Company, an incorporated Company, doing
business at Chattanooga, in Hamilton County, Tennessee. Inter-
im, whereof, I have here signed my name as a Notary Public and
caused my notarial seal to be affixed, the date and year last
of me written Jas. Daring Esq. Notary Public.

State of Tennessee,

Hamilton County, The above amended Charter and Certi-
ficate were filed 23rd Nov, 1888, at 9 A.M., entered in State Book
No. 3, page 306, and recorded in Book No. Vol. 3, page
631 at seq. Witness my hand at office in Chattanooga

J. R. Beck Register

By J. H. Hodges Esq.,

I, John Allison Esq., of State do certify that this Charter and
Certificate attached the foregoing is a true copy
was this day registered and certified to by me
Nov, 24th 1888.

John Allison

Notary

Amendment to City Water Company

Application to amend the charter of the City Water Company, a corporation organized under the laws of the State of Tennessee, and doing business as follows in Hamilton County in said state.

We the undersigned, Daniel O'Connell, Robert F. Macle, J. A. Hargrave, CR. Dubois and L. H. Dwyer as the living over the age of twenty-one years, comprising the Board of Directors of the City Water Company, a corporation organized under the laws of the State of Tennessee, having an office at and doing business in Chattanooga, Hamilton County, in said State apply to the State of Tennessee by virtue of the general laws of the said 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 State Company, the amendments made thereto; by decree of the Chancery Court of Hamilton County in said state, pronounced April 17th 1877, in amendment of its charter, Feb 1857, made under the general laws of the State of Tennessee, applicable to the corporations of that state, which said amendments were recorded in February 5th 1857 in Book 11 Volume 3, page 101 et seq. in the office of Register for Hamilton County in said state and recorded February 7th in Corporation Record Book 10 page 67 et seq. in the office of the Secretary of State in the State of Tennessee and the certificate of the Secretary of State under the great seal of said state thereto attached was recorded in said Register's Office in Book 10 Volume 3, page 201 et seq. which said amendments of February 1st 1857 were acknowledged on December 7 1859 and re-recorded in said Register's Office on December 7 1859 in Book 7 Volume 3, page 62 et seq. and re-recorded in the office of said Secretary of State on December 12th 1859 in Corporation Record Book 10 page 678 et seq. and the certificate of the Secretary of State thereto attached under the great seal of said state was recorded in said Register's Office on Dec 12th 1859 in Book 7 Volume 3 page 62 et seq. and the amendments of Oct. 25th 1858 made under the general laws of the State of Tennessee applicable to corporations of that state, recorded on the 27th day of Oct. 1858 in Corporation Record Book 6 page 241 et seq. in the office of said Secretary of State and the certificate of the Secretary of State thereto attached under the great seal of said state was recorded in said Register's Office in Book 7 Volume 3, page 79 et seq. the amendments of the 23rd of Nov. A.D. 1855 made under the general laws of the State of Tennessee applicable to corporations of that state, which said amendments were recorded on Nov 23 1855 in Book 11 Volume 3 page 631 in the office of the Register for Hamilton County in said state and recorded on Nov 24th 1855 in Corporation Record Book 6 page 27 et seq. in the office of said Secretary of State of the State of Tennessee at Nashville, Tennessee and the certificate of the Secretary of State thereto attached under the great seal of said state was recorded on Nov 27 1855 in said Register's Office in Book 11 Volume 3, page 33 which said last amendments were acknowledged Dec 7 1859 and recorded Dec 10th 1859 in Book 7 Volume 3 page 74 et seq. in the Register's Office of said County and recorded Dec 14 1859 in the office of said Secretary of State in Corporation Record Book 6 page 502 et seq. and the certificate of the Secretary of State thereto attached

represented by certificates of stock of One Hundred Dollars (100) each to be issued by its Board of Directors, as aforesaid. Powers may be conferred on said Board of Directors, shall have power to prescribe the mode and manner of the transfer of its stock, or certificates of stock and to do all such other acts and to exercise all the rights, privileges and powers conferred upon corporations organized or assumed under the general laws of the state of Tennessee, and more particularly set forth in Sub Section 3 of Section 770 of Article 2 of Chapter Milliken and Vestance Code of Tennessee.

Second -

To borrow money, execute notes, issue bonds bearing a rate of interest authorized by the laws of the state of Tennessee upon the faith of the corporate property together with the franchises of the Company and as further security for money borrowed, notes executed, bonds issued, to execute a mortgage or mortgages, to consolidate any mortgages already executed upon any part or all of its corporate property, together with all of its rights, franchises and franchises: provided however that its bonded indebtedness shall not at any one time exceed the sum of One Million Three Hundred Thousand Dollars (\$1,300,000) including its bonds that have already been issued.

In Testimony Whereof, We have hereunto subscribed our names on this 31st day of December 1891.

Witness my hand and seal at my office in Chattanooga, Tennessee, this 31st day of December 1891. James T. Kahn, J. H. Pender, A. E. Clancy, Robert W. Wicks, J. T. Wicks

State of Tennessee } Before me Jno H. Meacham Clerk of the Court and of said Hamilton County } County personally appeared A. E. Clancy, Robert W. Wicks and J. T. Wicks, with all of whom I am personally acquainted and acknowledge that they signed the foregoing application to amend the Charter of the City Water Company, and personally appeared before me W. D. Kahn and A. E. Clancy, who being duly sworn, testified that they witnessed and attested the signature of James T. Kahn and that they assigned the same for the purposes therein contained -

Witness my hand and seal at my office in Chattanooga, Tennessee, this 31st day of December 1891. J. H. Meacham Clerk County Court.

State of Tennessee } The above amendment to Charter and Certificate of Incorporation of Hamilton County } was filed this 31st day of Dec 1891 at 3:15 P.M. entered in Note Book No 7, Page 136 and recorded in Book 7, Vol. 4, page 161, et seq. Witness my hand at my office in Chattanooga, Tennessee, this 31st day of Dec 1891. H. T. Rogers Register.

J. A. Miller Secretary of State do certify that this Charter Amendment, Certificate of Incorporation attached the foregoing of which is a true copy, was this day registered and certified to by me - This 31st day of Dec 1891.

J. A. Miller

Secretary of State

"CITY WATER COMPANY (OF CHATTANOOGA) TENN"

INCREASE FROM \$1,500,000

TO (\$3,741,900)

APPLICATION to amend the Charter of City Water Company (of Chattanooga, Tenn.), a corporation organized under the laws of the State of Tennessee, and doing business in the City of Chattanooga, Hamilton County, in said State.

We, the undersigned, comprising the Board of Directors of City Water Company (of Chattanooga, Tenn.) a Corporation organized under the laws of the State of Tennessee, having an office at and doing business in the City of Chattanooga, 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 amendment made thereto by a decree of the Chancery Court of Hamilton 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 "A", Vol. 3, page 101 et seq. in the office of the Register for Hamilton 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 thereto attached, was recorded in said Register's office in Book "A", Vol. 3, page 201 et seq., which said amendments of February 1st, 1887, 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 et seq., and re-recorded in the office of said Secretary of State on December 12th, 1889, in Corporation Record Book "K", page 678 et seq., and the certificate of the Secretary of State thereto attached under the Great Seal of said State was recorded in said Register's office on December 12th, 1889, in Book "X", Volume 3, page 62 et seq., and the amendments of October 25th, 1888, 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 Book "O", Volume 3, page 1, et seq., in the office of said Register for Hamilton County in said State; and recorded on the 29th day of October, 1888, in Corporation record Book "P", page 261 et seq. in the office of said Secretary of State, and the certificate of the Secretary of State thereto attached under the Great Seal of said State was recorded in said Register's office in Book "O" Volume 3, page 2 et seq., which said amendments of October 25th, 1888, were 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 thereto attached under the Great Seal of said State was recorded in said Register's office in Book "X", Volume 3, page 79 et seq., the amendments 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 amendments were recorded on November 23rd, 1888, in Book "N", Volume 3, page 631, in the office of the Register for 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 Tennessee at Nashville, Tennessee, and the certificate of the Secretary of State thereto attached under the Great Seal of said State was recorded on November 27th, 1888, in said Register's office in Book "N", Volume 3, page 633, which said last amendments were re-acknowledged on December 7th, 1889, and recorded December 10th, 1889, in Book "X", Volume 3, 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 seq; and the certificate of the Secretary of State thereto attached under the Great Seal of said State was recorded on December 16th, 1889, in said Register's office in Book "X", Volume 3, page 81 et 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 "P" page 232 et seq., in said office and the certificate of the ^{said} Secretary of State, under the Great Seal of said State certifying to the registration thereof in his office was recorded in Book "S", Volume 4, page 167, on the 2nd day of January, 1892, in said Register's office in said County; the amendment of the 27th day of January A. D. 1902, made under the general laws of the State of Tennessee applicable to corporations of the State, which said amendment was recorded on the 28th day of January A.D. 1902 in Book "

Volume 7, page 18, et seq; in the Register's office of Hamilton County, and also in the office of the Secretary of State of the State of Tennessee, on the 30th day of January, A.D., 1902, in Corporation record Book "F", Volume 4, page 525 et seq., in said office, and the Certificate of the Secretary of State under the Great Seal of said State certifying to the registration thereof, in his office, was recorded in 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 powers.-

To increase the amount of its capital stock from ONE MILLION FIVE HUNDRED THOUSAND DOLLARS(\$1,500,000) TO THREE MILLION SEVEN HUNDRED FORTY-ONE THOUSAND NINE HUNDRED DOLLARS(\$3,741,900), which increase, amounting to TWO MILLION TWO HUNDRED FORTY -ONE THOUSAND NINE HUNDRED DOLLARS(\$2,241,900) , shall be divided into Twenty-two thousand four hundred nineteen 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 Board of Directors, from the surplus or net profits of the corporation, dividends at the rate of seven per centum (7%) per annum of the par value of such stock, and no more, payable as the Board of Directors may, by resolution, determine. 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 cumulative 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 or 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 or net profits.

in the event of the liquidation, dissolution, or winding up, whether voluntary or involuntary, of the corporation, the holders of the Preferred stock shall be entitled to be paid 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 ~~divided~~ divided and paid to the holders of the Common Stock according to their respective shares.

