

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
CHANGE OF OWNERSHIP APPLICATION FOR EXEMPTION- 04/2021 Edition

**ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
APPLICATION FOR CHANGE OF OWNERSHIP EXEMPTION**

SECTION I. IDENTIFICATION, GENERAL INFORMATION, AND CERTIFICATION

This Section must be completed for all projects.

Facility/Project Identification

Facility Name: Naperville Fertility Center, Inc.		
Street Address: 3 North Washington Street		
City and Zip Code: Naperville, Illinois 60540		
County: DuPage	Health Service Area: 7	Health Planning Area: 043

Legislators

State Senator Name: Laura Ellman, 21 st District
State Representative Name: Janet Yang Rohr, 4 th District

Applicant(s) [Provide for each applicant (refer to Part 1130.220)]

Exact Legal Name: Naperville Fertility Center, Inc.
Street Address: 3 North Washington Street
City and Zip Code: Naperville, Illinois 60540
Name of Registered Agent: ACFB Incorporated
Registered Agent Street Address: 71 South Wacker Drive, Suite 1600
Registered Agent City and Zip Code: Chicago, Illinois 60606
Name of Chief Executive Officer: Jody L. Morris
CEO Street Address: 3 North Washington Street
CEO City and Zip Code: Naperville, Illinois 60540
CEO Telephone Number: 630-548-9430

Type of Ownership of Applicants

<input type="checkbox"/> Non-profit Corporation	<input type="checkbox"/> Partnership
<input checked="" type="checkbox"/> For-profit Corporation	<input type="checkbox"/> Governmental
<input type="checkbox"/> Limited Liability Company	<input type="checkbox"/> Sole Proprietorship <input type="checkbox"/> Other
<ul style="list-style-type: none"> Corporations and limited liability companies must provide an Illinois certificate of good standing. Partnerships must provide the name of the state in which they are organized and the name and address of each partner specifying whether each is a general or limited partner. 	
APPEND DOCUMENTATION AS ATTACHMENT 1 IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.	

Primary Contact [Person to receive ALL correspondence or inquiries]

Name: Kelly Z. Andrews
Title: General Counsel
Company Name: Pinnacle Fertility Inc.
Address: 1715 North Westshore Boulevard, Suite 410, Tampa, Florida 33607
Telephone Number: 727-638-1296
E-mail Address: KAndrews@pinnaclefertility.com
Fax Number:

**ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
CHANGE OF OWNERSHIP APPLICATION FOR EXEMPTION- 04/2021 Edition**

Facility/Project Identification

Facility Name: Naperville Fertility Center, Inc.		
Street Address: 3 North Washington Street		
City and Zip Code: Naperville, Illinois 60540		
County: DuPage	Health Service Area: 7	Health Planning Area: 043

Legislators

State Senator Name: Laura Ellman, 21 st District
State Representative Name: Janet Yang Rohr, 4 th District

Applicant(s) [Provide for each applicant (refer to Part 1130.220)]

Exact Legal Name: The Jody L. Morris Trust
Street Address: 1149 Hobson Mill Drive
City and Zip Code: Naperville, Illinois 60540
Name of Registered Agent: N/A
Registered Agent Street Address: N/A
Registered Agent City and Zip Code: N/A
Name of Chief Executive Officer: Jody L. Morris
CEO Street Address: 3 North Washington Street
CEO City and Zip Code: Naperville, Illinois 60540
CEO Telephone Number: 630-548-9430

Type of Ownership of Applicants

<input type="checkbox"/> Non-profit Corporation	<input type="checkbox"/> Partnership	
<input checked="" type="checkbox"/> For-profit Corporation	<input type="checkbox"/> Governmental	
<input type="checkbox"/> Limited Liability Company	<input type="checkbox"/> Sole Proprietorship	<input checked="" type="checkbox"/> Other

☐ Corporations and limited liability companies must provide an **Illinois certificate of good standing**.
☐ Partnerships must provide the name of the state in which they are organized and the name and address of each partner specifying whether each is a general or limited partner.

APPEND DOCUMENTATION AS ATTACHMENT 1 IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

Primary Contact [Person to receive ALL correspondence or inquiries]

Name: Kelly Z. Andrews
Title: General Counsel
Company Name: Pinnacle Fertility Inc.
Address: 1715 North Westshore Boulevard, Suite 410, Tampa, Florida 33607
Telephone Number: 727-638-1296
E-mail Address: KAndrews@pinnaclefertility.com
Fax Number:

**ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
CHANGE OF OWNERSHIP APPLICATION FOR EXEMPTION- 04/2021 Edition**

Facility/Project Identification

Facility Name: Naperville Fertility Center, Inc.		
Street Address: 3 North Washington Street		
City and Zip Code: Naperville, Illinois 60540		
County: DuPage	Health Service Area: 7	Health Planning Area: 043

Legislators

State Senator Name: Laura Ellman, 21 st District
State Representative Name: Janet Yang Rohr, 4 th District

Applicant(s) [Provide for each applicant (refer to Part 1130.220)]

Exact Legal Name: Randy S. Morris, M.D.
Street Address: 3 North Washington Street
City and Zip Code: Naperville, Illinois 60540
Name of Registered Agent: N/A
Registered Agent Street Address: N/A
Registered Agent City and Zip Code: N/A
Name of Chief Executive Officer: N/A
CEO Street Address: N/A
CEO City and Zip Code: N/A
CEO Telephone Number: N/A

Type of Ownership of Applicants

<input type="checkbox"/> Non-profit Corporation	<input type="checkbox"/> Partnership	
<input type="checkbox"/> For-profit Corporation	<input type="checkbox"/> Governmental	
<input type="checkbox"/> Limited Liability Company	<input checked="" type="checkbox"/> Sole Proprietorship	<input type="checkbox"/> Other

☐ Corporations and limited liability companies must provide an Illinois certificate of good standing.
☐ Partnerships must provide the name of the state in which they are organized and the name and address of each partner specifying whether each is a general or limited partner.

