Florida Court Clerks & Comptrollers
Board of Director’s Meeting 2015

The Honorable Brent X. Thurmond, President
The Board of Directors is made up of 15 members including the five executive officers, three immediate past presidents and one member from each of the seven state districts elected at a caucus held prior to March 31 of each year by the Clerks of each district.

The Board meets at least quarterly and is responsible for establishing administrative, financial, personnel and related policies.

The Board also reviews the Association’s annual budget as presented by the Budget Committee and submits a final Financial Plan for consideration by the general membership.

STAFF LIAISON:
Kenneth A. Kent

LEGAL COUNSEL:
Fred W. Baggett

PAST PRESIDENT
Joseph E. Smith
ST. LUCIE COUNTY

PAST PRESIDENT
Paula S. O’Neil, Ph.D.
PASCO COUNTY
Florida Court Clerks & Comptrollers

The Florida Association of Court Clerks and Comptrollers (FCCC) is a not-for-profit, professional association chartered pursuant to Florida Statutes and incorporated in 1969. It dates back to the 1920’s and was originally formed to represent the 68 Clerks/Comptrollers and their staff through professional training, information sharing, technical assistance, and idea interchange in order to serve the public more effectively. It also represents its members in the legislative process. Membership is composed of Florida’s elected Clerks of the Circuit Court and County Comptrollers. Member dues are $2000 per year. These dues are used to fund the membership and governmental affairs activities.

Florida Court Clerks & Comptrollers was organized to provide a forum for exchanging ideas to better serve the public. In April 2012, the Association membership voted to rebrand the organization to be known as FCCC, Florida Court Clerks & Comptrollers. The rebranding effort was to draw the attention to the office of the Clerk and the Comptroller to make the name easier to use in communications.

A Board of Directors and Officers, established in the Articles of Incorporation, manages the FCCC. The Board of Directors consists of 15 members, including the five Executive Officers, three immediate past presidents, and one member from each of the seven districts, who are elected annually by Clerks in the respective districts. The Board of Directors adopts rules and regulations as it deems necessary to carry out the purposes of the FCCC, and provides policy direction to the Executive Committee. The Board of Directors has the power to authorize the officers to enter into contracts on behalf of the FCCC. Such contracts shall be reviewed on an annual basis. The FCCC also established standing Committees in the Bylaws; these committees are as follows:

<table>
<thead>
<tr>
<th>Committee</th>
<th>Function</th>
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</thead>
<tbody>
<tr>
<td>Executive Committee</td>
<td>The Executive Committee shall meet monthly at the direction of the President, who shall serve as chairman of the Executive Committee. They shall review the finances of the Florida Court Clerks &amp; Comptrollers, serve as members of the Budget Committee, review committee progress, educational programming and, in general, the progress of the Florida Court Clerks &amp; Comptrollers. The Executive Director of the Florida Court Clerks &amp; Comptrollers shall be a nonvoting member of this committee.</td>
</tr>
<tr>
<td>Strategic Planning Committee</td>
<td>The function of the committee is to develop and implement both a short and long-term strategic agenda to address issues of concern relative to the enhancement of the public, statutory and constitutional positions of the offices of Clerk and Comptroller.</td>
</tr>
<tr>
<td>Legislative Committee</td>
<td>The function of the Committee is to develop and promote a legislative program for each session of the Legislature that is reflective of the statutory requirements of the duties and responsibilities of the office. In addition, it is the responsibility of the committee to monitor the</td>
</tr>
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Overview

<table>
<thead>
<tr>
<th>Nominating Committee</th>
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<tbody>
<tr>
<td>legislative process relative to proposed legislation that might present either a negative or positive impact on statutory functions and, in response, develop an appropriate agenda. The function of the Nominating Committee is to submit to the general membership nominations for the various offices and boards of the Florida Court Clerks &amp; Comptrollers.</td>
</tr>
</tbody>
</table>

Education

A primary mission from the start, professional education is a foundation of the FCCC. The FCCC focuses its education program in an effort to develop and provide tailored curriculum for the Clerks and their staff. Formal education and training is essential to meet the goals and perform the tasks routinely confronting Clerks, Comptrollers and their staff. The objective of the education program is to enable Clerks of Court and Comptrollers to meet the continuing education certification provisions of s. 145.051(2) (c), F.S. The FCCC Education Committee constantly seeks out educational topics to make sure members can stay current in their fields.

The curriculum focuses primarily on and emphasizes the constitutional and statutory responsibilities of the Clerk and provides a certification process. The certification training is structured and implemented through training modules focusing on eight areas:

1. General orientation/office transition
2. Administration and office management
3. Court services and operations
4. Records maintenance and management
5. Financial administration and management
6. Office technology and resources
7. State and county government organization, structure, and relationships
8. Personal skills development

Education is provided through conferences, workshops, webinars and small training venues. The education program also includes New Clerk Academy for those newly elected or appointed Clerks. This training consists of 240 hours of information regarding the legislative and regulatory requirements of the office, Supreme Court policies and orders, management and administration of each individual office and changes in office operations and technology.
Overview

Funding for the education and training program is provided primarily through a contract with the Florida Clerks of Court Operations Corporation (CCOC) and the Florida Trust. The chart below delineates the funding breakout.

2015-2016 FCCC Education Funding

Communications

Communications are crucial to keeping the members informed on current issues. Through a variety of methods, FCCC keeps the membership up-to-date. Advisory Bulletins and E-News are published periodically, while the Legislative Report and Administrative Directory are published annually. The FCCC website Florida Clerks is another vehicle used to disseminate pertinent information to the Clerks as well as the public. Additionally, the FCCC communicates and coordinates with the media, legislators, state agencies, local government officials and many other entities to provide public awareness of the Clerks and Comptrollers and their roles in local and state programs.

Court and Records Best Practices

Court Best Practices were essential as Clerks made the transition the new Article V provisions. Courts and Records Best Practices are maintained and updated for access by the Clerks and their staff. The application of lessons learned ensures that the information presented addresses advances to allow the Clerks’ and Comptrollers’ offices to be more effective and more efficient.
Overview

Legislative Program

The Legislative Program provides an advocacy for the Clerks of Court with the Legislature by providing information about the role of the Clerks and Comptrollers in state and local government. The program provides members a proactive opportunity to participate in the state’s policy-making arena and, as a result, Clerks and Comptrollers are considered as an integral part of the state’s legislative process. Each year, the FCCC Legislative Committee accepts proposed legislation from Clerks and Comptrollers. The Committee then pares down the submissions to a workable list for the upcoming Legislative session. FCCC staff works closely with the Legislative Committee Chair and FCCC’s representatives in developing proposals for each session, as well as tracking other relevant bills.

Legal Services

In addition to the General Counsel retained by FCCC, legal Services include a wide variety of legal support. The FCCC is involved in complex litigation for a variety of cases that affect Clerk of the Court and Comptroller’s operations.

Major Contracts

FCCC contracts with various entities for services to assist the Clerks of Circuit Court in providing information for State and Local governments. The primary state contracts with the FCCC are with Department of Revenue (DOR), Department of Highway Safety and Motor Vehicles (DHSMV) and grants with the Florida Department of Law Enforcement (FDLE). FCCC also contracts with the FACC Services Group, LLC, (Services Group) to perform technical and administrative services. The contracts between FCCC and FACC Services Group, LLC, are approved by the appropriate boards and are implemented based upon the requirement for services. The pie chart below outlines the major sources of contract revenue for FCCC.

![Pie chart showing major FCCC Contracts]

- **CCIS Grants**: $829,000 (35%)
- **CCIS Fees**: $1,620,000 (52%)
- **TCATS/HSMV**: $3,595,025 (13%)
FCCC’s revenues are combined with the Services Group’s revenues in the annual audit, as the entities are recognized as one by the Internal Revenue Service (IRS). Of the total revenue received by the FCCC, only 1.1% is from public fund “contribution” or dues, as opposed to revenues earned for services provided.

Total revenue $10,051,078 for FCCC Fiscal Year 2015-2016

- CCIS Fees & Grants: $2,449,000 (24%)
- DOR/CSE: $3,595,025 (36%)
- TCATS/HSMV: $913,905 (9%)
- Member Dues: $136,000 (1%)
- CCOC/Conference Revenues: $361,900 (4%)
- FL Trust Education Grant: $300,000 (3%)
- Services Group Profit Distribution: $2,122,348 (21%)
- Other (Interest Income, Payden): $173,000 (2%)
Legislative Chart
July 2015

Director of Legislative and Government Affairs

Strategic Programs Manager

Senior Manager Government Affairs

Legislative Analyst

Court Services Specialist

Bascom Communications

Greenberg Traurig

Rherring Consulting Group

TLH Consulting E-Filing
### Legislative Expenses

<table>
<thead>
<tr>
<th>Legislative Consultants</th>
<th>Amount</th>
<th>Source</th>
</tr>
</thead>
<tbody>
<tr>
<td>Bascom Communication*</td>
<td>$70,259</td>
<td>CiviTek Dividend</td>
</tr>
<tr>
<td>Greenburg Traurig (Lobbying)</td>
<td>$60,000</td>
<td>CiviTek Dividend</td>
</tr>
<tr>
<td>Greenburg Traurig (FCCC Representation)</td>
<td>$145,000</td>
<td>CiviTek Dividend</td>
</tr>
<tr>
<td>Rherring LLC</td>
<td>$55,000</td>
<td>CiviTek Dividend</td>
</tr>
<tr>
<td><strong>Subtotal</strong></td>
<td><strong>$330,259</strong></td>
<td></td>
</tr>
<tr>
<td>FCCC Staff Legislative Costs (estimated)</td>
<td>$196,499</td>
<td>CiviTek Dividend</td>
</tr>
<tr>
<td>Greenburg Traurig (CiviTek Representation)</td>
<td>$145,000</td>
<td>CiviTek Budget</td>
</tr>
<tr>
<td><strong>Grand Total</strong></td>
<td><strong>$671,758</strong></td>
<td></td>
</tr>
</tbody>
</table>

*Bascom amount is for the whole year and they provide other communication services*
Focus on legislative & program support to Clerks & Comptrollers

Preparation for upcoming Constitutional Review Commission

Support for Clerks on current issues impacting courts, records and finance functions

3 Education conferences and New Clerk Academy for 2015-2016

Regional workshops
The theme for our two year budget is support and enhancements of the functions of the Clerk of Circuit Court and Comptroller.

The Florida Court Clerks and Comptrollers’ organization provides a forum for all Clerks and Comptrollers to collaborate and reach consensus as leaders in Florida local government.
Current organization has 14 FTE’s

One new proposed position: Human Resources Assistant to provide additional support for staff within FCCC and CiviTek.

0-3% proposed Merit increase for employees based on meeting SMART Goals using the newly implemented performance management application and process. This merit increase was approved by the CiviTek Board of Managers.
Each year CiviTek provides critical funding for the Florida Court Clerks and Comptrollers’ operations. In 2015-16, $2.1m of the $3.2m required for FCCC operations will be funded by CiviTek.

- Legislative Services
- Member Services
  - Education (3 annual conferences, workshops, Web-Ex)
  - Information to Membership (Advisories, Alerts, Surveys)
- E-filing Program
- Legal Support
- Strategic Planning
- Best Practices
Budgeted FCCC Revenue 2015-16

Dividend Distributions From CiviTek 21%
Direct Revenue 11%
TCATS Pass-Through 9%
DOR Pass-Through 36%
CCIS Fees Pass-Through 15%
CCIS Grant Pass-Through 8%

Pass Through Revenues to CiviTek
- DOR $3,595,025
- CCIS Fees $1,489,075
- CCIS Grant $829,000
- TCATS $913,905
Total Pass Through $6,827,005

Revenues for FCCC Operations
- Dividends from CiviTek $2,122,348
- Direct Revenues $1,101,825
Total Operational Revenue $3,224,173

Total Revenue* $10,051,178
*Excludes OH Allocation
## Detailed Comparison of Operations Budget

<table>
<thead>
<tr>
<th></th>
<th>FY 14-15</th>
<th>FY 15-16</th>
<th>FY 16-17*</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Total Revenues</strong>*</td>
<td>$8,884,168</td>
<td>$10,131,346</td>
<td>$8,095,370</td>
</tr>
<tr>
<td><strong>Expenses</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Administrative &amp; Member Services</td>
<td>$1,334,476</td>
<td>$1,364,189</td>
<td>$1,426,719</td>
</tr>
<tr>
<td>Legislative &amp; Program Services</td>
<td>$742,185</td>
<td>$918,474</td>
<td>$954,034</td>
</tr>
<tr>
<td>Overhead</td>
<td>$738,577</td>
<td>$890,753</td>
<td>$933,540</td>
</tr>
<tr>
<td>CCIS</td>
<td>$115,301</td>
<td>$130,925</td>
<td>$136,754</td>
</tr>
<tr>
<td>CiviTek pass-throughs</td>
<td>$5,953,629</td>
<td>$6,827,005</td>
<td>$6,052,176</td>
</tr>
<tr>
<td><strong>Total Expenses</strong></td>
<td>$8,884,168</td>
<td>$10,131,346</td>
<td>$9,503,223</td>
</tr>
</tbody>
</table>

*FY 16-17 Revenues do not yet include anticipated Distributions From CiviTek

**$327,923 Central Disbursement Unit expense is accounted for separately in budget.

***Total Revenues & Expenses include OH Allocation
- CCIS Fees $1,353,575
- CCIS Grant & Match $964,500
- TCATS $931,905
- DOR $3,595,025

- CLERC
- Resolution Team
- Quality Assurance
- Service Desk
- Central Site
- Network
- Quarterly Audits