The Preferred stock, May, from time to time, be redeemed, in whole or in part, at the option of the Board of Directors, upon four(4) weeks' notice postpaid, addressed to the holder of such stock to be redeemed, at his last known address, such notice also to be published once a week for four (4) successive weeks in two newspapers, one in the City of New York, New York, and the other in the City of Chattanooga, Tennessee, by paying therefor in cash an amount equal to ONE HUNDRED TEN PER CENT (110%) of the par 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 Preferred Stock is to be redeemed, the shares to be redeemed shall be determined in such manner as may be determined by resolution of the Board of Directors.

manner as shall be prescribed by the By-Laws or by resolution of the Board of Directors. The holders of the Preferred Stock shall have no right to vote for the election of Directors 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 per centum (7%) per annum shall not have been paid upon all the outstanding Preferred stock for any dividend period, the holders of the Preferred stock shall thereupon 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 stockholders until all unpaid accumulated dividends shall have been paid in full.

Witness my hand and seal of the Corporation, this 1st day of May, A.D. 1917.

IN WITNESS WHEREOF, WE, have hereunto subscribed our names, this 21st day of May, A.D. 1917.
A. M. Lynn, L. H. Dixey, J. F. Clark, J. A. Hargraves, D. M. Watt.

ATTEST as to signature of D.M. Watt (A.M. Lynn.)

STATE OF TENNESSEE, COUNTY OF HAMILTON, SS.
Before me, Chas. E. Watson, Clerk of the County Court of the County of Hamilton, State of
Tennessee, personally appeared on this 21 day of May, 1917, A.M. Lynn, L.N. Bixby, J.F. Clark, and
J. A. Harragaves, with whom I am personally acquainted, Directors of the City Water Company of

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

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

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

STATE OF TENNESSEE. HAMILTON COUNTY.

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

Witness my hand at office in Chattanooga, Tenn.

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

Fee \$10.00)
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 day recorded and certified to by me, on this the 22nd day of May, 1917.

Ike B. Stevens
Secretary of State.

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APPLICATION TO AMEND THE CHARTER

CITY WATER COMPANY

(OF CHATTANOOGA, TENNESSEE)

A CORPORATION ORGANIZED UNDER THE LAWS OF THE STATE OF
TENNESSEE, AND DOING BUSINESS IN THE CITY OF CHAT-
TANOOGA, HAMILTON COUNTY, IN SAID STATE.

WHEREAS, at a special meeting of the Stockholders of City Water Company (of Chattanooga, Tennessee), duly called and held at the principal office of said company, in the City of Chattanooga, in the State of Tennessee, resolutions were duly adopted for an amendment to the charter of said company, as hereinafter 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, THEREFORE, We, the undersigned, comprising the Board of Directors of said City Water Company (of Chattanooga, Tennessee,) apply to the State of Tennessee, by authority 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 amendments made thereto by a decree of the Chancery Court of Hamilton County in said State, pronounced April 18th, 1872; the amendments of February 1st, 1897 made under the general laws of the State of Tennessee, applicable to the corporation of that State, which said amendments were recorded February 5th, 1897, in Book "A" Vol. 3, page 131 et seq. in the office of the register of Hamilton County in said State, and recorded February 7th, 1897 in Corporation Record Book "A" page 677 et seq. in the office of the Secretary of State for the State of Tennessee, at Nashville, Ten-

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preferred stock, and One Hundred Thousand (\$100,000.00) Dollars worth of stock, or one thousand shares; of the par 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 per cent per annum, 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 holders 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 hereinbefore provided, shall be subject to the same privileges, obligations and liabilities as are holders of the common stock.

The general powers of said corporation are: to sue and be sued by the corporate name; to have and use the common seal, which it may alter at pleasure; if no common seal, 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 owned 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 part payment of any debt due to the corporation, and sell realty for corporation purposes; to establish by-laws and make all rules and regulations not inconsistent with the law and constitution, deemed sufficient for the management of corporate affairs, and to appoint such subordinate officers and agents, in addition to a president, secretary and treasurer, as the business of the corporation may require, designate the name of the office and fix the compensation of the officer; to borrow money and issue notes or bonds on the faith of the corporate property; and also to execute a mort-

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nesses, and the certificate of the Secretary of State under the Great Seal of said State thereto attached, was recorded in said Register's Office in Book "A", Vol. 3, page 201 et seq., which said amendments of February 1st 1857, were re-acknowledged on December 7th, 1869, and re-recorded in said Register's Office on December 7th, 1869, in Book "I" Vol. 3, page 62 et seq. and re-recorded in the Office of said Secretary of State on December 18th, 1869, in Corporation Record Book "I", page 678 et seq., and the certificate of the Secretary of State thereto attached under the Great Seal of said State was re-recorded in said Register's Office on December 18th, 1869, in Book "I" Volume 3, page 62 et seq.; and the amendments of October 25th, 1868, made under the general laws of the State of Tennessee, applicable to corporations of that State, re-recorded on the 27th day of October, 1869, in Book "O", Volume 3, page 1, et seq. in the office of said Register for Hamilton County in said State; and recorded on the 29th day of October, 1868, in Corporation Record Book "P" page 251 et seq. in the office of said Secretary of State, and the certificate of the Secretary of State thereto attached under the Great Seal of said State was recorded in said Register's Office in Book "O", Volume 3, page 2 et seq. which said amendments of October 25th, 1868, were re-acknowledged on December 7th, 1869, and re-recorded in said Register's Office on December 10th 1869, in Book "I", Volume 3, page 77 et. seq. and re-recorded December 14th, 1869, in the office of said 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 Seal of said State was recorded in said Register's Office in Book "I" Volume 3, page 79 et seq.; the amendments of the 23rd of November A. D. 1863, made under the general laws of the State of Tennessee applicable to corporations of that state, which said amendments were recorded on November 23rd, 1869, in Book "I", Volume 3, page 251, in the office of the Register for Hamilton County in said State, and recorded on November 24th, 1869, in Corporation Record Book, Volume "P", page 272 et seq. in the office of said Secretary of State of the State of Tennessee

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page or mortgages as further security for repayment of the money thus borrowed.

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 corporation, but those in office held until the election or appointment and qualification of their successors. The term of all officers may be fixed by the by-laws of the corporation the same not, however, to exceed two years. The corporation may, by by-laws, make 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 action shall exist in the corporation 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 corporation, to be elected either in person or by proxy, by a majority of the votes cast, each share representing one vote, shall keep a full and true record of all their proceedings and an annual statement of receipts and disbursements shall be kept on the minutes, subject at all times to the inspection 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 incorporators, who shall apply for and obtain the charter. The books of the corporation shall show the original and subsequent stockholders, their respective interests, the amount 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 presumed a stockholder or creditor may have an interest. The amount of any unpaid stock due from a subscriber to the corporation shall be a fund for the payment of any debts due from the corporation, nor shall the transfer of stock by any subscriber relieve him from payment, unless his transferee has paid up all or any of the balance due on said original subscription. The right is reserved to repeal, amend, or modify this charter. If it is repealed, or if the amendments proposed be not merely auxiliary, but fundamental, and accepted

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at Nashville, Tennessee, and the certificate of the Secretary of State thereto attached under the Great Seal of said State was recorded on November 27th, 1868, in said Register's Office in Book "N" Volume 3, page 633, which said last amendments were re-acknowledged on December 7th, 1869, and re-recorded December 10th, 1869, in Book "Z" Volume 3, page 79 et seq., in the Register's Office in said County, and re-recorded December 14th, 1893, in the Office of said Secretary of State in Corporation Record Book "P", page 504 et seq. and the certificate of the Secretary of State thereto attached under the great seal of said State was recorded on December 16th, 1899, in said Register's Office in Book "X" Volume 3, page 81 et seq.; the amendment of the 31st day of December of Tennessee applicable to corporation of that State, A. D. 1891, made under the general laws of the 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 "P" page 232 et seq. in said office and the certificate of the said Secretary of State, under the Great Seal of said State certifying to the registration thereof in his office was recorded in Book "S", Volume 4, page 167, on the 2nd day of January, 1892, in said Register's Office in said County; the amendment of the 27th day of January A. D. 1902 made under the general laws of the State of Tennessee applicable to corporations of the state, which said amendment was recorded on the 28th day of January A. D. 1902, in Book "U" Volume 7, page 19 et seq. in the Register's office of Hamilton County, and also in the office of the Secretary of State of the State of Tennessee 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 Seal of said State certifying to the registration thereof, in his office, was recorded in Book "U" Volume 7, page 20 on the 31st day of January, A. D. 1902, in said Register's office in said County; the amendment of the 31st day of May A. D. 1917, made under the General laws of the State of Tennessee, applicable to corporations of that State, which said amendment was recorded on said date in Book "V" Vol 14,

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by vote, representing more than half of the stock that has a right to vote 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 aforesaid, in general meeting to be called for that purpose, any minor, married woman, or other person under disability, or any stockholder not agreeing to the acceptance of the modification, shall cease 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 withdrawal of said stockholder, as aforesaid; provided, that the claims of all creditors are to be paid in preference to said withdrawing stockholders. Each Stockholder shall be liable to the amount of stock subscribed by him, and after the same has been paid, he shall not thereafter be liable for any debts or liabilities of the corporation, except as herein provided, and now provided by general statutes regulating liabilities of the corporation and stockholders therein.

Every six months the President and cashier or Treasurer shall 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 corporation, 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 stockholders, as well as creditors.

The making of a false statement to be printed as aforesaid, shall render all persons assenting thereto individually liable to all persons dealing or trading with said company on the faith of said fraudulent statement. If the indebtedness of said company shall at any time exceed the capital stock paid in, the directors assenting thereto, shall be individually liable to the creditors for said excess.

The common stockholders and the preferred stockholders, if they vote and participate in the corporation, are jointly and

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page 18 et seq., in the Register's Office of Hamilton County, in said State of Tennessee, 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 129 et seq., and the certificate 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 23, 1917, in the office of the said Register of Hamilton County, in Book "I" Vol. 14 page 212 et seq. for the purpose of investing said corporation with the power to amend the designations, rights, privileges, limitations, preferences, 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 Thousand, Nine Hundred Dollars (\$3,741,900), divided into Twenty Thousand (20,000) Shares of Preferred Stock of the par value of One Hundred (\$100) Dollars each, and Seventeen Thousand Four Hundred and nineteen (17,419) Shares of Common stock of the par value of One Hundred (\$100) Dollars each, so that the same shall be as follows:-

- (1) The authorized Preferred stock of city water Company (of Chattanooga, Tennessee), shall be known and designated as the 7% Cumulative First Preferred Stock of said Company;
 - (2) The holders of the Preferred stock shall be entitled to receive cumulative dividends thereon, when declared by the Board of Directors from the surplus or net profits of the company, at the rate of seven per centum (7%) per annum, and no more, the dividend periods therefor to such as may be fixed by the Board of Directors. Such dividends shall be cumulative from and after February 1, 1922, (except that on such stock issued after April 30, 1922, the dividends shall be cumulative from the first day of the dividend period in which such stock is issued), so that if thereafter dividends at the rate of seven per centum (7%) per annum for any next dividend period shall not have been paid thereon, and the dividend at such rate for that current dividend period shall not have been declared and funds set apart therefor, the deficiency shall be fully paid on funds for the payment thereof set apart, but without interest, before any dividend shall be set apart or paid on the common stock. The holders of the Preferred Stock shall not be entitled to receive any dividends thereon except as hereinabove provided.
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severally liable individually at all times for all moneys due and owing to the laborers, servants, clerks, and operatives of the company in case the corporation 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.

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

By no implication or construction shall the corporation be deemed to possess any powers, except those hereby expressly given or necessarily implied from the nature of the business for which this charter is granted, and by no inference what ever shall said corporation possess the power to discount notes or bills, deal in gold or silver coin, issue any evidence of debts as currency, or engage in any business outside the purpose of the charter; nor shall this corporation engage in any business not specifically stated herein as the object for which the charter of incorporation is desired.

We, the undersigned, apply to the State of Tennessee, by virtue of the laws of the land, for a charter of incorporation for the purposes and with the powers, etc. declared in the foregoing instrument. Witness our hands, this the 4th day of February, 1922. B. P. WILSON, JR.; R. P. SWEENEY; T. H. JOHNSON JR.; R. L. REYNOLDS; B. F. WILSON.

STATE OF TENNESSEE
COUNTY OF DAVIDSON.. Personally appeared before me, Romans Haller, Clerk of the County Court in and for the State and county aforesaid B. P. WILSON, JR., R. P. SWEENEY, T. H. JOHNSON JR., R. L. REYNOLDS, and B. F. WILSON, the within named bargainners, with whom I am personally acquainted and who acknowledged that they executed the within instrument for the purposes therein contained. Witness my hand at office at the courthouse in the city of Nashville, Davidson County Tennessee, on this the 4th day of February, 1922.

Romans Haller Clerk,
By J. B. Chaffrell D. C.

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- (3) Whenever dividends at the rate of seven per centum (7%) per annum upon the Preferred stock for all past dividend periods shall have been paid and the dividend at such rate for the then current dividend period shall have been declared and funds are apart therefor, such dividends (payable in cash, stock or otherwise), as may be determined by the Board of Directors may be declared and paid on the common stock out of the remaining surplus or net profits of the company.
- (4) In 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 accrued 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.
- (5) THE PREFERRED Stock may be redeemed in whole, or in part from time to time, on any dividend date, at the option of the Board of Directors, upon thirty days' previous notice by mail or publication 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 share, together with all unpaid dividends accumulated or accrued thereon to the date fixed for such redemption, if called for redemption on or before February 1, 1927, and if called for redemption and redeemed thereafter, by paying therefor in cash the par value thereof, together with all unpaid dividends accumulated or accrued thereon to the date 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 Directors.

- (6) The holders of the Preferred Stock shall be entitled to the same voting rights as the holders of the Common Stock with respect to:-
- (a) The increase or decrease of the authorized amount of the Preferred Stock;
 - (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 mortgage 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 rights as the holders of the Common Stock, until such time as such defaulted dividends shall have been paid in full; but always subject to the same provisions for the vesting of such voting rights in the holders of the Preferred Stock in the case of any similar future default or defaults in the payment of dividends thereon for two fixed dividend periods.
- EXCEPT AS OTHERWISE hereinabove or by statute specifically provided all rights to vote and all voting power shall be vested solely in the common Stock and the Preferred Stock shall have no voting power.
- Each Stockholder entitled to vote at any particular time, in accordance with the foregoing provisions, shall have one vote for each share of voting stock held by him.

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(6) THE HOLDERS OF THE ALLEGEDLY ISSUED STOCK SHALL BE ENTITLED TO:

Dividends as hereinafter provided, and shall be entitled to vote on all questions of the Company as if they were the holders of the common stock of the Company.

(7) No holder of the Preferred Stock shall be entitled as such, as a matter of right, to subscribe 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 hereafter authorized, and whether issued for cash, property or services or by way of dividend.

(8) THE AUTHORIZED PREFERRED STOCK MAY BE ISSUED FROM time to time in such amounts as may be determined by the Board of Directors, provided, however, that not more than Six Hundred Thirty-eight Thousand, Three Hundred Dollars (\$638,300), 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 calendar months within fifteen (15) calendar months immediately preceding the issuance of such additional Stock, equal to at least one and two-thirds times the dividend requirement for a like period upon the entire amount of Preferred Stock already issued and outstanding and upon the 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 WITNESS WHEREOF we have hereunto subscribed our names on this 6th day of February, A. D. 1922.

L. H. Bimby,
J. A. Burdette,
W. B. Hamlet
M. R. Woodbury
Reginald West

DIRECTORS OF CITY BANK COMPANY
(Incorporated in the State of New York)

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STATE OF TENNESSEE }
COUNTY OF HAMILTON } SS

Before me Chas E. Watson personally appeared on this 5th day of February, 1922, L. H. Bixby, J. A. Hargraves, E. West, W. R. Hamlet and A. R. Woodbury, with whom I am personally acquainted, Directors of City Water Company (of Chattanooga Tennessee) a corporation organized under the laws of the State of Tennessee, and severally acknowledged that they as such Directors signed and executed the foregoing application to amend the charter of said City Water Company (of Chattanooga, Tennessee) for the purposes therein expressed; and personally appeared who being by me duly sworn, did testify that the above named before me L. H. Bixby, J. A. Hargraves, E. West, W. R. Hamlet and A. R. Woodbury are each more than twenty-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 seal of the said County Court at office in Chattanooga, Hamilton County, Tennessee, this 5th day of February, 1922.

Chas E. Watson.
Clerk of Hamilton County Court

(Contd)

STATE OF TENNESSEE
HAMILTON COUNTY ... The above Charter Amtd. and certificate were filed Feb/5th, 1922 at 4:15 P. M. entered in Note Book No. 21 page 8 and recorded in Book 4 Volume 16 page 15 at seq.

Witness my hand at office in Chattanooga, Tenn.

S. A. Watson, Register

I, Ernest E. Easton 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 5th day of February 1922.

Ernest E. Easton,
Secretary of State.

APPLICATION TO AMEND THE CHARTER

OF

CITY WATER COMPANY OF CHATTANOOGA

A CORPORATION ORGANIZED UNDER THE LAWS OF THE
STATE OF TENNESSEE, AND HAVING OFFICES IN
THE CITY OF CHATTANOOGA, HAMILTON COUNTY,
IN SAID STATE.

