

# **PUBLIC**

HCMO Notice of Material Change

The Oregon Clinic, P.C. /

Northwest Gastroenterology Clinic LLC

Attachment No. 11

# Articles of Organization



Secretary of State  
Corporation Division  
255 Capitol Street NE, Suite 151  
Salem, OR 97310-1327  
Phone: (503) 986-2200  
Fax: (503) 378-4381  
www.filinginoregon.com

Registry Number: 846462-99  
Type: DOMESTIC LIMITED LIABILITY COMPANY

**FILED**  
**Apr 26, 2012**  
**OREGON**  
**SECRETARY OF STATE**

**1) ENTITY NAME**

COMPLETE ANESTHESIA CARE LLC

**2) DESCRIPTION OF BUSINESS**

621999 - Ambulatory Health Care Services - Miscellaneous, All  
Other

**3) MAILING ADDRESS**

1130 NW 22nd Avenue Suite 410  
Portland, OR 97210  
USA

**4) NAME & ADDRESS OF REGISTERED AGENT**

Steve Nicholes  
1200 Standard Plaza  
1100 SW Sixth Avenue  
Portland, OR 97204-1079  
USA

**5) ORGANIZERS**

Roland William Bennetts  
1130 NW 22nd Avenue Suite 410  
Portland OR 97210  
USA  
Authorized Signer: Roland William Bennetts

**6) DURATION**

perpetual

**7) MANAGEMENT**

This Limited Liability Company will be member-managed by one or more members.

**8) PROFESSIONAL SERVICES**

None

By my signature, I declare as an authorized authority, that this filing has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment, or both.

By typing my name in the electronic signature field, I am agreeing to conduct business electronically with the State of Oregon. I understand that transactions and/or signatures in records may not be denied legal effect solely because they are conducted, executed, or prepared in electronic form and that if a law requires a record or signature to be in writing, an electronic record or signature satisfies that requirement.

**9) ELECTRONIC SIGNATURES**

..... Roland William Bennetts .....

**10) CONTACT NAME**

Heidi Hoxsie

**DAYTIME PHONE NUMBER**

503-229-7137

# Assumed Business Name New Registration



Secretary of State  
Corporation Division  
255 Capitol Street NE, Suite 151  
Salem, OR 97310-1327  
Phone: (503) 986-2200  
Fax: (503) 378-4381  
www.filinginoregon.com

Registry Number: 855541-95  
Type: ASSUMED BUSINESS NAME

**FILED**  
**May 10, 2012**  
**OREGON**  
**SECRETARY OF STATE**

**1) ENTITY NAME**

COMPLETE ANESTHESIA GROUP

**2) DESCRIPTION OF BUSINESS**

621999 - Ambulatory Health Care Services - Miscellaneous, All  
Other

**3) PRINCIPAL PLACE OF BUSINESS**

1130 NW 22nd Avenue Suite 410  
Portland, OR 97210  
USA

**4) NAME & ADDRESS OF AUTHORIZED REPRESENTATIVE**

369286-95 - DK OREGON, INC.  
111 SW Fifth Avenue Suite 1500  
Portland, OR 97204  
USA

**5) REGISTRANTS/OWNERS**

846462-99 - COMPLETE ANESTHESIA CARE LLC  
Authorized Signer: Steven A Nicholes

**6) COUNTIES**

BAKER	BENTON	CLACKAMAS	CLATSOP	COLUMBIA	COOS
CROOK	CURRY	DESCHUTES	DOUGLAS	GILLIAM	GRANT
HARNEY	HOOD RIVER	JACKSON	JEFFERSON	JOSEPHINE	KLAMATH
LAKE	LANE	LINCOLN	LINN	MALHEUR	MARION
MORROW	MULTNOMAH	POLK	SHERMAN	TILLAMOOK	UMATILLA
UNION	WALLOWA	WASCO	WASHINGTON	WHEELER	YAMHILL

By my signature, I declare as an authorized authority, that this filing has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment, or both.

By typing my name in the electronic signature field, I am agreeing to conduct business electronically with the State of Oregon. I understand that transactions and/or signatures in records may not be denied legal effect solely because they are conducted, executed, or prepared in electronic form and that if a law requires a record or signature to be in writing, an electronic record or signature satisfies that requirement.

