

A9300000719

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

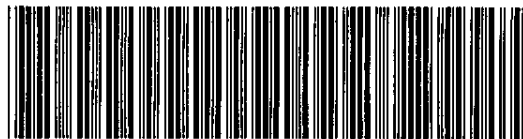
(Business Entity Name)

(Document Number)

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

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Office Use Only



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06/22/15--01050--003 \*\*105.00

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15 JUN 22 11:10:54  
JUN 22 2015  
JUN 22 2015

JUN 24 2015

S. YOUNG

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

833 HARRISON AVENUE (32401)

POST OFFICE BOX 860

PANAMA CITY, FLORIDA 32402-0860

(850) 763-1787

FAX (850) 785-1533

ROWLETT W. BRYANT  
CLIFFORD C. HIGBY  
HALLEY A. STARK  
KEVIN D. BARR

LYNN C. HIGBY  
(1938-1992)

www.bryanthigby.com

June 17, 2015

*Via U.S. Certified Mail*

Department of State  
Division of Corporations  
Corporate Filings  
Post Office Box 6327  
Tallahassee, Florida 32314

**Re: Northwest Florida Surgery Center, Ltd.  
August 2014 Amendment**

Dear Sir or Madam:

Enclosed herewith, please find the August 2014 Amendment to the June 2007 Amendment and Restatement of the Limited Partnership Agreement and Certificate of Limited Partnership of Northwest Florida Surgery Center, Ltd., along with a check in the amount of \$105.00, \$52.50 for your filing fee and \$52.50 for a **Certified Copy** of the filing.

Please file the amendment in your usual manner and return a certified copy to me at the above address. Thank you, and should you have any questions, please call me at (850) 763-1787.

Sincerely,



Shannon Woods  
Paralegal to Rowlett W. Bryant, Esq.

Enclosure: Original August 2014 Amendment to the June 2007 Amendment and Restatement of the Limited Partnership Agreement and Certificate of Limited Partnership of Northwest Florida Surgery Center, Ltd.

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15 JUN 22 10 05  
TALLAHASSEE, FL  
CLERK OF SUPERIOR COURT

**AUGUST 2014 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 of the Limited Partnership Agreement and Certificate of Limited Partnership by and among Northwest Florida Surgery Center, Inc., a Florida corporation, as Managing General Partner, and each of the authorized Limited Partners, whose names are set forth on Exhibit "A" hereof (as amended from time to time), who, by execution of this Agreement, agree to be bound by the terms, conditions, and provisions of this Amendment to the referenced partnership documents, which shall become effective upon its filing with the Secretary of State, State of Florida.

**ARTICLE I**

Section 11.8 (c) is amended to read as follows:

The re-purchase of a Partner's Interest and the assignment and transfer of a Partner's Interest to the Partnership (including stock in the General Partner) shall occur within sixty (60) days after the Terminating Event. The purchase consideration shall be payable solely from the future quarterly distributions of the Partnership and in a manner and amount of payment determined by the Managing General Partner over a period of sixty (60) months (unless the time period is enlarged pursuant to the following paragraphs), together with the interest thereon at the prime rate as set forth in the Wall Street Journal on the date of closing, which debt shall be evidenced by a promissory note with the first payment of principal and interest becoming due on the next succeeding quarterly payment. Quarterly payment dates shall be April 15, July 15, August 15, and January 15 of each year.

Should two or more Limited Partners terminate their interest in the Limited Partnership in such a manner that would require the Partnership to make two or more payments on the repurchase of such interests concurrently, the General Partner shall have the right to extend the period for payment of the purchase consideration and to adjust the payment amount so that the quarterly payments, when combined, do not exceed \$15,000.00 per quarter.

