

October 23, 2007

Shorewalk Community, Inc.
Indianapolis, Indiana 46236

Dear Homeowner:

In accordance with the legal documents of Shorewalk Community, Inc. notice is hereby given that the Association's Annual Meeting will be held on **Monday November 5, 2007** at Amy Beverland School, 11650 Fox Road, Indianapolis, Indiana. The meeting will begin promptly at **7:00 P.M.** with the establishment of a quorum. **Registration will begin at 6:30P.M.** An agenda for the meeting is as follows:

- I. Call to Order- establishment of a Quorum
- II. General Overview from the President
- III. Reading and Approval of 2006 Annual Meeting Minutes
- IV. Proposed Amendments to the By-Laws
- V. Nomination and Election of Candidates to the Board of Directors
- VI. Presentation and Approval of 2007 Forecast and 2008 Budget-Operating/Reserve
- VII. Presentation and Approval of 2007 Forecast and 2008 Budget – Dock Owners Only
- VIII. Homeowners Concerns (20 minutes)
- IX. Adjournment

Four positions are open on the board. Three terms are for three years. One is for two years. To nominate a candidate, please submit the name in writing on the enclosed nomination form and send to this office prior to November 2, 2007.

As we have in previous years, we will have an informal meeting with the Board on Saturday, November 3, 2007 from 10:00 A.M. to 11:00 A.M. to discuss the proposed budget.

Enclosed please find your voter's proxy. If you hold license to a boat dock there is a separate proxy for you. **If there is any possibility that you may be unable to attend the meeting, please fill out and send it to this office, give it to a member of the Board of Directors or give it to a neighbor who you are certain will attend the meeting or bring to the Saturday morning meeting. Your proxy insures a quorum at the meeting and allows you to protect your vote and demonstrates your interest.**

Should there be any questions, please do not hesitate to contact this office. We look forward to seeing each of you at the Annual Meeting **on Monday, November 5, 2007** at Amy Beverland Elementary School. **Remember, registration begins at 6:30 P.M.**

BY ORDER OF THE BOARD OF DIRECTORS OF SHOREWALK COMMUNITY, INC.


Mary Lou Cafey
Property Manager

Enclosures: Proposed Amendment, Budget, Summary, Reserve Forecast, Budget, Dock Budget, Nominee Form, Proxy

Shore walk Community Inc.
Annual Meeting
November 13, 2006

Annual was held at the Amy Beverland School Monday, November 13, 2006 with 101 homeowners present or voting by proxy. Donna Ward introduced the board and our attorney Mr. Buschmann.

Jim Vollnogle presented the 2006 budget forecast and the completed projects for 2006. He then presented the 2007 budget and the need for a special assessment to construct the replacement of the retaining walls along Leander Lane and behind Buildings 8-9-10.

Discussion followed and an amendment to not charge the Garden Units with the addition 3 percent as proposed was approved. Discussion on the special assessment of \$ 500.00 was approved with payment to be \$100.00 per month January to May 2007. Motion for approval by Dan Cook Second Gail Koehler

Dock Budget was presented to the 60 dock owners in attendance. A motion to amend the proposed dock fee to \$500.00 was made and the budget as amended was approved. Motion Tom Wilhoite Second Peggy Sychowski.

Following members were elected to the Board of Directors:
Leonard Drescher, Jim Getchell and Chris Rexroat.

Following items were placed before the meeting by homeowners:

1. Suggested we need to follow up on repairs being accomplished by Kirkpatrick to insure there are no long delays.
2. Needed to Strip parking lot at the Garden Units.
3. Problem with motorcycle parking at the Garden Unit parking lot.
4. Comments on disability access to docks and clubhouse.

Motion to adjourn by Melissa Lane

Respectfully submitted
James Vollnogle

PROPOSED AMENDMENTS TO THE BY-LAWS
OF
SHOREWALK COMMUNITY, INC.
A NOT-FOR-PROFIT INDIANA CORPORATION

1. Article II, Section 2.2 is amended to read as follows: **2.2 Annual Meeting** The annual meeting of the members of the Association shall be held on the ~~second Tuesday of February of each calendar year. the first annual meeting shall not be held until the second Tuesday in February, 1984, or such earlier date as determined by Declarant.~~ **During the month of November of each calendar year and no later than the fourth Monday of the month.** At the annual meeting, the Owners shall elect the Board of Directors of the Association in accordance with the provision of these Bylaws and transact such other business as may properly come before the meeting.