**7) ELECTRONIC SIGNATURES**

Steven A Nicholes

**8) CONTACT NAME**

Teri Duffy

**DAYTIME PHONE NUMBER**

503-226-1371

**Complete Anesthesia Care LLC**  
1130 NW 22nd Avenue, Suite 410  
Portland, OR 97210

**Third Party Authorization for Online Application for  
Employer Identification Number ("EIN")**

I, R. William Bennetts, MD, Managing Partner, Northwest Gastroenterology Clinic, Sole Member of Complete Anesthesia Care LLC, signed an IRS Form SS-4 (Application for Employer Identification Number) and authorize Steven A. Nicholes of Duffy Kekel LLP to act as a third party designee. By my signature below, I authorize Duffy Kekel LLP to complete the online EIN application, and to apply for and answer questions about completion of the application, and receive the EIN for the LLC.

Date: May 21, 2012.



R. William Bennetts, MD  
Managing Partner, Northwest Gastroenterology Clinic  
Sole Member of Complete Anesthesia Care LLC



Amendment to Annual Report/Information Statement - Limited Liability Company

Secretary of State - Corporation Division - 255 Capitol St. NE, Suite 151 - Salem, OR 97310-1327 - <http://www.FilingInOregon.com> - Phone: (503) 986-2200

REGISTRY NUMBER: 846462-99

ENTITY TYPE: ☒ DOMESTIC ☐ FOREIGN

In accordance with Oregon Revised Statute 192.410-192.450, the information on this application is public record. We must release this information to all parties upon request and it will be posted on our website.

For office use only

Please Type or Print Legibly in Black Ink.

1) NAME OF ENTITY: Complete Anesthesia Care LLC

2) PRINCIPAL PLACE OF BUSINESS: (Street Address)

3) ADDRESS FOR MAILING NOTICES:

4) THE REGISTERED AGENT HAS BEEN CHANGED TO:  
DK Oregon, Inc.

5) THE NEW REGISTERED AGENT HAS CONSENTED TO THIS APPOINTMENT.

6) ADDRESS OF THE NEW REGISTERED OFFICE: (Must be an Oregon Street Address which is identical to the registered agent's business office.)  
111 SW Fifth Avenue, Suite 1500  
Portland, OR 97204

7) THE STREET ADDRESS OF THE NEW REGISTERED OFFICE AND THE BUSINESS ADDRESS OF THE REGISTERED AGENT ARE IDENTICAL.  
The entity has been notified in writing of this change.

MEMBERS AND/OR MANAGERS

8) MEMBERS: (Name and street address)

9) MANAGERS: (Name and street address)

10) EXECUTION: (Must be signed by at least one member or manager.)

By my signature, I declare as an authorized authority, that this filing has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment or both.

Signature:

Printed Name: R. William Bennetts, MD

Title: Managing Partner, Northwest Gastroenterology Clinic, Sole Member of Complete Anesthesia Care LLC

Date:

21 MAY 2012

CONTACT NAME: (To resolve questions with this filing.)

Teri Duffy

PHONE NUMBER: (Include area code.)

503-226-1371

FEES

No Processing Fee

Free copies are available at [FilingInOregon.com](http://FilingInOregon.com), using the Business Name Search program.

Form **SS-4**  
(Rev. January 2010)

Department of the Treasury  
Internal Revenue Service

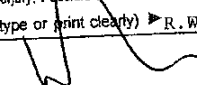
# Application for Employer Identification Number

(For use by employers, corporations, partnerships, trusts, estates, churches, government agencies, Indian tribal entities, certain individuals, and others.)

► See separate instructions for each line. ► Keep a copy for your records.