Quarterly payments for the repurchase of one or more partnership interest shall not exceed \$15,000.00, and the quarterly payment shall be prorated among all owners of the partnership interest being acquired in that proportion, that the purchase consideration of each ownership interest bears to the total consideration of all partnership interest being purchase concurrently. Any quarterly payment above \$15,000.00 shall rest in the sole discretion of the General Partner.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

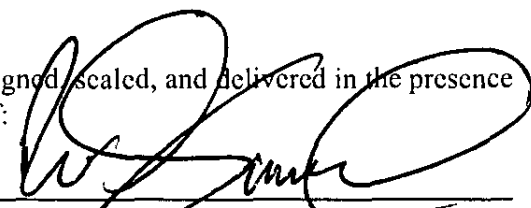
The amortization period and the amount of the quarterly payment shall be adjusted in keeping with the above proration of the quarterly payment. Upon the occurrence of an event requiring an adjustment to a repurchase payment or the debt service period, or both, the partnership shall issue a renewal note, which, in turn, shall replace any earlier promissory note given by the General Partner for the repurchase of a partnership interest. After the date of this amendment, each promissory note given by the General Partner shall specifically incorporate this section of the Limited Partnership Agreement by reference. Failure to include this provision by reference in the promissory note shall not defeat the right to modify the promissory note pursuant to the provisions hereof.

## ARTICLE II

Each Limited Partner by the signing hereof, confirms all terms and provisions of the Limited Partnership Agreement and Certificate of Limited Partnership of Northwest Florida Surgery Center, Ltd., and the amendments thereto, except as modified hereby.

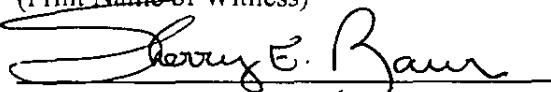
IN WITNESS WHEREOF, the Northwest Florida Surgery Center, Ltd., has caused this instrument to be executed by and through its General Partner, Northwest Florida Surgery Center, Inc., and its Limited Partners, this 28 day of October, 2014.

Signed, sealed, and delivered in the presence of:



Rob Samuelian

(Print Name of Witness)



Sherry E. Baur

(Print Name of Witness)

MANAGING GENERAL PARTNER:

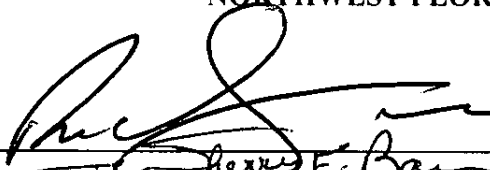
NORTHWEST FLORIDA SURGERY  
CENTER, INC., a Florida corporation

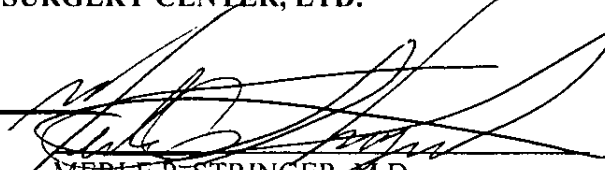
By: 

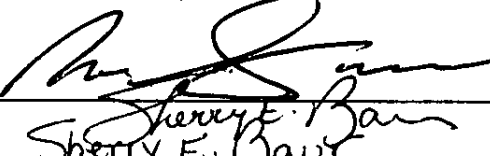
Merle P. Stringer, M.D.  
President

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SECRETARY OF STATE  
TALLAHASSEE, FL

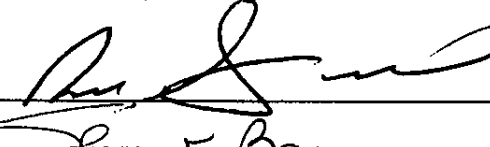
SIGNATURE PAGES  
for  
LIMITED PARTNERS  
of  
NORTHWEST FLORIDA SURGERY CENTER, LTD.


