

AUG 10 2020

ARTICLES OF INCORPORATION
OF THE
REGIONAL PUBLIC DEFENDER OFFICE LOCAL GOVERNMENT
CORPORATION

Corporations Section

We, the elected Commissioners Court of Lubbock County, Texas (herein "County"), hereby approve and adopt the following Articles of Incorporation for the Regional Public Defender Office Local Government Corporation.

ARTICLE I

The name of the corporation is the Regional Public Defender Office Local Government Corporation (herein "Corporation").

ARTICLE II

The Corporation is a public, non-profit corporation.

ARTICLE III

The period of duration of the Corporation shall be perpetual.

ARTICLE IV

The Corporation is organized for the purposes outlined in Subchapter D, Chapter 431, Texas Transportation Code (herein "Act"). Specifically, the Corporation is authorized to participate on behalf of the County to oversee and provide defense services to indigent defendants in Lubbock County and other counties which enter into interlocal agreements with the Corporation to provide defense services. The Corporation is designated as a "Local Government" pursuant to Section 791.003(4)(B), Texas Government Code (the Interlocal Cooperation Act).

The Corporation shall have and exercise all of the rights, powers, privileges, authority, and functions now or hereafter given by the general laws of the State of Texas to non-profit corporations.

The Corporation shall have all other powers of a like or different nature, not prohibited by law, which are available to non-profit corporations in Texas and which are necessary or useful to enable the Corporation to perform the purposes for which it is created, including to promote the common good and general welfare as provided by the Act, including, without limitation, the financing, acquisition, construction, ownership, maintenance and operation of any facilities.

ARTICLE V

The Corporation shall have no members and shall have no stock.

ARTICLE VI

The street address of the initial registered office of the Corporation is 916 Main St. Suite 900, Lubbock, Texas 79401 and the name of its initial registered agent at such address is Edward Ray Keith, Jr.

ARTICLE VII

The Board of Directors (the "Board") shall consist of thirteen (13) Directors. The current members of the Regional Public Defender Oversight Board shall serve as the initial directors. The name and address of each initial director is attached hereto, and incorporated herein, as Exhibit A. All Directors serve without compensation, but may be reimbursed for actual expenses incurred in the performance of the Director's duties.

On January 1, 2021, the Board shall be composed of the following members:

- 1) Three (3) members of County Commissioners Court from different participating counties appointed by the initial directors;
- 2) Two (2) active or retired judges appointed by the initial directors;
- 3) Two (2) licensed attorneys with substantial capital defense experience appointed by the initial directors;
- 4) Three (3) members appointed by the Executive Director of the Texas Indigent Defense Commission who are licensed attorneys in Texas with substantial experience in capital defense or indigent defense policy and practice;
- 5) Three (3) members who will serve Ex Officio:
 - A) The Executive Director of the Texas Judicial Council;
 - B) The Executive Director of the Texas Indigent Defense Commission;
 - C) The Executive Director of the Texas Defender Service;

No active criminal trial judge or prosecutor may serve on the board.

Except as otherwise provided in these Articles of Incorporation or Bylaws, all powers of the Corporation shall be vested in the Board. The Directors' terms of office shall be four (4) years in staggered terms determined by the initial directors, except for ex officio members who shall serve for the duration of their service in their respective positions.

When any Director appointed by the initial directors ceases to hold his/her position for any reason, the Director's position will be filled by appointment by majority vote of the Board of Directors.

When any Director appointed by the Executive Director of the Texas Indigent Defense Commission ceases to hold his/her position for any reason, the Director's position will be replaced by the Executive Director of the Texas Indigent Defense Commission. Any Director appointed by the Executive Director of the Texas Indigent Defense Commission may be removed from office for cause or at will by the Executive Director of the Texas Indigent Defense Commission.

All other matters pertaining to the internal affairs of the Corporation shall be governed by the Bylaws of the Corporation, so long as such Bylaws are not inconsistent with these Articles of Incorporation or the laws of the State of Texas. Adoption of the Bylaws shall require approval of a majority of the Directors. The Bylaws shall contain a provision that once adopted, they may not be amended except without approval of a majority of the Directors. Until such time as the Bylaws are adopted and approved, all Board action shall require approval of a majority of the Directors.

All Board meetings are public meetings and are subject to the Texas Open Meetings Act codified in Texas Government Code Chapter 551. The Corporation is subject to the Texas Public Information Act codified in Texas Government Code Chapter 552.

ARTICLE VIII

The incorporators of the Corporation are the following three members of the Commissioners Court of Lubbock County: Curtis Parrish, 904 Broadway, Lubbock, TX 79401, Bill McCay, 904 Broadway, Lubbock, TX 79401, Chad Seay, 904 Broadway, Lubbock TX 79401.

