

ARTICLES OF INCORPORATION
OF
GOLDEN RAIN FOUNDATION OF WALNUT CREEK

ARTICLE I

The name of this Corporation is GOLDEN RAIN FOUNDATION OF WALNUT CREEK.

ARTICLE II

This corporation is organized pursuant to Part I of Division 2 of Title I of the Corporation Code of the State of California, also known as the General Nonprofit Corporation Law.

ARTICLE III

The purposes for which this corporation is formed are:

- (a) To engage primarily and specifically in sponsoring and forming California corporations, whose joint purpose will be to develop a community or communities for senior citizens; and to provide services and community facilities to the occupants of the community or communities.
- (b) To act as a partner and joint venturer and to enter into co-partnership and joint venture agreements with other corporations and with individuals.
- (c) To engage in any business or activity now or hereafter permitted under the General Nonprofit Corporation Law of the State of California.

For the purposes above specified, this corporation shall have the following powers:

- (a) To solicit gifts of, to receive by gifts, devise or bequest, to purchase and to otherwise acquire real and personal property of every kind and nature, including share of stock, bonds, securities of other corporations, and to hold, own, manage and administer the same.
- (b) To act as trustee under any trust incidental to the purposes of this corporation and to receive, hold, administer and expend funds and property subject to such trust.
- (c) To sell, assign, convey, exchange, lease, mortgage, encumber, transfer upon trust, or otherwise dispose of all property, real or personal.

- (d) To invest and reinvest funds of the corporation in real or personal property of every kind and nature, including bonds, corporate common or preferred stocks or securities of any type or character.
- (e) To borrow money, contract debts and issue bonds, notes and debentures, and secure the payment or performance of its obligations.
- (f) To make contracts, and to do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of this corporation.

ARTICLE IV

This corporation does not contemplate the distribution of gains, profits or dividends to any of its members, except that upon the dissolution or winding up of this corporation, after paying or adequately providing for the debts and obligations of this corporation, the directors or other persons in charge of the liquidation, unless this corporation holds its assets in any trust, shall distribute any remaining assets to the then members of this corporation.

ARTICLE V

The county in the State of California where the principal office for the transaction of business of this corporation is to be located is Contra Costa County.

ARTICLE VI

- (a) The number of directors of this corporation is three (3), provided that said number may be changed by a Bylaw duly adopted by the members of this corporation, subject always to any restriction of law as to the minimum number of directors.
- (b) The names and addresses of the persons who are appointed to act as the first directors are:

Lewis M. Letson	3431 Rossmoor Way Los Alamitos, California
Edna Illinik	709 South Essey Street Compton, California
Cassa J. Mercer, Jr.	900 Sea Lane Corona Del Mar, California

- (c) The qualifications, powers, duties and tenure of the office of director and the manner in which directors are to be chosen shall be as prescribed and set forth in the Bylaws of this Corporation.

ARTICLE VII

This corporation shall have perpetual existence.

ARTICLE VIII

The members of this corporation shall not be personally liable for the debts, liabilities or obligations of this corporation.

ARTICLE IX

The authorized number and qualifications of members of this corporation, the different classes of memberships, if any, the property, voting and other rights and privileges of each class of membership, and the liability of each or all classes to dues or assessments and the method of collection thereof shall be prescribed and set forth in the Bylaws of this corporation.

IN WITNESS WHEREOF, the undersigned and above-named incorporators and first directors of this corporation have executed these Articles of Incorporation on January 22, 1963.

/s/ Lewis M. Letson

/s/ Edna Illinik

/s/ Cassa J. Mercer, Jr.

STATE OF CALIFORNIA)
) ss.
COUNTY OF ORANGE)

On January 22, 1963, before me, Virginia F. Faguy-Cote, a Notary Public in and for said County and State, personally appeared LEWIS M. LETSON, EDNA ILLINIK and CASSA J. MERCER, JR., known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation of GOLDEN RAIN FOUNDATION OF WALNUT CREEK, and acknowledged to me that they executed the same.

WITNESS my hand and official seal:

/s/ Virginia F. Faguy-Cote
Notary Public in and for said
County and State