



161 N. Clark Street, Suite 4200, Chicago, IL 60601-3316 • 312.819.1900

July 30, 2014

Anne M. Cooper
(312) 873-3606
(312) 276-4317 Direct Fax
acooper@polsinelli.com

Via Federal Express

Mr. Frank Urso, Counsel
Illinois Health Facilities Services Review Board
122 South Michigan Avenue, 7th Floor
Chicago, Illinois 60603

Ms. Karen Senger
Illinois Department of Public Health
525 West Jefferson Street, 4th Floor
Springfield, Illinois 62761

Re: Apollo Health Center, Ltd. Restructuring

Dear Mr. Urso and Ms. Senger:

As you know, this office represents Apollo Surgical Center, LLC (formerly, Apollo Health Center, Ltd. (“Apollo”). Apollo operates a surgery center located at 2750 South River Road, Des Plaines, Illinois. In May and prior to undertaking the re-organization of Apollo described in this letter, we consulted with each of you to confirm the appropriate course of action for Apollo to follow based on tax advice received by our client that the surgery center should be operated using a limited liability company structure rather than a corporation. Based on your advice, we understand that if a change in corporate type does not change the ownership or control of the entity, that neither a new license nor a CON permit would be required to modify the type of corporate entity. Each of you requested that we provide you documentation of the change in corporate entity and verification there has been no change of ownership or control in connection with this type of re-organization.

This corporate restructuring was effective July 10, 2014. The surgery center was previously organized as a corporation with two ultimate owners, Vinod Goyal and Vijay Goyal. These two shareholders each held a 50% interest in the surgery center. See Attachment – 1. The restructuring involved the merger of Apollo Health Center, Ltd. into a newly created limited liability company, Apollo Surgical Center, LLC, which is the surviving entity and the new operator of the surgery center. As shown on the organizational chart attached at Attachment – 2, the two owners each retained a 50% interest in the new limited liability company.

Attached for your files are the following documents documenting the corporate restructuring of Apollo.

- Pre-Restructuring Organizational Chart;

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Atlanta Chicago Dallas Denver Kansas City Los Angeles New York Phoenix St. Louis Washington, D.C. Wilmington
Polsinelli PC, Polsinelli LLP in California

48484643.1



Mr. Frank Urso
Ms. Karen Senger
July 30, 2014
Page 2

- Post-Restructuring Organizational Chart;
- Articles of Organization for Apollo Surgical Center, LLC; and
- Articles of Merger for Apollo Surgical Center, LLC.

Please let me know if you have any questions or need any additional regarding the corporate restructuring.

