

Bylaws Adopted June 12, 2002
Golden Rain Foundation of Laguna Woods

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BYLAWS
GOLDEN RAIN FOUNDATION OF LAGUNA WOODS
A CALIFORNIA NON-PROFIT MUTUAL BENEFIT
CORPORATION

ARTICLE 1 PRINCIPAL OFFICE

The principal office of The Golden Rain Foundation of Laguna Woods (hereinafter referred to as "this Corporation", "GRF Corporation" or "GRF") is 24351 El Toro Road, Laguna Woods, Orange County, California. The Board of Directors may, by resolution, change the principal office from one location to another within Orange County. The mail address is: P. O. Box 2220, Laguna Hills, CA, 92654.

ARTICLE 2 PURPOSES, POWERS, GOVERNANCE AND DEFINITIONS

2.1 PURPOSES The purposes of the GRF Corporation are:

2.1.1 to develop and maintain facilities and services for the community areas of Leisure World, Laguna Woods, exclusive of the common areas of the Mutuals, on a mutual basis for the use of the Mutual Members (other than Lessors), Qualifying Residents, Co-occupants, Tenants, and their guests; and

2.1.2 to operate the community facilities to provide various community-wide services as an integral portion of Leisure World, Laguna Woods "Senior Citizens Housing Development" in conformance with Civil Code Section 51.3 of the Unruh Civil Rights Act.

2.1.3 to operate as a Common Interest Development in accordance with the Davis - Stirling Common Interest Development Act, in providing community facilities for authorized users.

2.1.4 to engage in any business or activity now or hereafter permitted by law, the Articles of Incorporation of this Corporation, and these Bylaws, conditioned on the requirement that any business or activity involving:

- The creation of new Mutuals or Manors as part of or in addition to any of the existing Housing Corporations, i.e., United Laguna Hills Mutual, Third Laguna Hills Mutual, and Laguna Woods Mutual Fifty;
- The sale or lease of Golden Rain Foundation or Golden Rain Foundation Trust real estate and/or real estate improvements;
- The acquisition of real estate;
- The construction of additional facilities;

GOLDEN RAIN FOUNDATION
 PROPOSED BYLAW CHANGE BALLOT
 MAY 31, 2006

Ballot/Proxy

Ballot Letter	Article No.	Present Bylaws	Proposed Changes	Cast Vote		
				YES	NO	WITHHOLD
A	2.1.1	to <u>develop and maintain facilities and services</u> for the community areas of Leisure World, Laguna Woods, exclusive of the common areas of the Mutuals, on a mutual basis for the use of the Mutual Members (other than Lessors), Qualifying Residents, Co-occupants, Tenants, and their guests; and	to <u>develop and maintain facilities and services</u> for the community areas of Laguna Woods Village , Laguna Woods, exclusive of the common areas of the Mutuals, on a mutual basis for the use of the Mutual Members (other than Lessors), Qualifying Residents, Co-occupants, Tenants, and their guests; and	YES <input type="checkbox"/>	NO <input type="checkbox"/>	WITHHOLD <input type="checkbox"/>
B	2.1.2	to <u>operate the community facilities</u> to provide various community-wide services as an integral portion of Leisure World, Laguna Woods "Senior Citizens Housing Development" in conformance with Civil Code Section 51.3 of the Unruh Civil Rights Act.	to <u>operate the community facilities</u> to provide various community-wide services as an integral portion of Laguna Woods Village , Laguna Woods "Senior Citizens Housing Development" in conformance with Civil Code Section 51.3 of the Unruh Civil Rights Act.	YES <input type="checkbox"/>	NO <input type="checkbox"/>	WITHHOLD <input type="checkbox"/>
C	2.1.6	Added Article Number	<u>GRF shall obtain a majority vote form the Corporate Members (as defined in Paragraph 2.4.10) prior to engaging in any business or activity specified in the first three bulleted items of Paragraph 2.1.4 when notified by the Corporate Members that the vote of the Corporate Members is required. The vote shall be by ballot pursuant to Paragraph 5.8.2</u>	YES <input type="checkbox"/>	NO <input type="checkbox"/>	WITHHOLD <input type="checkbox"/>
D	2.1.7	Added Article Number	<u>The Corporate Members shall notify GRF that a vote of the Corporate Members is required pursuant to Paragraph 2.1.6 when, by way of resolution pursuant to Corporations Code 7211 (b) or affirmative vote of the Corporate Members pursuant to Paragraph 5.8.2, the Corporate Members determine that such a vote is needed.</u>	YES <input type="checkbox"/>	NO <input type="checkbox"/>	WITHHOLD <input type="checkbox"/>