CiviTek Programs Supported by FCCC Pass-Through Revenues
**MyFloridaCounty**
- Child Support
  - $164,902,476 processed
  - 522,558 transactions
- Non-Child Support
  - $116,091,503 processed
  - 942,102 transactions

**E-Portal**
- $239,515,791 processed
- 846,445 transactions

**TCATS/ MFC Traffic**
- 3,559,460 Traffic Citations Processed
- $19,991,477 Traffic Payments paid through MFC
- 112,090 Tickets Paid through MFC-only 3.15% of all tickets issued

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**E-COMMERCE THROUGHPUT**
4/1/14-3/31/15

- **E-Portal** 44%
  - $240m
- **MFC Child Support** 31%
  - $165m
- **Traffic 4%**
  - $20m
- **Payment Solutions, MPP, ORI** 21%
  - $117m
CiviTek Budget Themes for 2015-2016

- Focus on Reinvesting in products and our team to remain competitive in IT Solutions market.
- Rebranding campaign to better distinguish CiviTek in the IT Solutions marketplace.
- Diversifying revenue sources and increasing profitability in anticipation of increased FCCC costs during Constitutional Review.
- Providing revenue for 2015-16 operating costs of the e-Portal.
- Continuing focus on providing technology based solutions for Clerks.
The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE:

<table>
<thead>
<tr>
<th>Title</th>
<th>Name</th>
<th>Address</th>
<th>City-State-Zip</th>
</tr>
</thead>
<tbody>
<tr>
<td>PRESIDENT</td>
<td>SMITH, JOSEPH E</td>
<td>201 S. INDIAN RIVER DR.</td>
<td>FT. PIERCE FL 34950</td>
</tr>
<tr>
<td>TREASURER</td>
<td>INZER, BOB</td>
<td>301 S MONROE ST SUITE #100</td>
<td>CRAWFORDVILLE FL 32301</td>
</tr>
<tr>
<td>SECRETARY</td>
<td>JOHNSON, MARCIA M</td>
<td>33 MARKET ST STE 203</td>
<td>APALACHICOLA FL 32320</td>
</tr>
<tr>
<td>VP</td>
<td>THURMOND, BRENT X</td>
<td>3056 CRAWFORDVILLE HWY</td>
<td></td>
</tr>
<tr>
<td>VP</td>
<td>CRAWFORD, JOHN</td>
<td>76347 VETERANS WAY</td>
<td></td>
</tr>
</tbody>
</table>

I hereby certify that the information indicated on this report or supplemental report is true and accurate and that my electronic signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 617, Florida Statutes; and that my name appears above, or on an attachment with all other like empowered.

SIGNATURE: JOHN CRAWFORD

VP

02/06/2015
January 4, 1996

FRED HARRIS, JR., ESQ.

TALLAHASSEE, FL

Re: Document Number 744975

The Amended and Restated Articles of Incorporation for FLORIDA ASSOCIATION OF COURT CLERKS, INC., a Florida corporation, were filed on January 3, 1996.

The certification you requested is enclosed.

Should you have any questions concerning this matter, please telephone (904) 457-6050, the Amendment Filing Section.

Nancy Hendricks
Corporate Specialist
Division of Corporations

Letter Number: 296A00000430
State of Florida

Department of State

I certify the attached is a true and correct copy of the Amended and Restated Articles of Incorporation, filed on January 3, 1996, for FLORIDA ASSOCIATION OF COURT CLERKS, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is 744975.

Given under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capitol, this the Fourth day of January, 1996.

Sandra B. Mortham
Secretary of State
CONSTITUTION OF
FLORIDA ASSOCIATION OF COURT CLERKS, INC

ARTICLE I

Name

The name of this organization shall be "FLORIDA ASSOCIATION OF COURT CLERKS, INC", and shall be known as, and do business as, “FLORIDA COURT CLERKS & COMPTROLLERS”.

ARTICLE II

Purpose

The purpose of the Florida Court Clerks & Comptrollers shall be:

A. To enable the members of the Florida Court Clerks & Comptrollers to more efficiently and effectively serve our constituency;

B. To assist the Clerks of the Circuit Court and County Comptrollers in improving the professional efficiency of the Clerks’ and Comptrollers’ offices in administration and in providing a forum for exchanging ideas for creating better public services;

C. To study procedures, personnel management, county finances, reporting, budgeting, and auditing and accounting procedures;

D. To secure information on keeping uniform financial records and permanent legal forms and records;

E. To improve the Clerks’ and Comptrollers’ service to the courts, to the county government and the general public;

F. To find better methods for developing more efficient office management in the performance of required constitutional and statutory duties;

G. For such other literary and scientific purposes within the meaning of section 501(c)(6) of the Federal Internal Revenue Code, as may be desired by the Florida Court Clerks & Comptrollers; however, the Florida Court Clerks & Comptrollers is not empowered to engage, except to an insubstantial extent, in activities which do not further its exempt purposes.
ARTICLE III

Membership

Membership in the Florida Court Clerks & Comptrollers shall consist of Regular, Honorary and Sustaining members.

Section 1. Regular Member: A regular member shall be the elected or appointed, under Florida constitutional or statutory authority, Clerk of any Circuit and County Court and, in such counties where the office of Clerk is divided by general or special law pursuant to constitutional authority, County Comptrollers.

Section 2. Honorary Member: A person, organization, or corporation that has made a significant contribution to the Florida Court Clerks & Comptrollers or rendered distinguished service may be elected to honorary membership in the Florida Court Clerks & Comptrollers by a majority vote of the regular membership in attendance at an Executive Session. An honorary member, unless also a regular member, does not have the right to vote or hold office in the Florida Court Clerks & Comptrollers, nor to attend executive meetings, nor is required to pay dues.

Any regular member may nominate for honorary membership any individual they feel has made an outstanding contribution to the Florida Court Clerks & Comptrollers for consideration by the Board of Directors, but must do so in writing no later than March 1st of each year.

The Board of Directors may consider annually at a minimum one member of the Florida Senate and one member of the Florida House of Representatives, as well as other individuals nominated by any regular member of the Florida Court Clerks & Comptrollers for honorary membership. The Board of Directors will report in an Executive Session by April 30th the names they recommend for honorary membership, and the membership present, by majority vote, shall elect honorary members. Honorary members shall be recognized by the presentation of an appropriate plaque at an Executive Session or other appropriate general meeting of the Florida Court Clerks & Comptrollers.

Section 3. Sustaining Member: A person, organization or corporation that has provided sustaining support to the goals and objectives of the Florida Court Clerks & Comptrollers may be awarded sustaining membership by the Board of Directors. Sustaining memberships awarded pursuant to this provision shall be made in accordance with the program adopted by the regular membership of the Florida Court Clerks & Comptrollers. A sustaining member does not have the right to vote, hold office or attend executive sessions of the Florida Court Clerks & Comptrollers.
ARTICLE IV

Officers of the Florida Court Clerks & Comptrollers

Section 1. Officers of the Florida Court Clerks & Comptrollers: There shall be Executive Officers of the Florida Court Clerks & Comptrollers to perform such duties as may be prescribed herein and as may be directed by the Board of Directors.

Section 2. Executive Officers: The Executive Officers of the Florida Court Clerks & Comptrollers shall be the President, First Vice-President, Second Vice-President, Secretary and Treasurer. A regular member of the Florida Court Clerks & Comptrollers, who has paid the annual dues and assessments, shall be eligible for office. The Executive Officers shall constitute the Executive Committee of the Florida Court Clerks & Comptrollers. The President may appoint the immediate past president as a nonvoting member to the Executive Officers of the Florida Court Clerks & Comptrollers.

A. President: The President shall be the chairman of, and preside at, all Florida Court Clerks & Comptrollers’ meetings and is chairman of the Board of Directors. The President may designate the First Vice-President or another officer or member to preside in the President’s absence. Meetings shall be conducted under Roberts Rules of Order, unless such rules are in conflict with the constitution of the Florida Court Clerks & Comptrollers. The President shall have authority to appoint regular or special committees as deemed necessary.

B. First Vice-President: The First Vice-President shall exercise all the powers and duties of the President during absence or inability to act, and shall perform such other duties as may be assigned by the Board of Directors or President. Should the President establish the General Operations Committee, the First Vice-President shall be the chairperson.

C. Second Vice-President: The Second Vice-President shall exercise all the powers and duties of the President or First Vice-President during absence or inability to act, and shall perform such other duties as may be assigned by the Board of Directors or President. Should the President establish the Education Committee, the Second Vice-President shall be the chairperson.

D. Secretary: The Secretary shall oversee the keeping of a true, up-to-date record of all proceedings of the Florida Court Clerks & Comptrollers and of the Board of Directors. Should the President establish the Communications Committee and the Conference Committee, the Secretary shall be the chairperson.

E. Treasurer: The Treasurer shall be the financial officer of the Florida Court Clerks & Comptrollers and shall execute such authority and perform such duties as may be prescribed by the Board of Directors. The Treasurer shall direct the safekeeping of all the funds, securities and legal instruments of the Florida Court Clerks & Comptrollers, ensure the accounts are placed in qualified FDIC depositories and shall be responsible for the oversight of the designated custodian. The Treasurer, in the performance of the duties of the office, shall, in addition to the above, adhere to Article VII, Section 2, hereof. The Board of Directors shall have the right to inspect and approve the records and to examine and/or cause an annual audit of the Florida Court Clerks & Comptrollers’ financial records and accounts at the expense of the Florida Court Clerks

Approved in Executive Session, 6/11/12
& Comptrollers. The President shall establish the Budget Committee and the Treasurer, as financial officer, shall be the chairperson.

Section 3. Vacancy in Office: A vacancy in office will be filled in accordance to the line of succession to office, which shall be the Treasurer, Secretary, Second Vice-President, First Vice-President and President. The office of the Treasurer shall be filled by the President, subject to approval of the Board of Directors.

Section 4. Holding More Than One Office: A regular member of the Florida Court Clerks & Comptrollers shall not hold more than one elected office, as defined in this Article, of the Florida Court Clerks & Comptrollers at the same time, and no regular member shall be entitled to cast more than one vote on any matter on which the member is eligible to vote.

Section 5. Ascension from office to office: There shall be no automatic ascension from one office to another.

Section 6. Any member of the Executive Committee may be removed from office upon the vote of a majority of the regular members in attendance at a properly noticed meeting of all the regular members. A five day (5) notice of such meeting is required, with notice deemed complete upon sending by an electronic method. Additionally, any regular member may bring to the attention of the Florida Court Clerks & Comptrollers a violation of the bylaws by any regular member. Upon any failure, refusal or neglect by any regular member to comply with the provisions thereof, the Board of Directors may take such appropriate action, including removal from the Executive Committee position, as it shall see fit.

Section 7. Contract Personnel: The Florida Court Clerks & Comptrollers shall employ, or contract with, an Executive Director and a General Counsel, and, if necessary, a Legislative Affairs Officer, through a contract negotiated and approved by the Board of Directors, or subcommittee thereof, based on the professional requirements of the applicable position, subject to ratification by the full membership of the Florida Court Clerks & Comptrollers at any regular meeting where a quorum is present.

A. Executive Director: The Florida Court Clerks & Comptrollers shall employ or retain the services of an Executive Director to assist in coordinating and facilitating the activities of the Florida Court Clerks & Comptrollers. The duties of the Executive Director will be those set forth in a written contract and as directed by the Board of Directors.

B. General Counsel: The Florida Court Clerks & Comptrollers shall retain General Counsel, whose duties shall be as stated in a written contract and as directed by the Board of Directors.

C. Legislative Affairs Officer: The Florida Court Clerks & Comptrollers may retain the services of a Legislative Affairs Officer, who may be the General Counsel for the Florida Court Clerks & Comptrollers. The primary duties shall be as stated in a written contract and as directed by the Board of Directors.
ARTICLE V

Board of Directors

Section 1. The Board of Directors shall be elected annually for a term of one (1) year and consist of fifteen (15) members, and be composed of the five Executive Officers, immediate past president, and the next two (2) immediate past presidents and one (1) member from each of the seven (7) districts (as set forth below) elected from their district at a caucus held prior to March 31st of each year by the regular members of each district.

Unless an absence is approved in writing by the President, any director elected by the districts that misses more than two (2) consecutive meetings in any one (1) year shall automatically be deemed to have resigned from the Board of Directors. The Board of Directors will notify the regular members of the affected district and immediately appoint a temporary replacement until a new director can be chosen by the caucus of the regular members of the district.

The districts of the Florida Court Clerks & Comptrollers (the “Districts”) shall consist of:

- District No. 1 includes the following counties: Escambia, Santa Rosa, Okaloosa, Walton, Holmes, Washington, Bay, Jackson, Calhoun, and Gulf.

- District No. 2 includes the following counties: Leon, Wakulla, Jefferson, Madison, Taylor, Suwannee, Lafayette, Gadsden, Liberty, and Franklin.

- District No. 3 includes the following counties: Bradford, Clay, St. Johns, Putnam, Columbia, Hamilton, Baker, Union, Nassau, and Duval.

- District No. 4 includes the following counties: Lake, Gilchrist, Dixie, Alachua, Marion, Levy, Citrus, Hernando, and Sumter.

- District No. 5 includes the following counties: St. Lucie, Okeechobee, Volusia, Flagler, Seminole, Orange, Brevard, Osceola, and Indian River.

- District No. 6 includes the following counties: Pasco, Polk, Hillsborough, Pinellas, Manatee, Hardee, Sarasota, DeSoto, and Highlands.

- District No. 7 includes the following counties: Charlotte, Glades, Palm Beach, Martin, Hendry, Lee, Collier, Broward, Monroe, and Dade.