Sincerely,

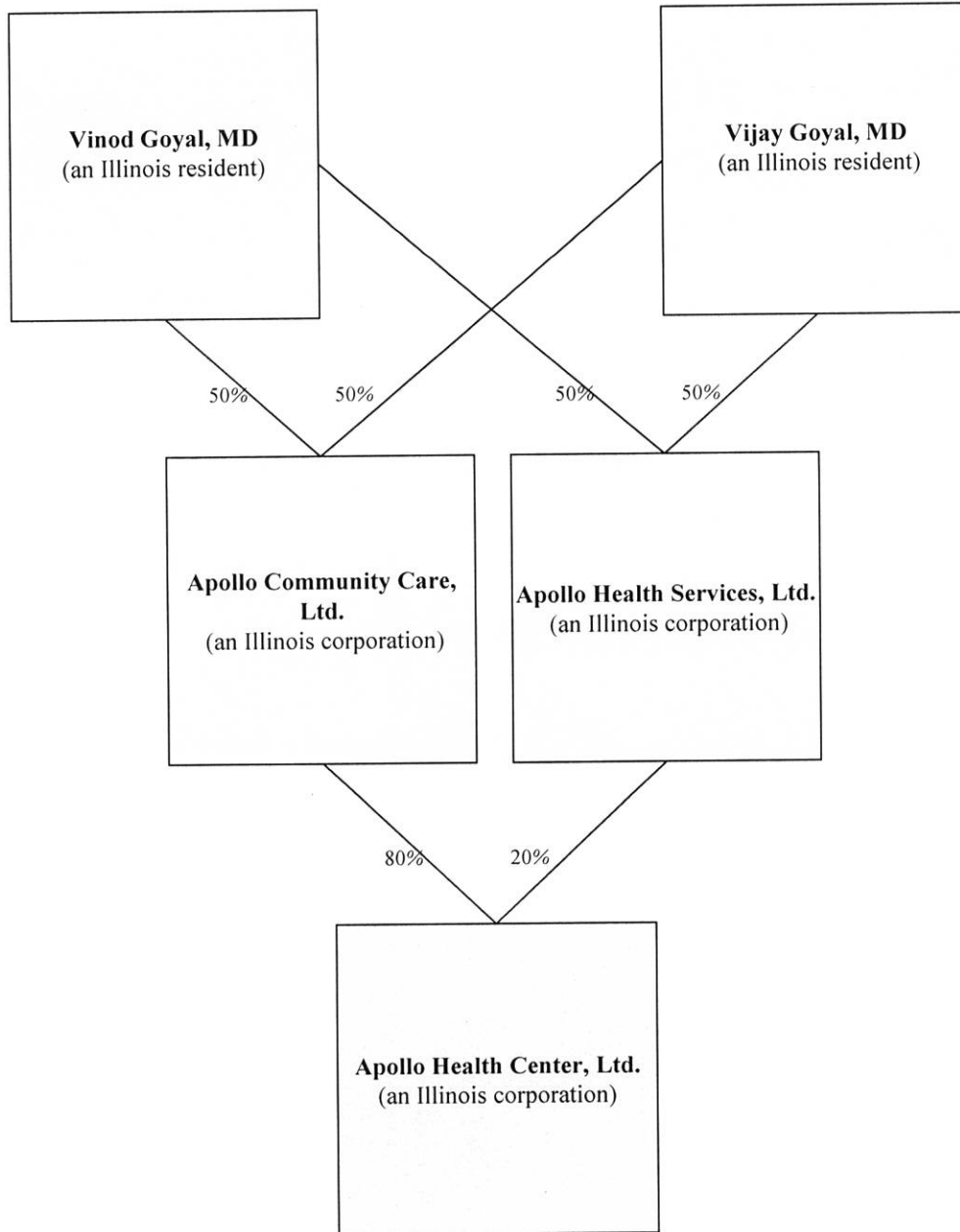
A handwritten signature in black ink, appearing to read "Anne M. Cooper".