APPEND DOCUMENTATION AS ATTACHMENT 1 IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

Primary Contact [Person to receive ALL correspondence or inquiries]

Name: Kelly Z. Andrews
Title: General Counsel
Company Name: Pinnacle Fertility, Inc.
Address: 1715 North Westshore Boulevard, Suite 410, Tampa, Florida 33607
Telephone Number: 727-638-1296
E-mail Address: KAndrews@pinnaclefertility.com
Fax Number:

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
CHANGE OF OWNERSHIP APPLICATION FOR EXEMPTION- 04/2021 Edition

Facility/Project Identification

Facility Name: Naperville Fertility Center, Inc.		
Street Address: 3 North Washington Street		
City and Zip Code: Naperville, Illinois 60540		
County: DuPage	Health Service Area: 7	Health Planning Area: 043

Legislators

State Senator Name: Laura Ellman, 21 st District
State Representative Name: Janet Yang Rohr, 4 th District

Applicant(s) [Provide for each applicant (refer to Part 1130.220)]

Exact Legal Name: Pinnacle Fertility, Inc.
Street Address: 1715 North Westshore Boulevard, Suite 410
City and Zip Code: Tampa, Florida, 33607
Name of Registered Agent: The Corporation Trust Company
Registered Agent Street Address: Corporation Trust Center/1209 Orange Street
Registered Agent City and Zip Code: Wilmington, Delaware 19801
Name of Chief Executive Officer: Andrew Mintz
CEO Street Address: 1715 North Westshore Boulevard, Suite 400
CEO City and Zip Code: Tampa Florida 33607
CEO Telephone Number:

Type of Ownership of Applicants

<input type="checkbox"/> Non-profit Corporation	<input type="checkbox"/> Partnership	
<input checked="" type="checkbox"/> For-profit Corporation	<input type="checkbox"/> Governmental	
<input type="checkbox"/> Limited Liability Company	<input type="checkbox"/> Sole Proprietorship	<input type="checkbox"/> Other

☐ Corporations and limited liability companies must provide an **Illinois certificate of good standing**.
☐ Partnerships must provide the name of the state in which they are organized and the name and address of each partner specifying whether each is a general or limited partner.

APPEND DOCUMENTATION AS ATTACHMENT 1 IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

Primary Contact [Person to receive ALL correspondence or inquiries]

Name: Kelly Z. Andrews
Title: General Counsel
Company Name: Pinnacle Fertility, Inc.
Address: 1715 North Westshore Boulevard, Suite 410, Tampa, Florida 33607
Telephone Number: 727-638-1296
E-mail Address: KAndrews@pinnaclefertility.com
Fax Number:

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
CHANGE OF OWNERSHIP APPLICATION FOR EXEMPTION- 04/2021 Edition

Facility/Project Identification

Facility Name: Naperville Fertility Center, Inc.		
Street Address: 3 North Washington Street		
City and Zip Code: Naperville, Illinois 60540		
County: DuPage	Health Service Area: 7	Health Planning Area: 043

Legislators

State Senator Name: Laura Ellman, 21 st District
State Representative Name: Janet Yang Rohr, 4 th District

Applicant(s) [Provide for each applicant (refer to Part 1130.220)]

Exact Legal Name: IVF Consulting, LLC
Street Address: 409 West Huron Street, Suite 500
City and Zip Code: Chicago, Illinois 60654
Name of Registered Agent: Thomas B. Shapira
Registered Agent Street Address: 333 West Wacker Drive, Suite 1700
Registered Agent City and Zip Code: Chicago, Illinois 60606
Name of Chief Executive Officer: Andrew Mintz
CEO Street Address: 1715 North Westshore Boulevard, Suite 400
CEO City and Zip Code: Tampa Florida 33607
CEO Telephone Number:

Type of Ownership of Applicants

<input type="checkbox"/> Non-profit Corporation	<input type="checkbox"/> Partnership	
<input type="checkbox"/> For-profit Corporation	<input type="checkbox"/> Governmental	
<input checked="" type="checkbox"/> Limited Liability Company	<input type="checkbox"/> Sole Proprietorship	<input type="checkbox"/> Other

☐ Corporations and limited liability companies must provide an Illinois certificate of good standing.
☐ Partnerships must provide the name of the state in which they are organized and the name and address of each partner specifying whether each is a general or limited partner.

APPEND DOCUMENTATION AS ATTACHMENT 1 IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

Primary Contact [Person to receive ALL correspondence or inquiries]

Name: Kelly Z. Andrews
Title: General Counsel
Company Name: Pinnacle Fertility Inc.
Address: 1715 North Westshore Boulevard, Suite 410, Tampa, Florida 33607
Telephone Number: 727-638-1296
E-mail Address: KAndrews@pinnaclefertility.com
Fax Number:

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
CHANGE OF OWNERSHIP APPLICATION FOR EXEMPTION- 04/2021 Edition

Additional Contact [Person who is also authorized to discuss the Application]

Name:
Title:
Company Name:
Address:
Telephone Number:
E-mail Address:
Fax Number:

Post Exemption Contact

[Person to receive all correspondence subsequent to exemption issuance-**THIS PERSON MUST BE EMPLOYED BY THE LICENSED HEALTH CARE FACILITY AS DEFINED AT 20 ILCS 3960**]

Name: Kelly Z. Andrews
Title: General Counsel
Company Name: Pinnacle Fertility Inc.
Address: 1715 North Westshore Boulevard, Suite 410, Tampa, Florida 33607
Telephone Number: 727-638-1296
E-mail Address: KAndrews@pinnaclefertility.com
Fax Number:

Site Ownership after the Project is Complete

[Provide this information for each applicable site]

Exact Legal Name of Site Owner: Medical Properties, LLC
Address of Site Owner: 1149 Hobson Mill Drive, Naperville, Illinois 60540
Street Address or Legal Description of the Site: 3 North Washington Street, Naperville, Illinois 60540
Proof of ownership or control of the site is to be provided as Attachment 2. Examples of proof of ownership are property tax statements, tax assessor's documentation, deed, notarized statement of the corporation attesting to ownership, an option to lease, a letter of intent to lease, or a lease.

APPEND DOCUMENTATION AS ATTACHMENT 2, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

Current Operating Identity/Licensee

[Provide this information for each applicable facility and insert after this page.]

Exact Legal Name: Naperville Fertility Center, Inc.		
Address: 3 North Washington Street, Naperville, Illinois 60540		
<input type="checkbox"/> Non-profit Corporation <input checked="" type="checkbox"/> For-profit Corporation <input type="checkbox"/> Limited Liability Company <input type="checkbox"/> Other	<input type="checkbox"/> Partnership <input type="checkbox"/> Governmental <input type="checkbox"/> Sole Proprietorship	<input type="checkbox"/>

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
CHANGE OF OWNERSHIP APPLICATION FOR EXEMPTION- 04/2021 Edition

Operating Identity/Licensee after the Project is Complete

[Provide this information for each applicable facility and insert after this page.]