WHEREAS the stockholders of CITY WATER COMPANY
OF CHATTANOOGA, at a special meeting called for that purpose
and duly held on the 31st day of October, 1927, 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 Corpora-
tion from Three Million Seven Hundred Forty-One Thousand
Nine Hundred Dollars (\$3,741,900) to One Million Seven Hun-
dred Forty-One Thousand Nine Hundred Dollars (\$1,741,900)
and that said reduction of Two Million Dollars (\$2,000,000)
should be of Preferred Stock, so that after the Charter of
Incorporation of said Corporation had been duly amended pur-
suant to said vote its authorized capital stock would consist
solely of Common Stock; and

WHEREAS the relative rights of each stockholder
is preserved and the rights of the creditors as against
said Corporation and its stockholders are not impaired by
such reduction;

HOT, THEREFORE

We, the undersigned, comprising the Board of Direc-
tors of City Water Company of Chattanooga, apply to the State
of Tennessee, by authority of the general laws of the land,

for an amendment to its charter of incorporation, granted to it by an Act of the General Assembly of the State of Tennessee, approved March 11th, 1890, under the corporate name of "The Lockout Water Company"; the amendments made thereto by a decree of the Chancery Court of Hamilton County in said State, pronounced April 18th, 1893; the amendments thereto of February 1st, 1897, made under the general laws of the State of Tennessee applicable to corporations of that State, which said amendments were recorded February 5th, 1897, in Book "M", Page 101 et seq. in the office of the Registrar of Hamilton County in said State, and recorded February 7th, 1897, in Corporation Record Book "K", page 377 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 thereto attached, under the Great Seal of said State, was recorded in said Registrar's Office in Book "M", Vol. 3, page 831 et seq., which said amendments of February 1st, 1897, were re-acknowledged on December 7th, 1899, and re-recorded in said Registrar's office on December 7th, 1899, in Book "M", Vol. 3, page 82 et seq. and re-recorded in the office of said Secretary of State on December 12th, 1899, in Corporation Record Book "K", page 378 et seq., and the certificate of the Secretary of State thereto attached, under the Great Seal of said State, was recorded in said Registrar's office on December 12th, 1899, in Book "M", Volume 3, page 82 et seq.; the amendments thereto of October 13th, 1899, made under the general laws of the State of Tennessee applicable to corporations of that State, recorded on the 27th day of October, 1899, in Book "O", Volume 3, page 1 et seq. in the office of the Registrar for Hamilton County in said State, and recorded on the 28th day of October 1899, in Corporation Record

Book "P", page 261 et seq. in the office of said Secretary of State, and the certificate of the Secretary of State thereto attached, under the Great Seal of said State, was recorded in said Register's office in Book "P", Volume 3, page 2 et seq., which said amendments of October 13th, 1893, were re-acknowledged on December 7th, 1893, and re-recorded in said Register's office on December 10th, 1893, in Book "P", Volume 3, page 77 et seq., and re-recorded December 14th, 1893, in the office of said Secretary of State in Corporation Record Book "P", page 204 et seq., and the certificate of the Secretary of State thereto attached, under the Great Seal of said State, was recorded in said Register's office in Book "P", Volume 3, page 73; the amendments thereto of the 23rd of November 1893, made under the general laws of the State of Tennessee applicable to corporations of that State, which said amendments were recorded on November 23rd, 1893, in Book "P", Volume 3, page 621, in the office of the Register for Hamilton County in said State, and recorded on November 24th, 1893, in Corporation Record Book, Volume "P", page 272 et seq. in the office of said Secretary of State, and the certificate of the Secretary of State thereto attached, under the Great Seal of said State, was recorded on November 27, 1893, in said Register's office in Book "P", Volume 3, page 621, which said amendments were re-acknowledged on December 7th, 1893, and re-recorded December 10th, 1893, in Book "P", Volume 3, page 70 et seq., in the Register's office in said County, and re-recorded December 14th, 1893, in the office of said Secretary of State, in Corporation Record Book "P", page 304 et seq., and the certificate of the Secretary of State thereto attached, under the Great Seal of said State, was recorded on December 10th, 1893, in said Register's office in Book "P", Volume 3, page 81 et seq.

the amendments thereto of the 21st day of December 1891, made under the general laws of the State of Tennessee, applicable to corporations of that State, which said amendments were recorded on the 21st day of December 1891, in Book "C", Volume 4, page 181 et seq. in the Register's office in Hamilton County in said State, and also in the office of said Secretary of State on the 1st day of January 1892, in Corporation Record Book "P", page 225, et seq. and the certificate of the said Secretary of State, under the Great Seal of said State, certifying to the registration thereof in his office was recorded in Book "C", Volume 4, page 187, on the 2nd day of January 1892, in said Register's office in said County; the amendments thereto of the 17th day of January 1892, made under the general laws of the State of Tennessee applicable to corporations of that State, which said amendments were recorded on the 18th day of January 1892, in Book "C", Volume 7, page 13 et seq. in the Register's office of Hamilton County, and also in the office of said Secretary of State on the 20th day of January 1892, in Corporation Record Book "P", Volume 4, page 225 et seq., and the certificate of the Secretary of State, under the Great Seal of said State, certifying to the registration thereof in his office was recorded in Book "C", Volume 7, page 23 on the 21st day of January, 1892, in the Register's office in said County; the amendments thereto of the 21st day of May, 1917, made under the General Laws of the State of Tennessee applicable to corporations of that State, which said amendments were recorded on said date in Book "P", Vol. 14, page 13 et seq., in the Register's office of Hamilton County, in said State of Tennessee, and were 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. 14, page 139 et seq., and the certificate 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 22, 1917, in the office of the said Register, in Book "I", Vol. 16, page 41 et seq.; and the amendments thereto of the 6th day of February, 1922, made under the General Laws of the State of Tennessee applicable to corporations of that State, which said amendments were recorded on said date in Book "J", Vol. 17, page 15 et seq., in the Register's Office of Hamilton County, in said State of Tennessee, and were also recorded in the office of the Secretary of State of said State on the 6th day of February, 1922, in Corporation Record Book "B", page 147, and the certificate 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 February 2, 1922, in the office of the said Register of Hamilton County, in Book "J", Vol. 17, page 20; for the purpose of investing said Corporation with the power to reduce its capital stock from Three Million Seven Hundred Forty-One Thousand Nine Hundred Dollars (\$3,741,000) to One Million Seven Hundred Forty-One Thousand Nine Hundred Dollars (\$1,741,000); which reduction of Two Million Dollars (\$2,000,000) shall be of Preferred Stock so that hereafter the authorized capital stock of the Corporation shall consist solely of Common Stock.

WITNESS our hands the first day of November, 1927.

John A. Fisher
C. J. ...
A. S. ...
G. W. ...

STATE OF TENNESSEE)
COUNTY OF HAMILTON) ss.:

Before me J. W. Hill, Clerk of
the County Court of the County of Hamilton, State of Tennessee,
personally appeared on this 1st day of November, 1927,
A. F. Porcellius, J. A. Fisher, J. P. Clark, E. J. Whitley
and G. W. CHAPMAN, with whom I am personally ac-
quainted, Directors of City Water Company of Chattanooga, a
corporation organized under the laws of the State of Tennessee,
and severally acknowledged that as such Directors they
signed the foregoing application to amend the Charter of
Incorporation of said City Water Company of Chattanooga, for
the purposes therein expressed; and personally appeared be-
fore me A. F. Porcellius, who being by me duly sworn, did
testify that the above-named A. F. Porcellius, J. A. Fisher,
J. P. Clark, E. J. Whitley and G. W. CHAPMAN
are each more than twenty-one years of age and they constitute
and are the Board of Directors of said City Water Company of
Chattanooga.

WITNES my hand and the seal of the said County
Court at office in Chattanooga, Hamilton County, Tennessee,
this 1st day of November, 1927.

STATE OF TENNESSEE
County of Hamilton

J. W. Hill
Clerk of Hamilton County Court.

Filed for Registration 11-1-27
at 4:00 PM in Noted Book No. 7 Page
147 and was recorded in Record
Book No. 7 Page 147 Paid
J. A. Fisher
J. A. Fisher

I, Ernest S. Huston, Secretary of State, do hereby certify
that this amendment to Charter with certification attached,
the foregoing of which is a true copy, was this day registered
and certified to as on this the 1 day of Nov. 1927
Ernest S. Huston, Secretary of State.

APPLICATION TO AMEND THE CHARTER
OF
CITY WATER COMPANY OF CHATTANOOGA

A CORPORATION ORGANIZED UNDER THE LAWS OF
THE STATE OF TENNESSEE, AND HAVING SEAT-
INGS IN THE CITY OF CHATTANOOGA, HAMIL-
TON COUNTY, IN SAID STATE.

We, the undersigned, comprising the Board of
Directors of City Water Company of Chattanooga, apply to the
State of Tennessee, by authority of the general laws of the
land, for an amendment to its charter of incorporation,
granted to it by an act of the General Assembly of the State
of Tennessee, approved March 11th, 1883, under the corporate
name of "The Lockout Water Company"; the amendments made
thereto by a decree of the Chancery Court of Hamilton County
in said State, pronounced April 18th, 1894; the amendments
thereto of February 1st, 1897, made under the general laws
of the State of Tennessee applicable to corporations of that
State, which said amendments were recorded February 5th,
1897, in Book 248, Vol. 3, page 161 et seq. in the office of
the Register of Hamilton County in said State, and recorded
February 7th, 1897, in Corporation Record Book 248, page 377
et seq. in the office of the Secretary of State for the
State of Tennessee, at Nashville, Tennessee, and the certi-
ficate of the Secretary of State thereto attached, under the
Great Seal of said State, was recorded in said Register's
Office in Book 248, Vol. 3, page 161 et seq., which said
amendments of February 1st, 1897, were re-acknowledged on

