

September 20, 2018

RE: Notice of Annual Meetings
Royal Palms of Orlando Condominium Association, Inc.
Vacation Way Recreation Association, Inc.

Dear Marriott's Royal Palms Owner:

The 2018 Annual Meeting of **Royal Palms of Orlando Condominium Association, Inc.**, will be held at 3:00 p.m., Eastern time, on November 1, 2018, at Marriott's Royal Palms and Marriott's Imperial Palm Villas Clubhouse, 8404 Vacation Way, Orlando, Florida 32821.

The purpose of the meeting is to review the operations of the Association, conduct any other business which may be presented at the meeting and to consider the following:

- Waiving or Reduction of Fully Funded Reserves
- Election of Two (2) Members to the Board of Directors each to serve a three-year term

The 2018 Annual Meeting of **Vacation Way Recreation Association, Inc.**, will be held at 1:00 p.m., Eastern time, on October 30, 2018, at Marriott's Royal Palms and Marriott's Imperial Palm Villas Clubhouse, 8404 Vacation Way, Orlando, Florida 32821.

The purpose of the meeting is to review the operations of the Association, conduct any other business which may be presented at the meeting and to consider the following:

- Waiving or Reduction of Fully Funded Reserves
- Election of Two (2) Members to the Board of Directors each to serve a three-year term

The following Annual Meeting materials for each Association are included for your review by clicking the link below:

- **Agenda** for the meetings
- **Proposals** to be considered
- **Candidate Profiles** of the candidates for election to the Board of Directors
- **Important Information About Your Vacation Way Limited Proxy**
- **Limited Proxy**

This email contains the link to the secure Internet site that will allow you to submit your Limited Proxies electronically and also view the documents related to the meetings. It has confidential information specific to your account and is intended only for the member to whom it is addressed.

If you are unable to attend in person, you may submit your Limited Proxies on-line no later than 11:59 p.m., Eastern time, on October 23, 2018. The Internet procedures are designed to authenticate your electronic submission by use of a personal control number. To submit your proxies via Morrow Sodali's on-line system, please click on proxyvoting.com/MVCI. At the site, you must enter the following control number: [# to be provided by proxy vendor]. **PLEASE MAKE NOTE OF YOUR CONTROL NUMBER AS THIS INFORMATION IS AVAILABLE ONLY THROUGH MORROW SODALI.**

If you have questions regarding submitting your Limited Proxy electronically, please contact Morrow Sodali by email at mvci.info@morrrowsodali.com.

In connection with updating your records, a **Certificate of Voting** form is included on the secure Internet site. **If you previously completed and returned a Certificate of Voting form, you do not need to complete the form again unless you wish to designate a new voting member.** If completing a form, you may complete it online by entering the name of your designated voting member, signing and submitting electronically. Single, individual Owners do not need to complete a form. Please note, completing the Certificate of Voting is different from appointing a proxy holder. See your Limited Proxy for specific instructions on appointing a proxy holder if

you are unable to attend the Annual Meeting.

If you have any questions about your Limited Proxies or the information enclosed, please contact Eugene Martin, General Manager, by phone at 407-238-6212 or by email at eugene.martin@vacationclub.com.

Whether or not you plan to attend the Annual Meetings, we encourage you to submit your Limited Proxies promptly. If the quorum requirements are not met, the Associations will incur additional expense to re-notice Owners in order to obtain the votes required to hold the Annual Meetings. Your vote and participation are important to the Associations.

Sincerely,

Robert Gallagher
Secretary
Royal Palms of Orlando Condominium Association, Inc.

Dr. Alexander L. Pollack
Secretary
Vacation Way Recreation Association, Inc.