Section 2. The Board of Directors shall adopt such rules and regulations as it deems necessary to carry out the purposes of the Florida Court Clerks & Comptrollers, and shall provide policy direction to the Executive Committee. The Board of Directors shall have the power to authorize the officers to enter into contracts on behalf of the Florida Court Clerks & Comptrollers. Such contracts shall be reviewed on an annual basis.

Section 3. The Board of Directors shall meet at least once per quarter, or more often if needed, at the request of the President. The President may poll the directors on any questions which may be decided without a meeting. The President, or the President’s designee, shall report
the Florida Court Clerks & Comptrollers’ year-to-date general progress.

Section 4. The Board of Directors shall have the power to approve or disapprove of the filling of any vacancy until the next annual meeting of the Florida Court Clerks & Comptrollers, except as provided in Article IV, Section 3, and Article V, Section 1.

Section 5. Headquarters: The Board of Directors, subject to the approval of the Florida Court Clerks & Comptrollers, may establish a headquarters office.

ARTICLE VI

Committees

Section 1. Committee Appointments: The President may appoint any member of the Florida Court Clerks & Comptrollers, or member of the administrative staff, to standing committees of the Florida Court Clerks & Comptrollers. The President, Executive Director, General Counsel, and administrative staff shall be nonvoting members of all committees, and all committee meetings shall be open to any member of the Florida Court Clerks & Comptrollers.

Section 2. Committee Records: The Executive Director, or a staff member designated by same, shall be responsible for the maintenance of all committee minutes, records, files and reports. Said documents and information shall be maintained in the central office, posted on the Florida Court Clerks & Comptrollers’ intranet, and be available to all regular members of the Florida Court Clerks & Comptrollers.

Section 3. Standing and Special Committees: The President may appoint other committees, as deemed appropriate, for conducting the affairs of the Florida Court Clerks & Comptrollers. These committees may become standing committees with appropriate amendment to the constitution.

A. Executive Committee: The Executive Committee shall consist of the Executive Officers, as provided for in Article IV, Section 2. The Executive Committee shall meet monthly at the direction of the President, who shall serve as chairman of the Executive Committee. They shall review the finances of the Florida Court Clerks & Comptrollers, serve as members of the Budget Committee, review committee progress, educational programming and, in general, the progress of the Florida Court Clerks & Comptrollers. The Executive Director of the Florida Court Clerks & Comptrollers shall be a nonvoting member of this committee.

B. Legislative Committee: The Legislative Committee shall consist of seventeen (17) members. Two (2) members shall be elected from each of the seven (7) Districts, one (1) elected in even number years and one (1) elected in odd number years, each to serve a two (2) year term on the committee. Members may be re-elected to succeed themselves at the discretion of their District. The incoming President shall appoint three (3) members at large to the committee. The Chairman of the Legislative Committee shall be appointed by the incoming President from the members of the committee and shall serve a one (1) year term. The chairman may be appointed to succeed themselves. The function of the Committee is to develop and promote a legislative

Approved in Executive Session, 6/11/12
program for each session of the Legislature that is reflective of the statutory requirements of the duties and responsibilities of the office. In addition, it is the responsibility of the committee to monitor the legislative process relative to proposed legislation that might present either a negative or positive impact on statutory functions and, in response, develop an appropriate agenda. The First Vice-President shall be the Vice-Chairperson of the Legislative Committee.

C. Nominating Committee: The Nominating Committee shall consist of the current President and one (1) representative elected by each of the seven (7) Districts. The immediate past president will chair the Nominating Committee. The function of the Nominating Committee is to submit to the general membership nominations for the various offices and boards of the Florida Court Clerks & Comptrollers, as provided for in Article X, Section 1.

D. Strategic Planning Committee: The Strategic Planning Committee shall consist of all former presidents of the Florida Court Clerks & Comptrollers, the current President, First Vice-President, Second Vice-President, Secretary and Treasurer, the Chair of the Clerks of Court Operations Corporation, and the Chair of the FACC Services Group, LLC. The function of the committee is to develop and implement both a short and long-term strategic agenda to address issues of concern relative to the enhancement of the public, statutory and constitutional positions of the offices of Clerk and Comptroller. The chairperson shall be the immediate past president of the Florida Court Clerks & Comptrollers and the current President shall be the Vice-Chairperson. The committee chair shall call a Strategic Planning Committee meeting as soon as possible after the installment of the next appointed slate of Executive Committee officers, and prior to the first regularly scheduled Executive Session of the Florida Court Clerks & Comptrollers for the ensuing year, for the purpose of organizing the committee and conducting such business as the committee members may feel necessary to accomplish the purpose of the committee and the Florida Court Clerks & Comptrollers.

Section 4. Committee Officers: The President, unless otherwise specified herein, shall appoint a chairman, who may appoint other committee officers. These committee officers must be a regular member of the Florida Court Clerks & Comptrollers.

ARTICLE VII

Associated Statewide Interests

Section 1. The Florida Court Clerks & Comptrollers shall establish and/or cooperate with statewide boards and maintain involvement with statewide interests for the improvement of Clerk and Comptroller operations and/or standardization, such as:

A. FACC Services Group, LLC, Board of Managers: The FACC Services Group, LLC, is organized for the purpose of implementing and managing various business aspects of the Florida Court Clerks & Comptrollers’ programs. The Services Group Board of Managers shall be comprised of seven (7) members, one elected from each of the seven (7) Districts each year in district caucus, who may succeed themselves. The Board of Managers shall be responsible for making the policy and operational decisions for the Services Group, including the annual budget and annual report to the membership.

Approved in Executive Session, 6/11/12
B. The Florida E-Filing Authority Board: The Florida Courts E-Filing Authority Board was created pursuant to legislative directive to provide oversight to the development, implementation and operation of a statewide portal designed to process the filing of court documents.

C. The Florida Local Government Investment Trust Board of Trustees: The Florida Local Government Investment Trust (Florida Trust) is a local government investment pool developed through the joint efforts of the Florida Court Clerks & Comptrollers and the Florida Association of Counties. The Board of Trustees is comprised of an equal number of Clerks and County Commissioners.

D. Florida Clerks of Court Operations Corporation: As a result of the implementation of Revision 7 to Article V of the State Constitution, the Florida Legislature adopted the Clerk of Court Operations Conference, renamed the Florida Clerks of Court Operations Corporation, LLC (CCOC). The CCOC shall be composed of eight Clerks elected by the Florida Clerks for a term of two (2) years. The CCOC shall follow the county-size distribution, pursuant to section 28.35, Florida Statutes.

ARTICLE VIII

Funds

Administration and Finance

Section 1. Dues and Assessments: Annual dues and special assessments of the Florida Court Clerks & Comptrollers shall be determined by the Executive Committee, on recommendation of the Board of Directors, and approved by the full membership. Any member, whose dues are three months delinquent, unless other provisions have been made, shall be deemed to have resigned membership in the Florida Court Clerks & Comptrollers and forfeited all rights and privileges thereof, with the exception of the right to attend state-required training and education programs and seminars. Said attendance is subject to the payment of all program-related costs and fees. However, in case of a hardship, the Executive Committee shall consider the matter and recommend appropriate action to the Board of Directors, whose decision shall be final.

Section 2. Financial Administration: The budgetary and financial operations of the Florida Court Clerks & Comptrollers shall be in accordance with the following provisions:

A. The Executive Director and the Budget Committee, which shall consist of the Executive Committee members, shall prepare the recommended work program and tentative annual budget for the forthcoming year and recommend the same to the Board of Directors. The Treasurer, as financial officer, shall be the chairperson of the Budget Committee. The Board of Directors, by April 30th of each year, shall present for consideration a program and budget to the regular membership and shall present for approval the budget at the Executive Session during the annual meeting.

Approved in Executive Session, 6/11/12
B. The fiscal year of the Florida Court Clerks & Comptrollers shall be from July 1st to June 30th of each year.

C. The Treasurer shall be responsible for the disbursement of any and all funds, as provided in the annual budget. Requirements in excess of budgeted expenditure levels, but within total annual projected revenues, shall require the approval, by way of budget amendment, of the Board of Directors. Requirements in excess of the total annual projected revenue shall require consideration by an Executive Session of the Florida Court Clerks & Comptrollers.

D. The Treasurer shall report to the Florida Court Clerks & Comptrollers each quarter on the financial status of the Florida Court Clerks & Comptrollers.

E. The Executive Committee shall cause to have made each year an independent audit of the preceding years financial records and shall submit same, along with the management letter and statement of actions taken or being taken to correct areas of deficiency, to the Board of Directors.

F. The Executive Committee shall cause to have developed and recommend to the Board of Directors regulations and policies governing the disbursement of funds. Said policies shall include purchasing and travel provisions.

Section 3. Disposition and Safekeeping of Funds: The Executive Director, at the direction of the Executive Committee, shall determine the place and manner of disposition and safekeeping of all funds, securities and legal instruments.

Section 4. Personnel Administration: The Executive Director, in consultation with the Executive Committee, shall develop a system of personnel administration and submit same to the Board of Directors for consideration and adoption. The Executive Committee shall serve as the Personnel Committee.

ARTICLE IX

Meetings

Section 1. Annual Meetings: The annual meeting of the members shall be held at such time and place as may be determined by the Board of Directors and ample notice shall be given prior to the meetings. Special meetings may be called by the President or Board of Directors.

Section 2. Executive Session: A meeting in which strictly regular members have been notified to attend shall be called an executive session of the Florida Court Clerks & Comptrollers. The time and place of an executive session of the Florida Court Clerks & Comptrollers shall be determined by either the President or Executive Committee or the Board of Directors.

Approved in Executive Session, 6/11/12
A. Purpose: It is the purpose of an executive session to ascertain the opinion or position of the regular members of the Florida Court Clerks & Comptrollers, with respect to any matter pertaining to accomplishment of the general purpose of the Florida Court Clerks & Comptrollers, as stated in Article II, and take such action as may be appropriate.

B. Meetings: An executive session may be called at any time by the President or Board of Directors, by giving at least two (2) weeks’ notice to each regular member of the Florida Court Clerks & Comptrollers, accompanied by an agenda of items to be discussed. Executive sessions may be held in conjunction with the regularly scheduled annual meeting and shall not require special written notice. An executive session, by a majority vote, may waive any formality in order to take action and give direction to the Florida Court Clerks & Comptrollers.

C. Quorum: A quorum shall consist of at least one third (1/3) of the regular members of the Florida Court Clerks & Comptrollers being present.

Section 3. Notices, Attendance. Notices of meetings may be provided by electronic means. Attendance at meetings of the Board of Directors, Executive Committee and committees may be via telephone or live internet communication.

ARTICLE X
Nominations and Elections

Section 1. Nominating Committee: The Nominating Committee shall consist of the President; the immediate past president, who will serve as chairman; and one (1) member from each of the seven (7) districts to be elected from district caucuses to be held prior to March 31st of each year. Within its duties, a representative of the Nominating Committee shall meet with each individual being considered for nomination and discuss the duties and responsibilities of the office and determine the individual's availability and intent relative to the nomination. A sitting member of the Committee shall not be considered for nomination, with the exception that the out-going President, the immediate past President or any former President may be considered for nomination to the Board of Directors, as prescribed for past presidents in Article V, Section 1. The Nominating Committee shall publish its report no later than thirty (30) days prior to the annual meeting. Additional nominations may be made from the floor by any regular member, until the President shall, upon vote of the Florida Court Clerks & Comptrollers, declare nominations to have ceased.

Section 2. Election: The election of officers and directors shall take place at the annual meeting, at which time each District Caucus shall also announce its director for the coming year.

Section 3. Holding of Elections: The manner of holding elections, method of voting, the counting of ballots and the rules of procedure pertaining thereto shall be prescribed by the Board of Directors, unless otherwise prescribed herein.
ARTICLE XI

Amendments

The constitution may be amended by a majority vote of a quorum present and voting at any annual meeting, providing that a copy of any proposed amendment of the constitution shall have been sent to all regular members at least one (1) week prior to such meeting. A quorum for the purposes of amending the constitution shall be at least two-thirds (2/3) of the full membership of the Florida Court Clerks & Comptrollers.

ARTICLE XII

Duration of the Florida Court Clerks & Comptrollers

The Florida Association of Court Clerks, Inc., hereby known as the Florida Court Clerks & Comptrollers, shall be of continual and perpetual existence, unless dissolved by vote of its membership. Upon dissolution of the Florida Court Clerks & Comptrollers, and after making provision for the payment or paying all of the liabilities of the Florida Court Clerks & Comptrollers, the remaining assets of the Florida Court Clerks & Comptrollers shall be disposed of by contribution to such other organization or organizations operated exclusively for charitable, scientific, literary or educational purposes, which at the time shall be qualified as an exempt organization or organizations under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future U.S. Internal Revenue Law).
CIVITEK
Civic service powered by technology.
FACC Services Group, L.L.C.

History and Establishment

The FACC Services Group, L.L.C. was established in 1991 to provide financial and technical services for Clerks of Circuit Court and Comptrollers. The Services Group is a wholly owned subsidiary of Florida Association of Court Clerks, Inc. (FCCC). FCCC is the single stockholder and owner of the Services Group. In 2011, the Services Group adopted the doing business as name of CiviTek. CiviTek is a limited liability company, organized under the laws of the State of Florida, and governed by a seven member Board of Managers, each of whom is a Clerk of the Circuit Court, elected for a two-year term by the Clerks of the Circuit Court and Comptrollers. The Services Group operates pursuant to and authorized by the IRS code.