2. Article II, Section 2.5.1 is amended to read as follows: **2.5.1 Number of Votes.** Each Owner of a Unit in Shorewalk I ~~ans~~ and Shorewalk II shall be a member, and shall be entitled to one vote per Unit.

3. Article III, Section 3.1 is amended to read as follows: **3.1** The affairs of the Association shall be governed and managed by the Board of Directors (herein collectively called "Board"). ~~The initial Board shall be composed of three (3) persons. After the expiration of the term of the initial Board, the constituency of such Board shall be increased to consist of nine (9) members. , but the number of members on the Board shall not exceed nine (9).~~ No persons shall be eligible to serve as a Director unless he is an Owner in Shorewalk I or Shorewalk II, as defined in the Declarations, ~~or is an attorney, agent or employee of Declarant.~~ ~~At the time of enlargement of the Board to nine (9) members, four (4) of such Board members shall be Owners of Units in Shorewalk I and four (4) shall be Owners of Units in Shorewalk II.~~ The remaining Board members shall be selected at large as determined by all members entitled to vote.

4. Article III, Section 3.2 is amended to read as follows: ~~3.2 Initial Board of Directors. The initial Board of Directors shall be D. Eugene Rubeck, Ronald P. Rubeck and Lawrence R. O'Hair. The initial Board shall hold office until January 1, 1988, or the date when the final Unit in the build-out period is sold or the Project is turned over to the Owners of Units who are members of the Association, whichever occurs first, and thereafter the Board shall be elected in accordance with ARTICLE IX of the Articles of Incorporation of Shorewalk Community, Inc.~~ **Intentionally omitted.**

5. Article III, Section 3.4 is amended to read as follows: **3.4 Term of Office and Vacancy. Three (3) Members** ~~The Board of Directors~~ shall be elected at each annual meeting of the Association ~~to serve a term of three (3) years on the Board of Directors. subject to the limitations set forth in Section 3.2 above.~~ Any vacancy or vacancies occurring in the Board shall be filled, **for the remainder of the vacant Director's term,** by a vote of a majority of the remaining Directors or by vote of the Owners, if a Director is removed in accordance with Section 3.5 of this ARTICLE III.

6. Article III, Section 3.6.4 is amended to read as follows: 3.6.4 Resurfacing, paving and maintaining streets, parking areas, ~~garages~~ and sidewalks, and the regulation of the use thereof;

7. Article III, Section 3.10 is amended to read as follows: 3.10 Meetings. Regular meetings of the Board of Directors ~~may~~ shall be held normally on the third (3rd) Monday of each month, at such time and place as shall be determined, from time to time, by a majority of Directors. **If it becomes necessary to change the normal meeting date, the Secretary shall give notice of regular meetings of the Board to each Director, personally or by United States mail, at least five (5) days prior to the changed date of such meetings.**

8. Article V, Section 5.1.5(a) is amended to read as follows: 5.1.5(a) No Owner shall cause or permit anything to be hung or displayed on the outside of the windows or placed on the outside walls of a building, or on or upon any balcony or patio, and no sign, awning, canopy, shutter or radio or television antenna or other attachment or thing shall be affixed to or placed upon the exterior walls or roof or any other part of the building without the prior written consent of the Board, unless such use is expressly permitted by these Bylaws. **The installation of satellite dishes, less than one (1) meter in diameter, is permitted, but such dishes may only be attached to Building surfaces approved by the Board and may not be fastened to the roof of any Building. An Owner will be responsible for the removal of his satellite dish and the repair of any damage to the Building Surfaces upon sale of his Unit.**

