



# Roundhouse Resort

5829 Buck Springs Road  
Pinetop, AZ 85935  
(928) 638-5180

November 20, 2024

Dear Roundhouse Owners,

Please find enclosed the following important materials for an important Special Meeting (the “**Meeting**”) of the Owners of the Roundhouse Resort Vacation Plan Owner’s Association (the “**Association**”). The purpose of the Meeting is to propose important changes to our governing documents that we believe will assist in the termination efforts.

Specifically, the Association is proposing the following amendments to the Declaration and Bylaws:

- ❖ Move up the sunset date for the timeshare plan to December 31st, 2024. This will allow us to terminate the timeshare program at Roundhouse Resort in the most expeditious manner possible.
- ❖ Provide a sale process for the property. While there are no guarantees, the Association hopes this will save time and legal expenses compared to a court-supervised sale. We will still work diligently to ensure a fair process that maximizes value for all owners.

Enclosed, please find the official notice of the Meeting to vote on these proposed changes, along with the full text of the proposed amendments. We cannot stress enough how important your participation is. If we fail to obtain approval from 67%, it could result in a failed vote.

If you have any questions, please do not hesitate to contact our owner support team at [roundhouserestoreimagined@lemonjuice.biz](mailto:roundhouserestoreimagined@lemonjuice.biz) or 928-638-5180

Thank you for your attention to this important matter. Together we can position the Roundhouse for a successful next chapter.

Best Regards, The Roundhouse Board of Directors

## **Enclosures**

1. Notice of Special Meeting
2. Ballot/Proxy
3. Text of Proposed Amendment (**Exhibit A**)

## NOTICE OF SPECIAL MEETING

### ROUNDHOUSE RESORT VACATION PLAN OWNERS' ASSOCIATION

5829 Buck Springs Road Pinetop, AZ 85935 | 928-638-5180

**NOTICE IS HEREBY GIVEN**, pursuant to A.R.S. §33-2208(B), §10-3702(A), and Article IX Section 9.2 of the Declaration and Article V Section 5.3 of the Bylaws, that a special meeting of the Members of Roundhouse Owners Association will be held on:

**DATE:** December 30th, 2024

**TIME:** 1:00 PM

**PLACE:** Roundhouse Community Clubhouse  
5829 Buck Springs Road  
Pinetop, AZ 85935

**ZOOM:** <https://us06web.zoom.us/j/85670994400?pwd=mS3YbYwwlgKyt64GfMmhKDaneoXftZ.1>

Webinar ID: 856 7099 4400

Passcode: 477777

One tap mobile:

1-305-224-1968

1-301-715-8592

The purpose of this special meeting, pursuant to A.R.S. § 10-3705(c) and permitted by Article IX Section 9.2 of the Declaration and Article V Section 5.3 of the Association Bylaws, shall be:

**To consider and vote upon proposed amendments to the Declaration and Bylaws of Roundhouse Owners Association, as more particularly detailed in the document attached hereto as Exhibit A, and to transact such other business as may properly come before the meeting.**

The Meeting is your chance to make your voice heard in the affairs of the association. Please assist us in adopting this amendment.

Votes at this special meeting may be cast in person or by absentee ballot in accordance with A.R.S. §33-1812, but not by proxy, pursuant to Article V Section 5.7 of the Bylaws. If casting an absentee ballot, please return it in the enclosed envelope no later than December 26, 2024, to ensure it is counted.

If you have any questions, please do not hesitate to contact our owner support team at: [roundhouserestoreimagined@lemonjuice.biz](mailto:roundhouserestoreimagined@lemonjuice.biz) or by phone: 928-638-5180

Best Regards,  
The Roundhouse Board of Directors

#### AGENDA

- 1) Call Meeting to Order & Establish Quorum
- 2) Proof of Notice of Meeting
- 3) Motion to Approve Previous Meeting Minutes
- 4) Special Business
  - a) Discussion of Proposed Amendments
  - b) Motion to Adopt Proposed Amendments
  - c) Member Discussion
  - d) Vote on Motion
- 5) Adjournment

## PROXY & BALLOT

### ROUNDHOUSE RESORT VACATION PLAN OWNERS' ASSOCIATION

5829 Buck Springs Road Pinetop, AZ 85935 | 928-638-5180

The undersigned Owner(s) in the Roundhouse Owners Association, an Arizona non-profit corporation, hereby revoke(s) all previous proxies and appoint(s) the selection below as my/our proxy holder, with full power of substitution, to attend the Meeting of the Association to be held on December 30, 2024 at 1:00 PM at the Roundhouse Community Clubhouse, and any adjournment(s) thereof, to cast on my/our behalf any votes that I/we would be entitled to cast if then personally present. Unless otherwise indicated below, the proxy holder is authorized to vote as they see fit on the motion presented in this notice. Should the ballot below be completed, the designed proxy is directed to vote in accordance therewith. SELECT ONE OR NONE:

☐

(please print)

☐

THE ASSOCIATION BOARD OF DIRECTORS

I/We hereby ratify and confirm all that the proxy may lawfully do by virtue of this proxy. This proxy shall automatically cease upon the final adjournment of the meeting for which it is given.

