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**ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
APPLICATION FOR EXEMPTION FOR THE
CHANGE OF OWNERSHIP FOR AN EXISTING HEALTH CARE FACILITY**

**HEALTH FACILITIES &
SERVICES REVIEW BOARD**

1. INFORMATION FOR EXISTING FACILITY

Current Facility Name Oak Lawn IL Endoscopy ASC, LLC, d/b/a Oak Lawn Endoscopy Center
Address 9421 Southwest Highway
City Oak Lawn Zip Code 60453 County Cook
Name of current licensed entity for the facility _____
Does the current licensee: own this facility _____ OR lease this facility X (if leased, check if sublease ☐)
Type of ownership of the current licensed entity (check one of the following:) _____ Sole Proprietorship
_____ Not-for-Profit Corporation _____ For Profit Corporation _____ Partnership _____ Governmental
X Limited Liability Company _____ Other, specify _____
Illinois State Senator for the district where the facility is located: Sen. Bill Cunningham
State Senate District Number 18 Mailing address of the State Senator 16033 S. 94th Avenue, Orland Hills, IL 60477
Illinois State Representative for the district where the facility is located: Rep. Kelly Burke
State Representative District Number 36 Mailing address of the State Representative _____
5144 W. 95th Street, Oak Lawn, IL 60453

2. **OUTSTANDING PERMITS.** Does the facility have any projects for which the State Board issued a permit that will not be completed (refer to 1130.140 "Completion or Project Completion" for a definition of project completion) by the time of the proposed ownership change? Yes ☐ No X. If yes, refer to Section 1130.520(f), and indicate the projects by Project # _____

3. **NAME OF APPLICANT** (complete this information for each co-applicant and insert after this page).

Exact Legal Name of Applicant New Amethyst Corporation
Address 1A Burton Hills Boulevard
City, State & Zip Code Nashville, TN 37215
Type of ownership of the current licensed entity (check one of the following:) _____ Sole Proprietorship
_____ Not-for-Profit Corporation X For Profit Corporation _____ Partnership _____ Governmental
_____ Limited Liability Company _____ Other, specify _____

4. **NAME OF LEGAL ENTITY THAT WILL BE THE LICENSEE/OPERATING ENTITY OF THE FACILITY NAMED IN THE APPLICATION AS A RESULT OF THIS TRANSACTION.**

Exact Legal Name of Entity to be Licensed Oak Lawn IL Endoscopy ASC, LLC, d/b/a Oak Lawn Endoscopy Center
Address 9421 Southwest Highway
City, State & Zip Code Oak Lawn, IL 60453
Type of ownership of the current licensed entity (check one of the following:) _____ Sole Proprietorship
_____ Not-for-Profit Corporation _____ For Profit Corporation _____ Partnership _____ Governmental
X Limited Liability Company _____ Other, specify _____

5. **BUILDING/SITE OWNERSHIP. NAME OF LEGAL ENTITY THAT WILL OWN THE "BRICKS AND MORTAR" (BUILDING) OF THE FACILITY NAMED IN THIS APPLICATION IF DIFFERENT FROM THE OPERATING/LICENSED ENTITY**

Exact Legal Name of Entity That Will Own the Site 4905-21 Venture, L.L.C.
Address 7815 W. 159th Street
City, State & Zip Code Tinley Park, IL 60477
Type of ownership of the current licensed entity (check one of the following:) _____ Sole Proprietorship
_____ Not-for-Profit Corporation _____ For Profit Corporation _____ Partnership _____ Governmental
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State Senate District Number _____ Mailing address of the State Senator _____
Illinois State Representative for the district where the facility is located: Rep. _____
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3. **NAME OF APPLICANT** (complete this information for each co-applicant and insert after this page).

Exact Legal Name of Applicant _____ AmSurg Holdings, Inc.
Address _____ 1A Burton Hills Boulevard
City, State & Zip Code _____ Nashville, TN 37215
Type of ownership of the current licensed entity (check one of the following:) _____ Sole Proprietorship
_____ Not-for-Profit Corporation ☒ For Profit Corporation _____ Partnership _____ Governmental
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Exact Legal Name of Applicant _____ AmSurg Corp.
Address _____ 1A Burton Hills Boulevard
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3. **NAME OF APPLICANT** (complete this information for each co-applicant and insert after this page).

Exact Legal Name of Applicant _____ Envision Healthcare Holdings, Inc.
Address _____ 6363 S. Fiddlers Green Circle, 14th Floor
City, State & Zip Code _____ Greenwood Village, CO 80111
Type of ownership of the current licensed entity (check one of the following:) _____ Sole Proprietorship
_____ Not-for-Profit Corporation ☒ For Profit Corporation _____ Partnership _____ Governmental
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6. **TRANSACTION TYPE. CHECK THE FOLLOWING THAT APPLY TO THE TRANSACTION:**
- ☐ Purchase resulting in the issuance of a license to an entity different from current licensee;
 - ☐ Lease resulting in the issuance of a license to an entity different from current licensee;
 - ☐ Stock transfer resulting in the issuance of a license to a different entity from current licensee;
 - ☐ Stock transfer resulting in no change from current licensee;
 - ☐ Assignment or transfer of assets resulting in the issuance of a license to an entity different from the current licensee;
 - ☐ Assignment or transfer of assets not resulting in the issuance of a license to an entity different from the current licensee;
 - ☐ Change in membership or sponsorship of a not-for-profit corporation that is the licensed entity;
 - ☐ Change of 50% or more of the voting members of a not-for-profit corporation's board of directors that controls a health care facility's operations, license, certification or physical plant and assets;
 - ☐ Change in the sponsorship or control of the person who is licensed, certified or owns the physical plant and assets of a governmental health care facility;
 - ☐ Sale or transfer of the physical plant and related assets of a health care facility not resulting in a change of current licensee;
 - ☒ Any other transaction that results in a person obtaining control of a health care facility's operation or physical plant and assets, and explain in "Attachment 3 Narrative Description"
7. **APPLICATION FEE.** Submit the application fee in the form of a check or money order for \$2,500 payable to the Illinois Department of Public Health and append as **ATTACHMENT #1**.
8. **FUNDING.** Indicate the type and source of funds which will be used to acquire the facility (e.g., mortgage through Health Facilities Authority; cash gift from parent company, etc.) and append as **ATTACHMENT #2**.
9. **ANTICIPATED ACQUISITION PRICE:** \$ This is a merger; See Attachment 3
10. **FAIR MARKET VALUE OF THE FACILITY:** \$ 10.5 Billion; See Attachment 3
(to determine fair market value, refer to 77 IAC 1130.140)
11. **DATE OF PROPOSED TRANSACTION:** September 30, 2016 or as soon as practicable pending regulatory approvals
12. **NARRATIVE DESCRIPTION.** Provide a narrative description explaining the transaction, and append it to the application as **ATTACHMENT #3**.
13. **BACKGROUND OF APPLICANT** (co-applicants must also provide this information). Corporations and Limited Liability Companies must provide a current Certificate of Good Standing from the Illinois Secretary of State. Limited Liability Companies and Partnerships must provide the name and address of each partner/ member and specify the percentage of ownership of each. Append this information to the application as **ATTACHMENT #4**.
14. **TRANSACTION DOCUMENTS.** Provide a copy of the complete transaction document(s) including schedules and exhibits which detail the terms and conditions of the proposed transaction (purchase, lease, stock transfer, etc). Applicants should note that the document(s) submitted should reflect the applicant's (and co-applicant's, if applicable) involvement in the transaction. The document must be signed by both parties and contain language stating that the transaction is contingent upon approval of the Illinois Health Facilities and Services Review Board. Append this document(s) to the application as **ATTACHMENT #5**.
15. **FINANCIAL STATEMENTS.** (Co-applicants must also provide this information) Provide a copy of the applicants latest audited financial statements, and append it to this application as **ATTACHMENT #6**. If the applicant is a newly formed entity and financial statements are not available, please indicate by checking YES ☐ , and indicate the date the entity was formed _____