Shorewalk Community, Inc.	\$241			\$265
Operating Account	\$262			\$288
Proposed 2008	\$286			\$315
			10%	
Income	2007 Budget	2007 Forecast	2008 Proposed	Per unit/per month
Maintenance Fees	606,912	607,856	667,323	287
NSF Charges	0	0	0	
Special Assessment	97,000	97,000	0	
Misc. Income	0	150	0	
Late Charges	2,000	4,140	2,000	.85
Bad Debt	0	0	0	
Clubhouse Income	0	125	0	
Insurance Claims rec'd	0	0	0	
Recovery Court/Legal	0	5,797	0	
Interest Income	60	275	90	.03
Less Repl. Reserve Funding	-275,976	-295,976	-329,553	142
Less Ins. Claim Funding	0	0	0	
Less Ins. Reserve funding	0	0	0	
Less Spe. Assessment Funding	-97,000	-93,500	0	
Total Income	332,936	325,867	339,860	145
Expense				
ADMINISTRATIVE EXPENSE				
Management Fee	30,293	30,293	31,505	13.53
Professional Fees (legal/audit)	4,000	7,153	4,000	1.71
Administrative Expense	4,500	4,375	4,500	1.93
Federal & State Taxes	200	0	0	-
Real Estate Taxes	40,100	6,832	40,100	17.22
Property & Liability Insurance	40,093	46,093	47,475	20.39
Insurance Claims Paid	0	0	0	-
Total Administrative Expense	125,186	94,746	127,580	54.78
UTILITIES EXPENSE				
Electricity	11,000	11,380	12,000	5.15
Water/Sewer Expense	3,000	5,122	5,000	2.14
Total Utilities Expense	14,000	16,502	17,000	7.29
G.T. SERVICES (GROUNDS)				
Mowing	33,000	33,000	33,000	14.17
Lawn Chemicals	17,000	17,000	17,000	7.30
Foundation Shrub Trim	20,950	20,950	20,950	8.99
Mulch/Bed Maintenance	34,900	34,900	34,900	14.99
Leaf Removal/Seasonal Cleanup	6,100	6,100	6,100	2.62
Shade Tree Trimming	6,750	6,750	6,750	2.89
Flowers	2,950	2,950	0	-
Total G.T. Expense	121,650	121,650	118,700	50.96
BLDGS. & GROUNDS EXPENSE				
Security Expense	5,100	5,100	5,100	2.19
Clubhouse Expense	500	517	500	0.21
Pool Supplies & Maintenance	8,000	11,928	8,000	3.43
Snow Removal	20,000	29,802	20,000	8.59
Common Area Maintenance	16,000	16,100	16,000	6.87
Roofs/Vents/Soffits/Gutters	9,000	10,265	10,710	4.60
Stairs/Decks/Balcony Repairs	3,000	4,875	4,000	1.71
Siding/Trim/Brick Repair	4,000	8,045	5,000	2.14
Lighting & Electrical Repairs	2,000	2,635	2,500	1.07
Animal -Pest Control	1,000	875	1,000	0.42
Grounds Maintenance	3,500	3,670	3,500	1.50
Total Bldg/Grounds Maint.	72,100	102,812	76,310	32.73
ADMINISTRATIVE EXPENSE	125,186	94,746	127,850	54.78
UTILITIES EXPENSE	14,000	16,502	17,000	7.29
GT	121,650	121,650	118,700	50.96
BLDGS/GROUNDS	72,100	102,812	76,310	32.73
TOTAL EXPENSE	332,936	335,710	339,860	145.76
		-9,843		

Shorewalk Community, Inc.
Approved 2007 Budget

Bal. 12/31/06
\$224,155.72

Bal. 12/31/06
\$173,299.52

INCOME	2007 Budget	2007 Forecast
Replacement Reserve Fees	275,976	300,276
Special Assessment Income	97,000	89,300
Interest	2,000	1,778
TOTAL INCOME	\$374,976	\$391,354
EXPENSE		
Administrative	0	2,100
Pool		
Misc. Pool Fixtures/Equip.	2,000	0
Misc. Pool Repairs	2,000	2,100
Painting		
19	4,850	4,850
11	450	450
12	7,939	10,099
24A	3,990	3,990
13	7,939	7,939
14	7,939	7,939
15	4,850	4,580
21	3,990	3,990
23	5,180	5,180
26	5,180	5,180
Staining		
24A	0	2,950
23	4,412	4,412
26	4,412	4,412
11 Clubhouse deck	450	450
Roof		
Bldg. #10	43,225	14,525
Bldg. #19	33,496	33,496
Bldg. #18B	17,996	17,996
Bldg. #18A	18,560	18,560
Bldg. #16A	18,000	18,640
Bldg. #25A	0	14,826
Gutters		
Bldg. #19	3,200	3,200
Bldg. #18B	2,700	2,700
Bldg. #18A	2,700	2,700
Bldg. #15	3,500	3,500
Bldg. #16B	2,700	2,700
Bldg. #25A	0	2,700
Replacement		
Clubhouse-furnace and a/c	0	4,341
Window/Door Replacement	35,000	48,500
Garage Doors	2,500	1,500
Concrete Street Easement Repl.	10,000	16,530
Concrete Driveway Repl.	8,000	0
Siding Repairs /Paint	3,500	6,708
Asphalt - Shorewalk Drive-pave/sealcoat	4,000	2,921
Asphalt- Pool Parking Lot-pave/stripe	2,000	0
Asphalt - Curb at pool	0	0
Maintenance		
Tennis Court repair	0	0
Pool Key replacement	0	0
Deck Repair	3,500	3,038
Water/Sewer Line	2,000	700
Landscape	7,000	7,000
Contingency-inspections	0	6,000
Erosion		
Railroad Tie Retaining Wall -lower Leander	145,000	184,591
Erosion Lake walkway	3,000	0
Erosion Pointe- Hillside	1,000	0
Foundation Repairs	0	6,400
Total Expense	438,158	472,393
	Bal. 12/31/07	Bal. 12/31/07
	160,973.72	92,260.52

