

PROPOSED AMENDMENT TO ARTICLES OF INCORPORATION

Words in ~~strikethroughs~~ are deletions from existing text. Underlined words are additions to existing text.

1. Article VII -1. is hereby amended to read as follows:

1. The property, business and affairs of the ASSOCIATION shall be managed by a BOARD which shall consist of ~~not less than three (3)~~ five (5) directors. ~~and which shall always be an odd number.~~ The BYLAWS may provide for a method of determining the number of directors from time to time. ~~In the absence of a determination as to the number of directors,~~ The BOARD shall consist of ~~three (3)~~ five (5) directors. Directors are ~~not~~ required to be members of the ASSOCIATION. as defined in Article IV 1. above.

LAKE OF THE WOODS OF JACARANDA HOMEOWNERS ASSOCIATION, INC.

LIMITED PROXY

(with general powers for non-limited proxy issues)

INSTRUCTIONS: If you do not plan to be present for the annual meeting, it is important that you complete and return this proxy so that a quorum can be obtained. Please fill in your address and the name of the person you desire to vote on your behalf, the way you wish your vote to be cast for the issue(s) listed below, sign, and return this proxy by mail SO THAT IT REACHES the Association not later than _____. If the Association has on file a Voting Certificate, only the voter named in that Voting Certificate may sign this proxy, otherwise all owners must sign.

1)⇒ The undersigned, being either all the owners of, or the person designated to vote by a valid Voting Certificate, for (address) _____ Appoints:

2)⇒ _____ (PRINT NAME OF PERSON TO VOTE ON YOUR BEHALF IF DESIRED)

or if no proxy-holder designation then

President, Joseph Beima, Lake of the Woods of Jacaranda Homeowners Association, Inc.

as my/our proxy holder to attend the annual membership meeting of LAKE OF THE WOODS OF JACARANDA HOMEOWNERS ASSOCIATION, INC., to be held on _____ at _____ or any adjournment thereof, but in no event longer than 90 days after the date of the meeting indicated herein. This proxy can be revoked at any time at the pleasure of the undersigned. The proxy holder named above has the authority to vote and act for me to the same extent that I would if personally present, with power of substitution, except that my proxy holder's authority is limited as indicated below:

GENERAL POWERS (You may choose to grant general powers, limited powers or both. Check "General Powers" below if you want your proxy holder to vote on other issues which might come up at the meeting for which a limited proxy is not required.)

3)⇒ _____ (Check this space if general powers are chosen) I/we authorize and instruct my/our proxy to use his or her best judgment on all matters that properly come before the meeting and for which a general power may be used.

LIMITED POWERS (FOR YOUR VOTE TO BE COUNTED ON THE FOLLOWING ISSUES, YOU MUST INDICATE YOUR PREFERENCE IN THE BLANKS PROVIDED BELOW):

I/WE SPECIFICALLY AUTHORIZE AND INSTRUCT MY/OUR PROXY TO CAST MY/OUR VOTE IN REFERENCE TO THE FOLLOWING MATTER(S) ONLY AS INDICATED BELOW.

Should the proposed Amendment to Article VII-1 of the Articles of Incorporation, a copy of which is attached, be approved? (Your Board recommends "YES".)

4)⇒ _____ Yes, in favor of proposal _____ No, not in favor of proposal

5)⇒ Dated this _____ day of _____,

6)⇒ _____ Owner or Designated Voter

_____ Owner or Designated Voter