

LAKWOOD FOREST FUND, INC.
PROXY FOR 2019 ANNUAL MEETING OF MEMBERS AND SPECIAL MEETING OF MEMBERS

The undersigned, a member of the Lakewood Forest Fund, Inc., a Texas non-profit corporation (the "Fund") acting on behalf of all of the owners of the property described below does hereby appoint _____ (or if no individual is designated, then the Secretary of the Association) as my proxy ("Proxy Holder"), and if so indicated below to vote as directed, in my place and stead on my behalf as though I myself were present, with power of substitution, at the 2019 Annual Meeting of Members in January 2019 or any adjournment or continuation thereof and the Special Meeting that is going to be held right after the 2019 Annual Meeting in January 2019 or any adjournment or continuation thereof with the same effect as if the undersigned were present and voting on any business to be conducted at the Annual Meeting, and the Special Meeting which is being held to vote on the Second Amendment to the Restated Bylaws, which is attached hereto.

Select only (1) of the following options:

QUORUM ONLY: Assign this proxy to the Secretary of the Association with the stipulation to **abstain** from casting my vote(s) that is, to use my proxy for the purpose of **establishing a quorum only at the 2019 Annual Meeting and Special Meeting to be held in January 2019.**

DESIGNATED REPRESENTATIVE: I authorize my Proxy Holder, to **vote on my behalf and to represent me** on all matters as though I were personally attending the 2019 Annual Meeting and Special Meeting. *"Designated Representative will be given a ballot at the meeting to be completed for purposes of voting."*

DIRECTED PROXY: Assign this proxy to the Secretary of the Association with the stipulation that the Secretary cast **votes on my behalf at the 2019 Annual Meeting and Special Meeting to be held in January 2019.**

This proxy is revocable at any time before it is exercised, and the undersigned reserves the right to attend the Annual Meeting and Special Meeting and vote in person. **(You must sign, date, print name and include your property address below for this proxy to be valid.)**

Member's signature Date Member's First and Last Name *(please print clearly)*

Property Address in Lakewood Forest *(please print clearly)*

Important Note: Proxy is a total of (2) pages and both pages must be submitted for proxy to be valid.

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Property Address in Lakewood Forest/print clearly (must submit both page 1 & 2 of proxy)

ELECTION OF TRUSTEES: At the 2019 Annual Meeting of Members, the Association has four (4) Trustee positions open. The individuals listed on this form have requested to be placed on the electronic ballot, proxy and paper ballot. Vote "For" up to FOUR candidates only by marking the box next to the name; cumulative voting is prohibited. In addition, you may write-in up to FOUR candidates. This section of the proxy will be invalid if more than FOUR candidates are marked or if cumulative voting is indicated.

NOTE: Candidates are listed in alphabetical order by last name:

Johnson, Scott (incumbent)

Kepecs, Lawrence

Lindauer, Michael (incumbent)

Marshall, Paul (incumbent)

Munz, Roberta (incumbent)

Withington Jr., David L.

Wood, Kevin S.

(write-in candidate)

(write-in candidate)

(write-in candidate)

(write-in candidate)

VOTE FOR SECOND AMENDMENT FOR RESTATED BYLAWS OF LAKEWOOD FOREST FUND, INC.:

At the 2019 Special Meeting of Members, a vote is being conducted on the Second Amendment to the Restated Bylaws, as listed herein, which will allow the Annual Meeting of the membership to be held on any Monday in the first quarter, with proper notification as outlined in the Texas Property Code, at 7:00 o'clock p.m., for purposes of electing Trustees and for the transaction of such other business as may come before the membership. Indicate your selection by marking only (1) box below. This section of the proxy will be invalid if more than (1) box is marked.

For

Against

SUBMISSION OF PROXY: Via mail or delivery to Lakewood Forest Fund, Inc., 12415 Louetta Road, Cypress, TX 77429 or via email to gm@lakewoodforestfund.com