Benefits provided to Clerks, Government, and Citizens

FCCC established the Services Group to provide support services to the Clerks of the Circuit Court and their staff. This model is similar to the Florida League of Cities and the Florida Association of Counties, in that it offers many unique products and services to its membership and constituents. In addition, the Services Group provides projects and services for the FCCC that are legislatively required and/or requested by Clerks, allowing them to pool resources to maximize purchasing power.

Creation of Civitek

In April 2011, the Clerks decided to create a “marketable” name for the organization to use instead of the formal registered legal name. Thus began the d/b/a CiviTek.

CiviTek is now used as the name to market products and when making presentations or providing technical web demonstrations. The name is derived from the civic side of the organization and the technical services and support provided. CiviTek has a unique logo and is registered with the Secretary of State’s office. The name CiviTek is also copyright protected.

Funding

CiviTek’s operating model is to maintain a positive revenue position, allowing for revenues in excess of current expenditures to be reinvested into project enhancements and financial support of FCCC. In recent years, revenues were utilized to maintain functionality of CCIS, build a statewide e-filing portal, build a statewide data vaulting system and fund the education and legislative programs.

Products and Services

In 1991, CiviTek’s first program was to provide administrative support to the Florida Local Government Investment Trust (Florida Trust). The Florida Trust is an independently managed investment fund. This program was followed by the development and implementation of the Child Support System (CLERC) in 1992. CLERC was built in response to a legislative requirement to improve the delivery of child support payments to the children and families of Florida.
Child Support System (CLERC)

Recognition of FCCC’s assistance to the State of Florida was noted in 1992, when the Florida Legislature mandated the establishment of a statewide child support enforcement computer system (CLERC) to be built and operated by the FCCC. Built to meet federal mandates, this system and the FCCC were again called on by the Legislature in 1998 to meet the federal requirement for each state to build a state collection and distribution center for child support payments. The CLERC application is used in all 67 Florida Clerks’ offices and provides a network and application for payment processing and record keeping for the child support cases established in the state of Florida. The application is designed based on Florida Statutes (Chapter 61) and Federal Requirements. The processing of child support information is funded through Department of Revenue (DOR) contract CC600.

Resolution Team

The Resolution Team was established in 1998. The main purpose of the Resolution Team is to research and resolve all payments that have been suspended at the State Disbursement Unit (SDU) as quickly and as thoroughly as possible. The Resolution Team provides customer service and resolution on escalated issues concerning child support payments receipted by the SDU for Legislative and Gubernatorial offices, the Executive Office of the Florida Department of Revenue and the constituents of all 67 counties. The Resolution Team is the only Help Desk in Florida that is capable of researching and resolving suspended payments. In 2013, the Resolution Team resolved $19,000,000 in suspense payments for Florida families. The Resolution Team resolves approximately 97% to 99% of suspended payments received in any given month. In 2011 and 2012 combined, the Resolution Team received 136,110 payments and successfully resolved 134,579 payments, a resolve rate of 99 percent.

Other Child Support Services

There is a long standing relationship between the FCCC and DOR, via contracts for the Resolution Team, Central Site and Network. In addition to the CLERC application, CiviTek is responsible for implementing and operating the Accounting Reconciliation System and quality assurance for the child support process. FCCC has also played a central role in coordinating the execution of the Cooperative Agreements between each Clerk’s office and DOR. These contracts define the services provided by the Clerks regarding Child Support Depository and Enforcement Activities.

Web Based Technology Solutions

Today, CiviTek provides technology solutions for Clerks’ offices and on-going support for a number of technology-based programs, such as MyFloridaCounty.com and CCIS.

MyFloridaCounty.com

Launched in 2003, this secure web portal provides a public, internet-based infrastructure for a single point of access to local information and services, including e-commerce capability. Today, MyFloridaCounty.com processes over $20 million in transactions (principally child support and traffic payments) per month and processes over $240 million annually in payments to Clerks’ offices.

Funding for MyFloridaCounty.com is provided through a nominal service fee charged to the public. The users of the web portal are local Clerks’ offices, businesses, and the general public. The following
services are provided: child support payment statuses; official records inquiry and document ordering; electronic child support payments; electronic traffic citation payments. The site now has a mobile version as well.

**MyPaymentPortal.com (MPP)**

Launched in July 2012, MPP is a secure web portal that provides a public, internet-based infrastructure for a single point of access that allows users of participating states to make credit card payments via a major credit or debit card. MyPaymentPortal.com initially launched with Oregon. Since then, the states of Washington and Hawaii have become participants. MyPaymentPortal.com processed more than $500,000 monthly average in child support payments so far in 2015. Funding for MyPaymentPortal.com is provided through a nominal service fee charged to the public. The users of the web portal consist of the general public with child support cases residing in a participating state.

**Comprehensive Case Information System (CCIS)**

CCIS provides statewide and circuit-wide access to case information based on individual and case-specific query through a single, seamless, secured Internet point of access pursuant to s. 28.24(12)(e)1, F.S. Funding for CCIS, $1.3 million, is provided by fees, as required by Florida Statutes, s. 28.24.  In 2004, the Legislature directed the FCCC to implement CCIS statewide. Today, the program is well established and has more than 18,000 registered users. In addition, at the request of the Third Judicial Circuit, the Services Group has developed a court case-management system with CCIS as the data source.

**ePortal: eFiling and eRecording**

The e-Portal was developed by the Services Group, and is maintained and operated according to the Florida Courts E-Filing Authority’s specifications and governance. There are two main functions of the portal: eRecording and eFiling. Florida can say that it is truly a national leader in the electronic filing of court documents. Attributable to an active Florida Courts E-Filing Authority, an independent governmental body which oversees the statewide filing portal, and Justice Ricky Polston, former head of the Florida Supreme Court and Florida’s Court System, Florida made great strides in developing the Florida Courts E-Filing Portal over the 2012-2013 fiscal year. By April 1, 2013, the Florida Courts E-Filing Portal saw active e-filing in all 67 counties for all five civil court divisions, Circuit Civil, County Civil, Probate, Small Claims and Family Law. The number of filings per month over the year went from 11,263 in July 2012 to over 1,200,000 in June 2015. The number of registered Florida Bar member users jumped from 10,248 to over 80,000.

Florida Supreme Court Administrative Order 11-399 (10/18/12), designating dates for the mandatory use of the Portal, directly drove the upswing in filings in the trial courts and numbers of registered users over that time. (Highlights from this order are hyperlinked here.) Between April 1, 2013 and June 30, 2013, 2,347,648 submissions were sent through the Portal, equaling 4,049,342 documents for that three-month period.

In that order, all attorneys were mandated to file electronically in the trials courts’ civil divisions by April 1, 2013. The order set October 1 of that year as the mandatory date for all attorneys to file on criminal cases through the portal. Today, over 80,000 attorneys file in all criminal and civil divisions.

Electronically filing in the trial courts was not the only focus of Florida’s e-filing efforts. During this year, it was concurrently on-going with the state’s Supreme and Appellate Courts to establish connectivity
through the Portal. AOSC 11-399 required that in the Florida Supreme Court and in the District Courts of Appeal, e-filing would become mandatory on October 1, 2012. That date was later changed with revised AOSC 11-399 (11/28/12), to require the Supreme Court e-filing to become mandatory on February 27, 2013, on a voluntary basis and mandatory on April 1.

The eRecording process can now take as little as 48 hours thanks to the statewide electronic portal. Annually, the Florida Department of Revenue (DOR) files 80,000 property tax liens by sending them through the mail to the appropriate Clerk’s office. Through the statewide ePortal, DOR and Clerks are able to electronically transmit, record and process all liens through one access point.

The process begins with DOR transmitting an electronic file containing all the pertinent lien information, as required by the Clerks to the ePortal. The ePortal accepts the lien file and creates an electronic package designed to meet national standards. This is then transmitted to the Clerk’s office for review and approval. Once reviewed by the recording clerk, a return file is created for DOR with pertinent recorded information. That information is used by DOR to send the electronic payment request to the DFS so they can make payment via electronic funds transfer directly to the Clerk.

Working in conjunction with DOR on this process, Florida’s Court Clerks provided DOR with a more efficient option, enabling the electronic transfer and recording of liens between the department and the Clerks.

“Filing and satisfying liens electronically saves time and money, and eliminates the need for paper and other supplies. Not only does the process speed up the delivery and execution of recording a lien but in resolving the lien(s) as well. It is a good example of the state and local government working together to reduce costs and to provide better service to customers,” stated Jim Evers, Director, General Tax Administration, and Florida Department of Revenue. The simplified process of eRecording is just another way Florida’s Clerks and Comptrollers are providing ease of access to Florida’s citizens while saving time and money.

The ePortal infrastructure framework for efilig and erecording is composed of a Secure Statewide Network consisting of the 67 Clerks’ offices, FCCC, and various state agencies. In addition, the ePortal utilizes a Secure Data Center for hosting web services, application development, support, data processing and transmittal; along with a fully implemented disaster recovery plan including a hot site. The ePortal is currently funded with existing funding sources and is hosted at the FCCC Data Center. It utilizes existing infrastructure implemented for the Comprehensive Case Information System and Justice Information System, wherever possible.

**Technical Programs**

**CLERICUS**

In April 2007, the FCCC Executive Committee, composed of member Clerks of Court, approved the re-engineering and expansion of the existing FCCC Case Maintenance application suite (supported and utilized by Florida’s Clerks since 1998) to a new technology platform known as “CLERICUS”. CLERICUS is a Florida-based case maintenance system developed exclusively for Florida’s Clerks by Florida’s Clerks. CLERICUS, as the newest version of the court case system that is currently implemented in 39 counties in the state of Florida, provides a state-of-the-art upgrade to the existing case maintenance applications supported by the CiviTek.
CLERICUS is developed using Microsoft .Net framework and utilizes a Service Oriented Architecture (SOA). This design allows for tighter integration among the various programs as well as allowing other applications to be developed by third parties that utilize the common functionality. CLERICUS is designed to be integrated with other criminal justice agencies within each county and circuit. Because CLERICUS utilizes a Service Oriented Architecture, it makes interfacing to various outside applications much more efficient. This architecture also supports robust reporting capabilities. The Services Group has a long experience in seamless integration with many different applications. For example, the CCIS system receives court case information from 26 systems across the sixty-seven Florida counties to compile a single searchable repository. This program is provided to Clerks on a voluntary contractual basis.

**Technical Assistance Program (TAP)**

TAP provides quality and affordable technical services that are available upon request to all FCCC members. The program can be customized to fit a specific need or to cover a wide range of services, such as system assessment, system upgrade, system recovery, internet service, image hosting, and redaction services. TAP is dedicated solely to the Clerks and their staff. This program is provided to Clerks on a voluntary contractual basis.

**Traffic Citation Accounting Transmission System (TCATS)**

The TCATS - the Uniform Traffic Citation Transmission System- provides a means by which all 67 counties transmit Uniform Traffic Citation (UTC) data to the Florida Department of Highway Safety and Motor Vehicles (DHSMV). The system allows for the daily electronic transmission of UTC information including initial citations, dispositions, supplemental dispositions and license suspensions (D6’s).

The following statutory language found in section 318.18(8)(a), Florida Statutes, references this system:

“... the department shall contract with the Florida Association of Court Clerks, Inc., to design, establish, operate, upgrade, and maintain an automated statewide Uniform Traffic Citation Accounting System to be operated by the clerks of the court which shall include, but not be limited to, the accounting for traffic infractions by type, a record of the disposition of the citations, and an accounting system for the fines assessed and the subsequent fine amounts paid to the clerks of the court. On or before December 1, 2001, the clerks of the court must provide the information required by this chapter to be transmitted to the department by electronic transmission pursuant to the contract. “

**Data Vaulting**

The Data Vaulting program provides for secure storage of Clerks’ critical system data in a real time environment. The program requires a local data storage appliance, manufactured by EMC, that acts in the dual capacity of providing a technology upgrade from tape to a backup to disk solution at the local Clerk’s facility, in communication with a centralized vault located in Tallahassee, Florida, and another vault at the FCCC Hot Site in Alpharetta, Georgia. The solution requires each Clerk participant to purchase vaulting hardware and software licensed by EMC. The solution is managed and supported by the Services Group technical staff. Funding is through Services Group investment and contracts between the individual Clerks of the Circuit Court and the Services Group, and follows standards approved by the Florida Courts for e-Filing and the Public Records Industry for eRecording.
CiviTek
Accounting/Finance

Chief Financial Officer

- Accounting Intern
- Accounting Manager

Assistant Accounting Manager

- Financial Analyst I
- Accounting Specialist I
Conclusion

Since its creation in 1991, the Services Group has significantly improved the capabilities and the level of service available to each Clerk of Court through FCCC. Programs like MyFloridaCounty.com, Child Support, TCATS and CCIS increased capabilities to meet the challenges facing the Clerks’ offices and provides essential services to the public and the State of Florida. The Services Group invested in new initiatives such as data vaulting, eFiling and eRecording. FCCC believes that these programs have tremendous potential to reduce costs, expand services and increase efficiency, not only for the Clerks, but for the state and the public.
ARTICLES OF ORGANIZATION
OF
FACC SERVICES GROUP, L.L.C.

ARTICLE I
NAME

The name of the Limited Liability Company is FACC Services Group, L.L.C. (the "Company").

ARTICLE II
ADDRESS

The mailing address and street address of the principal office of the Company is: 3375 Capital Circle NE, Suite I, Tallahassee, Florida 32308, or at such other place as the Company duly adopts.

ARTICLE III
DURATION

The Company shall exist perpetually, unless sooner dissolved in accordance with the Company’s Regulations, Operating Agreement or Florida law.

