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CERTIFICATE OF AMENDMENT
of the
CERTIFICATE OF INCORPORATION
of

THE WESTERN UNION TELEGRAPH COMPANY

Under Section 805 of the Business Corporation Law

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The undersigned, being respectively the President and the Secretary of THE WESTERN UNION TELEGRAPH COMPANY (a corporation organized under the laws of the State of New York), DO HEREBY CERTIFY as follows:

FIRST: The name of the corporation is The Western Union Telegraph Company. The name under which it was originally incorporated is The New York and Mississippi Valley Printing Telegraph Company.

SECOND: The Certificate of Incorporation of the Corporation was filed in the office of the Secretary of State of the State of New York on April 8, 1851.

THIRD: The provisions of the Certificate of Incorporation (as heretofore amended) relating to the authorized shares (which provisions appear in the Certificate of Amendment filed pursuant to Section 805 of the Business Corporation Law in the Department of State in the State of New York on July 9, 1965) are hereby amended to (a) increase the aggregate number of shares which the Corporation shall have authority to issue by increasing the authorized Cumulative Preferred Shares and Common Shares of the Corporation and creating a new class of Cumulative Second Preferred Shares, (b) amend certain provisions relating to the voting rights of Cumulative Preferred Shares, (c) state the relative rights, preferences and limitations of the Cumulative Second Preferred Shares and (d) modify the relative rights, preferences and limitations of Common Shares to reflect the priority of the Cumulative Second Preferred Shares as well as the Cumulative Preferred Shares, as follows:

1. The provision which states the aggregate number of shares which the Corporation shall have authority to issue is hereby amended to read as follows:

The aggregate number of shares which the Corporation shall have authority to issue is 17,000,000, divided into (a) 1,500,000 shares, of the par value of \$100 each, of a class designated Cumulative Preferred Shares, (b) 500,000 shares, of the par value of \$100 each, of a class designated Cumulative Second Preferred Shares, and (c) 15,000,000 shares, of the par value of \$2.50 each, of a class designated Common Shares.

2. The provisions which state the voting rights of the holders of Cumulative Preferred Shares are hereby amended by revising Section 5B of the statement of the relative rights, preferences and limitations of the Cumulative Preferred Shares to read as follows:

B. If at any time the amount of cumulative dividends then accrued on the Cumulative Preferred Shares shall equal or exceed an amount equal to six quarterly dividends on such shares, then the number of directors of the Corporation shall be increased by such number, not more than two for each series of the Cumulative Preferred Shares, as may be fixed at the times of the establishment and designation of the respective series; and the holders of shares of each series of the Cumulative Preferred Shares shall have the right, voting as a separate class for not more than two directors, as may be fixed as aforesaid, to elect such directors at the special meeting

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hereinafter provided for and at each annual meeting of shareholders until full cumulative dividends shall have been paid or declared and set aside for payment upon all outstanding Cumulative Preferred Shares for all past quarterly dividend periods and for the then current quarterly dividend period, whereupon the holders of the Cumulative Preferred Shares shall be divested of such voting right (subject, however, to such voting right at any time or from time to time similarly arising and being divested).

3. The following statement of the relative rights, preferences and limitations of the Cumulative Second Preferred Shares is hereby added after the statement of the relative rights, preferences and limitations of the Cumulative Preferred Shares:

Cumulative Second Preferred Shares

1. *Issuable in Series.* The Cumulative Second Preferred Shares may be issued in series, and authority is vested in the Board of Directors, subject to the rights of the Cumulative Preferred Shares or any series thereof and to the provisions hereof, from time to time to establish and designate series and to fix the variations in the relative rights, preferences and limitations as between series, in the following respects:

(a) the number of shares (and whether or not subject to increase or decrease by the Board of Directors) included in any series and the distinctive designation of such series;

(b) the rate of dividends which the shares of such series shall be entitled to receive and the date or dates from which dividends thereon shall be cumulative;

(c) the terms, if any, upon which the shares of such series shall be redeemable, and the redemption price (which may, but need not, vary according to the time or circumstances of redemption, but which shall in every event include an amount equal to all cumulative dividends accrued to the date fixed for redemption); whether shares redeemed shall be canceled; and whether the reissue of canceled shares shall be prohibited;

(d) the terms of a sinking or analogous fund, if any, for the purchase or redemption of the shares of such series; whether shares purchased or redeemed through the operation of such fund shall be canceled; and whether the reissue of canceled shares shall be prohibited;