Anne M. Cooper

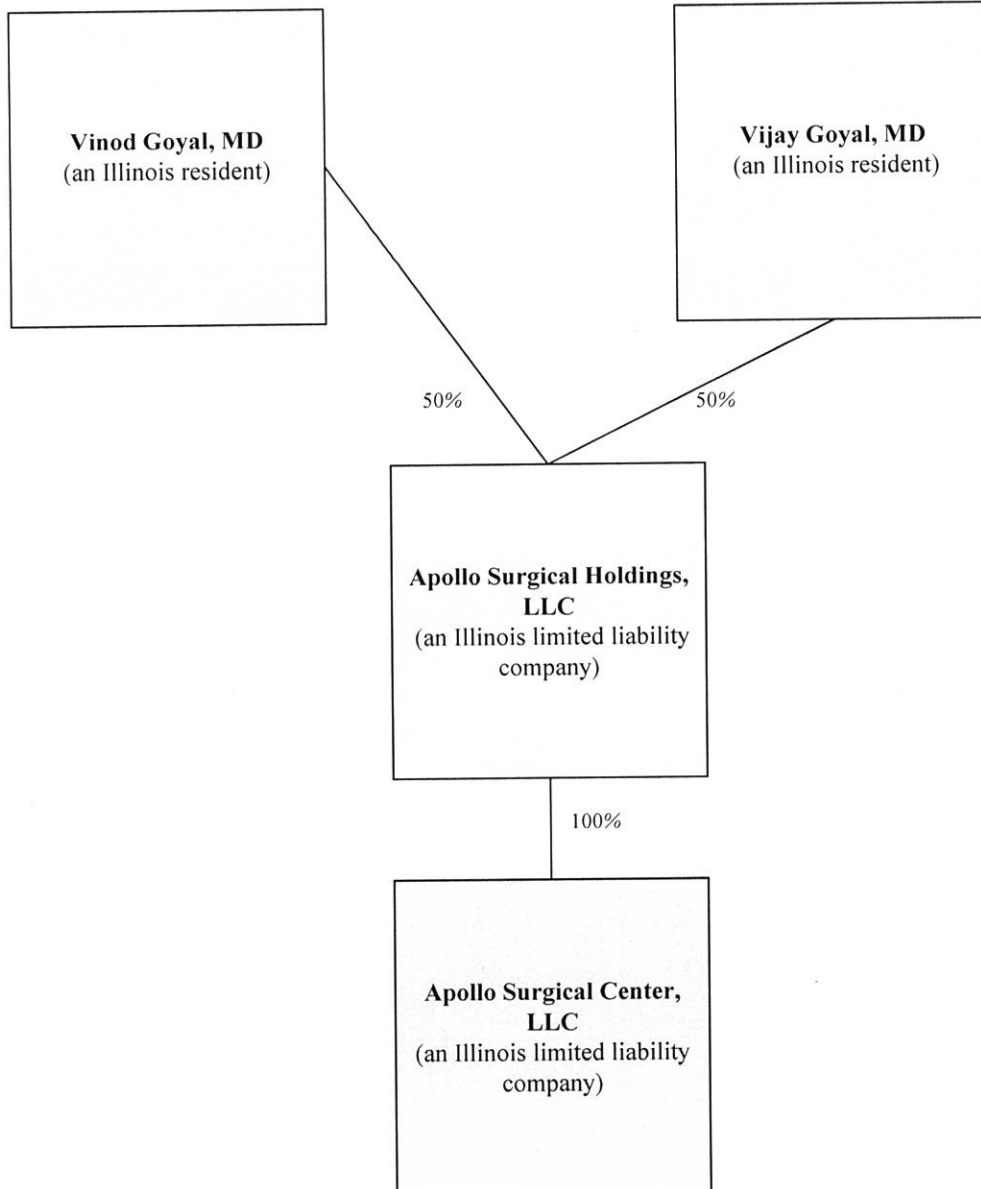
Attachments

cc: Ms. Vera Schmidt

Pre-Restructuring Organizational Chart



Post-Restructuring Organizational Chart





OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

JULY 08, 2014

0479935-6

SCOTT H REYNOLDS
2 N LASALLE ST STE 1300
CHICAGO, IL 60602-0000

RE APOLLO SURGICAL HOLDINGS, LLC

DEAR SIR OR MADAM:

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD THE ARTICLES OF ORGANIZATION THAT CREATED YOUR LIMITED LIABILITY COMPANY. WE EXTEND OUR BEST WISHES FOR SUCCESS IN YOUR NEW VENTURE.

PLEASE NOTE! THE LIMITED LIABILITY COMPANY MUST FILE AN ANNUAL REPORT PRIOR TO THE FIRST DAY OF THIS ANNIVERSARY MONTH NEXT YEAR. FAILURE TO TIMELY FILE WILL RESULT IN A \$300 PENALTY AND/OR DISSOLUTION/REVOCAION. A PRE-PRINTED ANNUAL REPORT WILL BE MAILED TO THE REGISTERED AGENT AT THE ADDRESS ON OUR RECORDS APPROXIMATELY 45 DAYS BEFORE THE DUE DATE.

