

MINUTES OF THE CORPORATE MEMBERS
OF THE GOLDEN RAIN FOUNDATION OF LAGUNA WOODS
A CALIFORNIA NON-PROFIT MUTUAL BENEFIT CORPORATION

January 17, 2007

The Special Meeting of the Corporate Members of the Golden Rain Foundation of Laguna Woods, a California non-profit mutual benefit corporation, met on Wednesday January 17, 2007 at 2:00 P.M. at 24351 El Toro Road, Laguna Woods, California.

The purpose of the meeting was to vote on the proposed appointees to the GRF Nominating Committee.

The meeting was open the following members were present either in person or proxy:

United Laguna Hills Mutual:	Beth O'Brien	Mary Stone
	Maxine McIntosh	Bevan Strom
	Burns Nugent	Linda Wilson
	Jan McLaughlin	Marty Rubin
	John Dalis	Ken Hammer (P)

United Mutual Members Absent: Jim McNulty

Third Laguna Hills Mutual:	Jim Matson	Isabel Muennichow
	John Heiney	Raymond Gros (P)
	Carol Moore	Larry Souza
	Dominic Burrasca	Bob Hatch
	Richard Moos	

Third Mutual Members Absent: Gunter Vogt, George Arnold

Laguna Woods Mutual 50: Richard Wurzel

<i>Mutual 50 Members Absent:</i>	Tom Jackson	Mollie Hayes
	Ruth Mervis	Bill Masterson

Golden Rain Foundation:	George Portlock	Erwin Stuller
	Joseph Heller	Don Tibbetts
	Cynthia Chyba	Bob Miller
	Ruth May	Jack Bassler

GRF Members Absent: Mark Schneider, Bea McArthur, Noel hatch

Staff Present: Milt Johns, Patty Fox

George Portlock, President of the Golden Rain Foundation Board of Directors, acted as Chairperson of the meeting and stated that the meeting was held pursuant to notice duly given. A quorum was established and the meeting was called to order at 2:00 P.M.

President Portlock announced that two out of the three appointed Inspectors of Election reported for duty and entertained a motion to either proceed with only two Inspectors, which conflicts with the governing documents, adjourn the meeting to another day, or proceed with one Inspector which is allowable according to the Corporations Code.

United Mutual Director Maxine McIntosh made a motion to proceed with two Inspectors. United Mutual Director Linda Wilson seconded the motion. The motion carried. United Mutual President Beth O'Brien objected arguing that any nonconformity with the Bylaws may cause a challenge to the action of the Corporate Members.

United Mutual Director Jan McLaughlin who had voted on the prevailing side of the motion, made a motion to reconsider the previous motion. United Mutual Director Linda Wilson seconded the motion and the motion carried unanimously.

Third Mutual Director Isabel Muennichow made a motion to proceed with one Inspector, Mildred Kaminsky. United Mutual President Beth O'Brien seconded the motion and the motion carried unanimously.

GRF President Portlock introduced Mildred Kaminsky as the Inspector of Election.

Mr. Johns explained the voting procedures.

A motion was made, seconded, and carried to commence balloting.

By way of consensus, the Corporate Members agreed to allow the Nominating Committee to choose its own chair.

A motion was made, seconded, and carried to cease balloting.

President Portlock announced that the following six out of seven appointees are appointed to the GRF Nominating Committee:

Paul Appelbaum
Alma Beckerman
Richard Kellis
Marty Rhodes
Marion Rosenstein
Denise Welch

President Portlock further announced that in accordance with the current GRF Bylaws, additional names will be proposed at the next Regular GRF Board meeting and another Corporate Members' Meeting will be scheduled to appoint the seventh member.

There being no further business to come before the meeting, the Special Meeting was adjourned at 2:29 P.M.

George Portlock, President