

## **GEVITY HR, INC.**

### **EXECUTIVE COMMITTEE CHARTER (Adopted November 22, 2002)**

#### ***Authorization of the Executive Committee***

The Board of Directors (the "Board") of Gevity HR, Inc. (the "Company") has established the Executive Committee (the "Committee") of the Board to carry out the duties and responsibilities assigned to the Committee.

#### ***Members of the Executive Committee***

The Committee shall be comprised of at least three members of the Board, including the Chairman of the Board and such other members of the Board as the Board shall appoint. The chairperson of the Committee shall also be appointed by the Board.

No person may serve as a member of the Committee if his or her service on the Committee would violate any restriction on service imposed by any law or regulation or the rules and regulations of the Nasdaq Stock Market, Inc. or any other national securities exchange on which the Company's common stock is listed.

#### ***Authority of the Executive Committee***

The Committee shall have the power to exercise all of the powers of the Board when such action is required to be taken between regular meetings of the Board and time is of the essence, as a result of which it is not practicable to convene a special meeting of the Board. Notwithstanding the foregoing, the Committee may not exercise any power of the Board if applicable law, the Articles of Incorporation or the Bylaws of the Company or any of the provisions of this Charter prohibit the exercise of such power.

In addition to the power and authority delegated to the Committee by the Board in the immediately preceding paragraph, the Committee shall have the authority to give the approvals on behalf of the Board described in the Policy of Delegation of Certain Authority of the Board of Directors attached to this Charter as Exhibit A under the heading "Executive Committee" (the "Policy of Delegation"). In the event the Board revises the Policy of Delegation, the revised Policy of Delegation will replace the old Policy of Delegation and will be attached to this Charter as Exhibit A.

#### ***Prohibited Actions***

Anything herein to the contrary notwithstanding, in no event will the Committee have authority to act on behalf of the Board with respect to the following matters:

- approval or recommendation to shareholders of actions or proposals required by applicable law to be approved by the Company's shareholders;
- filling vacancies on the Board or any committee of the Board;
- the adoption, amendment or repeal of the Company's Bylaws;
- the authorization or approval of the reacquisition by the Company of shares of capital stock of the Company unless such reacquisition is pursuant to a general formula or method specified by the Board; and
- the authorization or approval of the issuance or sale or contract for the sale of shares of capital stock of the Company, or the determination of the designation and relative rights, preferences, and limitations of any voting group, unless the Board has authorized the Committee to do so within limits specifically prescribed by the Board.

### ***Meetings of the Executive Committee***

The Committee shall meet as may from time to time be deemed necessary by the chairperson of the Committee.

Meetings may be held in person or by telephonic means at the discretion of the chairperson of the Committee. No Committee member may vote on any matter in which he or she, directly or indirectly, has a material interest.

The Committee shall keep appropriate minutes of its meetings and actions taken by it, with the advice of counsel. The Committee shall report to the Board at its next meeting concerning actions taken by it since the last meeting of the Board.