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RESOLUTION OF THE BOARD OF DIRECTORS  
OF LAGUNA WOODS MUTUAL NO. FIFTY  
A CALIFORNIA NONPROFIT MUTUAL BENEFIT CORPORATION

The undersigned, being all of the directors of Laguna Woods Mutual No. Fifty, 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 13 of Article VII of the duly adopted bylaws of the corporation, which states:**

*Any action required or permitted to be taken by the Board 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. Such written consent or consensus 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.*

**RESOLUTION M50-09-67**

**WHEREAS**, Laguna Woods Mutual No. Fifty Bylaws Article VII Section 6 states in part that Regular meetings of the Board may be held at any time and place within Orange County, California that has been designated from time to time by resolution of the Board, provided that at least four such Regular meetings shall be held not less frequently than quarterly during each fiscal year; and

**WHEREAS**, Directors of Mutual Fifty have schedule conflicts in October;

**NOW THEREFORE BE IT RESOLVED**, the Board of Directors of this Corporation on behalf of the Corporation hereby designates Thursday, October 29, 2009 at 2:00 p.m. as the meeting date for the 2009 October meeting; and

**RESOLVED FURTHER**, that agendas and meeting notices shall be distributed in a timely manner prior to said meeting; and

**RESOLVED FURTHER** that the officers and agents of this Corporation are hereby authorized on behalf of the Corporation to so notify the Board and Members.

2. 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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Dick Gray, President

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Keith Wallace, Treasurer

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Richard Wurzel, Vice President

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Ruth Mervis, Secretary

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Herb Harris, Assistant Secretary/Assistant Treasurer

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

Certified by:

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Ruth Mervis, Secretary