

IN THE CIRCUIT COURT FOR THE SECOND JUDICIAL CIRCUIT,
IN AND FOR LEON COUNTY, FLORIDA

OFFICE OF THE ATTORNEY GENERAL,
STATE OF FLORIDA DEPARTMENT OF
LEGAL AFFAIRS,

Plaintiff,

v.

Case No.: 2020 CA _____

FLORIDA COALITION AGAINST
DOMESTIC VIOLENCE INC.,
a Florida not-for-profit corporation,

FLORIDA COALITION AGAINST
DOMESTIC VIOLENCE
FOUNDATION INC., a Florida
not-for-profit corporation,

and

TIFFANY CARR, an individual,

Defendants.

_____ /

COMPLAINT

Plaintiff, the Office of the Attorney General, State of Florida Department of Legal Affairs (“Plaintiff” or “OAG”), hereby brings this action: (1) to have a receiver appointed to take control and custody of Defendant the Florida Coalition Against Domestic Violence Inc. (“FCADV”), a Florida not-for-profit corporation and charitable 501(c)(3) organization, and Defendant the Florida Coalition Against Domestic Violence Foundation Inc. (the “Foundation”), a Florida not-for-profit

corporation and charitable 501(c)(3) organization; (2) to dissolve FCADV or, alternatively, to reorganize FCADV to ensure its proper management; (3) to dissolve the Foundation or, alternatively, to reorganize the Foundation in its stated mission and objectives; and (4) to recover from Defendant Tiffany Carr significant monies wrongly paid to her by FCADV while acting as its president and chief executive officer (“CEO”). The OAG further alleges:

JURISDICTION AND VENUE

1. This Court has jurisdiction over the matter in controversy pursuant to its powers in equity and at common law, and pursuant to sections 26.012, 617.1430, 617.1431, and 617.2003, Florida Statutes.

2. Venue is proper pursuant to sections 47.011, 47.031, 47.051, and 617.1431, Florida Statutes, because both FCADV and the Foundation are located and have their principal place of business in Leon County, Florida, and because property of FCADV and the Foundation subject to the claim for receivership is located in Leon County, Florida.

THE PARTIES

3. The Office of the Attorney General and the Department of Legal Affairs act on behalf of the Attorney General and exercise such powers as the Attorney General authorizes or as otherwise conferred by law. The Attorney General is the chief legal officer for the State of Florida, Art. IV, § 4(b), Fla. Const.; is broadly

empowered to exercise all powers incidental to her office, § 16.01, Fla. Stat.; and is the head of the Department of Legal Affairs, § 20.011, Fla. Stat., and the Office of the Attorney General. As the State's chief legal officer and head of the Department of Legal Affairs, the Attorney General is authorized, *inter alia*, to bring actions against not-for-profit corporations, including an action for judicial dissolution of a not-for-profit corporation, § 617.1430, Fla. Stat., to prevent the improper use of a corporate charter, § 617.2003, Fla. Stat., and to enjoin the transaction of unauthorized business, § 617.0304(c), Fla. Stat. Judicial dissolution of a not-for-profit corporation is appropriate where the corporation "has continued to exceed or abuse the authority conferred on it by law." § 617.0304(1)(a)2., Fla. Stat. The Attorney General further is authorized, in bringing an action for dissolution of a not-for-profit corporation pursuant to section 617.1430, Florida Statutes, to request that the court issue injunctions, appoint a receiver or custodian pendente lite with all the powers and duties the court directs, take other action required to preserve the corporation's assets wherever located, and carry on the affairs of the corporation until a full hearing is held. § 617.1431(3), Fla. Stat.

4. FCADV is a not-for-profit corporation having its principal place of business in Tallahassee, Leon County, Florida. FCADV is a tax-exempt corporation under 26 U.S.C. § 501(c)(3) ("501(c)(3)") and is a "charitable organization" under section 736.1201(1), Florida Statutes. FCADV's Articles of

Incorporation are attached as **Exhibit 1**, and its Bylaws are attached as **Exhibit 2**. FCADV was incorporated in 1979 under the name Refuge Information Network of Florida, Inc.; its name, set forth in Article I, was changed to the Florida Coalition Against Domestic Violence Inc. by formal amendment in November 1988. Otherwise, the Articles, as amended from time to time, have not been changed since August 1986.

5. The Foundation is a Florida not-for-profit corporation having its principal place of business in Tallahassee, Leon County, Florida. The Foundation is a 501(c)(3) tax-exempt corporation and is a “charitable organization” under section 736.1201(1), Florida Statutes. The Foundation’s Articles of Incorporation are attached as **Exhibit 3**.

