

**RESOLUTION OF THE BOARD OF DIRECTORS
OF GOLDEN RAIN FOUNDATION OF LAGUNA WOODS
A CALIFORNIA NONPROFIT MUTUAL BENEFIT CORPORATION**

The undersigned, being all of the directors of Golden Rain Foundation of Laguna Woods, a California nonprofit mutual benefit corporation, hereby exercise the powers residing by law in the directors of said corporation as follows:

1. All action taken herein is taken by written unanimous consent of the board of directors of the corporation as authorized by the provisions of:

Section 6.8 of Article 6 of the duly adopted bylaws of the corporation, which states:

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all Members of the Board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

And pursuant to Corp. Code §7211(b), which states:

Any action required or permitted to be taken by the board may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as a unanimous vote of such directors. For the purposes of this section only, "all members of the board" shall not include any "interested director" as defined in Section 5233, insofar as it is made applicable pursuant to Section 7238.

2. **RESOLUTION 90-06-53**

WHEREAS, the Golden Rain Foundation Board has authorized the Community Activities Committee to accessorize Clubhouse Seven, and resident artists are offering to donate their artwork for permanent display;

NOW THEREFORE BE IT RESOLVED, that the Board of Directors of this Corporation hereby accepts the donations of original artwork, valued at \$32,330 (as attached to this resolution); and

RESOLVED FURTHER, that such artwork shall be displayed in Clubhouse Seven, or at any other location as determined from time to time by GRF; and

RESOLVED FURTHER, that the President of this Corporation is hereby authorized to advise said donors in writing and to express the thanks of the corporation.

3. The Secretary of this Corporation is hereby directed to accept this writing signed by all the Directors of this Corporation and to place same in the Book of Minutes of the meetings of

the Board of Directors of this Corporation as evidence of the action taken herein by the unanimous written consent of the Board of Directors of the Corporation.

George Portlock, President

Date

Marty Rhodes, Director

Date

Joseph Heller, 1st VP

Date

Elizabeth C. McArthur, Director

Date

Robert Miller, 2nd VP

Date

Ruth May, Director

Date

Cynthia Chyba, Secretary

Date

Noel Hatch, Director

Date

Maurice Kravitz, Treasurer

Date

Jack Bassler, Director

Date

Mark Stein, Director

Date

Dated: _____

Certified by:

Patty Fox, Assistant Secretary