Exact Legal Name: Naperville Fertility Center, Inc.	
Address: 3 North Washington Street, Naperville, Illinois 60540	
<input type="checkbox"/> Non-profit Corporation <input checked="" type="checkbox"/> For-profit Corporation <input type="checkbox"/> Limited Liability Company <input type="checkbox"/> Other	<input type="checkbox"/> Partnership <input type="checkbox"/> Governmental <input type="checkbox"/> Sole Proprietorship
<ul style="list-style-type: none"> o Corporations and limited liability companies must provide an Illinois Certificate of Good Standing. o Partnerships must provide the name of the state in which organized and the name and address of each partner specifying whether each is a general or limited partner. o Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership. 	
APPEND DOCUMENTATION AS ATTACHMENT 3, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.	

Organizational Relationships

Provide (for each applicant) an organizational chart containing the name and relationship of any person or entity who is related (as defined in Part 1130.140). If the related person or entity is participating in the development or funding of the project, describe the interest and the amount and type of any financial contribution.

APPEND DOCUMENTATION AS ATTACHMENT 4, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
CHANGE OF OWNERSHIP APPLICATION FOR EXEMPTION- 04/2021 Edition

Narrative Description

In the space below, provide a brief narrative description of the change of ownership. Explain **WHAT** is to be done in **State Board defined terms**, **NOT WHY** it is being done. If the project site does **NOT** have a street address, include a legal description of the site.

Naperville Fertility Center, Inc. is a limited specialty IDPH licensed ambulatory surgical treatment center located at 3 North Washington Street, Naperville, Illinois 60540. Currently, The Jody L. Morris Trust is the majority (95%) owner and Randy S. Morris is the minority owner (5%) owner of Naperville Fertility Center, Inc.

The applicants seek approval from the Illinois Health Facilities and Services Review Board (the "State Board") for a change of ownership of Naperville Fertility Center. Specifically, IVF Consulting, LLC will acquire all of the outstanding stock of Naperville Fertility Center.

The change of ownership of Naperville Fertility Center is not expected to result in any changes in the operations of the ambulatory surgical treatment center.

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
CHANGE OF OWNERSHIP APPLICATION FOR EXEMPTION- 04/2021 Edition

Related Project Costs

Provide the following information, as applicable, with respect to any land related to the project that will be or has been acquired during the last two calendar years:

Land acquisition is related to project	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
Purchase Price: \$	_____	
Fair Market Value: \$	_____	

Project Status and Completion Schedules

Outstanding Permits: Does the facility have any projects for which the State Board issued a permit that is not complete? Yes ___ No X. If yes, indicate the projects by project number and whether the project will be complete when the exemption that is the subject of this application is complete.

Anticipated exemption completion date (refer to Part 1130.570): June 22, 2022 or as soon thereafter as closing conditions are satisfied or waived by the parties.

State Agency Submittals

Are the following submittals up to date as applicable:

- ☐ Cancer Registry **NOT APPLICABLE**
 - ☐ APORS **NOT APPLICABLE**
 - ☒ All formal document requests such as IDPH Questionnaires and Annual Bed Reports been submitted
 - ☐ All reports regarding outstanding permits **NOT APPLICABLE**
- Failure to be up to date with these requirements will result in the Application being deemed incomplete.**

CERTIFICATION

The Application must be signed by the authorized representatives of the applicant entity. Authorized representatives are:

- in the case of a corporation, any two of its officers or members of its Board of Directors;
- in the case of a limited liability company, any two of its managers or members (or the sole manager or member when two or more managers or members do not exist);
- in the case of a partnership, two of its general partners (or the sole general partner, when two or more general partners do not exist);
- in the case of estates and trusts, two of its beneficiaries (or the sole beneficiary when two or more beneficiaries do not exist); and
- in the case of a sole proprietor, the individual that is the proprietor.

This Application is filed on the behalf of **Naperville Fertility Center, Inc.** in accordance with the requirements and procedures of the Illinois Health Facilities Planning Act. The undersigned certifies that he or she has the authority to execute and file this Application on behalf of the applicant entity. The undersigned further certifies that the data and information provided herein, and appended hereto, are complete and correct to the best of his or her knowledge and belief. The undersigned also certifies that the fee required for this application is sent herewith or will be paid upon request.

Jody L. Morris
SIGNATURE

Jody L. Morris
PRINTED NAME

President
PRINTED TITLE

Randy S. Morris
SIGNATURE

Randy S. Morris, M.D.
PRINTED NAME

Secretary
PRINTED TITLE

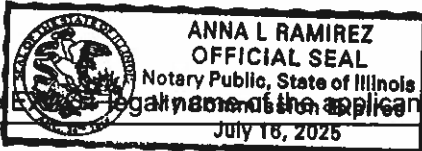
Notarization:

Subscribed and sworn to before me
this 31st day of May 2022

Anna L. Ramirez
Signature of Notary

Seal

*Insert the legal name of the applicant

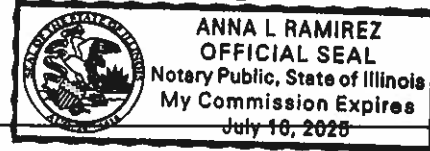


Notarization:

Subscribed and sworn to before me
this 31st day of May 2022

Anna L. Ramirez
Signature of Notary

Seal



CERTIFICATION

The Application must be signed by the authorized representatives of the applicant entity. Authorized representatives are:

- in the case of a corporation, any two of its officers or members of its Board of Directors;
- in the case of a limited liability company, any two of its managers or members (or the sole manager or member when two or more managers or members do not exist);
- in the case of a partnership, two of its general partners (or the sole general partner, when two or more general partners do not exist);
- in the case of estates and trusts, two of its beneficiaries (or the sole beneficiary when two or more beneficiaries do not exist); and
- in the case of a sole proprietor, the individual that is the proprietor.