  
Sherry E. Baur


  
MERLE P. STRINGER, M.D.  
Soc. Sec. No. 254-62-0441

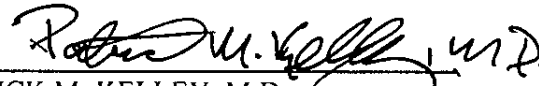
  
Sherry E. Baur

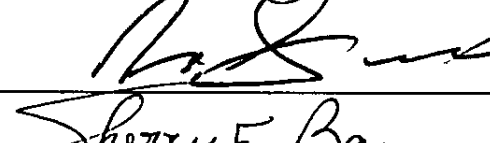
  
KAMEL ELZAWAHRY, M.D.  
Soc. Sec. No. 486-76-0800

  
Sherry E. Baur


  
STEVEN GOODWILLER, M.D.  
Soc. Sec. No. 370-58-6644


  
Sherry E. Baur

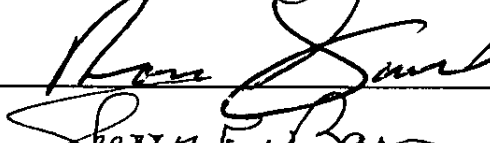
  
PATRICK M. KELLEY, M.D.  
Soc. Sec. No. 361-34-1407

  
Sherry E. Baur

  
MICHAEL H. McCORMICK, M.D.  
Soc. Sec. No. 267-55-5271


  
Sherry E. Baur


  
MICHAEL ROHAN, M.D.  
Soc. Sec. No. 265-68-1332


  
Sherry E. Baur

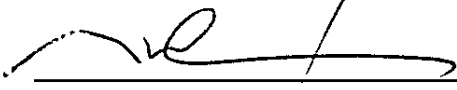
  
DOUGLAS L. STRINGER, M.D.  
Soc. Sec. No. 254-62-0442


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STATE  
OF FLORIDA  
TALLAHASSEE


  
Sherry E. Barr

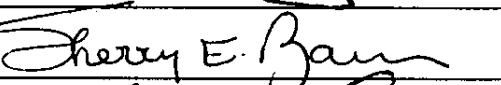
  
JAMES FALKINGTON, M.D.  
Soc. Sec. No. 587-76-5542

  
Sherry E. Barr


  
MARK M. WILLIAMS, M.D.  
Soc. Sec. No. 568-35-7583


  
Sherry E. Barr


  
QUANG T. TRAN, M.D.  
Soc. Sec. No. 586-42-5304


  
Sherry E. Barr

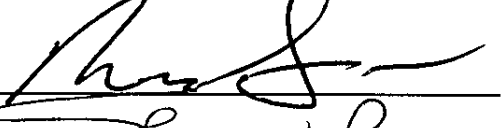
BENJAMIN HASTY, M.D.  
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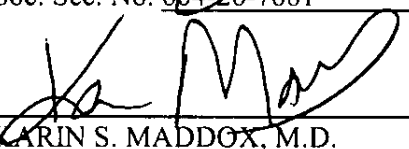
  
Sherry E. Barr

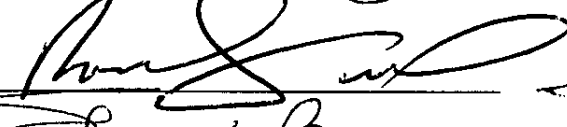
  
HANS CASPARY, M.D.  
Soc. Sec. No. 264-93-7485


  
Sherry E. Barr


  
ZSOLT BANSAGI, M.D.  
Soc. Sec. No. 604-26-7681


  
Sherry E. Barr

  
KARIN S. MADDOX, M.D.  
Soc. Sec. No. 590-50-8768

  
Sherry E. Barr

  
ACHRAF MAKKI, M.D.  
Soc. Sec. No. 667-18-7710

  
Sherry E. Barr

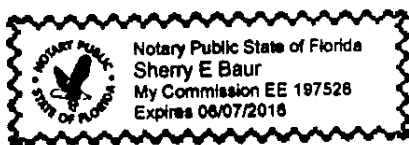
  
ROBERT JOSEPH, M.D.  
Soc. Sec. No. 436-21-5039

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STATE OF FLORIDA       )  
COUNTY OF BAY        )