16. **PRIMARY CONTACT PERSON.** Individual representing the applicant to whom all correspondence and inquiries pertaining to this application are to be directed. (Note: other persons representing the applicant not named below will need written authorization from the applicant stating that such persons are also authorized to represent the applicant in relationship to this application).

Name: Joe Ourth
Address: Arnstein & Lehr LLP
City, State & Zip Code: 120 S. Riverside Plaza, Suite 1200, Chicago, IL 60606
Telephone () Ext. (312) 876-7815

17. **ADDITIONAL CONTACT PERSON.** Consultant, attorney, other individual who is also authorized to discuss this application and act on behalf of the applicant.

Name: Mary Beth Fortugno
Address: Bass, Berry & Sims P.C., 150 Third Avenue South, Suite
City, State & Zip Code: Nashville, TN 37201
Telephone () Ext. 615-742-7739

2800

18. **CERTIFICATION** New Amethyst Corporation

I certify that the above information and all attached information are true and correct to the best of my knowledge and belief. I certify that the number of beds within the facility will not change as part of this transaction. I certify that no adverse action has been taken against the applicant(s) by the federal government, licensing or certifying bodies, or any other agency of the State of Illinois. I certify that I am fully aware that a change in ownership will void any permits for projects that have not been completed unless such projects will be completed or altered pursuant to the requirements in 77 IAC 1130.520(f) prior to the effective date of the proposed ownership change. I also certify that the applicant has not already acquired the facility named in this application or entered into an agreement to acquire the facility named in the application unless the contract contains a clause that the transaction is contingent upon approval by the State Board.

Signature of Authorized Officer [Signature]

Typed or Printed Name of Authorized Officer Clint Cromwell

Title of Authorized Officer: Vice President

Address: 1A Burton Hills Blvd.

City, State & Zip Code: Nashville, TN 37215

Telephone (615) 263-4071

Date: 7/12/16

NOTE: complete a separate signature page for each co-applicant and insert following this page.

THE STATE OF Tennessee
COUNTY OF Davidson

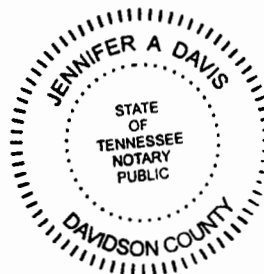
On this 12th day of July, 2016, before me, the undersigned officer, personally appeared Clint Cromwell known personally to me to be the same person whose name is signed to the foregoing instrument, and acknowledged the execution thereof for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

[Signature]
Notary Public/Commissioner of Oaths

(SEAL)

My Commission Expires: 11/5/18



16. **PRIMARY CONTACT PERSON.** Individual representing the applicant to whom all correspondence and inquiries pertaining to this application are to be directed. (Note: other persons representing the applicant not named below will need written authorization from the applicant stating that such persons are also authorized to represent the applicant in relationship to this application).

Name: _____
Address: _____
City, State & Zip Code: _____
Telephone () Ext. _____

17. **ADDITIONAL CONTACT PERSON.** Consultant, attorney, other individual who is also authorized to discuss this application and act on behalf of the applicant.

Name: _____
Address: _____
City, State & Zip Code: _____
Telephone () Ext. _____

18. **CERTIFICATION** AmSurg Holdings, Inc.

I certify that the above information and all attached information are true and correct to the best of my knowledge and belief. I certify that the number of beds within the facility will not change as part of this transaction. I certify that no adverse action has been taken against the applicant(s) by the federal government, licensing or certifying bodies, or any other agency of the State of Illinois. I certify that I am fully aware that a change in ownership will void any permits for projects that have not been completed unless such projects will be completed or altered pursuant to the requirements in 77 IAC 1130.520(f) prior to the effective date of the proposed ownership change. I also certify that the applicant has not already acquired the facility named in this application or entered into an agreement to acquire the facility named in the application unless the contract contains a clause that the transaction is contingent upon approval by the State Board.

Signature of Authorized Officer _____

Typed or Printed Name of Authorized Officer

Clint Cromwell

Title of Authorized Officer:

Vice President

Address:

1A Burton Hills Blvd.

City, State & Zip Code:

Nashville, TN 37215

Telephone

(615) 263-4071

Date:

7/12/16

NOTE: complete a separate signature page for each co-applicant and insert following this page.

THE STATE OF Tennessee

COUNTY OF Davidson

On this 12th day of July, 2016, before me, the undersigned officer, personally appeared Clint Cromwell, known personally to me to be the same person whose name is signed to the foregoing instrument, and acknowledged the execution

thereof for the uses and purposes therein set forth.

