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SC Court of Appeals

EXHIBIT A

STATE OF SOUTH CAROLINA
COUNTY OF RICHLAND

Anesthesiology Professionals of Columbia,
LLC,

Petitioner,

v.

Lifepoint Health d/b/a Providence Health and
Providence Hospital LLC

Respondent.

IN THE COURT OF COMMON PLEAS

C/A No. 2019-CP-40-04452

**ORDER DENYING MOTION TO
CONFIRM ARBITRATION AWARD**

INTRODUCTION

This matter came before the Court on January 21, 2026, on a Motion to Confirm Arbitration Award (Motion) filed by Lifepoint Health (Lifepoint). Anesthesiology Professionals of Columbia, LLC (APC) opposed the Motion. Both parties filed memoranda supported by exhibits which included documents maintained in the records of the Office of the Secretary of State (SoS) and portions of the APC Operating Agreement. The parties also provided the Court additional documents and information after the hearing.

The parties' dispute was previously submitted to arbitration, resulting in an arbitration award dated May 15, 2019. On August 12, 2019, APC filed a Petition to Vacate Arbitration Award (Petition to Vacate). Subsequently, by Order dated August 4, 2021, a Circuit Court judge granted APC's Petition to Vacate and ordered the parties to conduct a second arbitration. Various court orders, including an April 22, 2025 order issued by the undersigned, have followed which have, in effect, upheld the result of the August 4, 2021, Order. Because of Lifepoint's challenge to that Order, no second arbitration proceeding has yet been conducted. Lifepoint's current Motion seeks to vacate these prior court orders and confirm the May 15, 2019, arbitration award. After a

thorough review of the Record, the documents submitted by the parties and the arguments of counsel, Lifepoint's Motion is DENIED.

DISCUSSION/ANALYSIS

Lifepoint argues that APC was dissolved as a legal entity before filing its August 12, 2019, Petition to Vacate. Lifepoint further contends that as a consequence of such dissolution, APC did not have authority to file the Petition to Vacate and ceased to exist as a legal entity by the time the August 4, 2021, Order was issued. In support of this position, Lifepoint points to Articles of Termination filed with the SoS on January 16, 2020, attesting that APC was dissolved on May 15, 2019, and that it had wound up its business and terminated its legal existence. The Articles of Termination were signed on January 6, 2020, by Dr. Gokul Gondi in his purported capacity as Manager of APC.

Lifepoint's arguments must fail because they ignore the legal effect of the Articles of Correction filed by APC and the subsequent Certificate of Existence issued by the SoS. The Articles of Termination filed in January 2020 were corrected pursuant to South Carolina S.C. Code § 33-44-207, because the articles were executed by an individual who had dissociated from APC more than two years previously, and otherwise lacked authority to act on behalf of APC.

Section 33-44-207 provides:

(a) A limited liability company or foreign limited liability company may correct a record filed by the Secretary of State if the record contains a false or erroneous statement or was defectively signed.

(b) A record is corrected:

(1) by preparing articles of correction that:

(i) describe the record, including its filing date, or attach a copy of it to the articles of correction;

(ii) specify the incorrect statement and the reason it is incorrect or the manner in which the signing was defective; and

(iii) correct the incorrect statement or defective signing; and

(2) by delivering the corrected record to the Secretary of State for filing.

Furthermore, Subsection 207 (c) provides that the Articles of Correction are effective retroactively to the effective date of the record they correct, except as to persons relying on the uncorrected record and adversely affected by the correction. S.C. Code § 33-44-207(c).

As stated in the Articles of Correction, the Articles of Termination were defectively signed by a person who had dissociated as a member of APC effective November 6, 2017, more than two years before he filed the Articles of Termination, and none of the members of APC authorized him to terminate APC's legal existence.

As a result, the Secretary of State reinstated APC retroactively to the date of the filing of the Articles of Termination. S.C. Code § 33-44-207(c). Significantly, on May 27, 2025, the SoS issued APC a Certificate of Existence providing, in pertinent part, that APC was "duly organized under the laws of the State of South Carolina on February 3rd, 2014, with a duration that is at will...and that the company has not filed articles of termination as of the date hereof."

This conclusion is consistent with Article IX, section 9.1(a) of the APC Operating Agreement, which requires the consent of Members owning 100% of Voting Rights to "dissolve, wind up its affairs and terminate." Although the Operating Agreement states that "dissociation" therein is not governed by the South Carolina Uniform Limited Liability Company Act, the fact that Dr. Gondi had filed a dissociation and that no member ever authorized APC's termination is fully consistent with the conclusion that he lacked authority to file the Articles of Termination.

The Court further declines to accept Lifepoint's argument that the reliance exception of S.C. Code Ann. § 33-44-207(c) applies to prevent the retroactive effect of the Articles of Correction as to Lifepoint, based on its assertion that it recently discovered Gondi's January 2020 Articles of Termination. In its Motion, Lifepoint concedes that it did not learn of the Articles of

Dissolution until after receiving notice of the entry of this Court's April 22, 2025, Order and that it then relied upon the dissolution in filing the Motion. Significantly, Lifepoint does not claim that it relied upon the Articles of Dissolution at any time prior to this Court's April 22, 2025 Order.

Finally, the Court denies Lifepoint's request to delay a ruling so that it may depose Dr. Gokul Gondi to obtain additional information about his authority to file the Articles of Termination.¹ Given the Certificate of Existence, the Court finds that APC had the authority to proceed with the instant action throughout the pendency of this litigation and that no further discovery on this issue is warranted. *See generally Palmetto Construction Group, LLC v. Restoration Specialists, LLC*, 444 S.C. 328, 345–347, 907 S.E.2d 129, 138–139 (Ct. App. 2024).

ORDER

For the foregoing reasons, it is hereby ORDERED that Respondents' Motion to Confirm Arbitration Award is DENIED and Respondents' further request to depose Dr. Gondi is also DENIED. The parties are directed to proceed toward a second arbitration proceeding consistent with this Court's prior orders.

AND IT IS SO ORDERED.

Hon. Milton Kimpson, Presiding Judge
Fifth Judicial Circuit

March 6, 2026
Columbia, South Carolina

(ELECTRONIC SIGNATURE PAGE FOLLOWS)

¹ At the hearing, Lifepoint sought additional time to allow it to conduct limited discovery regarding the circumstances of APC's termination and to inquire why Dr. Gondi filed the Articles of Termination.



Richland Common Pleas

Case Caption: Anesthesiology Professionals Of Columbia Llc vs Lifepoint Health ,
defendant, et al
Case Number: 2019CP4004452
Type: Order/Other

IT IS SO ORDERED.

s/Milton G. Kimpson 2783