M21000015615

(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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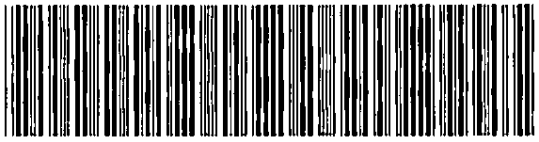

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A. HUNT
02/15/24

COGENCYGLOBAL

115 N CALHOUN ST., STE. 4
TALLAHASSEE, FL 32301
**P: 866.625.0838**
**F: 866.625.0839**
COGENCYGLOBAL.COM

Account#: I20000000088
If there are any issues please contact Patrice at 850-202-9071

Date: 02/15/2024

Name: **Patrice Rush**

Reference #: **2264987**

Entity Name: **SPECIALIZED DENTAL PARTNERS, LLC**

- ☐ Articles of Incorporation/Authorization to Transact Business
- ☑ Amendment
- ☐ Change of Agent
- ☐ Reinstatement
- ☐ Conversion
- ☐ Merger
- ☐ Dissolution/Withdrawal
- ☐ Fictitious Name
- ☑ Other **Please provide certified copy upon filing**

Authorized Amount: **$55.00**

Signature:

**CORPORATE HQ**
COGENCY GLOBAL INC.
10 E 40TH ST, 10TH FL
NY, NY 10016
**D: +1.212.947.7200**
**P: 800.221.0102**
**F: 800.944.6607**

**EUROPEAN HQ**
COGENCY GLOBAL (UK) LIMITED
REGISTERED IN ENGLAND & WALES,
REGISTRY #8010712
6 LLOYDS AVE, UNIT 4CL
LONDON EC3N 3AX
**+44 (0)20.3961.3080**

**ASIA PACIFIC HQ**
COGENCY GLOBAL (HK) LIMITED
A HONG KONG LIMITED COMPANY
UNIT B, 1/F, LIPPO LEIGHTON TOWER
103 LEIGHTON RD, CAUSEWAY BAY
HONG KONG
**P: +852.2682.9633**
**F: +852.2682.9790**

# COVER LETTER

**TO:** Registration Section
Division of Corporations

**SUBJECT:** U.S. Endo Partners OPCO, LLC
Name of Foreign Limited Liability Company

Dear Sir or Madam:

The enclosed application, certificate and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kandice Walker
Name of Person

McGuireWoods LLP
Firm/Company

77 W. Wacker Drive, Suite 4100
Address

Chicago, IL 60601
City/State and Zip Code

msmoore@specializeddental.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kandice Walker at ( 312 ) 750-3594
Name of Person Area Code & Daytime Telephone Number

**STREET/COURIER ADDRESS:**
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

**MAILING ADDRESS:**
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

**Enclosed is a check for the following amount:**

☐ $25 Filing Fee ☐ $30 Filing Fee & Certificate of Status ☒ $55 Filing Fee & Certified Copy ☐ $60 Filing Fee, Certificate of Status & Certified Copy

CR2E055 (9/15)

# APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE AMENDMENT TO CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN FLORIDA

**SECTION I (1-4 must be completed)**

1. Name of limited liability Company as it appears on the records of the Florida Department of

State: U.S. Endo Partners OPCO, LLC

Enter new principal office address, if applicable: _____

***(Principal office address MUST BE A STREET ADDRESS)*** _____

_____

Enter new mailing address, if applicable: _____

***(Mailing address MAY BE A POST OFFICE BOX)*** _____

_____

2. The Florida document number of this limited liability company is: M21000015615

3. Jurisdiction of its organization: Delaware

4. Date authorized to do business in Florida: 11/19/2021

**SECTION II (5-9 complete only the applicable changes)**

5. New name of the limited liability company: Specialized Dental Partners, LLC
(must contain "Limited Liability Company," "L.L.C.," or "LLC.")

_____

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must contain "Limited Liability Company," "L.L.C." or "LLC.")

