



RE: SECOND NOTICE OF ANNUAL MEETING OF THE MEMBERS AND ELECTION FOR THE BOARD OF DIRECTORS OF THE VILLAS OF AMBERWOOD CONDOMINIUM ASSOCIATION, INC. ("Association")

Dear Unit Owner:

The Annual Meeting of the Association will be held on **Wednesday, December 13, 2006 at 7:00 p.m. in the VOA clubhouse ("Annual Meeting")**. Sign-in will commence at 6:30 p.m. Immediately following the Annual Meeting of the Members, a meeting of the Board of Directors will be convened for the purpose of electing officers and adopting the Association's Budget for the fiscal year commencing January 1, 2007 ("Budget Meeting"). **Enclosed please find a copy of the Agenda pertaining to the Annual Meeting and the Budget Meeting and a copy of the proposed Budget for the 2007 fiscal year.**

I. ELECTIONS.

In addition to the Annual Meeting, the Unit Owners shall be electing persons to fill the five (5) Directors' positions on the Board for one (1) year terms. The Election shall coincide with the Annual Meeting. The Election shall be by written Ballots and no proxies may be used in connection with the Election. While a quorum of members is not required in order for the Election to be conducted, at least twenty percent (20%) of the eligible voters must cast votes in order to have a valid Election.

The Condominium Act provides that the Board of Directors shall be elected by written Ballot. Enclosed please find a Ballot with an alphabetical list of the candidates for the five (5) Directors' positions and the information sheets if any, submitted by the candidates describing their qualifications.

INSTRUCTIONS FOR COMPLETING THE BALLOT

1. Place an "X" in the boxes on the Ballot next to the names of the candidates you wish to elect to the Board Of Directors. **(DO NOT VOTE FOR MORE THAN FIVE (5) CANDIDATES FOR THE BOARD OF DIRECTORS OR YOUR ENTIRE BALLOT WILL BE VOID).**
2. The completed Ballot must be inserted into the smaller envelope marked "BALLOT ONLY" and the envelope must be sealed. **DO NOT INSERT MORE THAN ONE BALLOT PER ENVELOPE. DO NOT SIGN THE BALLOT.**
3. Insert the sealed smaller envelope marked "BALLOT ONLY" into the larger self- addressed envelope marked "BALLOT RETURN ENVELOPE" and seal the larger envelope.
4. The sole owner of the Unit or the voting Member designated on the enclosed Voting Certificate for a Unit owned by more than one individual (other than a husband and wife), a corporation or other entity should print and sign their name in the spaces provided on the exterior of the self-addressed Ballot Reply Envelope. If a unit is owned jointly by a husband and wife and they have not chosen to designate one of them as the Voting Member for the Unit, either one may print and sign their name on the exterior of the self-addressed Ballot Reply Envelope.
5. Write your Unit Number in the space provided on the outer larger envelope marked "BALLOT REPLY ENVELOPE."

Villas of Amberwood Condominium Association, Inc.

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6. Mail or hand-deliver the larger envelope containing the smaller ballot envelope with the enclosed Ballot to the Association prior to the Election.
7. In accordance with the Condominium Act, upon receipt by the Association, no Ballot may be rescinded or changed. The envelopes received by the Association containing the Ballots shall not be opened until the Election.

A FAILURE TO COMPLY WITH THE INSTRUCTIONS SET FORTH ABOVE MAY RESULT IN YOUR BALLOT BEING INVALIDATED. PLEASE REMEMBER, THE PROXY AND/OR VOTING CERTIFICATE ARE TO BE PLACED IN THE ENVELOPE MARKED "PROXY/VOTING CERTIFICATE." THE BALLOT IS TO BE PLACED IN THE SMALL ENVELOPE MARKED "BALLOT ONLY" AND THEN THE SMALL ENVELOPE MARKED "BALLOT ONLY" IS TO BE PLACED IN THE LARGER ENVELOPE MARKED "BALLOT REPLY ENVELOPE" WHICH CONTAINS SPACES TO PRINT YOUR UNIT NUMBER AND TO PRINT AND SIGN YOUR NAME.