This Application is filed on the behalf of The Jody L. Morris Trust in accordance with the requirements and procedures of the Illinois Health Facilities Planning Act. The undersigned certifies that he or she has the authority to execute and file this Application on behalf of the applicant entity. The undersigned further certifies that the data and information provided herein, and appended hereto, are complete and correct to the best of his or her knowledge and belief. The undersigned also certifies that the fee required for this application is sent herewith or will be paid upon request.

Jody L. Morris
SIGNATURE

Jody L. Morris
PRINTED NAME

Beneficiary
PRINTED TITLE

SIGNATURE

PRINTED NAME

PRINTED TITLE

Notarization:

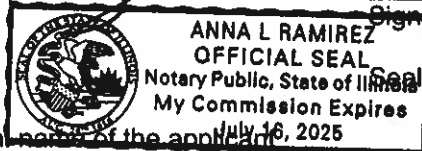
Subscribed and sworn to before me
this 31st day of May 2022

Notarization:

Subscribed and sworn to before me
this ____ day of _____

Anna L. Ramirez
Signature of Notary

Seal



Signature of Notary

*Insert the EXACT legal name of the applicant

CERTIFICATION

The Application must be signed by the authorized representatives of the applicant entity. Authorized representatives are:

- in the case of a corporation, any two of its officers or members of its Board of Directors;
- in the case of a limited liability company, any two of its managers or members (or the sole manager or member when two or more managers or members do not exist);
- in the case of a partnership, two of its general partners (or the sole general partner, when two or more general partners do not exist);
- in the case of estates and trusts, two of its beneficiaries (or the sole beneficiary when two or more beneficiaries do not exist); and
- in the case of a sole proprietor, the individual that is the proprietor.

This Application is filed on the behalf of **Randy S. Morris, M.D.** in accordance with the requirements and procedures of the Illinois Health Facilities Planning Act. The undersigned certifies that he or she has the authority to execute and file this Application on behalf of the applicant entity. The undersigned further certifies that the data and information provided herein, and appended hereto, are complete and correct to the best of his or her knowledge and belief. The undersigned also certifies that the fee required for this application is sent herewith or will be paid upon request.

Randy S. Morris
SIGNATURE
Randy S. Morris, M.D.
PRINTED NAME

SIGNATURE

PRINTED NAME

PRINTED TITLE

PRINTED TITLE

Notarization:

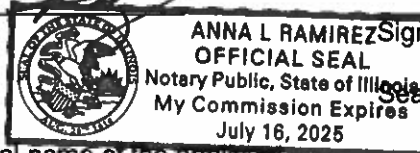
Subscribed and sworn to before me
this 31st day of May 2022

Notarization:

Subscribed and sworn to before me
this ____ day of _____

Anna L. Ramirez
Signature of Notary

Seal



*Insert the EXACT legal name of the applicant

CERTIFICATION

The Application must be signed by the authorized representatives of the applicant entity. Authorized representatives are:

- in the case of a corporation, any two of its officers or members of its Board of Directors;
- in the case of a limited liability company, any two of its managers or members (or the sole manager or member when two or more managers or members do not exist);
- in the case of a partnership, two of its general partners (or the sole general partner, when two or more general partners do not exist);
- in the case of estates and trusts, two of its beneficiaries (or the sole beneficiary when two or more beneficiaries do not exist); and
- in the case of a sole proprietor, the individual that is the proprietor.

This Application is filed on the behalf of Pinnacle Fertility, Inc. in accordance with the requirements and procedures of the Illinois Health Facilities Planning Act. The undersigned certifies that he or she has the authority to execute and file this Application on behalf of the applicant entity. The undersigned further certifies that the data and information provided herein, and appended hereto, are complete and correct to the best of his or her knowledge and belief. The undersigned also certifies that the fee required for this application is sent herewith or will be paid upon request.

DocuSigned by:

Andrew Mintz

10902E137BEE40E

SIGNATURE

Andrew Mintz

PRINTED NAME

Chief Executive Officer

PRINTED TITLE

Notarization:

Subscribed and sworn to before me
this ____ day of _________
Signature of Notary

Seal

DocuSigned by:

Beth Zoneraich

AFBB7A59D8804AB

SIGNATURE

Beth Zoneraich

PRINTED NAME

Chief Operating Officer

PRINTED TITLE

Notarization:

Subscribed and sworn to before me
this ____ day of _________
Signature of Notary

Seal

*Insert the EXACT legal name of the applicant

CERTIFICATION

The Application must be signed by the authorized representatives of the applicant entity. Authorized representatives are:

- in the case of a corporation, any two of its officers or members of its Board of Directors;
- in the case of a limited liability company, any two of its managers or members (or the sole manager or member when two or more managers or members do not exist);
- in the case of a partnership, two of its general partners (or the sole general partner, when two or more general partners do not exist);
- in the case of estates and trusts, two of its beneficiaries (or the sole beneficiary when two or more beneficiaries do not exist); and
- in the case of a sole proprietor, the individual that is the proprietor.

This Application is filed on the behalf of IVF Consulting, LLC in accordance with the requirements and procedures of the Illinois Health Facilities Planning Act. The undersigned certifies that he or she has the authority to execute and file this Application on behalf of the applicant entity. The undersigned further certifies that the data and information provided herein, and appended hereto, are complete and correct to the best of his or her knowledge and belief. The undersigned also certifies that the fee required for this application is sent herewith or will be paid upon request.

DocuSigned by:

Andrew Mintz

10902E137BEE40E

SIGNATURE

Andrew Mintz

PRINTED NAME

Chief Executive Officer

PRINTED TITLE

Notarization:

Subscribed and sworn to before me
this ____ day of _____

Signature of Notary

Seal

DocuSigned by:

Beth Zoneraich

AFB22A59D6604AB

SIGNATURE

Beth Zoneraich

PRINTED NAME

Chief Operating Officer

PRINTED TITLE

Notarization:

Subscribed and sworn to before me
this ____ day of _____

Signature of Notary

Seal

*Insert the EXACT legal name of the applicant

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
CHANGE OF OWNERSHIP APPLICATION FOR EXEMPTION- 04/2021 Edition

SECTION II. BACKGROUND.

