

Proposed additions: Underlined
 Proposed deletions: [Bracketed]

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF
NYSE ARCA, INC.

(a Delaware Corporation)

This Amended and Restated Certificate of Incorporation of [the Corporation] NYSE Arca, Inc. (the "Corporation") has been duly adopted in accordance with Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware.

The name of the [corporation (the "[Corporation]")] is NYSE Arca, Inc. The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on December 21, 1972 (the "Original Certificate of Incorporation"), and the name under which the Corporation filed the Original Certificate of Incorporation was Pacific Stock Exchange, Inc.

Pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware, this Amended and Restated Certificate of Incorporation hereby amends and restates the Amended and Restated Certificate of Incorporation of the Corporation in its entirety, and reads in its entirety as follows:

1. The name of the Corporation is: NYSE Arca, Inc. (Hereinafter in this Amended and Restated Certificate of Incorporation, the Corporation shall be referred to as the "Exchange.")

6. Except as set forth in this Article 6 and Article 9 of this Amended and Restated Certificate of Incorporation, the Exchange shall be managed by or under the direction of the Board of Directors which shall exercise all powers conferred under the laws of the State of Delaware. The Board of Directors of Intercontinental Exchange, Inc. or the compensation committee thereof shall have the authority to fix the compensation of directors of the Exchange. The directors of the Exchange may be paid their expenses, if any, of attendance at each meeting of the Board of Directors of the Exchange and may be paid a fixed sum for attendance at each meeting of the Board of Directors of the Exchange or a stated salary as director (which amounts may be paid in cash or such other form as the Board of Directors of Intercontinental Exchange, Inc. or the compensation committee thereof may from time to time authorize). No such payment shall preclude any director from serving the Exchange in any other capacity and receiving compensation therefor.

12. The approval of either a majority of the Board of Directors or the affirmative vote of a majority of the existing Corporate Members, shall be required to adopt, amend or repeal any provision of the bylaws of the Exchange. The Exchange reserves the right to amend this Amended and Restated Certificate of Incorporation[certificate of incorporation], and to change or repeal any provision of the Amended and Restated Certificate of Incorporation[certificate of incorporation], and all rights conferred upon Corporate Members by such Amended and Restated Certificate of Incorporation[certificate of incorporation] are granted subject to this reservation; provided, however, that any amendment to this Amended and Restated Certificate of Incorporation[certificate of incorporation] must be approved by a majority of the members of the Board of Directors who are present at the meeting at which the amendment is proposed and by a majority of the existing Corporate Members. Any change to the Amended and Restated Certificate of Incorporation or bylaws that is required to be approved by or filed with the United States Securities and Exchange Commission (the "Commission") before it may become effective shall not become effective until the procedures of the Commission necessary to make it effective shall have been satisfied. Before any amendment to, or repeal of, any provision of this Amended and Restated Certificate of Incorporation shall be effective, those changes shall be submitted to the Board of Directors of the Exchange and if such amendment or repeal must be filed with or filed with and approved by the Commission, then the proposed changes to this Amended and Restated Certificate of Incorporation shall not become effective until filed with or filed with and approved by the Commission, as the case may be.

13. This Amended and Restated Certificate of Incorporation shall be effective [after 12 Noon]at ●, Eastern Time, on [December 20, 2018]●, 20●.

IN WITNESS WHEREOF, the Exchange has caused this Amended and Restated Certificate of Incorporation to be executed by its duly authorized officer on [December 20, 2018]●, 20●.

NYSE Arca, Inc.

By: _____
Name:
Title: