

**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 90-10-36**

WHEREAS, the State of California has scheduled a statewide election for June 8, 2010 and the Orange County Registrar of Voters are requesting the use of Clubhouse Three for 10 days to train the poll workers, and that GRF waives the outside rental fee;

NOW THEREFORE BE IT RESOLVED, that the Board of Directors of this Corporation hereby approves the request from the Orange County Registrar of Voters that GRF waives the outside rental fee for the use of Clubhouse Three for the following 6 days: 5/19, 5/21, 5/22, 6/2-4 to train poll workers for the Statewide Special Election on June 8, 2010; and

RESOLVED FURTHER, that 90-10-35 adopted May 4, 2010 is hereby rescinded; and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.

Golden Rain Foundation of Laguna Woods
Action Without a Meeting 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.

Jim Matson, President Date

Burns Nugent, Director Date

Lloyd Foster, 1st VP Date

Ruth May, Director Date

Don Tibbetts, 2nd VP Date

Bob Hatch, Director Date

Elizabeth C. McArthur, Secretary Date

Larry Souza, Director Date

Bob Miller, Treasurer Date

Ken Hammer, Director Date

Ray Gros, Director Date

Dated: _____

Certified by:

Patty Kurzet, Assistant Secretary