

F06000005635

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Roberts APR 20 2010



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 2, 2010

ALISHA WARNKE
RENEWABLE ENERGY GROUP, INC.
416 S BELL AVE, P.O. BOX 888
AMES, IA 50010

SUBJECT: RENEWABLE ENERGY GROUP, INC.
Ref. Number: F06000005635

We have received your document for RENEWABLE ENERGY GROUP, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date 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 the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

You cannot change officers/directors on this amendment form. You can make these changes by filing an amended annual report online at our website , www.sunbiz.org.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6892.

Tina Roberts
Regulatory Specialist II

Letter Number: 510A00008165

RECEIVED
2010 APR 19 AM 8:00
TALLAHASSEE, FLORIDA

www.sunbiz.org

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: REG Intermediate Holdco, Inc. (f/k/a Renewable Energy Group, 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, PO Box 888
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

COVER LETTER

SUBJECT: _____ REG Intermediate Holdco, Inc. (f/k/a Renewable Energy Group, Inc.)
Name of Limited Liability Company

The enclosed "Profit Corporation Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida," is submitted to amend the name of the entity transacting business within the state of Florida. The Federal Id number will remain the same. Please see the attached letter (Number 510A00008165) to review payment acceptance and the modifications requested. This letter also includes a reference number of F06000005635.

Please return all correspondence concerning this matter to the following:

Alisha Warnke
Renewable Energy Group
416 S Bell Ave
Ames, IA 60010

For further information concerning this matter, please call:

Alisha Warnke at _____
Name of Person Area Code & Daytime Telephone Number

alisha.warnke@regfuel.com
Email address

(Pursuant to s. 607.1504, F.S.)

F06000005635

(Document number of corporation (if known))

IN FLORIDA FILED
10 APR 19 AM 9:25
CLERK OF STATE
TALLAHASSEE, FLORIDA

- FL021 - 05/07/2009 C T System Online

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 MERGER, WHICH MERGES:

"REG MERGER SUB, INC.", A DELAWARE CORPORATION,


WITH AND INTO "RENEWABLE ENERGY GROUP, INC." UNDER THE NAME OF "REG INTERMEDIATE HOLDCO, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF FEBRUARY, A.D. 2010, AT 6:48 O'CLOCK P.M.

4171080 8100M

100351215

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7911573

DATE: 04-05-10

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:46 PM 02/26/2010
FILED 06:48 PM 02/26/2010
SRV 100226043 - 4171080 FILE

**CERTIFICATE OF MERGER
(DOMESTIC CORPORATIONS)**

Pursuant to Section 251(c) of the Delaware General Corporation Law, 8 Del. C. § 101 et seq. (the "DGCL"), Renewable Energy Group, Inc., a Delaware corporation (the "Surviving Corporation") DOES HEREBY CERTIFY:

FIRST: The constituent corporations (each a "Constituent Corporation") are the Surviving Corporation and REG Merger Sub, Inc., a Delaware corporation.

SECOND: An agreement and plan of merger (the "Agreement of Merger") has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in the manner required by Sections 251 of the DGCL.

THIRD: The Surviving Corporation shall be the surviving corporation following the merger, provided that its name shall be changed to REG Intermediate Holden, Inc., pursuant to the merger, and the certificate of incorporation of the Surviving Corporation shall be the Certificate of Incorporation filed by the Surviving Corporation on June 12, 2006 with the following amendment:

ARTICLE I

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

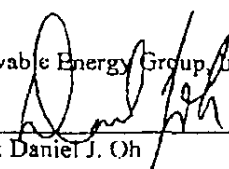
FOURTH: The merger is to become effective on February 26, 2010.

FIFTH: The Agreement of Merger is on file at 416 S. Bell Ave., Ames, Iowa 50010, the place of business of the Surviving Corporation.

SIXTH: A copy of the Agreement of Merger will be furnished by the Surviving Corporation on request, without cost, to any stockholder of the Constituent Corporations.

IN WITNESS WHEREOF, the Surviving Corporation has caused this certificate to be signed by an authorized officer, the 26 day of February 2010.

Renewable Energy Group, Inc.

By: 
Name: Daniel J. Oh
Title: President