

REVOCABLE PROXY

FOR SPECIAL MEETING OF DELEGATE DISTRICT NO. _____ ('_____') MEMBERS
of the MARINA HILLS PLANNED COMMUNITY ASSOCIATION
for the purpose of voting on

“Limitation of Number of Terms for Directors”

The undersigned member ("Member") of the Marina Hills Planned Community Association ("Association") hereby revokes all previous proxies, acknowledges receipt of the Notice of the Association's **Special Meeting of the Delegate District No. _____ Members** to be held on Friday, December 3, 2004, at 6:00 P.M., near the front door of the Marina Hills Club House, 31461 Parc Vista West, Laguna Niguel, CA 92677 and designates

1. *Must be completed !
Check exactly one box !*

Hans Strupat

or

_____ Other (Insert Name)

as Member's proxy ("Proxyholder"). This proxy gives the Proxyholder the power to represent Member at the above referenced Special Meeting or any adjournment of that meeting in the manner set forth below. The undersigned also authorizes Proxyholder to substitute any other person to act hereunder. Any act of the Proxyholder taken pursuant to this proxy shall have the same effect as if the Member was present and so acting.

“Limitation of Number of Terms for Directors”, the proposed amendment, enclosed herewith (on the backside of this Revocable Proxy) as Exhibit “A” of Article IV, Section 4.3 of the Association’s Bylaws intends to amend the Bylaws primarily to include term limits for Directors by limiting their terms to two consecutive 2-year terms and a maximum of three terms in their life time.

The undersigned instructs Proxyholder to cast his/her vote with respect to the amendment of Article IV, Section 4.3 of the Association’s Bylaws in the following manner:

2. *Check one only!*

Abstain from voting and use this proxy for quorum purposes only

Approval of the “Limitation of Number of Terms for Directors “ amendment.

Disapproval of the “Limitation of Number of Terms for Directors “ amendment.

Vote as Proxyholder deems proper.

3. *Fill out your name, address and date and sign:*

Name (printed)	Street Address	Phone	Date	Signature

4. *Mail this Revocable Proxy as soon as possible in the enclosed postage paid envelope to SaveMarinaHills, PMB 263, 30251 Golden Lantern, Suite E, Laguna Niguel, CA 92677. There is a lot of work involved in proper recording and counting. The sooner you send it, the better. In order to be counted this Revocable Proxy needs to be received by 3 P.M. of the day of the meeting. Thank you. for sending it early!*

Exhibit A:

Limitation of Number of Terms for Directors

Bylaws Article IV, Section 4.3 shall be revised as follows:

Section 4.3. Election: Term of Office: At the Annual Meeting, the Members shall elect Directors for a term of two (2) years to succeed those Directors whose terms have expired. If any Annual Meeting is not held, or the Directors are not elected thereat, the Directors may be elected at any Special Meeting of Members held for that purpose. All Directors shall hold office, **subject to term limitations**, until their successor has been elected, or until his death, resignation, removal or judicial adjudication of mental incompetence. The term of office of each Director elected to fill a vacancy created by ~~the resignation, death or removal~~ **death, resignation, removal or judicial adjudication of mental incompetence** of his predecessor shall be the balance of the unserved term of his predecessor. **The term limitation for a Director is two consecutive terms and no more than three total terms during that Director's lifetime. Should a Director fill a vacancy of the unexpired term of the Director being replaced, that remaining unexpired term shall be deemed one term for the purpose of counting terms under this section.** Cumulative voting shall be used in the election of Directors for any election in which more than two (2) Directors are to be selected, subject only to the procedural requirements to cumulative voting in the following sentence. A Member may cumulate his votes for any candidate for the Board if the candidate's name has been placed in nomination prior to the voting, and if such Member, or any other Member, has given notice at the meeting, prior to the voting of such Member's intention to cumulate votes. If a Member cumulates his votes, such Member may cast a number of votes equal to the Member's share of the voting power as set forth in the Declaration, multiplied by the number of Directors to be elected.

