


**FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00**

**FILED**  
**Apr 02 1998 8:00am**  
**Secretary of State**

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # 841521 (8)**

1. Corporation Name  
**BADGER METER, INC.**

Principal Place of Business <b>4545 W. BROWN DEER RD.                  MILWAUKEE WI 53223</b>	Mailing Address <b>4545 W. BROWN DEER RD.                  MILWAUKEE WI 53223</b>
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified <b>09/28/1978</b>	4. FEI Number <b>39-0143280</b>	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75 Additional Fee Required</b>	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00 May Be Added to Fees</b>	
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No		

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

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

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	<b>FL</b>

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 \_\_\_\_\_ DATE \_\_\_\_\_  
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	VD	<input type="checkbox"/> DELETE
NAME	VANDER HYDEN, WILLIAM	
STREET ADDRESS	4545 W BROWN DEER RD.	
CITY-ST-ZIP	MILWAUKEE WI 53223	
TITLE	T	<input type="checkbox"/> DELETE
NAME	MEEUSN, RICHARD	
STREET ADDRESS	4545 W. BROWN DEER RD.	
CITY-ST-ZIP	MILWAUKEE WI	
TITLE	CD	<input type="checkbox"/> DELETE
NAME	WRIGHT, JAMES O	
STREET ADDRESS	4545 W BROWN DEER RD	
CITY-ST-ZIP	MILWAUKEE, WI 53223	
TITLE	VPS	<input type="checkbox"/> DELETE
NAME	ELLIOTT, DEIRDRE C	
STREET ADDRESS	4545 W BROWN DEER RD	
CITY-ST-ZIP	MILWAUKEE, WI 53223	
TITLE	V	<input type="checkbox"/> DELETE
NAME	DIX, RONALD H.	
STREET ADDRESS	4545 W BROWN DEER RD.	
CITY-ST-ZIP	MILWAUKEE, WI 53223	
TITLE	PD	<input type="checkbox"/> DELETE
NAME	FORBES, JAMES L	
STREET ADDRESS	4545 W BROWN DEER RD	
CITY-ST-ZIP	MILWAUKEE, WI 53223	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
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 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: *Bill A. Me...* 3/25/98 444-355-0400

CR2E034 (10/97)

February 1998

**BADGER METER, INC.**  
**Officers' Business Addresses**

James L. Forbes, President &  
Chief Executive Officer  
BADGER METER, INC.  
4545 W. Brown Deer Road  
Milwaukee, WI 53223

Gary H. Powers  
VP-Information Systems  
BADGER METER, INC.  
4545 W. Brown Deer Road  
Milwaukee, WI 53223

Robert D. Belan  
Vice President & President - Utility Division  
BADGER METER, INC.  
4545 W. Brown Deer Road  
Milwaukee, WI 53223

Isabelle Durso  
Assistant Secretary  
BADGER METER, INC.  
4545 W. Brown Deer Road  
Milwaukee, WI 53223

Ronald H. Dix  
Vice President - Administration/HR  
BADGER METER, INC.  
4545 W. Brown Deer Road  
Milwaukee, WI 53223

Jeanne A. McBride  
Assistant Secretary  
BADGER METER, INC.  
4545 W. Brown Deer Road  
Milwaukee, WI 53223

Deldre C. Elliott  
Vice President-Corporate Counsel  
& Secretary  
BADGER METER, INC.  
4545 W. Brown Deer Road  
Milwaukee, WI 53223

Lynne R. Rippey  
Assistant Secretary  
BADGER METER, INC.  
4545 W. Brown Deer Road  
Milwaukee, WI 53223

Richard A. Meeusen  
VP-Finance, Treasurer & CFO  
BADGER METER, INC.  
4545 W. Brown Deer Road  
Milwaukee, WI 53223

Joan C. Zimmer  
Assistant Secretary  
BADGER METER, INC.  
4545 W. Brown Deer Road  
Milwaukee, WI 53223

William H. Vander Heyden  
Vice President & President - Industrial Division  
BADGER METER, INC.  
4545 W. Brown Deer Road  
Milwaukee, WI 53223

Beverly L. Smiley  
Corporate Controller  
BADGER METER, INC.  
4545 W. Brown Deer Road  
Milwaukee, WI 53223

Theodore N. Townsend  
President - International  
BADGER METER, INC.  
4545 W. Brown Deer Road  
Milwaukee, WI 53223

**BADGER METER, INC.**  
**Directors Mailing Addresses**

March, 1998

James O. Wright  
Chairman  
Badger Meter, Inc.  
4545 W. Brown Deer Road  
Milwaukee, WI 53223

James O. Wright, Jr.  
The Wright Tax Service  
4040 Civic Center Drive, Suite 200  
San Rafael, CA 94903

James L. Forbes  
President & Chief Executive Officer  
Badger Meter, Inc.  
4545 W. Brown Deer Road  
Milwaukee, WI 53223

Robert M. Hoffer  
4600 N. Lake Drive  
Whitfish Bay, WI 53211

Charles F. James Jr., Vice President-Academics  
Milwaukee School of Engineering  
1025 N. Broadway  
Milwaukee, WI 53202-3109

Kenneth P. Manning  
Universal Foods Corporation  
433 E. Michigan Street  
Milwaukee, WI 53202

Andrew J. Policano  
UW-School of Business  
975 University Avenue  
Madison, WI 53706-1323

Donald J. Schuenke  
777 E. Wisconsin Avenue  
Suite 3015  
Milwaukee, WI 53202

John J. Stollenwerk, President  
Allen-Edmonds Shoe Corporation  
201 East Seven Hills Road  
Port Washington, WI 53074

Pamela B. Strobel  
Vice President & General Counsel  
Commonwealth Edison Company  
P.O. Box 767  
Chicago, IL 60690-0767

Distribution: L. Rippey, W. Psuik, J. Crumer-Pascale, M. Herauf