

Exhibit 5

New text is underlined;
Deleted text is in [brackets]

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF
MIAMI INTERNATIONAL HOLDINGS, INC.**

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10. An Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on October 16, 2015.

11.[10.]This Amended and Restated Certificate of Incorporation of the Corporation amends and restates the Restated Certificate of Incorporation of the Corporation as set forth in Exhibit A attached hereto. This Amended and Restated Certificate of Incorporation of the Corporation was duly adopted in accordance with Section 242 and 245 of the General Corporation Law of the State of Delaware.

12.[11.]The text of this Amended and Restated Certificate of Incorporation of the Corporation is set forth in Exhibit A attached hereto and made a part hereof.

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**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF
MIAMI INTERNATIONAL HOLDINGS, INC.**

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FOURTH: A. The total number of shares of stock which the Corporation shall have authority to issue is 625,000,000 shares which are to be divided as follows:

- (i) 400,000,000 shares of voting common stock, par value \$.001 per share designated as “Common Stock”;
- (ii) 200,000,000 shares of nonvoting common stock, par value \$.001 per share designated as “Nonvoting Common Stock”; and
- (iii) 25,000,000 shares of preferred stock, par value \$.001 per share designated as “Preferred Stock”.

Upon the filing and effectiveness of this Amended and Restated Certificate of Incorporation (the “Effective Time”), each two (2) shares of Common Stock, Nonvoting Common Stock and Series B Preferred Stock (as defined below) outstanding and held of record by each stockholder of the Corporation (including treasury shares) immediately prior to the Effective Time shall, automatically and without any further action on the part of the Corporation or the respective holders thereof, be reclassified and combined into one (1) validly issued, fully paid and non-assessable share of Common Stock, Nonvoting Common Stock or Series B Preferred Stock, as applicable (the “Reverse Stock Split”). No fractional shares shall be issued in connection with the Reverse Stock Split. Instead, any fractional shares that would otherwise be issuable as a result of the Reverse Stock Split will be rounded up to the nearest whole share, and adjustments to outstanding awards under the Corporation’s equity incentive plans shall be made in accordance with the terms and conditions of such plans.

Each certificate that immediately prior to the Effective Time represented shares of Common Stock, Nonvoting Common Stock or Series B Preferred Stock (“Old Certificates”), shall thereafter represent that number of shares into which the shares of Common Stock, Nonvoting Common Stock or Series B Preferred Stock represented by the Old Certificate shall have been combined, subject to the rounding of fractional share interests as described above. The authorized number of shares, and par value per share of Common Stock, Nonvoting Common Stock, Preferred Stock and Series B Preferred Stock shall not be affected by the Reverse Stock Split.

Except as set forth in this Article Fourth, the Common Stock and the Nonvoting Common Stock (together herein, the “Common Shares”) shall have the same rights and privileges and shall rank equally, share ratably and be identical in all respects as to all corporate matters.

(a) – (e) No change.

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