FOR A LIMITED LIABILITY COMPANY THAT INTENDS TO PROVIDE CERTAIN PROFESSIONAL SERVICES FOR WHICH INDIVIDUALS ARE REQUIRED TO BE LICENSED, A CERTIFICATE OF REGISTRATION MUST BE OBTAINED FROM THE ILLINOIS DEPARTMENT OF FINANCIAL AND PROFESSIONAL REGULATION. IF THE LLC IS SO REGISTERED, THE CURRENT ADDRESS FROM WHICH THE PROFESSIONAL SERVICES ARE PROVIDED MUST ALSO BE ON RECORD WITH THIS OFFICE.

MANY OF OUR SERVICES ARE AVAILABLE AT OUR CONTINUOUSLY UPDATED WEBSITE. VISIT WWW.CYBERDRIVEILLINOIS.COM TO VIEW THE STATUS OF THIS COMPANY, PURCHASE A CERTIFICATE OF GOOD STANDING, OR EVEN FILE THE ANNUAL REPORT REFERRED TO IN THE EARLIER PARAGRAPH.

SINCERELY YOURS,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE
SECRETARY OF STATE
DEPARTMENT OF BUSINESS SERVICES
LIMITED LIABILITY DIVISION
(217) 524-8008

04799356

Form **LLC-5.5**
May 2012

Secretary of State
Department of Business Services
Limited Liability Division
501 S. Second St., Rm. 351
Springfield, IL 62756
217-524-8008
www.cyberdriveillinois.com

Illinois
Limited Liability Company Act
Articles of Organization

SUBMIT IN DUPLICATE

Type or print clearly.

This space for use by Secretary of State.

Filing Fee: \$500

Approved: *JB*

FILE #

This space for use by Secretary of State.

FILED

JUL 08 2014

JESSE WHITE
SECRETARY OF STATE

1. Limited Liability Company Name: Apollo Surgical Holdings, LLC
The LLC name must contain the words Limited Liability Company, L.L.C. or LLC and cannot contain the terms Corporation, Corp., Incorporated, Inc., Ltd., Co., Limited Partnership or L.P.

2. Address of Principal Place of Business where records of the company will be kept: (P.O. Box alone or c/o is unacceptable.)
2750 South River Road
Des Plaines, IL 60018

3. Articles of Organization effective on: (check one)
 the filing date
 a later date (not to exceed 60 days after the filing date): _____
Month, Day, Year

4. Registered Agent's Name and Registered Office Address:
Registered Agent: Scott H. Reynolds
First Name Middle Initial Last Name
Registered Office: 2 North LaSalle Street, Suite 1300
(P.O. Box alone or c/o is unacceptable.) Number Street Suite #
Chicago IL 60602
City ZIP Code

5. Purpose(s) for which the Limited Liability Company is organized:
The transaction of any or all lawful business for which Limited Liability Companies may be organized under this Act.
(LLCs organized to provide professional services must list the address(es) from which those services will be rendered if different from item 2. If more space is needed, use additional sheets of this size.)

6. The duration of the company is perpetual unless otherwise stated. If the operating agreement provides for a dissolution date, enter that date here: _____
Month, Day, Year

LLC-5.5

7. (Optional) Other provisions for the regulation of the internal affairs of the Company: (If more space is needed, attach additional sheets of this size.) _____

8. The Limited Liability Company: (Check either a or b below.)

a. is managed by the manager(s) (List names and addresses.)


Edyta Barabas, 2750 South River Road, Des Plaines, IL 60018

b. has management vested in the member(s) (List names and addresses.)

9. Name and Address of Organizer(s):

I affirm, under penalties of perjury, having authority to sign hereto, that these Articles of Organization are to the best of my knowledge and belief, true, correct and complete.

