

**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 90-09-64**

WHEREAS, the Board of Directors of this Corporation adopted Resolution 90-07-81 which approved the new Recreation Division Policy, Section II Use of Clubhouses and Community Center Rooms; and

WHEREAS, Section XIII(j) *Clubhouse Bulletin Boards, Posting Flyers, Announcements, etc*, only allows posters advertising events at Clubhouse Three; and

WHEREAS, the Laguna Woods Community Concert Association and the Lovers of Music are requesting an exception to GRF policy to display flyers in all the Clubhouses listing all the dates of their upcoming series' for 2009-2010 to enroll members;

NOW THEREFORE BE IT RESOLVED, that the Board of Directors of this Corporation hereby makes an exception to its Policy and approves the request of the Community Concert Association and the Lovers of Music to display their flyers in all

Golden Rain Foundation of Laguna Woods
Action Without a Meeting Resolution

the Clubhouses listing all the dates of their upcoming series' for 2009-2010 to enroll members; 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.

_____ Erwin Stuller, President	_____ Date	_____ Burns Nugent, Director	_____ Date
_____ Don Tibbetts, 1st VP	_____ Date	_____ Ruth May, Director	_____ Date
_____ Ken Hammer, 2nd VP	_____ Date	_____ Bob Hatch, Director	_____ Date
_____ Elizabeth C. McArthur, Secretary	_____ Date	_____ Jim Matson, Director	_____ Date
_____ Bob Miller, Treasurer	_____ Date	_____ Jim McNulty, Director	_____ Date
_____ Ray Gros, Director	_____ Date		

Dated: _____

Certified by:

Patty Kurzet, Assistant Secretary