

Additions underscored
Deletions [bracketed]

**[FOURTH]FIFTH AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF INTERCONTINENTAL EXCHANGE, INC.**

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

(1) The present name of the Corporation is Intercontinental Exchange, Inc. The name under which the Corporation was originally incorporated was IntercontinentalExchange Group, Inc., and the original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on March 6, 2013.

(2) This [Fourth]Fifth Amended and Restated Certificate of Incorporation of the Corporation only restates[,] and integrates, and does not further amend[s], the provisions of the [Third]Fourth Amended and Restated Certificate of Incorporation of the Corporation, as heretofore amended, and there is no discrepancy between those provisions and the provisions of this Fifth Amended and Restated Certificate of Incorporation.

(3) This [Fourth]Fifth Amended and Restated Certificate of Incorporation of the Corporation has been duly adopted in accordance with Section[s 242 and] 245 of the General Corporation Law of the State of Delaware (the "DGCL").

(4) Pursuant to Section[s 242 and] 245 of the DGCL, the [text of the Third]Fourth Amended and Restated Certificate of Incorporation of the Corporation, as heretofore amended, is hereby [amended and] restated and integrated to read in its entirety as set forth on Exhibit A.

(5) This [Fourth]Fifth Amended and Restated Certificate of Incorporation of the Corporation shall become effective at [5:00 P.M. Eastern Time]●, on [May 25]●, 201[7]9.

IN WITNESS WHEREOF, the undersigned, a duly authorized officer of the Corporation, has executed this [Fourth]Fifth Amended and Restated Certificate of Incorporation of the Corporation on this [25th]● day of [May]●, 201[7]9.

INTERCONTINENTAL EXCHANGE, INC.

By: _____

Name:

Title:

Exhibit A

**[FOURTH]~~FIFTH~~ AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF INTERCONTINENTAL EXCHANGE, INC.**

Name of Corporation

The name of the Corporation is Intercontinental Exchange, Inc.

Registered Office

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