ARTICLE IV
MANAGEMENT

The Company will be managed by managers as follows:

1. The Company shall be managed by a Board of Managers as follows:

   a. Number. The affairs of this Company shall be managed by a Board of seven (7) Managers.

   b. Term of Office. The term of office for Managers shall be two years; provided, however, that at the first annual meeting, the Member shall elect four Managers for a term of one year each and three Managers for a term of two years each. At each annual meeting thereafter the Member shall elect Managers to vacancies on the Board for a term of two years.

   c. Removal. Any Manager may be removed from the Board, with or without cause, by a vote of the Member of the Company. In the event of death, resignation, or removal of a
Manager, his or her successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his or her predecessor.

d. **Compensation.** No Manager shall receive compensation for any service he or she may render to the Company. However, any Manager may be reimbursed for his or her actual expenses incurred in the performance of his or her duties.

e. **Action Taken Without a Meeting.** The Managers shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Managers. Any action so approved shall have the same effect as though taken at a meeting of the Managers.

f. **Criteria for Managers: Managers Representing Districts.** The Board of Managers shall have one Manager from each of seven (7) districts, as defined herein. All Managers must be a member of the Florida Association of Court Clerks, and there shall be one Manager from each of the seven (7) districts to be chosen by the Member. If the term of a Manager expires, or if a Manager resigns, dies or fails or refuses to be a Manager, or otherwise does not qualify to be a Manager, for any reason (the “Resigning Manager”), his or her successor shall be selected from the same district as was the district of the Resigning Manager. The seven districts are as follows:

- **District No. 1** includes the following counties: Escambia, Santa Rosa, Okaloosa, Walton, Holmes, Washington, Bay, Jackson, Calhoun, and Gulf

- **District No. 2** includes the following counties: Leon, Wakulla, Jefferson, Madison, Taylor, Suwannee, Lafayette, Gadsden, Liberty, and Franklin

- **District No. 3** includes the following counties: Bradford, Clay, St. Johns, Putnam, Columbia, Hamilton, Baker, Union, Nassau and Duval

- **District No. 4** includes the following counties: Lake, Gilchrist, Dixie, Alachua, Marion, Levy, Citrus, Hernando, and Sumter

- **District No. 5** includes the following counties: St. Lucie, Okeechobee, Volusia, Flagler, Seminole, Orange, Brevard, Osceola, and Indian River

- **District No. 6** includes the following counties: Pasco, Polk, Hillsborough, Pinellas, Manatee, Hardee, Sarasota, DeSoto, and Highlands

- **District No. 7** includes the following counties: Charlotte, Glades, Palm Beach, Martin, Hendry, Lee, Collier, Broward, Monroe and Dade

No person who serves as a Trustee of the Florida Counties Investment Trust, during any such time as the Company is administrator of the Florida County Investment Trust, shall simultaneously serve as a Manager of the Company.
g. **Chairman of the Board of Managers.** The Chairman of the Board of Managers shall be selected by the other members of the Board of Managers and shall be President of the Company.

2. **Nomination.** Nomination for election to the Board of Managers shall be made by the Member.

3. **Election.** Election to the Board of Managers shall be by the Member.

4. **Regular Meetings.** Regular meetings of the Board of Managers shall be held quarterly with notice, at such place and hour as may be fixed from time to time by resolution of the Board.

5. **Special Meetings.** Special meetings of the Board of Managers shall be held when called by any two Managers of the Company or when called by the President of the Company after not less than three (3) days notice to each Manager.

6. **Quorum.** A majority of the number of Managers shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Managers present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

7. **Meetings by Telephone.** A Manager may attend a meeting of the Board of Managers by telephone.

8. **Powers.** The Board of Managers:

   (a) Shall have policy making power of the Company. The Board of Managers shall appoint the officers as enumerated herein, which officers shall have the day to day responsibility of conducting the business of the Company.

   (b) Shall declare the office of a member of the Board of Managers to be vacant in the event such Manager shall be absent from two (2) consecutive regular meetings of the Board of Managers without obtaining prior approval from the Chairman of the Board of Managers for any such absence; and

   (c) Shall have the power to employ independent contractors or such employees as they deem necessary, and to prescribe their duties.

9. **Duties.** It shall be the duty of the Board of Managers to:

   (a) Cause, through the officers, to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Member at the annual meeting of the Member, or at any special meeting when such meeting is called pursuant to the terms hereof;
(b) Supervise all officers, agents, and employees of the Company, and to see that their duties are properly performed; and

(c) Perform those duties as required by law.

10. **Officers.** In addition to the Board of Managers, the Company shall be operated by a President (who shall be the Chairman of the Board of Managers), an Executive Vice President, a Secretary, a Treasurer, and such officers as provided in the Regulations of the Company. The duties of the President, Executive Vice President, Secretary and Treasurer shall be as set forth in the Regulations of the Company.

11. **Initial Board of Managers.** The initial Board of Managers, who shall serve until they resign or until the first meeting of the Member, shall be as follows:

- **The Honorable Newman C. Brackin**
  101 E. James Lee Boulevard
  Crestview, FL 32579

- **The Honorable Kendall Wade**
  33 Market Street, Suite 203
  Apalachicola, FL 32320

- **The Honorable Christine Pratt**
  21 Hickpoochee Ave, 2nd Floor
  LaBelle, FL 33935

- **The Honorable Jeffrey K. Barton**
  2000 16th Avenue
  Vero Beach, FL 32960

- **The Honorable Ray Norman**
  945 N Temple Ave.
  Starke, FL 32091

- **The Honorable Douglas M. “Mac” McCoy**
  1 Court Street
  Bronson, FL 32621

- **The Honorable R.B. “Chips” Shore**
  1115 W. Manatee Avenue
  Bradenton, FL 34205

**ARTICLE V**

**BUSINESS**

The business of the Company shall be to conduct any lawful business whatsoever that may be conducted by limited liability companies pursuant to the Act, provided that the Company shall not be entitled to conduct any business which would result in the loss of the tax exempt status of the Member Florida Association of Court Clerks.

**ARTICLE VI**

**ADMISSION OF ADDITIONAL MEMBERS**

Additional members may be admitted and the terms and condition of such admissions shall require the vote of all existing members, and shall be conditioned on the new member’s
agreement to abide by all existing agreements of the members regarding the conduct of the Company.

ARTICLE VII
MEMBERS RIGHTS TO CONTINUE BUSINESS

The remaining members of the Company have the right to continue the business in the event of the termination of the Company at any time due to death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member or the occurrence of any other event which terminates the continued membership of a member in the Company, provided that all of the remaining members agree to do so in writing within 120 days after the date of a member’s termination of membership.

ARTICLE VIII
REGISTERED AGENT AND OFFICE

The street address of the Company’s initial registered office is 101 E. College Avenue, Tallahassee, Florida 32301, and the name of its initial registered agent at such office is Fred W. Baggett.

In witness whereof, the following members have executed these Articles of Organization on this 20th day of June, 2000.

Florida Association of Court Clerks

By: [Signature]
Name: Roger H. Alderman
Title: Executive Director
REGULATIONS
OF
FACC SERVICES GROUP, L.L.C.

These Regulations of FACC Services Group, L.L.C. (the "Company"), are made and entered into as of the 21st day of June, 2000, by the Member of the Company who has executed this Agreement.

ARTICLE I
PURPOSE

The purpose of the Company shall be to conduct any lawful business whatsoever that may be conducted by limited liability companies pursuant to the Act, provided that the Company shall not be entitled to conduct any business which would result in the loss of the tax exempt status of the Member Florida Association of Court Clerks.

ARTICLE II
TERM

The Company shall have a perpetual existence unless otherwise dissolved by law or as stated in the Articles of Organization.

ARTICLE III
CONTROL AND MANAGEMENT/OFFICERS AND DUTIES

1. Management. The Company shall be managed by a Board of Managers as set forth in the Articles of Organization of the Company duly filed with the State of Florida, Secretary of State. It shall be the duty of the Board of Managers to set the rules and policies of the Company. The day to day management of the Company shall be the duty of the officers as enumerated herein.

2. Enumeration of Offices. The officers of this Company shall be a President, an Executive Vice-President, a Secretary, and a Treasurer, and such other officers as the Board of Managers may, from time to time, by resolution create. The office of President shall be held by the Chairman of the Board of Managers.

3. Election of Officers. The election of officers shall take place at the first meeting of the Board of Managers following each annual meeting of the Member.
4. **Term.** The officers of this Company shall be elected annually by the Board of Managers and each shall hold office for one (1) year unless he or she shall sooner resign, or shall be removed, or otherwise become disqualified to serve.

5. **Special Appointments.** The Board of Managers may elect such other officers as the affairs of the Company may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board of Managers may, from time to time, determine.

6. **Resignation and Removal.** Any officer may be removed from office with or without cause by a majority vote of the Board of Managers. Any officer may resign at any time, giving written notice to the Board of Managers, the President, and the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

7. **Vacancies.** A vacancy in any office may be filled by appointment by the Board of Managers. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he or she replaces.

8. **Multiple Offices.** The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to this Article.

9. **Duties.** The duties of the officers are as follows:

**President**

(a) The President shall be the Chairman of the Board of Managers, and shall preside at all meetings of the Board of Managers and officers; shall see that orders and resolutions of the Board of Managers are carried out and shall perform such other duties required by the Board of Managers.

**Executive Vice-President**

(b) The Executive Vice-President shall act in the place and stead of the President in the event of the absence, inability, or refusal to act of the President; shall operate the day to day business of the Company; shall ensure that the all governmental reports, including the annual report, are timely filed; shall prepare an annual budget and a statement of income and expenditures to be presented to the Member at its regular annual meeting, and deliver a copy of each to the Member; and shall perform such other duties required by the Board of Managers. In the day to day operation of the Company, the authority of the Executive Vice-President shall include, but not be limited to, employing such persons at for such compensation as the Executive Director deems reasonable and necessary for the day to day operation of the Company and terminating the employment of such persons as the
Executive Director deems reasonable and necessary for the day to day operation of the Company.

Secretary

(c) The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Managers and of the Member; keep the seal of the Company and affix it on all papers requiring said seal; serve notice of meetings of the Board of Managers and of the Member; keep appropriate current records showing the Member of the Company, together with its addresses, and shall perform such other duties required by the Board of Managers.

Treasurer

(d) The Treasurer shall oversee the receipt and deposit in appropriate bank accounts all monies of the Company and the disbursement of such funds as directed by resolution of the Board of Managers or in the ordinary course of the business; shall sign all promissory notes of the Company, along with the President; cause proper books of account to be kept, and cause an annual audit of the Company books to be made by a public accountant at the completion of each fiscal year.

10. Expressly Authorized Rights and Powers to Officers. Without limiting the generality of the powers set forth hereof and except as specifically limited by the Board of Managers pursuant to the rules and policies set by the Board of Managers, the Executive Vice-President shall be expressly authorized on behalf of the Company to:

a. procure and maintain with responsible companies such insurance as may be advisable in such amounts and covering such risks as are deemed appropriate by the General Manager;

b. take and hold any assets of the Company in the Company name, or in the name of a nominee of the Company;

c. execute and deliver on behalf of and in the name of the Company, or in the name of a nominee of the Company, all instruments necessary or incidental to the conduct of the Company's business;

d. protect and preserve the assets of the Company and incur indebtedness in the ordinary course of business;

e. sell, dispose of, trade, exchange, convey, quitclaim, surrender, release or abandon, upon terms and conditions which the General Manager may negotiate and deem appropriate, personal property of the Company in the ordinary course of business;
f. execute and deliver documents and instruments on behalf of the Company in connection with the acquisition and disposition of its assets, and to execute, terminate, modify, enforce, continue or otherwise deal with any Company indebtedness and security interests, to sell Company assets, and to take any other action with respect to agreements made between the Company and a lender or any affiliate thereof, all subject to the limitations set forth herein;


g. open Company bank accounts in which all Company funds shall be deposited and from which payments shall be made; and

h. invest Company funds and working capital reserves.

11. Certain Limitations. Notwithstanding the generality of the foregoing, and in addition to other acts expressly prohibited by these Regulations or by law, the officers shall not have the authority to:

a. do any act in contravention of this Agreement;

b. do any act which would make it impossible to carry on the ordinary business of the Company, except as expressly provided in this Agreement;

c. confess a judgment against the Company;

d. execute or deliver any general assignment for the benefit of the creditors of the Company;

e. assign rights in specific Company property for other than a Company purpose;

f. knowingly or willingly do any act (except an act expressly required by this Agreement) which would cause the Company to become an association taxable as a Company; and

g. sell all or substantially all of the assets of the Company without the consent of all the Members.

ARTICLE IV
MEETINGS OF MEMBER

1. Annual Meetings. The first annual meeting of the Member shall be held within one (1) year from the date of formation of the Company, and each subsequent regular annual meeting of the Member shall be held on such date as established by the Board of Managers. If the Board of Managers fails to call a Member's meeting within twelve (12) months of the next prior meeting, the
Member may call such meeting in the same manner as calling a special meeting as provided in Section 3 herein.

2. **Special Meetings.** Special meetings of the Member may be called at any time by the President or by the Board of Managers, or upon written request, delivered to the Chairman of the Board of Managers, of the Member.

3. **Notice of Meetings.** Written notice of each meeting of the Member shall be given by, or at the direction of, the Secretary of the Company or person authorized to call the meeting by mailing a copy of such notice, postage prepaid, at least fifteen (15) days before such meeting to the Member, addressed to the Member’s address last appearing on the books of the Company or supplied by such Member to the Company for the purpose of notice. Such notice shall specify the place, day, and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

4. **Waiver of Notice.** The Member may waive notice of a meeting before or after the date and time specified in the written notice of meeting. All waivers of notice must be in writing, be signed by the Member and be delivered to the Company for inclusion in the appropriate records. Neither the business to be transacted at, nor the purpose of, a Member meeting must be specified in a written waiver of notice. Attendance of a person at a meeting shall constitute a waiver of notice of the meeting, unless the Member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting.

