

Additions underlined  
Deletions [bracketed]

**EXTRACT FROM**  
**RESOLUTIONS ADOPTED BY THE**  
**BOARD OF DIRECTORS OF**  
**INTERCONTINENTAL EXCHANGE, INC.**  
**ON FEBRUARY 28, 2014**

**Amendment and Restatement of the Bylaws**

\* \* \*

Definition of Senior Officer

**WHEREAS**, in connection with the closing of the acquisition of NYSE Euronext on November 13, 2013, certain officer title changes were made by the Company and the Board deems it appropriate to amend the Bylaws to modify the definition of Senior Officer, which is referred to in the indemnification provisions in the Bylaws (the “Indemnification Bylaw Amendments”); and

**WHEREAS**, based upon the foregoing, the Board has determined that it is advisable and in the best interests of the Company and its stockholders to amend the Bylaws to effect the Reorg Bylaw Amendments, Name Change Bylaw Amendments and Indemnification Bylaw Amendments effective as described below and after all amendments are deemed effective, to restate the Bylaws to read in their entirety as set forth on Exhibit A attached hereto (the “Amended and Restated Bylaws”).

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**FURTHER RESOLVED**, that, subject to and contingent upon the approval of the Indemnification Bylaw Amendments by the SEC, the Indemnification Bylaw Amendments as contained in Section 5.1 of the Amended and Restated Bylaws are hereby approved and will become effective upon the approval of the Indemnification Bylaw Amendments by the SEC;

**FURTHER RESOLVED**, that the Board authorizes the inclusion of such Amended and Restated Bylaws, and appropriate extracts from these resolutions, in the Proposed Rule Changes (as defined in the December Resolutions) to be filed with the Securities and Exchange Commission by each of New York Stock Exchange, LLC, NYSE Arca, Inc. and NYSE MKT LLC;

**FURTHER RESOLVED**, that the Authorized Officers be, and each of them hereby is, authorized and empowered to take any and all action, and to authorize any other person to take any action by proxy or power of attorney duly executed by any such officer, to amend and restate the Fourth Amended and Restated Certificate of Incorporation of ICE Inc. and amend and restate the Amended and Restated Bylaws of

ICE Inc., including voting or otherwise exercising on behalf of the Company any and all rights and powers incident to the ownership of, any and all shares of stock held by the Company in ICE Inc., in order to change the name of ICE Inc. to Intercontinental Exchange Holdings, Inc. and to effect such other changes that in the judgment of such officer or officers taking the action, are necessary, advisable, or appropriate, including any changes necessary, advisable, or appropriate to obtain any order or orders, approval or approvals, certificate or certificates of approval of the U.S. Securities and Exchange Commission or any other regulatory authority;

**FURTHER RESOLVED**, that the Authorized Persons, and each of them hereby is, authorized and directed, in the name and on behalf of the Company, to take such steps as the determine to be necessary or appropriate to incorporate the Amended and Restated Bylaws in the Proposed Rule Changes, to execute personally or by attorney-in-fact any such required filings or amendments or supplements to any of the foregoing, and to cause any such required filings and any amendments thereto to become effective or otherwise approved;

**FURTHER RESOLVED**, that all actions taken heretofore by the Authorized Persons and their delegates in furtherance of the purpose of these resolutions be, and they hereby are, ratified and confirmed in all respects as the acts and deeds of the Company;

**FURTHER RESOLVED**, that the omission from these resolutions of any agreement or other arrangement contemplated by any of the agreements, instruments, documents, government filings and/or notices described in the foregoing resolutions or any action to be taken in accordance with any requirements of any of the agreements, instruments, documents, government filings and/or notices described in the foregoing resolutions shall in no manner derogate from the authority of the Authorized Persons to take all actions necessary, advisable, desirable, appropriate or required by law to consummate, effectuate, carry out or further the transactions contemplated by and the intent and purposes of the foregoing resolutions; and

**FURTHER RESOLVED**, that for purposes of the foregoing resolutions the term Authorized Persons shall mean each of Jeffrey C. Sprecher, Scott A. Hill, Johnathan H. Short, and Andrew J. Surdykowski, or such other person as designated by an Authorized Person.