II. ANNUAL MEETING.

At the Annual Meeting, the Members will have the opportunity to vote on whether they wish to waive the statutory Budget reserves for the period commencing January 1, 2007 through the remainder of the Association's fiscal year ending December 31, 2007, as explained

below. Chapter 718, Florida Statutes (the "Condominium Act") requires the Board to adopt the Budget with full statutory reserves unless a majority of the Members voting in person or by Limited Proxy at the Annual Meeting vote to provide no reserves or to partially fund the reserves. **If we fail to obtain a quorum for the Annual Meeting or the necessary vote to waive the reserves, the Board will be required to adopt the Budget with full statutory reserves, which may result in a significant increase in your maintenance assessments for the 2007 fiscal year.**

In order for the Annual Meeting to take place, the presence in person or by proxy of the members holding a majority of the Unit Owners' total votes must be attained. While proxies may not be used for voting for Directors, the Condominium Act permits the use of a Proxy for the purpose of establishing a quorum and for voting on limited matters at the Annual Meeting. Therefore, we are enclosing a Limited Proxy ("Proxy") for the purpose of achieving a quorum and voting on the issue of waiver of the statutory Budget reserves.

The enclosed Proxy must be signed by all the Owners of the Unit or the Voting Member, as explained below. **If you appoint a Proxy holder and later decide you will be able to attend the Annual Meeting in person, you may withdraw your Proxy when you register at the Annual Meeting.**

The enclosed Certificate of Appointment of Voting Member form ("Voting Certificate") is for the purpose of establishing the party who is authorized to vote for a Unit owned by more than one individual (except husbands and wives), a corporation or other legal entity. A Voting Certificate must be signed by all of the Owners of the Unit or the appropriate officer(s), partner(s) or principal(s) of the respective legal entity and filed with the Secretary of the Association prior to the Annual Meeting. **A Voting Certificate is not needed if one individual owns the unit or if a husband and wife own a unit jointly.**

INSTRUCTIONS FOR COMPLETING THE PROXY

1. **Unit Number.** Fill in your Unit number in the space provided on the Proxy.
2. **Designate Proxy Holder.** If you agree to appoint the President of the Association as your proxy holder, you need not enter a name in the blank space. If you wish to appoint a proxy holder other than the President of the Association, fill in the name of your designated Proxy holder in the space provided. **(Please make sure that your designated Proxy holder will be attending the Annual Meeting).**
3. **Vote. “For” or “Against”** the waiver of statutory reserves for the 2007 Budget by checking the appropriate box as indicated on the Proxy.
4. **Date.** Date the Proxy.
5. **Signature.** The Proxy must be signed by the sole owner of the Unit, all the Owners of the Unit – **even if owned by husband and wife**, or by the Voting Member designated on the enclosed Voting Certificate for a Unit owned by a corporation or other legal entity.
6. **Deliver the Proxy.** Insert the Proxy and the Voting Certificate (if required) in the self-addressed envelope marked "PROXY AND/OR VOTING CERTIFICATE REPLY ENVELOPE" and mail or hand deliver it to the Association prior to the Annual Meeting.
7. **You may also submit your Proxy and/or Voting Certificate to the Association's office by facsimile to 800.886.2430.**

THANK YOU FOR YOUR ASSISTANCE IN CONDUCTING THE BUSINESS OF THE ASSOCIATION.

THE BOARD OF DIRECTORS

DATED this 19th day of **November, 2006.**



**CERTIFICATE OF APPOINTMENT OF VOTING MEMBER
("Voting Certificate")**

To the Secretary Of **THE VILLAS OF AMBERWOOD CONDOMINIUM ASSOCIATION, INC. ("Association")**.

THIS IS TO CERTIFY that the undersigned, constituting all of the record Owners of Unit No. ___ of The Villas of Amberwood condominium have designated:

(Name of voting Member)

as their representative to cast all votes and to express all approvals that such Owners may be entitled to cast or express at all meetings of the membership of the Association and for all other purposes provided by the Declaration of Condominium, Articles of Incorporation, and By-Laws of the Association.

The following examples illustrate the proper use of this Voting Certificate:

- A. Unit Owned by individuals who are not married – **A Voting certificate is required designating one of the owners of the Unit as the person entitled to vote.**
- B. Unit owned by a corporation or other legal entity – **A Voting Certificate is required designating person entitled to vote, signed by the properly designated officer(s), partner(s) or principal(s) of the respective legal entity.**
- C. Unit owned by a sole owner – **A Voting Certificate is not required.**
- D. Unit owned by a husband and wife – **A Voting Certificate is not required.**

This voting Certificate is made pursuant to the BY-Laws and shall revoke all prior Voting Certificates and be valid until revoked by a subsequent Voting Certificate.