6. If amending the registered agent and/or registered officer address on our records, enter the name of the new registered agent and/or the new registered office address here:

Name of New Registered Agent: _____

New Registered Office Address: _____
*Enter Florida Street Address*

_____, **Florida** _____
*City* *Zip Code*

New Registered Agent's Signature, if changing Registered Agent:
*I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.*

_____
If Changing Registered Agent, Signature of New Registered Agent

7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

_____

8. If the amendment changes person, title or capacity in accordance with 605.0902 (1)(e), indicate that change:

_____

| Title/ Capacity | Name | Address | Type of Action |
|---|---|---|---|
| _____ | _____ | _____ | ☐ Add |
| | | _____ | ☐ Remove |
| _____ | _____ | _____ | ☐ Add |
| | | _____ | ☐ Remove |
| _____ | _____ | _____ | ☐ Add |
| | | _____ | ☐ Remove |
| _____ | _____ | _____ | ☐ Add |
| | | _____ | ☐ Remove |
| _____ | _____ | _____ | ☐ Add |
| | | _____ | ☐ Remove |

9. Attached is a certificate, if required: no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

_____
Signature of the authorized representative

Rick S. Greene
_____
Typed or printed name of signee

**Filing Fee: $25.00**

# Delaware

The First State



*I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SPECIALIZED DENTAL PARTNERS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF FEBRUARY, A.D. 2024.*

*AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SPECIALIZED DENTAL PARTNERS, LLC" WAS FORMED ON THE FIFTH DAY OF OCTOBER, A.D. 2018.*

*AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.*



Jeffrey W. Bullock, Secretary of State

7088155 8300

SR# 20240415696

Authentication: 202768858

Date: 02-08-24

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

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:27 PM 12/22/2023
FILED 02:27 PM 12/22/2023
SR 20234317748 - File Number 7088155

# STATE OF DELAWARE
# CERTIFICATE OF MERGER

**of**

**SPECIALIZED DENTAL PARTNERS, LLC,**
**a Delaware limited liability company,**

**into**

**U.S. ENDO PARTNERS OPCO, LLC,**
**a Delaware limited liability company**

Pursuant to Title 6, Section 18-209(c) of the Delaware Limited Liability Company Act, the undersigned limited liability company executed the following Certificate of Merger:

**FIRST:** The name of the surviving Delaware limited liability company is U.S. Endo Partners OPCO, LLC, and the name of the Delaware limited liability company being merged into the surviving Delaware limited liability company is Specialized Dental Partners, LLC.

**SECOND:** The Agreement and Plan of Merger has been approved and executed by each of the constituent entities in accordance with Section 18-209 of the Delaware Limited Liability Company Act.

**THIRD:** The name of the surviving Delaware limited liability company is U.S. Endo Partners OPCO, LLC.

**FOURTH:** The merger is to become effective at 12:01 a.m. ET on January 1, 2024.

**FIFTH:** The executed Agreement and Plan of Merger is on file at 720 Cool Springs Boulevard, Suite 150, Franklin, TN 37067, a place of business of the surviving Delaware limited liability company.

**SIXTH:** A copy of the Agreement and Plan of Merger will be furnished by the surviving Delaware limited liability company, on request and without cost, to any member of the Delaware limited liability companies.

**SEVENTH:** The Certificate of Formation of the surviving Delaware limited liability company shall be its Certificate of Formation, except that Paragraph 1 of the Certificate of Formation shall be deemed amended simultaneously with the effective date of this Certificate to read as follows:

"1. The name of the limited liability company is Specialized Dental Partners, LLC."

**IN WITNESS WHEREOF**, said surviving limited liability company has caused this certificate to be signed by an authorized person, the 21st day of December, A.D., 2023.

By:_____
Name: Rick S. Greene
Title: Chief Financial Officer

# Delaware

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:*

*"SPECIALIZED DENTAL PARTNERS, LLC", A DELAWARE LIMITED LIABILITY COMPANY,*

*WITH AND INTO "U.S. ENDO PARTNERS OPCO, LLC" UNDER THE NAME OF 'SPECIALIZED DENTAL PARTNERS, LLC', A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2023, AT 2:27 O'CLOCK P.M.*

*AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2024 AT 12:01 O'CLOCK A.M.*



Jeffrey W. Bullock, Secretary of State

7088155 8100M
SR# 20234317748

Authentication: 204911444
Date: 12-27-23

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