## BALLOT

**INSTRUCTIONS:** This ballot may be completed and returned in advance of the meeting (absentee) or submitted in person at the special meeting on December 30, 2024. For your vote to count, the ballot must be completed and signed.

**MOTION:** To adopt the amendments to the Declaration and Bylaws of the Association as described per Exhibit A.

Select ONE:

☐

YES, I vote to **APPROVE** the proposed amendments to the Declaration and Bylaws.

☐

NO, I vote to **OPPOSE** the proposed amendments to the Declaration and Bylaws.

Unit(s): \_\_\_\_\_ Number(s): \_\_\_\_\_

Sign: \_\_\_\_\_

Sign: \_\_\_\_\_

Print: \_\_\_\_\_

Print: \_\_\_\_\_

If submitting this ballot in advance of the meeting (absentee), it must be received no later than December 26, 2024.

Best Regards,  
The Roundhouse Board of Directors

Please return by:

**Mail:**

Roundhouse Owners Association

Attn: Ballot

7380 W. Sand Lake Rd., Suite 130

Orlando, FL 32819

**Email:**

[roundhouserestortreimagined@lemonjuice.biz](mailto:roundhouserestortreimagined@lemonjuice.biz)

**PROPOSED AMENDMENT**  
**SEVENTH AMENDMENT**  
**TO AMENDED AND RESTATED DECLARATION OF VACATION PLAN**  
**FOR ROUNDHOUSE RESORT**

This SEVENTH AMENDMENT TO AMENDED AND RESTATED DECLARATION OF VACATION for ROUNDHOUSE RESORT (“**Seventh Amendment**”), made and executed this \_\_ day of December 2024, by the ROUNDHOUSE RESORT VACATION PLAN OWNERS’ ASSOCIATION (“**Association**”), an Arizona nonprofit corporation, is made with reference to the following Recitals and is as follows:

**WHEREAS**, the Declaration of Vacation Plan for Roundhouse Resort (the "**Original Declaration**") was first recorded in the office of the Navajo County Recorder on May 28, 1981, in Docket 628, Page 543; and

**WHEREAS**, the Original Declaration was amended and restated by the Amended and Restated Declaration of Vacation Plan for Roundhouse Resort (the "**Amended and Restated Declaration**") was recorded in the office of the Navajo County Recorder on March 2, 1987, in Docket 859, Page 438; and

**WHEREAS**, the Amended and Restated Declaration was subsequently amended by recording the following instruments in the office of the Navajo County Recorder: the First Amendment to Amended and Restated Declaration of Vacation Plan, recorded on April 27, 1990, in Docket 991, Page 628; the Second Amendment to Amended and Restated Declaration of Vacation Plan, recorded on December 9, 1996, at Document Identifier 1996-23667; the Third Amendment to Amended and Restated Declaration of Vacation Plan, recorded on May 3, 1999, at Document Identifier 1999-09067; the Fourth Amendment to Amended and Restated Declaration of Vacation Plan, recorded on July 21, 2000, at Document Identifier 2009-16971; the Fifth Amendment to Amended and Restated Declaration of Vacation Plan, recorded on November 23, 2001, at Document Identifier 2001-24306; and the Sixth Amendment to Amended and Restated Declaration of Vacation Plan, recorded on September 2, 2009, at Document Identifier 2009-16971 (collectively, the "**Amended Declaration**"); and

**WHEREAS**, the Association desires to further amend the Amended Declaration; and

**WHEREAS**, pursuant to A.R.S. § 33-2205(B), the Board of Directors of the Association shall not act on behalf of the Association to amend the Amended Declaration without a vote of the Owners; and

**WHEREAS**, pursuant to A.R.S. § 33-2205(G), notwithstanding provisions within the Amended Declaration, Owners who are delinquent in assessments for common expenses do not have the right to cast votes and the Amended Declaration defines Member as Vacation Plan Owner’s “who are in good standing”; and

**WHEREAS**, pursuant to Article IX, Section 9.1 of the Amended Declaration, the Declaration may be amended by the affirmative Vote of Members, which shall be effective upon filing in the Office of the County Recorder of Navajo County, Arizona; and

**WHEREAS**, at a special meeting of the Association conducted on December 30, 2024, the in accordance with the terms and provisions of the Amended Declaration and Bylaws, a majority of Members, representing \_\_% of Vacation Club Owners entitled to vote, voted to amend the Amended Declaration; and

**WHEREAS**, unless expressly stated hereafter, the capitalized terms used herein shall have the same meaning as set forth in the Amended Declaration.

