

**HOLLEY BY THE SEA IMPROVEMENT ASSOCIATION, INC.
NOTICE OF SPECIAL MEETING OF MEMBERSHIP**

TO: ALL MEMBERS OF THE ASSOCIATION

Notice is hereby given that a Meeting of the membership of **HOLLEY BY THE SEA IMPROVEMENT ASSOCIATION, INC.** will be held:

DATE: APRIL 9, 2016

HOUR: 1:00 P.M.


**PLACE: HOLLEY BY THE SEA RECREATIONAL CENTER
(6845 Navarre Parkway, Navarre, FL 32566)**

PURPOSE:

- 1) **Consideration of amendment to the Declaration of Protective Property Rights and Restrictions.**
- 2) **Consideration of By-Laws amendment.**

**HOLLEY BY THE SEA IMPROVEMENT
ASSOCIATION, INC.**

Dated: Feb. 16, 2016

By:  _____

**HOLLEY BY THE SEA IMPROVEMENT ASSOCIATION, INC.
SPECIAL OWNERS MEETING
APRIL 9, 2016
AGENDA**

- A. Call to Order
- B. Certification of Proxies
- C. Determination of Quorum
- D. Proof of Notice of Meeting
- E. New Business
 - 1) Consideration of amendment to the Declaration of Protective Property Rights and Restrictions.
 - 2) Consideration of By-Laws amendment.
- F. Adjournment

**HOLLEY BY THE SEA IMPROVEMENT ASSOCIATION, INC.
LIMITED PROXY**

The undersigned, being either all the owners of, or the designated voting owner of Block _____, Lot No. _____ in Holley By The Sea, a planned community, hereby constitute and appoint the Secretary of the Association, his designee or _____, as (our) (my) proxyholder to attend the special meeting of the members of Holley By The Sea Improvement Association, Inc. to be held on April 9, 2016 at 1:00 P.M. at 6845 Navarre Parkway, Navarre, FL 32566. The proxyholder 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 proxyholder's authority is limited as indicated below:

Limited Powers (FOR YOUR VOTE TO BE COUNTED ON THE FOLLOWING ISSUE, YOU MUST INDICATE YOUR PREFERENCE IN THE BLANKS PROVIDED BELOW.)

I hereby specifically authorize and instruct my proxy to cast my vote in reference to the following matter only as indicated below.

1. Do you consent to the amendment of Article VIII(b) to the Declaration of Protective Property Rights and Restrictions as indicated below?

Resolution of Adoption: A resolution adopting a proposed amendment must be approved by two thirds (super majority) of the entire standing Board of Directors and by not less than two thirds (super majority) of a minimum twenty five percent voting response from the entire voting interest of the membership of the Association.

_____ Yes

_____ No

2. Do you consent to the amendment of Section IX of the By-Laws as indicated below?

A resolution for the adoption of a proposed amendment of these By-Laws may be proposed by either the Board of Directors of the Association or by the members of the Association. Members may propose such an amendment by instrument in writing directed to the President or Secretary of the Board signed by not less than ten (10%) percent of the membership. Amendments may be proposed by the Board of Directors by action of two-thirds (super majority) of the Board at any regularly constituted meeting thereof. Upon an amendment being proposed as herein provided for, the President or, in the event of his refusal or failure to act, the Board of Directors shall call a meeting of the membership to be held within sixty (60) days for the purpose of considering said amendment. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, such approval must be either by:

(a) Not less than two thirds (super majority) of the entire standing members of the Board of Directors and by not less than two thirds of a minimum twenty five per cent voting response from the entire voting interest of the membership of the Association; or

(b) Not less than 66-2/3% of the votes of the entire membership of the Association.

_____ Yes

_____ No

The undersigned ratify and confirm any and all acts and things that the proxy may do or cause to be done in the premises, whether at the meeting referred to above or at any change, adjournment or continuation of it and revoke all prior proxies previously executed.

Date

Signature(s) of Owners or Designated Voter

THIS PROXY IS REVOCABLE BY THE ABOVE SIGNATORY 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.

This Proxy must be received by April 9, 2016 at 1:00 P.M. A completed and scanned copy of this Proxy may be emailed to April Salazar at generalmanager@holleybythesea.org, faxed to 850-939-5848, mailed to: Holley by the Sea 6845 Navarre Pkwy, Navarre FL 32566, you may also drop this off at the front desk at the Recreational Center. Please contact the Association office if you have any questions regarding the process. Call (850) 939-1693. Members attending the meeting are permitted to bring the completed Proxy to the Special Meeting on April 9th, 2016 and that they will be counted as valid in the same manner as Proxies are allowed.