

M E M O R A N D U M

TO: All Owners

FROM: Board of Directors, Westcliffe Estates at Tradition Homeowners Association, Inc.

DATE: April ____, 2025

Amendments to the Governing Documents of Westcliffe Estates at Tradition Homeowners Association, Inc.

In an effort to preserve the community as a desirable place to live for our current and future residents, the Board of Directors (the "Board") of Westcliffe Estates at Tradition Homeowners Association, Inc. (the "Association") has commissioned the enclosed Amendment to the Declaration of Covenants, Conditions and Restrictions for Westcliffe Estates at Tradition (the "Declaration Amendment"), the enclosed Amendment to the Amended and Restated Articles of Incorporation of Westcliffe Estates at Tradition Homeowners Association, Inc. (the "Articles Amendment"), and the enclosed Amendment to the By-Laws of Westcliffe Estates at Tradition Homeowners Association, Inc. (the "By-Laws Amendment").

Please **carefully review** the Declaration Amendment, the Articles Amendment, and the By-Laws Amendment to ensure you understand the revisions and additions contained therein. This Memorandum only provides a brief summary of the provisions affected by the Declaration Amendment, the Articles Amendment, and the By-Laws Amendment and is not a substitute for a full and careful reading of the Declaration Amendment, the Articles Amendment, and the By-Laws Amendment.

The Declaration Amendment revokes a prior amendment to the Declaration of Covenants, Conditions and Restrictions for Westcliffe Estates at Tradition (the "Declaration") which erroneously named Calima Investments, Inc as "Developer" and instead revises the Declaration to designate Calima Investments, Inc as the exclusive "Builder" and to give the Builder certain rights during the "Builder Period" (meaning while the Builder or an affiliate owns any lot within Westcliffe Estates at Tradition), including, for example, the right to perform construction activities without the need to obtain Association approval and the right to approve or disapprove amendments which affect the Builder during the Builder Period. Additionally, the Amendment establishes a "Resale Contribution" and the Association's authority to approve and disapprove proposed sales, leases, and other transfers of lots. In accordance with the relevant provisions of the Declaration, the Declaration Amendment has been approved by Mattamy Palm Beach LLC, as Founder of Tradition.

The Articles Amendment and the By-Laws Amendment establish that the Board consists of an odd number of directors, from three to seven directors, to be set by the Board before providing the first notice of the annual meeting and election. Additionally, the By-Laws Amendment incorporates an election process similar to the condominium style election to require a first notice of the annual meeting and election at least 60 days before the annual meeting, a written notice of intent to run submitted at least 40 days before the annual meeting, a second notice of the annual meeting and election at least 14 days before the annual meeting, and use of a double envelope balloting system. These election procedures also allow a candidate to

submit an information sheet at least 35 days before the annual meeting for distribution to the owners.

The Board is presenting the Amendment to the membership for approval by Written Consent in lieu of a Membership Meeting in accordance with section 617.0701(4), Florida Statutes. A Written Consent in lieu of Membership Meeting is enclosed with this Memorandum for your proper completion, signature, and submission to the Association at 10531 SW Academic Way, Port St. Lucie, FL 34987.

Also enclosed with this Memorandum is a Designated Voter Certificate to be used by the owners of a lot to designate the authorized voter and to inform the Association of such selection. The Designated Voter Certificate is not a proxy and should not be used as such. Please refer to the Designated Voter Certificate for further instructions.

It is the Board's hope that you will recognize the benefits the Declaration Amendment, the Articles Amendment, and the By-Laws Amendment will bring to the Association and will support their passage by returning your properly completed and signed Written Consent in lieu of Membership Meeting to the Association, preferably **within ninety (90) days** of the date of this Memorandum. If you have any questions, please do not hesitate to contact the Board directly. Thank you for your assistance in this matter.

Very truly yours,

Board of Directors
Westcliffe Estates at Tradition Homeowners
Association, Inc.

[TO BE SENT AS MEMORANDUM OR PLACED ON ASSOCIATION LETTERHEAD (IF ANY) TOGETHER WITH THE DECLARATION AMENDMENT, THE ARTICLES AMENDMENT, AND THE BY-LAWS AMENDMENT, DESIGNATED VOTER CERTIFICATE, AND WRITTEN CONSENT]

DESIGNATED VOTER CERTIFICATE

To the Secretary of Westcliffe Estates at Tradition Homeowners Association, Inc. (the "Association"):

THIS IS TO CERTIFY that the undersigned, constituting all of the record owners of Lot No. _____ located at _____ (address) 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 Association's Declaration, Articles of Incorporation, and By-Laws.

The following examples illustrate the proper use of this Certificate:

- (1) Lot owned by John Jones only. No voting certificate required.
- (2) Lot owned by A1A Company, a corporation or partnership. A voting certificate must be filed designating the person entitled to vote, signed by the properly designated officer(s) or principal(s) of the corporation or other entity.
- (3) Lot owned by John Doe and his brother, Jim Doe. A voting certificate is not required but may be provided designating either John or Jim as the person entitled to vote, signed by both John and Jim. If not provided, then either John or Jim may cast the vote, but only one vote is permitted. If both John and Jim vote, then their two votes are not counted.
- (4) Lot owned by John and Jane Doe, husband and wife. A voting certificate is not required but may be provided designating either John or Jane as the person entitled to vote, signed by both John and Jane. If not provided, then either John or Jane may cast the vote, but only one vote is permitted. If both John and Jane vote, then their two votes are not counted.

