

1.) CORPORATION NAME:

**BADGER METER, INC.**

DUE DATE: **10/31/2013**

2.) VA REGISTERED AGENT NAME AND OFFICE ADDRESS:

**CORPORATION SERVICE COMPANY  
Bank of America Center, 16th Floor  
1111 East Main Street**

SCC ID NO: **F0340556**

**RICHMOND, VA**

5.) STOCK INFORMATION

CLASS	AUTHORIZED
COMMON	40,000,000

3.) CITY OR COUNTY OF VA REGISTERED OFFICE:

**RICHMOND CITY**

4.) STATE OR COUNTRY OF INCORPORATION:

**WI**

6.) PRINCIPAL OFFICE ADDRESS:

ADDRESS: 4545 WEST BROWN DEER ROAD

CITY/ST/ZIP: MILWAUKEE, WI 53223

7.) DIRECTORS AND PRINCIPAL OFFICERS: All directors and principal officers must be listed. An individual may be designated as both a director and an officer.

NAME:	RICHARD A MEEUSEN	<input checked="" type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
TITLE:	PRESIDENT		
ADDRESS:	4545 W BROWN DEER RD		
CITY/ST/ZIP/CO:	MILWAUKEE, WI 53223		

NAME:	FRED J BEGALE	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
TITLE:	VICE PRESIDENT		
ADDRESS:	4545 W BROWN DEER RD		
CITY/ST/ZIP/CO:	MILWAUKEE, WI 53223		

NAME:	WILLIAM R BERGUM	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
TITLE:	VP-CORP COUN/S		
ADDRESS:	4545 W BROWN DEER RD		
CITY/ST/ZIP/CO:	MILWAUKEE, WI 53223		

NAME:	GREGORY M GOMEZ	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
TITLE:	VICE PRESIDENT		
ADDRESS:	4545 W BROWN DEER RD		
CITY/ST/ZIP/CO:	MILWAUKEE, WI 53223		

NAME:	HORST E GRAS	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
TITLE:	VICE PRESIDENT		
ADDRESS:	4545 W BROWN DEER RD		
CITY/ST/ZIP/CO:	MILWAUKEE, WI 53223		

NAME:	RICHARD E. JOHNSON	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
TITLE:	VP/TRES		
ADDRESS:	4545 W BROWN DEER RD		
CITY/ST/ZIP/CO:	MILWAUKEE, WI 53223		

NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	RAYMOND G SERDYSKI VICE PRESIDENT 4545 W BROWN DEER RD MILWAUKEE, WI 53223	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	BEVERLY SMILEY VP-CONTROLLER 4545 W BROWN DEER RD MILWAUKEE, WI 53223	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	KIMBERLY K STOLL VICE PRESIDENT 4545 W BROWN DEER RD MILWAUKEE, WI 53223	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	RONALD H DIX DIRECTOR 4545 W BROWN DEER RD MILWAUKEE, WI 53223	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	THOMAS J FISCHER DIRECTOR 4545 W BROWN DEER RD MILWAUKEE, WI 53223	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	GALE E KLAPPA DIRECTOR 4545 W BROWN DEER RD MILWAUKEE, WI 53223	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	ANDREW J POLICANO DIRECTOR 4545 W BROWN DEER RD MILWAUKEE, WI 53223	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	STEVEN J SMITH DIRECTOR 4545 W BROWN DEER RD MILWAUKEE, WI 53223	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	TODD J TESKE DIRECTOR 4545 W BROWN DEER RD MILWAUKEE, WI 53223	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR

I AFFIRM THAT THE INFORMATION CONTAINED IN THIS ELECTRONIC REPORT IS ACCURATE AND COMPLETE AS OF THE DATE BELOW AND THAT I AM LEGALLY AUTHORIZED TO SIGN THIS REPORT.

<u>/s/ BEVERLY SMILEY</u>	<u>BEVERLY SMILEY, VP-</u>	<u>8/28/2013</u>
SIGNATURE OF DIRECTOR/OFFICER LISTED IN THIS REPORT	CONTROLLED PRINTED NAME AND CORPORATE TITLE	DATE

It is a Class 1 misdemeanor for any person to sign a document, which includes this electronic record, that is false in any material respect with the intent that the document be delivered to the Commission for filing.