



## COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: NATIONAL ASSOCIATION OF COUNTY CIVIL ATTORNEYS, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: Jo O. Thacker  
Name (Printed or typed)

23 Adams Ave.  
Address

Kissimmee, FL 34741  
City, State & Zip

407-742-2200  
Daytime Telephone number

jtha@osceola.org  
E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

ARTICLES OF INCORPORATION  
OF  
NATIONAL ASSOCIATION OF COUNTY CIVIL ATTORNEYS, INCORPORATED  
(A Florida Non-Profit Corporation)

FILED  
2010 JUL -6 AM 9:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be National Association of County Civil Attorneys, Incorporated.

ARTICLE II - PRINCIPAL OFFICE

The principal street address and mailing address is 23 Adams Avenue, Kissimmee, Florida, 34744.

ARTICLE III - PURPOSE

The purposes of this Corporation shall be:

- a) to study and disseminate to its membership information relative to statutory and case law of nationwide significance to county civil attorneys; and
- b) to advance the official policies of the National Association of Counties, not inconsistent with the objective of the corporation, by supporting or opposing, as conditions dictate, both legislation and litigation which, in the judgment of the corporation, are of significance to county government; and
- c) to provide a forum through which its membership may, from time to time, meet and exchange ideas and professional experiences of import to county civil attorneys throughout the United States; and
- d) this Corporation shall be affiliated with the National Association of Counties.

ARTICLE IV - MEMBERSHIP

Any attorney acting as chief civil attorney for a county that is a member of the National Association of Counties, or any duly appointed deputy or assistant thereof, shall be admitted to active membership upon written application therefore submitted to the Board of Directors and payment of such dues as further set forth herein.

Active members may also include attorneys who act as chief civil advisor to any county association, organization or consortium of counties.

The qualification of holding an elective office in this corporation is limited to active members who are chief civil attorneys.

The term "chief civil attorney" shall mean the attorney at law who, regardless of such other duties he/she may perform, serves as the principal advisor to the elected legislative body of his/her county on matters of a civil legal nature concerning the governmental operations of the county. In the case of a controversy as to which attorney is the chief civil attorney for any one county, the decision of the elected legislative body of that county on the question shall be final.

#### ARTICLE V - INITIAL DIRECTORS AND/OR OFFICERS

The names and addresses of the persons who are to serve as the first board of directors and officers of this corporation until their successors are elected by majority vote of the membership and qualified are as follows:

Jo O. Thacker, President, 23 Adams Avenue, Kissimmee, Florida, 34744.

Hal Warren, Vice-President, 450 South 4<sup>th</sup> Avenue, County Administration Bldg., Brighton, CO, 80601-3123.

Robert Spence, Secretary/Treasurer, 2200 Jack Warner Parkway, Suite 200, Tuscaloosa, AL, 35403-2727.

The President and Vice-President shall be elected at an annual meeting of the Corporation by the votes of a majority of the active members present, and they shall hold their offices for a term of two years or until their successors are elected and qualify. The Vice-President shall assume the office of President at the expiration of his/her term as Vice-President, or upon a vacancy in the office of President. The Secretary/Treasurer shall serve a staggered term of two years.

Nominations for the elected officers of this Corporation shall be made by the Presidents' Council sitting as a nominating committee. After presentation of the nominations of the nominating committee, nominations for the position of any officer or director may be made from the floor upon the nomination and seconding by active members of the Corporation.

The Board of Directors shall consist of the President, Vice-President and Secretary/Treasurer.

Vacancies in any office occurring for cause shall be filled for the unexpired term by the President with the approval of the Board of Directors.

#### ARTICLE VI - DUTIES OF OFFICERS AND DIRECTORS

It shall be the duty of the **President** to preside at all meetings of the Corporation and of the Board of Directors. He/she shall appoint all committees unless otherwise provided, and shall perform such other duties usually performed by the president of an organization. The President shall be an

ex-officio member of all committees of the Corporation.

It shall be the duty of the President to develop, implement and supervise the educational activities of the Corporation and, to that end, to consult with and assist the assigned staff liaison of the National Association of Counties in arranging educational programs for the Corporation.

It shall be duty of the Vice-President to develop, implement and supervise the membership activities of the Corporation. The Vice-President shall, in the absence or inability to act of the President, exercise the functions and perform the duties of the President.

It shall be duty of the Secretary/Treasurer to keep the minutes of the Corporation, to maintain an accurate roster of members, to give notice of all meetings of the Corporation or the Board of Directors, and to perform such other duties as are usually incumbent upon that officer and such others as the Board of Directors may direct.

It shall be the duty of the Secretary/Treasurer to develop, implement and supervise the publications and activities of the Corporation, and to receive and disburse all monies of the Corporation, keep an accurate account of all financial transactions of the Corporation, submit at each meeting a report of all receipts and disbursements during the preceding six months and to perform such other duties as are usually incumbent upon that officer.

