

**WESTWINDS VILLAGE, INC.
MEMORANDUM TO MEMBERSHIP**

From: Westwinds Village, Inc. Board of Directors

To: Membership

Re: Number of Directors

Dated: November 30, 2022

Dear Members of Westwinds Village Cooperative,

As you may be aware, two Directors recently resigned from the Board of Directors (“Board”) for Westwinds Village, Inc. (“Westwinds”). Before their resignation, we had nine Directors on the Board. Once they resigned, we contacted the law firm which represents Westwinds and asked for clarification as to when and how the two vacant seats should be filled. In reply, our attorney informed us of a conflict in the governing documents for Westwinds; specifically, our Amended and Restated Articles of Incorporation (“Articles”) cap the number of Directors on the Board at seven, while the Bylaws allow for nine Directors.

The conflict between the documents stretches back to the 1991 version of the governing documents and persists to this day. From 1991 until approximately 2001, Westwinds operated with a seven-person Board. For some reason which we currently cannot understand, sometime around 2001 the Board was increased from seven Directors to nine. Our attorney informs us that when there is a conflict between a corporation’s Bylaws and Articles, the Articles “trump” the Bylaws. Therefore, our theory is that the 2000-2001 era Board of Directors may have reviewed the Bylaws without also reviewing the Amended and Restated Articles of Incorporation, and mistakenly increased the size of the Board of Directors without the proper authority to do so (and in violation of the Articles which should have controlled the situation).

As the Articles have always capped the number of Directors at seven, we cannot replace the resigning Directors at this time. Our attorney has provided us with some options on how to move forward with fixing the conflict between the documents and we are currently evaluating those options. Once a decision is made, we will take the necessary steps to either amend the Articles or Bylaws and cure the conflict between them.

In the meantime, we ask for your patience. It is our understanding that some Members of Westwinds Village may believe our inability to fill the two extra seats as in violation of Florida Law, and are using this issue as a platform to agitate the Membership as a whole. The law mandates that we keep only seven Directors, at least for now, so please understand that the Board will remain at seven Directors unless a decision is made to amend the Articles to allow for two additional Directors. Should you have any questions or concerns, please feel free to contact our CAM, Lou Paul, at manager@westwindsbradenton.com or via telephone at (941) 756-7411. (Please be advised that Ms. Paul cannot provide legal opinions or advice, so her ability to respond to this issue is limited).

Sincerely,

Westwinds Village, Inc. Board of Directors