STATE OF TENNESSEE

OF

THE REGISTER

December 7th, 1889, and re-recorded in said Register's Office on December 7th, 1889, in Book "X", Vol. 3, page 62 et seq. and re-recorded in the office of said Secretary of State on December 12th, 1889, in Corporation Record Book "X", page 573 et seq., and the certificate of the Secretary of State thereto attached, under the Great Seal of said State, was recorded in said Register's Office on December 12th, 1889, in Book "X", Vol. 3, page 63 et seq.; the amendments thereto of October 25th, 1889, made under the general laws of the State of Tennessee applicable to corporations of that State, recorded on the 27th day of October, 1889, in Book "X", Vol. 3, page 1 et seq. in the office of the Register for Hamilton County in said State, and recorded on the 29th day of October, 1889, in Corporation Record Book "X", page 581 et seq. in the office of said Secretary of State, and the certificate of the Secretary of State thereto attached, under the Great Seal of said State, was recorded in said Register's office in Book "X", Vol. 3, page 2 et seq., which said amendments of October 25th, 1889, were re-acknowledged on December 7th, 1889, and re-recorded in said Register's office on December 10th, 1889, in Book "X", Vol. 3, page 77 et seq., and re-recorded December 14th, 1889, in the office of said Secretary of State in Corporation Record Book "X", page 582 et seq., and the certificate of the Secretary of State thereto attached, under the Great Seal of said State, was recorded in said Register's office in Book "X", Vol. 3, page 79; the amendments thereto of the 29th of November, 1889, made under the general laws of the State of Tennessee applicable to corporations of that State, which said amendments were recorded on November 29th, 1889, in Book "X", Vol. 3, page 81, in the office of the Register for Hamilton County

in said State, and recorded on November 24th, 1899, in Corporation Record Book, Volume 77, page 272 et seq. in the office of said Secretary of State, and the certificate of the Secretary of State thereto attached, under the Great Seal of said State, was recorded on November 27th, 1899, in said Register's office in Book 47, Vol. 3, page 613, which said amendments were re-acknowledged on December 7th, 1899, and re-recorded December 10th, 1899, in Book 47, Vol. 3, page 70 et seq., in the Register's office in said County, and re-recorded December 14th, 1899, in the office of said Secretary of State, in Corporation Record Book 77, page 284 et seq., and the certificate of the Secretary of State thereto attached, under the Great Seal of said State, was recorded on December 15th, 1899, in said Register's office in Book 47, Vol. 3, page 81 et seq.; the amendments thereto of the 31st day of December, 1891, made under the general laws of the State of Tennessee, applicable to corporations of that State, which said amendments were recorded on the 31st day of December, 1891, in Book 45, Vol. 4, page 131 et seq. in the Register's office in Hamilton County in said State, and also in the office of said Secretary of State on the 1st day of January, 1892, in Corporation Record Book 47, page 232 et seq. and the certificate of the said Secretary of State, under the Great Seal of said State, certifying to the registration thereof in his office was recorded in Book 43, Volume 4, page 137, on the 2nd day of January, 1892, in said Register's office in said County; the amendments thereto of the 27th day of January, 1892, made under the general laws of the State of Tennessee applicable to corporations of that State, which said amendments were recorded on the 28th day of January, 1892, in

with the records of the State of Tennessee, and also in the office of said Secretary of State on the 30th day of January, 1932, in Corporation Record Book "P", Vol. 4, page 523 et seq., and the certificate of the Secretary of State, under the Great Seal of said State, certifying to the registration thereof in his office was recorded in Book "Q", Vol. 7, page 20 on the 21st day of January, 1932, in the Register's office in said County; the amendments thereto of the 21st day of May, 1917, made under the General Laws of the State of Tennessee applicable to corporations of that State, which said amendments were recorded on said date in Book "R", Vol. 13, page 13 et seq., in the Register's office of Hamilton County, in said State of Tennessee, and were also recorded in the office of the Secretary of State of said State on the 2nd day of May, 1917, in Corporation Record Book "P", Vol. 13, page 142 et seq., and the certificate 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 23, 1917, in the office of the said Register, in Book "R", Vol. 13, page 21 et seq.; the amendments thereto of the 6th day of February, 1932, made under the General Laws of the State of Tennessee applicable to corporations of that State, which said amendments were recorded on said date in Book "Q", Vol. 13, page 15 et seq., in the Register's office of Hamilton County, in said State of Tennessee, and were also recorded in the office of the Secretary of State of said State on the 6th day of February, 1932, in Corporation Record Book "Misc. - 1", page 347, and the certificate of the Secretary of State thereto attached, under the Great Seal

Book "Q", Vol. 7, page 13 et seq. in the Register's office of Hamilton County, and also in the office of said Secretary of State on the 30th day of January, 1932, in Corporation Record Book "P", Vol. 4, page 523 et seq., and the certificate of the Secretary of State, under the Great Seal of said State, certifying to the registration thereof in his office was recorded in Book "Q", Vol. 7, page 20 on the 21st day of January, 1932, in the Register's office in said County; the amendments thereto of the 21st day of May, 1917, made under the General Laws of the State of Tennessee applicable to corporations of that State, which said amendments were recorded on said date in Book "R", Vol. 13, page 13 et seq., in the Register's office of Hamilton County, in said State of Tennessee, and were also recorded in the office of the Secretary of State of said State on the 2nd day of May, 1917, in Corporation Record Book "P", Vol. 13, page 142 et seq., and the certificate 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 23, 1917, in the office of the said Register, in Book "R", Vol. 13, page 21 et seq.; the amendments thereto of the 6th day of February, 1932, made under the General Laws of the State of Tennessee applicable to corporations of that State, which said amendments were recorded on said date in Book "Q", Vol. 13, page 15 et seq., in the Register's office of Hamilton County, in said State of Tennessee, and were also recorded in the office of the Secretary of State of said State on the 6th day of February, 1932, in Corporation Record Book "Misc. - 1", page 347, and the certificate 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 February 9, 1928, in the office of the said Register of Hamilton County, in Book Q, Vol. 13, page 30; and the amendments thereto of the 1st day of November, 1927, made under the General Laws of the State of Tennessee applicable to corporations of that State, which said amendments were recorded on said date in Book M, Vol. 22, page 1 et seq., in the Register's office of Hamilton County, in said State of Tennessee, and were also recorded in the office of the Secretary of State of said State on the 1st day of November, 1927, in Corporation Record Book M, Vol. C, page 11, and the certificate 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 November 2, 1927, in the office of the said Register of Hamilton County, in Book M, Vol. 22, page 3; for the purpose of investing said Corporation with the power to increase its capital stock from One Million Seven Hundred Forty-One Thousand Nine Hundred Dollars (\$1,741,000) to Three Million Seven Hundred Forty-One Thousand Nine Hundred Dollars (\$3,741,000); which increase shall consist of Twenty Thousand (20,000) shares of the par value of \$100 per share of 6% Cumulative Preferred Stock having the following preferences, voting powers, restrictions and qualifications:

The holders of the 6% Cumulative Preferred Stock shall be entitled to receive, when and as declared by the Board of Directors, from the surplus or net profits of the Corporation, dividends at the rate of 6% per annum payable quarter-yearly on the first days of February, May, August and November in each year. Such dividends shall be payable before any dividends shall be paid on or set apart for the Common Stock and shall be cumulative from the date of issue if a dividend date and if not a dividend date shall be

The Corporation may redeem the whole or any part of the 6% Cumulative Preferred Stock on any dividend date at the option of the Board of Directors upon at least thirty (30) days' previous notice, by mail or publication, to the holders of record of the 6% Cumulative Preferred Stock to be redeemed, given in such manner as may be determined by the Board of Directors, by paying the sum of One Hundred Five Dollars (\$105) per share for each share to be redeemed, plus an amount equal to dividends thereon from the date on which such dividends became cumulative to the date fixed for such redemption, less the amount of dividends theretofore paid thereon. In case of the redemption of a part only of the 6% Cumulative Preferred Stock, the Board of Directors shall designate by lot the shares to be so redeemed.

In the event of any liquidation, distribution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the holders of the 6 1/2 Cumulative Preferred Stock shall 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 6 1/2 Cumulative Preferred Stock became cumulative to the date of the payment thereof, less the amount of dividends theretofore paid thereon, before any distribution or payment shall be made to the holders of the Common Stock. After the making of such payments to the holders of the 6 1/2 Cumulative Preferred Stock, the remaining assets and funds of the Corporation shall be distributed among the holders of the Common Stock according to their respective shares.

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IN WITNESS WHEREOF, the Board of Directors of the Corporation has caused this Certificate to be signed by its duly authorized officers and its corporate seal to be hereunto affixed, this 1st day of January, 1934.

dividends shall be made as promptly as consistent with the best interests of the Corporation), the voting power then vested in the 6% Cumulative Preferred Stock shall cease, but always subject to the same provisions for reverting in the 6% Cumulative Preferred Stock of voting power in the event of any similar future defaults at any time existing in the payment of four quarter-yearly dividends on said stock.

No holder of the 6% Cumulative Preferred 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 of any class whatsoever or of securities convertible into stock of any class whatsoever, whether now or hereafter authorized or whether issued for money, for consideration other than money or by way of dividend.

The 6% Cumulative Preferred Stock 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 issue of ten thousand (10,000) shares thereof no additional shares of such stock shall be issued by the Corporation unless and until the surplus or net profits of the Corporation applicable to the payment of dividends on the 6% Cumulative Preferred Stock shall have been for a period of twelve (12) consecutive calendar months within fifteen (15) calendar months immediately preceding the issue of such stock, at least one and one-half times the dividend requirements for a like period upon the entire amount of 6% Cumulative Preferred Stock already issued and outstanding, if any, and upon that proposed to be issued. In case any property of the Corporation shall have been owned by it during a part, but not during the whole, of the period for which the

...the earnings of the Corporation during the year 1927, ...
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 ...the earnings of the Corporation during the year 1927, ...

calculation of earnings is made, then, and in every such
 case, the earnings, if any, of such property during such
 part of such period as shall have preceded the acquisition
 of such property by the Corporation, shall be included in
 the earnings of the Corporation for the purposes hereof.

WITNESS our hands the 24 day of November,
 1927.