6. Tiffany Carr is a resident and citizen of Florida. Until November 2019, she was the president and chief executive officer of FCADV, a position she held for more than a decade. Throughout that time, Ms. Carr was FCADV’s registered agent. Ms. Carr also is been identified in the Foundation’s most recent Form 990 filing with the Internal Revenue Service (“IRS”), for the Foundation’s fiscal year 2017-2018, as the only member of the Foundation. In violation of section 617.0501, Florida Statutes, she continues to be FCADV’s registered agent and has refused to accept service on behalf of FCADV in related matters. After her resignation, for a limited time Ms. Carr acted as a consultant to FCADV. She no

longer holds any position with FCADV. On information and belief, she continues to be the sole member of the Foundation.

GENERAL ALLEGATIONS

7. The State of Florida is, and at all relevant times has been, committed to assist in the development of domestic violence centers throughout Florida for the benefit of victims of domestic violence, including the provision of shelters where victims can seek protection and of various other needed services. § 39.901, Fla. Stat. (2019).

8. To facilitate the processes for protecting victims of domestic violence, the State of Florida has, *inter alia*: tasked the Florida Department of Children and Families (“DCF”) with a wide array of duties and functions, § 39.903, Fla. Stat. (2019); provided for the certification of domestic violence centers and established standards that are to be met by the centers, § 39.905, Fla. Stat. (2019); provided for capital improvements for the centers, § 39.9055, Fla. Stat. (2019); required law enforcement officers to notify domestic violence victims of the availability of assistance from the center, § 39.906, Fla. Stat. (2019); and taken steps to protect the confidentiality of information received from victims of domestic violence, § 39.908, Fla. Stat. (2019).

9. In addition, public funding has been made available to benefit domestic violence centers and victims through various state and federal programs administered by DCF and the Attorney General of Florida, described *infra*.

10. Until recently, FCADV was an entity specifically recognized under Chapter 39, Part XII of the Florida Statutes, and has been the only entity designated by Florida law to contract with the Florida Department of Children and Families (“DCF”) “for the delivery and management of services for the state’s domestic violence program.” § 39.903(7), Fla. Stat. (2019). FCADV’s duties and functions, as set forth in section 39.904, Florida Statutes (2019), included, *inter alia*, implementing, administering, and evaluating all domestic violence services provided by certified domestic violence centers; and distributing funds allocated by the Legislature for certified domestic violence centers.

11. In furtherance of Florida’s commitment to protect domestic violence victims, the State gave FCADV a unique and special status under law, explicitly recognizing it as the “Coalition” in Chapter 39, Part XII, Florida Statutes, relating to domestic violence. *See* § 39.902(1), Fla. Stat. (2019) (defining “Coalition” to mean “the Florida Coalition Against Domestic Violence”). While much responsibility was placed upon DCF to “[o]perate the domestic violence program[.]” it was to do so “in collaboration with the coalition[.]” § 39.903(1), Fla. Stat. (2019). Among its other responsibilities, DCF was to “[c]ontract with the coalition for the delivery

and management of services for the state’s domestic violence program. Services under this contract include, but are not limited to, the administration of contracts and grants.” § 39.903(7), Fla. Stat. (2019).

12. While domestic violence centers are certified by DCF, § 39.905, Fla. Stat. (2019), the Legislature gave FCADV considerable authority over the centers, including their operations, funding, and compliance with certification standards. § 39.9035, Fla. Stat. (2019). In addition, certified centers have been required to divulge their employees’ identities to FCADV and to have contracts with FCADV. § 39.903(1)(g) & (7)(b), Fla. Stat. (2019).

13. FCADV further was required to furnish annual reports on the status of domestic violence in Florida to the President of the Florida Senate and the Speaker of the Florida House of Representatives. § 39.904, Fla. Stat. (2019).

14. In performing these functions, FCADV was to be the exclusive contracting party with DCF to receive funding from the State of Florida and various federal programs, and to pass that funding through to the 42 certified domestic violence centers located across the state. *See* §§ 39.902(1), 39.903(7), 9.035, 39.904, 39.905, Fla. Stat. (2019). By law, “[a]ll funds collected and appropriated to the domestic violence program for certified domestic violence centers” were to be “distributed annually according to an allocation formula approved by [DFC].” § 39.905(7)(a), Fla. Stat. (2019).