I, SHERRY E. BAUR, a Notary Public in and for the jurisdiction aforesaid, do hereby certify that **Merle P. Stringer, M.D.**, (in his capacity as President of Northwest Florida Surgery Center, Inc.), personally appeared before me in said jurisdiction, and, being personally well known to me and being by me first duly sworn, did depose and say that he is a party to the foregoing and annexed August 2014 Amendment to Limited Partnership Agreement and Certificate of Limited Partnership of Northwest Florida surgery Center, Ltd. and that the facts relating to the said **Merle P. Stringer, M.D.** and Northwest Florida Surgery Center, Inc. Set forth in said Amendment and Certificate are true and correct, and the said **Merle P. Stringer, M.D.** acknowledged to me that he executed said Amendment and Certificate (on behalf of Northwest Florida Surgery Center, Inc.), as his free act and deed.

Subscribed and sworn to before me on this 28 day of <sup>October</sup>~~August~~ 2014.

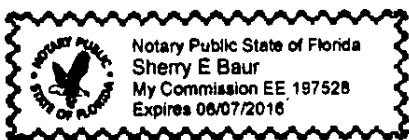


Sherry E. Baur  
Notary Public  
My Commission Expires: 06/07/2016

STATE OF FLORIDA       )  
COUNTY OF BAY        )

The undersigned Notary Public in and for the jurisdiction aforesaid, does hereby certify that **Kamel Elzawahry, M.D.**, personally appeared before me in said jurisdiction, and, being personally well known to me and being by me first duly sworn, did depose and say that he is a party to the aforesaid August 2014 Amendment to Limited Partnership Agreement and Certificate of Limited Partnership of Northwest Florida Surgery Center, Ltd. and that the facts set forth in said Amendment and Certificate are true and correct, and the he executed the Amendment and Certificate as his free act and deed.

Subscribed and sworn to before me on this 28 day of <sup>October</sup>~~August~~ 2014.



Sherry E. Baur  
Notary Public  
My Commission Expires: 06/07/2016

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CLERK OF DISTRICT COURT  
NORTHWEST FLORIDA

STATE OF FLORIDA       )  
COUNTY OF BAY        )

The undersigned Notary Public in and for the jurisdiction aforesaid, does hereby certify that **Steven Goodwiller, M.D.**, personally appeared before me in said jurisdiction, and, being personally well known to me and being by me first duly sworn, did depose and say that he is a party to the aforesaid August 2014 Amendment to Limited Partnership Agreement and Certificate of Limited Partnership of Northwest Florida Surgery Center, Ltd. and that the facts set forth in said Amendment and Certificate are true and correct, and the he executed the Amendment and Certificate as his free act and deed.

Subscribed and sworn to before me on this 28 <sup>October</sup> day of ~~August~~ 2014.



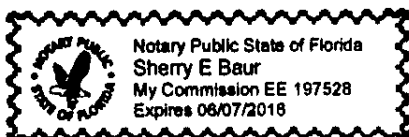
Sherry E. Baur  
Notary Public  
My Commission Expires: 06/07/2016

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STATE OF FLORIDA  
TALLAHASSEE

STATE OF FLORIDA       )  
COUNTY OF BAY        )

The undersigned Notary Public in and for the jurisdiction aforesaid, does hereby certify that **Patrick M. Kelley, M.D.**, personally appeared before me in said jurisdiction, and, being personally well known to me and being by me first duly sworn, did depose and say that he is a party to the aforesaid August 2014 Amendment to Limited Partnership Agreement and Certificate of Limited Partnership of Northwest Florida Surgery Center, Ltd. and that the facts set forth in said Amendment and Certificate are true and correct, and the he executed the Amendment and Certificate as his free act and deed.

Subscribed and sworn to before me on this 28 <sup>October</sup> day of ~~August~~ 2014.

