

F06000005635

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)



PICK-UP



WAIT



MAIL

(Business Entity Name)

(Document Number)

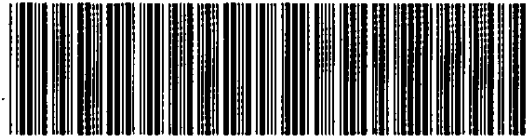
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FILED

10 JUN 18 AM 9:43

SECRETARY OF STATE
MAIL ROOM

MLC

DC

JUN 23 2010

COVER LETTER

SUBJECT: REG Biofuels, Inc.
Name of Limited Liability Company

The enclosed "Statement of Foreign Entity Authority," is submitted to register the above referenced foreign limited liability company for admission to transact business in the state of Colorado.

Please return all correspondence concerning this matter to the following:

Alisha Warnke

Name of Person

REG Biofuels, Inc.

Firm/Company

416 S Bell Ave

Address

Ames, IA 50010

City/State and Zip Code

alisha.warnke@regfuel.com

Email address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Alisha Warnke

Name of Person

at (515) 239-8097

Area Code & Daytime Telephone Number



June 15, 2010

RE: REG Intermediate Holdco, Inc.

Dear Department of Revenue,

Upon formation, the corporation was originally known as Renewable Energy Group, Inc. The name was changed to REG Intermediate Holdco, Inc. on February 26, 2010. Enclosed please find the amendment forms to reflect the new name change of REG Intermediate Holdco, Inc. (FEIN: 20-5009074) to REG Biofuels, Inc. Please update your records to reflect this change.

Please let me know if you have questions about any of the documentation we have provided. I can be reached at (515) 239-8097 or by e-mail alisha.warnke@regfuel.com. We appreciate your time and look forward to finalizing this situation.

Sincerely,

A handwritten signature in cursive script that reads "Alisha Warnke".

Alisha Warnke,
Accountant

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: REG Biofuels, Inc. (f/k/a REG Intermediate Holdco, Inc.)
Name of Corporation

DOCUMENT NUMBER: F06000005635

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Alisha Warnke
Name of Contact Person

Renewable Energy Group
Firm/Company

416 S Bell Ave
Address

Ames, IA 50010
City/State and Zip Code

alisha.warnke@regfuel.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Alisha Warnke at (515) 239-8097
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$35.00 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
Certified Copy.
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F06000005635

(Document number of corporation (if known))

1. REG INTERMEDIATE HOLDCO, INC.
(Name of corporation as it appears on the records of the Department of State)

2. Delaware 3. 08/28/2006
(Incorporated under laws of) (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 05-20-10

5. REG Biofuels, Inc.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Natalie Lischer
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Natalie Lischer

(Typed or printed name of person signing)

Secretary/Treasurer

(Title of person signing)

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10 JUN 18 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "REG INTERMEDIATE HOLDCO, INC.", CHANGING ITS NAME FROM "REG INTERMEDIATE HOLDCO, INC." TO "REG BIOFUELS, INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF MAY, A.D. 2010, AT 2:36 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



4171080 8100

100543111

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8007450

DATE: 05-20-10

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:36 PM 05/20/2010
FILED 02:36 PM 05/20/2010
SRV 100543111 - 4171080 FILE

**CERTIFICATE OF AMENDMENT OF
THE CERTIFICATE OF INCORPORATION OF
REG INTERMEDIATE HOLDCO, INC.**

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST: The Board of Directors of REG Intermediate Holdco, Inc. did unanimously adopt by written consent in accordance with Section 141(f) of the General Corporation Law of the State of Delaware resolutions setting forth a proposed amendment of the Amended and Restated Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Amended and Restated Certificate of Incorporation of REG Intermediate Holdco, Inc. is amended at Article I to provide:

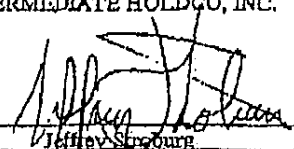
The name of the Corporation (hereinafter called the "Corporation") is REG Biofuels, Inc.

SECOND: That thereafter, pursuant to Section 228 of the General Corporation Law of the State of Delaware, the stockholders of said corporation did unanimously adopt by written consent the foregoing resolution.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed effective as of the 17th day of May, 2010.

REG INTERMEDIATE HOLDCO, INC.

By: 
Name: Jeffrey S. Stouffer
Title: CEO