

Bainbridge Owners Association

c/o Homeland Neighborhood Management  
P.O. Box 320248, Flowood, MS 39232

March 19, 2021

**NOTICE OF SOLICITATION FOR WRITTEN BALLOTS  
WITHOUT A MEETING**

Pursuant to Mississippi Code Annotated §79-11-211, the President and the Board of Directors of Bainbridge Owners Association (the "Association") and the Association itself are soliciting written ballots. The Members and Owners of the Association (herein referred to as "Member," "Members," "Owner," or "Owners"), as defined in the *Declaration of Covenants, Conditions and Restrictions for Bainbridge, a Community* dated July 12, 2005 and filed of record at Book 1987, Page 273 of the land records of the Chancery Clerk of Madison County, Mississippi ("Covenants"), as supplemented from time to time, and as defined in the Bylaws of the Association ("Bylaws"), are being asked to vote by written ballot on certain proposed actions, namely, the borrowing of funds of up to \$275,000.00, all for the purpose of refinancing existing debt with Trustmark National Bank secured by the Association's pool and clubhouse (the "Project"). The Ballot and Notice of Proposed Actions is enclosed and describes each proposed action and gives each Member an opportunity to vote for or against each proposed action.

The proposed actions must receive responses totaling a quorum of 51% of eligible Members pursuant to Article VI, Section 7 of the Bylaws. Also, pursuant to Article V, Section 2 of the Bylaws there may be only one vote cast per Lot. As there are 209 Lots, at least 107 responses must be received to meet the quorum requirements.

Pursuant to Article VII, Section 4. (M) of the Bylaws, the borrowing and pledge of collateral must be approved by at least sixty-seven percent (67%) of Members, or by at least 141 affirmative votes. If a Lot has more than one owner, the vote for the Lot can be exercised as they determine, but no more than one vote can be cast per Lot.

To be counted, all ballots or proxies should be returned, properly completed and executed, by delivery to Homeland Neighborhood Management or a member of the Board of the Association or as otherwise stated herein, by **no later than April 16, 2021. Ballots and proxies may be returned by mail to Homeland Neighborhood Management: P. O. Box 320258, Flowood, MS 39232. You may also fax your ballot or proxy to 601-326-0070 or email your ballot or proxy to [info@Homelandmgt.com](mailto:info@Homelandmgt.com), but if you do so also please mail the original to the address stated above. Finally, Board members will be at the clubhouse from 1:00 p.m. to 6:00 p.m. on Saturday March 20, 2021 to collect ballots and proxies, and there will be a drop off box for ballots or proxies at the clubhouse. The Board may notify the members of other dates when they can be available to discuss the ballot at the clubhouse during the ballot period.**

You may also designate a proxy, and a copy of proxy form is included for your convenience. A Member may only vote one proxy, but Homeland Neighborhood Management may vote an unlimited number of proxies. **Pursuant to Article VI, Section 9 (B) of the Bylaws no Member may vote if they are more than 60 days delinquent in any payment due the Association.**

The ballot period will begin on March 18, 2021 and conclude April 16, 2021. This Solicitation and the ballots will be mailed, posted on the neighborhood's Facebook page, and, where information is available, emailed. Additionally, members of the Board or their designees may go door to door to collect ballots or proxies before the close of the ballot period.

**BAINBRIDGE OWNERS ASSOCIATION**

**By: Tony Pace, President, by authority of the Board of Directors**

**BALLOT AND NOTICE OF PROPOSED ACTION: BORROWING OF FUNDS FOR  
THE PURPOSE OF REFINANCING EXISTING DEBT SECURED BY THE  
NEIGHBORHOOD POOL AND CLUBHOUSE AND TO PLEDGE COLLATERAL**

In accordance with the *Declaration of Covenants, Conditions and Restrictions for Bainbridge, a Community* dated July 12, 2005 and filed of record at Book 1987, Page 273 of the land records of the Chancery Clerk of Madison County, Mississippi (“Covenants”), as supplemented from time to time, and as defined in the Bylaws (“Bylaws”) of the Association of Bainbridge Owners Association (“Association”), the President and Board of Directors of the Association and the Association itself have solicited written ballots and proxies. The Members and Owners of the Association, as defined in the Covenants and Bylaws, are requested to review the proposed actions set out below. The proposed actions consist of borrowing up to \$275,000.00, all for the purpose of refinancing existing debt with Trustmark National Bank secured by the Association’s pool and clubhouse (the “Project”). For purposes of this ballot, the words and terms used shall have the meaning as set out in the Covenants and Bylaws unless stated otherwise.

**\*\*Check Only Whether You Agree or Disagree With the Proposed Action and Sign and Date Where Indicated\*\***

**\*\*All proposals within a ballot must be voted upon for the ballot to be effective and counted\*\***

**[BALLOT CONTINUES ON NEXT PAGE]**

**PROPOSED ACTION**

The Association, acting through its Board of Directors, may borrow up to \$275,000.00, with interest fixed at the rate of 4.75% per annum for a term of ten (10) years, in order to refinance and ensure the pool and common areas remain Association property for use of the residents. The Association may also pledge as collateral for said loan the pool and clubhouse and underlying properties and improvements.

\_\_\_\_\_ **I agree with the proposed action.**

\_\_\_\_\_ **I do not agree with the proposed action.**

**SIGNED:** \_\_\_\_\_

**PRINTED NAME:** \_\_\_\_\_

**LOT #:** \_\_\_\_\_

**ADDRESS:** \_\_\_\_\_

\_\_\_\_\_  
**DATE:** \_\_\_\_\_