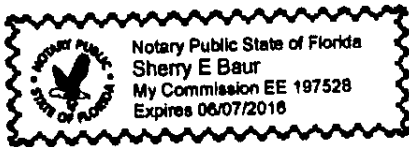


Sherry E. Baur  
Notary Public  
My Commission Expires: 06/07/2016

STATE OF FLORIDA       )  
COUNTY OF BAY        )

The undersigned Notary Public in and for the jurisdiction aforesaid, does hereby certify that **Michael H. McCormick, M.D.**, personally appeared before me in said jurisdiction, and, being personally well known to me and being by me first duly sworn, did depose and say that he is a party to the aforesaid August 2014 Amendment to Limited Partnership Agreement and Certificate of Limited Partnership of Northwest Florida Surgery Center, Ltd. and that the facts set forth in said Amendment and Certificate are true and correct, and the he executed the Amendment and Certificate as his free act and deed.

Subscribed and sworn to before me on this 28 <sup>October</sup> day of ~~August~~ 2014.



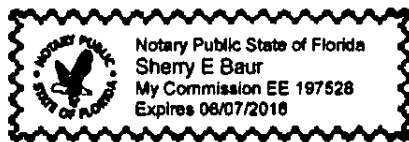
Sherry E. Baur  
Notary Public  
My Commission Expires: 06/07/2016

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15 JAN 22 AM 10:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA       )  
COUNTY OF BAY        )

The undersigned Notary Public in and for the jurisdiction aforesaid, does hereby certify that **Michael Rohan, M.D.**, personally appeared before me in said jurisdiction, and, being personally well known to me and being by me first duly sworn, did depose and say that he is a party to the aforesaid August 2014 Amendment to Limited Partnership Agreement and Certificate of Limited Partnership of Northwest Florida Surgery Center, Ltd. and that the facts set forth in said Amendment and Certificate are true and correct, and the he executed the Amendment and Certificate as his free act and deed.

Subscribed and sworn to before me on this 28 <sup>October</sup> day of ~~August~~ 2014.



Sherry E. Baur  
Notary Public  
My Commission Expires: 06/07/2016

STATE OF FLORIDA       )  
COUNTY OF BAY        )

The undersigned Notary Public in and for the jurisdiction aforesaid, does hereby certify that **Douglas L. Stringer, M.D.**, personally appeared before me in said jurisdiction, and, being personally well known to me and being by me first duly sworn, did depose and say that he is a party to the aforesaid August 2014 Amendment to Limited Partnership Agreement and Certificate of Limited Partnership of Northwest Florida Surgery Center, Ltd. and that the facts set forth in said Amendment and Certificate are true and correct, and the he executed the Amendment and Certificate as his free act and deed.

Subscribed and sworn to before me on this 28 <sup>October</sup> day of ~~August~~ 2014.

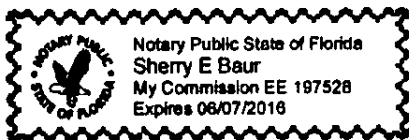


Sherry E. Baur  
Notary Public  
My Commission Expires: 06/07/2016

STATE OF FLORIDA       )  
COUNTY OF BAY        )

The undersigned Notary Public in and for the jurisdiction aforesaid, does hereby certify that **James Talkington, M.D.**, personally appeared before me in said jurisdiction, and, being personally well known to me and being by me first duly sworn, did depose and say that he is a party to the aforesaid August 2014 Amendment to Limited Partnership Agreement and Certificate of Limited Partnership of Northwest Florida Surgery Center, Ltd. and that the facts set forth in said Amendment and Certificate are true and correct, and the he executed the Amendment and Certificate as his free act and deed.

Subscribed and sworn to before me on this 28 <sup>October</sup> day of ~~August~~ 2014.