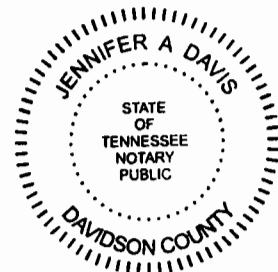
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(SEAL)

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City, State & Zip Code: _____
Telephone () Ext. _____

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Name: _____
Address: _____
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Signature of Authorized Officer _____

Typed or Printed Name of Authorized Officer

Clint Cromwell

Title of Authorized Officer:

Vice President

Address:

1A Burton Hills Blvd.

City, State & Zip Code:

Nashville, TN 37215

Telephone

(615) 263-4071

Date:

7/12/16

NOTE: complete a separate signature page for each co-applicant and insert following this page.

THE STATE OF Tennessee
COUNTY OF Davidson

On this 12th day of JULY, 2016, before me, the undersigned officer, personally appeared Clint Cromwell, known personally to me to be the same person whose name is signed to the foregoing instrument, and acknowledged the execution thereof for the uses and purposes therein set forth.

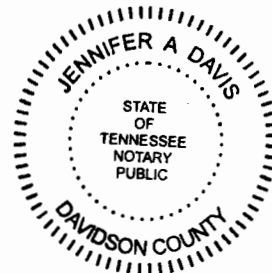
IN WITNESS WHEREOF, I have hereto set my hand and official seal.

Notary Public/Commissioner of Oaths

(SEAL)

My Commission Expires:

11/5/18



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Name: _____
Address: _____
City, State & Zip Code: _____
Telephone () Ext. _____

17. **ADDITIONAL CONTACT PERSON.** Consultant, attorney, other individual who is also authorized to discuss this application and act on behalf of the applicant.

Name: _____
Address: _____
City, State & Zip Code: _____
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18. **CERTIFICATION** Envision Healthcare Holdings, Inc.

I certify that the above information and all attached information are true and correct to the best of my knowledge and belief. I certify that the number of beds within the facility will not change as part of this transaction. I certify that no adverse action has been taken against the applicant(s) by the federal government, licensing or certifying bodies, or any other agency of the State of Illinois. I certify that I am fully aware that a change in ownership will void any permits for projects that have not been completed unless such projects will be completed or altered pursuant to the requirements in 77 IAC 1130.520(f) prior to the effective date of the proposed ownership change. I also certify that the applicant has not already acquired the facility named in this application or entered into an agreement to acquire the facility named in the application unless the contract contains a clause that the transaction is contingent upon approval by the State Board.

Signature of Authorized Officer _____

Typed or Printed Name of Authorized Officer Randel G. Owen

Title of Authorized Officer: EVP, COO/CFO

Address: 6363 S. Fiddlers Green Circle, Suite 1400,

City, State & Zip Code: Greenwood Village CO 80111

Telephone (303) 495-1223 Date: 7/12/2016

NOTE: complete a separate signature page for each co-applicant and insert following this page.

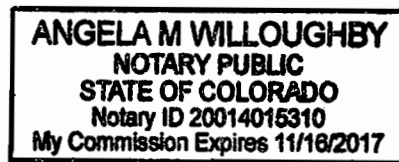
THE STATE OF Colorado
COUNTY OF Arapahoe

On this 12 day of July, 2016, before me, the undersigned officer, personally appeared Randel Owen, known personally to me to be the same person whose name is signed to the foregoing instrument, and acknowledged the execution thereof for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Notary Public/Commissioner of Oaths _____

(SEAL)
My Commission Expires: 11/16/2017



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On this 12th day of July, 2016, before me, the undersigned officer, personally appeared Clint Cromwell, known personally to me to be the same person whose name is signed to the foregoing instrument, and acknowledged the execution

thereof for the uses and purposes therein set forth.

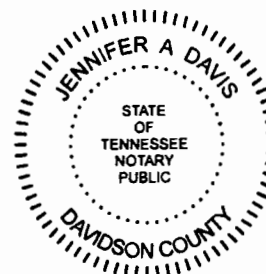
IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Notary Public/Commissioner of Oaths

(SEAL)

My Commission Expires:

11/5/18



Section 7, Application Fee

Attachment 1

Application Fee

Attached is a check for Two Thousand Five Hundred Dollars (\$2,500.00) payable to the Illinois Department of Public Health for the required application fee.

000012

ATTACHMENT 1

Section 8, Funding

Attachment 2

Funding Sources

There is no monetary consideration being exchanged between the parties as part of the transaction.

000013

Section 12, Narrative Description

Attachment 3

Narrative Description

AmSurg Corp. ("AmSurg"), Envision Healthcare Holdings, Inc. ("Envision") and New Amethyst Corp. ("Amethyst") have entered into an Agreement and Plan of Merger (the "Merger Agreement"). Under this Agreement, AmSurg and Envision will merge in an all-stock transaction.

AmSurg is a publically traded Tennessee corporation. AmSurg owns a controlling interest in three ambulatory surgical treatment healthcare facilities in Illinois: (i) The Lake Bluff IL Endoscopy ASC, LLC, d/b/a North Shore Endoscopy Center, in Lake Bluff, Illinois, (ii) Oak Lawn IL Endoscopy ASC, LLC, d/b/a Oak Lawn Endoscopy Center, in Oak Lawn, Illinois, and (iii) Glen Endoscopy Center, LLC, in Glenview, Illinois. Envision is a publically traded Delaware corporation providing various health services.

Pursuant to the Merger Agreement, and contingent on Review Board approval, AmSurg and Envision will merge in an all-stock transaction. First, AmSurg will merge with and into its wholly-owned Delaware subsidiary, New Amethyst Corporation ("New Amethyst"), with New Amethyst as the surviving corporation. The purpose of this merger is to change AmSurg's domicile from Tennessee to Delaware.

Envision will then merge with and into New Amethyst, with New Amethyst as the surviving corporation. Upon closing, New Amethyst will then be renamed "Envision Healthcare Corporation."

Based on the share exchange ratio, Envision shareholders will receive approximately fifty-three percent (53%) and AmSurg shareholders will receive approximately forty-seven percent (47%) of the equity interests in New Amethyst.

This application is part of a package of three applications seeking Review Board approval for Certificate of Exemption ("COEs") for a change of ownership. The two other applications are for The Lake Bluff IL Endoscopy ASC, LLC, d/b/a North Shore Endoscopy Center and Glen Endoscopy Center, LLC, all of which are currently owned by AmSurg Holdings, Inc. and associated physicians, with AmSurg Holdings, Inc. owning fifty-one percent (51%).

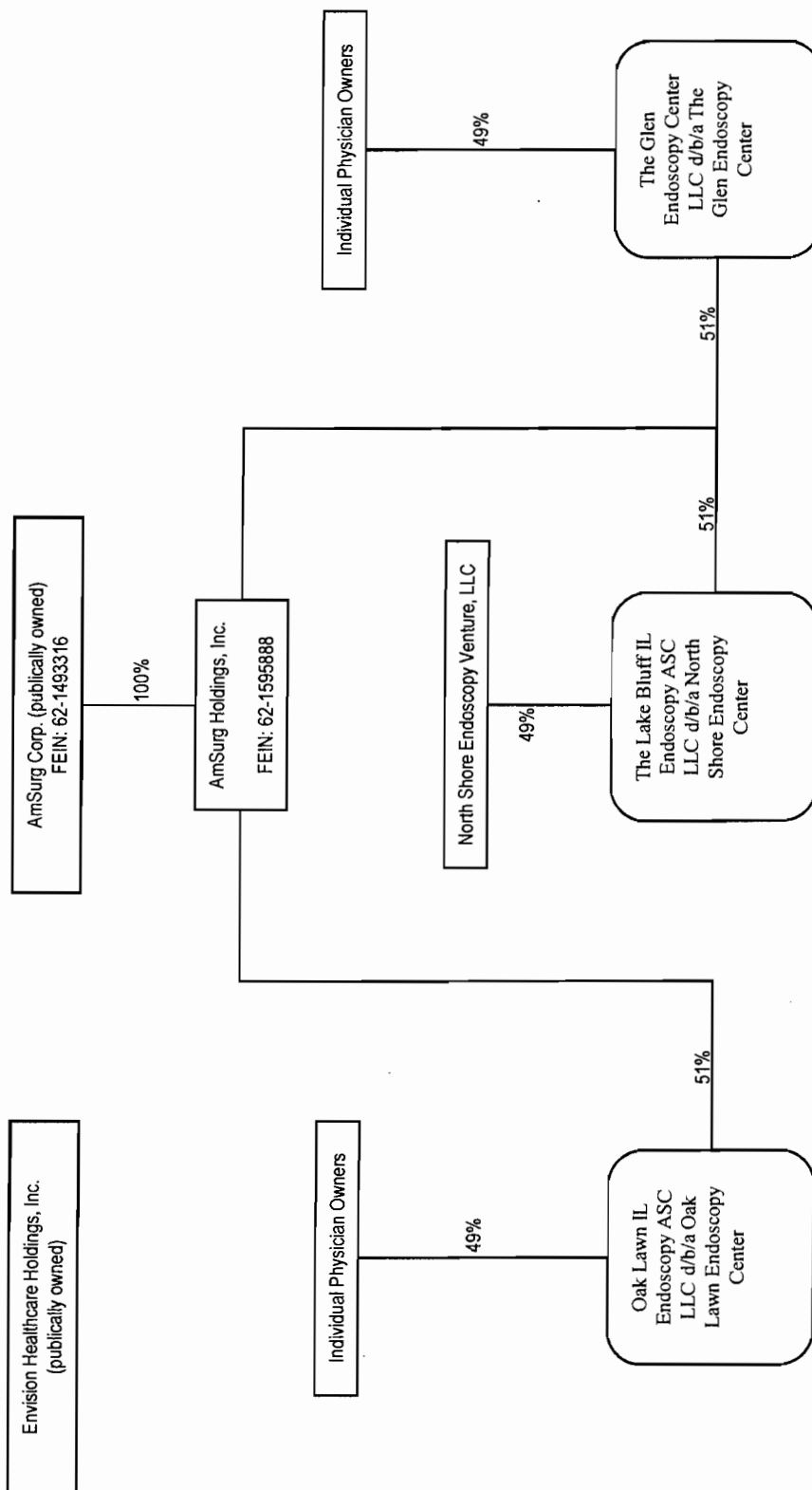
There is no monetary consideration being exchanged between the parties as part of the transaction since this is an all-stock transaction.

The facility will continue to be owned fifty-one percent (51%) by AmSurg Holdings, Inc. and forty-nine percent (49%) by participating physicians. There will be no change in the ownership of the facility and no change in the licensed entity.

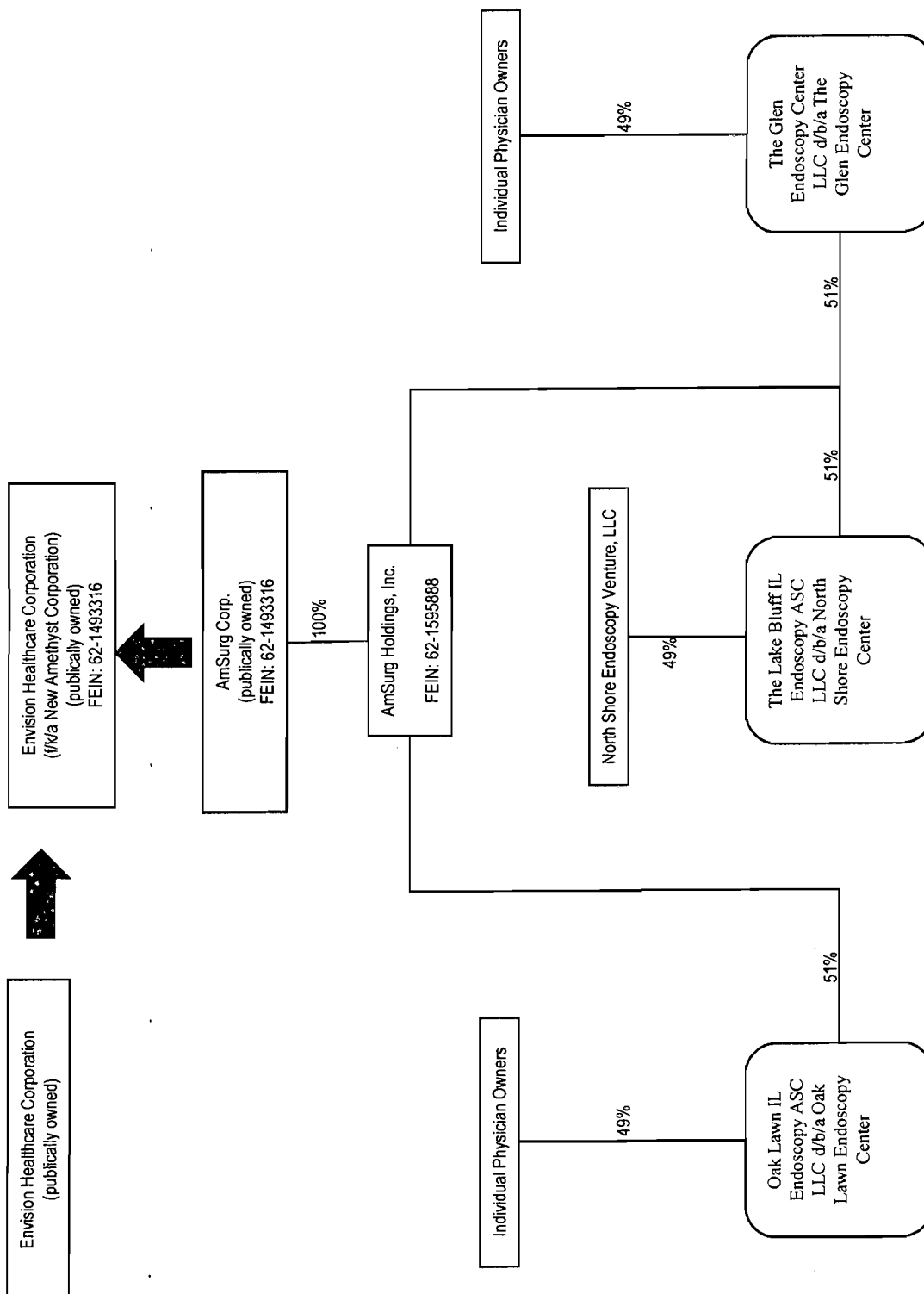
Because of the complexity of the corporate transaction, counsel for the facilities met and discussed the transaction with the Review Board's legal counsel in a technical assistance meeting and determined that COE applications were required.

The applicants anticipate closing September 30, 2016 or as soon as practicable pending regulatory approvals.

Corporate Organizational Structure In Illinois Prior to Change



Corporate Organizational Structure In Illinois After the Change



In this public company merger, AmSurg Corp. will merge into New Amethyst Corporation. Envision Healthcare Holdings, Inc. will then merge into New Amethyst Corporation and New Amethyst Corporation will change its name to "Envision Healthcare Corporation." The tax-ID numbers, direct ownership, and management of each Illinois center will remain exactly the same.

Section 13 Background of Applicants

Attachment 4

Background of Applicants

1. AmSurg Corp. Overview

AmSurg Corp. ("AmSurg") is a publically traded Tennessee corporation which owns licensed healthcare facilities across the county, including three in Illinois: (i) The Lake Bluff IL Endoscopy ASC, LLC, d/b/a North Shore Endoscopy Center, (ii) Oak Lawn IL Endoscopy ASC, LLC, d/b/a Oak Lawn Endoscopy Center, and (iii) Glen Endoscopy Center, LLC.

AmSurg's Ambulatory Services Division acquires, develops and operates ambulatory surgery centers in partnership with physicians throughout the U.S. AmSurg's Physician Services Division, Sheridan, provides outsourced physician services in multiple specialties to hospitals, ASCs and other healthcare facilities throughout the U.S., primarily in the areas of anesthesiology, radiology, children's services and emergency medicine. Through these businesses as of March 31, 2016, AmSurg owned and operated 256 ASCs and one surgical hospital in 34 states and the District of Columbia and provided physician services to more than 450 healthcare facilities in 29 states. AmSurg has partnerships with, or employs, over 5,000 physicians and other healthcare professionals in 38 states and the District of Columbia.

2. Envision Healthcare Holdings, Inc. Overview

Envision Healthcare Holdings, Inc. ("Envision") offers an array of physician-led healthcare-related services to consumers, hospitals, healthcare systems, health plans and local, state and national government entities. The organization provides care across a broad patient continuum via American Medical Response, Inc. ("AMR"), EmCare Holdings, Inc. ("EmCare") and Evolution Health, LLC (Evolution Health). AMR provides community-based medical transportation services, including emergency ('911'), non-emergency, managed transportation, air ambulance and disaster response. EmCare's integrated facility-based physician services include emergency, anesthesiology, hospitalist/inpatient care, intensive medicine, obstetrics and gynecology, radiology, tele-radiology and surgery.

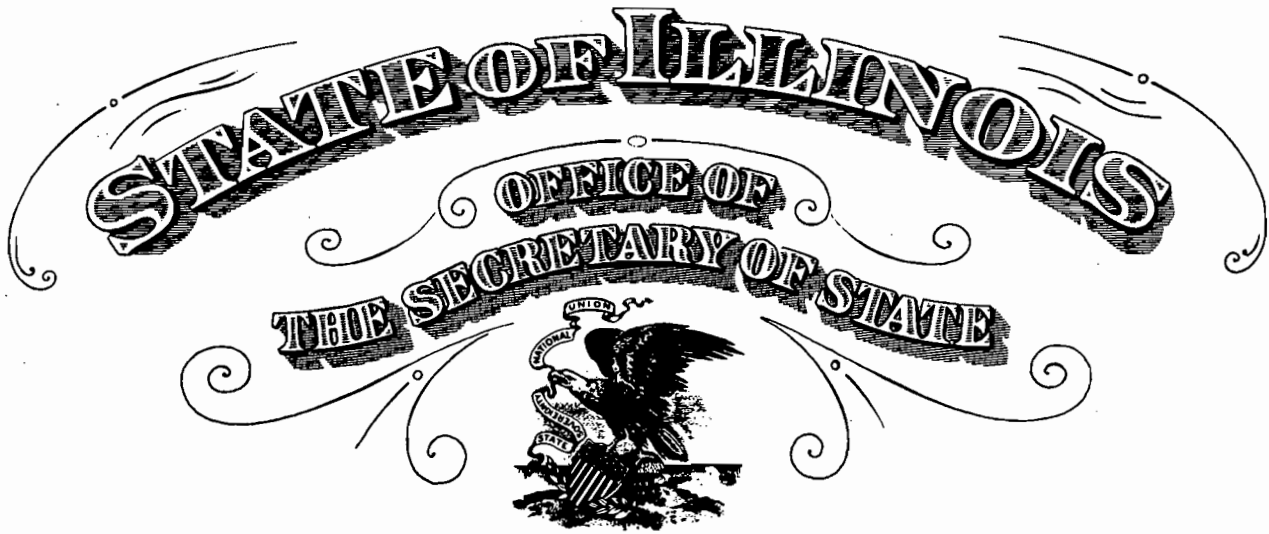
3. **Organizational Chart and Good Standing Certificates**

