

A93000000719

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W

OCT - 8 2013

T. HAMPTON

**BRYANT & HIGBY, CHARTERED**  
ATTORNEYS AT LAW

833 HARRISON AVENUE (32401)

POST OFFICE BOX 860

PANAMA CITY, FLORIDA 32402-0860

TELEPHONE (850) 763-1787

TELECOPIER (850) 785-1533

ROWLETT W. BRYANT  
CLIFFORD C. HIGBY  
HALLEY A. STARK  
NICOLE M. LANNA

LYNN C. HIGBY  
(1938-1992)

June 7, 2013

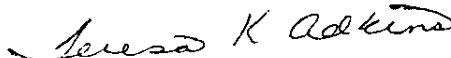
Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Northwest Florida Surgery Center, Ltd.

Dear Sir or Madam:

Enclosed is April 2013 Amendment to the June 2007 Amendment and Restatement of the Limited Partnership Agreement and Certificate of Limited Partnership along with a check in the sum of \$52.50 for the filing fee.

Very truly yours,



Teresa K. Adkins  
Paralegal to Rowlett W. Bryant

Enclosure

**BRYANT & HIGBY, CHARTERED**  
ATTORNEYS AT LAW

833 HARRISON AVENUE (32401)

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LYNN C. HIGBY

(1938-1992)

www.bryanthigby.com

ROWLETT W. BRYANT  
CLIFFORD C. HIGBY  
HALLEY A. STARK  
NICOLE L. McMICHEN

September 3, 2013

*Via U.S. Certified Mail*

Department of State  
Division of Corporations  
ATTN: JOEY BRYAN  
P.O. Box 6327  
Tallahassee, FL 32314

**Re: Northwest Florida Surgery Center, Ltd.**  
**Reference Number: A93000000719**

Dear Sir or Madam:

In response to your Letter Number 013A00015044, I am enclosing the revised April 2013 Amendment to the June 2007 Amendment and Restatement of the Limited Partnership Agreement and Certificate of Limited Partnership. You should have retained our payment of \$52.50 for this filing fee.

I apologize for the delay in responding to your letter. There was a personnel shift in our office, and the letter was filed away, not marked for response. Should you need anything further from me to complete this filing, please advise.

Sincerely,



Shannon Woods  
Paralegal to Rowlett W. Bryant

Enclosures

**BRYANT & HIGBY, CHARTERED**  
**ATTORNEYS AT LAW**

833 HARRISON AVENUE (32401)

POST OFFICE BOX 860

PANAMA CITY, FLORIDA 32402-0860

(850) 763-1787

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LYNN C. HIGBY

(1938-1992)

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ROWLETT W. BRYANT  
CLIFFORD C. HIGBY  
HALLEY A. STARK  
NICOLE L. McMICHEN

October 1, 2013

*Via U.S. Certified Mail*

Department of State  
Division of Corporations  
ATTN: JOEY BRYAN  
P.O. Box 6327  
Tallahassee, FL 32314

**Re: Northwest Florida Surgery Center, Ltd.**  
**Reference Number: A93000000719**

RECEIVED  
13 OCT -4 PM 2:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

In response to your Letter Number 713A00021408, I am enclosing the revised April 2013 Amendment to the June 2007 Amendment and Restatement of the Limited Partnership Agreement and Certificate of Limited Partnership. You should have retained our payment of \$52.50 for this filing fee.

Should you need anything further from me to complete this filing, please advise.

Sincerely,



Shannon Woods  
Paralegal to Rowlett W. Bryant

Enclosure



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

June 14, 2013

TERESA K. ADKINS  
BRYANT & HIGBY, CHARTERED  
833 HARRISON AVENUE  
PANAMA CITY, FL 32401

SUBJECT: NORTHWEST FLORIDA SURGERY CENTER, LTD.  
Ref. Number: A93000000719

We have received your document for NORTHWEST FLORIDA SURGERY CENTER, LTD. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date must be specific and cannot be prior to the date of filing.

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) 245-6051.

Joey Bryan  
Regulatory Specialist II

Letter Number: 013A00015044



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

RECEIVED  
13 OCT -7 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

September 11, 2013

TERESA K. ADKINS  
BRYANT & HIGBY, CHARTERED  
833 HARRISON AVENUE  
PANAMA CITY, FL 32401

SUBJECT: NORTHWEST FLORIDA SURGERY CENTER, LTD.  
Ref. Number: A93000000719

You failed to make the correction(s) requested in our previous letter.

The effective date must be specific and cannot be prior to the date of filing.

We didn't receive until 06/10/13. You can leave date if you add the wording for accounting purposes only. Then it only shows on amendment form.

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) 245-6051.

Joey Bryan  
Regulatory Specialist II

Letter Number: 713A00021408

**APRIL 2013 AMENDMENT TO THE JUNE 2007 AMENDMENT  
AND RESTATEMENT OF THE LIMITED PARTNERSHIP AGREEMENT  
AND CERTIFICATE OF LIMITED PARTNERSHIP  
OF NORTHWEST FLORIDA SURGERY CENTER, LTD.**

This amendment and restatement of the Limited Partnership Agreement and Certificate of Limited Partnership (the "Agreement") is made effective April 30, 2013, the execution date, by (i) Northwest Florida Surgery Center, Inc., a Florida corporation, the Managing General Partner and (ii) each of the undersigned Limited Partners, whose names are set forth on Exhibit "A" attached hereto, who, by the execution of this Agreement, agree to be bound by the terms, conditions and provisions of this agreement, which shall be recorded as part of the Certificate of Limited Partnership of the Partnership.

**ARTICLE I**

Section 11, entitled "Transfer of Partner's Interest and Termination of Interest" and sections 11.8(b) is amended to read:

The repurchase of a limited partnership ownership interest shall be that sum equal to two times the limited partners profits averaged over the last three preceding years before the year of purchase. In no event shall the purchase price for a limited partner's interest exceed that sum equal to two times the net profits of the partnership without deduction for interest and depreciation times the limited partner's ownership interest. A partner's net profit shall be determined by the CPA firm of the limited partnership, Tipton, Marler, Garner and Chastain.

**ARTICLE II**

Section 11, entitled "Transfer of Partner's Interest and Termination of Interest" and Sections 11.7(b) (xii) and (xiii) are deleted and the following is substituted in their place:

(xii) Notwithstanding anything to the contrary, a limited partner's interest shall be subject to termination upon an approving vote of not less than 75% of the limited partners.

**ARTICLE III**

The above amendments shall constitute a modification of the Certificate of Limited Partnership and shall become effective upon the filing of this document with the Florida Department of State, Division of Corporations.

**ARTICLE IV**

Attachment of Exhibit "A" to this Amendment constitutes respective ownership interest of the General Partner and the limited partners.

Dated this 30<sup>th</sup> day of April, 2013.

Witness

Witness

Northwest Florida Surgery Center, Ltd. by  
its General Partner, Northwest Florida  
Surgery Center, Inc.

By:

Merle Stringer, Its President

FILED  
13 OCT -7 AM 9:28  
FLORIDA  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

Exhibit "A"

Limited Partners


Managing General Partner  
Northwest Florida Surgery  
Center, Inc.

Ownership Interest

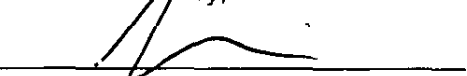
  
Merle Stringer, President

44.0672%

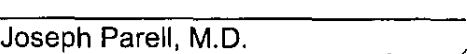
Limited Partners

  
Kamel Elzawahry, M.D.

3.290166%

  
Steven Goodwill, M.D.

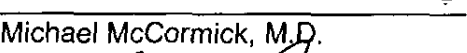
3.290166%

  
Joseph Parell, M.D.

3.290166%

  
Patrick Kelley, M.D.

3.290166%

  
Michael McCormick, M.D.

3.290166%

  
Michael Rohan, M.D.

3.290166%

  
Douglas Stringer, M.D.

3.290166%

  
Merle Stringer, M.D.

3.290166%

  
James Talkington, M.D.

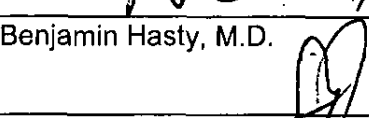
3.290166%

  
Mark Williams, M.D.

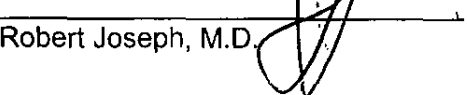
3.290166%

  
Hans Caspary, M.D.

3.290166%

  
Benjamin Hasty, M.D.

3.290166%

  
Robert Joseph, M.D.

3.290166%

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

NO - DISAGREE





Mariusz Klin, M.D.

3.290166%

Quang Tran, M.D.

3.290166%

Zsolt Barsagi, M.D.

3.290166%

Karin Maddox, M.D.

2.193444%

Achraf Makki, M.D.

1.096722%

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA