

FI2000002250

(Requestor's Name)



(Address)

200252734082

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

10/24/13--01012--007 \*\*43.75

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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## COVER LETTER

TO: Amendment Section  
Division of Corporations

SUBJECT: **BIO NITROGEN CORP**

Name of Corporation

DOCUMENT NUMBER: **F12000002250**

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

**FREDY PEDROZA**

Name of Contact Person

Firm/Company

**1400 CENTREPARK BLVD - SUITE 860**

Address

**West Palm Beach, FL 33401**

City/State and Zip Code

**faldeval@bellsouth.net**

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

**Fredy Pedroza**

Name of Contact Person

at ( **786** ) **326-3357**

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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

November 1, 2013

FREDY PEDROZA  
1400 CENTREPARK BLVD., STE 860  
WEST PALM BEACH, FL 33401

SUBJECT: BIO NITROGEN CORPORATION  
Ref. Number: F12000002250

We have received your document for BIO NITROGEN CORPORATION 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.

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) 245-6050.

Carol Mustain  
Regulatory Specialist II

Letter Number: 113A00025522



STATE OF NEW JERSEY  
DEPARTMENT OF THE TREASURY  
FILING CERTIFICATE (CERTIFIED COPY)

Corporation Name: BIONITROGEN HOLDINGS CORP.  
Business Id: 0100460241  
Certificate Number: 6000023363

I, THE TREASURER OF THE STATE OF NEW JERSEY, DO HEREBY CERTIFY, THAT THE ABOVE NAMED BUSINESS DID FILE AND RECORD IN THIS DEPARTMENT A NAME CHANGE ON September 25, 2013 AND THAT THE ATTACHED IS A TRUE COPY OF THIS DOCUMENT AS THE SAME IS TAKEN FROM AND COMPARED WITH THE ORIGINAL(S) FILED IN THIS OFFICE AND NOW REMAINING ON FILE AND OF RECORD.

IN TESTIMONY WHEREOF, I HAVE HEREUNTO SET MY  
HAND AND AFFIXED MY OFFICIAL SEAL AT  
TRENTON, THIS  
November 07, 2013 A.D.



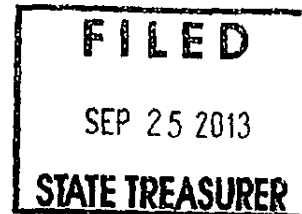
A handwritten signature in black ink, appearing to read "Andrew P. Sidamon-Eristoff".

Andrew P Sidamon - Eristoff  
State Treasurer

VERIFY THIS CERTIFICATE ONLINE AT

[https://www1.state.nj.us/TYTR\\_StandingCert/JSP/Verify\\_Cert.jsp](https://www1.state.nj.us/TYTR_StandingCert/JSP/Verify_Cert.jsp)

**JOINT WRITTEN CONSENT  
OF THE  
BOARD OF DIRECTORS  
AND  
MAJORITY SHAREHOLDERS  
OF  
BIO NITROGEN CORPORATION**



The undersigned, being the members of the Board of Directors of Bio Nitrogen Corporation, a New Jersey corporation (the "Corporation"), together with the written consent of the holders of a majority of the outstanding shares of the Corporation's common stock, par value \$0.001 (the "Common Stock") and a majority of the outstanding series A convertible preferred stock, par value \$0.001 (the "Preferred Stock"), acting pursuant to the authority granted by the Corporations General of the New Jersey Revised Statutes, do hereby adopt the following resolutions, which resolutions have been approved by the written consent of the holders of a majority of the Corporation's outstanding shares of Common Stock and Preferred Stock (the "Majority Stockholders") as of this 16<sup>th</sup> day of August 2013 (the "Joint Written Consent").

**AMENDMENT TO THE CORPORATION'S ARTICLES OF INCORPORATION  
TO IMPLEMENT A NAME CHANGE**

**WHEREAS**, the Board of Directors of the Corporation desires to change the name of the Corporation to BioNitrogen Holdings Corp.; and

**WHEREAS**, in connection therewith, the Corporation, based upon the Corporation's by-laws, the above-referenced provisions of the New Jersey Statutes and this Joint Written Consent, authorize the filing of Articles of Amendment to the Corporation's Articles of Incorporation to implement the name change ("Articles of Amendment"); and

**WHEREAS**, in connection with such Articles of Amendment, the also authorizes the filing of such documents as may be necessary to implement the name change, including but not limited to: (i) making application to FINRA for approval of the name change; (ii) requesting a new CUSIP number for the Corporation's Common Stock; and (iii) directing the Corporation's transfer agent, Olde Monmouth Stock Transfer Co., Inc. (the "Transfer Agent"), to assist the Corporation in taking such steps as may be necessary to implement the mandatory recall of all outstanding certificates evidencing shares of the Corporation's Common Stock, to be replaced by new certificates bearing the Corporation's new name and new CUSIP number.

**NOW THEREFOR, IT IS HEREBY:**

**RESOLVED**, that any officer of the Corporation is hereby authorized and directed to: (i) file Articles of Amendment with the State of New Jersey to change the corporate name of the Corporations to BioNitrogen Holdings Corp.; (ii) secure a new CUSIP number; (iii) instruct counsel to prepare and file application with FINRA to approve the name change and to work with the Corporation and its Transfer Agent to implement the mandatory certificate recall; and

**FURTHER RESOLVED**, that any officer of the Corporation is hereby authorized and directed to do such things and to execute and deliver all such other instruments, deeds and documents, and any amendments thereto, as may be necessary or desirable in order to give effect to the foregoing resolutions, and the implementation of all matters in relation thereto; and

**FURTHER RESOLVED**, that these Resolutions may be signed in one or more counterparts, each of which when signed shall be deemed to be an original and each copy sent by electronic facsimile

transmission shall be deemed to be an original, and such counterparts together shall constitute one and the same instrument.

As of August 16th, 2013, there were a total of 330,503,248 outstanding shares of Common Stock having the right to vote and a total of 10,000,000 outstanding shares of Preferred Stock having the right to vote that are convertible to ten voting rights for a total of 100,000,000 or 430,503,248 total shares. Total of 268,449,014 (62.2%) of shareholders voting consenting the name change.  
Bio Nitrogen Corporation

Bryan B. Kornegay, Jr.	
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Bio Nitrogen Corporation  
Bryan B Kornegay, Jr. -President

Dated: August 16<sup>th</sup>, 2013