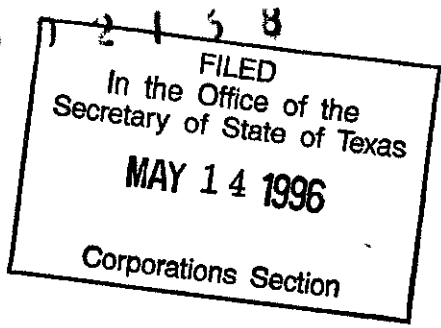


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ARTICLES OF INCORPORATION
OF
JLTLA FOUNDATION

We, the undersigned natural persons, being of the age of eighteen (18) years or more, acting as incorporator of a corporation pursuant to section 3.01 of the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE ONE

The name of the corporation is J. L. Turner Legal Association Foundation (the "Corporation").

ARTICLE TWO

The Corporation is a non-profit corporation

ARTICLE THREE

The period of duration for the Corporation is perpetual.

ARTICLE FOUR

The purposes for which the corporation is organized are for charitable, religious, literary, scientific and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any subsequent federal tax law (the "Code") and under the laws of the state of Texas) including, but not limited to, the following.

1. To administer educational and scholarship programs.
2. In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now or hereafter may be conferred by law upon a corporation organized for the purposes herein set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the Corporation. In furtherance of its purposes as aforesaid, the Corporation shall have all of the powers enumerated in Article 2.02 of the Texas Non-Profit Corporation Act.

3 Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would (a) invalidate its status as a corporation which is exempt from federal income taxation as described in section 501(c)(3) of the Code, or (b) invalidate contributions which are deductible from taxable income under section 170(c)(2) of the Code.

ARTICLE FIVE

The mailing address of the Corporation's registered office is J. L. Turner Legal Association Foundation, Inc., P. O. Box 214002, Dallas, Texas 75221-4002. The street address of the Corporation's initial registered office is 5787 So. Hampton Road, Suite 230, Dallas, Texas 75232 and the name of its initial registered agent at such address is Kenneth Walker.

ARTICLE SIX

1. The number of directors and the method of their appointment shall be determined by the Bylaws of the Corporation, and shall be subject to change from time to time as the Bylaws may be amended. The number of directors shall never be less than three (3).

2. The number of directors constituting the initial Board of Directors of the Corporation is six (6), and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
Aubrey Pittman	1717 Main Street, Suite 2800 Dallas, Texas 75201
Kenneth Walker	5787 So. Hampton Rd., Suite 230 Dallas, Texas 75232
Sonya Hoskins	400 South Zang Blvd., Suite 600 Dallas, Texas 75208
Brenda Vonjoe	P. O. Box 225236 Dallas, Texas 75222-5236
Alfredo Silva	901 Main Street, Suite 4300 Dallas, Texas 75202
Michael Sorrell	1445 Ross Ave., Suite 3200 Dallas, TX 75202

3 The members of the Board of Directors shall serve without compensation, and no member of the Board of Directors shall receive any pecuniary benefit from the Corporation except reimbursement for actual expenses incurred in connection with the business of the Corporation

4. The Corporation shall indemnify its directors to the fullest extent provided by law.

ARTICLE SEVEN

The names and street addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
Aubrey Pittman	1717 Main Street, Suite 2800 Dallas, Texas 75201
Kenneth Walker	5787 So. Hampton Rd., Suite 230 Dallas, Texas 75232
Sonya Hoskins	400 South Zang Blvd., Suite 600 Dallas, Texas 75208
Brenda Vonjoe	P. O. Box 225236 Dallas, Texas 75222-5236
Alfredo Silva	901 Main Street, Suite 4300 Dallas, Texas 75202
Michael Sorrell	1445 Ross Ave., Suite 3200 Dallas, TX 75202

ARTICLE EIGHT

The Corporation shall not have members as that term is used in the Texas Non-Profit Corporation Act.

ARTICLE NINE

The initial Bylaws of the Corporation shall be adopted by the Board of Directors, and the power to alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors pursuant to the initial Bylaws.

ARTICLE TEN

Anything in these Articles of Incorporation to the contrary notwithstanding, all or any part of these Articles of Incorporation may be amended from time to time only upon the affirmative vote of a majority of the directors present at any meeting at which there is a quorum; provided, however, that no amendment will be made which will cause the Corporation to cease to be an organization described in section 501(c)(3) or any successor provision of the Code.

ARTICLE ELEVEN

1. The Corporation is not organized for pecuniary profit, nor shall it have any power to issue certificates of stock or declare dividends. The balance, if any, of all money and other assets received by the Corporation from its operations, after the payment in full of all debts and obligations of the Corporation of whatever kind and nature, shall be used and distributed for carrying out the purposes of the Corporation as particularly set forth in Article Four.