**Royal Palms of Orlando Condominium Association, Inc.
2018 Annual Meeting**

November 1, 2018 at 3:00 p.m., Eastern Time

Marriott's Royal Palms and
Marriott's Imperial Palm Villas Clubhouse
8404 Vacation Way
Orlando, Florida 32821

Agenda

- Call to Order
- Election of Chairman of the Meeting
- Roll Call; Certification of Proxies;
Establishment of Quorum
- Appointment of Recording Secretary
- Proof of Notice of Annual Meeting
- Approval of Agenda
- Approval of the 2017 Annual Meeting
Minutes
- Appointment of Inspector of Election
 - Nominations from Floor
 - Tabulations of Votes
- Reports of Officers
 - President's Report
 - Treasurer's Report
- Resort Operations Report
- Voting Results
 - Waiving or Reduction of Fully Funded
of Reserves
 - Election of Two (2) Members to the
Board of Directors
- New Business
 - Announcement of 2019 Annual Meeting
Date
- Adjournment

**Vacation Way Recreation Association, Inc.
2018 Annual Meeting**

October 30, 2018 at 1:00 p.m., Eastern Time

Marriott's Royal Palms and
Marriott's Imperial Palm Villas Clubhouse
8404 Vacation Way
Orlando, Florida 32821

Agenda

- Call to Order
- Election of Chairman of the Meeting
- Roll Call; Certification of Proxies;
Establishment of Quorum
- Appointment of Recording Secretary
- Proof of Notice of Annual Meeting
- Approval of Agenda
- Approval of the 2017 Annual Meeting
Minutes
- Appointment of Inspector of Election
 - Nominations from Floor
 - Tabulations of Votes
- Reports of Officers
 - President's Report
 - Treasurer's Report
- Resort Operations Report
- Voting Results
 - Waiving or Reduction of Fully Funded
of Reserves
 - Election of Two (2) Members to the
Board of Directors
- New Business
 - Announcement of 2019 Annual Meeting
Date
- Adjournment

Royal Palms of Orlando Condominium Association, Inc.
2018 Annual Meeting

Proposals

1. **Reserve Funding Waiver** (Item 2A on your Limited Proxy)

The State of Florida requires condominium associations to include in their annual budgets reserves for capital improvements and deferred maintenance. Under Florida law, the amount to be reserved must be computed using a formula based upon the estimated useful life and estimated replacement cost of each item. However, the State permits the annual waiver or reduction of the statutory reserve contribution with an affirmative vote by the majority of those Owners voting by proxy or in person at a duly called meeting of the Association. Without such a majority Owner vote for waiver or reduction of reserve funding the statutory formula will be followed, which may result in a higher total maintenance fee assessment than if a majority Owner vote is obtained.

Your Board of Directors recommends a “YES” vote for waiver or reduction of the required reserve contribution.

2. **Election of Two (2) Members to the Board of Directors** (Item 2B on your Limited Proxy)

Two (2) Members will be elected to the Board of Directors each to serve a three-year term. See the Candidate Profiles for a summary of the candidates.

Vacation Way Recreation Association, Inc.
2018 Annual Meeting

Proposals

1. **Reserve Funding Waiver** (Item 2A on your Limited Proxy)

The State of Florida requires condominium associations to include in their annual budgets reserves for capital improvements and deferred maintenance. Under Florida law, the amount to be reserved must be computed using a formula based upon the estimated useful life and estimated replacement cost of each item. However, the State permits the annual waiver or reduction of the statutory reserve contribution with an affirmative vote by the majority of those Owners voting by proxy or in person at a duly called meeting of the Association. Without such a majority Owner vote for waiver or reduction of reserve funding the statutory formula will be followed, which may result in a higher total maintenance fee assessment than if a majority Owner vote is obtained.

Your Board of Directors recommends a “YES” vote for waiver or reduction of the required reserve contribution.

2. **Election of Two (2) Members to the Board of Directors** (Item 2B on your Limited Proxy)

Two (2) Members will be elected to the Board of Directors each to serve a three-year term. See the Candidate Profiles for a summary of the candidates.

Royal Palms of Orlando Condominium Association, Inc.
2018 Annual Meeting

Candidate Profiles

The candidates are listed in alphabetical order.