An organizational chart showing the current ownership structure and the post-closing ownership relating to the facilities is included in Attachment 3. Good standing certificates for the following entities are also attached:

- A. **Oak Lawn IL Endoscopy ASC, LLC, d/b/a Oak Lawn Endoscopy Center:** Oak Lawn IL Endoscopy ASC, LLC, d/b/a Oak Lawn Endoscopy Center ("Oak Lawn Endoscopy Center") is an Illinois limited liability company licensed as an ambulatory surgical treatment center by the Illinois Department of Public Health ("IDPH"). A copy of Oak Lawn Endoscopy Center's Illinois Good Standing Certificate is attached.
- B. **AmSurg Holdings, Inc.:** AmSurg Holdings, Inc. ("AmSurg Holdings") is a Tennessee corporation. AmSurg Holdings is the entity that presently holds the interest in the three Illinois surgery centers and will continue to hold this interest following the merger. A copy of AmSurg Holdings' Delaware Good Standing Certificate and Illinois Good Standing Certificate as a foreign corporation are attached.
- E. **AmSurg Corp.:** AmSurg Corp. ("AmSurg") is a publically traded Tennessee corporation and the ultimate parent of AmSurg Holdings. AmSurg Corp. will merge into New Amethyst Corp. with New Amethyst Corp. as the surviving corporation. A copy of AmSurg's Tennessee Good Standing Certificate and Illinois Good Standing Certificate as a foreign corporation are attached.
- F. **New Amethyst Corp.:** New Amethyst Corp. ("New Amethyst") is a Delaware corporation. After AmSurg merges into New Amethyst, Envision Healthcare Holdings, Inc. will merge into New Amethyst and New Amethyst will be renamed "Envision Healthcare Corporation". New Amethyst will assume the same tax ID number held by AmSurg. A copy of New Amethyst's Good Standing Certificate is attached. Because New Amethyst performs no operations in Illinois, it is not required to obtain authorization to conduct business in Illinois and, therefore an Illinois Good Standing Certificate for a foreign corporation is not applicable.
- G. **Envision Healthcare Holdings, Inc.:** Envision Healthcare Holdings, Inc. ("Envision") is a Delaware corporation. After AmSurg merges into New Amethyst, Envision will merge into New Amethyst with New Amethyst as the surviving corporation which will then be renamed "Envision Healthcare Corporation" This change does not result in a new corporate entity being created

and Envision Healthcare Corporation will retain the same tax ID number of New Amethyst. A copy of Envision's Delaware Good Standing Certificate is attached. Because Envision performs no operations in Illinois, it is not required to obtain authorization to conduct business in Illinois and, therefore an Illinois Good Standing Certificate for a foreign corporation is not applicable.

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To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that I am the keeper of the records of the Department of Business Services. I certify that

OAK LAWN IL ENDOSCOPY ASC, LLC, A TENNESSEE LIMITED LIABILITY COMPANY HAVING OBTAINED ADMISSION TO TRANSACT BUSINESS IN ILLINOIS ON MARCH 20, 2013, APPEARS TO HAVE COMPLIED WITH ALL PROVISIONS OF THE LIMITED LIABILITY COMPANY ACT OF THIS STATE, AND AS OF THIS DATE IS IN GOOD STANDING AS A FOREIGN LIMITED LIABILITY COMPANY ADMITTED TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS.



***In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois, this 12TH
day of JULY A.D. 2016 .***

Jesse White

SECRETARY OF STATE

Authentication #: 1619402882 verifiable until 07/12/2017

Authenticate at: <http://www.cyberdriveillinois.com>

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMSURG HOLDINGS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTEENTH DAY OF JULY, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AMSURG HOLDINGS, INC." WAS INCORPORATED ON THE FOURTEENTH DAY OF JULY, A.D. 2014.

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



5567812 8300

SR# 20164904366

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

000022

A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 202655493

Date: 07-14-16

ATTACHMENT 4



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that I am the keeper of the records of the Department of Business Services. I certify that

AMSURG HOLDINGS, INC., INCORPORATED IN TENNESSEE AND LICENSED TO TRANSACT BUSINESS IN THIS STATE ON SEPTEMBER 01, 2004, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS A FOREIGN CORPORATION IN GOOD STANDING AND AUTHORIZED TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS.



In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois, this 14TH
day of JULY A.D. 2016 .

Jesse White

SECRETARY OF STATE

000023

ATTACHMENT 4



STATE OF TENNESSEE
Tre Hargett, Secretary of State
Division of Business Services
William R. Snodgrass Tower
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102

INFINITY PROFESSIONAL SERVICES GROUP INC.
SUITE 104
600 S. 2ND STREET
SPRINGFIELD, IL 62704

July 14, 2016

Request Type: Certificate of Existence/Authorization
Request #: 0208281

Issuance Date: 07/14/2016
Copies Requested: 1

Document Receipt

Receipt #: 002796991

Filing Fee: \$20.00

Payment-Credit Card - State Payment Center - CC #: 3678343005

\$20.00

Regarding: AMSURG CORP.

