

HANAIEI BAY RESORT VACATION OWNER ASSOCIATION, INC.

PROXY / PLEDGE

KNOWN ALL MEN BY THESE PRESENTS, that, in accordance with Part 2, III Section 2.13 A of the Bylaws of **HANAIEI BAY RESORT VACATION OWNER ASSOCIATION, INC.**

(the "Association") and the Hawaii Revised Statutes, 514B-123, the undersigned, with respect to all of the current and any future membership units held by the undersigned, hereby appoints:

- (i) Celebrity Resorts of Hanalei Management Company, LLC, the management company of the Association (the "Management Company"), and
- (ii) C. Craig Lewis, individually, and as President of the Management Company, and/or
- (iii) the appointees, designees or substitutes of the Management Company

as the proxy of the undersigned, with power of substitution, to act on behalf of the undersigned, including the full power to vote at any meeting of the Association, any continuation of such meeting, which the undersigned is entitled to vote, with the same force and effect as the undersigned might or could do if personally present thereat, in his discretion upon any other business that may properly come before such meeting.

Said proxy or their substitute as shall be present and act for the undersigned, shall have and may exercise all of the powers of said proxies hereunder. This Proxy shall expire upon the seventh (7th) anniversary of the date hereof.

Executed this _____ day of _____, _____.

Please sign this proxy in exactly the same way that your name appears on the deed of ownership. If unit is jointly owned, each owner must sign.

By: _____

By: _____

«NM1»

«NM1»

Member Name (print)

Member Name (print)

THE EXECUTION OF THIS PROXY REVOKES AND REPLACES ALL PRIOR PROXIES THAT YOU PREVIOUSLY GRANTED.

YOU MAY REVOKE THIS PROXY AT ANY TIME BY SENDING WRITTEN NOTICE OF SUCH REVOCATION TO THE ASSOCIATION:

c/o Celebrity Resorts of Hanalei Management Company, LLC
4700 Millenia Boulevard, Suite 600 • Orlando, Florida 32839