5. **Quorum.** Members holding voting percentages exceeding 50% entitled to vote on a matter, represented in person or by proxy, shall constitute a quorum for action on that matter at a meeting of Members. If a quorum is not present or represented at a meeting of Members, the holders of voting percentages exceeding 50% of the voting percentages represented, and who would be entitled to vote at a meeting if a quorum were present, may adjourn the meeting from time to time. Once a quorum has been established at a meeting, the subsequent withdrawal of Members, so as to reduce the voting percentages entitled to vote at the meeting below the amount required for a quorum, shall not affect the validity of all actions taken at the meeting or an adjournment of the meeting.

6. **Voting Majority.** If a quorum is present, action on a matter shall be approved if it is approved by Members holding a majority of the voting percentages present at the meeting.

7. **Action Without A Meeting.** Any action required or permitted to be taken at a Members' meeting may be taken without a meeting, without prior notice and without a vote if the action is ratified in writing by the Member.
ARTICLE V
CAPITAL CONTRIBUTIONS

1. Contributions of Member. The Member shall contribute to the Company such amount of capital as a capital contribution as determined necessary by the Member. The Board of Managers shall propose an annual budget to the Member, who shall accept or reject same. The Member shall execute the approved budget which will further evidence its agreement to make the capital contribution evidenced by such budget. The Member may modify or rescind this budget at any time.

2. Capital Accounts.

   a. The Member shall have a Capital Account maintained in accordance with the rules in Section 1.7041(b)(2)(iv) of the Treasury Regulations, which generally require that each Capital Account be increased by (i) the amount of money contributed by the Member to the Company, (ii) the fair market value of property contributed by the Member to the Company (net of liabilities secured by the contributed property that the Company is deemed to assume or take subject to under Section 752 of the Code), and (iii) allocations to the Member of income and gain (or items thereof) of the Company, including income and gain exempt from tax, and be decreased by (a) the amount of money distributed to the Member by the Company, (b) the fair market value of property distributed to the Member by the Company (net of liabilities secured by the distributed property that the Member is considered to assume or take subject to under Section 752 of the Code), (c) allocations to the Member of expenditures of the Company described in Section 705(a)(2)(B) of the Code, and (d) allocations of Company loss and deduction (or items thereof).

   b. Upon a distribution in kind of Company property, the Capital Account of the Member will be debited or credited with the Member's allocable share of gain or loss that would have been recognized by the Company had the property been sold for an amount equal to the fair market value immediately prior to the distribution.

3. Limited Liability of Member. The liability of the Member shall be limited to the required Capital Contribution pursuant to Section 1. The Member shall not have any other liability to contribute money to, or in respect of the liabilities or obligations of, the Company, nor shall the Member be personally liable for any obligations of the Company unless the Member has specifically guaranteed such obligation or is a co-maker of such obligation.

4. No Interest on Capital Contributions. No interest or additional share of Net Cash Flow shall be paid or credited to the Member on its Capital Accounts or on any undistributed Net Cash Flow or funds left on deposit with the Company.
ARTICLE VI
ALLOCATION OF PROFITS AND LOSSES

1. **Net Operating Profits and Losses.** Net Operating Profits and Losses of the Company shall be determined as of the end of each fiscal year in accordance with the accounting method followed for federal income tax purposes and shall be allocated as follows:

   a. **Net Operating Profits** shall be allocated to the Member.
   
   b. **Net Operating Losses** shall be allocated to the Member.

2. **Net Nonoperating Profits.** The "Net Nonoperating Profits" of the Company means the sum of taxable income of the Company arising from or as a result of a Capital Transaction. Net Nonoperating Profits of the Company shall be determined as of the end of each fiscal year and shall be allocated:

   a. first, to the Member in proportion to, and to the extent of, the negative balances in its Capital Accounts;
   
   b. second, to the Member in proportion to, and to the extent necessary, so that each Member's Capital Account will equal the amount of such Member's Unrecovered Capital Contributions;
   
   c. third, to the Members in accordance with their Percentage Interests.

3. **Net Nonoperating Losses.** Net Nonoperating Losses shall be allocated to the Member until the balances in its Capital Account have been reduced to zero and then to the Member.

4. **Tax Allocations.** All items of Company income, gain, loss and deduction shall be allocated for federal, state and local income tax purposes to the Member in the same manner that the corresponding items of Company income, gain, loss and deduction are allocated for book purposes, except as otherwise provided in this Article.

5. **Character of Gain.** If the net gain from any disposition of an asset of the Company is capital gain in part and, as the result of depreciation recapture or otherwise, ordinary income in part, the ordinary income portion of the gain shall first be allocated to each Member in the same proportion as (a) the depreciation allocated to that Member (or its predecessor) which gave rise to the ordinary income bears to (b) the deductions allocated to all Members (and their predecessors), provided that an allocation pursuant to this Section shall not exceed the total amount of gain allocated to the Member with respect to the disposition. All ordinary income not allocated to a Member because of the proviso clause in the preceding sentence shall be allocated to the other Members in the ratio in which each of them generally shares in profits and losses of the event giving rise to the gain.
6. **Allocation of Inherent Gain in Property.** Pursuant to Section 704(c) of the Code, income, gain, loss and deduction with respect to property contributed by the Member (or property whose basis is determined by reference solely to the Member who contributed the property) shall be allocated to take account of the variation between the tax basis of the property and the fair market value of the property at the time of contribution. This Section is intended to comply with Section 704(c) of the Code and shall be interpreted consistent with that Section. All net profits or net losses, as the case may be, allocated to the Member pursuant to this subsection shall not increase or decrease the Capital Accounts of the Member.

**ARTICLE VII**

**DISTRIBUTIONS**

1. **Net Cash Flow.** At such times as all the Member shall direct, distributions of Net Cash Flow shall be made to the Member.

2. **Limitation.** Except in the case of liquidation of the Company, at the time of a distribution of Net Cash Flow, the Company must have available to it unencumbered cash funds sufficient for the distribution after taking into account, the amounts needed for a reasonable reserve for the continuing conduct of the business of the Company and for normal working capital, and provided that the distribution would not impair the capital of the Company as described in Section 608.426 of the Act.

3. **Capital Proceeds.** If Capital Proceeds are received by the Company (except in the case of a liquidation and termination of the Company in which case the provisions concerning liquidation shall be applicable), the Capital Proceeds shall be distributed to the Member as follows:

   a. first, to the Member in proportion to their Unrecovered Capital Contributions;

   b. second, to the Member in proportion to and to the extent of the remaining balances of its Capital Accounts; and

   c. third, the remaining balance, if any, shall be distributed to the Member as a Capital distribution.

4. **Demand for Distribution.** Member shall not be entitled to demand and receive a distribution of Company property in return for its Capital Contributions to the Company, except as provided in the Act.
ARTICLE VIII
BOOKS OF ACCOUNT, FINANCIAL REPORTS, RECORDS, FISCAL YEAR, BANKING AND ACCOUNTING DECISIONS

1. Books of Account. The Company shall keep or cause to be kept adequate books of account of the Company in which shall be recorded and reflected all of the contributions to the capital of the Company and all of the expenses and transactions of the Company. These books of account shall be kept at the Principal Place of Business of the Company. The books, records, and papers of the Company shall at all times, during reasonable business hours, be subject to inspection by the Member. The Articles of Organization, the Operating Agreement, these Regulations, and all other books and records of the Company shall be available for inspection by the Member, or any officer or any Manager at the principal office of the Company, where copies may be purchased at reasonable cost.

2. Fiscal Year. The fiscal year of the Company shall begin with the 1st day of July and end on the 30th day of June in each calendar year.

ARTICLE IX
DISSOLUTION AND TERMINATION

1. Dissolution of Company. The term of the Company shall begin on the Effective Date and shall be dissolved and its business shall terminate upon the earliest occurrence of any of the events described in Section 608.441 of the Act (or a successor provision in the Act), unless all of the Members consent to continue the Company. The Company shall continue to exist after the happening of any of the foregoing events solely for the purpose of winding up its affairs in accordance with the Act.

2. Procedure on Liquidation. Unless the business of the Company is continued pursuant to the provisions of this Agreement, upon the dissolution of the Company, the person or persons required by law to wind up the Company's affairs shall liquidate the assets of the Company and apply the proceeds of liquidation in the order of priority provided in Section 3 for the fiscal year of liquidation. A reasonable time shall be allowed for the orderly liquidation of the assets of the Company and the discharge of its liabilities to minimize losses that might otherwise occur in connection with the liquidation. Upon liquidation and winding up of the Company, unsold Company property shall be valued to determine the gain or loss that would have resulted if the property were sold, and the Capital Accounts of the Members that have been maintained in accordance with this Agreement shall be adjusted to reflect the manner in which the gain or loss would have been allocated if the property had been sold at its assigned values. Upon completion of the liquidation of the Company and distribution of the proceeds, the person supervising the liquidation shall file articles of dissolution with the Secretary of State.
3. **Liquidation Proceeds.** The proceeds from the liquidation of the assets of the Company, the proceeds from the collection of the receivables of the Company, and the assets distributed in kind shall all be distributed in the following order of priority:

   a. first, to payment of debts and liabilities of the Company which are due and owing, except that expenses or debts that may be deferred in accordance with an agreement providing for deferral may be deferred to the extent that the Company expects to receive proceeds that can be used to satisfy the expenses and debts;

   b. second, to the setting up of reserves to disburse the reserves in payment of contingent liabilities or obligations of the Company, and, at the expiration of the reserve period, the balance of the reserves, if any, shall be distributed as liquidating proceeds received at the end of the reserve period; and

   c. third, to the Member.

All distributions pursuant to clause c. shall be made no later than the end of the Company's fiscal year during which the liquidation of the Company occurs (or, if later, within 90 days after the date of the liquidation.)

**ARTICLE X**

**INDEMNIFICATION OF MEMBERS**

1. **Right to Indemnification.** Each person (including the heirs, executors, administrators, and estate of each person) (1) who is or was a Member, or (2) who is or was a duly appointed manager, officer, or employee of the Company shall be indemnified by the Company as of right to the fullest extent permitted or authorized by the Act or future legislation or by current or future judicial or administrative decision (but, in the case of future legislation or decision, only to the extent that it permits the Company to provide broader indemnification rights than permitted prior to the legislation or decision), against all fines, liabilities, settlements, losses, damages, costs and expenses, including attorneys' fees, asserted against him or her or incurred by him or her in his or her capacity as a Member, manager, officer, employee, or arising out of his or her status as a manager, officer, or employee except for any willful or wanton misconduct of such manager, officer, or employee. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled. The Company may maintain insurance, at its expense, to protect itself and the indemnified persons against all fines, liabilities, costs and expenses, including attorney's fees, whether or not the Company would have the legal power to indemnify him directly against such liability.

2. **Advances.** Costs, charges and expenses (including attorneys' fees) incurred by a person referred to in Section 1 of this Article in defending a civil or criminal suit, action or proceeding shall be paid by the Company in advance of the final disposition thereof upon receipt of an undertaking to repay all amounts advanced if it is ultimately determined that the person is not entitled to be indemnified by the Company as authorized by this Article. Upon satisfaction of
other conditions established from time to time by the Members or as required by current or future legislation (but, with respect to future legislation, only to the extent that it provides conditions less burdensome than those previously provided).

ARTICLE XI
MISCELLANEOUS

1. Notices. All notices, payments, demands and communications required or permitted to be given by this Agreement shall be in writing and shall be deemed to have been delivered and given for all purposes (a) if delivered personally to the party or to an officer of the party to whom the same is directed or (b) whether or not the same is actually received, if sent by registered or certified mail, postage and charges prepaid, addressed to the addresses set forth in this Agreement or to such other address as the Member from time to time specifies by written notice to the Company. Any notice shall be deemed to have been given as of the date delivered if delivered personally, or three days after the date on which it was deposited in a regularly maintained receptacle for the deposit of United States mail, addressed and sent as aforesaid. Any notice may be waived by the person entitled to receive the notice.

2. Section Captions. Section and other captions contained in this Agreement are for reference purposes only and are in no way intended to describe, interpret, define or limit the scope, extent or intent of any part of this Agreement.

3. Severability. Every provision of this Agreement is intended to be severable. If any term or provision is illegal or invalid for any reason whatsoever, the illegality or invalidity shall not affect the validity of the remainder of this Agreement.

4. Amendments. The Member may amend this Agreement at any time.

5. Governing Law. This Agreement and the rights of the Member shall be governed by and construed and enforced in accordance with the laws of the State of Florida, and the Act as now in effect or as amended in the future shall govern and supersede any provision of this Agreement which would otherwise be in violation of the Act.

6. Counterpart Execution. This Agreement may be executed in any number of counterparts with the same effect as if all parties had signed the same document. All counterparts shall be construed together and shall constitute one Agreement.

7. Parties in Interest. Every covenant, term, provision and agreement in this Agreement shall be binding upon and inure to the benefit of the Company and the Member and its or his or her respective heirs, successors, assigns, distributees and legal representatives, and by their signatures hereto, the Company and the Member intends to and does hereby become bound. Nothing expressed or mentioned in this Agreement is intended or shall be construed to give any person other than the parties hereto and their respective successors and assigns any legal or
equitable right, remedy or claim under or in or in respect of this Agreement or any provision herein contained.

8. **Further Actions.** The Company and the Member shall execute and deliver all such further instruments and take such other and further action as may be reasonably necessary or appropriate to effectuate the provisions of this Agreement and the intention of the parties as expressed herein.