It shall be the duty of the Board of Directors to exercise general control and supervision over the affairs of the Corporation, to assist in the successful achievement of the programs recommended and adopted by the Corporation, to decide upon all questions which may arise during the interval between meetings of the general membership of the Corporation. The Board of Directors shall be responsible for developing rules and by-laws for the Corporation, subject to approval of the active members, and for recommending revisions in such rules and by-laws as may be desirable from time to time. The Board of Directors shall meet at such time and place as may be designated by the President or by any three members after no less than four weeks notice to each member of the Board. Four members of the Board of Directors shall constitute a quorum thereof.

#### ARTICLE VII - COMMITTEES

1. Standing Committees. The standing committees of this Corporation shall be the Committee on Legislation and the Committee on Litigation.

(a) The Committee on Legislation shall consist of not less than three active members appointed by the President. This committee shall study such subject of legislation that may, in its opinion, be of national consequent to county government or county officers, and such other matters of legislation as are referred to it for study and report by the National Association of Counties. Subject to the approval of the Board of Directors, it shall oppose or support legislation when, in its judgment, such action shall be in the interest of county government. It shall perform such other duties as the Board of Directors may direct.

(b) The Committee on Litigation shall consist of not less than three active

members appointed by the President. This committee shall advise the Board of Directors of all United States Supreme Court decisions and selected other federal and state decisions which, in its opinion, will have important effect upon county government or county officers or be of general interest to county civil attorneys. Subject to approval of the Board of Directors, it may seek to intervene in any pending litigation which, in its judgment, is of such consequence to county government as to warrant such intervention.

2. Other Committees. The President shall appoint such special committees as he/she may deem necessary for the proper transaction of the business of the Association.

#### ARTICLE VIII - PRESIDENT'S COUNCIL

The President's Council shall consist of all Past Presidents of NACCA who continue to be active members, and the President of the Corporation. Recognizing that the nature of the position of chief civil attorney of county legislative bodies carries a degree of risk to professional tenure, the purpose of the Presidents' Council shall be to insure a source of continuity, experience and stability under all circumstances. The most recent Past President who is still an active member, shall chair the Presidents' Council.

The Presidents' Council shall act as the nominating committee of the corporation and shall have such other duties and responsibilities as may be assigned to it herein or, from time to time, by the President. However, at any time there are less than three (3) members of the Presidents' Council sitting as the nominating committee, the President shall appoint at least one active member to serve as a member of the nominating committee.

#### ARTICLE IX - SPECIAL REPRESENTATIONS

The Immediate Past President or, if the Immediate Past President is unable or unwilling to serve for any reason, the President or the President's Designee shall be this corporation's representative to the Board of Directors and the Finance Committee of the National Association of Counties, and shall serve for a period of two (2) years. Additional Representatives shall be named as allowed by National Association of Counties By-Laws, and shall be Past Presidents who are active members, with appointments determined by dates of most recent term of office.

The President shall appoint bi-annually:

- (a) a representative to the American Bar Association Section on Urban, State and Local Government Law; and
- (b) a representative and an alternate to the State and Local Legal Center.

The representatives provided for in this section shall not be limited to one term.

#### ARTICLE X - MEETINGS

The annual meeting of the corporation shall be held at the time of the annual conference of the National Association of Counties. Special meetings of the corporation may be held at such times and places as may be determined by the President or the Directors.

Procedures followed at annual or special meetings shall be in accordance with *Robert's Rules of Order* when not inconsistent with the Constitution, By-Laws or rules of this corporation.

#### ARTICLE XI - DUES

Active members who are chief civil attorneys shall pay annual dues in the amount of \$50.00. Active members, other than chief civil attorneys, shall pay annual dues in the amount of \$25.00.

#### ARTICLE XII - AMENDMENTS

These articles of incorporation may be amended at any annual meeting by a 2/3 vote of the active members present, provided that such amendment shall first have been submitted to the Board of Directors not less than seven (7) days prior to the annual meeting.

The seven (7) day notice requirement may be waived by 2/3 affirmative vote of the Board of Directors present. Any proposed amendment, together with the Board of Directors' recommendation thereon, shall be submitted to the membership not less than twenty-four (24) hours prior to any vote being taken thereon.

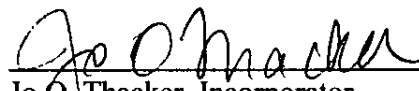
#### ARTICLE XIII - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent: Jo O. Thacker, 23 Adams Avenue, Kissimmee, FL, 34744.

#### ARTICLE XIV - INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation: Jo O. Thacker, 23 Adams Avenue, Kissimmee, FL, 34744.

Dated this 30<sup>th</sup> day of June, 2010.

  
Jo O. Thacker, Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
Jo O. Thacker, Registered Agent  
June 30, 2010

FILED  
JUL - 6 AM 9:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA