

F00000000105

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: BionSoil, Inc.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida",
"Certificate of Existence", and check are submitted to register the above referenced foreign corporation to
transact business in Florida.

Please return all correspondence concerning this matter to the following:

Duane Stutzman

(Name of Person)

BionSoil, Inc.

(Firm/Company)

555 17th Street, Ste. 3310

(Address)

Denver, CO 80202

(City/State/Zip)

FILED
00 JAN -5 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FL 32314

Should you need to call someone concerning this matter, please call:

Duane Stutzman

(Name of Person)

at (303) 294-0750

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Available	
Document Examiner	
Updater	
Verifier	
Acknowledgement	
P. Verifier	

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FF \$170.00
PF \$1,000
AR Fees - 300.00

Quality
FG (P)
Used
def 1/6/00



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 8, 1999

DUANE STUTZMAN
BIONSOIL, INC.
555 17TH ST., STE. 3310
DENVER, CO 80202
SUBJECT: *Bionsoil* BIONSOIL, INC.
Ref. Number: W99000003148

We have received your document for BIONSOIL, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$2300.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 399A00005506



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 8, 1999

DUANE STUTZMAN
BIONSOIL, INC.
555 17TH ST., STE. 3310
DENVER, CO 80202
SUBJECT: *Bionsoil* BIONSOIL, INC.
Ref. Number: W99000003148

This letter is in response to the application by foreign corporation for authorization to transact business in Florida that was previously submitted to this office for BIONSOIL, INC..

The referenced application states that the corporation has transacted business in the State of Florida since February 1, 1997. You were notified by letter dated February 8, 1999, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$2300.00 in appropriate fees and penalties as set forth in Section 607.1502(4), Florida Statutes, (copy enclosed).

Until a response is received by this office concerning the prior notification, the application by foreign corporation for authorization to transact business in Florida will not be processed. If erroneous information was reflected on the previously submitted application, a sworn affidavit may be filed stating the correct date the corporation first transacted business in Florida, that the corporation did not transact business in Florida prior to the application filing year and that the information entered on such application is incorrect. Any such affidavit will be included with your original qualification documents.

Please provide your response to this letter within 30 days to avoid the necessity of further action.

If you have further questions concerning the filing of your document, please telephone the Foreign Qualification/Tax Lien Section at (850) 487-6051.

Gretchen Harvey
Document Specialist Supervisor Letter No. 599A00030838

Enclosure



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 25, 1999

DUANE STUTZMAN
BIONSOIL, INC.
555 17TH ST., STE. 3310
DENVER, CO 80202
SUBJECT: *Bionsoil* BIONSOIL, INC.
Ref. Number: W99000003148

CERTIFIED MAIL #Z 311 649 576 RETURN RECEIPT REQUESTED

This letter constitutes notice that the Department of State (Department) intends to pursue all legal remedies provided in Sections 607.0130(3) and 607.1502(4), Florida Statutes, because of the failure of BIONSOIL, INC. to pay the appropriate penalties and fees incurred by the transacting of business as a foreign corporation in Florida without authority. I have enclosed a copy of Sections 607.0130(3), 607.1501 and 607.1502, Florida Statutes, for your review.

The application submitted by BIONSOIL, INC. for authority to transact business in Florida indicates that the corporation transacted business in Florida prior to qualifying. As a result, associated penalties and fees imposed by Section 607.1502(4), Florida Statutes, are due and owing the Department.

Penalties and fees in the amount of \$2300.00 are now due. To avoid further penalty, payment must be remitted within 45 days of receipt of this letter. Please make your check payable to the Department of State and forward it to this office.

In the event the date business was first transacted in Florida is incorrect or the activity falls under an enumerated exemption provided in Section 607.1501(2), Florida Statutes, please provide this office with an affidavit to that effect. If it is determined that the affidavit establishes either circumstance, all penalties and fees previously imposed will either be withdrawn or will be recalculated in accordance with the corrected information, and the application will be processed accordingly. If you have any questions regarding this matter, please telephone (904) 487-6051. I look forward to your response.

Sincerely,

Gerard T. York, Assistant General Counsel

Enclosures Letter No. 299A00051168

Z 311 649 576



UNITED STATES
POSTAL SERVICE

**Receipt for
Certified Mail**

No Insurance Coverage Provided
Do not use for International Mail
(See Reverse)

PS Form 3800, March 1993

Sent to	
Street and No.	
P.O., State and ZIP Code	
Postage	\$
Certified Fee	
Special Delivery Fee	
Restricted Delivery Fee	
Return Receipt Showing to Whom & Date Delivered	
Return Receipt Showing to Whom, Date, and Addressee's Address	
TOTAL Postage & Fees	\$
Postmark or Date	



Department of State

Memorandum Office of the General

Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: January 3, 2000

RE: BionSoil, Inc.