(e) the terms, if any, upon which the shares of such series shall be convertible into or exchangeable for shares of a different series of Cumulative Second Preferred Shares or for Junior Shares, the price and/or rate of conversion or exchange (which price and/or rate may, but need not, vary according to the time or circumstances of conversion or exchange), the protection of the right of conversion or exchange against dilution and its preservation in the event of consolidation, merger, or sale or conveyance of the Corporation's property as an entirety or substantially as an entirety, and whether or not shares converted or exchanged and canceled shall be reissuable; and the issue of shares of any series which are to have any such right of conversion or exchange is authorized and the Board of Directors is further authorized, in the event of such an issue, by certificate of amendment as provided by law, to increase the authorized shares of any class or series to such number as will be sufficient, when added to the previously authorized but unissued shares of such class or series, to satisfy such right of conversion or exchange;

(f) the amount ("*liquidation price*") which each share of such series shall be entitled to receive upon voluntary or involuntary liquidation, dissolution or winding up of the Corporation (which amount may, but need not, vary according to whether such action is voluntary or involuntary and/or according to the time or circumstances of the action, but which shall in every event include an amount equal to all cumulative dividends accrued to the date fixed for the payment);

(g) subject to the provisions hereof, voting rights to which the holders of the shares of such series shall be entitled;

(h) limitations and restrictions, if any, for the benefit of the holders of the shares of such series (in addition to those set forth herein), upon the incurring of indebtedness by the Corporation, the issue of additional Cumulative Preferred Shares or Cumulative Second Preferred Shares, the purchase, redemption or other retirement of Cumulative Second Preferred Shares (otherwise than through the operation of any sinking or analogous fund provided for any series), the issue of any Prior Shares, and/or the making of Junior Share Payments;

(i) such other special rights and privileges, if any, for the benefit of the holders of shares of such series, as shall not be inconsistent with the provisions hereof.

Each Cumulative Second Preferred Share of any series shall be equal to every other share of the same series, except that shares issued at different times may differ as to the dates from which dividends thereon shall be cumulative. Subject to the designations, relative rights, preferences and limitations applicable to separate series, each Cumulative Second Preferred Share shall be equal to every other share.

2. *Dividends.* Subject to the rights of the Cumulative Preferred Shares or any series thereof, the holders of Cumulative Second Preferred Shares of each series shall be entitled to the payment or the declaration and setting aside of sufficient funds for the payment, if and when declared by the Board of Directors out of funds legally available for the payment of dividends, of cumulative dividends (from the date or dates fixed with respect to such series) at the annual rate fixed with respect to such series, payable in cash quarterly on the first days of January, April, July and October of each year, for the current and all prior quarterly periods, before any dividend shall be declared upon any Junior Shares or any other Junior Share Payment shall be made. If the stated dividends on the Cumulative Second Preferred Shares of all series outstanding are not paid in full, the shares of all series shall share ratably in the payment of dividends including accumulations, if any, in accordance with the sums which would be payable on such shares if all dividends were declared and paid in full. Accumulations of dividends shall not bear interest.

3. *Redemption and Purchase.* A. Subject to the rights of the Cumulative Preferred Shares or any series thereof, the Corporation may, at the election of its Board of Directors, at any time or from time to time, redeem the whole or any part of any one or more series of Cumulative Second Preferred Shares which are at the time redeemable, at the redemption prices fixed for the respective series. In case the Corporation shall elect to redeem less than all the outstanding shares of any series, the shares to be redeemed shall be selected by lot or pro rata (as nearly as may be) or in any other equitable manner determined by the Board of Directors.

B. The provisions of Section 3B of the Cumulative Preferred Share Amendment are incorporated herein by reference with the same effect as if such provisions had been set forth herein in full.

C. The provisions of Section 3C of the Cumulative Preferred Share Amendment are incorporated herein by reference with the same effect as if such provisions had been set forth herein in full.

D. In no event shall the Corporation redeem or make any payment (whether in cash or in property) on account of the purchase, redemption or other retirement of less than all the outstanding Cumulative Second Preferred Shares unless the conditions set forth in at least one of the following clauses (a) to (c) inclusive, shall exist:

(a) full cumulative dividends shall have been paid or declared and set aside for payment upon all outstanding Cumulative Second Preferred Shares for all past quarterly dividend periods, and upon all outstanding Cumulative Second Preferred Shares (other than shares then to be redeemed or theretofore called for redemption) for the then current quarterly dividend period and for any future quarterly dividend periods up to and including the period within which the redemption date or date of such purchase or retirement falls, or up to such date if it be a dividend payment date; or

(b) such redemption, purchase or other retirement is effected solely by the application of moneys previously and properly set aside for and then held in any sinking or analogous fund provided for any series of the Cumulative Second Preferred Shares; or

(c) in the case of purchases, such purchases are made pursuant to an offer to purchase made on a comparable basis to the holders of all the outstanding Cumulative Second Preferred Shares.