15. FCADV's Articles of Incorporation restrict FCADV in several key respects. First, while lobbying efforts by domestic violence centers may be "coordinated" by FCADV, Art. 2 ¶ 1, FCADV is not to engage in lobbying, Art. 11 ¶ 2., or any other activities not permitted for a 501(c)(3) organization, Art. 2 ¶ 5. Second, domestic violence centers are qualified to be voting members of FCADV, Art. 4 ¶ 1. Third, no part of FCADV's net earnings is to inure to the benefit of any member, officer, or director, Art. 11 ¶ 1, and FCADV is forbidden to engage in any act of self-dealing, *id.* at ¶ 3. Fourth, FCADV is to make distributions of its income remaining at the close of each fiscal year in order to avoid becoming subject to taxes on undistributed income, *id.* at ¶ 4.

16. FCADV's Bylaws provide that "no part of the net earnings of FCADV shall inure to the benefit of, or be distributed to the directors or officers of the Corporation," except for limited circumstances allowing for compensation to a Board member, Bylaws Art. IV § 1; lobbying is forbidden unless an election has been made under section 501(h) of the Internal Revenue Code, and FCADV is not to participate in any political campaign, Bylaws Art. IV § 5; and FCADV is not to engage in any activities prohibited by section 501(c)(3) of the Internal Revenue Code, Bylaws Art. IV § 6.

17. FCADV's Bylaws further provide that all certified domestic violence centers are eligible to be members. Bylaws Art. V § 2. All members are required

to pay dues to FCADV, *id.* at § 5, but only members who are current in their dues payments are eligible to vote at membership meetings, *id.* at § 1. Membership meetings are to be held annually, unless otherwise specified by the Board of Directors, *id.* at § 9.

18. FCADV's Bylaws state that the Board of Directors "shall be responsible for the development, management and control of the affairs, property and funds" of FCADV. Bylaws Art. VII § 1. Directors are required to disclose in writing "the potential of any conflict of interest." *Id.*

19. The section of FCADV's Bylaws dealing with officers provides that the "President/CEO may not serve as an officer." Bylaws Art. VIII § 1. The officers are supposed to include a chairperson, first vice president, and second vice president, in addition to the secretary and treasurer. *Id.* The chairperson is to be FCADV's "official representative" and to "preside at all meetings of the Board of Directors and membership...." Bylaws Art. VIII § 7.A.

20. The President/CEO ("CEO") position for FCADV is covered in Article X of the Bylaws. The CEO reports to the Chairperson of the Board of Directors and is subject to the terms of an employment contract with FCADV. Bylaws Art. X § 1. In addition, the CEO is responsible to the Board of Directors for the overall administration and operation of the Corporation, for implementing the Corporation's policies as promulgated by the Board of Directors, for directing and controlling the

operation of all of the Corporation's programs, for supervising the employees of the Corporation, and for generally managing the day-to-day affairs of the Corporation in accordance with the job description approved by the Board of Directors. The CEO also is responsible for reporting to the Board any and all information of which the Board should have knowledge in order to carry out its responsibilities as enumerated in the Bylaws. Bylaws Art. X § 2. The CEO also is a voting member of the Board of Directors. *Id.* at § 3.

21. FCADV's Bylaws set forth a strong position against "even the appearance of a conflict of interest in all transactions." Bylaws Art. XI § 1. Any conflict or potential conflict "which compromises or could compromise the objectivity and effectiveness of such person which is clearly detrimental to the best interest" of FCADV must be reported immediately to the Chairperson of FCADV. Such reporting is required of the CEO. *Id.* at § 2.

22. FCADV is required to keep, at its principal office in Tallahassee, "correct and complete books and records of accounts, minutes of meetings, and an updated list of the names and addresses of all members, including their committee assignments, and the members of the Board of Directors." Bylaws Art. XII § 1. The CEO "is the custodian of the books and records." *Id.*

23. FCADV's primary role has been to receive state and federal funds it receives and to transfer those funds to the 42 certified domestic violence centers

located across the state. While FCADV receives a modest amount of income from other sources, more than 98 percent of its revenues obtained over the past five fiscal years has come from government funding.

24. In 2018, news media outlets reported that FCADV's CEO, Tiffany Carr, had received total compensation of \$7.5 million over a three-year period.

25. These news media reports sparked investigations into FCADV's activities by both DCF and the Florida House of Representatives. FCADV's records produced to the Florida House of Representatives Committee on Public Integrity and Ethics ("House Committee") confirm that, during the 40-month period from July 1, 2016 through October 2019, Ms. Carr received compensation—including wages, bonuses, paid time off ("PTO") liquidations, and car allowances—totaling \$7,514,748.48. Of that, PTO payouts totaled \$3,707,866.21. Inclusion of retirement and insurance benefits for her brings the total value of her compensation package for that same period to \$7,762,573.27.