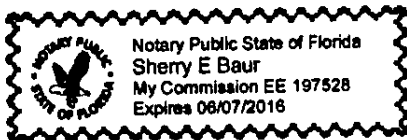
Sherry E. Baur  
Notary Public  
My Commission Expires: 06/07/2016

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA       )  
COUNTY OF BAY        )

The undersigned Notary Public in and for the jurisdiction aforesaid, does hereby certify that **Mark M. Williams, M.D.**, personally appeared before me in said jurisdiction, and, being personally well known to me and being by me first duly sworn, did depose and say that he is a party to the aforesaid August 2014 Amendment to Limited Partnership Agreement and Certificate of Limited Partnership of Northwest Florida Surgery Center, Ltd. and that the facts set forth in said Amendment and Certificate are true and correct, and the he executed the Amendment and Certificate as his free act and deed.

Subscribed and sworn to before me on this 28 <sup>October</sup> day of ~~August~~ 2014.



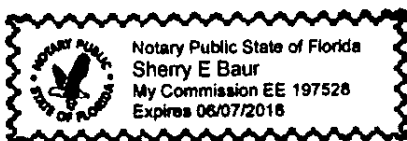
Sherry E. Baur  
Notary Public  
My Commission Expires: 06/07/2016

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JAN 22 11:05:57  
CLERK OF STATE  
TALLAHASSEE, FL

STATE OF FLORIDA       )  
COUNTY OF BAY        )

The undersigned Notary Public in and for the jurisdiction aforesaid, does hereby certify that **Quang T. Tran, M.D.**, personally appeared before me in said jurisdiction, and, being personally well known to me and being by me first duly sworn, did depose and say that he is a party to the aforesaid August 2014 Amendment to Limited Partnership Agreement and Certificate of Limited Partnership of Northwest Florida Surgery Center, Ltd. and that the facts set forth in said Amendment and Certificate are true and correct, and the he executed the Amendment and Certificate as his free act and deed.

Subscribed and sworn to before me on this 28 <sup>October</sup> day of ~~August~~ 2014.



Sherry E. Baur  
Notary Public  
My Commission Expires: 06/07/2016

STATE OF FLORIDA       )  
COUNTY OF BAY        )

The undersigned Notary Public in and for the jurisdiction aforesaid, does hereby certify that **Benjamin Hasty, M.D.**, personally appeared before me in said jurisdiction, and, being personally well known to me and being by me first duly sworn, did depose and say that he is a party to the aforesaid August 2014 Amendment to Limited Partnership Agreement and Certificate of Limited Partnership of Northwest Florida Surgery Center, Ltd. and that the facts set forth in said Amendment and Certificate are true and correct, and the he executed the Amendment and Certificate as his free act and deed.

Subscribed and sworn to before me on this \_\_\_\_\_ day of August 2014.

\_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_

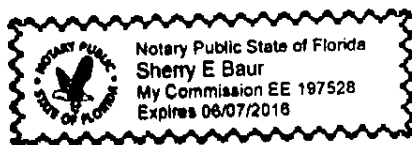
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NOTARY PUBLIC  
STATE OF FLORIDA

STATE OF FLORIDA       )  
COUNTY OF BAY        )

The undersigned Notary Public in and for the jurisdiction aforesaid, does hereby certify that **Hans Caspary, M.D.**, personally appeared before me in said jurisdiction, and, being personally well known to me and being by me first duly sworn, did depose and say that he is a party to the aforesaid August 2014 Amendment to Limited Partnership Agreement and Certificate of Limited Partnership of Northwest Florida Surgery Center, Ltd. and that the facts set forth in said Amendment and Certificate are true and correct, and the he executed the Amendment and Certificate as his free act and deed.

Subscribed and sworn to before me on this 28 <sup>October</sup> day of ~~August~~ 2014.