BACKGROUND OF APPLICANT

1. A listing of all health care facilities owned or operated by the applicant, including licensing, and certification if applicable.
2. A listing of all health care facilities currently owned and/or operated in Illinois, by any corporate officers or directors, LLC members, partners, or owners of at least 5% of the proposed health care facility.
3. A certified listing of any adverse action taken against any facility owned and/or operated by the applicant, directly or indirectly, during the three years prior to the filing of the application. Please provide information for each applicant, including corporate officers or directors, LLC members, partners and owners of at least 5% of the proposed facility. A health care facility is considered owned or operated by every person or entity that owns, directly or indirectly, an ownership interest.
4. Authorization permitting HFSRB and DPH access to any documents necessary to verify the information submitted, including, but not limited to: official records of DPH or other State agencies; the licensing or certification records of other states, when applicable; and the records of nationally recognized accreditation organizations. **Failure to provide such authorization shall constitute an abandonment or withdrawal of the application without any further action by HFSRB.**
5. If, during a given calendar year, an applicant submits more than one Application, the documentation provided with the prior applications may be utilized to fulfill the information requirements of this criterion. In such instances, the applicant shall attest that the information was previously provided, cite the project number of the prior application, and certify that no changes have occurred regarding the information that has been previously provided. The applicant is able to submit amendments to previously submitted information, as needed, to update and/or clarify data.

APPEND DOCUMENTATION AS ATTACHMENT 5, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM. EACH ITEM (1-4) MUST BE IDENTIFIED IN ATTACHMENT 6.

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
CHANGE OF OWNERSHIP APPLICATION FOR EXEMPTION- 04/2021 Edition

SECTION III. CHANGE OF OWNERSHIP (CHOW)

Transaction Type. Check the Following that Applies 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.
- ☐ Change of ownership among related persons resulting in a license being issued to an entity different from the current licensee
- ☐ Change of ownership among related persons that does not result in a license being issued to an entity different from the 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 "Narrative Description."

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
CHANGE OF OWNERSHIP APPLICATION FOR EXEMPTION- 04/2021 Edition

1130.520 Requirements for Exemptions Involving the Change of Ownership of a Health Care Facility

1. Prior to acquiring or entering into a contract to acquire an existing health care facility, a person shall submit an application for exemption to HFSRB, submit the required application-processing fee (see Section 1130.230) and receive approval from HFSRB.
2. If the transaction is not completed according to the key terms submitted in the exemption application, a new application is required.
3. READ the applicable review criteria outlined below and **submit the required documentation (key terms) for the criteria:**

APPLICABLE REVIEW CRITERIA	CHOW
1130.520(b)(1)(A) - Names of the parties	X
1130.520(b)(1)(B) - Background of the parties, which shall include proof that the applicant is fit, willing, able, and has the qualifications, background and character to adequately provide a proper standard of health service for the community by certifying that no adverse action has been taken against the applicant 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 the applicant, directly or indirectly, within three years preceding the filing of the application.	X
1130.520(b)(1)(C) - Structure of the transaction	X
1130.520(b)(1)(D) - Name of the person who will be licensed or certified entity after the transaction	
1130.520(b)(1)(E) - List of the ownership or membership interests in such licensed or certified entity both prior to and after the transaction, including a description of the applicant's organizational structure with a listing of controlling or subsidiary persons.	X
1130.520(b)(1)(F) - Fair market value of assets to be transferred.	X
1130.520(b)(1)(G) - The purchase price or other forms of consideration to be provided for those assets. [20 ILCS 3960/8.5(a)]	X
1130.520(b)(2) - Affirmation that any projects for which permits have been issued have been completed or will be completed or altered in accordance with the provisions of this Section	X
1130.520(b)(3) - If the ownership change is for a hospital, affirmation that the facility will not adopt a more restrictive charity care policy than the policy that was in effect one year prior to the transaction. The hospital must provide affirmation that the compliant charity care policy will remain in effect for a two-year period following the change of ownership transaction	X

**ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
CHANGE OF OWNERSHIP APPLICATION FOR EXEMPTION- 04/2021 Edition**

APPLICABLE REVIEW CRITERIA	CHOW
1130.520(b)(4) - A statement as to the anticipated benefits of the proposed changes in ownership to the community	X
1130.520(b)(5) - The anticipated or potential cost savings, if any, that will result for the community and the facility because of the change in ownership;	X
1130.520(b)(6) - A description of the facility's quality improvement program mechanism that will be utilized to assure quality control;	X
1130.520(b)(7) - A description of the selection process that the acquiring entity will use to select the facility's governing body;	X
1130.520(b)(9)- A 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 24 months after acquisition.	X
APPEND DOCUMENTATION AS ATTACHMENT 6, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.	

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
CHANGE OF OWNERSHIP APPLICATION FOR EXEMPTION- 04/2021 Edition

SECTION IV.CHARITY CARE INFORMATION

1. All applicants and co-applicants shall indicate the amount of charity care for the latest three audited fiscal years, the cost of charity care and the ratio of that charity care cost to net patient revenue.
2. If the applicant owns or operates one or more facilities, the reporting shall be for each individual facility located in Illinois. If charity care costs are reported on a consolidated basis, the applicant shall provide documentation as to the cost of charity care; the ratio of that charity care to the net patient revenue for the consolidated financial statement; the allocation of charity care costs; and the ratio of charity care cost to net patient revenue for the facility under review.
3. If the applicant is not an existing facility, it shall submit the facility's projected patient mix by payer source, anticipated charity care expense and projected ratio of charity care to net patient revenue by the end of its second year of operation.

Charity care" means care provided by a health care facility for which the provider does not expect to receive payment from the patient or a third-party payer (20 ILCS 3960/3). Charity Care must be provided at cost.

A table in the following format must be provided for all facilities as part of Attachment 7.