Name: Robert Gallagher
Home: Frisco, Texas
Occupation: Retired
Comments: “The board of Directors represents all of the Homeowners and has a fiduciary responsibility to make decisions that provide the most benefit to the members. I retired as the Chief Financial Officer of a Property Management Company and am currently a Board member of three separate Associations, Marriott Desert Springs, Marriott Royal Palms and Capistrano Surfside Inn. I have the experience and background to provide meaningful input to the Board and the resort management team. My goal would be to continue to improve our Resort and to contain the costs associated with maintaining the property. The value of our resort can only be improved by continually looking for and implementing new features and activities. We have a first class resort and must continually strive to keep up with the expectations of our owners. I would appreciate your vote in this election.”

Name: Laura McMillan
Home: Virginia Beach, Virginia
Occupation: Educational Administrator
Comments: “Twenty-six years service on the Royal board has afforded me a unique perspective on the evolution of our resort and the many challenges and opportunities that have come our way. I’ve formed valued and lasting relationships, and I’ve learned what to ask and where to turn for answers to best represent owners. Our mature resort has remained relevant and competitive within the stated budget, and to date, Royal has never had an assessment. My priorities have always been and still remain the protection of owner interests and the preservation of the quality and character of our resort. Board membership is an awesome responsibility. I take that responsibility very seriously and will do my best to represent owners with dedication, respect, and integrity. It has been an honor and a privilege to serve, and I would be most grateful for your continued support.”

**Vacation Way Recreation Association, Inc.
2018 Annual Meeting**

Candidate Profiles

The candidates are listed in alphabetical order.

Name: Kenneth D. Fitzgerald
Home: Billerica, Massachusetts
Occupation: Retired Forty-Seven Years Automotive Parts Department Director
Retired Forty-Three Years Lieutenant Colonel Massachusetts Army National Guard
Comments: "I am currently retired from two leadership roles. As a Parts Director in the Boston metropolitan area, where I managed mega dealerships parts departments. My second career, I was a member for 43 years in the Massachusetts Army National Guard; I was a logistician for 35 years. I have been a Battalion Commander and was assigned as the Facility Engineer at Camp Edwards, Massachusetts. I am still involved as the Treasurer for The Lawrence Light Guard Veteran Association of Medford. I have used my leadership experience in the past as Fleet Captain, Vice Commodore and Commodore while boating for many years. I have been an owner at The Royal Palms for twenty-three years and have served on the BOD since 2015. I been watching the cost rise each year. When I get involved I focus on EXPENSES and fiscal responsibility. It is my goal to maintain keeping cost down."

Name: Alexander L. Pollack
Home: Marietta, Georgia
Occupation: Retired General Surgeon
Comments: "It has been an honour and a privilege to serve many years as a member of the Board of Directors to Imperial Palms. During this time, I also attended the Director's meetings for Vacation Way. Vacation Way oversees the common areas related to The Palms (Sabal, Royal, and Imperial). Having been a single parent since my boys were 3 and 5 years old, we have cherished our visits to Orlando and I have had an ongoing personal interest with the amenities and comfort the Palms have offered guests and owners. I take my duties as Director as a serious and conscientious owner. We are about to embark on a multimillion dollar renovation of Imperial Palms and I would appreciate your support and vote to continue to serve on the Board of Directors. Respectfully, Dr. Alexander Pollack"

Important Information About Your Vacation Way Limited Proxy

Each year, after mailing the Annual Meeting Limited Proxies, we receive several telephone calls with questions about the Vacation Way Recreation Association, Inc. I would like to take this opportunity to explain the relationship between Royal Palms of Orlando Condominium Association, Inc., Imperial Palm Villas Condominium Association, Inc. and Vacation Way Recreation Association, Inc., resulting in the need for multiple proxies, elections, and Annual Meetings.

