



OFFICE OF THE SECRETARY OF STATE
STATE OF MISSOURI
JEFFERSON CITY
65101

MATT BLUNT
SECRETARY OF STATE

CORPORATIONS DIVISION
(573) 751-4153

Dear Corporation:

We have enclosed the Certificate of Incorporation/Authority of Incorporation/Application for Authority which have been filed in this Office. We wish you every success in the new business enterprise.

The law requires that the first annual registration report for the corporation be completed and returned to this Office as of the due date shown on the report. This annual report will be sent to the corporation's registered agent within the next few weeks. The first annual report provided to your corporation will show a tax year based on the date of incorporation/qualification. This may or may not be the actual tax year for your corporation, so, please indicate the correct year on the annual report. Please return the report to the following address.

Secretary of State
P.O. Box 1366
Jefferson City, MO 65102

If you have any questions regarding Annual Reports, please contact the Corporations Division Annual Report Desk at (573) 751-2300 or by e-mailing us at annrep@mail.sos.state.mo.us. Questions regarding any other corporate information should be directed to (573) 751-4153.

Sincerely,

Matt Blunt
Secretary of State

Ltr. #11/L

JAMES C. KIRKPATRICK STATE INFORMATION CENTER
600 W. MAIN STREET • PO BOX 778 • JEFFERSON CITY 65102

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No. F00514198

STATE OF MISSOURI



Matt Blunt
Secretary of State

CORPORATION DIVISION - CERTIFICATE OF AUTHORITY


WHEREAS,
PHILADELPHIA SUBURBAN CORPORATION

using in Missouri the name
PHILADELPHIA SUBURBAN CORPORATION

has complied with the General and Business Corporation Law which governs Foreign Corporations; by filing in the office of the Secretary of State of Missouri authenticated evidence of its incorporation and good standing under the Laws of the State of PENNSYLVANIA.

NOW, THEREFORE, I, MATT BLUNT, Secretary of State of the State of Missouri, do hereby certify that said corporation is from this date duly authorized to transact business in this State, and is entitled to all rights and privileges granted to Foreign Corporations under the General and Business Corporation Law of Missouri.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 23rd day of OCTOBER, 2002.


Secretary of State

\$155.00





State of Missouri

Matt Blunt, Secretary of State

Corporations Division
P.O. Box 778, Jefferson City, MO 65102

James C. Aspinwall State Information Center
600 W. Main Street, Room 211, Jefferson City, MO 65101

Application for Certificate of Authority For a Foreign For-Profit Corporation

(Submit in duplicate with filing fee of \$155.00)

SECRETARY OF STATE

OCT 28 2002

10/22/02

1. The corporation's name is Philadelphia Suburban Corporation
and it is organized and existing under the laws of Commonwealth of Pennsylvania
2. The name it will use in Missouri is Philadelphia Suburban Corporation
3. The date of its incorporation was 11/14/68, and the period of its duration is Perpetual
month/day/year
4. The address of its principal place of business 762 West Lancaster Ave. Byrn Mawr, Pennsylvania 19010
Address City/State/Zip
5. The name and address of its registered agent and office in the State of Missouri is
CT Corporation 120 South Central Avenue Clayton, Missouri 63105
Name Address City/State/Zip
6. The specific purpose(s) of its business in Missouri are:
Holding company for stock of water and sewer utility companies
7. The name of its officers and directors and their business addresses are as follows:
(Officers)

Name	Address	City/State/Zip
President <u>Nicholas DeBenedictis</u>	<u>762 West Lancaster Ave.</u>	<u>Byrn Mawr PA 19010</u>
Vice President <u>Richard R. Riegler</u>	<u>762 West Lancaster Ave.</u>	<u>Byrn Mawr PA 19010</u>
Secretary <u>Roy H. Stahl</u>	<u>762 West Lancaster Ave.</u>	<u>Byrn Mawr PA 19010</u>
Treasurer <u>Kathy L. Pape</u>	<u>762 West Lancaster Ave.</u>	<u>Byrn Mawr PA 19010</u>

(Board of Directors)

Director	<u>SEE ATTACHED SHEET</u>
Director	
Director	
8. The effective date of this document is the date it is filed by the Secretary of State of Missouri, unless you indicate a future date, as follows:
(Date may not be more than 90 days after the filing date in this office)

In affirmation thereof, the facts stated above are true.

Roy H. Stahl
(Must be an Officer or Chairman listed in #7, above)

Roy H. Stahl, Exec. Vice President
(Printed Name) General Counsel and Secretary

10/22/02
(Date)

Note: You must submit current original certificate of good standing or certificate of existence with this application. This may be obtained from your Secretary of State or other authority that issues corporate charters.

PHILADELPHIA SUBURBAN CORPORATION

List of Board of Directors

Name	Address
Nicholas DeBenedictis	762 West Lancaster Avenue Byrn Mawr, Pennsylvania 19010
Mary C. Carroll	762 West Lancaster Avenue Byrn Mawr, Pennsylvania 19010
G. Fred DiBona, Jr.	762 West Lancaster Avenue Byrn Mawr, Pennsylvania 19010
Richard H. Glanton	762 West Lancaster Avenue Byrn Mawr, Pennsylvania 19010
Alan Hirsig	762 West Lancaster Avenue Byrn Mawr, Pennsylvania 19010
John F. McCaughan	762 West Lancaster Avenue Byrn Mawr, Pennsylvania 19010
John E. Menario	762 West Lancaster Avenue Byrn Mawr, Pennsylvania 19010
Richard L. Smoot	762 West Lancaster Avenue Byrn Mawr, Pennsylvania 19010

C O M M O N W E A L T H O F P E N N S Y L V A N I A

D E P A R T M E N T O F S T A T E

OCTOBER 21, 2002

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

PHILADELPHIA SUBURBAN CORPORATION

is duly incorporated under the laws of the Commonwealth of Pennsylvania
and remains a subsisting corporation so far as the records of this office
show, as of the date herein.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's
Office to be affixed, the day
and year above written.

C. Michael Stewart

Secretary of the Commonwealth

JSOW