Note:

The normal text is the existing version of the Bylaws text

*The **bold text** is the added portion of the Bylaws text.*

The ~~strikeout text~~ is the eliminated portion of the Bylaws text

REVOCABLE PROXY

FOR SPECIAL MEETING OF DELEGATE DISTRICT NO. _____ ('_____') MEMBERS
of the MARINA HILLS PLANNED COMMUNITY ASSOCIATION
for the purpose of voting on

“Elections rather than Appointments for Vacancies on the Board”

The undersigned member ("Member") of the Marina Hills Planned Community Association ("Association") hereby revokes all previous proxies, acknowledges receipt of the Notice of the Association's **Special Meeting of the Delegate District No. _____ Members** to be held on Friday, December 3, 2004, at 6:00 P.M., near the front door of the Marina Hills Club House, 31461 Parc Vista West, Laguna Niguel, CA 92677 and designates

1. *Must be completed !
Check exactly one box !*

Hans Strupat

or

_____ Other (Insert Name)

as Member's proxy ("Proxyholder"). This proxy gives the Proxyholder the power to represent Member at the above referenced Special Meeting or any adjournment of that meeting in the manner set forth below. The undersigned also authorizes Proxyholder to substitute any other person to act hereunder. Any act of the Proxyholder taken pursuant to this proxy shall have the same effect as if the Member was present and so acting.

“Elections rather than Appointments for Vacancies on the Board”, the proposed amendment, enclosed herewith (on the backside of this Revocable Proxy) as Exhibit “B” of Article IV, Section 4.4 and Section 4.5 of the Association’s Bylaws intends to amend the Bylaws primarily to have Directors elected by Members rather than appointed by the remaining Directors.

The undersigned instructs Proxyholder to cast his/her vote with respect to the amendment of Article IV, Section 4.4 and Section 4.5 of the Association’s Bylaws in the following manner:

2. *Check one only!*

Abstain from voting and use this proxy for quorum purposes only

Approval of the “Elections rather than Appointments for Vacancies on the Board” amendment.

Disapproval of the “Elections rather than Appointments for Vacancies on the Board” amendment.

Vote as Proxyholder deems proper.

3. *Fill out your name, address and date and sign:*

Name (printed)	Street Address	Phone	Date	Signature

4. *Mail this Revocable Proxy as soon as possible in the enclosed postage paid envelope to SaveMarinaHills, PMB 263, 30251 Golden Lantern, Suite E, Laguna Niguel, CA 92677. There is a lot of work involved in proper recording and counting. The sooner you send it, the better. In order to be counted this Revocable Proxy needs to be received by 3 P.M. of the day of the meeting. Thank you. for sending it early!*

Exhibit B:

Elections rather than Appointments for Vacancies on the Board

Bylaws Article IV, Section 4.4 shall be modified, so it reads as follows:

Section 4.4. Removal: The entire Board of Directors may be removed with or without cause, by a majority vote of the Members. Unless the entire Board is removed from office, as above, an individual Director shall not be removed prior the expiration of his term of office if the number of votes cast against his removal would be sufficient to elect the Director if voted cumulatively at an election at which the same total number of votes were cast and the entire Board of Directors authorized at the time of the most recent election of the Director to be removed were then being elected. ~~In the event of the death, resignation, removal or judicial adjudication of mental incompetence of a Director, his successor shall be selected by a majority of the remaining Members of the Board, and shall serve for the unexpired term of his predecessor.~~ **The removal of any Director shall create a vacancy.**

Bylaws Article IV, Section 4.5 shall be modified, so it reads as follows:

Section 4.5. Vacancies: ~~Vacancies in the Board may be filled by a majority of the remaining Directors, though less than a quorum, and each Director so elected shall hold office for the unexpired term of his predecessor and until his successor is elected at an Annual Meeting of Members, or at a Special Meeting called for that purpose. A vacancy or vacancies shall be deemed to exist in case of the death or resignation~~ **death, resignation, removal, or judicial adjudication of mental incompetence** of any Director, or if the Members shall increase the authorized number of Directors ~~but shall fail at the meeting at which such increase is authorized or at an adjournment thereof, to elect the additional Directors so provided for,~~ or in the case Members fail at any time to elect the full number of authorized Directors.