DATED the _____ day of _____, 2006.

SIGNATURES FOR INDIVIDUAL OWNERS

BY: _____

BY: _____

Print Name: _____

Print Name: _____

BY: _____

BY: _____

Print Name: _____

Print Name: _____

SIGNATURES FOR CORPORATE OWNERS

Name of corporation: _____

BY: _____

Print Name: _____

Attest: _____

Secretary

Title: _____

SIGNATURES FOR ENTITY OWNERS

(Partnership, Trust or other entity)

Name of Entity: _____

BY: _____

Print Name: _____

Title: _____

PLEASE NOTE THAT ANY UNIT OWNED JOINTLY BY TWO OR MORE INDIVIDUALS (OTHER THAN A HUSBAND AND WIFE) OR ANY UNIT OWNED BY A CORPORATION OR OTHER LEGAL ENTITY MUST FILE A VOTING CERTIFICATE BEFORE A MEMBERSHIP MEETING OR SUCH OWNER WILL NOT BE PERMITTED TO VOTE.



**NOTICE OF ANNUAL MEETING AND ELECTION OF DIRECTORS
AND BUDGET ADOPTION MEETING OF THE BOARD OF DIRECTORS
VILLAS OF AMBERWOOD CONDOMINIUM ASSOCIATION, INC.
("Association")**

NOTICE IS HEREBY GIVEN in accordance with the Association's By-Laws and Section 718.112, Florida Statutes, that the Annual Meeting of Members of the Association will be held on **Wednesday, December 13, 2006, at 7:00 p.m. in the VOA's Clubhouse ("Annual Meeting"). Sign-in will commence at 6:50 p.m.**

Notice is also given in accordance with Section 718.112, Florida Statutes, and the Association's By-Laws, that an organizational meeting of the Board of Directors ("Board") and Budget Adoption Meeting of the Board will be convened immediately following the Annual Meeting ("Budget Meeting"). The purpose of the Budget Meeting is for the members of the Board to consider and vote on the adoption of the Association's proposed annual budget for the 2007 fiscal year commencing January 1, 2007 and to conduct any other business which may legally be conducted at such meeting in accordance with the Agenda provided below. **Enclosed please find a copy of the proposed budget for the 2007 fiscal year commencing January 1, 2007.**

A. Election of Directors

1. Call to order.
2. Appointment of Inspector of Election.
3. Determination that twenty percent (20%) of the eligible voters have Cast Ballots in order to have a valid Election.
4. Removal of the inner Ballot envelopes from the outer envelopes and placement into a receptacle.
5. Removal of the Ballots from the inner envelopes and the counting of the votes in the presence of the Unit Owners to elect the Directors to the Board.
6. Counting of the votes in the presence of the Unit Owners to elect the Directors to the Board.
7. Announcement of Directors elected to the Board.

B. AGENDA FOR ANNUAL MEETING

1. Call to order by President.
2. Determination of a quorum of Members.
3. Proof of Notice of the Annual Meeting.
4. Reading or waiver of reading of Minutes of previous Annual Meeting.
5. Reports of Officers.
6. Vote by the Members on the waiver of statutory reserves for the Association's 2007 Budget.
7. Open Forum.
8. Adjournment.

C. AGENDA FOR BUDGET MEETING OF THE BOARD

1. Call to order.
2. Establishment of a quorum of Directors.
3. Election of Officers.
4. Consideration and vote on adoption of the proposed Budget for the 2007 fiscal year.
5. Adjournment.

THE VILLAS OF AMBERWOOD CONDOMINIUM ASSOCIATION, INC.

By: _____

Title: **President Director**

Dated this **19th** day of **November, 2006**.

Villas of Amberwood Condominium Association, Inc.