The Order adopting and approving the Articles of Incorporation has been adopted by the Lubbock County Commissioners Court by order dated June 22, 2020. The Commissioners Court by resolution specifically authorizes the corporation to act on its behalf to further the public purposes stated in the resolution and in the articles of incorporation; and approved the articles of incorporation.

ARTICLE IX

No Director shall be liable to the Corporation for monetary damages for an act or omission in the Director's capacity as a Director, except for damages resulting from (i) any breach of the Director's duty of loyalty to the Corporation, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) any transaction from which the Director received an improper benefit, whether or not the benefit resulted from an act taken within the scope of the Director's office, or (iv) acts or omissions for which the liability of a Director is expressly provided by statute. In addition to the circumstances in which a Director shall not be liable as set forth in the preceding sentences, a Director shall not be liable to the fullest extent permitted by any amendment to the Texas statutes hereafter enacted that further limits the liability of a Director. The Corporation is authorized to hire legal counsel to represent any Director in any legal matter in which the Director is named in his or her official capacity, subject to the majority approval of the Board of Directors or as detailed in the Bylaws.

ARTICLE X

Regardless of any other provisions of these Articles of Incorporation or the laws of the State of Texas, the Corporation: (a) shall not permit any part of the net earnings of the Corporation to inure to the benefit of any private individual (except that reasonable compensation may be paid for personal services rendered to or for the Corporation in effecting one or more of its purposes); (b) shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office; and (c) shall not attempt to influence the outcome of any election for public office.

ARTICLE XI


If the Board of Directors determines by resolution that the purposes for which the Corporation was formed have been substantially met and any bonds issued by and all obligations incurred by the Corporation have been fully paid, the Board shall execute a certificate of dissolution which states those facts and declares the Corporation dissolved in accordance with the requirements of applicable law then in existence. In the event of dissolution or liquidation of the Corporation, all property, cash or cash equivalent assets will be distributed to Lubbock County, Texas.


ARTICLE XII

These Articles may be changed or amended by the Board of Directors upon approval by the Commissioners Court of Lubbock County, Texas.

IN WITNESS HEREOF, we have hereunder set our hands this 22 day of June, 2020.

Incorporators:

Curtis Parrish 
Address: 904 Broadway, Lubbock TX 79401
Telephone: (806) 775-1330

Bill McCay 
Address: 904 Broadway, Lubbock TX 79401
Telephone: (806) 775-1335

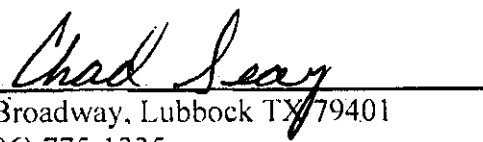
Chad Seay 
Address: 904 Broadway, Lubbock TX 79401
Telephone: (806) 775-1335

EXHIBIT A
(to the Articles of Incorporation of the Regional
Public Defender Office Local Government
Corporation)

The names and street addresses of the thirteen (13) initial Directors are:

Director Position 1:

Name: William R. Cox
Address: 500 E. San Antonio, #501, El Paso, TX 79901
Telephone: (915) 546-8185

Director Position 2:

Name: Abner Burnett
Address: 316 S. Closner Blvd, Edinburg, TX 78539
Telephone: (956) 393-6206

Director Position 3:

Name: Lora Livingston
Address: 1000 Guadalupe St. Suite 308, Austin, TX 78701
Telephone: (512) 854-9309

Director Position 4:

Name: David Slayton
Address: 205 W 14th St. 6th Floor, Austin, TX 78701
Telephone: (512) 463-1626

Director Position 5:

Name: Geoff Burkhart,
Address: 209 West 14th Street, Room 202, Austin, TX 78701
Telephone: (512) 936-6994

Director Position 6:

Name: Kathryn McNiel
Address: 510 S. Congress Avenue, Suite 304, Austin TX 78704
Telephone: (512) 320-8300

Director Position 7:

Name: Curtis Parrish
Address: 904 Broadway, Lubbock TX 79401
Telephone: (806) 775-1330

Director Position 8:

Name: Chuck Statler
Address: 301 Oak Street, Abilene, TX 79602
Telephone: (325) 674-1235

Director Position 9:

Name: Bill McCay

Address: 904 Broadway, Lubbock TX 79401

Telephone: (806) 775-1335

Director Position 10:

Name: Dean Rucker

Address: 500 North Loraine Street, Suite 502, Midland, TX 79701

Telephone: (432) 688-4370

Director Position 11:

Name: Rick Wardroup

Address: 915 Texas, Lubbock TX 79401

Telephone: (806) 763-9900

Director Position 12:

Name: Andrea Marsh

Address: 727 East Dean Keeton Street, Austin, TX 78704

Telephone: (512) 232-6170

Director Position 13:

Name: Dan Hurley

Address: 1805 13th Street, Lubbock TX 79401

Telephone: (806) 771-0700

Adopted on June 22, 2020

Amended on July 31, 2020.