[Signature]
 John A. Fisher
[Signature]
[Signature]
[Signature]

1. A. M. ...
...
... to June 20 ...

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STATE OF TENNESSEE

Amendment to Charter of City Water Company of Chattanooga

We, W. E. STONEY and W. K. DUNBAR, 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 "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 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 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 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 Common Stock of said Corporation, voted in favor of such proposed amendment which is as follows:

"I. The authorized capital stock of the Corporation shall be increased from \$3,741,900 to \$4,000,000, such increase, to wit, \$258,100, to consist of 2,581 shares of Common Stock of the par 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 par value of \$100 per share, and \$2,000,000 of Common Stock, divided into 20,000 shares of the par value of \$100 per share.

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II. The Corporation shall have a perpetual existence."

NOW, 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. Dunbar
Secretary

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STATE OF NEW YORK)
COUNTY OF NEW YORK) SS.:

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 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 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 TENNESSEE
 AMENDMENT TO CHARTER OF CITY WATER COMPANY
 OF CHATTANOOGA.

We, W.E. Stoney and W.E. Dunbar, 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, 1889, 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, 1940, 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 December 3, 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 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:

"I. The par value of the 20,000 shares of authorized common stock of the 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, \$261,045, being effected by the aforesaid reduction of the par value of the Common Stock of the Corporation."

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 3rd day of December, 1940.

W.E. Stoney

President

W.E. Dunbar

Secretary

STATE OF NEW YORK
COUNTY OF NEW YORK

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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 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 New York, New York, this 3rd day of December, 1940.

S.S.Seip

S.S.Seip, Notary Public, Bronx County
Bronx Co.Clerk's No. 277, Reg. No. 251-S-41
Cert. filed N.Y.CO.Clerk's No. 1105, Reg.No. 1-3-070
Commission expires March 30, 1941

SEAL

I, the undersigned, Notary Public, do hereby certify that
the foregoing is a true and correct copy of the
original as the same was presented to me and read
that the same is due to City Water

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

(c) 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 apart for payment for all past quarter-yearly dividend periods, but without interest on cumulative dividends, no dividends shall be paid or declared and no other distribution shall be made on the Common Stock, and no Common Stock shall be purchased or otherwise acquired 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 redeem 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 cash 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 ninety (90) days prior to the date fixed for such redemption. At least thirty (30) days' and not more than ninety (90) days' previous notice of every such redemption shall also be mailed to the holders of record of the shares of the Preferred Stock so to be redeemed, 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 redeemed. In case of the redemption of a part only 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 shall have full power and authority, subject to the limitations and provisions herein contained, to prescribe the manner in which and the terms and conditions upon which the shares of the Preferred Stock shall be redeemed from time to time. If such notice of redemption shall have been duly given by publication, and if on or before the redemption date specified in such notice all funds necessary for such redemption shall have been set aside by the Corporation, separate and apart from its other funds, in trust for the account of the holders of the shares to be redeemed, so as to be and continue to be available therefor, then, notwithstanding that any certificate for such shares so called for redemption shall not have been surrendered for cancellation, from and after the date fixed for redemption, the shares represented thereby shall no longer be 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, out of the funds so set aside in trust, the amount payable upon redemption thereof, without interest; provided, however, that the Corporation may, after giving notice by publication of any such redemption as hereinbefore

provided or after giving to the bank or trust company hereinafter referred to irrevocable authorization to give such notice by publication, and, at any time prior to the redemption date specified in such notice, deposit in trust, for the account of the holders of the shares to be redeemed, funds necessary for such redemption with a bank or trust company in good standing, organized under the laws of the State of New York or of the State of Tennessee or of the United States of America, doing business in the City of New York or in the City of Chattanooga, Tennessee, having capital, surplus and undivided profits aggregating at least \$500,000, designated in such notice of redemption, and, upon such deposit in trust, all shares with respect to which such deposit shall have been made shall no longer be deemed to be outstanding, and all rights with respect to such shares shall forthwith cease 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. Nothing herein contained shall limit any legal 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 assets distributed among, the holders of the Common Stock upon any liquidation, dissolution or winding up of the Corporation 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 cash the amount for the particular class fixed therefor as herein provided, together 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 share is a part, from the date 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 Preferred Stock unless there shall likewise be paid at the same time to the holders of each other class of the Preferred 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. Neither 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 assets, shall be deemed to be a liquidation, dissolution or winding up of the Corporation.

5. Whenever the full dividends on all classes of the Preferred Stock at the time outstanding for all past quarter-yearly dividend periods shall have been paid or declared and set apart for payment, then such dividends (payable in cash, stock 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 shares of all classes of the Preferred Stock of the full distributive amounts to which they are respectively entitled, as herein provided, shall be divided among and paid to the holders of the Common Stock according to their respective rights and interests.

7. The Corporation may, at any time or from time to time, within the then total authorized amount of the Preferred Stock of all classes, increase the authorized amount of any class or classes of the Preferred Stock or of any unclassified Preferred Stock, classify or reclassify any unissued shares of the Preferred Stock as shares of the Preferred

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Stock of any class or classes or as unclassified Preferred 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 like 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 shares of any class or classes may vary from the shares of other classes of the Preferred Stock as provided in paragraph I hereof, 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 paragraph II hereof, and no vote or consent of the holders of shares 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 Tennessee 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 Preferred Stock or to fix the amounts, designations, rights and preferences, and restrictions and qualifications thereof, of the shares of any classes or series of the Preferred Stock or to take 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 paragraph 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 vote of the Board of Directors of the Corporation.

6. (A) So long as any shares of the Preferred 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 shares of the Preferred Stock of all classes then outstanding:

(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 shares 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 net earnings are calculated) available for the payment of dividends on the Preferred Stock for any twelve (12) consecutive calendar months within the fifteen (15) calendar months immediately

preceding the calendar month within which such additional shares of stock shall be issued, shall 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 outstanding immediately after such issue (including the shares proposed to be issued but not including any shares proposed to be redeemed or otherwise retired in connection with such issue.)

(B) So long as any shares of the Preferred 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 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 any 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 meeting 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 entitled 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) No holder of shares of any class of the Preferred 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 stock, of any class whatsoever, whether now or hereafter authorized, and whether issued for cash, property, services, by way of dividends or otherwise.

(10) (A) Every holder of the Preferred Stock and every holder 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 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 two 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 two 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 two 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.

(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 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 occurring among the Directors elected by the holders of the Preferred 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 occurring among the Directors elected 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 held 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 stockholders held for the purpose of electing Directors during such times as the holders of shares of the Preferred Stock shall have the special 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

election of Directors, and the presence in person or by proxy of the holders of a majority of the outstanding shares of all classes of the Preferred 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 meeting or adjournment thereof of Directors by the other such class if the necessary quorum of the holders 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 power 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 proxy.

(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 (5) persons, in addition to the two Directors to be added upon the default specified in subparagraph (B) hereof.

(H) Except when some mandatory provision of law shall be controlling and except as otherwise provided in clause (b) or paragraph 8 (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. Notice of any meeting 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 mailed by the Corporation, not less than 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 stockholders 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 stockholders entitled to notice thereof and to vote thereat. Any action authorized to be taken at a meeting called for that purpose in accordance with the provisions of this paragraph 11 may be taken either at a special meeting, 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 need be given of any such meeting and all holders of shares of stock of the Corporation, by becoming such, hereby consent to the holding of any such meeting 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, longer or additional notice.

12. The Corporation may issue and dispose of any of the authorized and unissued shares of the Preferred Stock and Common Stock at such time or times, in such amounts at such prices, for cash 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 provisions of any resolutions of the stockholders of the Corporation relating to the issue and disposition

of such shares. All shares of stock issued by the Corporation shall be fully paid and non-assessable stock and the holders thereof shall not be personally liable for any debts or obligations of the Corporation except, to the extent provided by law, for wages due to employees 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 issuances 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 stock, of any class whatsoever, whether now or hereafter authorized, and whether issued for cash, property, services, by way of dividends, or otherwise.

III

\$1,400,000 of the Preferred Stock created by the foregoing 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 shares of such class may vary from the shares of other classes of the Preferred Stock, shall be as follows:

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 December 1, 1945, and on or before December 1, 1946,

\$108 per share, if redeemed after December 1, 1946, and on or before December 1, 1947,

\$107 per share, if redeemed after December 1, 1947, and on or before December 1, 1948,

\$106 per share, if redeemed after December 1, 1948, and on or before December 1, 1949,

\$105 per share, if redeemed after December 1949;

(c) The amounts 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 redeemed at the date of such voluntary liquidation, dissolution or winding up of the Corporation, except that if

such voluntary liquidation, dissolution or winding up of the Corporation shall 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 meeting called for that purpose in accordance with the provisions of paragraph 11 of the foregoing Statement of the Designations, Rights, Preferences, Voting Powers, Restrictions and Qualifications of the Preferred Stock and Common Stock of the Corporation the amount so payable on such voluntary liquidation, dissolution, or winding up shall be \$100 per share; or

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

(d) There shall not be any sinking fund provided for the purchase or redemption of shares of the 5% Preferred Stock; and

(e) The shares of the 5% Preferred Stock shall not have any rights of conversion or participation, or any special rights other than those specified herein.

IV

Nothing contained in this amendment to the charter of the Corporation shall be deemed to amend, alter, change or repeal any 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% Cumulative 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 Preferred Stock and for the quarter-yearly period then current shall have been paid or shall have been declared and a sum sufficient for the payment thereof set aside in trust for such payment, (b) no amount shall be paid to and no assets distributed among the holders of the Preferred Stock upon any liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary, unless and until the full amounts payable to the holders of all shares of such 6% Cumulative Preferred Stock then outstanding shall have been paid or a sum sufficient for the payment thereof set aside in trust for such payment, and (c) no shares of the Preferred Stock shall be redeemed or called for redemption, from the redemption, payment, acquisition and retirement by the Corporation of all of such

outstanding shares of 5% Cumulative Preferred Stock, the provisions of this paragraph shall cease to be of any force or effect.