CHARITY CARE			
	Year	Year	Year
Net Patient Revenue			
Amount of Charity Care (charges)			
Cost of Charity Care			

APPEND DOCUMENTATION AS ATTACHMENT 7, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

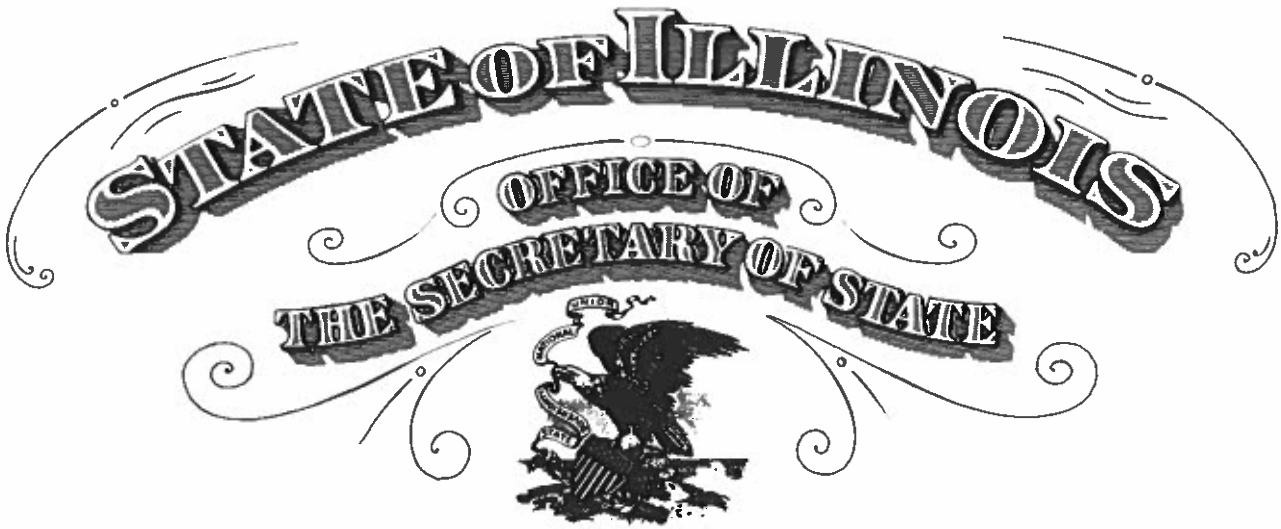
**Section I, Identification, General Information, and Certification
Applicants**

An organization chart showing the current corporate structure of the Applicants along with the post-closing ownership structure of the Applicants is included in Attachment – 4. Certificates of good standing for the Applicants are attached at Attachment – 1.

1. Naperville Fertility Center, Inc. is an Illinois corporation and the operator of the ambulatory surgical treatment center. A certificate of good standing from Illinois is attached.
2. The Jody L. Morris Trust and Randy S. Morris, M.D. ("Sellers") currently own 100% of the outstanding stock in Naperville Fertility Center.
3. IVF Consulting, LLC, is an Illinois limited liability company ("Buyer") will acquire all of the outstanding stock of Naperville Fertility Center, Inc.
4. Pinnacle Fertility, Inc. is a Delaware corporation ("Pinnacle"). Pinnacle is the controlling entity of Buyer and is consequently included as a co-applicant. Because Pinnacle performs no operations in Illinois, it is not required to obtain authorization to do business in Illinois, but a Delaware certificate of good standing is included.

File Number

6456-710-1



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

NAPERVILLE FERTILITY CENTER, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON NOVEMBER 15, 2005, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION 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 26TH day of MAY A.D. 2022 .

Jesse White

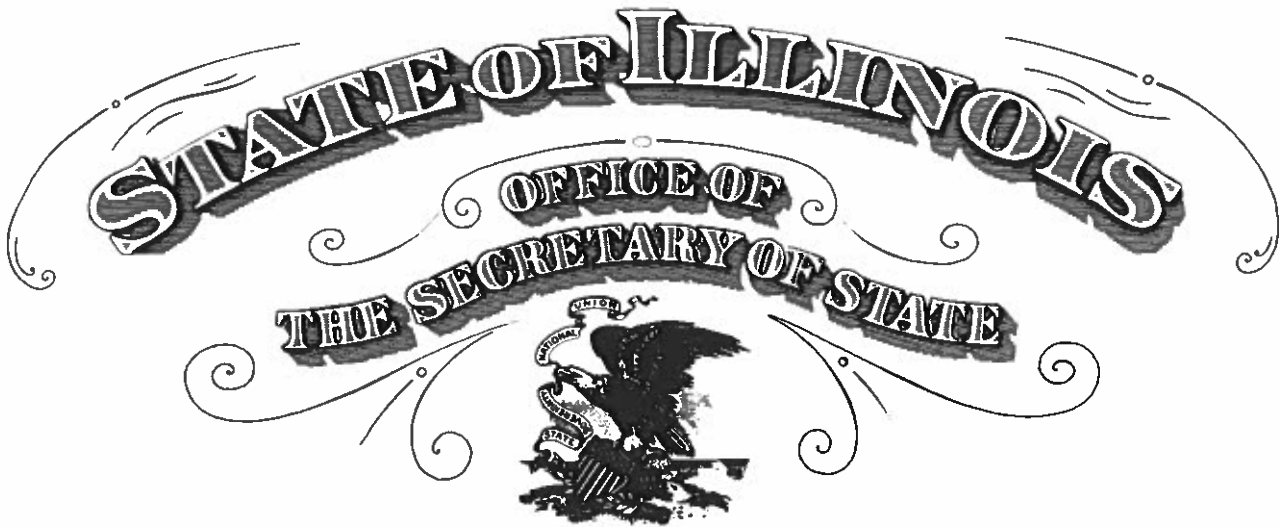
SECRETARY OF STATE

Authentication #: 2214604082 verifiable until 05/26/2023

Authenticate at: <http://www.ilsos.gov>

File Number

0112825-6



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

IVF CONSULTING, LLC, HAVING ORGANIZED IN THE STATE OF ILLINOIS ON MARCH 02, 2004, 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 DOMESTIC LIMITED LIABILITY COMPANY 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 26TH
day of MAY A.D. 2022 .***

Jesse White

SECRETARY OF STATE

Authentication #: 2214604106 verifiable until 05/26/2023

Authenticate at: <http://www.ilsos.gov>

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PINNACLE FERTILITY, 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 FIRST DAY OF JUNE, A.D. 2022.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PINNACLE FERTILITY, INC." WAS INCORPORATED ON THE SEVENTH DAY OF NOVEMBER, A.D. 2019.

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



7692197 8300

SR# 20222551976

You may verify this certificate online at corp.delaware.gov/authver.shtmlA handwritten signature in black ink, appearing to read "JBullock", is 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: 203563081

Date: 06-01-22

Section I, Identification, General Information, and Certification
Site Ownership

The proposed transaction is a change of ownership of the operating entity/licensee of Naperville Fertility Center. There will be no change in the site ownership as a result of the proposed transaction. The site is owned by Medical Properties, LLC and leased to the ASTC operator, and the co-applicants attest that this leasing arrangement will remain in place in connection with the closing of the planned transaction.