26. FCADV and Ms. Carr used PTO as a means of surreptitiously awarding what in substance amounted to bonuses for Ms. Carr, as CEO. In May 2016, in addition to a salary and other benefits, she received 360 days of PTO. In May 2017, in addition to a salary increase and bonuses, Ms. Carr received 465 days of PTO. In May 2018, in addition to a salary increase and increased bonus, Ms. Carr received 620 hours of PTO. As of June 30, 2018, according to FCADV records, she had

accrued approximately \$2,605,932.16 in PTO. A year later, in June 2019, the FCADV Board increased her base salary again, awarded her another cash bonus and gave her another 360 days of PTO. Ms. Carr was permitted to accumulate this PTO and had the right to redeem it for cash.

27. FCADV and Ms. Carr also used PTO as a form of bonus for FCADV's chief financial officer ("CFO") and chief operating officer ("COO"), in order to conceal the excessive and extravagant amounts of compensation paid or promised to its officers, in particular to Ms. Carr. The decision to label the payouts PTO instead of bonuses was made by CEO Carr.

28. In 2018, Ms. Carr cashed in PTO of \$1.28 million in August and \$1.8 million in December.

29. While the PTO payouts to FCADV's officers were initially charged to the "private" category in FCADV's accounts pursuant to Ms. Carr's directive, private donors were not to be notified of this apparent use of their gifts, per Ms. Carr's instruction, because the payouts would later be charged to different, non-private accounts, *viz.*, accounts containing state funds received from DCF. The accounting shell game underscored that the PTO payouts came from public funds.

30. While FCADV filed annual 990 returns with the IRS that detailed executive compensation, accrued PTO was not reported in those returns in connection with officer compensation. Instead, the liability incurred by FCADV

for PTO was shown in Part X of the returns, containing the balance sheet, in the line item for FCADV's overall "accounts payable and accrued expenses."

31. The excessive sums received by Ms. Carr from FCADV in recent years while she was its CEO had extremely adverse consequences to FCADV. Because payments to Ms. Carr exceeded \$1 million, FCADV had to pay the IRS \$405,036.84 on November 12, 2019, arising from Ms. Carr's severance package, and another \$510,000 on November 14, 2019, as an excise tax triggered by the size of her compensation.

32. The CFO and the COO of FCADV also have received unreasonably high levels of compensation, raises, and PTO over the past five fiscal years. Ms. Carr gave raises and bonuses to the CFO and the COO as she saw fit. Ms. Carr was empowered to ignore FCADV's PTO policy in the amounts of PTO she awarded to the CFO and the COO. The CFO's salary went from \$42,000 in 2005 to \$220,000 in 2018, and in 2018 the CFO was awarded 165 days in PTO by Ms. Carr.

33. DCF has made efforts from 2018 forward to obtain all pertinent records of FCADV from it, but FCADV has engaged in a campaign of stonewalling by which it has resisted producing requested records. While FCADV has slowly been turning over its records to DCF, many of its records have contained redactions. To date, upon information and belief, FCADV still has not fully complied with DCF's requests for records. In response to records request, FCADV recently produced

over 100,000 pages of documents to the Florida House of Representatives, which brought to light many of the details of the scheme alleged herein.

34. FCADV has sought to justify Ms. Carr's excessive compensation by attempting to create the false impression that the compensation was reasonable based upon a comparison with executive compensation at not-for-profit corporations that are not comparable to FCADV, and by the apparent forging and backdating of a document purporting to demonstrate that FCADV undertook such a comparison, when the comparison data supposedly relied upon were not publicly available as of that time. The Chair of FCADV's Board and its CFO, in sworn testimony before the House Committee in late February 2020, stated that they had no recollection of any such comparison being performed prior to 2018.

35. Pursuant to DCF's contract with FCADV, monies provided by DCF to FCADV that were not spent within the fiscal year of receipt were to be returned to DCF. FCADV's COO, who had primary responsibility for FCADV under its contract with DCF, testified under oath to the House Committee that FCADV was obligated to return any remaining funds to DCF. However, FCADV's CFO testified that Ms. Carr had instructed her not to return funds to DCF. This refusal to return funds to DCF at the close of fiscal years is consistent with the pattern of generous bonuses and PTO allotments given by FCADV to its officers near the end of fiscal years, as a means to zero out any remaining excess funds rather than return

them to DCF. This pattern, which improperly enriched FCADV's officers, was pursued in violation of the contract between DCF and FCADV.

36. The members of FCADV's Board of Directors were not provided with training regarding their fiduciary duties as directors.

37. The members of FCADV's Board of Directors were not provided with training regarding FCADV's conflict of interest policy.