Vacation Way Recreation Association, Inc. is the Master Association for both Marriott's Royal Palms and Marriott's Imperial Palm Villas. The Association was formed in conjunction with the opening of Marriott's Imperial Palm Villas in May 1995, due to the fact that Royal Palms and Imperial Palm Villas Condominium Associations share certain common areas such as the Central Facilities Building, pools, and roadways. Owners at Royal Palms and Imperial Palm Villas are automatically members in the Vacation Way Recreation Association, Inc. Vacation Way Recreation Association, Inc. develops the budget for and is responsible for management of these common areas. The expenses for maintenance of these common areas are part of the Royal Palms and Imperial Palm Villas maintenance fees. Vacation Way Recreation Association, Inc., like your home resort Condominium Association, requires a separate vote of its members.

If you have any additional questions, please do not hesitate to contact me directly by phone at 407-238-6212, or by email at eugene.martin@vacationclub.com. Thank you for taking the time to complete your Limited Proxies. Your vote in the management of your Associations is invaluable.

Best regards,

Eugene Martin

General Manager
Marriott's Imperial Palm Villas
Marriott's Royal Palms

Limited Proxy Submission Methods

The accompanying Notice of Annual Meetings describes important issues affecting the Associations. To submit your Limited Proxies:

1. By Internet

- a. Log onto proxyvoting.com/MVCI, 24 hours a day, seven days a week by the deadline of 11:59 p.m., Eastern Time, on October 23, 2018.
- b. Enter the control number that appears on one of your Limited Proxies.
- c. Follow the simple instructions.

2. By Mail

- a. Mark your selections on the enclosed Limited Proxies.
- b. Date and sign your name exactly as it appears on your Limited Proxies.
- c. If you will not be able to attend the Annual Meetings, please appoint a proxy holder to vote on your behalf. You may appoint the designated proxy holder named on your Limited Proxies, or you may write in the name of another person that you wish to act as your proxy holder. The person you designate must be in attendance at the Annual Meetings for your votes to be counted.
- d. Mail the Limited Proxies in the enclosed postage-paid envelope.

Owner ID/Villa/Week:

CERTIFICATE OF VOTING MEMBER – INDIVIDUALS

[This Certificate of Voting Member (Individuals) form should only be used for those Interests owned by multiple individuals. Partnerships, corporations, trusts, limited liability companies and other entity owners shall use the Certificate of Voting Member (Entity) form on page 2.]

The undersigned, being the owners (each, an “Owner” and, collectively, the “Owners”), of ownership interest(s) (each, an “Interest”), in the program or property known as **Marriott’s Royal Palms** which is managed and administered by **Royal Palms of Orlando Condominium Association, Inc.** (the “Association”), hereby designate the below-listed individual as the “Voting Member” to cast the vote, on Owners’ behalf, for each such Interest, in all matters pertaining to the Association, until this Certificate of Voting Member is revoked or suspended by written instrument executed by the Owners.

Each Owner hereby acknowledges and agrees that the execution and delivery of this Certificate of Voting Member shall automatically revoke, and shall entirely replace and supersede, any voting certificate(s) executed by the Owners relating to the Association prior to the dates set forth below.

In designating a Voting Member, all Owners must sign below.

VOTING MEMBER

_____ (type or print one (1) name; Voting Member must be on Deed)

OWNERS:

Signature: _____
Printed Name: _____
Date: _____

Signature: _____
Printed Name: _____
Date: _____

Signature: _____
Printed Name: _____
Date: _____

Signature: _____
Printed Name: _____
Date: _____

Signature: _____
Printed Name: _____
Date: _____

Owner ID/Villa/Week:

CERTIFICATE OF VOTING MEMBER - ENTITY

[This Certificate of Voting Member (Entity) form should only be used for Interests owned by entities (e.g. partnerships, corporations, trusts, limited liability companies). For Interests owned by multiple individuals, please use the Certificate of Voting Member (Individuals) form on page 1.]