2 The directors of the Corporation shall comply with the notice requirements contained in section 508(a) of the Code

3. No part of the net earnings of the Corporation shall inure or be payable to or for the benefit of any private individual, including the Corporation's directors and officers, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Four.

4 No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office; nor shall the Corporation engage in any activities that are unlawful under applicable federal, state or local laws.

5. The Corporation shall not operate for the primary purpose of carrying on a trade or business for profit.

6. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

7 A contribution or gift made by a corporation to the Corporation shall be used by the Corporation for charitable purposes solely within the United States or its possessions.

ARTICLE TWELVE

1. No director of the Corporation shall be liable to the Corporation or its other directors for monetary damages (other than taxes, penalties and expenses of correction as described in Treas. Reg. § 53.4941(d)-2(f)(3)) for an act or omission in the director’s capacity as a director, except that this article does not eliminate or limit the liability of a director to the extent the director is found liable for an act or omission which is:

- A a breach of the director’s duty of loyalty to the Corporation or its directors;
- B an act or omission not in good faith that constitutes a breach of duty of the director to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law;
- C a transaction from which the director receives an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director’s office; or
- D. an act or omission for which the liability of a director is expressly provided by an applicable statute.

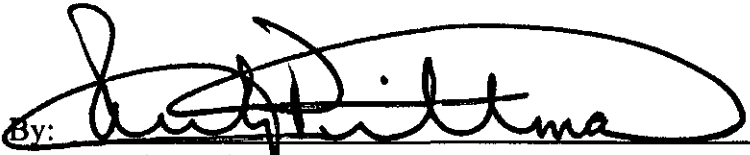
2. The Corporation shall indemnify a person who was, is or is threatened to be made a named defendant or respondent in a proceeding resulting from events occurring during the person’s service as a director of the Corporation to the fullest extent allowed by, and in accordance with, the terms and provisions of section 2.22A of the Texas Non-Profit Corporation Act, including, but not limited to, the indemnification provided by Sections B, H, I, J and K thereof For purposes of this paragraph 2 of this Article Twelve, “director” shall mean any person who is or was a director of the Corporation and any person who, while a director of the Corporation, is or was serving at the request of the corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise.

3. This Article Twelve shall be deemed to incorporate by reference any future amendments to applicable law that further limit or eliminate the personal liability of directors, or provide for the indemnification of directors by the Corporation.

4. Any repeal or modification of all or part of this Article Twelve by the directors of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

IN WITNESS WHEREOF, We have hereunto set our hands, this 13th day of May, 1996.

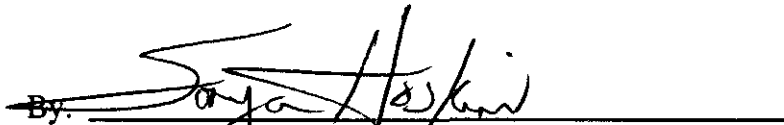
J L TURNER LEGAL ASSOCIATION FOUNDATION

By: 

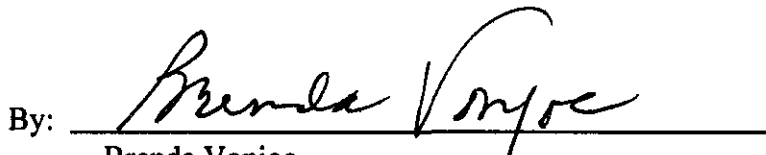
Aubrey Pittman,
Incorporator

By: 

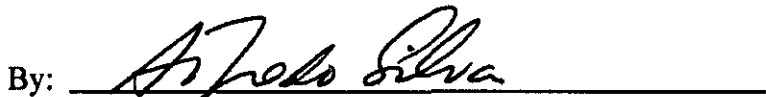
Kenneth Walker,
Incorporator

By: 

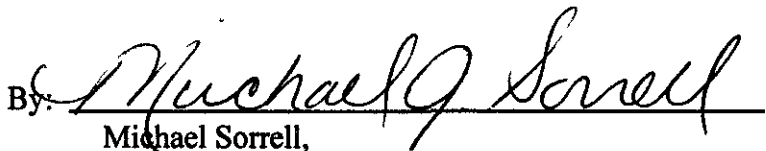
Sonya Hoskins,
Incorporator

By: 

Brenda Vonjoe,
Incorporator

By: 

Alfredo Silva,
Incorporator

By: 

Michael Sorrell,
Incorporator