Dated July 8 _____, 2014
Month & Day Year

1.  1. 161 North Clark Street, Suite 4200
Signature Number Street
Sharon R. Nowakowski Chicago, IL 60601
Name (type or print) City/Town

Name if a Corporation or other Entity, and Title of Signer State ZIP Code

2. _____ 2. _____
Signature Number Street

Name (type or print) City/Town

Name if a Corporation or other Entity, and Title of Signer State ZIP Code

Signatures must be in black ink on an original document. Carbon copy, photocopy or rubber stamp signatures may only be used on conformed copies.



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

0479979-8

07/10/2014

SCOTT H REYNOLDS
2 N LASALLE ST STE 1300
CHICAGO, IL 60602-0000

RE APOLLO SURGICAL CENTER, LLC

DEAR SIR OR MADAM:

ARTICLES OF MERGER FOR THE ABOVE-NAMED COMPANY HAVE BEEN
PLACED ON FILE.

THE REQUIRED FEE IS HEREBY ACKNOWLEDGED.

SINCERELY YOURS,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE
SECRETARY OF STATE
DEPARTMENT OF BUSINESS SERVICES
LIMITED LIABILITY DIVISION
(217) 524-8008

Exhibit A
Agreement and Plan of Merger

Form **LLC-37.25**
May 2012

Illinois
Limited Liability Company Act
Articles of Merger

FILE #

This space for use by Secretary of State.

Secretary of State
Department of Business Services
Limited Liability Division
501 S. Second St., Rm. 351
Springfield, IL 62756
217-524-8008
www.cyberdriveillinois.com

SUBMIT IN DUPLICATE

Type or print clearly.

Filing Fee: \$ 100.00
(Filing fee \$100 plus \$50 each entity more than two)

Approved: JB

FILED

JUL 10 2014

JESSE WHITE
SECRETARY OF STATE

Payment may be made by check payable to Secretary of State. If check is returned for any reason this filing will be void.

1. Names of Entities proposing to merge:

Name of Entity	Type of Entity (Corporation, Limited Liability Company, Limited Partnership, General Partnership or other permitted entity)	Domestic State or Jurisdiction	Date of Organization or Admission to Illinois	Illinois Secretary of State File Number (if any)
<u>Apollo Health Center, Ltd.</u>	<u>Corporation</u>	<u>Illinois</u>	<u>12/11/2009</u>	<u>66689611</u>
<u>Apollo Surgical Center, LLC</u>	<u>LLC</u>	<u>Illinois</u>		

2. A copy of the plan as approved must be attached to these Articles of Merger.

3. a. Name of Surviving Entity: Apollo Surgical Center, LLC

b. Address of Surviving Entity: 2750 South River Road, Des Plaines, IL 60018

c. File Number (if any): _____

d. Jurisdiction: Illinois

4. Effective date of merger: (check one)

- a. the filing date, or
- b. a later date, but not more than 30 days subsequent to the filing date: _____
Month, Day, Year

5. If the survivor is a Limited Liability Company, indicate changes that are necessary to its Articles of Organization as stated in the plan of merger:

LLC-37.25

If the surviving entity is not a Limited Liability Company, the entity agrees that it may be served with process in Illinois and is subject to liability in any action or proceeding for the enforcement of any liability or obligation of a Limited Liability Company previously subject to suit in this State, which is to merge, and for the enforcement, as provided in this Act, of the right of members of any Limited Liability Company to receive payment for their interest against the surviving entity.

- 6. The plan of merger has been approved and each LLC or other entity that is party to this Merger has signed below and affirms, under penalty of perjury, that the facts stated herein are true, correct and complete.

Dated July, 2014
Month & Day Year

Apollo Surgical Center, LLC

Apollo Health Center, Ltd.

1. _____
Signature
Edyta Barabas, Manager
Name and Title (type or print)
Apollo Surgical Holdings, LLC
Name if a Corporation or other Entity

2. _____
Signature
Edyta, Barabas, Vice President
Name and Title (type or print)
Name if a Corporation or other Entity

3. _____
Signature
Name and Title (type or print)
Name if a Corporation or other Entity

4. _____
Signature
Name and Title (type or print)
Name if a Corporation or other Entity

If more space is needed, please attach additional sheets of this size.

