



CERTIFICATE OF AMENDMENT
OF

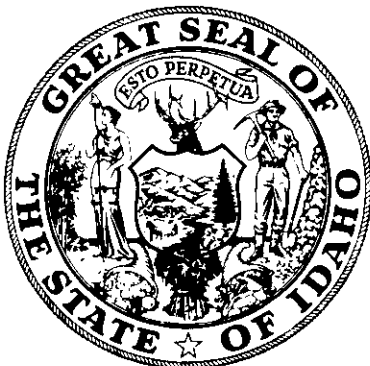
PATHWAY PRODUCTIONS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of GEODY SSEY, INC.

duly signed and verified pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated January 20, 19 86.



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF AMENDMENT
OF
PATHWAY PRODUCTIONS, INC.
a non-profit corporation

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Pursuant to Sections 30-327, et seq. of the Idaho Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

I.

Name: The name of the Corporation is PATHWAY PRODUCTIONS, INC.

II.

The following Amendment of the Articles of Incorporation were adopted by the Directors of the Corporation on the 25th day of November, 1985, by a vote of a majority of the directors in office as there are no members.

RESOLVED: That the Articles of Incorporation of PATHWAY PRODUCTIONS, INC., shall be and the same hereby are amended by striking the words 'The name of the Corporation is PATHWAY PRODUCTIONS, INC.' from Article One thereof and by adding the words: 'The name of the corporation is GEODYSSEY, INC.'

III.

RESOLVED that the Articles of Incorporation of this Corporation be Amended by changing Article Four thereof so that, as Amended said Article Four shall be and read in its entirety as follows:

The purposes for which this corporation is formed is to conduct scientific and ethnographic research into the following areas: parapsychology, unusual phenomena, the biophysical method (dowsing), alternative healing practices, the nature of human consciousness and spiritual experience, and the practical application of psi to professional disciplines, including but not limited to: archaeology/anthropology, geology, medicine, criminology, and psychology.

(a) Exercise all the powers and privileges, and perform all the duties and obligations of the Corporation.

(b) Fix, levy, collect and enforce payment by any lawful means of all charges or assessments pursuant to the terms of the Bylaws, and to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the Corporation.

(c) In general, to carry on any other business in connection with the foregoing, and to have and exercise all of the powers conferred by the law of Idaho upon corporations, as qualified and limited by Idaho Code 32-301, et. seq.

(d) The foregoing clauses shall be construed as objects, purposes and powers; and it is hereby expressly provided that any enumeration of specific powers shall not limit or restrict in any manner the powers of this Corporation.

IV.

RESOLVED that the Articles of Incorporation of this Corporation be Amended by changing Article Five thereof so that, as Amended said Article Five shall be and read in its entirety as follows:

It is the Corporation's intent to operate in a tax exempt status, and therefore:

(a) The Corporation is organized exclusively for, and will be operated exclusively for the purpose described above.

(b) No part of its net earnings will inure to the benefit of private shareholders or individuals.

(c) It will not attempt to influence legislation or participate to any extent in a political campaign for or against any candidate for public office.

(d) The Corporation will not be organized or operated for the benefit of private interests, such as the creator or the creator's family, shareholders of the Corporation, other designated individuals, or persons controlled, directly, or indirectly, by such private interests.

(e) The Corporation will distribute its income for each tax year at such time and in such manner as not be become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding section of any future federal tax code.

(f) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding section of any future federal tax code.

(g) The Corporation will not retain any excess business holding as defined in Section 4943(c) of the Internal Revenue Code, or corresponding section of any future federal tax code.

(h) The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding section of any future federal tax code.

(i) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding section of any future federal tax code.

(j) This Corporation is organized exclusively for religious, charitable, scientific, literary, or education purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

(k) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code.

(l) Upon the winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code.

(m) This organization is not organized for profit, and no part of the net earnings shall inure to the benefit of any private shareholder.

V.

Said Stockholders, by their signatures hereto and annexed, do hereby ratify and approve this amendment.

IN WITNESS WHEREOF the undersigned have executed these Amended Articles of Incorporation in Duplicate Originals, at Coeur d'Alene, Idaho on this 14th day of January, 1986.

GEODY SSEY

By Raymond W. Worring
Raymond W. Worring
President/Director

By Kenneth R. Piller
Kenneth R. Piller
Vice President/Director

By Whitney S. Hibbard
Whitney S. Hibbard
Director

By _____
George McMullen
Director

By _____
Richard Bohn
Director

By Samantha Schroeder
Samantha Schroeder, Sec. /Treas.
(not a director)

STATE OF IDAHO)
 ss.
County of Kootenai)

I, MARCEL M. MORRIS, a notary public, do hereby certify that on this 14th day of January, 1986, personally appeared before me RAYMOND W. WORRING, who, being by me first duly sworn, declare that he is the President/Director of GEODY SSEY, that he signed the foregoing document as President/Director of the corporation, and that the statements therein contained are true.

Marcel M. Morris
Notary Public for Idaho
Residing in Coeur d'Alene
Life Commission

I, Carol J. Burns, a notary public, do hereby certify that on this 14th day of January, 1986, personally appeared before me KENNETH R. PILLER, who, being by me first duly sworn, declare that he is the Vice-President/Director of GEODYSSEY, that he signed the foregoing document as Vice-President/Director of the corporation, and that the statements therein contained are true.

STATE OF IDAHO)
County of Kootenai) ss.

I, Carol J. Burns, a notary public, do hereby certify that on this 14th day of January, 1986, personally appeared before me WHITNEY S. HIBBARD, who, being by me first duly sworn, declare that he is a Director of GEODYSSEY, that he signed the foregoing document as a Director of the corporation, and that the statements therein contained are true.

STATE OF IDAHO)
County of Kootenai) ss.

I, _____, a notary public, do hereby certify that on this ____ day of January, 1986, personally appeared before me GEORGE McMULLEN, who, being by me first duly sworn, declare that he is a Director of GEODYSSEY, that he signed the foregoing document as a Director of the corporation, and that the statements therein contained are true.

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