

IBIS PROPERTY OWNERS ASSOCIATION, INC.
(the "POA")

February 22, 2021

Re: Proposed Merger with Ibis Golf & Country Club, Inc.
Special Members' Meeting – March 24th
To be conducted by Zoom videoconference & Webcast

Dear POA Members:

Enclosed please find documents that are being provided to you in anticipation of an upcoming Special Members' Meeting to be held for the purpose of voting upon the proposed Plan of Merger of Ibis Golf & Country Club, Inc. (the "Club") with and into the POA. It is important that you cast your vote on this matter. For the proposed Plan of Merger, including its incorporated amendments, to pass, in addition to separate approval by the Club, it must obtain a "Yes" vote from greater than two-thirds (2/3rds) of the members of the POA voting by proxy or by electronic means at a special members' meeting at which a quorum is obtained. The owners of each Lot or Unit in the POA shall be entitled to cast one (1) vote.

You and/or your Lot or Unit's Voting Representative may cast a vote on the proposed Plan of Merger in one of two ways as follows:

- 1) *Via Electronic Voting.* A Member and/or Voting Representative who has consented to electronic voting by March 10, 2021 may vote using the electronic voting platform provided by Vote-Now.Com, LLC. If a person has consented to electronic voting but does not cast an electronic vote, he or she may still cast a vote by proxy. A person voting electronically is counted as being in attendance at the meeting for quorum purposes; or
- 2) *Via Limited Proxy.* A Member and/or Voting Representative may cast a vote by limited proxy using the enclosed limited proxy form. Limited proxies will be counted for quorum purposes and will be counted in the same manner as a ballot.

Please refer to the enclosed proposed Plan of Merger and its incorporated amendments for the text of each of the proposed changes. The Board of Directors asks that you carefully review this letter as well as its enclosures and cast your vote.

Sincerely,

Ibis Property Owners Association, Inc.
By the Board of Directors

Enclosures

IBIS PROPERTY OWNERS ASSOCIATION, INC.
(the "POA")

NOTICE OF SPECIAL MEMBERS' MEETING

NOTICE is hereby given, in accordance with the By-Laws that a Special Members' Meeting will be held on:

Wednesday, March 24, 2021 at 9:00 A.M.

Zoom Meeting Link: <https://us02web.zoom.us/j/83640706955>

Meeting ID: 836 4070 6955; Phone Access 1-312-626-6799 or 1-929-205-6099

WEBCAST: It is planned that the meeting will begin at 9:00 A.M. via Zoom videoconference and be recessed and reconvened at approximately 7:00 P.M. The reconvened portion of the meeting will be combined with Ibis Golf & Country Club, Inc.'s (the "Club") annual meeting, and POA Members will be able to attend the 7:00 P.M. portion of the meeting virtually via a live webcast set up by the Club. Instructions as to how to access the webcast will be announced during the Zoom meeting, be provided on the POA's website, and be obtainable from the Club.

PURPOSE: The meeting will be held by videoconference and webcast for the purpose of voting on a proposed Plan of Merger (including its incorporated amendments) as well as conducting such other business as is indicated on the agenda.

VOTE NOW: If you have consented to electronic voting by March 10, 2021, you may vote on the proposed Plan of Merger (including its incorporated amendments) and be counted for quorum purposes using the electronic voting platform provided by Vote-Now.Com, LLC. Electronic voting will close at 9:00 A.M. on March 24, 2021.

PROXIES: You may vote on the proposed Plan of Merger (including its incorporated amendments) and be counted for quorum purposes by submitting a Limited Proxy. A Limited Proxy form is enclosed with this notice. If you vote by Limited Proxy, your vote cannot be changed by your proxy holder. It is planned that a vote to close proxy voting will be taken at approximately 9:10 A.M. on March 24, 2021.

AGENDA: The meeting agenda is included with this notice.

POSTING: This notice, with agenda, has been posted in a conspicuous place on POA property for the convenience of POA Members.

this Special Members' Meeting has been noticed and will be conducted as practicable, pursuant to the Association's emergency powers set forth in Fla. Stat. §720.316

Ibis Property Owners Association, Inc.

By: Richard Stein, as Secretary
For the Board of Directors

**IBIS PROPERTY OWNERS ASSOCIATION, INC.
(the "POA")**

AGENDA

**for the Special Members' Meeting to be held on
Wednesday, March 24, 2021 at 9:00 A.M.**

Zoom Meeting Link: <https://us02web.zoom.us/j/83640706955>

Meeting ID: 836 4070 6955; Phone Access 1-312-626-6799 or 1-929-205-6099

9:00 A.M. ZOOM VIDEOCONFERENCE

1. CALL TO ORDER.
2. CERTIFICATION OF QUORUM AND OF RECEIPT OF PROXIES.
3. PROOF OF NOTICE OF MEETING.
4. ANNOUNCE THAT ELECTRONIC VOTING ON THE PROPOSED PLAN OF MERGER WAS CLOSED AT 9:00.
5. CLOSE PROXY VOTING ON THE PROPOSED PLAN OF MERGER AT APPROXIMATELY 9:10.
6. CALL TO RECESS MEETING UNTIL 7:00 P.M.
7. ANNOUNCE HOW TO ACCESS WEBCAST AT 7:00 P.M.

7:00 P.M. WEBCAST

8. CONFIRM RECEIPT OF ELECTRONIC VOTING RESULTS.
9. CONFIRM RECEIPT OF PROXY RESULTS.
10. ANNOUNCE RESULTS OF MERGER VOTE.
11. ADJOURNMENT.

Portions of this meeting may be held jointly with the Annual Members' Meeting of Ibis Golf & Country Club, Inc.