**Signatures must be in black ink on an original document.
Carbon copy, photocopy or rubber stamp signatures
may only be used on conformed copies.**

Form **LLC-37.25**
 May 2012
Secretary of State
 Department of Business Services
 Limited Liability Division
 501 S. Second St., Rm. 351
 Springfield, IL 62756
 217-524-8008
 www.cyberdriveillinois.com

Payment may be made by check payable to Secretary of State. If check is returned for any reason this filing will be void.

Illinois
 Limited Liability Company Act
Articles of Merger

FILE # 04799798
 This space for use by Secretary of State.

SUBMIT IN DUPLICATE
 Type or print clearly.

Filing Fee: \$
 (Filing fee \$100 plus \$50 each entity more than two)

Approved:

1. Names of Entities proposing to merge:

Name of Entity	Type of Entity (Corporation, Limited Liability Company, Limited Partnership, General Partnership or other permitted entity)	Domestic State or Jurisdiction	Date of Organization or Admission to Illinois	Illinois Secretary of State File Number (if any)
<u>Apollo Health Center, Ltd.</u>	<u>Corporation</u>	<u>Illinois</u>	<u>12/11/2009</u>	<u>66689611</u>
<u>Apollo Surgical Center, LLC</u>	<u>LLC</u>	<u>Illinois</u>	<u>7/8/2014</u>	<u>04799798</u>

2. A copy of the plan as approved must be attached to these Articles of Merger.

3. a. Name of Surviving Entity: Apollo Surgical Center, LLC
- b. Address of Surviving Entity: 2750 South River Road, Des Plaines, IL 60018
- c. File Number (if any): _____
- d. Jurisdiction: Illinois

4. Effective date of merger: (check one)
- a. the filing date, or
- b. a later date, but not more than 30 days subsequent to the filing date: _____
 Month, Day, Year

5. If the survivor is a Limited Liability Company, indicate changes that are necessary to its Articles of Organization as stated in the plan of merger:

LLC-37.25

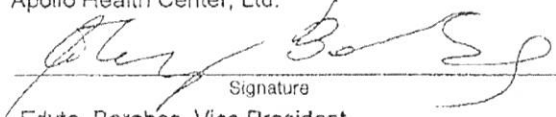
If the surviving entity is not a Limited Liability Company, the entity agrees that it may be served with process in Illinois and is subject to liability in any action or proceeding for the enforcement of any liability or obligation of a Limited Liability Company previously subject to suit in this State, which is to merge, and for the enforcement, as provided in this Act, of the right of members of any Limited Liability Company to receive payment for their interest against the surviving entity.

6. The plan of merger has been approved and each LLC or other entity that is party to this Merger has signed below and affirms, under penalty of perjury, that the facts stated herein are true, correct and complete.

Dated July 8, 2014
Month & Day Year

1. Apollo Surgical Center, LLC

Signature
Edyta Barabas, Manager
Name and Title (type or print)
Apollo Surgical Holdings, LLC
Name if a Corporation or other Entity

2. Apollo Health Center, Ltd.

Signature
Edyta, Barabas, Vice President
Name and Title (type or print)
Name if a Corporation or other Entity

3. _____
Signature

Name and Title (type or print)

Name if a Corporation or other Entity

4. _____
Signature

Name and Title (type or print)

Name if a Corporation or other Entity

If more space is needed, please attach additional sheets of this size.

**Signatures must be in black ink on an original document.
Carbon copy, photocopy or rubber stamp signatures
may only be used on conformed copies.**

AGREEMENT AND PLAN OF MERGER
BETWEEN
APOLLO HEALTH CENTER, LTD.
An Illinois Corporation
AND
APOLLO SURGICAL CENTER, LLC
An Illinois Limited Liability Company

This Agreement and Plan of Merger ("Merger Agreement"), dated as of July 8th, 2014, is made by and between Apollo Health Center, Ltd., an Illinois corporation ("AHC"), and Apollo Surgical Center, LLC, an Illinois limited liability company ("ASC").