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LIMITED PROXY WITH SUBSTITUTION OF NOMINEE FOR THE ANNUAL MEETING OF THE MEMBERS OF THE VILLAS OF AMBERWOOD CONDOMINIUM ASSOCIATION, INC. ("ASSOCIATION")

The undersigned Owner(s) or the Voting Member for Unit No. _____ of The Villas of Amberwood Condominium, hereby appoint(s) the President of the Association, or _____ as my/our true and lawful Proxy with powers of substitution to appear for the purpose of obtaining a quorum and to represent and cast votes in the manner specified below at the Annual Meeting of the Members, to be held on **Wednesday, December 13, 2006, at 7:00 p.m., in the VOA Clubhouse ("Annual Meeting"). Sign-in will commence at 6:30 p.m.** This Proxy shall also be used for all lawful adjournments of such Annual Meeting held within ninety (90) days of the date this Annual Meeting was originally called, if any, unless this Proxy is sooner revoked in writing by the undersigned. **THIS PROXY CANNOT BE USED FOR VOTING FOR DIRECTORS.**

LIMITED POWERS. (FOR YOUR VOTE TO BE COUNTED ON THE FOLLOWING ISSUE, YOU MUST INDICATE YOUR PREFERENCE BY CHECKING THE APPROPRIATE BOX PROVIDED BELOW.) PLEASE REVIEW THE LETTER AND NOTICE ENCLOSED WITH THIS PROXY.

Should the Association's Budget for the fiscal year commencing January 1, 2007, include statutory reserves?

FOR RESERVES

AGAINST RESERVES

DATED this _____ day of _____, 2006.

Signature of sole Owner/Voting Member

OR

Signature of Owner/Husband

Print Name: _____

Print Name: _____

Signature of Owner/Wife

Print Name: _____

DO NOT COMPLETE THIS SECTION. This section is only to be filled in by the Proxy holder if the Proxy holder wishes to appoint a substitute Proxy holder.

The undersigned, appointed as Proxy above, does hereby designate _____ to substitute for me in the Proxy set forth above.

DATED this _____ day of _____, 2006.

Proxy Signature



**THE VILLAS OF AMBERWOOD CONDOMINIUM ASSOCIATION, INC. ("Association")
ANNUAL MEETING/ELECTIONS - DECEMBER 13, 2006
ELECTION BALLOT**

I hereby cast my vote for the following candidates to the Board of Directors of the Association.
VOTE FOR NO MORE THAN FIVE (5) CANDIDATES. WHILE YOU MAY VOTE FOR FEWER THAN FIVE (5) CANDIDATES, YOUR BALLOT WILL BE VOID IF YOU VOTE FOR MORE THAN FIVE (5) OF THE FOLLOWING:

- | | | |
|-----|-----------------------------------|--------------------------|
| 1. | Ali, Johann A. (incumbent) | <input type="checkbox"/> |
| 2. | Arange, Beatriz | <input type="checkbox"/> |
| 3. | Bonariva, Pilar Bonariva | <input type="checkbox"/> |
| 4. | Carvajal, Stelia | <input type="checkbox"/> |
| 5. | Dominguez, Jane E. (incumbent) | <input type="checkbox"/> |
| 6. | Economopoulous, Zoraida | <input type="checkbox"/> |
| 7. | Gonzlaez, Lourdes Gonzalez | <input type="checkbox"/> |
| 8. | Ochoa, José F. (incumbent) | <input type="checkbox"/> |
| 9. | Porras, Ingrid | <input type="checkbox"/> |
| 10. | Von Lippke, Carmen M. (incumbent) | <input type="checkbox"/> |
| 11. | Zarama, Juan Pablo | <input type="checkbox"/> |

- **PLACE AN "X" IN THE BOX(ES) NEXT TO YOUR SELECTION(S).**
- **DO NOT SIGN OR IDENTIFY YOUR BALLOT.**
- **PLACE ONLY IN THE ENVELOPE MARKED "BALLOT ONLY."**
- **INSERT THE ENVELOPE MARKED "BALLOT ONLY" CONTAINING YOUR ENCLOSED BALLOT IN THE LARGER ENVELOPE MARKED "BALLOT RETURN ENVELOPE."**
- **THE DESIGNATED VOTING MEMBER OR THE UNIT OWNER OF THE UNIT SHOULD SIGN AND PRINT HIS/HER NAME AND FILL IN HIS/HER UNIT NUMBER IN THE SPACES PROVIDED ON THE LARGER ENVELOPE.**