38. The members of FCADV's Board of Directors were not aware of, and failed to exercise, their fiduciary duties to oversee FCADV's officers to ensure their proper conduct and their observance of legal and contractual requirements that bound FCADV.

39. The members of FCADV's Board of Directors were not aware that most of FCADV's funding was from government sources, or of the amount of funds obtained from private sources.

40. The members of FCADV's Board of Directors accepted at face value Ms. Carr's assurances that there was sufficient funding available for her compensation.

41. The members of FCADV's Board of Directors awarded excessive amounts of PTO to Ms. Carr. The Chair of the Board issued compensation memoranda to Ms. Carr setting forth these PTO awards, which were stated in amounts of days, not hours. In several instances in recent fiscal years, the awards

exceeded the total number of days in a calendar year. These memoranda expressly provided that PTO awards to Ms. Carr could be carried forward indefinitely and cashed out at her discretion, and that the PTO awards were cumulative, with each new award to be added to whatever bank of PTO Ms. Carr already had accumulated.

42. Despite the clarity of FCADV's compensation memoranda, current Board members testified under oath to the House Committee that they were shocked by the amount of PTO awarded to Ms. Carr, that they had believed the awards were made in hours rather than days, and that they understood that Ms. Carr's intent was simply to utilize PTO if needed as sick leave in connection with a reported illness or medical condition, and not as a means for greatly inflating her compensation. Board member testimony also indicated that Board members were without knowledge of whether state funds were the source of funds when Ms. Carr cashed out her PTO allowances. In all these important respects, the Board acted incompetently and in breach of the fiduciary duties owed by directors under Section 617.0830, Florida Statutes.

43. The excessive compensation awarded to Ms. Carr constitutes a waste of corporate assets of FCADV.

44. Recently, the executives in charge of 26 of the 42 certified domestic violence centers in Florida sent a letter to the Governor of Florida complaining of mismanagement by FCADV's Board members and requesting their ouster.

45. FCADV currently has no chief executive officer. Ms. Carr resigned as CEO in November 2019 and an interim CEO brought on afterwards has resigned. The Chair of the Board is at this time acting as CEO.

46. New legislation recently passed by the Florida Legislature and signed into law by the Governor has removed all references to FCADV from the Florida Statutes, effective immediately. Ch. 2026-6, Laws of Fla.

47. Following closely in time to the enactment of the aforesaid the new legislation, DCF gave notice that it is canceling its contractual relationship with FCADV, effective in 60 days.

48. FCADV is acting without proper leadership as the 60 days remaining under its contract with DCF runs, after which its role as Florida's pass-through agency for funding the 42 certified domestic violence centers presumably will be terminated.

49. The executives in charge of Florida's domestic violence centers are alarmed that their funding streams may be cut off, leaving them in peril of having to close down their operations, lay off staff, and leave their communities without the important, if not vital, benefit of their services on behalf of victims of domestic abuse.

50. The Foundation's Articles of Incorporation provide, in pertinent part, that its purpose is "to support [FCADV] by accepting contributions for and making

distributions to the Florida Coalition Against Domestic Violence, Inc.” *Id.* at Art. II ¶ (a).

51. The Foundation files separate annual Form 990 returns with the IRS. Part I, line 1 of Foundation’s Form 990 return for fiscal year 2017-2018 provides: “THE FLORIDA COALITION AGAINST DOMESTIC VIOLENCE FOUNDATION’S MISSION IS TO BROADEN AND DEEPEN RESOURCES TO THE FCADV TO ENSURE THE LONG TERM SUSTAINABILITY OF LIFE SAVING SERVICES FOR VICTIMS OF DOMESTIC VIOLENCE AND THEIR CHILDREN.” (Solid capitals in original.)

52. The Foundation, in its Form 990 return for fiscal year 2017-2018, at Part II, Schedule J, lists Tiffany Carr as its sole member, but pays her no salary or other compensation.

53. The Foundation’s most recent Form 990 return, for fiscal year 2017-2018, reported total revenue (in Part I, line 12) of \$147,349, down from \$290,097 in fiscal year 2016-2017. “Salaries, other compensation, employee benefits” were shown (in Part I, line 15) to be \$32,343, also down from \$32,652 in the prior fiscal year. It appears that, while the Foundation showed net revenue (after expenses) of \$91,575 in fiscal year 2017-2018 and \$207,807 in fiscal year 2016-2017, and showed net assets of \$1,458,489 in fiscal year 2017-2018 and \$1,366,914 in fiscal year 2016-2017, no grants or distributions were made to FCADV—or any other

charitable beneficiary—in either year.