9. **Integrated Agreement.** This Agreement constitutes the entire understanding and agreement of the parties with respect to its subject matter, and there are no agreements, understandings, restrictions, representations or warranties among the parties other than those set forth in this Agreement.

10. **Number and Gender.** Where the context so indicates, the masculine shall include the feminine and neuter, the singular shall include the plural and "person" shall include a Company and other entities.

11. **Exhibits.** The Exhibits are a part of this Agreement as if fully set forth herein. All references to Sections and Exhibits shall be deemed references to such parts of this Agreement, unless the context shall otherwise require.

**IN WITNESS WHEREOF,** these Regulations of the Company, have been executed as of the date first above written.

Florida Association of Court Clerks

By: [Signature]
Name: Roger H. Alderman
Its: Executive Director

FACC Services Group, L.L.C.

By: [Signature]
Name: Neumann C. Breckin
Its: President
FEI Number: 59-3660274  
Certificate of Status Desired: No

Name and Address of Current Registered Agent:

BAGGETT, FRED WHON  
101 E. COLLEGE AVENUE  
TALLAHASSEE, FL 32301 US

The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE:

Electronic Signature of Registered Agent  
Date

Authorized Person(s) Detail:

<table>
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<th>Title</th>
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<th>City-State-Zip</th>
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<tr>
<td>P</td>
<td>NORMAN, RAY HON</td>
<td>945 N. TEMPLE AVENUE</td>
<td>STARKE FL 32091</td>
</tr>
<tr>
<td>MGR</td>
<td>JOHNSON, DANA HON</td>
<td>214 N.E. 351 HIGHWAY , STE. M</td>
<td>CROSS CITY FL 32628</td>
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<tr>
<td>MGR</td>
<td>SHORE, R.B. &quot;CHIPS&quot;</td>
<td>PO BOX 25400</td>
<td>BRADENTON FL 34206</td>
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<tr>
<td>MANAGER</td>
<td>JOHNSON, MARCIA</td>
<td>33 MARKET STREET STE 203</td>
<td>APALACHICOLA FL 32320</td>
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<tr>
<td>MGR</td>
<td>BROCK, DWIGHT HON</td>
<td>3301 TAMiami TRAIL E. BLDG L</td>
<td>NAPLES FL 34112</td>
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<tr>
<td>MANAGER</td>
<td>KINSAUL, BILL</td>
<td>300 E. 4TH STREET</td>
<td>PANAMA CITY FL 32401</td>
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</tbody>
</table>

I hereby certify that the information indicated on this report or supplemental report is true and accurate and that my electronic signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 605, Florida Statutes; and that my name appears above, or on an attachment with all other like empowered.

SIGNATURE: HON JEFF SMITH  
SECRETARY  
02/06/2015  
Electronic Signature of Signing Authorized Person(s) Detail  
Date
I certify from the records of this office that CIVITEK is a Fictitious Name registered with the Department of State on April 25, 2011.

The Registration Number of this Fictitious Name is G11000040127.

I further certify that said Fictitious Name Registration is active.

I further certify that this office began filing Fictitious Name Registrations on January 1, 1991, pursuant to Section 865.09, Florida Statutes.

Authentication ID: 100204246351-042711-G11000040127

To authenticate this certificate, visit the following site, enter this ID, and then follow the instructions displayed.

https://efile.sunbiz.org/certauthver.html
CiviTek National, Inc

Child Support Payments Online

MyPaymentPortal.com

The Free and Easy Way For Governments To Accept Online Payments!
The Creation of CiviTek National, Inc

In 2012, FCCC was asked to assist in providing child support payment services to other states. This request, from the United States Department of Health and Human Services, involved setting up the opportunity for other states to use the FCCC/CiviTek payment processing services for child support. Because the services provided are wholly separate from the activities of FCCC, a separate legal entity was formed. CiviTek National, Inc., is a taxable corporation, registered in the State of Florida. The corporation is currently providing child support payment services for three states in the western United States and Virgin Islands. As the corporation grows, there will be in-depth reporting on the operations and programs. The audit of the corporation is included in the annual audit of FCCC.

The company Board consists of three Clerks: one appointed by the Association President, one by the CiviTek President and the third selected by the other two. The Board meets annually or as called by the President.

The website is called MyPaymentPortal.com and currently accepts child support payments via credit card and e-check. The plan is to expand the services to other states that wish to have alternative payment channels for their constituents. Currently, the State of California has a contract under review. Several other states have inquired and are considering the opportunity.
Current Principal Place of Business:
3544 MACLAY BLVD
TALLAHASSEE, FL 32312

Current Mailing Address:
3544 MACLAY BLVD
TALLAHASSEE, FL 32312

FEI Number: 45-3760722

Name and Address of Current Registered Agent:
BAGGETT, FRED
101 EAST COLLEGE AVE
TALLAHASSEE, FL 32301 US

The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE:
Electronic Signature of Registered Agent

Officer/Director Detail:

<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
<th>City-State-Zip</th>
</tr>
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<tbody>
<tr>
<td>JOHNSON, DANA</td>
<td>PO BOX 1206</td>
<td>CROSS CITY FL 32628</td>
</tr>
<tr>
<td>SMITH, JOE</td>
<td>201 SOUTH INDIAN RIVER DR</td>
<td>FT. PIERCE FL 34950</td>
</tr>
<tr>
<td>BROCK, DWIGHT</td>
<td>3301 TAMAMI TRAIL E. BLDG L</td>
<td>NAPLES FL 34112</td>
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I hereby certify that the information indicated on this report or supplemental report is true and accurate and that my electronic signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears above, or on an attachment with all other like empowered.

SIGNATURE: HON JOE SMITH
Electronic Signature of Signing Officer/Director Detail

Date
02/06/2015
FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 1, 2011

FRED HARRIS, JR
101 EAST COLLEGE AVE
TALLAHASSEE, FL 32301

The Articles of Incorporation for CIVITEK NATIONAL, INC. were filed on October 31, 2011 and assigned document number P1100094716. Please refer to this number whenever corresponding with this office regarding the above corporation. The certification you requested is enclosed.

PLEASE NOTE: Compliance with the following procedures is essential to maintaining your corporate status. Failure to do so may result in dissolution of your corporation.

To maintain "active" status with the Division of Corporations, an annual report must be filed yearly between January 1st and May 1st beginning in the year following the file date or effective date indicated above. If the annual report is not filed by May 1st, a $400 late fee will be added. It is your responsibility to remember to file your annual report in a timely manner.

A Federal Employer Identification Number (FEI/EIN) will be required when this report is filed. Contact the IRS at 1-800-829-4933 for an SS-4 form or go to www.irs.gov.

Should your corporate mailing address change, you must notify this office in writing, to insure important mailings such as the annual report notices reach you.

Should you have any questions regarding corporations, please contact this office at (850) 245-6928.

Tim Burch, Regulatory Specialist II
New Filing Section

www.sunbiz.org
Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314
I certify from the records of this office that CIVITEK NATIONAL, INC. is a corporation organized under the laws of the State of Florida, filed on October 31, 2011.

The document number of this corporation is P11000094716.

I further certify that said corporation has paid all fees due this office through December 31, 2011, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

Given under my hand and the Great Seal of the State of Florida at Tallahassee, the Capital, this the First day of November, 2011

Ralf S. Brownning
Secretary of State
ARTICLES OF INCORPORATION
OF
CIVITEK NATIONAL, INC.

ARTICLE I
NAME

The name of this Corporation is CIVITEK NATIONAL, INC. (hereinafter called the "Corporation").

ARTICLE II
ADDRESS

The address of the principal office and the mailing address of the Corporation shall be:
3544 Maclay Boulevard, Tallahassee, FL 32312.

ARTICLE III
DURATION

The period of the duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE IV
PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business in any jurisdiction so long as said business is not prohibited under the laws of the United States and the State of Florida.

ARTICLE V
POWERS

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; and to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a corporation not for profit under Florida law.

ARTICLE VI
BOARD OF DIRECTORS

The business of the Corporation shall be conducted by a Board of Directors consisting of not less than three (3) directors. The number of directors and their election shall be as set forth
in the Bylaws of the Corporation, consistent with the terms hereof. In addition thereto the chairman of the Board of Managers of the FACC Services Group, LLC shall be a nonvoting ex-officio member of the Corporation's Board of Directors.

ARTICLE VII
INDEMNIFICATION

The Corporation shall indemnify any present or future officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE VIII
CAPITAL STOCK

The authorized number of shares of stock of the Corporation is 1,000,000 shares of common stock, $0.001 par value per share.

ARTICLE IX
BYLAWS

The Bylaws may be amended or repealed, in whole or in part, only by a majority of all of the shareholders at any duly organized meeting of the shareholders. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation.

ARTICLE X
AMENDMENTS

The Articles of Incorporation may be amended or repealed, in whole or in part, only by a majority of all of the members at any duly organized meeting of the shareholders.

ARTICLE XI
OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 101 East College Avenue, Tallahassee, Florida 32301, and the name of its initial registered agent is Fred Baggett.

ARTICLE XII
INCORPORATOR

The incorporator of the Corporation is Fred Baggett, 101 East College Avenue, Tallahassee, Florida 32301.

DATED: October 31, 2011.

Fred Baggett, Incorporator
ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of CIVITEK NATIONAL, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §617.0503.

FRED BAGGETT
Registered Agent

[Signature]

Fred Baggett

Date: October 31, 2011
BYLAWS

OF

CIVITEK National, INC.

(A Florida Corporation)

January 24, 2012
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CIVITEK NATIONAL, INC.

ARTICLE I
OFFICES

1.1 Registered Office. The registered office of CiviTek National, Inc., a Florida corporation (the "Corporation"), shall be located within the State of Florida, unless otherwise designated by the Board of Directors of the Corporation (the “Board of Directors”).

1.2 Other Offices. The Corporation may also have offices at such other places, either within or without the State of Florida, as the Board of Directors may from time to time determine or as the business of the Corporation may require.

ARTICLE II
MEETINGS OF SHAREHOLDERS

2.1 Place. All annual meetings of shareholders shall be held at such place, within or without the State of Florida, as may be designated by the Board of Directors and stated in the notice of the meeting or in a duly executed waiver of notice thereof. Special meetings of shareholders may be held at such place, within or without the State of Florida, and at such time as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.

2.2 Time of Annual Meeting. Annual meetings of shareholders shall be held at such time as fixed by the Board of Directors, provided that there shall be an annual meeting held every year at which the shareholders shall elect a Board of Directors and transact such other business as may properly be brought before the meeting.

2.3 Call of Special Meetings. Special meetings of the shareholders shall be held if called by the Board of Directors, the Chairman, or if the holders of not less than twenty-five percent (25%) of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

2.4 Conduct of Meetings. The Chairman of the Board (or in her absence, the Secretary or such other designee of the Chairman of the Board) shall preside at the annual and special meetings of shareholders and shall be given full discretion in establishing the rules and procedures to be followed in conducting the meetings, except as otherwise provided by law or in these Bylaws.

2.5 Notice and Waiver of Notice. Except as otherwise provided by law, written or printed notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than sixty (60) days before the day of the meeting, either personally, via e-mail that is confirmed as received by or at the direction of the Chairman, the Secretary, or the officer or person calling the meeting, to each shareholder of record entitled to vote at such meeting. If a
meeting is adjourned to another time and/or place, and if an announcement of the adjourned time and/or place is made at the meeting, it shall not be necessary to give notice of the adjourned meeting unless the Board of Directors, after adjournment, fixes a new record date for the adjourned meeting. Whenever any notice is required to be given to any shareholder, a waiver thereof in writing signed by the person or persons entitled to such notice, whether signed before, during or after the time of the meeting stated therein, and delivered to the Corporation for inclusion in the minutes or filing with the corporate records, shall be equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the shareholders need be specified in any written waiver of notice. Attendance of a person at a meeting shall constitute a waiver of (a) lack of or defective notice of such meeting, unless the person objects at the beginning to the holding of the meeting or the transacting of any business at the meeting, or (b) lack of defective notice of a particular matter at a meeting that is not within the purpose or purposes described in the meeting notice, unless the person objects to considering such matter when it is presented.

2.6 **Business of Special Meeting.** Business transacted at any special meeting shall be confined to the purposes stated in the notice thereof.

2.7 **Quorum.** Shares entitled to vote as a separate voting group may take action on a matter at a meeting only if a quorum of these shares exists with respect to that matter. Except as otherwise provided in the Articles of Incorporation or by law, a majority of the shares entitled to vote on the matter by each voting group, represented in person or by proxy, shall constitute a quorum at any meeting of shareholders. If less than a majority of outstanding shares entitled to vote are represented at a meeting, a majority of the shares so represented may adjourn the meeting from time to time without further notice. Once a share is represented for any purpose at a meeting, it is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date is or must be set for that adjourned meeting.

2.8 **Voting Per Share.** Except as otherwise provided in the Articles of Incorporation or by law, each shareholder is entitled to one (1) vote for each outstanding share held by him on each matter voted at a shareholders meeting.