Filing Type: For-profit Corporation - Domestic

Control #: 250839

Formation/Qualification Date: 03/06/1992

Date Formed: 03/06/1992

Status: Active

Formation Locale: TENNESSEE

Duration Term: Perpetual

Inactive Date:

Business County: DAVIDSON COUNTY

CERTIFICATE OF EXISTENCE

I, Tre Hargett, Secretary of State of the State of Tennessee, do hereby certify that effective as of the issuance date noted above

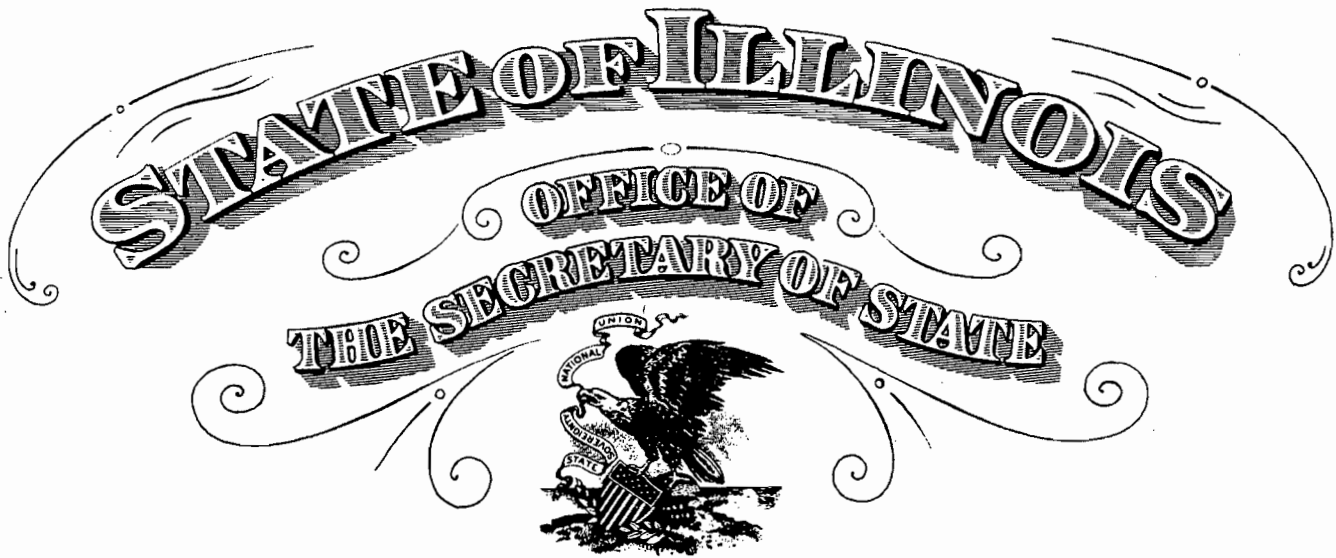
AMSURG CORP.

- * is a Corporation duly incorporated under the law of this State with a date of incorporation and duration as given above;
- * has paid all fees, taxes and penalties owed to this State (as reflected in the records of the Secretary of State and the Department of Revenue) which affect the existence/authorization of the business;
- * has filed the most recent annual report required with this office;
- * has appointed a registered agent and registered office in this State;
- * has not filed Articles of Dissolution or Articles of Termination. A decree of judicial dissolution has not been filed.

Tre Hargett
Secretary of State

Processed By: Cert Web User

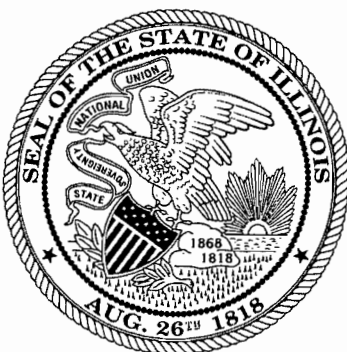
Verification #: 018180727



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that I am the keeper of the records of the Department of Business Services. I certify that

AMSURG CORP., INCORPORATED IN TENNESSEE AND LICENSED TO TRANSACT BUSINESS IN THIS STATE ON SEPTEMBER 02, 2004, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS A FOREIGN CORPORATION IN GOOD STANDING AND AUTHORIZED TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS.



In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois, this 14TH
day of JULY A.D. 2016 .

Jesse White

SECRETARY OF STATE

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEW AMETHYST CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTEENTH DAY OF JULY, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NEW AMETHYST CORP." WAS INCORPORATED ON THE TENTH DAY OF JUNE, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL FRANCHISE TAXES HAVE BEEN ASSESSED TO DATE.



6065421 8300

SR# 20164904408

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

A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line.

Jeffrey W. Bullock, Secretary of State

Authentication: 202655501

Date: 07-14-16

ATTACHMENT 4

000026

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ENVISION HEALTHCARE HOLDINGS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF JULY, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ENVISION HEALTHCARE HOLDINGS, INC." WAS INCORPORATED ON THE TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 2011.

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



4946157 8300

SR# 20164877134

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

A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 202644357

Date: 07-12-16

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ATTACHMENT 4

Section 14, Transaction Documents

Attachment 5

Summary of Transaction Documents

1. Names and Background of the Parties

A. Oak Lawn IL Endoscopy ASC, LLC, d/b/a Oak Lawn Endoscopy Center ("Oak Lawn Endoscopy Center")

Oak Lawn Endoscopy Center is located in Oak Lawn, Illinois, fifteen miles southwest of downtown Chicago. Oak Lawn Endoscopy Center is owned fifty-one (51%) by AmSurg Corp. ("AmSurg") and forty-nine percent (49%) by participating physicians.

B. AmSurg Holdings, Inc. ("Amsurg Holdings")

AmSurg Holdings is a Delaware corporation. AmSurg Holdings is the entity that presently holds interest surgery centers across the country, including three in Illinois: (i) The Lake Bluff IL Endoscopy ASC, LLC, d/b/a North Shore Endoscopy Center, (ii) Oak Lawn IL Endoscopy ASC, LLC, d/b/a Oak Lawn Endoscopy Center, and (iii) Glen Endoscopy Center, LLC. AmSurg Holdings will continue to hold these interests following the merger.

C. AmSurg Corp. ("AmSurg")

AmSurg is a publically traded Tennessee corporation. AmSurg will merge into New Amethyst and then Envision Healthcare Holdings, Inc. will also merge into New Amethyst. AmSurg is the parent of AmSurg Holdings.

D. Envision Healthcare Holdings, Inc. ("Envision")

Envision is a publically traded Delaware corporation. Envision will merge into New Amethyst.

E. **New Amethyst Corporation ("New Amethyst")**

New Amethyst is a new created wholly-owned Delaware subsidiary of AmSurg. After the closing of the proposed transaction, New Amethyst will be renamed "Envision Healthcare Corporation" which will be the parent of AmSurg Holdings.

2. **Structure of the Transaction**

AmSurg, Envision and New Amethyst have entered into an Agreement and Plan of Merger (the "Merger Agreement"). Under the Merger Agreement, after first obtaining Review Board and other regulatory approvals, AmSurg and Envision will merge in an all-stock transaction.

