


FILED
May 02, 2007 8:00 am
Secretary of State

04-17-2007 90240 033 ***150.00

**2007 FOR PROFIT CORPORATION
ANNUAL REPORT**

DOCUMENT # P06000103407			
1. Entity Name CAROLINA LAND INVESTMENTS CORPORATION			
Principal Place of Business 300 EAST AVENUE CLERMONT, FL 34711 US		Mailing Address 300 EAST AVENUE CLERMONT, FL 34711 US	
2. Principal Place of Business - No P.O. Box #		3. Mailing Address	
Suite, Apt. #, etc.		Suite, Apt. #, etc.	
City & State		City & State	
Zip	Country	Zip	Country
4. FEI Number 20-5339057		<input checked="" type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
8. Name and Address of Current Registered Agent VALLERY, MARK G 300 EAST AVENUE CLERMONT, FL 34711		7. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) City FL Zip Code	
9. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.			
SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____			
FILE NOW!!! FEE IS \$150.00 After May 1, 2007 Fee will be \$550.00		9. Election Campaign Financing Trust Fund Contribution. <input type="checkbox"/> \$5.00 May Be Added to Fees	
10. OFFICERS AND DIRECTORS		11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	TRST MARK VALLERY OF THE VALLERY FAMILY REVOCAB 300 EAST HIGHWAY 50 CLERMONT, FL 34711 <input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	VP VALLERY, SUSAN K 300 EAST HIGHWAY 50 CLERMONT, FL 34711 <input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
12. I hereby certify that the information supplied with this filing does not qualify for the exemptions contained in Chapter 119, Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered.			
SIGNATURE <i>Mark Vallery President</i>		Date <i>4/6/07</i> 352-394-0614	
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR		Date Daytime Phone	

66012655



03302007 Chg-P CR2E034 (12/06)

ATTACHMENT
HINES NORMAN HINES, P.L.

ATTORNEYS AT LAW

JAMES P. HINES
RANDY MILLER
CHRISTOPHER H. NORMAN
JAMES P. HINES, JR.
ROBERT D. HINES
JUDY KARNIEWICZ
KELLY CATOE

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www.hnh-law.com

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#906000103407
OFFICES IN:
TAMPA
SUN CITY CENTER

DATE: February 13, 2007
TO: ~~Kathy~~ Tonya
FAX NO: 887-3140
FROM: Traci
RE: Spencer Farms, Inc.

MESSAGE: Pursuant to our conversation with Tonya, please see attached, the Resolutions of Shareholders for Calendar Year 2006, which appoints Tonya as President of the above referenced company, as well as, a copy of the Resignation of William Spencer, as President. The information enclosed in these documents will assist you in updating the Florida Department of Corporations to reflect that Tonya is the President of Spencer Farms, Inc., as of August 17, 2006.

The information contained in this transaction is attorney privileged and confidential. This telecopy is intended only for the use of the individual or entity named above. If the receiver of this message is not the intended recipient, please be advised that any dissemination, distribution or copy of this communication may be strictly prohibited by law. If you have received this communication in error, please notify us by telephone immediately, collect, and return the original message to us at the above address via U.S. Postal Service. We will reimburse you for postage. Thank you.

IRS Circular 230 Disclosure. To the extent this facsimile contains federal tax advice, such advice was not intended to be used, and cannot be used by any taxpayer, for the purpose of (i) avoiding penalties under the Internal Revenue Code or (ii) promoting, marketing, or recommending to another party any transaction or matter addressed herein. If you would like us to prepare written tax advice designed to provide penalty protection, please contact us and we will be happy to discuss the matter with you in more detail.

NUMBER OF PAGES INCLUDING COVER SHEET _____

IF A REPLY IS NECESSARY, PLEASE REPLY BY PHONE (813) 251-8659 or FAX (813) 254-6153

ORIGINAL: _____ OVERNIGHT DELIVERY _____ U.S. MAIL _____ NOT MAILED _____

ATTACHMENT

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SPENCER FARMS, INC.
RESOLUTIONS OF SHAREHOLDERS
FOR CALENDAR YEAR 2006

The undersigned person, constituting the sole shareholder of SPENCER FARMS, INC. (the "Corporation"), a Florida corporation, consents to the adoption of the following resolutions without a meeting pursuant to Florida law:

RESOLVED, the undersigned person acknowledges and agrees that the Corporation was incorporated on November 24, 1964, and that all of the issued and outstanding capital stock of the Corporation has been owned from inception, and will continue to be owned, as follows: William H. Spencer 100%.

RESOLVED FURTHER, effective 2/17/06, Tonya Hills is elected to serve as the President for the calendar year ending December 31, 2006 in accordance with the articles of incorporation, bylaws, and governing documents of the Corporation or until her earlier death, resignation or removal.

RESOLVED FURTHER, all of the actions taken by the Corporation's board of directors on behalf of the Corporation prior to _____ are hereby confirmed, ratified, and approved to the extent permitted by law.


William H. Spencer., as Shareholder

ATTACHMENT

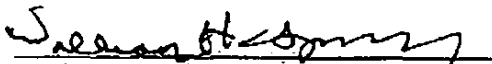
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#000000103407SPENCER FARMS, INC.
RESOLUTIONS OF BOARD OF DIRECTORS
FOR CALENDAR YEAR 2006

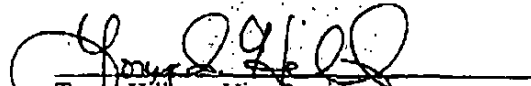
The undersigned persons, constituting all of the members of the board of directors of SPENCER FARMS, INC. (the "Corporation"), a Florida corporation, consent to the adoption of the following resolutions without a meeting pursuant to Florida law:

RESOLVED, effective _____, the following person is elected to serve in the officer capacities indicated for the calendar year ending December 31, 2006 in accordance with the articles of incorporation, bylaws, and governing documents for the Corporation or until her earlier death, resignation or removal:

<u>Name</u>	<u>Office</u>
Tonya Hillis	President
Tonya Hillis	Secretary
Tonya Hillis	Treasurer

RESOLVED FURTHER, all of the actions taken by the Corporation's officers on behalf of the Corporation prior to _____ are hereby confirmed, ratified, and approved to the extent permitted by law, including but not limited to, financial transactions, purchases of assets, payments of debts and expenses, loan transactions, preparation of tax returns, business planning, and distributions.


William H. Spencer, as President


Tonya Hillis, as Vice President

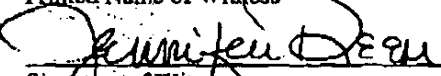
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RESIGNATION

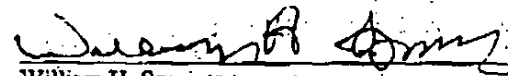
The undersigned individual hereby resigns from his position as President of Spencer Farms, Inc., a Florida corporation, effective as of 8/17/06


Signature of Witness

Jeffrey S. Huns
Printed Name of Witness


Signature of Witness

Jennifer Deen
Printed Name of Witness


William H. Spencer