2.9 **Voting of Shares.** A shareholder may vote at any meeting of shareholders of the Corporation, either in person or by proxy. Shares held by an administrator, executor, guardian, personal representative, or conservator may be voted by him, either in person or by proxy, without a transfer of such shares into his name. Shares standing in the name of a trustee may be voted by him, either in person or by proxy, but no trustee shall be entitled to vote shares held by him without a transfer of such shares into his name or the name of his nominee. Shares held by or under the control of a receiver, a trustee in bankruptcy proceedings, or an assignee for the benefit of creditors may be voted by such person without the transfer thereof into his name. If shares stand of record in the names of two or more persons, whether fiduciaries, members of a partnership, joint tenants, tenants in common, tenants by the entirety or otherwise, or if two or more persons have the same fiduciary relationship respecting the same shares, unless the Secretary of the Corporation is given notice to the contrary and is furnished with a copy of the instrument or order appointing them or creating the relationship wherein it is so provided, then acts with respect to voting shall have the following effect: (a) if only one votes, in person or by
proxies, his act binds all; (b) if more than one vote, in person or by proxy, the act of the majority so voting binds all; (c) if more than one vote, in person or by proxy, but the vote is evenly split on any particular matter, each faction is entitled to vote the share or shares in question proportionally; or (d) if the instrument or order so filed shows that any such tenancy is held in unequal interest, a majority or a vote evenly split for purposes hereof shall be a majority or a vote evenly split in interest. The principles of this paragraph shall apply, insofar as possible, to execution of proxies, waivers, consents, or objections and for the purpose of ascertaining the presence of a quorum.

**Proxies.** Any shareholder of the Corporation, other person entitled to vote on behalf of a shareholder pursuant to law, or attorney-in-fact for such persons may vote the shareholder's shares in person or by proxy. Any shareholder of the Corporation may appoint a proxy to vote or otherwise act for him by signing an appointment form, either personally or by his attorney-in-fact. An electronic shall be deemed a sufficient appointment form. An appointment of a proxy is effective when received by the Secretary of the Corporation or such other officer or agent which is authorized to tabulate votes, and shall be valid for up to 11 months, unless a longer period is expressly provided in the appointment form. The death or incapacity of the shareholder appointing a proxy does not affect the right of the Corporation to accept the proxy's authority unless notice of the death or incapacity is received by the secretary or other officer or agent authorized to tabulate votes before the proxy exercises his authority under the appointment. An appointment of a proxy is revocable by the shareholder unless the appointment is coupled with an interest.

**2.10 Action Without Meeting.** Any action required by law to be taken at a meeting of shareholders, or any action that may be taken at a meeting of shareholders, may be taken without a meeting or notice if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted with respect to the subject matter thereof, and such consent shall have the same force and effect as a vote of shareholders taken at such a meeting.

**2.11 Fixing Record Date.** For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or entitled to receive payment of any dividend, or in order to make a determination of shareholders for any other proper purposes, the Board of Directors may fix in advance a date as the record date for any such determination of shareholders, such date in any case to be not more than sixty (60) days, and, in case of a meeting of shareholders, not less than ten (10) days, prior to the date on which the particular action requiring such determination of shareholders is to be taken. If no record date is fixed for the determination of shareholders entitled to notice of or to vote at a meeting of shareholders, or shareholders entitled to receive payment of a dividend, the date on which the notice of the meeting is mailed or the date on which the resolutions of the Board of Directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of shareholders. When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this Section 2.11, such determination shall apply to any adjournment thereof, except where the Board of Directors fixes a new record date for the adjourned meeting or as required by law.
ARTICLE III
DIRECTORS

3.1 Number, Selection and Term. The number of directors of the Corporation shall be at least three (3) or such greater number as fixed from time to time by resolution of the Board of Directors; provided, however, no director's term shall be shortened by reason of a resolution reducing the number of directors. The number of directors shall initially be three (3). The directors shall be appointed at the annual meeting of the shareholders, except as provided in Section 2 of this Article, and each director appointed shall hold office for the term for which he is appointed and until his successor is appointed and qualified or until his earlier resignation, removal from office or death. Any director may be removed at any time, with or without cause, at a special meeting of the shareholder called for that purpose. Directors are appointed for one year terms as follows: The President of the Florida Association of Court Clerks, Inc shall appoint a Director, the President of the FACC Services Group, LLC shall appoint two Directors, and the President of the FACC Services Group, LLC shall serve as an ex-officio nonvoting Director.

3.2 Vacancies. A director may resign at any time by giving written notice to the Corporation, the Board of Directors or the Chairman of the Board. Such resignation shall take effect when the notice is delivered unless the notice specifies a later effective date. Any vacancy occurring in the Board of Directors shall be filled by the authority that appointed the resigning Director.

3.3 Powers. Except as provided in the Articles of Incorporation and by law, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, its Board of Directors.

3.4 Place of Meetings. Meetings of the Board of Directors, regular or special, may be held either within or without the State of Florida.

3.5 Annual Meeting. The first meeting of each newly elected Board of Directors shall be held, without call or notice, immediately following each annual meeting of shareholders.

3.6 Regular Meetings. Regular meetings of the Board of Directors may also be held without notice at such time and at such place as shall from time to time be determined by the Board of Directors.

3.7 Special Meetings and Notice. Special meetings of the Board of Directors may be called by the Chairman of the Board or by the President and shall be called by the Secretary on the written request of any two directors. Written notice of special meetings of the Board of Directors shall be given to each director at least twenty-four (24) hours before the meeting. Except as required by statute, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting. Notices to directors shall be in writing and delivered personally or mailed to the directors at their addresses appearing on the books of the Corporation. Notice by
mail shall be deemed to be given at the time when the same shall be received. Notice to directors may also be given by telegram, teletype or other form of electronic communication. Notice of a meeting of the Board of Directors need not be given to any director who signs a written waiver of notice before, during or after the meeting. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting and the manner in which it has been called or convened, except when a director states, at the beginning of the meeting or promptly upon arrival at the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

3.8 Quorum; Required Vote; Presumption of Assent. A majority of the number of directors fixed by, or in the manner provided in, these bylaws shall constitute a quorum for the transaction of business; provided, however, that whenever, for any reason, a vacancy occurs in the Board of Directors, a quorum shall consist of a majority of the remaining directors until the vacancy has been filled. The act of a majority of the directors present at a meeting at which a quorum is present when the vote is taken shall be the act of the Board of Directors. A director of the Corporation who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken shall be presumed to have assented to the action taken, unless he objects at the beginning of the meeting, or promptly upon his arrival, to holding the meeting or transacting specific business at the meeting, or he votes against or abstains from the action taken.

3.9 Action Without Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors or a committee thereof may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by all of the members of the Board of Directors or the committee, as the case may be, and such consent shall have the same force and effect as a unanimous vote at a meeting. Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date. A consent signed under this Section 3.9 shall have the effect of a meeting vote and may be described as such in any document.

3.10 Conference Telephone or Similar Communications Equipment Meetings. Members of the Board of Directors may participate in a meeting of the Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground the meeting is not lawfully called or convened.

3.11 Committees. The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate from among its members an executive committee and one or more other committees, such as a Compensation Committee, Audit Committee and Investment Committee, each of which, to the extent provided in such resolution, shall have and may exercise all of the authority of the Board of Directors in the business and affairs of the Corporation except where the action of the full Board of Directors is required by statute. Each committee must have two or more members who serve at the pleasure of the Board of Directors. The Board of Directors, by resolution adopted in accordance with this Article III, may designate one or more
directors as alternate members of any committee, who may act in the place and stead of any absent member or members at any meeting of such committee. Vacancies in the membership of a committee shall be filled by the Board of Directors at a regular or special meeting of the Board of Directors. The executive committee shall keep regular minutes of its proceedings and report the same to the Board of Directors when required. The designation of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon it or him by law. No committee of the Board of Directors, however, shall have the power or authority to:

(a) Approve or recommend to Shareholders actions or proposals required by statute to be approved by the Shareholders;

(b) Designate candidates for the office of Director for purposes of proxy solicitation or otherwise;

(c) Fill vacancies on the Board of Directors or any committee thereof;

(d) Amend these Bylaws;

(e) Authorize or approve the reacquisition of shares of the Corporation’s common stock unless pursuant to a general formula or method specified by the Board of Directors; or

(f) Authorize or approve the issuance or sale of, or any contract to issue or sell, shares of the Corporation’s common stock.

3.12 Compensation of Directors. The directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors and may be paid a fixed sum for attendance at each meeting of the Board of Directors or a stated salary as director. No such payment shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefor. Members of special or standing committees may be allowed like compensation for attending committee meetings.

3.13 Chairman of the Board. The Board of Directors may, in its discretion, choose a chairman of the board who shall preside at meetings of the shareholders and of the directors and shall be an ex officio member of all standing committees. The Chairman of the Board shall have such other powers and shall perform such other duties as shall be designated by the Board of Directors. The Chairman of the Board shall be a member of the Board of Directors but no other officers of the Corporation need be a director. The Chairman of the Board shall serve until her successor is chosen and qualified, but he may be removed at any time by the affirmative vote of a majority of the Board of Directors.

ARTICLE IV
OFFICERS

4.1 Positions. The officers of the Corporation shall consist of a President, a Secretary / Treasurer. Election of Specified Officers by Board. The Board of Directors after each annual meeting of shareholders shall elect a President, a Secretary and a Treasurer.
4.2 **Election or Appointment of Other Officers.** Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the Board of Directors, or, unless otherwise specified herein, appointed by the President of the Corporation. The Board of Directors shall be advised of appointments by the President at or before the next scheduled Board of Directors meeting.

4.3 **Salaries.** The salaries, if any, of all officers of the Corporation to be elected by the Board of Directors pursuant to Section 4.2 hereof shall be established by the President, and reviewed by the the Board of Directors.

4.4 **Term; Resignation.** The officers of the Corporation shall hold office until their successors are chosen and qualified. Any officer or agent appointed may be removed, with or without cause, by the Board of Directors. Any officers or agents appointed by the President of the Corporation pursuant to Section 4.3 may also be removed from such officer positions by the President, with or without cause. Any vacancy occurring in any office of the Corporation by death, resignation, removal or otherwise shall be filled by the Board of Directors, or, in the case of an officer appointed by the President of the Corporation, by the President or the Board of Directors. Any officer of the Corporation may resign from his respective office or position by delivering notice to the Corporation. Such resignation is effective when delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Corporation accepts the future effective date, the Board of Directors may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.

4.5 **President.** The President shall be the Chief Executive Officer of the Corporation, shall have general and active management of the business of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. In the absence of the Chairman of the Board, the President shall preside at meetings of the shareholders and the Board of Directors.

4.6 **Secretary.** The Secretary shall attend all meetings of the Board of Directors and all meetings of the shareholders and record all the proceedings of the meetings of the shareholders and of the Board of Directors in a book to be kept for that purpose and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of the shareholders and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he shall be. He shall keep in safe custody the seal of the Corporation and, when authorized by the Board of Directors, affix the same to any instrument requiring it.

4.7 **Treasurer.** The Treasurer shall have the custody of corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. He shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors at its regular meetings or when the Board of Directors so requires an account of all his transactions as treasurer and of the financial condition of the Corporation.
Unless otherwise specified by the Board of Directors, the Treasurer shall be the Corporation's Chief Financial Officer.

4.8 Other Officers, Employees and Agents. Each and every other officer, employee and agent of the Corporation shall possess, and may exercise, such power and authority, and shall perform such duties, as may from time to time be assigned to him by the Board of Directors, the officer so appointing him and such officer or officers who may from time to time be designated by the Board of Directors to exercise such supervisory authority.

4.11 Independent Advisors. The Board of Directors is authorized to engage the services of independent advisors, such as a General Counsel or Certified Public Accountant, who will report directly to the Board.

ARTICLE V
CERTIFICATES FOR SHARES

5.1 Issue of Certificates. The Corporation shall deliver certificates representing all shares to which shareholders are entitled; and such certificates shall be signed by the proper officers of the Corporation, and may be sealed with the seal of the Corporation or a facsimile thereof.

5.2 Facsimile Signatures. The signatures of any officer upon a share certificate may be facsimiles, if the certificate is manually signed by a transfer agent, or registered by a registrar, other than the Corporation itself or an employee of the Corporation. In case any officer who has signed or whose facsimile signature has been placed upon such certificate shall have ceased to be such officer before such certificate is issued, it may be issued by the Corporation with the same effect as if he were such officer at the date of the issuance.

5.3 Lost Certificates. The Board of Directors may direct a new share certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the Corporation alleged to have been lost or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost or destroyed. When authorizing such issue of a new certificate or certificates, the Board of Directors may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost or destroyed certificate or certificates, or his legal representative, to advertise the same in such manner as it shall require and/or to give the Corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the Corporation with respect to the certificate alleged to have been lost or destroyed.

5.4 Transfer of Shares. Upon surrender to the Corporation or the transfer agent of the Corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the Corporation to issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books.
5.5 **Registered Shareholders.** The Corporation shall be entitled to recognize the exclusive rights of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of the State of Florida.

**ARTICLE VI**

**GENERAL PROVISIONS**

6.1 **Dividends.** The Board of Directors may from time to time declare, and the Corporation may pay, dividends on its outstanding shares in cash, property, or its own shares pursuant to law and subject to the provisions of the Articles of Incorporation.

6.2 **Reserves.** The Board of Directors may by resolution create a reserve or reserves out of earned surplus for any proper purpose or purposes, and may abolish any such reserve in the same manner.

6.3 **Checks.** All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

6.4 **Fiscal Year.** The fiscal year of the Corporation shall be fixed by the Board of Directors and may be otherwise changed from time to time by resolution of the Board of Directors.

6.5 **Seal.** The corporate seal shall have inscribed thereon the name and state of incorporation of the Corporation. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced.

6.6 **Gender.** All words used in these Bylaws in the masculine gender shall extend to and shall include the feminine and neuter genders.

**ARTICLE VII**

**AMENDMENTS OF BYLAWS**

Unless otherwise provided by law, these Bylaws may be altered, amended or repealed or new Bylaws may be adopted by action of the Corporation’s shareholders representing a two-thirds majority of the shares of the Company.