The undersigned, being the owner (the "Owner"), of ownership interest(s) in the program or property known as **Marriott's Royal Palms** which is managed and administered by **Royal Palms of Orlando Condominium Association, Inc.** (the "Association"), hereby designates the below-listed individual as the "Voting Member" to cast the vote, on Owner's behalf, until this Certificate of Voting Member is revoked or suspended by written instrument executed by Owner.

Owner hereby acknowledges and agrees that the execution and delivery of this Certificate of Voting Member shall automatically revoke, and shall entirely replace and supersede, any voting certificate(s) executed by Owner for the Association prior to the date set forth below.

By the execution of this Certificate of Voting Member in the space provided below, the individual signing this Certificate of Voting Member, on behalf of Owner, represents that he/she is authorized to sign this Certificate of Voting Member on behalf of the Owner.

VOTING MEMBER

(type or print one (1) name)

ENTITY OWNER LEGAL NAME:

Signed By: _____

Printed Name: _____

As its (choose one):

President Vice President General Partner Other _____

Date: _____

ATTEST:

(Attest not required if entity is a Trust)

Signed By: _____

Printed Name: _____

As its (choose one):

Secretary Assistant Secretary

LIMITED PROXY

**Royal Palms of Orlando Condominium Association, Inc.
Limited Proxy for 2018 Annual Meeting**

Date: _____

Voting Member Signature

(X): _____

Voting Member Signature

(X): _____

Legal Name:

Note: This Limited Proxy must be dated and signed by the owner(s) or the designated voting member for the vote(s) to be counted. Please sign and return your Limited Proxy on or before October 23, 2018. Please note, however, that votes will be counted if cast in person or otherwise properly received on or before November 1, 2018.

1. The above signed, as member(s) of **Royal Palms of Orlando Condominium Association, Inc.**, do hereby appoint EITHER (indicate choice by filling in the circle at (1) OR (2)):

(1) **Katharine Hawes**, President of the Association, or any other officer or director in attendance she so designates in her absence; OR

(2) _____
(Insert name of individual, who MUST be in attendance at the Annual Meeting in order for your vote(s) to be counted.)

as my true and lawful attorney-in-fact and proxy holder, revoking all previous proxies, to vote in my place and stead on my behalf, as though I myself were present, with power of substitution, at the **Annual Meeting of Royal Palms of Orlando Condominium Association, Inc.**, to be held at 3:00 p.m., Eastern time, on November 1, 2018, at Marriott's Royal Palms and Marriott's Imperial Palm Villas Clubhouse, 8404 Vacation Way, Orlando, Florida 32821, except that my proxy holder's authority is limited as indicated below.

2. **AGENDA ITEM(S)**. (FOR YOUR VOTE TO BE COUNTED ON THE FOLLOWING ISSUES, YOU MUST MARK THE CIRCLE(S) PROVIDED BELOW. IF YOU LEAVE ANY ITEM IN THIS SECTION BLANK, YOUR PROXY HOLDER MAY NOT CAST A VOTE ON SUCH ITEM).

A. Reserve Funding Waiver. See Proposals for details.

WAIVING OF RESERVES, IN WHOLE OR IN PART, OR ALLOWING ALTERNATIVE USES OF EXISTING RESERVES MAY RESULT IN UNIT OWNER LIABILITY FOR PAYMENT OF UNANTICIPATED SPECIAL ASSESSMENTS REGARDING THOSE ITEMS.

Do you want to provide for less reserve funding than is required by §718.112(2)(f), Florida Statutes, for the Association's next fiscal year?

In 2018 the owners voted "YES" to waive or reduce full funding, and your Reserve Maintenance Fee contribution was \$364.35 per unit week. Your Board of Directors recommends a "YES" vote for waiver or reduction of the statutory reserve annual contribution for 2019. A majority "No" Vote will result in the Reserve Maintenance Fee contribution for 2019 being \$653.66 per unit week, which represents the Fully Funded annual contribution level for 2019.

