

**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 90-07-65**

WHEREAS, to meet the increased equipment cost for set-top boxes and current subscriber trends for the broadband digital system; and

WHEREAS, currently, there is a greater demand for new digital video recorder services than anticipated;

NOW THEREFORE BE IT RESOLVED, that the Board of Directors of this Corporation hereby authorizes a supplemental appropriation of \$195,000 to be funded from the Equipment Fund to purchase additional set-top boxes; and

RESOLVED FURTHER, that the officers and agents of this corporation are hereby authorized on behalf of the corporation to carry out the purpose of this resolution.

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

Noel Hatch, Director

Date

Ruth May, 1st VP

Date

Joseph Heller, Director

Date

Elizabeth C. McArthur, 2nd VP

Date

Mark Schneider, Director

Date

Cynthia Chyba, Secretary

Date

Don Tibbetts, Director

Date

Bob Miller, Treasurer

Date

Erwin Stuller, Director

Date

Jack Bassler, Director

Date

Dated: _____

Certified by:

Patty Fox, Assistant Secretary