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AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

GOLDEN RAIN FOUNDATION OF LAGUNA WOODS

FILED

Secretary of State
State of California

LBO

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JUL 18 2016

The undersigned certify that:

1. They are the president and the secretary, respectively, of Golden Rain Foundation of Laguna Woods, a California nonprofit mutual benefit corporation.
2. The Articles of Incorporation of Golden Rain Foundation of Laguna Woods (the "Articles") shall be amended and restated in their entirety to read as follows:

ARTICLE I

NAME

The name of this corporation is GOLDEN RAIN FOUNDATION OF LAGUNA WOODS, ("Corporation") or ("GRF").

ARTICLE II

REQUIRED STATEMENT OF AUTHORITY AND PURPOSE

This corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity, other than credit union business, for which a corporation may be organized under such law.

ARTICLE III

PURPOSES

The further purposes of the Corporation are:

- a. To act as Trustee of the Golden Rain Foundation of Laguna Hills Trust and any other trust incidental to any of these purposes.
- b. To provide services and community facilities to the members of this Corporation and to their memberships.
- c. To act as a partner and joint venturer, and to enter into co-partnership and joint venture agreements with other corporations and individuals.
- d. To engage in any business or activity now or hereafter permitted under the Nonprofit Mutual Benefit Corporation Law of the State of California.

ARTICLE IV
POWERS

This Corporation shall have the following powers:

- a. To solicit gifts of, to receive by gifts, devise or bequest, to purchase and to otherwise acquire real and personal property of every kind and nature, including shares of stocks, bonds, securities of other corporations, and to hold, manage and administer the same.
- b. To act as trustee under any trust incidental to the purposes of this Corporation and to receive, hold, administer and expend funds and property subject to such trust.
- c. To buy, sell, assign, convey, exchange, lease, mortgage, encumber, transfer upon trust, or otherwise dispose of all property, real or personal.
- d. To invest and reinvest funds of the Corporation in real or personal property of every kind and nature, including bonds, corporate common or preferred stocks or securities of any type or character.
- e. To borrow money, contract debts and issue bonds, notes, debentures, and secure the payment or performance of its obligations.
- f. To make contracts and to do all other acts necessary or expedient for the administration of the affairs and the attainment of the purposes of this Corporation.
- g. To make donations of the public welfare or for charitable, scientific, educational or other purposes. Any such donation shall require approval of a majority of the Board of Directors and the vote or written consent of members of the Corporation entitled to exercise a majority of the voting power of the Corporation.
- h. To make contributions for purposes that the Board of Directors deems necessary in order to protect the quality of life, including, but not limited to, the property values of the Corporation's members.

ARTICLE V
DISTRIBUTIONS

This Corporation does not contemplate the distribution of gains, profits or dividends to any of its members, except that, upon the dissolution or winding up of this Corporation, after paying or adequately providing for the debts and obligations of this Corporation, the Directors or other persons in charge of the liquidation, shall distribute any assets and or obligations held in trust in accordance with the trust, and shall distribute any remaining assets to the then members of this Corporation entitled thereto in accordance with the provisions of the Bylaws of this Corporation.

ARTICLE VI
STATEMENT REQUIRED BY CALIFORNIA CIVIL CODE SECTION 4280

The Corporation is an association formed to manage a common interest development under the Davis-Stirling Common Interest Development Act.

The business or corporate office of the Corporation is as follows:

Golden Rain Foundation of Laguna Woods
24351 El Toro Road
Laguna Woods, CA 92637

The physical location of the common interest development is as follows:

Front Street: El Toro Road
Nearest Cross Street: Moulton Parkway
Nine-Digit ZIP Code: 92637-4901

The common interest development is subject to the provisions of the Corporation's governing documents.

The name and address of the Corporation's current managing agent, as defined in California Civil Code Section 4158 is:

Village Management Services, Inc.
24351 El Toro Road
Laguna Woods, CA 92637

Any change to the Corporation's managing agent shall not be deemed an amendment to these Restated Articles of Incorporation.

The classes of membership of the Corporation and the voting and other rights and privileges, and obligations, of the Corporation's member are set forth in the bylaws of the Corporation.

ARTICLE VII **DIRECTORS**

- a. The number of Directors of this Corporation is eleven (11).
- b. The qualifications, powers, duties and tenure of the office of Director and the manner in which Directors are to be chosen shall be prescribed and set forth in the Bylaws of this Corporation.

ARTICLE VIII **PERPETUAL**

This Corporation shall have perpetual existence.

ARTICLE IX
MEMBER LIABILITY

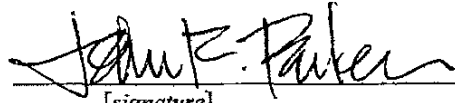
The members of this Corporation shall not be personally liable for the debts, liabilities or obligations of this Corporation.

ARTICLE X
MEMBERS

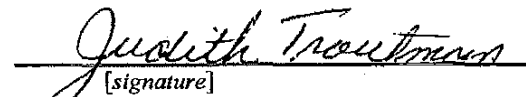
The authorized number and qualifications of members of this Corporation, the different classes of membership, if any, the property, voting and other rights and privileges of each class of membership, and the liability of each or all classes to dues or assessments and the method of collection thereof, shall be prescribed and set forth in the Bylaws of this Corporation.

- a. The Articles as amended and restated have been approved by the Board of Directors
- b. The Articles as amended and restated have been approved by the required vote of members.

DATE: 07/15/2016


[signature]

JOHN R. PARKER, President
[print name]


[signature]

JUDITH TROUTMAN Secretary
[print name]

DECLARATION

Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing Restated Articles of Incorporation of Golden Rain Foundation of Laguna Woods are true of his or her own knowledge and that this Declaration was executed as of July 15 2016, at Laguna Woods, California.

DATE:

07/15/2016John F. Parker
[signature]JOHN F. PARKER President
[print name]Judith Troutman
[signature]Judith Troutman Secretary
[print name]