



WALDEN SHORES PROPERTY OWNERS ASSOCIATION, INC.

SPECIAL MEMBERS MEETING

In accordance with the Bylaws of the Association, you are hereby notified that A SPECIAL MEMBERS MEETING for the Association will be held at the following date, time and place.

January 21 , 2025 4pm at Walden Oaks Clubhouse, Naples Florida

AGENDA

1. Welcome, call to order, and opening remarks by the President.
2. Certification of the presence of a quorum and the number of persons present in person and by proxy. (All members present in person should have signed in, and all proxies should be in the Association's possession)
3. New Business – Vote to Amend Declaration of Covenants, Section 4.3 of the Amended and Restated Bylaws of Walden Shores Property Owner's Association, Inc., which provides specific provisions for the nomination and election of Directors.
4. Members' inquiries regarding Association business.
5. Adjournment

PROXY INSTRUCTIONS

. We cannot hold the meeting unless we have a quorum. This means that even if you cannot physically attend this special members meeting, **your presence by proxy is needed.**

Please be sure to return your proxy even if you plan to attend.

You may be "present" by proxy. A Proxy is enclosed with this mailing for your use in this regard. Please send your proxy to the Association before the appointed time of the meeting in the self-addressed envelope provided for this purpose. If you intend to vote by proxy, please note the following:

1. A proxy is for the purpose of appointing another person to vote for you if you cannot attend the meeting in person.
2. If you appoint a proxy and later decide you will be able to attend the meeting in person, you may withdraw your proxy when you register at the meeting.
3. A proxy may be revoked in writing or superseded by a later proxy to another person. It may also be assigned (substituted) by the person designated on the proxy to a third person if the person designated on the proxy decides that he or she will be unable to attend the meeting.
4. Your proxy will be valid only for the meeting for which it was given and any lawful adjournment thereof, and in no event for more than ninety (90) days.

ABILITY MANAGEMENT, INC. 6736 Lone Oak Blvd, Naples, FL



LIMITED PROXY

The undersigned, as owner(s) or designated voter of street address _____, in
Walden Shores, appoints _____ or the Secretary of the Association, as my
proxyholder to attend the meeting of the members of Walden Shores Property Owner's Association, Inc., to be held
Tuesday, January 21, 2025, at 4:00 p.m. at the Walden Oaks Clubhouse, located at 6755 Lone Oak Boulevard,
Naples, Florida (*Note: If no other proxyholder is named above, the Secretary shall be the proxyholder*). 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 on all issues that may come before the members, except that my proxyholder's
authority is limited as indicated below:

GENERAL POWERS: I authorize and instruct my proxyholder to use his or her best judgment on all non-
substantive matters which properly come before the meeting.

LIMITED POWERS: (*For your vote to be counted on the following issues, you must indicate your preference in
the blanks provided below*).

I SPECIFICALLY AUTHORIZE AND INSTRUCT MY PROXYHOLDER TO CAST MY VOTE IN
REFERENCE TO THE FOLLOWING MATTER AS INDICATED BELOW:

**Should the proposed amendment to Section 4.3 of the Amended and Restated Bylaws of
Walden Shores Property Owner's Association, Inc., which provides specific provisions for the
nomination and election of Directors (a copy of which is provided with this proxy), be
approved?**

_____ **Yes**

_____ **No**

Dated: _____

Signature of LOT OWNER or DESIGNATED VOTER

Printed name of LOT OWNER or DESIGNATED VOTER

SUBSTITUTION OF PROXYHOLDER

The undersigned, appointed as proxyholder above, designates _____ to act as substitute proxyholder
for me if I am unable to attend the meeting for which the proxy is given.

Dated: _____

Signature of PROXYHOLDER

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

AMENDMENT TO THE
AMENDED AND RESTATED BYLAWS
OF
WALDEN SHORES PROPERTY OWNER'S ASSOCIATION, INC.

The Amended and Restated Bylaws of Walden Shores Property Owner's Association, Inc. (hereinafter the "Bylaws") shall be amended as shown below:

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

Section 4.3 of the Bylaws shall be amended to read as shown below:

4.3 Nominations and Elections. In each annual election the members shall elect by written, secret ballot as many Directors as there are regular terms of Directors expiring, unless the balloting is dispensed with as provided for by law.

(A) First Notice; Candidates. Not less than sixty (60) days before the election, the Association shall mail or deliver, or electronically transmit to unit owners who so consent, to each unit owner entitled to vote, a first notice of the date of the election. The first notice may be given by separate Association mailing or electronic transmission or included in another Association mailing, delivery or electronic transmission, including regularly published newsletters. Any unit owner or other eligible person desiring to be a candidate may qualify as such by giving written notice to the Association not less than forty (40) days before the annual election. Notice shall be deemed effective when received by the Association. A person must be eligible to be a candidate to serve on the Board of Directors at the time of the deadline for submitting a notice of intent to run in order to have his or her name listed as a proper candidate on the ballot or to serve on the Board of Directors. Candidates may not be nominated from the floor at the meeting at which the election is to be held.

(B) Second Notice; Candidate Information Sheets. If there are more candidates than there are Directors to be elected, balloting is required, and at least fourteen (14) days before the election, the Association shall mail or deliver a second notice of election to all unit owners entitled to vote in the contested election, together with a ballot which shall list all qualified candidates in alphabetical order, by surname. This notice may also include the notice of the annual meeting required by Section 3.3 above. Upon timely request of a candidate, the Association shall include a "candidate information sheet" (no larger than 8-1/2 inches by 11 inches, furnished by the candidate) with the mailing of the ballot, with the costs of mailing and copying to be borne by the Association.

(C) Balloting. Where balloting is required, Directors shall be elected by a plurality of the votes cast, provided that at least twenty percent (20%) of the eligible voters cast ballots. Proxies may not be used in the election. In the election of Directors, there shall be appurtenant to each unit as many votes for Directors as there are Directors to be elected, but no unit may cast more than one (1) vote for any candidate, it being intended that voting for Directors shall be non-cumulative. The candidates receiving the highest number of votes shall be declared elected. Tie votes may be broken by agreement among the candidates who are tied by lot or by any other method required or permitted by law, or agreed upon by the candidates. If there is no agreement, the Association shall proceed with a runoff election between the candidates by noticing a runoff election at a special meeting of the owners. The Association shall provide at least fourteen (14) days' notice of such special meeting and shall send ballots of those candidates who were tied in accordance with this Section 4.3, Paragraphs (B) and (C).

~~At each Annual Meeting the members shall elect, by a written ballot which the member personally casts, either by hand or by mail, as many Directors as there are regular terms of Directors expiring or vacancies to be filled. The search committee, if any, may submit its candidates for the office of Director in time to be included with the notice of the annual meeting, any other eligible person may also be nominated as a candidate by himself or by another member from the floor at the annual meeting. Directors shall be elected by a plurality of the votes cast, in person or by proxy, at the annual meeting. In the election of Directors, there shall be appurtenant to each unit as many votes as there are Directors to be elected. No member may cast more than one vote for any candidate, it being the intent hereof that voting for Directors shall be non-cumulative. The candidates receiving the highest number of votes shall be declared elected. A tie vote shall be broken by agreement among the candidates who are tied, or by lot.~~