

## FIRST AMENDMENT TO THE BYLAWS OF GOLDEN RAIN FOUNDATION

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This First Amendment to the Bylaws of GOLDEN RAIN FOUNDATION, a California non-profit mutual benefit corporation, is made this 13 day of June, 2023, by the undersigned with reference to the following facts:

A. Bylaws were adopted on or about June 13, 2023

B. The undersigned have confirmed and placed in the records of GOLDEN RAIN FOUNDATION, the signatures representing the necessary voting power of the Members covered by said Bylaws reflecting their confirmation and approval to make the amendments which follow.

C. The undersigned desire to amend and by this Amendment do, in fact, amend said Bylaws as follows:

*Article III, Section 9 of the Bylaws shall be amended to read as follows:*

a. The presence in person of 33 1/3% (33.33%) of the members of record in good standing at any meeting shall constitute a quorum for the transaction of business at said meeting, except for the election of directors whereby quorum is based on 33 1/3% (33.33%) of the members of record in good standing of the Mutual that is voting for their respective GRF director representative, not all GRF members.

b. In the event 33 1/3% of the members in good standing shall not be present at the Annual Meeting duly given pursuant to the provisions of Article III, Section 3 of these By-Laws, a quorum for said Annual Meeting for the purpose of transacting business as set forth in Section 4 of this Article, shall be 33 1/3% (33.33%) of the members of record in good standing of the Mutual that is voting for their respective GRF director representative. Except that at said Annual Meeting any action requiring the vote of the members of this corporation shall be entered on the minutes of said meeting, after being duly proposed, and submitted to the members for vote by secret ballot and held by mail. Said ballots shall be sent to members of record in good standing within 10 days following said Annual Meeting and said ballots shall be returned by the members to the principal office of the corporation on or before the 20th day following the date of said Annual Meeting. A resulting majority vote of those votes shall determine the resolution of any such issue requiring the vote of members. This provision shall not apply to election of directors, officers, or for amendment of these

By-Laws, which matters are provided for in other provisions of these By-Laws; nor shall it apply to any proposal for dissolution of the Corporation.

c. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than quorum.

d. If no quorum be present at such meeting, the President shall adjourn such meeting for one week, except as herein provided for the annual meeting, which may be adjourned at its conclusion until the next Annual Meeting.

*[signatures to follow]*

IN WITNESS WHEREOF, this First Amendment to the Bylaws has been adopted as provided above effective this 13 day of June, 2023.

**GOLDEN RAIN FOUNDATION, a California  
non-profit corporation**

By: Mansha Bebe  
President

By: Carol A. Stem Levine  
Secretary

## CERTIFICATE

I, the undersigned, the duly elected and acting Secretary of GOLDEN RAIN FOUNDATION, a California non-profit corporation, do hereby certify that the foregoing First Amendment to Bylaws was adopted on June 13, 2023, and that the same does now constitute the First Amendment to the Bylaws of the Association.

This Certificate is executed under penalty of perjury on June, 2023  
in Seal Beach, California.

By: Carol A. Stern Levine  
, Secretary