54. Going forward, even if FCADV can survive, it is highly unlikely that it will again act as a pass-through organization entrusted with significant government funds on behalf of the certified domestic violence centers of Florida. Yet this is plainly the function that motivated private donors to make gifts to the Foundation. The funds of the Foundation could serve as a vital resource to FCADV to ensure that funding continues to the domestic abuse centers, as the donors intended, during the term of a receivership.

COUNT I

Appointment of a Receiver

55. Plaintiff realleges, adopts, and incorporates by reference paragraphs 1 through 54 above as though fully set forth herein.

56. All conditions precedent to this action have been performed, have occurred, or have been waived.

57. As noted above, the OAG has the authority to seek appointment of a receiver.

58. The Court has the inherent authority as a court of equity to appoint a receiver of all property, business, and affairs of a Florida corporation to carry on its business.

59. Considering the history of neglect, mismanagement, misapplication and waste of assets, and apparent misconduct of FCADV and its Board of Directors and officers, and the apparent failure of the member and officers of the Foundation to direct donations to FCADV in support of its mission, a remedy at law would not suffice to substitute for the equitable relief of appointment of a receiver.

60. The immediate appointment of a receiver is needed:

- A. To take possession of FCADV and the Foundation in order to carry on their business during the 60-day period before DCF's termination of its contract with FCADV becomes final and thereafter;
- B. To assume the authority and responsibilities of FCADV's Board of Directors, CEO, other officers, and of the Foundation's member, and to act in their place;
- C. To take control, custody, and management of all monies, accounts, property, and assets of FCADV and the Foundation;
- D. To provide a proper financial accounting of FCADV's and the Foundation's assets and liabilities, including verification of their actual financial status, and to make proper arrangements for accounts payable and receivable and to amend, as appropriate, any tax returns of FCADV and the Foundation;

- E. To preserve and receive any and all monies, rents, issues, profits, accounts, property, and assets of FCADV and the Foundation;
- F. To identify and report to the Court and the OAG all business that has been conducted by the president and CEO, Board of Directors, and other officers of FCADV, and by the member, officers, and directors of the Foundation, during the period 2014 to the present;
- G. To report to the Court and the OAG all steps needed to be taken to operate FCADV and the Foundation during the wind down the affairs of FCADV in preparation for its dissolution;
- H. To determine the amounts of excessive compensation paid by FCADV to its current or former officers, regardless of whether payment was through salary, bonuses, PTO, or otherwise, and to take such steps as the receiver deems appropriate, with permission of the Court, to recover such excessive compensation on behalf of FCADV;
- I. To determine whether the assets of the Foundation have been improperly utilized or diminished, and to take such steps as the receiver deems appropriate, with permission of the Court, to recover any assets improperly diminished on behalf of the Foundation;
- J. To confirm whether records, meetings, actions, votes, and elections by and of members, directors, and officers of FCADV and the Foundation

were compliant with applicable Florida laws and, if not, to correct or resolve such compliance deficiencies if practicable;

- K. To take utilize the remaining assets of the Foundation in the manner intended by the donors, *viz.*, for the ultimate benefit of domestic violence centers and the victims they serve;
- L. To assist state and federal authorities in any investigations into the activities of FCADV and the Foundation; and
- M. To perform such other functions and tasks as the Court may assign.

WHEREFORE, the OAG respectfully requests the immediate appointment of a receiver of all property, business, and affairs of FCADV in connection with the dissolution or, alternatively, reorganization of FCADV; and of all property, business, and affairs of the Foundation in connection with directing the use of its assets to support the intended mission of FCADV benefit of domestic violence centers and the victims they serve regardless of whether FCADV is dissolved or reorganized.

COUNT II

Dissolution or, Alternatively, Reorganization of FCADV and the Foundation

61. Plaintiff realleges, adopts, and incorporates by reference paragraphs 1 through 55 above as though fully set forth herein.

62. All conditions precedent to this action have been performed, have occurred, or have been waived.

63. This is an action for judicial dissolution of FCADV and the Foundation pursuant to Section 617.1430, Florida Statutes.

64. As noted above, the OAG has the authority to seek the dissolution of a Florida not-for-profit corporation as well as the appointment of a receiver.

65. Pursuant to Section 617.1430(1)(a)2., Florida Statutes, a court may dissolve a Florida not-for-profit corporation that “has continued to exceed or abuse the authority conferred upon it by law.”

66. The Court has the authority to dissolve a Florida not-for-profit corporation, to appoint a receiver, and equitably to provide for the reorganization of a Florida not-for-profit corporation that is insolvent or on the verge of insolvency but which is capable of being revived and rendered capable of becoming solvent and of functioning properly in accordance with its articles of incorporation.

