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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CLARK PARTINGTON HART
LARRY BOND & STACKHOUSE**

ATTORNEYS AT LAW

Pensacola • Destin • Santa Rosa Beach • Tallahassee

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December 31, 2013

Florida Department of State
Division of Corporations
Corporate Filings
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Emerald Coast Surgery Center, L.P.

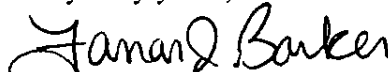
To Whom It May Concern:

Enclosed please find (1) a Certificate of Limited Partnership ("Certificate") for Emerald Coast Surgery Center, L.P. for filing, and (2) after filing of the Certificate, a Certificate of Merger for Emerald Coast Surgery Center, L.P., a Tennessee limited partnership and Emerald Coast Surgery Center, L.P., a Florida limited partnership for filing.

A check in the amount of \$1,157.50 for the filing fees is also enclosed herewith.

If you have any questions, feel free to contact me.

Very truly yours,


Farrar J. Barker

FJB:lnk
Enclosures as stated

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52.50
52.50

CERTIFICATE OF MERGER

PURSUANT TO THE PROVISIONS of Section 61-2-211, *Tennessee Code Annotated*, and Section 620.2108, *Florida Statutes*, this Certificate of Merger is entered into and adopted by and between EMERALD COAST SURGERY CENTER, L.P., a Tennessee limited partnership (referred to herein as "ECSC-TN"), and EMERALD COAST SURGERY CENTER, L.P., a Florida limited partnership (referred to herein as "ECSC-FL"), for the purpose of merging ECSC-TN with and into ECSC-FL pursuant to the provisions of 61-2-211, *Tennessee Code Annotated*, and Section 620.2106, *Florida Statutes*.

FIRST: The exact name, entity type and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Emerald Coast Surgery Center, L.P.	Tennessee	Limited Partnership A33306
Emerald Coast Surgery Center, L.P.	Florida	Limited Partnership A14 - 17

SECOND: The exact name, entity type and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Emerald Coast Surgery Center, L.P.	Florida	Limited Partnership

THIRD: The merger shall be effective upon acceptance for filing of this Certificate of Merger by the Department of State of the State of Florida

FOURTH: The merger was approved by each party as required by its governing law, and the plan of merger approved and executed by each party.

FIFTH: The plan of merger is on file at the principal place of business of ECSC-FL, whose address is 995 Mar-Walt Drive, Fort Walton Beach, Florida 32547.

SIXTH: A copy of the plan of merger will be furnished by ECSC-FL, on request and without cost, to any partner of either party;

SEVENTH: ECSC-FL agrees that it may be served with process in the State of Tennessee in any action, suit or proceeding for the enforcement of any obligation of ECSC-TN, and irrevocably appoints the

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Secretary of State as its agent to accept service of process in any such action, and a copy of such process shall be mailed to ECSC-FL by the Secretary of State at 995 Mar-Walt Drive, Fort Walton Beach, Florida 32547.

Dated on January 1, 2014.

EMERALD COAST SURGERY CENTER, L.P.,
a Tennessee limited partnership

By: WW SURGERY GROUP, LLC,
its sole general partner

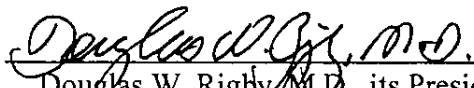
By: WHITE WILSON MEDICAL CENTER, P.A.,
its Manager

By: 
Douglas W. Rigby, M.D., its President

EMERALD COAST SURGERY CENTER, L.P.,
a Florida limited partnership

By: WW SURGERY GROUP, LLC,
its sole general partner

By: WHITE WILSON MEDICAL CENTER, P.A.,
its Manager

By: 
Douglas W. Rigby, M.D., its President

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