WHEREAS, ASC and AHC desire to effect a merger of AHC with and into ASC, in accordance with the applicable provisions of the Illinois Limited Liability Company Act (the "Act"); and

WHEREAS, ASC and AHC desire that this Merger Agreement set forth the terms and conditions of the merger.

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth herein, ASC and AHC hereby agree as follows:

1. Merger. On the Effective Date (defined below), AHC shall be merged with and into ASC and the separate existence of AHC shall cease (the "Merger"). ASC shall be the surviving corporation of the Merger. ASC shall continue to be governed by the Act, and the separate existence of ASC with all its rights, privileges, immunities, powers, and franchises shall continue unaffected by the Merger. The form of the Illinois Articles of Merger ("Articles of Merger"), as such document will be filed in the state of Illinois, is attached hereto as Exhibit A.

2. Approval of the Merger. In accordance with the Act, ASC hereby certifies that, by written consent, the sole member of ASC duly adopted resolutions declaring that the Merger, substantially upon the terms and conditions set forth in this Merger Agreement, was authorized and approved. Further, AHC hereby certifies that, by unanimous written consent, the shareholders of AHC duly adopted resolutions declaring that the Merger, substantially upon the terms and conditions set forth in this Merger Agreement, was authorized and approved.

3. Conversion of Interests. Following the Merger, the issued and outstanding shares of stock of AHC will be cancelled.

4. Registered Office and Registered Agent. As of the Effective Date, there is no change to the registered office or the registered agent of ASC.

5. Effective Date. The Merger provided for by this Merger Agreement shall become effective and the separate existence of AHC shall cease upon filing of the Articles of Merger with the office of the Illinois Secretary of State (the "Effective Date").

6. Articles of Organization of ASC. The Articles of Organization of ASC as they exist immediately following the Effective Date, shall be and remain the Articles of Organization of ASC, until the same shall be altered, amended or repealed as therein provided.

7. Operating Agreement of ASC. The Operating Agreement of ASC, as it exists immediately following the Effective Date, shall be and remain the Operating Agreement of ASC, until the same shall be altered, amended or repealed as therein provided.

8. Effect of Merger. Upon the consummation of the Merger, each and every right, privilege, power, immunity, and franchise of AHC, and all property, real, personal and mixed, and all debts, liabilities and obligations, and every other interest of AHC, will be transferred to and vested in ASC without further act or deed, and all property, rights, privileges, powers, franchises and other interests of AHC will be the property of ASC, and the title to any real estate, or any interest therein, vested in AHC, will not revert or be in any way impaired by reason of the Merger, provided that all rights of creditors and all liens upon the property of AHC will be preserved unimpaired; and all debts, liabilities, and obligations of AHC will attach to ASC and may be enforced against it to the same extent as if those debts, liabilities and obligations had been incurred or contracted by ASC, it being expressly provided that the Merger will not in any manner impair the rights of any creditor or any liens upon the property of AHC, and any existing claim or pending action or proceeding by or against AHC may be prosecuted to judgment as if the Merger had not taken place, or ASC may be substituted in its place.

9. Further Assurances. If at any time ASC will deem or be advised that any further assignments, assurances in the law, or things that are necessary or desirable to vest or confirm in ASC (or any successor or assign thereof) the title to any property or assets of AHC, the respective officers, members, and representatives of AHC will, and are hereby fully authorized to, execute and deliver all proper assignments, deeds, confirmations and assurances in the law and do all things necessary or proper so as to vest, approve, ratify or confirm title to such property and assets in ASC and otherwise to carry out the purposes of this Merger Agreement.