67. As alleged above, FCADV has continued to abuse its authority conferred by law both as a not-for-profit corporation and as the entity charged with providing oversight of funding to the state’s domestic violence centers.

68. FCADV has wasted corporate assets.

69. The Foundation has common directors and officers with FCADV which further creates the risk of waste and abuse of resources.

70. Considering the history of neglect, mismanagement, and apparent misconduct of FCADV, a remedy at law would not suffice to substitute for the equitable relief of dissolution or, alternatively, reorganization.

71. Considering Defendant Tiffany Carr's history of wrongdoing and misuse of assets, especially monetary assets, to enrich herself, her position as the sole member of the Foundation should be terminated, and control over the Foundation and its assets, which were donated to support FCADV and which according to the most recent available public filings totaled approximately \$1.5 million, should be turned over to a receiver to safeguard those assets and ensure that they are utilized for the donors' intended purposes.

72. FCADV's board of directors has demonstrated a lack of diligence, due care and oversight in the conduct of the business of FCADV which has contributed to the waste of corporate assets and taxpayer funds.

73. The immediate appointment of a receiver is needed in connection with either the dissolution or reorganization of FCADV is appropriate as alleged above.

WHEREFORE, the OAG respectfully requests the immediate appointment of a receiver of all property, business, and affairs of FCADV and the Foundation; a judgment of dissolution of FCADV and the Foundation; and such further relief as this Court deems just.

COUNT III

Disgorgement of Profits for Breach of Fiduciary Duty: Recovery of Excessive Compensation Paid to Defendant Carr

74. Plaintiff realleges, adopts, and incorporates by reference paragraphs 1 through 55 above as though fully set forth herein.

75. This is an action by the Florida Department of Legal Affairs, pursuant to Section 617.2003, Florida Statutes, to recover on behalf of FCADV profits improperly received by Defendant Tiffany Carr due to her breach of fiduciary duty.

76. As shown above, Tiffany Carr has engaged in improper and deceptive conduct, in violation of her obligations as CEO of FCADV, in order to redirect significant assets administered by FCADV, including public monies entrusted to FCADV for the benefit of domestic violence centers and the victims they serve.

77. Ms. Carr, as CEO of FCADV, breached her fiduciary duty to FCDAV by diverting significant resources to herself at the expense of the corporation.

78. Multiple wrongs under law have been committed by Ms. Carr, including but not limited to violation of fiduciary duties to FCADV as its CEO, unjust enrichment, and civil theft.

79. The Court has the authority, pursuant to section 617.1431(3), Florida Statutes, to take action required to preserve corporate assets, wherever located, of a not-for-profit corporation.

80. The Court has the authority, pursuant to section 617.2003, Florida Statutes, to take action at the request of the Department of Legal Affairs to recover on behalf of a not-for-profit corporation any profits improperly received by its officers or directors.

81. The Court has the equitable authority to require the disgorgement of property belonging to a person or entity that has been wrongfully taken and is wrongfully held by another person or entity as the result of a breach of fiduciary duty and abuse of confidence.

82. Ms. Carr has diverted to herself millions of dollars in assets of FCADV which should be returned to FCADV, to be utilized for the purpose for which those funds were received by FCADV, *viz.*, to be passed through for the benefit of domestic violence centers and the victims they serve.

WHEREFORE, the OAG respectfully requests that judgment be entered against Tiffany Carr requiring that she disgorge all profits of FCADV received by her over at least the past five years, whether in the form of salary or bonus or PTO or otherwise, that were not properly earned by her and not properly authorized to be paid to her by FCADV's Board of Directors, requiring that she return all such profits to FCADV or its receiver, and providing such further relief as the Court deems just.

COUNT IV

Restitution for Unjust Enrichment: Recovery of Excessive Compensation Paid to Defendant Carr

83. Plaintiff realleges, adopts, and incorporates by reference paragraphs 1 through 55 above as though fully set forth herein.

84. This is an action by the Florida Department of Legal Affairs, pursuant to Section 617.2003, Florida Statutes, to recover on behalf of FCADV profits improperly received by Defendant Tiffany Carr that have unjustly enriched her.

85. As shown above, Tiffany Carr has engaged in improper and deceptive conduct, in violation of her obligations as CEO of FCADV, in order to redirect significant assets administered by FCADV, including public monies entrusted to FCADV for the benefit of domestic violence centers and the victims they serve.

86. Ms. Carr, as CEO of FCADV, breached her fiduciary duty to FCDAV by diverting significant resources to herself at the expense of the corporation, which she voluntarily accepted and retained.

87. Multiple wrongs under law have been committed by Ms. Carr, including but not limited to violation of fiduciary duties to FCADV as its CEO, unjust enrichment, and civil theft.

