

Antiquers Aerodrome, Inc. (“Association”)

Notice of Annual Shareholder Meeting and Election of Directors

NOTICE is hereby given, in accordance with the Association’s By-Laws and Florida Statutes, that the Annual Shareholder Meeting of the Membership and Election of Directors will be held on the following date, at the time and place listed below:

DATE: Sunday, December 10, 2023

TIME: 11:00 AM

PLACE: Antiquers Windsock

The purpose of the Annual Meeting is to choose the number of Directors for 2024 and to elect the Directors. In addition, Shareholders will vote to approve amendments to the Declaration and Bylaws, which amendments are described in specific detail in **Exhibit A** enclosed herein; and to approve a capital project to hire an engineer to develop an infrastructure plan for the community, as described in more detail below.

PROXIES: If you cannot attend the membership meeting, it is important for you to designate a proxy holder that will be in attendance at the meeting to represent you, so that a quorum can be attained and your vote can be counted. A proxy form is enclosed with this notice and must be completed with date and returned to Antiquers Aerodrome, c/o Ryan Poliakoff, Poliakoff Backer, LLP, 400 South Dixie Highway, Suite 420, Boca Raton, FL 33432. You can also email your proxy to rpoliakoff@pbattorneys.com. If you do not get an emailed confirmation of receipt of your proxy within 24 hours, please call Mr. Poliakoff’s office at (561) 361-8535.

AGENDA

Annual Meeting

1. **CALL TO ORDER/PROOF OF NOTICE**
2. **ROLL CALL/CERTIFICATION OF QUORUM** – Collection of Proxies
3. **VOTE ON UNAPPROVED MINUTES (IF ANY)**
4. **NEW BUSINESS**
 - a. Determine number of Board Members for the 2024 Term (the Board is currently seven (7) members)
 - b. Election of Directors
 - i. Note that, as there are seven (7) candidates, in the event that the Membership elects to have a seven (7) member Board no election will be required, and all seven (7) candidates will be seated as Board members
 - c. Vote on Proposed Amendments to Declaration and Bylaws (see enclosed Exhibit A)
 - i. Annual Meeting Date
 - ii. Percentage of Membership Required to Approve a Capital Project of Greater Than \$1,000,000
 - d. Vote on whether to approve the hiring an architect and a contractor to design and engineer a new entry roadway, with new landscaping and with installation of infrastructure improvements, including fiber optic cables, water and power, which project will exceed \$2,000.00
5. **ADJOURNMENT**

AGENDA

Organizational Meeting of the Board of Directors

Immediately following the Annual Meeting on December 10, 2023

1. **CALL TO ORDER/PROOF OF NOTICE**
2. **ROLL CALL/CERTIFICATION OF QUORUM**
3. **ELECTION OF OFFICERS**
4. **ADJOURNMENT**

/s/ Michael Downs

Michael Downs, President

LIMITED PROXY

The undersigned, shareholder(s) property owner(s) of Antiquers Aerodrome, Inc. Lot/s _____ hereby appoints (Check One): _____ a) Secretary of the Board or another officer appointed by the Board of Directors, or _____ b) _____ (if you check b, write in the name of your proxy.) as my proxyholder to attend the Annual Shareholders Meeting and Election of Directors to be held on **Sunday, December 10, 2023 at 11:00 AM at the Antiquers Windsock**. Failure to check either (a) or (b), or, if (b) is checked, failure to write in the name of the proxy, shall be deemed an appointment of the Secretary of the Board or another officer appointed by the Board of Directors as your 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; except in the election of directors or as such authority is limited below (all proxies shall be used to establish a quorum):

I authorize and instruct my proxy to cast my vote as follows:

1. Vote to approve the hiring an architect and a contractor to design and engineer a new entry roadway, with new landscaping and with installation of infrastructure improvements, including fiber optic cables, water and power, which project will exceed \$2,000.00.

Approve _____

Disapprove _____

2. Vote to amend Article IV, Section E of the Recodified Restrictive Covenants and Reservations for Antiquers Aerodrome, Inc., changing the percentage of Members required to approve capital projects costing greater than one million and no/100 (\$1,000,000) Dollars from a majority (greater than 50%) to greater than 60%.