Based on my review of the file and the payment received from the corporation, it is my recommendation that this file be closed. Corporation has paid annual report fees from 1997 of \$300 and has paid statutory penalties for the same period of \$1000, reflecting penalties assessed at the statutory minimum of \$500.00 per year. Corporation seeks qualification to do business in Florida. Accordingly, it is recommended that this corporation be issued a certificate of authority.

/gty

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✓



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
OFFICE OF THE GENERAL COUNSEL

F A C S I M I L E T R A N S M I T T A L

TO FAX NUMBER: (303) 294-0983

Please deliver the following pages to:

NAME: John Clancy

COMPANY: Bionsoil, Inc.,

CITY/STATE: Denver, Colorado

SENDER: Gerard T. York, Esq.,
Assistant General Counsel

DATE/TIME: 12/14/99 3:27 PM

NUMBER OF PAGES (including transmittal sheet):2

FROM FAX: 850/922-5763 (Suncom 292-5763)

COMMENTS: This communication is pursuant to our conversation today regarding annual report fees and statutory penalties assessed against Bionsoil, Inc., under section 607.1502(4), Florida Statutes.

To avoid litigation, we would offer to settle the issue of foreign non-qualified penalties from Bionsoil, Inc., for the sum of \$1300, reflecting annual report fees from 1997 of \$300 and penalties from 1997 of \$1000 assessed at the statutory minimum of \$500 per year.

✓

Upon receipt of a check for \$1300 amount payable to the Department of State, Division of Corporations, I will instruct the Division of Corporations to issue Bionsoil, Inc., a Certificate of Authority to transact business in Florida. Please mail the check to this attorney at: Office of General Counsel, LL-10, The Capitol, Tallahassee, Florida 32399-0250.

Please do not hesitate to contact me should you have any questions.

If there are any problems in receiving this transmission, call Cara at 850/414-5536 or Suncom 994-5536.

LL-10 • THE CAPITOL • TALLAHASSEE, FLORIDA 32399-0250

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:**

1. BionSoil, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Colorado 3. 84-1364368
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. May 31, 1996 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. February 1997
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 555 17th Street, Ste. 3310
Denver, CO 80202
(Current mailing address)
8. Sale of biologically converted manures from sister company operations.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: C.T. Corporation System

Office Address: 1200 S. Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Marcia J. Sunahara
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

FILED
00 JAN -5 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

5 Chairman: Jon Northrop

Address: 555 17th Street, Ste. 3310
Denver, CO 80202

Vice Chairman: N/A

Address:

8 Director: Jere Northrop

Address: 555 17th Street, Ste. 3310
Denver, CO 80202

4 Director: M. Duane Stutzman

Address: 555 17th Street, Ste. 3310
Denver, CO 80202

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

/ President: Jere Northrop

Address: 555 17th Street, Ste. 3310
Denver, CO 80202

Vice President: N/A

Address:

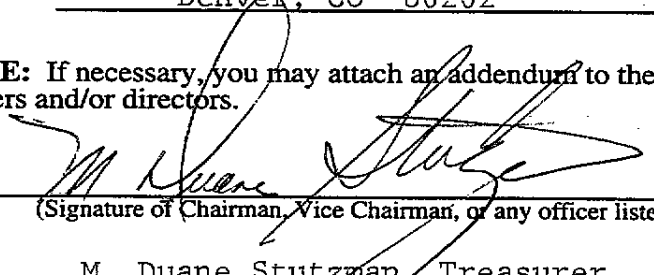
✓ Secretary: Jon Northrop

Address: 555 17th Street, Ste. 3310
Denver, CO 80202

✓ Treasurer: M. Duane Stutzman

Address: 555 17th Street, Ste. 3310
Denver, CO 80202

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. M. Duane Stutzman, Treasurer
(Typed or printed name and capacity of person signing application)



STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, VICTORIA BUCKLEY, SECRETARY OF STATE OF THE STATE OF
COLORADO HEREBY CERTIFY THAT

ACCORDING TO THE RECORDS OF THIS OFFICE

BIONSOIL, INC.
(COLORADO CORPORATION)

FILE # 19961074634 WAS FILED IN THIS OFFICE ON June 03, 1996
AND HAS COMPLIED WITH THE APPLICABLE PROVISIONS OF THE
LAWS OF THE STATE OF COLORADO AND ON THIS DATE IS IN GOOD
STANDING AND AUTHORIZED AND COMPETENT TO TRANSACT BUSINESS
OR TO CONDUCT ITS AFFAIRS WITHIN THIS STATE.

Dated: December 17, 1998

Victoria Buckley

SECRETARY OF STATE