

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

The undersigned, being all of the directors of United 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. Section 12 of Article VI 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 either before or after the 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.

2. 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.

3. **RESOLUTION 01-07-44**

WHEREAS, the Management Agreement between United Laguna Hills Mutual and Professional Community Management, Inc. (PCM) executed on February 20, 2007 contains one errata where the signature line on the last page of the Agreement is executed by "PCM of California, Inc." and should be executed instead and correctly as "PCM, Inc.;"

WHEREAS, upon the advise of corporate counsel, this errata may be corrected by "lining out" the words "of California" on the originally executed document and authorizing the correction by way of signature and date; and,

NOW THEREFORE BE IT RESOLVED, that the Board of Directors of this Corporation hereby authorizes its President and Secretary to execute the signature page as described and as depicted on the attached example, with only this change made to the signature page and there shall be no other changes made to the Agreement other than the aforementioned change, and also directs staff to attach this resolution to the Management Agreement and to retain with the Management Agreement as part of the Corporation's records.

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.

<u>Elizabeth M. O'Brien, Pres.</u>	<u> </u> Date	<u>Burns Nugent, Director</u>	<u> </u> Date
<u>Jan McLaughlin, 1st VP</u>	<u> </u> Date	<u>Mary Stone, Director</u>	<u> </u> Date
<u>Ken Hammer, 2nd VP</u>	<u> </u> Date	<u>John Dalis, Director</u>	<u> </u> Date
<u>Bevan Strom, Secretary</u>	<u> </u> Date	<u>Maxine McIntosh, Director</u>	<u> </u> Date
<u>Jim McNulty, Treasurer</u>	<u> </u> Date	<u>Marty Rubin, Director</u>	<u> </u> Date
<u>Linda Wilson, Director</u>	<u> </u> Date		

Dated: _____

Certified by:

Patty Fox, Assistant Secretary