88. The Court has the authority, pursuant to section 617.1431(3), Florida Statutes, to take action required to preserve corporate assets, wherever located, of a not-for-profit corporation.

89. The Court has the authority, pursuant to section 617.2003, Florida Statutes, to take action at the request of the Department of Legal Affairs to recover on behalf of a not-for-profit corporation any profits improperly received by its officers or directors.

90. The Court has the equitable authority to require the disgorgement of property belonging to a person or entity that has been wrongfully taken and is wrongfully held by another person or entity, resulting in the unjust enrichment of that other person or entity.

91. Ms. Carr has unjustly enriched herself by diverting to herself millions of dollars in assets of FCADV which should be returned to FCADV, to be utilized for the purpose for which those funds were received by FCADV, *viz.*, to be passed through for the benefit of domestic violence centers and the victims they serve. Under the circumstances, it would be inequitable for Ms. Carr to retain the benefits she received.

WHEREFORE, the OAG respectfully requests that judgment be entered against Tiffany Carr requiring that she disgorge all profits of FCADV received by her over at least the past five years, whether in the form of salary or bonus or PTO or otherwise, that were not properly earned by her and not properly authorized to be paid to her by FCADV's Board of Directors, requiring that she return all such profits to FCADV or its receiver, and providing such further relief as the Court deems just.

COUNT V

Imposition of Constructive Trust over Monies and Assets Held by Tiffany Carr That Equitably Belong to FCADV

92. Plaintiff realleges, adopts, and incorporates by reference paragraphs 1 through 55 above as though fully set forth herein.

93. This is an action by the Florida Department of Legal Affairs, pursuant to Section 617.2003, Florida Statutes, to recover on behalf of FCADV monies and other assets of FCADV improperly received or taken by Defendant Tiffany Carr.

94. As shown above, Tiffany Carr has engaged in improper and deceptive conduct, in violation of her obligations as CEO of FCADV, in order to redirect significant assets administered by FCADV, including public monies entrusted to FCADV for the benefit of domestic violence centers and the victims they serve.

95. Ms. Carr, as CEO of FCADV, breached her fiduciary duty to FCDAV by diverting significant resources to herself at the expense of the corporation.

96. Multiple wrongs under law have been committed by Ms. Carr, including but not limited to violation of fiduciary duties to FCADV as its CEO, unjust enrichment, and civil theft.

97. The Court has the authority, pursuant to section 617.1431(3), Florida Statutes, to take action required to preserve corporate assets, wherever located, of a not-for-profit corporation.

98. The Court has the authority, pursuant to section 617.2003, Florida Statutes, to take action at the request of the Department of Legal Affairs to recover on behalf of a not-for-profit corporation any profits improperly received by its officers or directors.

99. The Court has the equitable authority to impose a constructive trust where property belong to a person or entity is unjustly held by another person or entity as a result of breach of fiduciary duty, abuse of confidence, unjust enrichment, and other circumstances rendering inequitable and unfair the continuing possession and control of that property by that other person or entity.

100. Ms. Carr has diverted to herself millions of dollars in assets of FCADV which should be returned to FCADV to be utilized for the purpose for which those funds were received by FCADV, *viz.*, to be passed through for the benefit of domestic violence centers and the victims they serve.

101. In addition, on information and belief, Ms. Carr is improperly in possession of records and other property of FCADV.

WHEREFORE, the OAG respectfully requests that judgment be entered against Tiffany Carr imposing a constructive trust on all profits of FCADV received by her over at least the past five years, whether in the form of salary or bonus or PTO or otherwise, that were not properly earned by her and not properly authorized to be paid to her by FCADV's Board of Directors, regardless of the form in which

those profits are being held by her, and on all proceeds of such profits, and on all assets of FCADV in her possession, custody, or control, requiring that she return all such profits and assets to FCADV or its receiver, and providing such further relief as the Court deems just.

Respectfully Submitted,

**ASHLEY MOODY
ATTORNEY GENERAL**

/s/ Blaine H. Winship

Blaine H. Winship
Special Counsel
Fla. Bar No.: 356913
Blaine.Winship@myfloridalegal.com

Barbara Jean Throne
Senior Assistant Attorney General
Fla. Bar No. 776505
Barbara.Throne@myfloridalegal.com
ComplexLitigation.eservice@myfloridalegal.com

Office of the Attorney General
PL-01 The Capitol
Tallahassee, Florida 32399-1050
Telephone: (850) 414-3300
Facsimile: (850) 488-4872

*Attorneys for Plaintiff, Office of the Attorney
General, State of Florida Department of Legal
Affairs*