

**PROXY**

I represent that I am a member in good standing of NORTHERN ERIE SNO-SEEKERS, INC., a New York not-for-profit corporation (the Corporation). The Corporation seeks to amend and restate the Constitution and By-laws of the Corporation as set forth in the proposed Bylaws included within the notice of meeting of members.

**I authorize the Secretary, or other officer or director fulfilling the duties of the corporate secretary, of the Corporation to act for me at the next meeting of the members of the Corporation at which the amendment of the Certificate of Incorporation of the corporation shall be considered, or at any adjournment of such a meeting, by casting all the votes I could cast if I were present in accordance with ONE of the following directions [CHECK ONE ONLY]:**

**FOR all of the amendments to the Constitution and Bylaws described above, or**

**AGAINST all of the amendments to the Constitution and Bylaws described above.**

I revoke all proxies previously given by me with respect to the above subject matter.

Dated: \_\_\_\_\_, 2011

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Print name