

MINUTES OF THE SPECIAL MEETING OF THE
BOARD OF DIRECTORS OF THIRD LAGUNA HILLS MUTUAL
A CALIFORNIA NON-PROFIT MUTUAL BENEFIT CORPORATION

January 30, 2012

The Special Meeting of the Third Laguna Hills Mutual Board of Directors, a California non-profit mutual benefit corporation, was held on Monday, January 30, 2012 at 10:00 A.M. at 24351 El Toro Road, Laguna Woods, California.

Directors Present: Sy Wellikson, Mike Straziuso, Won Chang, Isabel Muennichow, Rae Tso, Denny Welch, Carol Moore (via telephone), John Paulus, Kathryn Freshley, Dick Palmer, Lucy Shimon

Directors Absent: None

Staff Present: Jerry Storage, Patty Kurzet, Cris Robinson

Others Present: Barbara Potter of the Laguna Woods Globe and Rob Merritt of TV Channel 6

CALL TO ORDER

Director Mike Straziuso chaired the meeting and stated that it was a special meeting held pursuant to notice duly given and that a quorum was present. The meeting was called to order at 10:00 A.M.

Director Straziuso announced that the special meeting was noticed to reorganize the Board officers due to the resignation of Director Wellikson as President.

PRESIDENT

Director Straziuso entertained nominations for President.

Director Wellikson nominated Director Straziuso for the position of President. Director Straziuso accepted the nomination.

Director Freshley nominated Director Moore for the position of President. Director Moore accepted the nomination.

Absent additional nominations, the floor was closed to nominations.

Director Muennichow obtained Director Moore's vote by way of telephone.

By a vote of 6-5 (4 write-in votes were for a non-nominee), Director Straziuso was elected President by way of secret ballot.

FIRST VICE PRESIDENT

President Straziuso entertained nominations for First Vice President.

Director Wellikson nominated Director Chang for the position of First Vice President. Director Chang accepted the nomination.

Director Paulus nominated Director Freshley for the position of First Vice President. Director Freshley accepted the nomination.

Absent additional nominations, the floor was closed to nominations.

Director Muennichow obtained Director Moore's vote by way of telephone.

By a vote of 6-5, Director Chang was elected First Vice President by way of secret ballot.

SECOND VICE PRESIDENT

President Straziuso entertained nominations for Second Vice President.

Director Wellikson nominated Director Welch for the position of Second Vice President. Director Welch accepted the nomination.

Director Freshley nominated Director Palmer for the position of Second Vice President. Director Palmer accepted the nomination.

Absent additional nominations, the floor was closed to nominations.

Director Muennichow obtained Director Moore's vote by way of telephone.

By a vote of 6-5, Director Welch was elected Second Vice President by way of secret ballot.

SECRETARY

President Straziuso entertained nominations for Secretary.

Director Wellikson nominated Director Muennichow for the position of Secretary. Director Muennichow accepted the nomination.

Director Freshley nominated Director Shimon for the position of Secretary. Director Shimon accepted the nomination.

Absent additional nominations, the floor was closed to nominations.

Director Muennichow obtained Director Moore's vote by way of telephone.

By a vote of 6-5, Director Muennichow was elected Secretary by way of secret ballot.

TREASURER

President Straziuso entertained nominations for Treasurer.

Director Wellikson nominated Director Tso for the position of Treasurer. Director Tso accepted the nomination.

Director Paulus nominated Director Freshley for the position of Treasurer. Director Freshley accepted the nomination.

Absent additional nominations, the floor was closed to nominations.

Director Muennichow obtained Director Moore's vote by way of telephone.

By a vote of 6-5, Director Tso was elected Treasurer by way of secret ballot.

The Secretary of the Corporation read the proposed resolution ratifying the elected officers. Director Muennichow moved to approve the resolution. The motion was seconded.

By a vote of 7-3-1 (Directors Freshley, Moore and Shimon opposed, and Director Palmer abstained), the motion carried and the Board of Directors adopted the following resolution:

RESOLUTION 03-12-19

RESOLVED, January 30, 2012, that the following persons are hereby elected as officers of this corporation:

Mike Straziuso	President
Won Chang	1st Vice President
Denny Welch	2nd Vice President
Isabel Muennichow	Secretary
Rae Tso	Treasurer

RESOLVED FURTHER, that Resolution 03-11-170, adopted October 18, 2011 is hereby superseded and canceled, and Resolution 03-11-153 adopted September 20, 2011 is still in effect as to the appointed staff officers of this Corporation.

Summary of Previous Closed Session Meetings per Civil Code Section §1363.05

During its Regular Executive Session meeting of January 17, 2012 the Board reviewed, and approved the minutes of the Regular Executive Session of December 20, 2011 and the Special Executive Session of December 28, 2011; approved recording of Notices of Default for Member ID 930-764-37, Member ID 931-360-96, Member ID 932-200-79, and Member ID 932-201-54; heard four disciplinary hearings; approved filing six separate Small Claims Cases of \$2,500 (or less); approved 4 delinquent assessment write-offs; discussed the legal

matters of Elliot Nesvig v. Third Mutual; Gladys Yacoubian v. Third Mutual; and Lee Childress v. Third Mutual; and discussed other member disciplinary and legal matters.

ADJOURNMENT

With no further business before the Board of Directors, the special meeting was adjourned at 10:27 A.M.

Isabel Muennichow, Secretary