Legend

Bold Type & Underline Indicates Change in Proposed Language

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				YES	NO	WITHHOLD
E	4.5.7	<u>Responsibility for Traffic Enforcement.</u> The security division is responsible for traffic enforcement within the entire Leisure World community, and may issue citations for violations of the traffic code adopted by this Corporation and/or the Mutuels. A Mutual Member, Qualifying Resident, Co-occupant, Tenant, or guest who is cited for a traffic violation of any type shall have such citation processed by the Mutual Member's Mutual, in accordance with the Bylaws and traffic rules adopted by that Mutual, no matter where in the Leisure World community the violation occurred.	<u>Responsibility for Traffic Enforcement.</u> The security division is responsible for traffic enforcement within the entire Laguna Woods Village community, and may issue citations for violations of the traffic code adopted by this Corporation and/or the Mutuels. A Mutual Member, Qualifying Resident, Co-occupant, Tenant, or guest who is cited for a traffic violation of any type shall have such citation processed by the Mutual Member's Mutual, in accordance with the Bylaws and traffic rules adopted by that Mutual, no matter where in the Laguna Woods Village community the violation occurred.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
F	5.4.5	<u>Manner of Giving Notice.</u> Notice of any meeting of Corporate Members shall be given either personally or by first-class mail, telegraphic or other written communication, charges prepaid, addressed to each Corporate Member and to each Director of a Corporate Member, either at the address of that Director appearing on the books of this Corporation or the address given by that Director to this Corporation for the purpose of notice. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by telegram or other means of written communication.	<u>Manner of Giving Notice.</u> Notice of any meeting of Corporate Members shall be given either personally or by first-class mail, telegraphic, electronic mail or other electronic means , or other written communication, charges prepaid, addressed to each Corporate Member and to each Director of a Corporate Member, either at the address of that Director appearing on the books of this Corporation or the address given by that Director to this Corporation for the purpose of notice. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by telegram or other means of written communication	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
G	6.4.1.3	a vote to remove a Director by two-thirds (2/3) of the voting power of the Corporate Members.	a vote to remove a Director by majority of the voting power of the Corporate Members.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Legend

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			YES	NO	WITHHOLD
H	6.4.3.3	two-thirds (2/3) of the voting power of the Corporate Members votes to remove the Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
I	7.1.3	Advisors. Chairpersons of committees may appoint Advisors, two of whom may be designated "voting advisors." Appointment of Advisors requires the consent of the Board. It is a requirement that an Advisor be a Mutual Member.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
J	8.2.2	<u>Time of Appointment.</u> At the second regular meeting after the Annual Meeting, the President shall appoint the Nominating Committee, subject to the approval of the Board.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
		<u>Time of Appointment. At the second regular meeting after the Annual Meeting of GRF, the President shall propose appointees to the Nominating Committee. Such appointees shall be subject to the approval by the Corporate Members at a meeting of the Corporate Members subsequent to the proposal. Voting to approve the appointees shall be by ballot pursuant to Paragraph 5.8.2. If all Nominating Committee positions are not filled as a result of the vote of the Corporate Members, or if there are subsequent vacancies in the Nominating Committee then, at the next regular meeting of the Board of Directors of GRF, the President shall propose additional appointees for the Nominating Committee. Such appointees shall be subject to the approval of the Corporate Members at a subsequent meeting of the Corporate Members. Voting shall be by ballot pursuant to Paragraph 5.8.2.</u>			

Legend

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