

**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 90-08-32**

**WHEREAS**, the heating system for the locker rooms at Clubhouse Two is inadequate due to the age of the equipment and modifications made over the years to the original design;

**NOW THEREFORE BE IT RESOLVED**, April 11, 2008 that the Board of Directors of this Corporation hereby authorizes a supplemental appropriation in the amount of \$20,000 to be funded from the Trust Improvement Fund to replace the old Clubhouse Two locker room heating system with a new heating system similar to the system installed at Clubhouse One; and

**RESOLVED FURTHER**, that Resolution 90-07-89 adopted December 4, 2007 is hereby rescinded; and

Golden Rain Foundation of Laguna Woods  
Action Without a Meeting Resolution

**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.

\_\_\_\_\_  
Bob Miller, President                      Date

\_\_\_\_\_  
Noel Hatch, Director                      Date

\_\_\_\_\_  
Ruth May, 1st VP                      Date

\_\_\_\_\_  
Erwin Stuller, Director                      Date

\_\_\_\_\_  
Joseph Heller, 2nd VP                      Date

\_\_\_\_\_  
Mark Schneider, Director                      Date

\_\_\_\_\_  
Elizabeth C. McArthur, Secretary                      Date

\_\_\_\_\_  
Ray Gros, Director                      Date

\_\_\_\_\_  
Don Tibbetts, Treasurer                      Date

\_\_\_\_\_  
Ken Hammer, Director                      Date

\_\_\_\_\_  
Jack Bassler, Director                      Date

Dated: \_\_\_\_\_

Certified by:

\_\_\_\_\_  
Patty Fox, Assistant Secretary