**NOW, THEREFORE**, in accordance with and pursuant to the vote of Members, the Amended Declaration is hereby amended as follows:

1. **Definitions**: Amended Declaration, Article I, “Definitions” is amended as follows:

Section 1.22, "Majority of Voting Members" is hereby deleted in its entirety and replaced with the following:

**1.22** “Majority of Voting Members” means Vacation Plan Owners certified by the Secretary as eligible Vacation Plan Owners being in compliance with Article I and Article VI Section 3 of the Bylaws and having voted, in the aggregate in excess of 50% (fifty percent).”

Section 1.41 “Super-Majority of Members” is hereby deleted in its entirety and replaced with the following:

**1.41** “Super-Majority of Voting Members” means Vacation Plan Owners certified by the Secretary as eligible Vacation Plan Owners being in compliance with Article I and Article VI Section 3 of the Bylaws and having voted, in the aggregate in excess of 67% (sixty-seven percent).”

A Definition for “Voting Member” is hereby added:

**1.51** “Voting Member” means Members who are certified by the Secretary as current in the payment of all assessments and other charges levied against such Member's Vacation Plan, and whose voting rights have not been suspended pursuant to Article I and Article VI, Section 3 of the Bylaws, as authorized by Article XI, Section 2 of this Amended Declaration.”

2. Amendment: Article IX, Section 9.1 “Amendment” is hereby deleted entirely and replaced with the following:

**9.1 AMENDMENT.** The Declaration may be amended by "Vote" of a majority of Voting Members. Any Amendment shall be binding upon every Vacation Plan Owner and every Vacation Plan whether the burdens thereon are increased or decreased. No Amendment shall require the consent or approval of any mortgagee. Any Amendment authorized hereby shall be evidenced by an instrument in writing, signed and acknowledged by a President or any two officers of the Association, which Amendment shall be effective upon filing in the office of the County Recorder of Navajo County, Arizona.

3. Termination: Article IX, Section 9.2 “Termination” is hereby deleted entirely and replaced with the following:

**9.2 TERMINATION.** Subject to the provisions of Paragraph 7.2, this Declaration shall remain in effect until December 31, 2024, unless terminated sooner by a vote of a Super-Majority of Members. Upon expiration of the term, the Declaration shall automatically terminate unless extended by a vote of a Super-Majority of Members.

If the Interval Ownership Plan is terminated, Vacation Plan Owners shall become tenants in common. The Board of Directors shall be appointed Trustee to sell the Units previously committed to the Vacation Plan and distribute the proceeds to the Vacation Plan Owners per a Termination Plan approved by the Vacation Plan Owners concurrently with their vote to terminate.

As Trustee, the Board shall have the powers to: (a) carry out the sale and disposition of the Units for the Vacation Plan Owners' benefit, including signing contracts, deeds, tax forms and returns, liens, lien releases, statements, and related documents required or reasonably necessary for such sales and proceeds distribution per the Termination Plan; (b) collect debts and settle Vacation Plan Owner accounts related to such sales; (c) employ agents, attorneys, and other professionals to assist with the sale process; (d) defend suits and sue on behalf of the Association for all sums due and owing to or relating to the sale process; (e) maintain or repair Units or Common Areas and Common Furnishings prior to such sales; (f) collect rent, profits, fees, and insurance proceeds; and (g) pay all costs associated with the sale, disposition and termination process.

In addition to other indemnification rights as Directors, the Association shall indemnify Board members against reasonable expenses, including attorney's fees, incurred in defense of any action, suit or proceeding (or related appeal) to which they are party by reason of actions taken or not taken as Trustee, and against settlement or judgment amounts, except where adjudged for gross negligence or gross misconduct in performing Trustee duties.

Except as otherwise expressly set forth in this Seventh Amendment, the terms, conditions and provisions and the Amended Declaration shall remain in full force and effect without change.