Approve _____

Disapprove _____

3. Vote to amend Section 3 of the Antiquers Aerodrome, Inc. By-Laws, giving the Board the authority to schedule the annual meeting on any date within thirteen (13) months of the notice of the prior annual meeting.

Approve _____

Disapprove _____

Date_____

SIGNATURE(S) OF OWNER(S) OR
DESIGNATED VOTING MEMBER

Signature

Print Name

Signature

Print Name

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 FOR MORE THAN NINETY (90) DAYS FROM THE DATE OF THE ORIGINAL MEETING FOR WHICH IT WAS GIVEN.

EXHIBIT A

PROPOSED AMENDMENTS TO RECODIFIED RESTRICTIVE COVENANTS AND RESERVATIONS FOR ANTIQUERS AERODROME INC. ("DECLARATION") and ANTIQUERS AERODROME BY-LAWS ("BYLAWS")

Proposed Amendment to Article IV, Section E of the Declaration

(new text is underlined and deleted text is ~~stricken through~~)

E. With the consent (which may either be obtained ~~in writing~~ at any time by written consent pursuant to Section 607.0704, Fla. Stat., or by voice vote, show of hands, or ballot at a duly called meeting of the membership of Antiquers Aerodrome, Inc.) of not less than a majority (greater than fifty (50%) percent) of the lots at ANTIQUERS AERODROME with the shareholders of Antiquers Aerodrome, Inc. casting only one vote for each lot regardless of how many individuals or entities own any particular lot. Notwithstanding the foregoing, the approval of greater than sixty (60%) percent of the lots will be required for any capital project of greater than One Million and no/100 (\$1,000,000.00) Dollars.

Proposed Amendment to Section 3 of the Bylaws

(new text is underlined and deleted text is ~~stricken through~~)

3. The annual meeting of the shareholders shall be held on ~~the first Sunday of November each year, if not a legal holiday and if a legal holiday then on the next Sunday following, at 2:00 p.m.~~ a date to be determined by the Board of Directors, but in no event more than thirteen (13) months after the previous annual meeting was noticed (whether or not a quorum was attained); at which meeting they shall elect by plurality vote a Board of Directors and transact such other business as may properly be brought before the meeting.

DECEMBER 10, 2023
ELECTION ABSENTEE BALLOT

You may either sign the bottom of this ballot to cast your absentee vote, or if you prefer to vote a secret ballot do not sign the bottom of this absentee ballot. Place your unsigned ballot in the "Ballot Envelope" with no identifying markings and mail or deliver to the association in the outer "Ballot Return Envelope" bearing shareholder name, address or the Lot & Block for which the vote is being cast, and the signature of shareholder(s) casting that ballot and seal it. Signature(s) will be verified by the secretary. **If property is jointly owned both signatures are required.**

Please note that the membership will be voting on the number of Board members at the Annual Meeting, prior to the collection of the ballots and tabulation of the votes.

PLEASE NOTE the following instructions for the Number Ranking of your ballot votes as this will be required to accurately tabulate the results.

Vote for no more than seven (7) candidates. Next to each candidate for whom you cast a vote, place a number, from one (1) to seven (7), indicating how you rank those candidates, in order of preference. In the event that the Membership determines that the Board shall be less than seven (7) members, your votes will be counted in the order you rank them, and any additional votes (past the actual number of open seats on the Board) will not be tabulated. **IF A BALLOT INCLUDES MORE VOTES THAN THE NUMBER OF OPEN SEATS ON THE BOARD, IT MUST INCLUDE A NUMBER RANKING OR THE BALLOT WILL NOT BE VALID AND CANNOT BE COUNTED.**

PLEASE VOTE BY NUMBER RANKING FOR UP TO SEVEN CANDIDATES
2024 BOARD OF DIRECTORS

_____ Joseph Bilotti

_____ William Bower

_____ Michael Downs

_____ Luiz Claudio Maia Ferreira

_____ Dr. Ira Fine, M.D.

_____ Eric Larson

_____ John Van Lennep

Homeowner's Signature

Homeowner's Signature

Print Name

Print Name

Date: _____

Date: _____