NOW, 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 24th day of December, 1940.

W. E. Stoney
President

W. K. Dunbar
Secretary

STATE OF NEW YORK
COUNTY OF NEW YORK

SS

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 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 New York, New York, this 24th day of December, 1940.

S. S. Seip

SEAL

S.S. Seip, Notary Public, Bronx County
Bronx Co. Clerk's No. 277, Reg. No. 261-S-11
Cert. filed N.Y. Co. Clerk's No. 1105, Reg. No. 1-S-670
Commission expires March 30, 1941

Fee \$302.50 ^

27 December 40 *City Water Co.*

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

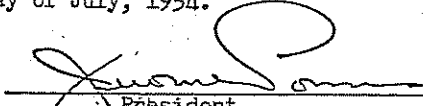
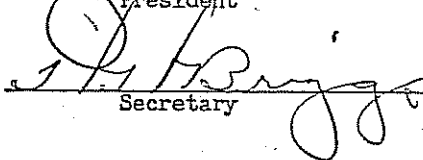
of the Common Stock (no larger proportions of the voting power of either of said classes of stock being required by the provisions of the Charter of said Corporation or any amendment thereof), to wit, the holders of 10,868 shares of the Preferred Stock designated 5% Preferred Stock and the holders of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

"I. 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

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.

Will S. Murray
Notary Public
My Commission Expires:-
My Commission Expires Dec. 31, 1955

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 21st of July, 1954.

G. EDWARD FRIAR.
SECRETARY OF STATE

FEE: \$212.50

CITY WATER COMPANY OF CHATTANOOGA

Certificate of the Distinguishing Characteristics, and the Rights, Privileges and Immunities of the $\frac{1}{2}$ 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 $\frac{1}{2}$ 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 $\frac{1}{2}$ 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 $\frac{1}{2}$ 1/2% Preferred Stock shall remain outstanding, the Corporation shall set aside as a Sinking Fund for the $\frac{1}{2}$ 1/2% Preferred Stock the sum equal to two per cent. (2%) of the aggregate par amount of the $\frac{1}{2}$ 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 $\frac{1}{2}$ 1/2% Preferred Stock at a price not in excess of \$100 per share or to redeem shares of the $\frac{1}{2}$ 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 $\frac{1}{2}$ 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

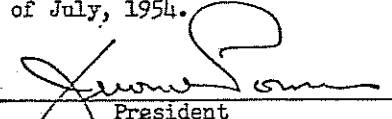
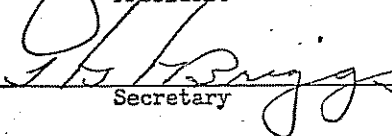
of any such credit. No cash shall be required to be set aside and applied to the purchase or redemption of $\frac{1}{2}$ 1/2% Preferred Stock (i) if the net income of the Corporation for the preceding fiscal year available for dividends on junior stock shall be less than the amount of the Sinking Fund Requirement plus the aggregate of all other Sinking Fund Requirements, if any, established for the benefit of any class of the Preferred 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 $\frac{1}{2}$ 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 $\frac{1}{2}$ 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 $\frac{1}{2}$ 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.

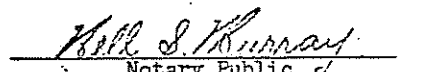
WITNESS our hands this 20th day of July, 1954.


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:-
My Commission Expires Dec. 31, 1955

- 5 -

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 21st day of July, 1954.

G. EDWARD FRIAR,
SECRETARY OF STATE

FEE: \$10.00

FEBRUARY 9, 1971

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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 \$10. 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 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 10-1/4% Series shall be 10-1/4% 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.

(b) The shares of the 10-1/4% Series may be redeemed only as follows:

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(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 (c) shall be as follows:

<u>Period</u> <u>(Both dates inclusive)</u>	<u>Redemption</u> <u>Price Per share</u>
February 1, 1971 to January 31, 1981	\$110.250
February 1, 1981 to January 31, 1982	109.567
February 1, 1982 to January 31, 1983	108.884
February 1, 1983 to January 31, 1984	108.201
February 1, 1984 to January 31, 1985	107.518
February 1, 1985 to January 31, 1986	106.835
February 1, 1986 to January 31, 1987	106.152
February 1, 1987 to January 31, 1988	105.469
February 1, 1988 to January 31, 1989	104.786
February 1, 1989 to January 31, 1990	104.103
February 1, 1990 to January 31, 1991	103.420
February 1, 1991 to January 31, 1992	102.737
February 1, 1992 to January 31, 1993	102.054
February 1, 1993 to January 31, 1994	101.371
February 1, 1994 to January 31, 1995	100.688
Thereafter	100.000

together in each case with Accrued Dividends.

(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 Corporation, 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

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authorities of either (i) all or any substantial part of the assets or Common Stock of the Corporation, or (ii) 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 Accrued Dividends.

(c) On or before January 15, 1974, and on or before each January 15th thereafter, so long as any of the shares of the 10 1/4% Series shall remain outstanding, the Corporation shall set aside as a Sinking Fund for such shares the sum in cash equal to 4% of the aggregate par amount of the such shares now 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 1/4% Series 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 such shares: (i) 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 (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 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 10 1/4% Series 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.

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(d) The holders of shares of the 10 1/4% 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 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 became cumulative 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 of which the Preferred Stock of any class is entitled to priority in the payment of dividends or in distribution in liquidation.

(g) So long as shares of the 10 1/4% Series are 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 net income of the Corporation, calculated as hereinafter provided, for a period of twelve consecutive calendar months within the fifteen calendar months immediately preceding 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 effect 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 redemption of which moneys in the necessary amounts have been irrevocably

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set aside by such corporation or deposited with a trustee or other holder of a mortgage or other lien 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, obsolescence 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 net 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 twelve-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 officers 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 owned by the Corporation for the whole of such period of computation and the net income thereof for such period may, at the option of the Corporation, be included in the

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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 period 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.

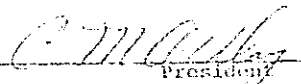
(h) So long as any shares of the 10 1/4% Series are outstanding, the Corporation shall not, without the consent (given in writing or by vote at a meeting called for that purpose in accordance with paragraph 11 of Part II of the Charter of Incorporation) of at least a majority of the total number of shares 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 December 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 plus \$200,000. For the purposes of this subparagraph (h) all determinations 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.



President

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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 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

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 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 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."

AUGUST 31, 1973

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"(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 more than nine (9) persons, in addition to the four Directors to be added upon the default specified in subparagraph (B) hereof."

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 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.

CITY WATER COMPANY OF CHATTANOOGA


Vice President


Secretary

(Corporate Seal)

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

NOVEMBER 25, 1974

P-55, PAGE 4063

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, 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 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 Chattanooga, Tennessee, on November 7, 1974,

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NOVEMBER 25, 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

MISSISSIPPI-AMERICAN WATER COMPANY

By Ronnie Wene
Ronnie Wene
Vice President

(CORPORATE SEAL)

ATTEST:

By S. B. Givens
S. B. Givens
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 25th day of November, 1974.

JOE C. CARR,
SECRETARY OF STATE

FEE: \$10.00

DECEMBER 11, 1975

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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, of this Company be and hereby is further amended as follows:

"I. The authorized 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 amended 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."

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 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 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."

"(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

DECEMBER 11, 1975

P-56, PAGE 80

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 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 Chattanooga, Tennessee, on December 5, 1975.

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: December 8, 1975

TENESSEE-AMERICAN WATER COMPANY

By 
J. James Barr
President

(CORPORATE SEAL)

ATTEST:

By 
G. B. Divens
Secretary

P-56, PAGE 81

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 11th day of December, 1975.

JOE C. CARR,
SECRETARY OF STATE

FEE: \$110.00

MAY 13, 1976

P-56, PAGE 1622

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, of this Company be and hereby is further amended as follows:

"The annual meeting of shareholders of Tennessee-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."

3. 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, Tennessee on May 3, 1976.

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: May 6, 1976

(Corporate Seal)

WITNESSES:

By *E. B. Givens*
E. B. Givens, Secretary

TENNESSEE-AMERICAN WATER COMPANY

By *J. James Barr*
J. James Barr, President

1976 MAY 13 AM 11 37

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,
SECRETARY OF STATE

FEE: \$10.00

FILED: February 21, 1978

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:

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, 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 shareholders 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

TENNESSEE-AMERICAN WATER COMPANY

(Corporate Seal)

ATTEST:

By

S. B. Givens, Secretary

By

Ronnie Wene, Vice President

00011 00134

I, GENTRY CROWELL, 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 day of February, 1978.

GENTRY CROWELL

SECRETARY OF STATE

FEE: \$160.00

FILED

JUN 25 1979

00085 00843

ARTICLES OF AMENDMENT TO THE CHARTER

SECRETARY OF STATE

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:

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, of this Company be and hereby is further amended as follows:

1. The authorized Capital Stock of the Corporation which is now \$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 divided 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 shares provided for in the amendment shall be effected is as follows: NOT APPLICABLE.

5. The amendment shall be effective when these articles are filed by the Secretary of State of the State of Tennessee.

Dated: June 15, 1979

(Corporate Seal)

TENNESSEE-AMERICAN WATER COMPANY

ATTEST:



S. B. Givens
Secretary


President

00085 00844

I, GENTRY CROWELL, Secretary of State, do hereby certify that
this amendment to the 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 June, 1970.

