



ROGERS PARK

SURGERY CENTER

April 09th, 2018

VIA USPS Certified Mail

Courtney Avery
Administrator
Illinois Health Facility and Services Review Board
525 West Jefferson, 2nd Floor
Springfield, Illinois 62761

RECEIVED

APR 17 2018

**HEALTH FACILITIES &
SERVICES REVIEW BOARD**

Re:E-040-17 - Rogers Park One Day Surgery Center, Chicago

Dear Ms. Avery:

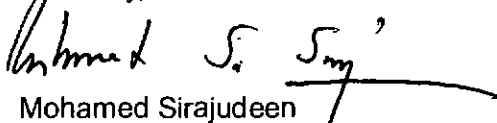
This letter acts as confirmation that the changes of ownership as described in the above referenced COE applications occurred on October 28, 2017.

The material terms of the transactions did not change from those presented in the application and approved by the Illinois Health Facilities and Services Review Board.

We trust that this notice is timely and in accordance with your requirements.

Should any additional information be required, please do not hesitate to contact me at (773) 761-0500 (Office) or (773) 552-1355 (Cell)

Sincerely,


Mohamed Sirajudeen
Cheife Executive Office
Rogers Park One Day Surgery Center



STATE OF ILLINOIS
HEALTH FACILITIES AND SERVICES REVIEW BOARD

525 WEST JEFFERSON ST. • SPRINGFIELD, ILLINOIS 62761 • (217) 782-3516 FAX: (217) 785-4111

October 30, 2017

Mohamed Sirajudeen, Officer
Rogers Park One Day Surgery Center, Inc.
7616 North Paulina
Chicago, Illinois 60626

RE: Change of Ownership Exemption, Health Facilities Planning Act--Part 1130 Exemption.
Exemption #: E-040-17 – Rogers Park One Day Surgery Center, Inc.
Exemption Holder: Rogers Park One Day Surgery Center, Inc.
Owner of Physical Plant: Mohamed Sirajudeen
Entity to be Licensed: Rogers Park One Day Surgery Center, Inc.
Completion Date: October 28, 2017

Dear Mr. Sirajudeen:

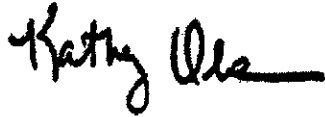
On October 28, 2017, the Chairman of the Illinois Health Facilities and Services Review Board (State Board) acting on behalf of the State Board under 77 IAC 1130.560(a) approved your request for a change of ownership exemption. The approval was based upon the application's compliance with applicable provisions of 77 IAC 1130.520. The exemption is for Rogers Park One Day Surgery Center, Inc. The entity to be licensed is Rogers Park One Day Surgery Center, Inc. The exemption involves sale of assets resulting in no change in the licensee. The fair market value of the transaction is \$4,300,000.

You are reminded that the issuance of the certificate of exemption is contingent upon the submittal of a statement to the State Board within 90 days of the closing date of the transaction that certifies the change of ownership has been completed in accordance with the key terms contained in the application. If the key terms of the transaction change, a new application must be filed. To demonstrate completion of this transaction, the exemption holder must provide the State Board with the date that the ownership change occurred and also provide a copy of the license or certification issued pursuant to the change of ownership. Failure to provide the required notification shall subject the exemption holder to the sanctions provided under Section 14 of the Illinois Health Facilities Planning Act. The exemption holder is also reminded that 77 IAC 1130.140 defines transactions that constitute a change of ownership of a health care facility. You should become familiar with those definitions.

The State Board's approval does not exempt the transaction from any other regulatory, certification or licensure requirements that may be applicable prior to acquisition. The exemption will be invalid should the facility for which the change of ownership was granted cease to be an existing health care facility as defined in 77 IAC 1130.140.

Should you have any questions or concerns please contact Courtney Avery of my staff at Courtney.Avery@illinois.gov or 312.814.4825.

Sincerely,

A handwritten signature in black ink, appearing to read "Kathy Olson", with a long horizontal flourish extending to the right.

Kathy Olson, Board Chair
Illinois Health Facilities and Services Review Board

EXHIBIT 3.2(a)

ASSIGNMENT AND BILL OF SALE

Roberts Park One Day Surgery Center, Inc., an Illinois corporation and **Paulina Anesthesia, Inc.**, an Illinois corporation ("Sellers"), and **Anita Nayak**, an individual residing in Illinois ("Sellers' Member"), in consideration of good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, do hereby irrevocably grant, sell, transfer, convey, deliver and assign (but in the case of Sellers' Member only to the extent, if any, of his interest) to **Mohamed Sirajudeen**, an individual residing in Illinois ("Purchaser"), all of the "Purchased Assets" (as that term is used in that certain Asset Purchase Agreement dated August 5, 2017, among Sellers, Sellers' Member and Purchaser and), including but not limited to all items set forth on the Schedules attached hereto.

Purchaser shall have all right and title to said Purchased Assets in itself and in its designees, successors and assigns.

~~Sellers and Sellers' Member hereby jointly and severally covenant to Purchaser and its~~
designees, successors and assigns, that Sellers is the sole and lawful owner of the Purchased Assets; the Purchased Assets are free of all liens and encumbrances; neither Sellers' Member nor Sellers is in default under or with respect to any of the Purchased Assets; Sellers has good right to sell and assign such Purchased Assets; and Sellers and Sellers' Member will warrant and defend that right and the Purchased Assets against all claims and demands of all persons and entities whatsoever.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, Sellers and Sellers' Member have executed this Assignment and Bill of Sale as of December 1, 2017.

SELLERS:

ROGERS PARK ONE DAY SURGERY
CENTER, INC.

By: Anita R. Nayak
Anita Nayak
Its: President

PURCHASER:

MOHAMED SIRAJUDEEN

By: Mohamed S. Sirajudeen
Mohamed Sirajudeen

PAULINA ANESTHESIA, INC.

By: Anita R. Nayak
Anita Nayak
Its: President

SELLERS' MEMBER:

Anita R. Nayak
Anita Nayak