First, AmSurg will merge with and into its wholly-owned Delaware subsidiary, New Amethyst Corp. ("New Amethyst"), with New Amethyst as the surviving corporation. The purpose of this merger is to change AmSurg's domicile from Tennessee to Delaware.

Envision will then merge with and into New Amethyst, with New Amethyst as the surviving corporation. At the time of closing New Amethyst will then be renamed "Envision Healthcare Corporation."

Based on the share exchange ratio, Envision shareholders will receive approximately fifty-three percent (53%) and AmSurg shareholders will receive approximately forty-seven percent (47%) of the equity interests in New Amethyst.

This application is part of a package of three applications seeking Review Board approval for Certificate of Exemption ("COEs") for changes of ownership resulting from this transaction. The three facilities are: (i) The Lake Bluff IL Endoscopy ASC, LLC, d/b/a North Shore Endoscopy Center, (ii) Oak Lawn IL Endoscopy ASC, LLC, d/b/a Oak Lawn Endoscopy Center, and (iii) Glen Endoscopy Center, LLC, all of which are currently owned by AmSurg Holdings, Inc. (51%) and affiliated physicians (49%).

There is no monetary consideration being exchanged between the parties as part of the transaction since this is an all-stock transaction.

3. **The Person Who Will Be the Licensed Entity After the Transaction**

Oak Lawn IL Endoscopy ASC, LLC, d/b/a Oak Lawn Endoscopy Center will continue to be the licensed entity.

4. The Ownership Interest in the Licensed Entity Pre and Post Transaction

An organizational chart showing the current membership and ownership structure and the post-closing ownership structure of Oak Lawn Endoscopy Center is included in Attachment 3. There is no change in the direct ownership of the licensed ambulatory surgical treatment centers. The change creating this COE application relates only to changes at the ultimate parent level.

5. Fair Market Value of the Assets Being Transferred

Because this is a merger there is no acquisition price or cash consideration being paid. On June 15, 2016, Envision Healthcare Holdings, Inc. and AmSurg Corp. entered into a definitive merger agreement, subject to necessary regulatory approvals, pursuant to which the companies will combine in an all-stock transaction at a fixed exchange ratio of 0.334 AmSurg shares per Envision share. The combined organization will have a pro forma market capitalization of approximately \$10 billion and enterprise value of approximately \$15 billion based on the closing stock prices of Envision and AmSurg on June 14, 2016. Envision shareholders will own approximately 53% percent and AmSurg shareholders will own approximately 47% percent of the combined organization on a fully diluted basis, including preferred shares. As part of the transaction, AmSurg did not assign any specific value to the facility or obtain a valuation of any specific facility.

6. Purchase Price and Other Consideration

There is no monetary consideration being exchanged between the parties as part of the transaction. Instead, this is a merger and all-stock exchange.

7. Post-Closing Attestation

Within ninety (90) days of after the closing of the proposed transaction, the Applicants will provide certification to the Review Board that the change in ownership has been completed in accordance with the terms set forth in this application.

Section 15, Financial Statements

Attachment 6

Financial Statements

Copies of the most recently audited consolidated financial statements for AmSurg and Envision for the year ending December 31, 2015 are included in the companion COE application for The Lake Bluff IL Endoscopy ASC, LLC, d/b/a North Shore Endoscopy Center, and are incorporated by reference.

Because both AmSurg and Envision are publically traded companies, the financial statements are extracted from the companies' most recent 10-K filings with the Security and Exchange Commission.

New Amethyst is a newly created entity and, as such, does not have audited financial statements.

Attachment 7

Section 1130.520, Information Requirements for Change of Ownership of a Health Care Facility

1. **Affirmations:** In accordance with 77 Ill. Adm. Code §1130.520, the Applicants affirm the following:
 - a. The transaction documents contain a provision that closing is subject to CON and/or COE approvals.
 - b. No adverse action has been taken against any of the Applicants by the federal government, licensing or certifying bodies, or any other agency of the State of Illinois against any health care facility owned or operated by any of the Applicants, directly or indirectly, within the past three years.
 - c. Any projects for which permits have been issued by the Review Board have been completed or will be completed or altered in accordance with the provisions of 77 Ill. Adm. Code §1130.520. The facility has no permits from the Review Board which have not been completed.
 - d. The Applicants understand that failure to complete the Affiliation in accordance with the applicable provisions of Section 1130.500(d) no later than 24 months from the date of exemption approval and failure to comply with the material change requirements of this Section will invalidate the exemption.
2. **Statement as to the anticipated benefits of the proposed changes in ownership to the community.**

There will be no change in the operation of the Applicant facility.

3. **Statement as to the anticipated or potential cost savings, if any, that will result for the community and the facility as a result of the change in ownership.**

There will be no change in the operation of the Applicant facility.

4. **Description of the facility's quality improvement program mechanism that will be utilized to assure quality control.**

There will be no change in the operation of the Applicant facility.

5. Description of the applicants' organizational structure, including a listing of controlling or subsidiary persons.

Diagrams illustrating the ownership structure both current and post-transaction, are provided in Attachment 3.

6. Description of the selection process that the acquiring entity will use to select the facility's governing body.

The facility will continue to be owned fifty-one percent (51%) by AmSurg Holdings, Inc. and forty-nine percent (49%) by affiliated physicians. There will be no change to the governing board of the Illinois licensed facilities.

Envision Healthcare Corporation will become the parent corporation with ultimate control of the Applicant facility as defined by Review Board regulations.

At the corporate parent level, at the time of the merger seven (7) members of the board of directors will be appointed by AmSurg and seven (7) will be appointed by Envision.

7. Statement that the applicants have prepared a written response addressing the review criteria contained in 77 Ill. Adm. Code 1110.240 and that the response is available for public review on the premises of the health care facility.

The Applicants have or will prepare a written response addressing the review criteria contained in 77 Ill. Adm. Code 1110.240 that will be available for public review at Oak Lawn Endoscopy Center.

8. Description or summary of any proposed changes to the scope of services or levels of care currently provided at the facility that are anticipated to occur within twenty-four (24) months after acquisition.

There are no proposed changes to the scope of services or levels of care currently provided at the facility that are anticipated to occur within twenty-four (24) months as a result of the transaction.