4. *Preference on Liquidation, etc.* In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and after the stated amounts payable in such event on the Cumulative Preferred Shares shall have been paid in full or provision for the payment shall have been made, the holders of the Cumulative Second Preferred Shares of each series shall be entitled to receive payment out of the net assets of the Corporation (whether from capital or surplus or both) of the liquidation price fixed for such series at the time and under the circumstances applicable, before any distribution or payment shall be made to the holders of Junior Shares. If the stated amounts payable in such event on the Cumulative Second Preferred Shares of all series outstanding are not paid in full, the shares of all series shall share ratably in any distribution of assets in respect of Cumulative Second Preferred Shares in accordance with the sums which would be payable on such distribution if all sums payable were discharged in full.

Neither the merger or consolidation of the Corporation nor the voluntary sale or conveyance of the Corporation's property as an entirety or substantially as an entirety shall be deemed to be a liquidation, dissolution or winding up of the Corporation for the purposes of this paragraph.

5. *Voting Rights.* A. Except as otherwise provided by law or as otherwise specifically provided herein or in the certificate of amendment required by law with respect to any series established by the Board of Directors, the holders of Cumulative Second Preferred Shares shall not be entitled to vote at any meeting of the shareholders for the election of directors or for any other purpose or otherwise to participate in any action taken by the Corporation or the shareholders thereof, or to receive notice of any meeting of shareholders.

B. If at any time the amount of cumulative dividends then accrued on the Cumulative Second Preferred Shares shall equal or exceed an amount equal to six quarterly dividends on such shares, then the number of directors of the Corporation shall be increased by two; and the holders of the Cumulative Second Preferred Shares shall have the right, voting as a class, to elect two directors at the special meeting hereinafter provided for and at each annual meeting of shareholders until full cumulative dividends shall have been paid or declared and set aside for payment upon all outstanding Cumulative Second Preferred Shares for all past quarterly dividend periods and for the then current quarterly dividend period, whereupon the holders of the Cumulative Second Preferred Shares shall be divested of such voting right (subject, however, to such voting right at any time or from time to time similarly arising and being divested).

At any time when the holders of the Cumulative Second Preferred Shares shall have thus become entitled to elect directors, a special meeting of the holders of the Cumulative Second Preferred Shares shall be called for the purpose of electing such directors, to be held within 90 days after the right to elect them shall arise, upon notice given in the manner provided by law or by the by-laws of the Corporation for giving notice of special meetings of shareholders; *provided, however*, that such a special meeting shall not be called if the annual meeting of shareholders is to convene within said 90 days. At such special meeting and/or at any annual meeting at which the holders of the Cumulative Second Preferred Shares shall be entitled to elect directors, the holders of one-third of the then outstanding Cumulative Second Preferred Shares present in person or by proxy shall be sufficient to constitute a quorum for the election of such directors, and such directors shall be elected by a plurality of the votes cast at any such meeting at which there shall be a quorum. Whenever the holders of the Cumulative Second Preferred Shares shall be divested of such voting right as hereinabove provided, the directors

elected by them shall thereupon cease to be directors of the Corporation and the number of directors shall be correspondingly reduced.

C. Any amendment of the certificate of incorporation which would authorize Prior Shares, or would authorize Cumulative Preferred Shares in excess of 1,500,000, or would adversely affect any of the relative rights, preferences and limitations of the Cumulative Second Preferred Shares or any series thereof shall be authorized by the vote of the holders, voting as a class, of at least two-thirds of the outstanding Cumulative Second Preferred Shares or, if the amendment would adversely affect only one or more series, of at least two-thirds of the series whose rights would be affected.

6. *Definitions.* The following terms when used in describing the relative rights, preferences and limitations of the Cumulative Second Preferred Shares shall have the following meanings:

Cumulative Preferred Share Amendment: the certificate of amendment of the certificate of incorporation of the Corporation which was filed pursuant to Section 805 of the Business Corporation Law in the Department of State in the State of New York on July 9, 1965.

Junior Shares: the Common Shares and shares of any other class or classes of shares hereafter created ranking junior to the Cumulative Second Preferred Shares as to dividends or distribution of assets upon liquidation.

