

**BALLOT TO AMEND THE BY-LAWS OF THE
WINONA LAKES PROPERTY OWNERS ASSOCIATION**

*The following proposed amendment to the Winona Lakes Bylaws is being submitted to all Owner Members in good standing for a vote. In order to have your vote count, the within ballot must be completed and returned to the office of the accounting firm Kirk, Summa & Co., LLP no later than the close of business on **July 10th 2010**. In order for the amendment to pass it must receive the affirmative majority of votes by the Owner Members voting on the amendment.*

Article VII- "Board of Directors shall be amended to add section 7.6a which shall read as follows:

Section 7.6a- A Board Member of the Board of Directors of the Association may be removed from his/her office, with or without good cause, by a majority vote of the Owner Members in good standing of the Winona Lakes Property Owners Association. In order for a Board Member or Board Members to be removed by a majority vote of the Owner Members in good standing, a motion to remove a Board Member or more than one Board Member must be signed by at least (15%) percent of the Owner Members in good standing and must be submitted to the Board of Directors at a regular meeting of the Board. Upon receipt of a properly executed motion to remove a Board Member or Board Members, the Board shall cause the motion and a ballot providing for the approval or disapproval of said motion to be mailed together with a return envelope to each Owner Member in good standing. Any motion to remove receiving the affirmative vote of more than fifty (50%) of the Owner Members in good standing voting thereon within thirty (30) days of the mailing of the ballot therefore shall be deemed adopted. Any such motion to remove shall be mailed to the Owner Members within seven (7) days of its receipt by the Board. The results of the balloting shall be announced at the regular meeting of the Board immediately subsequent to the end of the thirty (30) day balloting period. In the event a Board Member or Members are removed pursuant to the procedure set forth herein, the vacancy or vacancies created by their removal shall be filled by the remaining Board Members pursuant to Section 7.2 hereof. In the event the entire Board of Directors is removed pursuant to this procedure, any Owner Member in good standing may request the Community Manager to advertise and schedule a meeting of the owner members in good standing who shall fill the vacancies on the Board of Directors by majority vote of those in attendance at said meeting. The Community Manager shall preside at any such meeting of the Owner Members called for the purpose of filling the vacancies on the Board of Directors.

The undersigned Owner-Member in good standing hereby votes to (circle one):

Approve the proposed amendment

Disapprove the proposed amendment

Signature _____ Print Name _____

Lot and Section _____ Date _____