

**MCKNIGHT BRAIN RESEARCH FOUNDATION
AMENDMENT #2**

McKNIGHT BRAIN RESEARCH FOUNDATION (the "Foundation") was created on May 26, 1999. The terms thereof permit the Foundation to be amended by the Trustees provided such amendments do not change the specific purpose of the Foundation and are consistent with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The undersigned, being all of the current Trustees, hereby adopt the following amendments to the Foundation governing documents.

ARTICLE I

Section A of Article II is hereby replaced in its entirety with the following new Section A:

A. Specific Purpose. The specific purpose for which the Foundation is established is to support medical research of the brain which is principally intended for clinical application to achieve alleviation of age related memory loss.

ARTICLE II

Section B of Article V is hereby replaced in its entirety with the following new Section B:

B. Number of Trustees. There shall always be a minimum of three (3) and a maximum of seven (7) individual Trustees and one (1) corporate Trustee.

In all other respects, the Trustees ratify and confirm the Trust Agreement as hereby amended, reserving the right to amend the same and this Amendment thereto.

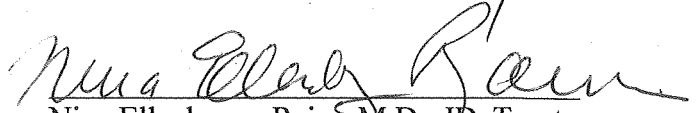
The undersigned, being all of the current Trustees, hereby execute this Amendment as of the 19th day of February, 2015.



J. Lee Dockery, M.D., Trustee



Michael L. Dockery, M.D., Trustee



Nina Ellenbogen Raim, M.D., JD, Trustee



Gene G. Ryerson, MD, Trustee



Robert M. Wah, M.D., Trustee

SUNTRUST BANK

By: 

Melanie A. Cianciotto, Corporate Trustee
First Vice President, Foundations and
Endowment Specialty Practice