This Certificate is made pursuant to the Association's Declaration and shall revoke all prior Certificates and be valid until revoked by a subsequent Certificate.

DATED this 21 day of APRIL 2025.

Owner Signature

Owner Signature

Owner Print Name

Owner Print Name

NOTE: The purpose of this form is for the owners of the aforementioned lot to both designate the authorized voter and to inform the Association of such selection. This form is not a proxy and should not be used as such.

WESTCLIFFE ESTATES AT TRADITION HOMEOWNERS ASSOCIATION, INC.

**WRITTEN CONSENT IN LIEU OF A MEMBERSHIP MEETING TO APPROVE
AMENDMENTS TO THE GOVERNING DOCUMENTS FOR
WESTCLIFFE ESTATES AT TRADITION**

The undersigned, being the owner or voting member of Lot No. _____ within Westcliffe Estates at Tradition, the street address of which is _____ being subject to the Declaration of Covenants, Conditions and Restrictions for Westcliffe Estates at Tradition, recorded in the Official Records of Saint Lucie County, Florida, in Official Records Book 3071, Page 1098, as amended from time to time (the "Declaration"), pursuant to Section 2.13 of the By-Laws of Westcliffe Estates at Tradition Homeowners Association, Inc., recorded as Exhibit "C" to the Declaration (the "By-Laws"), and section 617.0701(4), Florida Statutes, do hereby consent to the following action(s) in lieu of a meeting of the membership of Westcliffe Estates at Tradition Homeowners Association, Inc. (the "Association"), to have the same effect as action(s) taken at a duly called meeting of the membership at which a quorum of members was present and voting, as further set forth below:

WHEREAS, the Association has proposed that certain Amendment to the Declaration of Covenants, Conditions and Restrictions for Westcliffe Estates at Tradition (the "Declaration Amendment"), that certain Amendment to the Amended and Restated Articles of Incorporation of Westcliffe Estates at Tradition Homeowners Association, Inc. (the "Articles Amendment"), and that certain Amendment to the By-Laws of Westcliffe Estates at Tradition Homeowners Association, Inc. (the "By-Laws Amendment"); and

WHEREAS, the undersigned has read the Declaration Amendment, the Articles Amendment, and the By-Laws Amendment in their entirety and desires as follows:

NOW, THEREFORE, BE IT RESOLVED that:

1. **Recitals.** The aforementioned recitals are true and correct and incorporated as if fully set forth herein.
2. **Amendments.** To vote to approve and consent to the Declaration Amendment, the Articles Amendment, and the By-Laws Amendment:

☐ FOR ☐ AGAINST

THIS WRITTEN CONSENT IN LIEU OF A MEMBERSHIP MEETING is executed on the date set forth below and shall be effective as of the date of the signature affixed below. The undersigned affirms that this Written Consent in Lieu of a Membership Meeting was signed on the date set forth below and submitted to the Association by providing same to its principal office inside the State of Florida, its principal place of business, the Association's Secretary, or another agent of the Association having custody of the book in which proceedings of meetings of the members is recorded.

OWNER/VOTING MEMBER SIGN BELOW:

Signature

Date

Print Name

**NOTICE OF SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF
WESTCLIFFE ESTATES AT TRADITION HOMEOWNERS ASSOCIATION, INC.**

On _____, 2025, at the _____, at ____:____.m., a Special Meeting of the Board of Directors of Westcliffe Estates at Tradition Homeowners Association, Inc. (the "Association") shall be for the purpose of tallying the membership's approval of the Amendment to the Declaration of Covenants, Conditions and Restrictions for Westcliffe Estates at Tradition (the "Declaration Amendment"), the Amendment to the Amended and Restated Articles of Incorporation of Westcliffe Estates at Tradition Homeowners Association, Inc. (the "Articles Amendment"), and the Amendment to the By-Laws of Westcliffe Estates at Tradition Homeowners Association, Inc. (the "By-Laws Amendment") by written consent in lieu of a membership meeting and for the purpose of approving the Declaration Amendment, the Articles Amendment, and the By-Laws Amendment.

AGENDA

1. Calling of roll and establishment of quorum
2. Proof of notice of meeting or waiver of notice
3. Reading and disposal of any unapproved minutes
4. Reports of officers and committees
5. Unfinished business
6. New business:
 - a. Tally of Written Consents in lieu of Membership Meeting returned by the members to approve the Declaration Amendment, the Articles Amendment, and the By-Laws Amendment; General discussion by members.
 - b. Approval of the Declaration Amendment, the Articles Amendment, and the By-Laws Amendment; General discussion by members.
7. Adjournment

BY ORDER OF THE BOARD OF DIRECTORS

Print Name: _____

Its: _____

Dated: _____, 2025

***[TO BE GIVEN TO EACH DIRECTOR AND CONSPICUOUSLY POSTED IN THE
COMMUNITY AT LEAST FORTY-EIGHT (48) HOURS BEFORE THE BOARD MEETING]***