

**EXHIBIT 5B**

The text of proposed changes to the Certificate of Incorporation and By-Laws of the Exchange is below. Proposed new language is underlined; proposed deletions are in brackets.

**Restated Certificate of Incorporation of [Boston Stock Exchange,  
Incorporated]NASDAQ OMX BX, Inc.**

**Article First**

The name of the corporation is [Boston Stock Exchange, Incorporated]NASDAQ OMX BX, Inc. (the “Corporation”).

**Article Second – Article Tenth** No change.

\* \* \* \* \*

**By-Laws of [Boston Stock Exchange, Incorporated]NASDAQ OMX BX, Inc.**

**Article I Definitions**

When used in these By-Laws, unless the context otherwise requires, the terms set forth below shall have the following meanings:

(a) – (k) No change.

(l) “Corporation” means [Boston Stock Exchange, Incorporated] NASDAQ OMX BX, Inc.

(m) - (ll) No change.

**Article II – Article XII** No change.