The Members may, ~~at any time, elect Directors to fill any vacancy not filled by the Directors, and may~~ elect the additional Directors at the meeting at which an amendment of the Bylaws is voted, authorizing an increase in the number of Directors.

If any Director ~~tenders his resignation to the Board, the Board shall have the power to elect a successor to take office~~ **resigns from the Board, the resignation shall create a vacancy** at such time as the resignation shall become effective. **Vacancies on the Board shall be filled by the members through election at a Special Meeting of the Members. At no time shall any vacancy be filled by appointment of the remaining Directors.**

If a vacancy exists, the Board shall have the duty to call, within 20 days of the occurrence of the vacancy, a Special Meeting of the Members (Section 3A.03 of these Bylaws) for the purpose of filling the vacancy. The Special Meeting shall be set not less than 30 days from the date the remaining directors called the Special Meeting under this paragraph.

The term of office of each Director elected to fill a vacancy shall be the balance of the unserved term of his predecessor.

Note:

The normal text is the existing version of the Bylaws text

*The **bold text** is the added portion of the Bylaws text.*

The ~~strikeout text~~ is the eliminated portion of the Bylaws text

REVOCABLE PROXY

FOR SPECIAL MEETING OF DELEGATE DISTRICT NO. _____ ('_____') MEMBERS
of the MARINA HILLS PLANNED COMMUNITY ASSOCIATION
for the purpose of voting on

“Immediate Effectiveness of Term Limitations for Directors”

The undersigned member ("Member") of the Marina Hills Planned Community Association ("Association") hereby revokes all previous proxies, acknowledges receipt of the Notice of the Association's **Special Meeting of the Delegate District No. _____ Members** to be held on Friday, December 3, 2004, at 6:00 P.M., near the front door of the Marina Hills Club House, 31461 Parc Vista West, Laguna Niguel, CA 92677 and designates

1. *Must be completed !
Check exactly one box !*

Hans Strupat

or

_____ Other (Insert Name)

as Member's proxy ("Proxyholder"). This proxy gives the Proxyholder the power to represent Member at the above referenced Special Meeting or any adjournment of that meeting in the manner set forth below. The undersigned also authorizes Proxyholder to substitute any other person to act hereunder. Any act of the Proxyholder taken pursuant to this proxy shall have the same effect as if the Member was present and so acting.

“Immediate Effectiveness of Term Limitations for Directors”, the proposed amendment, enclosed herewith (on the backside of this Revocable Proxy) as Exhibit “C” of Article IV, Section 4.3, subsection 4.3(a) of the Association’s Bylaws intends to amend the Bylaws primarily to have term limits become effective immediately and apply to the sitting Directors.

The undersigned instructs Proxyholder to cast his/her vote with respect to the amendment of Article IV, Section 4.3, Subsection 4.3(a) of the Association’s Bylaws in the following manner:

2. *Check one Only !*

Abstain from voting and use this proxy for quorum purposes only

Approval of the “Immediate Effectiveness of Term Limitations for Directors” amendment.

Disapproval of the “Immediate Effectiveness of Term Limitations for Directors” amendment.

Vote as Proxyholder deems proper.

3. *Fill out your name, address and date and sign:*

Name (printed)	Street Address	Phone	Date	Signature

4. *Mail this Revocable Proxy as soon as possible in the enclosed postage paid envelope to SaveMarinaHills, PMB 263, 30251 Golden Lantern, Suite E, Laguna Niguel, CA 92677. There is a lot of work involved in proper recording and counting. The sooner you send it, the better. In order to be counted this Revocable Proxy needs to be received by 3 P.M. of the day of the meeting. Thank you. for sending it early!*

Exhibit C:

Immediate Effectiveness of Term Limitations for Directors

In Bylaws Article IV, Section 4.3 the following Subsection 4.3(a) shall be added:

Section 4.3(a) Effective Date of Term Limitation: Special Meeting Required:
The adoption of any amendment to this section calling for term limitations for Directors, shall, as of the effective date of the amendment creating these term limitations, result in the creation of vacancies for those director seats held by any or all Directors for whom the term limitation applies.

Note:

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