

**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 90-10-78**

WHEREAS, by way of Resolution 90-08-63, adopted September 2, 2008, the Board of Directors of this Corporation set the date for the Annual Meeting of the Corporate Members of the Golden Rain Foundation to be held not less than 30 days after the United Laguna Hills Mutual annual meetings which is held on the second Tuesday in October; and

WHEREAS, due to the inadvertent omissions in the ballots prepared by Martin and Chapman and the re-mailing of new ballots, Third Mutual's Annual Meeting got postponed to October 18, 2010; and

WHEREAS, due to the new Annual Meeting date for Third Mutual, the Annual Meeting of the Corporate Members of the Golden Rain Foundation needs to be postponed 30 days after Third Mutual's Annual Meeting date; and

NOW THEREFORE BE IT RESOLVED, that the date for the Annual Meeting of the Corporate Members of the Golden Rain Foundation shall be held on Wednesday, November 17, 2010, at 10:00 A.M. Thereafter, the Annual Meetings of the

Golden Rain Foundation of Laguna Woods
Action Without a Meeting Resolution

Corporate Members of the Golden Rain Foundation shall comport with Resolution 90-08-63; and

RESOLVED FURTHER, that all other dates related to the GRF Election shall be changed accordingly; 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.

_____	_____	_____	_____
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