

**The Surf Club of Marco, Inc.**  
**Limited Proxy Form**

KNOW ALL PERSONS BY THESE PRESENTS;

The undersigned owner(s), or designated voter of one or more weeks in The Surf Club of Marco, Inc. hereby appoint(s) the Secretary of The Surf Club or Marco, Inc., as my proxyholder, to attend the meeting of the members of the Association to be held on January 4, 2010 at 10 a.m., at the Surf Club Social Room located at 540 S. Collier Blvd, Marco Island, FL 34145. The proxyholder named above has the authority to vote and act for me for all units and weeks owned by 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:

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

This proxy is revocable by the unit owner and is valid only for the meeting which it is given and any lawful adjournment. This proxy shall be valid from the date of execution to the date of the meeting as noticed above. In no event is the proxy valid for more than ninety (90) days from the date of the original meeting for which it is given.

**To amend the Bylaws of The Surf Club or Marco, Inc. as set forth below:**

Note: New language is underlined; language being deleted is shown in ~~struck through~~ type.

ARTICLE II Directors (A)(2) Board of Directors: shall be amended to read as shown below:

2. At such time as owners other than Developer are entitled to elect a majority of the Board of Directors, the number of Directors on the Board shall be ~~three (3)~~ five (5) persons to be elected as set forth in Section B of this Article. The owners' representative on the Board elected as specified in Section B of this Article shall be owners, co-owners, spouses of owners, mortgagees of Time Share Estates, or in the case of corporate owners, the managing entity of mortgagees of Time Share estates, officers, Directors, shareholders, or authorized employees of such corporation or entity.

\_\_\_ Yes                      \_\_\_ No

ARTICLE II Directors (C) Term of Office: shall be amended to read as shown below:

1. Directors of the Association shall be elected by the owners for a ~~three (3)~~ two (2) year term or until his or her earlier death, resignation, or removal. ~~A Director may not succeed himself on the Board.~~
2. ~~Initially, to establish a staggered term, the top vote recipient shall serve for 3 years, second highest for 2 years, and third highest for 1 year. This method shall be used once following adoption. Subsequently, all Directors shall be elected for three year terms.~~

Initially to implement the five(5) member Board following adoption and recording of this Amendment, the following procedures shall be adhered to: In year 2010, two directors shall be elected for a two year term. In the year 2011, three directors shall be elected for a two year term. Thereafter, two directors shall be elected each even year, and three directors shall be elected each odd year.

\_\_\_\_ Yes                      \_\_\_\_ No

ARTICLE XIII. Amendment (B) Approval: shall be amended to read as shown below:

An Amendment shall be approved by fifty and one tenth (50.1%) ~~sixty-six and two thirds (66 2/3%)~~ percent of all owners. Owners 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.

\_\_\_\_ Yes                      \_\_\_\_ No

The undersigned rarify 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.

Dated: \_\_\_\_\_

\_\_\_\_\_  
Unit Owner  
Print name \_\_\_\_\_

\_\_\_\_\_  
Unit Owner  
Print name \_\_\_\_\_

Unit Owner Address:  
\_\_\_\_\_  
\_\_\_\_\_

Units Owned Include the Follw0ing:  
\_\_\_\_\_  
\_\_\_\_\_