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RESOLUTION OF THE BOARD OF DIRECTORS  
OF THIRD LAGUNA HILLS MUTUAL  
A CALIFORNIA NONPROFIT MUTUAL BENEFIT CORPORATION

The undersigned, being all of the directors of Third Laguna Hills Mutual, 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 consent of the board of directors of the corporation without a meeting 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 any 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 Section 7211 (b) of the California Corporation Code, 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 03-08-153**

**WHEREAS**, the January, 2009 regular meeting of the Board of Directors of this Corporation scheduled for Tuesday January 20, 2009 at 9:30 A.M. falls during the time in which the Presidential Inauguration shall be broadcast;

**NOW THEREFORE BE IT RESOLVED**, that the time to hold the January regular meeting of the Board of Directors of this Corporation shall be held at 10:30 A.M. on Tuesday January 20, 2009 in order to accommodate residents who wish to view the broadcast; and

**RESOLVED FURTHER**, that thereafter, regular meetings of the Board of Directors shall continue to be held on the third Tuesday of each month at 9:30 A.M. All such meetings shall be held at 24351 El Toro Road, Laguna Woods, California; 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.

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Carol Moore, President

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Larry Souza, Director

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Stanley Feldstein, 1st Vice President

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Isabel Muennichow, Director

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Don Lippert, 2nd Vice President

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Dominic Burrasca, Director

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Kathryn Freshley, Secretary

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Katherine McDaniel, Director

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John Paulus, Treasurer

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Carol Skydell, Director

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Cynthia Conners, Director

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

Certified by:

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Patty Kurzet, Assistant Secretary