GENTRY CROWELL

SECRETARY OF STATE

FEE: \$ 400.00

FILED
SECRETARY OF STATE
1979 SEP 18 AM 2:44

ARTICLES OF AMENDMENT TO THE CHARTER
OF

TENNESSEE-AMERICAN WATER COMPANY

CHANGING THE PRINCIPAL OFFICE 0 0 7 7 2

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, 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.

3. The amendment was duly adopted at a meeting of the Board of Directors of said corporation duly convened and held on August 7, 1979.

4. 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


(Corporate Seal)

ATTEST:


E. B. Owens
Secretary

TENNESSEE-AMERICAN WATER COMPANY

By


R. H. Moon, Vice President

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SECRETARY OF STATE
1979 SEP 18 PM 3:44

CHANGE 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 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 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

by


S. E. Givens
Secretary

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1980 MAR 12 PM 2:27

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TENNESSEE-AMERICAN WATER COMPANY

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 ¹⁰¹³⁹⁰⁰³⁹⁶ 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:

If Redeemed During
the 12-Months' Period
Commencing

Redemption
Price Per Share

December 1, 1979	\$109.000
December 1, 1980	108.550
December 1, 1981	108.100
December 1, 1982	107.650
December 1, 1983	107.200
December 1, 1984	106.750
December 1, 1985	106.300
December 1, 1986	105.850
December 1, 1987	105.400
December 1, 1988	104.950
December 1, 1989	104.500
December 1, 1990	104.050
December 1, 1991	103.600
December 1, 1992	103.150
December 1, 1993	102.700
December 1, 1994	102.250
December 1, 1995	101.800
December 1, 1996	101.350
December 1, 1997	100.900
December 1, 1998	100.450
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 \$1.00 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 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.

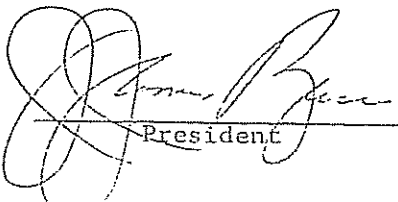
(e) As used herein the term "Accrued Dividends" shall mean in the case of each share subject to redemption, purchase or other payment or distribution a sum computed at the annual dividend rate for such share from the date from which dividends on such share become cumulative to the date fixed for such 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


President

SECRETARY OF STATE
1984 APR 10 PM 12:12

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

By:


S. B. Givens
Secretary

FILED
SECRETARY OF STATE
1980 JUN 12 PM 12:32

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."

FILED
SECRETARY OF STATE

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

Dated: 5/31/84

TENNESSEE-AMERICAN WATER COMPANY

By R. T. Sullivan
R. T. Sullivan
Vice President

(CORPORATE SEAL)

ATTEST:

By S. B. Givens
S. B. Givens
Secretary

FILED
SECRETARY OF STATE

1986 JUN 12 PM 12:32

RESOLVED, that the Charter of Incorporation, as amended, of this Company be further amended so that subparagraphs (B), (C), (D) and (G) of paragraph 10 of the Statement of 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 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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SECRETARY OF STATE
1984 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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STATE OF TENNESSEE

1988 JUN 21 AM 10:55

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.

2. 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 Section 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 modification.

3. 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.

5. The amendment was duly adopted on May 26, 1988 by the shareholders.

6. The amendment is to be effective when these articles are filed by the Secretary of State.

June 20, 1988
Signature Date

Secretary
Signer's Capacity

TENNESSEE-AMERICAN WATER COMPANY

By:

Stephen N. Chambers
Signature

Stephen N. Chambers
Name (typed or printed)

CORPORATION ANNUAL REPORT STATE OF TENNESSEE SECRETARY OF STATE SUITE 1800, JAMES K. POLK BUILDING NASHVILLE, TN 37243-0306 AMOUNT DUE - \$20.00			
CURRENT FISCAL YEAR CLOSING MONTH: <u>12</u>		IF DIFFERENT, THIS REPORT IS DUE ON OR BEFORE <u>04/01/99</u>	
CORRECT MONTH IS _____			
(1) SECRETARY OF STATE CONTROL NUMBER: <u>0047889</u>		OR FEDERAL EMPLOYER IDENTIFICATION NUMBER: <u>62-0529095</u>	
(2A.) NAME AND MAILING ADDRESS OF CORPORATION: TENNESSEE-AMERICAN WATER COMPANY 1101 BROAD ST CHATTANOOGA, TN 37402 D 07/01/1967 FOR PROFIT		(2B.) STATE OR COUNTRY OF INCORPORATION: TENNESSEE	
		(2C.) ADD OR CHANGE MAILING ADDRESS: 	
(3) A. PRINCIPAL ADDRESS INCLUDING CITY, STATE, ZIP CODE: 1101 BROAD STREET, CHATTANOOGA, TN 37402 B. CHANGE OF PRINCIPAL ADDRESS: STREET _____ CITY _____ STATE _____			
** BLOCKS 4A AND 4B MUST BE COMPLETED OR THE ANNUAL REPORT WILL 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.) <input type="checkbox"/> SAME AS ABOVE <input type="checkbox"/> NONE OR LIST BELOW: NAME _____ BUSINESS ADDRESS _____ CITY, STATE, ZIP CODE + 4 _____			
(See attached)			
(5) A. NAME OF REGISTERED AGENT AS APPEARS ON SECRETARY OF STATE RECORDS: R T SULLIVAN B. REGISTERED ADDRESS AS APPEARS ON SECRETARY OF STATE RECORDS: 1101 BROAD STRE, CHATTANOOGA, TN 37402			
(6) INDICATE BELOW ANY CHANGES TO THE REGISTERED AGENT NAME AND/OR REGISTERED OFFICE. (BLOCK 5A AND/OR 5B.) THERE IS AN ADDITIONAL \$20.00 REQUIRED FOR CHANGES MADE TO THIS INFORMATION.			
A. CHANGE OF REGISTERED AGENT: <u>William F. L'Ecuyer</u>			
B. CHANGE OF REGISTERED OFFICE: STREET _____ CITY _____ STATE <u>TN</u> ZIP CODE + 4 _____ COUNTY _____			
(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: <input type="checkbox"/> PUBLIC <input type="checkbox"/> MUTUAL B. IF A TENNESSEE RELIGIOUS CORPORATION, PLEASE CHECK BOX UNLESS OTHERWISE INDICATED. <input type="checkbox"/> RELIGIOUS			
(8) SIGNATURE <u>Joan W. Schwartz</u>		(9) DATE <u>8/5/99</u>	
(10) TYPE/PRINT NAME OF SIGNER: <u>Joan W. Schwartz</u>		(11) TITLE OF SIGNER: <u>Secretary</u>	



*** THIS REPORT MUST BE DATED AND SIGNED ***

ATTACHMENT

TENNESSEE-AMERICAN WATER COMPANY

1999 CORPORATION ANNUAL REPORT

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

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

W.D. Morgan, Vice President
Marlton Executive Park, Bldg. #1
701 Route 73, Suite 300, P.O. Box 628
Marlton, New Jersey 08053

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

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

J.F. Bastian, Assistant Comptroller
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

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

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

P.D. Weinstock, Assistant Comptroller
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

D.R. Bailey, Assistant Treasurer
1101 Broad Street
Chattanooga, Tennessee 37402-2800

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

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99 AUG 31 AM 9:41
MARLTON, NEW JERSEY
SECRETARY OF STATE

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

G.C. Smith
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

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

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

J.F. Germ
651 East Fourth Street, Suite 608
Chattanooga, Tennessee 37402-2800

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

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

E.C. Wolf
Marlton Executive Park, Bldg. #1
701 Route 73, Suite 300, P.O. Box 628
Marlton, New Jersey 08053

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SECRETARY OF STATE



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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TENNESSEE
OCT 31 AM 9:52
RILEY DARNELL
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 current registered office is 1101 Broad Street,
Chattanooga, TN 37402

3. If the current registered office is to be changed, the street address of the new registered office, the zip code of such office, and the county in which the office is located is _____

4. The name of the current registered agent is William F. L'Ecuyer

5. If the current registered agent is to be changed, the name of the new registered agent is
David B. Schultz

6. After the change(s), the street addresses of the registered office and the business office of the registered agent will be identical.

10/20/03
Signature Date

President
Signer's Capacity

Tennessee-American Water Company
Name of Corporation

[Signature]
Signature

David B. Schultz
Name (typed or printed)



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

**APPLICATION FOR
REGISTRATION OF
ASSUMED CORPORATE
NAME**

For Office Use Only

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STATE OF TENNESSEE

OCT 31 AM 9:52

RILEY DARNELL
SECRETARY OF STATE

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 Tennessee-American Water Company
2. The state or country of incorporation is Tennessee
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.]

9/30/03
Signature Date

President
Signer's Capacity

Tennessee-American Water Company
Name of Corporation

David B. Schultz
Signature

David B. Schultz
Name (typed or printed)

State of Tennessee



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)

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STATE OF TENNESSEE
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2004 SEP 22 AM 9:47

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STATE OF TENNESSEE
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 address of its current registered office is 1101 Broad Street

Chattanooga, TN 37402

3. If the current registered office is to be changed, the street address of the new registered office, the zip code of such office, and the county in which the office is located is _____

4. The name of the current registered agent is David B. Schultz

5. If the current registered agent is to be changed, the name of the new registered agent is _____

John Watson

6. After the change(s), the street addresses of the registered office and the business office of the registered agent will be identical.

September 20, 2004
Signature Date

Vice President
Signer's Capacity

Tennessee-American Water Company
Name of Corporation

[Signature]
Signature

John Watson
Name (typed or printed)