Proposed 2008 Replacement Reserve Budget

\$92,260.52

INCOME		2008 Budget
Replacement Reserve fees		329,553
Interest Income		1,500
Total Income		331,053
EXPENSE		
Administrative		1,000
Pool		
Pool Fixtures/Equipment		1,000
Pool Repairs		1,000
Painting		
Bldg. #1 Trim Only		3,850
Bldg. #2 Trim Only		7,140
Bldg. #3 Trim Only		1,250
Bldg. #4 Trim Only		3,850
Bldg. #5 Trim Only		5,700
Bldg. #6 Trim Only		7,140
Bldg. #7 Trim Only		5,700
Bldg. #10 Painting		8,850
Bldg. #22 Painting		6,250
Bldg. #30 Painting		5,980
Staining		
Bldg. #1		3,360
Bldg. #2		5,920
Bldg. #4		3,700
Bldg. #5		4,440
Bldg. #6		6,220
Bldg. #7		4,440
Bldg. #10		7,200
Roofs		
Bldg. #12		34,200
Bldg. #15		36,450
Bldg. #26		31,875
Gutters		
Bldg. #12		4,820
Bldg. #15		3,870
Bldg. #26		2,510
Replacement		
Window/Door Replacement		67,000
Garage Doors		2,500
Concrete Street Easements Repl.		10,000
Concrete Driveway Replacement		10,000
Siding Repairs -Replacements		8,000
Asphalt Shorewalk Dr, Pool, CH Pkg, Nekton		0
Maintenance		
Tennis Court Repair/Replace		0
Pool Key Replacement		0
Deck Repairs/Replacement		3,000
Water/Sewer Lines		2,000
Landscape Replacement		7,000
Erosion		
Railroad tie retaining wall replacement		5,000
Erosion -lake walkway		3,000
Erosion - hillside-Pointe		1,000
Contingency- Emergency Repairs		
Inspections/Closings		10,000
Total Expense		334,215
	Bal. 12/31/08	
		\$88,096.52

SHOREWALK BOARD OF DIRECTORS

NOMINEE - QUESTIONNAIRE

Name _____

Address _____

Occupation _____

How long have you lived at Shorewalk? _____

Why are you interested in becoming a Board Member? _____

What specific training have you undertaken which would be useful to Shorewalk?

Do you have any specific areas of interest as a Board Member?

Are you currently participating in any capacity with the Shorewalk Community, Inc.

_____ Yes _____ No

What capacity? _____

Please return by November 2, 2007

PROXY

SHOREWALK COMMUNITY, INC.

The undersigned, _____ owner of voting
representative of unit number _____ located at _____
in Shorewalk Community hereby names and appoints _____
as his attorney - in - fact to vote on any and all matters which come before the meeting of the
owners of Shorewalk Community to be held at 7:00 P.M. on Monday, November 5, 2007 or at
any other reconvened meeting thereof, pursuant to the Association's Bylaws. To be held at Amy
Beverland Elementary School, 11650 Fox Road, Indianapolis, Indiana 46236. It is understood
that this proxy is revocable and may be canceled at any time prior to the meeting by notice in
writing to the Secretary of the Association or by attendance in person at the meeting.

A voting member is entitled to vote either in person or by Proxy, executed in writing by such
voting member or by his or her duly authorized attorney - in -fact, and delivered to the secretary
of the Association.

Voting Member(s)

Address