OMB No. 1545-0003

EIN

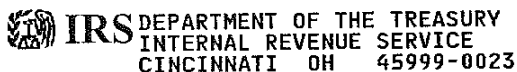
Type or print clearly.	1	Legal name of entity (or individual) for whom the EIN is being requested <b>Complete Anesthesia Care LLC</b>		
	2	Trade name of business (if different from name on line 1)	3	Executor, administrator, trustee, "care of" name
	4a	Mailing address (room, apt., suite no. and street, or P.O. box) <b>1130 NW 22nd Avenue, Suite 410</b>		
	4b	City, state, and ZIP code (if foreign, see instructions) <b>Portland, OR 97210</b>		
	6	County and state where principal business is located <b>Multnomah County, Oregon</b>		
	7a	Name of responsible party <b>Northwest Gastroenterology Clinic</b>		
	7b	SSN, ITIN, or EIN <b>93-0884808</b>		
8a	Is this application for a limited liability company (LLC) (or a foreign equivalent)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		8b	If 8a is "Yes," enter the number of LLC members <b>1</b> <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
8c	If 8a is "Yes," was the LLC organized in the United States?			
9a	Type of entity (check only one box). Caution: If 8a is "Yes," see the instructions for the correct box to check. <input type="checkbox"/> Sole proprietor (SSN) <input type="checkbox"/> Partnership <input type="checkbox"/> Corporation (enter form number to be filed) <input type="checkbox"/> Personal service corporation <input type="checkbox"/> Church or church-controlled organization <input type="checkbox"/> Other nonprofit organization (specify) <input checked="" type="checkbox"/> Other (specify) <b>limited liability company</b> <input type="checkbox"/> Estate (SSN of decedent) <input type="checkbox"/> Plan administrator (TIN) <input type="checkbox"/> Trust (TIN of grantor) <input type="checkbox"/> National Guard <input type="checkbox"/> Farmers' cooperative <input type="checkbox"/> REMIC <input type="checkbox"/> State/local government <input type="checkbox"/> Federal government/military <input type="checkbox"/> Indian tribal governments/enterprises Group Exemption Number (GEN) if any ►			
9b	If a corporation, name the state or foreign country (if applicable) where incorporated		State	Foreign country
10	Reason for applying (check only one box) <input checked="" type="checkbox"/> Started new business (specify type) <b>LLC</b> <input type="checkbox"/> Hired employees (Check the box and see line 13.) <input type="checkbox"/> Compliance with IRS withholding regulations <input type="checkbox"/> Other (specify) <b>Banking purpose (specify purpose) ►</b> <input type="checkbox"/> Changed type of organization (specify new type) <b>Purchased going business</b> <input type="checkbox"/> Created a trust (specify type) <b>Created a pension plan (specify type) ►</b>			
11	Date business started or acquired (month, day, year). See instructions. <b>April 26, 2012</b>		12	
13	Highest number of employees expected in the next 12 months (enter -0- if none). If no employees expected, skip line 14. Agricultural <b>0</b> Household <b>0</b> Other <b>0</b>		Closing month of accounting year <b>December</b>	
14	If you expect your employment tax liability to be \$1,000 or less in a full calendar year and want to file Form 944 annually instead of Forms 941 quarterly, check here. (Your employment tax liability generally will be \$1,000 or less if you expect to pay \$4,000 or less in total wages.) If you do not check this box, you must file Form 941 for every quarter. <input type="checkbox"/>			
15	First date wages or annuities were paid (month, day, year). Note: If applicant is a withholding agent, enter date income will first be paid to nonresident alien (month, day, year). <b>N/A</b>			
16	Check one box that best describes the principal activity of your business. <input type="checkbox"/> Construction <input type="checkbox"/> Rental & leasing <input type="checkbox"/> Transportation & warehousing <input type="checkbox"/> Real estate <input type="checkbox"/> Manufacturing <input type="checkbox"/> Finance & insurance <input checked="" type="checkbox"/> Health care & social assistance <input type="checkbox"/> Accommodation & food service <input type="checkbox"/> Other (specify) <input type="checkbox"/> Wholesale-agent/broker <input type="checkbox"/> Wholesale-other <input type="checkbox"/> Retail			
17	Indicate principal line of merchandise sold, specific construction work done, products produced, or services provided. <b>Anesthesia Care</b>			
18	Has the applicant entity shown on line 1 ever applied for and received an EIN? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," write previous EIN here ►			
Third Party Designee	Complete this section only if you want to authorize the named individual to receive the entity's EIN and answer questions about the completion of this form.			
	Designee's name <b>Steven A Nicholes</b>		Designee's telephone number (include area code) <b>503-226-1371</b>	
	Address and ZIP code <b>111 SW Fifth Ave, Ste 1500, Portland, OR 97204</b>		Designee's fax number (include area code) <b>503-226-3574</b>	
	Under penalties of perjury, I declare that I have examined this application, and to the best of my knowledge and belief, it is true, correct, and complete. Name and title (type or print clearly) <b>R. William Bennetts, MD, Mg. Ptnr, NW Gastro. Clinic</b>		Applicant's telephone number (include area code) <b>503-229-7137</b>	
Signature 		Applicant's fax number (include area code) <b>503-241-0628</b>		
Date <b>21 May 2012</b>				

For Privacy Act and Paperwork Reduction Act Notice, see separate instructions.

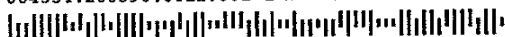
Form **SS-4** (Rev. 1-2010)

ISA

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COMPLETE ANESTHESIA CARE LLC  
 % NORTHWEST GASTROENTEROLOGY CLINIC  
 1130 NW 22ND AVE STE 410  
 PORTLAND OR 97210

004354

Date of this notice: 05-31-2012

Employer Identification Number:  
45-5362750

Form: SS-4

Number of this notice: CP 575 G

For assistance you may call us at:  
1-800-829-4933IF YOU WRITE, ATTACH THE  
STUB OF THIS NOTICE.

## WE ASSIGNED YOU AN EMPLOYER IDENTIFICATION NUMBER

Thank you for applying for an Employer Identification Number (EIN). We assigned you EIN 45-5362750. This EIN will identify you, your business accounts, tax returns, and documents, even if you have no employees. Please keep this notice in your permanent records.

When filing tax documents, payments, and related correspondence, it is very important that you use your EIN and complete name and address exactly as shown above. Any variation may cause a delay in processing, result in incorrect information in your account, or even cause you to be assigned more than one EIN. If the information is not correct as shown above, please make the correction using the attached tear off stub and return it to us.

A limited liability company (LLC) may file Form 8832, Entity Classification Election, and elect to be classified as an association taxable as a corporation. If the LLC is eligible to be treated as a corporation that meets certain tests and it will be electing S corporation status, it must timely file Form 2553, Election by a Small Business Corporation. The LLC will be treated as a corporation as of the effective date of the S corporation election and does not need to file Form 8832.

To obtain tax forms and publications, including those referenced in this notice, visit our Web site at [www.irs.gov](http://www.irs.gov). If you do not have access to the Internet, call 1-800-829-3676 (TTY/TDD 1-800-829-4059) or visit your local IRS office.

## IMPORTANT REMINDERS:

- \* Keep a copy of this notice in your permanent records. This notice is issued only one time and IRS will not be able to generate a duplicate copy for you.
- \* Use this EIN and your name exactly as they appear at the top of this notice on all your federal tax forms.
- \* Refer to this EIN on your tax-related correspondence and documents.

If you have questions about your EIN, you can call us at the phone number or write to us at the address shown at the top of this notice. If you write, please tear off the stub at the bottom of this notice and send it along with your letter. If you do not need to write us, do not complete and return this stub. Thank you for your cooperation.

(IRS USE ONLY)

575G

05-31-2012 COMP 0 0509905611 SS-4



004354

Keep this part for your records.

CP 575 G (Rev. 7-2010)

Return this part with any correspondence  
so we may identify your account. Please  
correct any errors in your name or address.

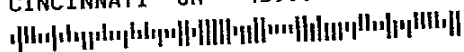
CP 575 G

0509905611

Your Telephone Number Best Time to Call  
( ) -

DATE OF THIS NOTICE: 05-31-2012  
EMPLOYER IDENTIFICATION NUMBER: 45-5362750  
FORM: SS-4 NOBOD

INTERNAL REVENUE SERVICE  
CINCINNATI OH 45999-0023



COMPLETE ANESTHESIA CARE LLC  
% NORTHWEST GASTROENTEROLOGY CLINIC  
1130 NW 22ND AVE STE 410  
PORTLAND OR 97210

TOC\_NWGI000112





Phone: (503) 938-2200  
Fax: (503) 378-4381

## Articles of Organization—Limited Liability Company

For office use only

Secretary of State  
Corporation Division  
255 Capitol St. NE, Suite 151  
Salem, OR 97310-1327

FILED

DEC 06 2000

OREGON  
SECRETARY OF STATE

Registry Number:

785846-88

Attach Additional Sheet if Necessary  
Please Type or Print Legibly in Black Ink

- 1) NAME (Must contain the words "Limited Liability Company" or the abbreviations "LLC" or "L.L.C.")  
NGC Endoscopy Services, LLC

- 2) DURATION (Please check one.)