Yes

No

If you voted "Yes", vote for one of the Board proposed options below: (The option with the most votes will be the one implemented by the Association.)

Between \$350 - \$430 Reserve Maintenance Fee contribution per Unit Week
(Recommended by your Board of Directors)

Between \$520 - \$600 Reserve Maintenance Fee contribution per Unit Week

B. Election of two (2) Members to the Board of Directors each to serve a three-year term. See the Candidate Profiles for a summary of the candidates. Please vote for no more than two (2) candidates. Selection of more than two (2) candidates will invalidate your vote.

Robert Gallagher

Laura McMillan

3. **GENERAL POWERS (NON-AGENDA ITEM(S))**. You may choose to grant your proxy holder general powers. Please fill in the circle below if you want your proxy holder to vote on other issues which may come up at the meeting and for which a limited proxy is not required.

I authorize and instruct my proxy holder to use his or her best judgment on all matters which properly come before the meeting and for which a general power may be used.

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

Please sign and return your Limited Proxy on or before October 23, 2018. Please note, however, that votes will be counted if cast in person or otherwise properly received on or before November 1, 2018.

LIMITED PROXY

**Vacation Way Recreation Association, Inc.
Limited Proxy for 2018 Annual Meeting**

Date: _____

Voting Member Signature

(X): _____

Voting Member Signature

(X): _____

Legal Name:

Note: This Limited Proxy must be dated and signed by the owner(s) or the designated voting member for the vote(s) to be counted. Please sign and return your Limited Proxy on or before October 23, 2018. Please note, however, that votes will be counted if cast in person or otherwise properly received on or before October 30, 2018.

1. The above signed, as member(s) of **Vacation Way Recreation Association, Inc.**, do hereby appoint EITHER (indicate choice by filling in the circle at (1) OR (2)):

(1) **Robert Gallagher**, President of the Association, or any other officer or director in attendance he so designates in his absence; OR

(2) _____
(Insert name of individual, who MUST be in attendance at the Annual Meeting in order for your vote(s) to be counted.)

as my true and lawful attorney-in-fact and proxy holder, revoking all previous proxies, to vote in my place and stead on my behalf, as though I myself were present, with power of substitution, at the **Annual Meeting of Vacation Way Recreation Association, Inc.**, to be held at 1:00 p.m., Eastern time, on October 30, 2018, at Marriott's Royal Palms and Marriott's Imperial Palm Villas Clubhouse, 8404 Vacation Way, Orlando, Florida 32821, except that my proxy holder's authority is limited as indicated below.

2. **AGENDA ITEM(S)**. (FOR YOUR VOTE TO BE COUNTED ON THE FOLLOWING ISSUES, YOU MUST MARK THE CIRCLE(S) PROVIDED BELOW. IF YOU LEAVE ANY ITEM IN THIS SECTION BLANK, YOUR PROXY HOLDER MAY NOT CAST A VOTE ON SUCH ITEM).

A. Reserve Funding Waiver. See Proposals for details.

WAIVING OF RESERVES, IN WHOLE OR IN PART, OR ALLOWING ALTERNATIVE USES OF EXISTING RESERVES MAY RESULT IN UNIT OWNER LIABILITY FOR PAYMENT OF UNANTICIPATED SPECIAL ASSESSMENTS REGARDING THOSE ITEMS.

Do you want to provide for less reserve funding than is required by §718.112(2)(f), Florida Statutes, for the Association's next fiscal year?

For 2018 the owners voted "YES" to waive or reduce full funding, and your Reserve Maintenance Fee contribution was \$30.90 per unit week. Your Board of Directors recommends a "YES" vote for waiver or reduction of the statutory reserve annual contribution for 2019. A majority "No" Vote will result in the Reserve Maintenance Fee contribution for 2019 being \$59.17 per unit week, which represents the Fully Funded annual contribution level for 2019.