Section I, Identification, General Information, and Certification
Operating Entity/Licensee

Naperville Fertility Center will continue to be the licensed entity operating the ambulatory surgical treatment center.

Naperville Fertility Center is an Illinois corporation. The Illinois certificate of good standing is attached.

The names and percentages of ownership of all persons with five percent or greater ownership in Naperville Fertility Center is listed below.

Name	Ownership Percentage
IVF Consulting, LLC	100% (direct)
Pinnacle Fertility, Inc.	100% (indirect)

File Number

6456-710-1



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

NAPERVILLE FERTILITY CENTER, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON NOVEMBER 15, 2005, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION 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 26TH
day of MAY A.D. 2022 .***

Jesse White

SECRETARY OF STATE

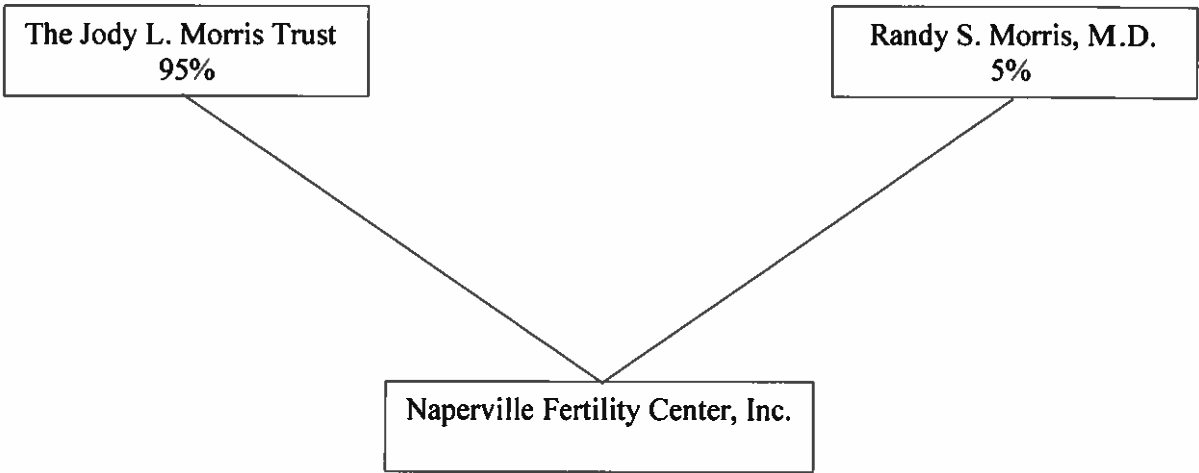
Authentication #: 2214604082 verifiable until 05/26/2023

Authenticate at: <http://www.ilsos.gov>

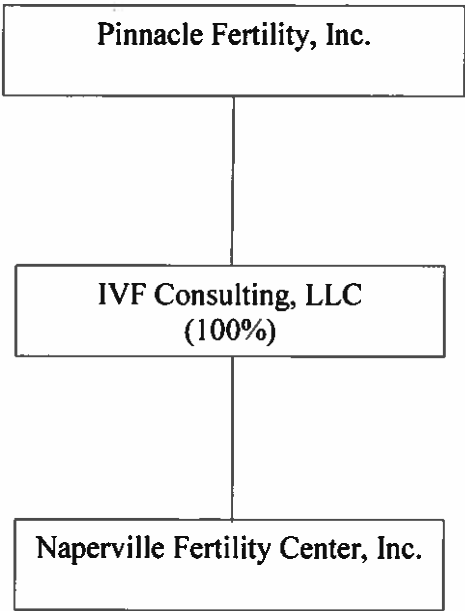
Section I, Identification, General Information, and Certification
Organizational Relationships

The organizational charts showing the current organizational structure of the current operator, along with the post-transaction ownership structure are attached at Attachment – 4.

Pre-Closing Structure



Post-Closing Structure



Section II, Background

Background

- 1. A listing of all health care facilities owned and operated by the Applicants, including licensing, and certificate, if applicable.**

Naperville Fertility Center operates the ambulatory surgical treatment center located at 3 North Washington Street, Naperville, Illinois 60540. Copies of the ASTC's license and accreditation are attached at Attachment – 5.

- 2. A listing of all Illinois health care facilities owned and /or operated in Illinois by, any corporate officers or directors, LLC members, partners, or owners of at least 5% of the proposed facility.**

None.

- 3. A certified listing of any adverse action taken against any Illinois facility owned or operated by the Applicant(s) during the three years prior to filing of the application.**


By their signature on the Certification pages to this application, each of the Applicants attest that to the best of their knowledge no adverse action has been taken against any Illinois health care facility owned and/or operated by them during the three (3) years prior to the filing of this application.

- 4. Authorization permitting HFSRB and DPH access to any documents necessary to verify the information submitted, including but not limited to: official records of DPH or other State agencies; the licensing or certification records of other states, when applicable, and the records of nationally recognized accreditation organizations.**

By their signatures on the Certification pages to this application, each of the Applicants authorize HFSRB and DPH access to any documents necessary to verify the information submitted, including, but not limited to: (i) official records of DPH or other State agencies, (ii) the licensing or certification records of other states, when applicable, and (iii) the records of nationally recognized accreditation organizations.

#E-033-22

← DISPLAY THIS PART IN A
CONSPICUOUS PLACE

 Illinois Department of PUBLIC HEALTH		
HF 123277		
LICENSE, PERMIT, CERTIFICATION, REGISTRATION		
The person, firm or corporation whose name appears on this certificate has complied with the provisions of the Illinois statutes and/or rules and regulations and is hereby authorized to engage in the activity as indicated below.		
Ngozi O. Ezike, M.D. Director		Issued under the authority of the Illinois Department of Public Health
EXPIRATION DATE	CATEGORY	I.D. NUMBER
06/27/2022		7003232
Ambulatory Surgery Treatment Center		
Effective: 06/28/2021		
Naperville Fertility Center, Inc 3 N Washington St Naperville, IL 60540		
The face of this license has a colored background. Printed by Authority of the State of Illinois • P.O. #19-493-001 10M 9/18		

Exp. Date 06/27/2022

Lic Number 7003232

Date Printed 06/25/2021

Naperville Fertility Center, Inc

3 N Washington St
Naperville, IL 60540-4780

FEE RECEIPT NO.