☐ Latest date upon which the Limited Liability Company is to dissolve is \_\_\_\_\_

☒ Duration shall be perpetual.

- 3) NAME OF THE INITIAL REGISTERED AGENT  
Steven A. Nicholes

- 4) ADDRESS OF THE INITIAL REGISTERED AGENT (Must be an Oregon Street Address which is identical to the registered agent's business office.)  
1100 S.W. 6th Avenue, Suite 1200  
Portland, OR 97204-1079

- 5) ADDRESS WHERE THE DIVISION MAY MAIL NOTICES  
1130 N.W. 22nd Avenue, Suite 610  
Portland, OR 97210

☒ CHECK HERE TO INDICATE ON YOUR REGISTRATION THAT YOU DO NOT WANT MAIL SOLICITATION. PLEASE NOTE: THERE IS NO OBLIGATION ON THE PART OF PERSONS USING OUR LISTS TO REFRAIN FROM MAILING SOLICITATIONS. THE MARK IS SIMPLY INFORMATIONAL. ORS 54222

- 6) NAME AND ADDRESS OF EACH ORGANIZER

Steven A. Nicholes, c/o Duffy Kekel LLP  
1100 S.W. 6th Avenue, Suite 1200  
Portland, OR 97204-1079

- 7) IF THIS LIMITED LIABILITY COMPANY IS NOT MEMBER MANAGED, CHECK ONE BOX BELOW.

☐ This limited liability company is managed by a single manager.

☐ This limited liability company is managed by multiple manager(s).

- 8) IF RENDERING A PROFESSIONAL SERVICE OR SERVICES, DESCRIBE THE SERVICE(S) BEING RENDERED.

Endoscopy procedures

- 9) OPTIONAL PROVISIONS (Attach a separate sheet if necessary.)

- 10) EXECUTION (The title for each signer must be "Organizer.")

Printed Name  
Steven A. Nicholes

Signature

Title

ORGANIZER

ORGANIZER

ORGANIZER

- 11) CONTACT NAME

Steven A. Nicholes

NGC ENDOSCOPY SERVICES, LLC



78584688-3445682

NEW

## NORTHWEST GASTROENTEROLOGY CLINIC

## PLAN OF CONVERSION

Pursuant to ORS 63.470 to ORS 63.479, the undersigned, representing all of the partners of Northwest Gastroenterology Clinic, an Oregon general partnership (the "Firm"), hereby adopt this Plan of Conversion under which the Firm elects to convert from an Oregon general partnership to an Oregon limited liability company.

1. *Name and type of business entity prior to conversion:*

Northwest Gastroenterology Clinic, an Oregon general partnership.

2. *Name and type of business entity after conversion:*

Northwest Gastroenterology Clinic, LLC, an Oregon limited liability company ("the LLC").

3. *Summary of the materials terms and conditions of the conversion:*

The conversion will be effective as of September 1, 2009. Articles of Conversion shall be duly filed with the Oregon Secretary of State. The conversion shall have the effects described in ORS 63.479.

4. *Manner and basis of converting ownership interests:*

Each general partnership unit of the Firm shall be converted to one ownership unit of the LLC.

5. *Perpetual Existence.*

The duration of the LLC will be perpetual.

6. *Registered Office and Agent.*

The address of the initial registered office of the Corporation is 1100 SW Sixth Avenue, Suite 1200, Portland, OR 97204, and the name of the initial registered agent at such address is DK Oregon, Inc.

7. *Notice.*

The name and address to which the Corporation Division may mail notices are DK Oregon, Inc., 1100 SW Sixth Avenue, Suite 1200, Portland, OR 97204.

8. *Professional Services.*

The LLC and its members shall render professional services consisting of the practice of medicine.



R. William Bennetts, M.D.

Dated: August 28, 2009



Edward A. Galen, M.D.

Dated: August 28, 2009




Jay P. Gorman, M.D.

Dated: August 28, 2009



Sandra Lee Wilborn, M.D.

Dated: August 28, 2009



Barry Thomas DeGregorio, M.D.

Dated: August 28, 2009



Julie A. Kim, M.D.

Dated: August 28, 2009



Derek Carr Taylor, M.D.

Dated: August 28, 2009



Jeffrey C. Buehler, M.D.

Dated: August 28, 2009