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**May 02 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # 841521 (8)

1. Corporation Name
BADGER METER, INC.



Principal Place of Business: **4545 W. BROWN DEER RD. MILWAUKEE WI 53223**
Mailing Address: **4545 W. BROWN DEER RD. MILWAUKEE WI 53223-2413**

3. Date incorporated or Qualified: **09/28/1978** 3a. Date of Last Report: **05/01/1996**
4. FEI Number: **39-0143290** Applied For: Not Applicable
5. Certificate of Status Desired: **\$8.75 Additional Fee Required**
6. Election Campaign Financing Trust Fund Contribution: **\$5.00 May Be Added to Fees**
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

2. Principal Place of Business: 21, 22, 23, 24
2a. Mailing Address: 26, 27, 28, 29, 30
21. Suite, Apt. #, etc.:
22. City & State:
23. City & State:
24. Zip, Country: 25, 29

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

**C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324**

81. Name
82. Street Address (P.O. Box Number is Not Acceptable)
83.
84. City: **FL** 85. Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of Section 607.0505, Florida Statutes.

SIGNATURE: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
TITLE: VD	NAME: VANDER HYDEN, WILLIAM STREET ADDRESS: 4545 W BROWN DEER RD. CITY-ST-ZIP: MILWAUKEE WI 53223	1.1 TITLE: <input type="checkbox"/> Change <input type="checkbox"/> Addition 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP
TITLE: T	NAME: MEEUSN, RICHARD STREET ADDRESS: 4545 W. BROWN DEER RD. CITY-ST-ZIP: MILWAUKEE WI	2.1 TITLE: <input type="checkbox"/> Change <input type="checkbox"/> Addition 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP
TITLE: CD	NAME: WRIGHT, JAMES O STREET ADDRESS: 4545 W BROWN DEER RD CITY-ST-ZIP: MILWAUKEE, WI 53223	3.1 TITLE: <input type="checkbox"/> Change <input type="checkbox"/> Addition 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP
TITLE: VPS	NAME: ELLIOTT, DEIRDRE C STREET ADDRESS: 4545 W BROWN DEER RD CITY-ST-ZIP: MILWAUKEE, WI 53223	4.1 TITLE: <input type="checkbox"/> Change <input type="checkbox"/> Addition 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP
TITLE: V	NAME: DIX, RONALD H. STREET ADDRESS: 4545 W BROWN DEER RD. CITY-ST-ZIP: MILWAUKEE, WI 53223	5.1 TITLE: <input type="checkbox"/> Change <input type="checkbox"/> Addition 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP
TITLE: PD	NAME: FORBES, JAMES L STREET ADDRESS: 4545 W BROWN DEER RD CITY-ST-ZIP: MILWAUKEE, WI 53223	6.1 TITLE: <input type="checkbox"/> Change <input type="checkbox"/> Addition 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address

SIGNATURE: *Paul A. Meunier*
VICE PRES. CFO & TREASURER

APR 25 1997 (414) 355-0400

CR2E034 (9/96)