

Additions double underscored

Deletions [bracketed]

**NINTH AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF INTERCONTINENTAL EXCHANGE HOLDINGS, INC.**

Intercontinental Exchange Holdings, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

(5) This Ninth Amended and Restated Certificate of Incorporation of the Corporation shall become effective at ● Eastern Time, on ●, 201[7]8.

IN WITNESS WHEREOF, the undersigned, a duly authorized officer of the Corporation, has executed this Ninth Amended and Restated Certificate of Incorporation of the Corporation on this ● day of ●, 201[7]8.

**INTERCONTINENTAL EXCHANGE
HOLDINGS, INC.**

By: _____
Name:
Title:

Exhibit A

**NINTH AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF INTERCONTINENTAL EXCHANGE HOLDINGS, INC.**

ARTICLE II

Registered Office

The address of the Corporation's registered office in the State of Delaware, County of New Castle, is c/o United Agent Group Inc., 3411 Silverside Road, Tatnall Building No. 104[The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street], Wilmington, County of New Castle, Delaware 198[01]10. The name of its registered agent at such address is: [The Corporation Trust Company]United Agent Group Inc.

Additions double underscored

Deletions [bracketed]

**NINTH AMENDED AND RESTATED
LIMITED LIABILITY COMPANY AGREEMENT**

OF

NYSE HOLDINGS LLC

ARTICLE II

NAME; FORMATION; CONTINUATION; POWERS

Section 2.4 Registered Office. The address of the registered office of the LLC in the State of Delaware is United Agent Group Inc., 3411 Silverside Road, Tatnall Building No. 104,[Corporation Trust Center, 1209 Orange Street, in the City of] Wilmington, County of New Castle, Delaware 198[01]10.

Section 2.5 Registered Agent. The name and address of the registered agent of the Company for service of process on the Company in the State of Delaware is United Agent Group Inc., 3411 Silverside Road, Tatnall Building No. 104,[the Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, in the City of] Wilmington, County of New Castle, Delaware 198[01]10.

All text is new.

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT CHANGING ONLY THE
REGISTERED OFFICE OR REGISTERED AGENT OF A
LIMITED LIABILITY COMPANY

The limited liability company organized and existing under the Limited Liability Company Act of the State of Delaware, hereby certifies as follows:

1. The name of the limited liability company is NYSE Holdings LLC.
2. The Registered Office of the limited liability company in the State of Delaware is changed to 3411 Silverside Road Tatnall Building #104 (street), in the City of Wilmington, Zip Code 19810. The name of the Registered Agent at such address upon whom process against this limited liability company may be served is United Agent Group Inc.

Additions underscored
Deletions [bracketed]

**SIXTH AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
NYSE GROUP, INC.**

ARTICLE II

REGISTERED OFFICE

The address of the Corporation's registered office in the State of Delaware is c/o United Agent Group Inc., 3411 Silverside Road, Tatnall Building No. 104,[The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, City of] Wilmington, County of New Castle, [State of]Delaware 198[01]10, and United Agent Group Inc.[The Corporation Trust Company] shall be the registered agent of the Corporation in charge thereof.

ARTICLE XIV

EFFECTIVE TIME

This Sixth Amended and Restated Certificate of Incorporation shall be effective at ●, Eastern Standard Time, on ●, 201[7]8.

IN WITNESS WHEREOF, the Corporation has caused this Sixth Amended and Restated Certificate of Incorporation to be executed by its duly authorized officer on ●, 201[7]8.

NYSE GROUP, INC.

By: _____
Name:
Title:

Additions double underscored
Deletions [bracketed]

FOURTH AMENDED AND RESTATED
BYLAWS
OF
NYSE GROUP, INC.
Incorporated under the Laws of the State of Delaware

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ARTICLE I

OFFICES AND RECORDS

Section 1.1. Registered Office. The registered office of NYSE Group, Inc. (the "Corporation") in the State of Delaware shall be established and maintained at the office of United Agent Group Inc., 3411 Silverside Road, Tatnall Building No. 104,[The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, City of] Wilmington, County of New Castle, [State of]Delaware 198[01]10, and United Agent Group Inc.[The Corporation Trust Company] shall be the registered agent of the Corporation in charge thereof.
