

PROXY for ANNUAL MEETING of MEMBERS

(This is not the ballot to elect board members. This is only the Proxy for Quorum for the 2005 annual meeting.)

KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned member of Highland Ranches Property Owner's Association, a Nevada Non-Profit Corporation, do hereby constitute and appoint: **PLEASE CHECK ONLY ONE (1) NAME : checking more will void this Proxy.**

- Mike McDonough, President
- Lou Tassone, Vice President
- Sharon Dixon, Secretary/Treasurer
- Ed Deiderich, Architectural Committee Advisor
- Jim Dakin, Architectural Committee Advisor
- Other: _____

As my true and lawful attorney-in-fact, to attend and represent the undersigned at the annual meeting of the members of said Association, to be held on the 4th day of June 2005, and for and on behalf of the undersigned, to vote on any questions, propositions, resolutions, or any other matter or issue which may come before said meeting or any adjournments thereof according to the number of votes allocated to my membership in said Association which the undersigned would be entitled to vote, if personally present. The undersigned hereby gives and grants to the said attorney-in-fact, in proxy, full power to vote according to my membership, hereby confirming all that said attorney-in-fact and proxy shall do at the meeting pursuant to said proxy. This proxy shall be revocable and shall be deemed to be revoked, when (I), an instrument revoking it or a duly executed proxy bearing a later date is filed with the Secretary of Association. (II), written notice of the death or incapacity of the member executing such proxy is actually received by the Secretary of Association or (III), the lot owned by the member executing such proxy is conveyed, thus terminating the status of the person executing such proxy as a member, or (IV) proxy is returned to the lot owner at lot owners request before the annual meeting starts.

The description of my real property is:

Highland Ranches P.O.A. Lot # (can be found on the mailing label) _____

Whereas, the undersigned has executed this proxy on the _____ day of _____, 2005

(Signature of Member)

(Signature of Member)

That's the legal information you need to sign your Proxy. Please send ONE (1) Proxy per Lot you own.

If we do not get a majority of lot owners attending the meeting by either proxy or in person we will not be able to conduct any Association business. The Association will have to do another costly mailing to inform members of a rescheduled Annual meeting.

If you don't think you will be attending the meeting, please sign your proxy and return it in the envelope provided. If you later decide to attend the meeting you can ask for your proxy back at that time.

A quorum of the membership must also vote to have a valid election (separate ballot form and small ballot envelope enclosed).

Please do not place this proxy in the small ballot envelope with your ballot. You may, however, return this proxy with your voted ballot in the larger return envelope addressed to the HRPOA.

We cannot stress how important it is that we have your ballot along with your proxy or yourself, in person, to be able to hold the election and annual meeting.