LIMITED PROXY
WINDING CYPRESS HOMEOWNERS ASSOCIATION, INC.

The undersigned Owner/s of address _____ located in Winding Cypress, hereby appoints (check one):

_____ (a) Bill Powell, President of the Association, on behalf of the Board of Directors; or

_____ (b) _____ *(if you check (b), write in the name of your proxy)*

as my/our proxy holder to attend a Special Members Meeting of **Winding Cypress Homeowners Association, Inc**., to be held on **December 14, 2022 at 6:00 pm located at the Winding Cypress Clubhouse – 7180 Winding Cypress Drive, Naples, FL 34114.** Failure to check either (a) or (b) above, or failure to write in the name of your proxy, shall be deemed an appointment of the President as your proxy holder and to cast your vote as specifically instructed below. The proxy holder named above has the authority to vote and act for me/us to the same extent that I/we would if personally present, establish quorum, with power of substitution and adjournment, except that my/our proxy holder's authority is limited as indicated below.

For your vote to be counted on the following issues, you must indicate your preference in the blank(s) below. I/WE SPECIFICALLY AUTHORIZE AND INSTRUCT MY/OUR PROXY HOLDER TO CAST MY/OUR VOTE IN REFERENCE TO THE FOLLOWING MATTERS, AS INDICATED BELOW:

1. Amendment to Section 14.3 of the Declaration of Covenants. The Board wishes to amend Section 14.3 of the Declaration of Covenants concerning the amendment threshold for the Declaration of Covenants. The current approval threshold requires 2/3 of the entire community to approve an amendment to the Declaration of Covenants. The Board seeks to reduce the approval threshold to the approval of 2/3 of those voting, while first requiring that a minimum of 30% of the members vote. Reducing the approval threshold will allow the community to further amend the Declaration to remove Developer references which are now unnecessary as well as adopt, amend, or remove restrictions based on what is best for the community.

The proposed amendment has been enclosed with this limited proxy for your review. Do you approve the proposed amendment of Section 14.3 of the Declaration of Covenants? **The Board recommends voting "In Favor"**.

_____ In Favor _____ Against

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2. Amendment to Article VIII, Section C of the Articles of Incorporation. The Board wishes to amend Article VIII, Section C of the Articles of Incorporation concerning the amendment threshold for Articles of Incorporation. The current approval threshold requires 2/3 of the entire community to approve an amendment to the Articles of Incorporation. The Board seeks to reduce the approval threshold to the approval of 2/3 of those voting, while first requiring that a minimum of 30% of the members vote. Reducing the approval threshold will allow the community to further amend the Articles of Incorporation to remove Developer references which are now unnecessary as well as adopt, amend, or remove Articles of Incorporation provisions based on what is best for the community.

The proposed amendment has been enclosed with this limited proxy for your review. Do you approve

the proposed amendment of Article VIII, Section C of the Articles of Incorporation? **The Board recommends voting "In Favor"**.

_____ In Favor _____ Against

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3. <u>Amendment to Section 9.3 of the Bylaws.</u> The Board wishes to amend Section 9.3 of the Bylaws concerning the amendment threshold for the Bylaws. The current approval threshold requires 2/3 of the entire community to approve an amendment to the Bylaws. The Board seeks to reduce the approval threshold to the approval of 2/3 of those voting, while first requiring that a minimum of 30% of the members vote. Reducing the approval threshold will allow the community to further amend the Bylaws to remove Developer references which are now unnecessary as well as adopt, amend, or remove Bylaws provisions based on what is best for the community.

The proposed amendment has been enclosed with this limited proxy for your review. Do you approve the proposed amendment of Section 9.3 of the Bylaws? **The Board recommends voting "In Favor"**.

_____ In Favor _____ Against

PLEASE SIGN AND DATE THE PROXY IN THE SPACE PROVIDED BELOW

*(Signatures of Owner/s **or** Designated Voter/s)*

Signature of Owner: _____

Printed Name: _____

Date:_____

THIS PROXY IS REVOCABLE BY THE UNIT OWNER AND IS VALID ONLY FOR THE MEETING FOR WHICH IT IS GIVEN AND ANY LAWFUL ADJOURNMENT. IN NO EVENT IS THE PROXY VALID FOR MORE THAN NINETY (90) DAYS FROM THE DATE OF THE ORIGINAL MEETING FOR WHICH IT WAS GIVEN.

Substitution of Proxy

The undersigned, appointed as proxy above, does hereby designate _____ to substitute for me in the proxy set forth above.

Date: _____ Signature of Proxy: _____

YOU MAY RETURN THIS PROXY TO THE ASSOCIATION, AS FOLLOWS:

VIA E-MAIL:	wcmanager@swpropmgt.com
REGULAR MAIL	Winding Cypress Homeowners Association, Inc.
OR	c/o Southwest Property Management
HAND DELIVERY:	1044 Castello Drive
	Naples, FL 34103

WINDING CYPRESS HOMEOWNERS ASSOCIATION, INC.
A Florida not for profit corporation

Proposed Amendments

Additions are underlined.
Deletions are ~~stricken through~~.

1. Proposed Amendment to Section 14.3 of the Declaration of Covenants:

14.3 Vote Required. Except as otherwise provided by law, or by specific provision of the Governing Documents, this Declaration may be amended if the proposed amendment is approved by at least two-thirds (2/3) of the Voting Interests present, in person or by proxy, at an Association meeting where a quorum has been obtained, provided that the text of each proposed amendment has been given to the Members with notice of the meeting.

2. Proposed Amendment to Article VIII, Section C of the Articles of Incorporation:

(C) Vote Required. ~~Prior to the Turnover Date, amendments shall be adopted by the Developer. Subsequent to the Turnover Date, a~~ A proposed amendment shall be adopted if it is approved by at least two-thirds (2/3) of the Voting Interests present, in person or by proxy, at an Association meeting where a quorum has been obtained~~, at any annual or special meeting~~. As long as the Developer owns a parcel, an amendment to these Articles shall not be effective without the prior written consent of the Developer, which consent may be denied in the Developer's discretion, provided, further, that regardless of whether the Developer owns a Parcel, no amendment shall be effective if it affects the Developer's rights or alters any provision made for the Developer's benefit. Amendment of these Articles requires prior written approval of HUD/VA as long as there is a Class "B" membership.

3. Proposed Amendment to Section 9.3 of the Bylaws:

9.3 Vote Required. ~~Prior to the Turnover Dates, amendments shall be adopted by the Developer. On and subsequent to the Turnover Date, a~~ A proposed amendment to these Bylaws shall be adopted if it is approved by at least two-thirds (2/3) of the Voting Interests ~~at any Annual or Special meeting~~ present, in person or by proxy, at an Association meeting where a quorum has been obtained, provided that notice of the proposed amendment has been given to the Members in accordance with law. As long as the Developer owns a Parcel or other property in Winding Cypress, an amendment to these Bylaws shall not be effective without the prior written consent of the Developer, which consent may be denied in the Developer's discretion provided, further, that regardless of whether the Developer owns a Parcel or other property in Winding Cypress, no amendment shall be effective if it affects the Developer's right or alters a provision herein made for the Developer's benefit. Amendment of these Bylaws requires prior written approval of HUD/VA as long as there is a Class "B" membership.