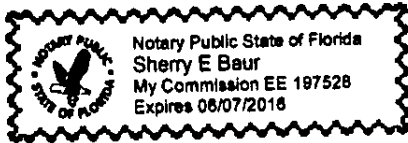
\_\_\_\_\_  
*Sherry E. Baur*  
Notary Public  
My Commission Expires: 06/07/2016



STATE OF FLORIDA       )  
COUNTY OF BAY        )

The undersigned Notary Public in and for the jurisdiction aforesaid, does hereby certify that **Zsolt Bansagi, M.D.**, personally appeared before me in said jurisdiction, and, being personally well known to me and being by me first duly sworn, did depose and say that he is a party to the aforesaid August 2014 Amendment to Limited Partnership Agreement and Certificate of Limited Partnership of Northwest Florida Surgery Center, Ltd. and that the facts set forth in said Amendment and Certificate are true and correct, and the he executed the Amendment and Certificate as his free act and deed.

Subscribed and sworn to before me on this 28 <sup>October</sup> day of ~~August~~ 2014.



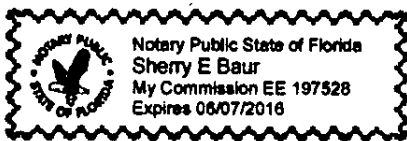
Sherry E. Baur  
Notary Public  
My Commission Expires: 06/07/2016

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JUN 22 11:05  
NOTARY PUBLIC  
STATE OF FLORIDA

STATE OF FLORIDA       )  
COUNTY OF BAY        )

The undersigned Notary Public in and for the jurisdiction aforesaid, does hereby certify that **Karin S. Maddox, M.D.**, personally appeared before me in said jurisdiction, and, being personally well known to me and being by me first duly sworn, did depose and say that she is a party to the aforesaid August 2014 Amendment to Limited Partnership Agreement and Certificate of Limited Partnership of Northwest Florida Surgery Center, Ltd. and that the facts set forth in said Amendment and Certificate are true and correct, and the she executed the Amendment and Certificate as her free act and deed.

Subscribed and sworn to before me on this 28 <sup>October</sup> day of ~~August~~ 2014.

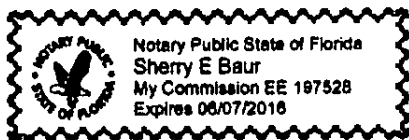


Sherry E. Baur  
Notary Public  
My Commission Expires: 06/07/2016

STATE OF FLORIDA       )  
COUNTY OF BAY        )

The undersigned Notary Public in and for the jurisdiction aforesaid, does hereby certify that **Achraf Makki, M.D.**, personally appeared before me in said jurisdiction, and, being personally well known to me and being by me first duly sworn, did depose and say that he is a party to the aforesaid August 2014 Amendment to Limited Partnership Agreement and Certificate of Limited Partnership of Northwest Florida Surgery Center, Ltd. and that the facts set forth in said Amendment and Certificate are true and correct, and the he executed the Amendment and Certificate as his free act and deed.

Subscribed and sworn to before me on this 28 <sup>October</sup> day of ~~August~~ 2014.



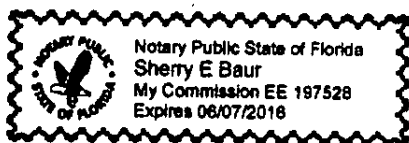
Sherry E. Baur  
Notary Public  
My Commission Expires: 06/07/2016

FILED  
JUN 22 11:05  
15  
CLERK OF DISTRICT COURT  
NORTHWEST FLORIDA

STATE OF FLORIDA       )  
COUNTY OF BAY        )

The undersigned Notary Public in and for the jurisdiction aforesaid, does hereby certify that **Robert Joseph, M.D.**, personally appeared before me in said jurisdiction, and, being personally well known to me and being by me first duly sworn, did depose and say that he is a party to the aforesaid August 2014 Amendment to Limited Partnership Agreement and Certificate of Limited Partnership of Northwest Florida Surgery Center, Ltd. and that the facts set forth in said Amendment and Certificate are true and correct, and the he executed the Amendment and Certificate as his free act and deed.

Subscribed and sworn to before me on this 28 <sup>October</sup> day of ~~August~~ 2014.



Sherry E. Baur  
Notary Public  
My Commission Expires: 06/07/2016