

**SECOND  
NOTICE OF ANNUAL MEETING  
AND ELECTION OF DIRECTORS OF  
BRINY BREEZES, INC.**

**TO ALL MEMBERS:**

On Wednesday, February 28, 2018, at 9:30 a.m., in the Auditorium of Briny Breezes, Inc., 5000 North Ocean Blvd., Briny Breezes, FL 33435, the Annual Meeting of the Corporation will be held for the purpose of electing Directors, voting to offer the Corporation and/or all of its assets including its property for sale for a period of one year, voting on material alterations to common elements, voting on proposed amendments, voting to reduce the funding of statutory reserves, and such other business as may lawfully be conducted. The Agenda for the 2018 Annual Meeting is:

- I. Call to Order / Proof of Notice / Fire Watch and Safety Announcement.
- II. Board of Directors Roll Call
- III. Certify Quorum – Close of Voting
- IV. Reading of Minutes of 2017 Annual Meeting.
- V. Reading of Communications.
- VI. Auditor Report FY 2016-17 / Nicole Johnson-Pendergrass, Dir. of Operations for Hafer&Co.
- VII. Report of Officers.
- VIII. Report of Standing Committees.
- IX. Reports of Special Committees.
- X. Unfinished Business: None
- XI. New Business:
  - A. President's Address
  - B. Results of Election of Directors in District IV.
  - C. Results of vote on 2018 Ballot Propositions
    1. Offer the Corporation and/or all of its assets (including property) for sale for a period of one year
    2. Criteria for offers received to purchase Corporation and/or all of its assets that will be presented to stockholders for vote
    3. Reduce the funding of statutory reserves
    4. New By-Law Section 3.24 - Nuisances / No Improper Use
    5. Amend By-Law Section 5.10 to authorize one additional Director to sign checks for the Corporation
    6. Replacement of Cabana structures/roofs - material alterations to common elements
    7. Amend By-Law Section 7.80 to specify requirements and criteria for Family Resident Guests
    8. Amend By-Law Section 7.80 to prohibit stockholders who have not paid their assessments and fined from renting (subleasing) their mobile homes
    9. Amend By-Law Section 3.21 to require stock, leases and mobile home ownership documents be held in the same name(s) or by a qualified trust (Section 3.70)
    10. Amend By-Law Section 3.10 to document requirements and responsibilities for an Board-authorized Briny Breezes' clubs
    11. Amend By-Law Section 7.80 (d) as shown on the attached Bid Information Document (BID)
    12. Approve material alteration to approve install up to two Tiki Umbrellas on Briny Breezes beach at no cost to the stockholders
    13. Amend By-Law Section 13.25 as shown on the attached Bid Information Document
- XII. Adjournment.

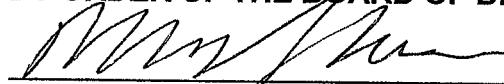
Immediately following the Annual Meeting, the organizational meeting of the Board of Directors will be held for the purpose of electing officers of the Corporation and such other business as may lawfully be conducted.

The Agenda for the Special Board Meeting is as follows:

- I. Call to Order/Proof of Notice
- II. Roll Call
- III. Approval of Minutes (none)
- IV. Reading of Communications (none)
- V. Unfinished Business (none)
- VI. New Business
  - a. Elect Officers of the Corporation
- VII. Adjournment

Dated: February 3, 2018

BY ORDER OF THE BOARD OF DIRECTORS



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Michael Weir, Secretary