Junior Share Payment: the declaration of any dividend on Junior Shares, or the making of any payment on account of, or the setting aside of money for a sinking or analogous fund for, the purchase, redemption or other retirement of Junior Shares, or the making of any distribution in respect thereof, either directly or indirectly, and whether in cash or property or in obligations or shares of the Corporation other than shares of any class ranking junior to the Cumulative Second Preferred Shares as to dividends and distribution of assets upon liquidation.

Prior Shares: shares of any class or classes hereafter created ranking prior to the Cumulative Second Preferred Shares as to dividends or distribution of assets upon liquidation.

4. The provisions which state the relative rights, preferences and limitations of the Common Shares are hereby amended to read as follows:

Common Shares

(1). *Dividends.* Subject to the rights of the Cumulative Preferred Shares and the Cumulative Second Preferred Shares, dividends may be paid upon the Common Shares if and when declared by the Board of Directors out of any funds legally available for the payment of dividends.

(2). *Liquidation, etc.* In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and after the stated amounts payable in such event on the Cumulative Preferred Shares and the Cumulative Second Preferred Shares shall have been paid in full or provision for the payment shall have been made, the remaining net assets of the Corporation shall be distributed pro rata to the holders of the Common Shares.

(3). *Voting Rights.* Except as otherwise provided by law or as otherwise expressly provided herein with respect to the Cumulative Preferred Shares or the Cumulative Second Preferred Shares or in the certificate of amendment required by law with respect to any series of the Cumulative Preferred Shares or the Cumulative Second Preferred Shares established by the Board of Directors, the holders of the Common Shares shall have the exclusive right to vote for the election of directors and for all other purposes.

FOURTH: The foregoing amendment of the Certificate of Incorporation was authorized by vote of the holders of a majority of all outstanding shares entitled to vote thereon, at the annual meeting of shareholders duly called and held for such purpose on the 12th day of April, 1967.

IN WITNESS WHEREOF, the undersigned have hereunto signed this certificate this 13th day of April, 1967.

.....*R. W. McFall*.....
R. W. McFall
President

.....*Wm. G. H. Acheson*.....
Wm. G. H. Acheson
Secretary

VERIFICATION OF CERTIFICATE OF AMENDMENT

STATE OF NEW YORK }
COUNTY OF NEW YORK } ss.:

WM. G. H. ACHESON, being duly sworn, deposes and says that he is the Secretary of THE WESTERN UNION TELEGRAPH COMPANY, the Corporation named in the foregoing Certificate of Amendment; that he has read and signed the same; and that the statements contained therein are true.

.....*Wm. G. H. Acheson*.....
Wm. G. H. Acheson
Secretary

Sworn to before me this }
13th day of April, 1967. }

.....*Spencer H. Davis*.....

SPENCER H. DAVIS
Notary Public, State of New York
No. 20107-1950
Qualified in New York County
Certificate filed in New York County
Term Expires March 30, 1968

STATE OF NEW YORK
PUBLIC SERVICE COMMISSION

Albany, N. Y., April 14, 1967

CASE 24344 - Petition of The Western Union Telegraph Company for approval of two certificates amending its Certificate of Incorporation.

* * *

The Public Service Commission hereby consents to and approves this CERTIFICATE OF AMENDMENT of the CERTIFICATE OF INCORPORATION of THE WESTERN UNION TELEGRAPH COMPANY Under Section 805 of the Business Corporation Law, executed April 13, 1967, in accordance with the order of the Public Service Commission dated April 4, 1967.

By the Commission

Samuel R. Madison
Secretary

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750,000 PV \$ 100

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CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF

THE WESTERN UNION TELEGRAPH COMPANY

and C 97
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Under Section 805 of the Business Corporation Law

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED APR 14 1967

TAX \$ 68,750
FILING FEE \$ 30

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TAX 68,750

John P. Lomanga

Secretary of State

Milbank, Tweed, Hadley & McCloy
1 Chase Manhattan Plaza
New York, New York 10005

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I CERTIFY That I have compared the preceding
copy with the original Certificate of Amendment of Certificate of
Incorporation of
The Western Union Telegraph Company.

filed in this department on the 14th day of April, 1967, and that such
copy is a correct transcript therefrom and of the whole of such original.

Witness my hand and the official seal of the Department of State at the
City of Albany, this twentieth day
of April, one thousand nine hundred
sixty-seven.

John P. Lomenzo
Secretary of State