- Yes No

If you voted "Yes", vote for one of the Board proposed options below: (The option with the most votes will be the one implemented by the Association.)

- Between \$26 - \$40 Reserve Maintenance Fee contribution per Unit Week
(Recommended by your Board of Directors)
- Between \$45 - \$55 Reserve Maintenance Fee contribution per Unit Week

B. Election of two (2) Members to the Board of Directors each to serve a three-year term. See the Candidate Profiles for a summary of the candidates. Please vote for no more than two (2) candidates. Selection of more than two (2) candidates will invalidate your vote.

- Kenneth D. Fitzgerald
 Alexander L. Pollack

3. **GENERAL POWERS (NON-AGENDA ITEM(S))**. You may choose to grant your proxy holder general powers. Please fill in the circle below if you want your proxy holder to vote on other issues which may come up at the meeting and for which a limited proxy is not required.

- I authorize and instruct my proxy holder to use his or her best judgment on all matters which properly come before the meeting and for which a general power may be used.

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

Please sign and return your Limited Proxy on or before October 23, 2018. Please note, however, that votes will be counted if cast in person or otherwise properly received on or before October 30, 2018.

Owner ID/Villa/Week:

CERTIFICATE OF VOTING MEMBER – INDIVIDUALS

[This Certificate of Voting Member (Individuals) form should only be used for those Interests owned by multiple individuals. Partnerships, corporations, trusts, limited liability companies and other entity members shall use the Certificate of Voting Member (Entity) form on page 2.]

The undersigned, being members (each, a “Member” and, collectively, the “Members”) of **Vacation Way Recreation Association, Inc.** (the “Association”), hereby designate the below-listed individual as the “Voting Member” to cast the vote, on the Members’ behalf, in all matters pertaining to the Association, until this Certificate of Voting Member is revoked or suspended by written instrument executed by the Members.

Each Member hereby acknowledges and agrees that the execution and delivery of this Certificate of Voting Member shall automatically revoke, and shall entirely replace and supersede, any voting certificate(s) executed by the Members relating to the Association prior to the dates set forth below.

In designating a Voting Member, all Members must sign below.

VOTING MEMBER

(type or print one (1) name; Voting Member must be on Deed)

MEMBERS:

Signature: _____
Printed Name: _____
Date: _____

Signature: _____
Printed Name: _____
Date: _____

Signature: _____
Printed Name: _____
Date: _____

Signature: _____
Printed Name: _____
Date: _____

Signature: _____
Printed Name: _____
Date: _____

Owner ID/Villa/Week:

CERTIFICATE OF VOTING MEMBER - ENTITY

[This Certificate of Voting Member (Entity) form should only be used for Interests owned by entities (e.g. partnerships, corporations, trusts, limited liability companies). For Interests owned by multiple individuals, please use the Certificate of Voting Member (Individuals) form on page 1.]

The undersigned, being a member (the "Member") of **Vacation Way Recreation Association, Inc.** (the "Association"), hereby designates the below-listed individual as the "Voting Member" to cast the vote, on the Member's behalf, in all matters pertaining to the Association, until this Certificate of Voting Member is revoked or suspended by written instrument executed by the Member.

Member hereby acknowledges and agrees that the execution and delivery of this Certificate of Voting Member shall automatically revoke, and shall entirely replace and supersede, any voting certificate(s) executed by Member for the Association prior to the date set forth below.

By the execution of this Certificate of Voting Member in the space provided below, the individual signing this Certificate of Voting Member, on behalf of Member, represents that he/she is authorized to sign this Certificate of Voting Member on behalf of the Member.

VOTING MEMBER

(type or print one (1) name)

ENTITY MEMBER LEGAL NAME:

Signed By: _____

Printed Name: _____

As its (choose one):

President Vice President General Partner Other _____

Date: _____

ATTEST:

(Attest not required if entity is a Trust)

Signed By: _____

Printed Name: _____

As its (choose one):

Secretary Assistant Secretary