

VISTA TOWNHOMES AT HERITAGE BAY ASSOCIATION, INC.
A Corporation Not-For-Profit

SECOND NOTICE TO ASSOCIATION MEMBERS
Of
ANNUAL MEMBERSHIP MEETING

Place: Vista Community Pool
9043 Gervais Circle
Naples, FL 34120
Date: March 26th, 2024
Time: 5:00 PM

The purpose of the Annual Meeting is to seat One (1) members to the Vista Townhomes at Heritage Bay Association, Inc. Board of Directors for 2024 to serve a two (2) year term, as well as transact such other business as may properly come before the Board of Directors. An Agenda has been enclosed for your information.

No individual submitted Notice to the Association of their desire to serve on the Board of Directors, therefore per Chapter 720 an election will not be held.

Also enclosed is a Proxy. The Proxy is used by those who will not be attending the meeting. It needs to be completed and given to an owner that will be attending the meeting, or returned via mail, or by using the enclosed envelope to help establish a quorum for the meeting. No business may be conducted at the meeting without first establishing a quorum. The Proxy must be signed by all owners. In excess of 30% of the total voting interests, thirty-two (32) Owners of the Membership (a "quorum") must be present in person or by Proxy at the meeting, in order for the business to be conducted. Therefore, it is VERY IMPORTANT that you provide a Proxy and fill it out and email it to "manager@vistaheritagebay.com"

Please email your Proxies to: **Email to manager@vistaheritagebay.com**

NOTE: An Organizational Meeting of the Board of Directors will be held immediately upon the adjournment of the Annual Meeting for the purpose of electing Officers. The Directors present at the Annual Meeting may decide to defer the Organizational Meeting to a later time, in which case notice will be given through further posting. @

This notice is being emailed to all unit owners on March 14th, 2024 by order of the Board of Directors and in compliance with Chapter 720 of the Florida Statutes.

On behalf of Vista Townhomes at Heritage Bay Association, Inc.

VISTA TOWNHOMES AT HERITAGE BAY ASSOCIATION, INC.

DATE: March 26, 2024
TIME: 5:00 PM
LOCATION: Vista Pool
9043 Gervais Circle
Naples, FL 34120

ANNUAL MEMBERSHIP MEETING AGENDA

The Annual Meeting Agenda is as follows:

- I. Annual Meeting of Owners
 - A. Call to Order
 - B. Determining a Quorum
 - C. Proof of Mailing of Notice of Annual Meeting
 - D. Reading /Disposal of the Annual Meeting Minutes
- II. Reports
 - A. President's Report
- III. New Business
 - A. Results from Proxy Vote
 - i. Vote to permit any 2023 excess funds to 2024 operating
 - B. Seating of Board of Directors, No Candidates
 - C. Announcement of Directors
 - D. Owner's Comments
- VI. Adjournment

ORGANIZATIONAL BOARD OF DIRECTORS MEETING

DATE: March 26th, 2024 **TIME:** Immediately Following Annual Meeting

- I. Call to Order
- II. Quorum
- III. Approval of Previous Board of Directors Meeting Minutes
- IV. Election of Officers:
 - A. President, Vice President, Treasurer/Secretary
 - B. Board Appointment to the Vista Commons
- V. Owner's Comments
- VI. Adjournment

**Vista Townhomes at Heritage Bay Association, Inc.
LIMITED PROXY FORM**

The undersigned owners, or their voting representative, of (Unit No.) _____ in **Vista Townhomes at Heritage Bay Association, Inc.** hereby constitute and appoint the President of the Association, his designee, or _____, as nominee and proxy with powers of substitution for and in the name and place of the undersigned, to appear, represent, and cast votes only as I specifically instruct in reference to the following matters to come before the **Annual Membership Meeting of Vista Townhomes at Heritage Bay Association, Inc.** to be held on **Tuesday, March 26th 2024 at 5:00 PM.**

GENERAL POWERS

I hereby authorize and instruct my proxy to use his best judgment on all matters which properly come before the meeting as may be authorized by Florida Statutes 720.

LIMITED POWERS

Pursuant to Florida Statute 720, I hereby specifically instruct my proxy to cast my vote in reference to the following matters as I have indicated below.

Should the Association Membership carry over any excess of membership income and transfer to reserves?

_____ YES _____ NO

THE BOARD RECOMMENDS A "YES" VOTE

Carryover: Any excess of membership income over membership expenses for the year ended December 31, 2023 as defined in IRS Sec. 277 shall be applied against the subsequent tax year members' assessments, as provided by IRS Revenue Ruling 70-604. *(If not carried forward, the excess would be subject to Corporate Income Tax.)* **(The Board recommends you vote for the carryover.)**

The undersigned has ratified and confirmed 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.

Owner's Name (print)

Owner's Name (print)

Owner's Signature

Owner's Signature

Date

Unit Number

SUBSTITUTION OF PROXY

The undersigned, appointed as proxy above, does hereby designate _____

Dated: _____

Address: _____

(In no event shall this proxy be valid for a period longer than 90 days after the date of the first meeting for which it was given.)