10. Copies of Merger Agreement. This Merger Agreement, as executed by AHC and ASC, will be maintained on file at the principal place of business of ASC, which is located at 2750 South River Road, Des Plaines, IL 60018. A copy of this Merger Agreement will be furnished by ASC on request and without cost to any member of ASC or shareholder of AHC.

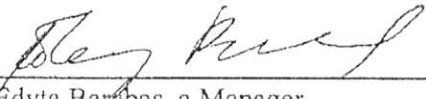
11. Governing Law. This Merger Agreement shall be governed by and construed in accordance with the laws of Illinois.

12. Entire Agreement. This Merger Agreement constitutes the entire agreement between ASC and AHC with respect to the subject matter contained herein and may not be modified or amended except by written amendment signed by ASC and AHC hereto.

[Signature Page Follows]

IN WITNESS WHEREOF, ASC and AHC hereto have executed this Merger Agreement as of the date first written above.

Apollo Surgical Center, LLC,
an Illinois limited liability company

By: 
Edyta Barabas, a Manager

Apollo Health Center, Ltd.,
an Illinois corporation


By: 
Edyta Barabas, Vice President

Exhibit A
Agreement and Plan of Merger

Form **LLC-37.25**
May 2012

Illinois
Limited Liability Company Act
Articles of Merger

FILE # _____

This space for use by Secretary of State.

Secretary of State
Department of Business Services
Limited Liability Division
501 S. Second St., Rm. 351
Springfield, IL 62756
217-524-8008
www.cyberdriveillinois.com

Payment may be made by check payable to Secretary of State. If check is returned for any reason this filing will be void.

SUBMIT IN DUPLICATE

Type or print clearly.

Filing Fee: \$
(Filing fee \$100 plus \$50 each entity more than two)

Approved: _____

1. Names of Entities proposing to merge:

Name of Entity	Type of Entity (Corporation, Limited Liability Company, Limited Partnership, General Partnership or other permitted entity)	Domestic State or Jurisdiction	Date of Organization or Admission to Illinois	Illinois Secretary of State File Number (if any)
Apollo Health Center, Ltd.	Corporation	Illinois	12/11/2009	66689611
Apollo Surgical Center, LLC	LLC	Illinois		

2. A copy of the plan as approved must be attached to these Articles of Merger.

3. a. Name of Surviving Entity: Apollo Surgical Center, LLC
- b. Address of Surviving Entity: 2750 South River Road, Des Plaines, IL 60018
- c. File Number (if any): _____
- d. Jurisdiction: Illinois

4. Effective date of merger: (check one)
- a. the filing date, or
- b. a later date, but not more than 30 days subsequent to the filing date: _____
Month, Day, Year

5. If the survivor is a Limited Liability Company, indicate changes that are necessary to its Articles of Organization as stated in the plan of merger:

LLC-37.25

If the surviving entity is not a Limited Liability Company, the entity agrees that it may be served with process in Illinois and is subject to liability in any action or proceeding for the enforcement of any liability or obligation of a Limited Liability Company previously subject to suit in this State, which is to merge, and for the enforcement, as provided in this Act, of the right of members of any Limited Liability Company to receive payment for their interest against the surviving entity.

- 6. The plan of merger has been approved and each LLC or other entity that is party to this Merger has signed below and affirms, under penalty of perjury, that the facts stated herein are true, correct and complete.

Dated July, 2014
Month & Day Year

Apollo Sugical Center, LLC

Apollo Health Center, Ltd.

1. _____
Signature
Edyta Barabas, Manager
Name and Title (type or print)
Apollo Surgical Holdings, LLC
Name if a Corporation or other Entity

2. _____
Signature
Edyta, Barabas, Vice President
Name and Title (type or print)
Name if a Corporation or other Entity

3. _____
Signature
Name and Title (type or print)
Name if a Corporation or other Entity

4. _____
Signature
Name and Title (type or print)
Name if a Corporation or other Entity

If more space is needed, please attach additional sheets of this size.

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