American Association for Accreditation of
Ambulatory Surgery Facilities, Inc.

presents this certificate to

Naperville Fertility Center Inc

for having met the standards of a CLASS C ambulatory surgery facility in which major surgical procedures are performed under intravenous Propofol or general anesthesia with external support of vital organs.

President

William Rosenblatt, MD



Secretary/Treasurer

Lawrence S. Reed, MD



Certified: 9/19/2021 to 9/19/2022

Certification Number: 5092

#E-033-22

Section III, Change of Ownership**Requirements for Exemptions Involving the Change of Ownership of a Health Care Facility****1. 1130.520(b)(1)(A) – Names of the Parties**

An organizational chart showing the current corporate structure of the entities listed below (the "Applicants"), along with the post-closing ownership structure of the Applicants is attached as Attachment – 4. Certificates of good standing for the applicants are also included in Attachment – 1.

- a. Naperville Fertility Center, Inc. is an Illinois corporation and the operator of the ambulatory surgical treatment center. A certificate of good standing from Illinois is attached.
- b. Sellers currently own 100% of the outstanding stock in Naperville Fertility Center.
- c. Buyer will acquire 100% of the outstanding stock of Naperville Fertility Center, Inc.
- d. Pinnacle is the controlling entity of Buyer and is consequently included as a co-applicant. Because Pinnacle performs no operations in Illinois, it is not required to obtain authorization to do business in Illinois, but a Delaware certificate of good standing is included.

2. 1130.520(b)(1)(B) – Background of the Parties

Each of the Applicants, by their signatures to the Certification pages of this application, attest that they are fit, willing, able, and have the qualifications, background, and character to adequately provide a proper standard of health service for the community.

By their signature on the Certification pages to this application, each of the Applicants attest that to the best of their knowledge no adverse action has been taken against any health care facility owned and/or operated by them during the three (3) years prior to the filing of this application.

3. 1130.520(b)(1)(C) – Structure of the Transaction

Naperville Fertility Center, Inc. is a limited specialty ambulatory surgical treatment center located at 3 North Washington Street, Naperville, Illinois 60540. Currently, The Jody L. Morris Trust is the majority (95%) owner and Randy S. Morris is the minority owner (5%) owner of Naperville Fertility Center, Inc.

The applicants seek approval from the State Board for a change of ownership of Naperville Fertility Center. Specifically, IVF Consulting, LLC will acquire all of the outstanding stock of Naperville Fertility Center.

The acquisition of Naperville Fertility Center is not expected to result in any changes in the operations of the ambulatory surgical treatment center.

4. 1130.520(b)(1)(D) – Name of Licensed Entity After Transaction

Naperville Fertility Center will continue to be the licensed entity after the proposed transaction. There will be no change in the licensed entity as a consequence of the proposed transaction.

5. 1130.520(b)(1)(E) – List of Ownership or Membership Interest in the Licensed Entity Prior to and After the Transaction

An organizational chart showing the current ownership structure of the Applicants, along with the post-closing ownership structure, is included at Attachment - 4. Certificates of good standing for each of the Applicants are included in Attachment – 1.

6. 1130.520(b)(1)(F) – Fair Market Value of Assets to be Transferred

\$40,000,000 (includes the ambulatory surgical treatment center, affiliated medical practice IVF lab, and associated assets¹).

7. 1130.520(b)(1)(G) – Purchase Price of Other Forms of Consideration to be Paid

\$40,000,000 (includes the ambulatory surgical treatment center, affiliated medical practice IVF lab, and associated assets).

8. 1130.520(b)(2) – Affirmations

In accordance with 77 Ill. Admin. Code § 1130.520, each of the Applicants affirm.

- a. The transaction documents contain a provision that closing is subject to COE approval.
- b. No adverse action has been taken against any of the Illinois facilities owned by the Applicants by the federal government, licensing or certification 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 (3) years.
- c. Any projects for which permits have been issued by the HFSRB have been completed or will be completed or altered in accordance with the provisions of 77 Ill. Admin. Code § 1130.520.

9. 1130.520(b)(3) – If Ownership change is for a hospital, affirmation that the facility will not adopt a more restrictive charity care policy than the policy that was in effect one year prior to the transaction.

Not applicable.

¹ The final closing consideration is subject to any ordinary course closing and post-closing adjustments based on the actual financial condition of the surgery center at the time of closing as compared to such condition on the date of the financial statements that was the basis of the purchase price.

10. 1130.520(b)(4) – Anticipated Benefits to the Community

There should be no change in the operation of Naperville Fertility Center as a result of the proposed transaction and therefore no impact on community access to services.

11. 1130.520(b)(5) – Anticipated or Potential Cost Savings

There should be no change in the operation of Naperville Fertility Center as a result of the proposed transaction.

12. 1130.520(b)(6) – Quality Improvement Program

There should be no change in the operation of Naperville Fertility Center as a result of the proposed transaction.

13. 1130.520(b)(7) – Selection Process for Governing Body

Andrew Mintz, Chief Executive Officer, Pinnacle Fertility, Inc. shall serve as the sole director of Naperville Fertility Center.

14. 1130.520(b)(9) – Change to Scope of Service or Levels of Care

To the best of the Applicants' knowledge there are no proposed changes to the scope of services or levels of care currently provided at Naperville Fertility Center that are anticipated to occur within twenty-four (24) months as a result of the transaction. If any changes are deemed to be warranted during that period, the operator will apply for and obtain a Certificate of Need permit prior to undertaking any such change.

Section IV – Charity Care Information

The table below provides charity care information for the most recent three years Naperville Fertility Center.

CHARITY CARE			
	2019	2020	2021
Net Patient Revenue	\$2,464,911	\$2,085,195	\$2,803,174
Amount of Charity Care (charges)	\$16,500	\$0	\$0
Cost of Charity Care	\$16,500	\$0	\$0

After paginating the entire completed application indicate, in the chart below, the page numbers for the included attachments:

INDEX OF ATTACHMENTS			
ATTACHMENT NO.			PAGES
1	Applicant Identification including Certificate of Good Standing		20 – 23
2	Site Ownership		24
3	Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership.		25 – 26
4	Organizational Relationships (Organizational Chart) Certificate of Good Standing Etc.		27 – 29
5	Background of the Applicant		30 – 32
6	Change of Ownership		33 – 35
7	Charity Care Information		36