

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the
Department of State, at the City of Albany, on
May 3, 2018.



A handwritten signature in black ink, appearing to read "B. Fitzgerald", is written over a horizontal line.

Brendan Fitzgerald
Executive Deputy Secretary of State

RESTATED
CERTIFICATE OF INCORPORATION
OF
FIXED INCOME CLEARING CORPORATION

Under Section 807 of the Business Corporation Law

The undersigned, for the purpose of restating the certificate of incorporation of Fixed Income Clearing Corporation, does hereby certify:

FIRST: The name of the corporation is Fixed Income Clearing Corporation. The name under which it was originally formed is Government Securities Clearing Corporation.

SECOND: The certificate of incorporation of the corporation was filed by the Department of State on November 18, 1986.

THIRD: The text of the certificate of incorporation is hereby restated without any further amendment or change to read as herein set forth in full:

1. The name of the corporation is Fixed Income Clearing Corporation.
2. The purposes for which the corporation is formed are to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law; provided, however, that the corporation is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without first obtaining the consent of such body.
3. The corporation shall have authority to issue 105,000 shares of common stock having a par value of \$0.50 per share.
4. Whenever shareholders of the corporation are required or permitted to take any action by vote, the shareholders of the corporation may take such action without a meeting on written consent, setting forth the action so taken, signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted.
5. No holder of any shares of the corporation shall have any preemptive right to purchase or subscribe for any other shares of securities of the corporation

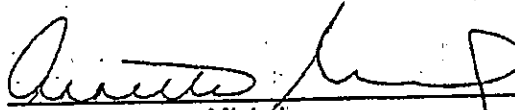
which at any time may be sold or offered for sale or subscription by the corporation.

6. To the fullest extent that the New York Business Corporation Law, as it exists on the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of directors, no director of the corporation shall be liable to the corporation or its shareholders for damages for any breach of duty as a director, except where such liability arises directly or indirectly as a result of a violation of the federal securities laws. No amendment to or repeal of this Article 6 shall apply to or have any effect on the liability of any director of the corporation for or with respect to any acts or omissions of such director occurring after the adoption of this Article 6 and prior to such amendment or repeal.
7. The office of the corporation is to be located in the County of New York, State of New York.
8. The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is 55 Water Street, New York, New York 10041.

FOURTH: The manner in which this restatement of the certificate of incorporation was authorized was by a majority vote of the board of directors of the corporation pursuant to Section 807(a) of the Business Corporation Law. Pursuant to Section 807(a), no vote of the shareholders of the corporation was necessary to authorize this restatement of the certificate of incorporation.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned has subscribed this certificate on this 20th day of March, 2018.

A handwritten signature in cursive script, appearing to read "Annette Nichols", written over a horizontal line.

Name: Annette Nichols

Title: Executive Director & Corporate Secretary
Fixed Income Clearing Corporation

55 Water Street

New York, New York 10041

450

CT07

RESTATED
CERTIFICATE OF INCORPORATION
OF
FIXED INCOME CLEARING CORPORATION

Under Section 807 of the Business Corporation Law

FILED

2016 MAY -3 PM 12:56

Filed by:

Fixed Income Clearing Corporation
 55 Water Street
 New York, New York 10041

102
 STATE OF NEW YORK
 DEPARTMENT OF STATE

FILED MAY 03 2018
 TAX S _____
 BY: LSJ

RECEIVED

2016 MAY -3 PM 12:07

DRAWDOWN
CST REF 10955504 SD

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STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for FIXED INCOME CLEARING CORPORATION, File Number 020103000870 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on March 17, 2023.

A handwritten signature in black ink that reads "Brendan C. Hughes".

Brendan C. Hughes
Executive Deputy Secretary of State



**Division of Corporations,
State Records and
Uniform Commercial Code**

New York State
Department of State
**DIVISION OF CORPORATIONS,
STATE RECORDS AND
UNIFORM COMMERCIAL CODE**
One Commerce Plaza
99 Washington Ave.
Albany, NY 12231-0001
www.dos.ny.gov

**CERTIFICATE OF CHANGE
OF**

FIXED INCOME CLEARING CORPORATION

(Insert Name of Domestic Corporation)

Under Section 805-A of the Business Corporation Law

FIRST: The name of the corporation is:

FIXED INCOME CLEARING CORPORATION

If the name of the corporation has been changed, the name under which it was formed is:

GOVERNMENT SECURITIES CLEARING CORPORATION

SECOND: The certificate of incorporation was filed by the Department of State on:

11/18/1986

THIRD: The change(s) effected hereby are: *(Check appropriate statement(s))*

The county location, within this state, in which the office of the corporation is located, is changed to: _____

The address to which the Secretary of State shall forward copies of process accepted on behalf of the corporation is changed to read in its entirety as follows:

c/o C T Corporation System, 28 Liberty Street, New York, N.Y. 10005

The corporation hereby: *(Check one)*

Designates C T Corporation System

as its registered agent upon whom process against the corporation may be served.

The street address of the registered agent is:

28 Liberty Street, New York, N.Y. 10005


Changes the designation of its registered agent to:

The street address of the registered agent is:

Changes the address of its registered agent to:

Revokes the authority of its registered agent.

FOURTH: The change was authorized by the board of directors.

X  _____
(Signature) (Name of Signer)
Annette Nichols
Secretary

(Title of Signer)

CT07

CERTIFICATE OF CHANGE
OF

FIXED INCOME CLEARING CORPORATION

(Insert Name of Domestic Corporation)

Under Section 805-A of the Business Corporation Law

Filer's Name and Mailing Address:

Name
FIXED INCOME CLEARING CORPORATION

Company, if Applicable
570 Washington Blvd.

Mailing Address
Jersey City, NJ 07310

City, State and Zip Code

NOTES:

1. The name of the corporation and its date of incorporation provided on this certificate must exactly match the records of the Department of State. This information should be verified on the Department of State's website at www.dos.ny.gov.
2. This form was prepared by the New York State Department of State. You are not required to use this form. You may draft your own form or use forms available at legal stationery stores.
3. The Department of State recommends that all documents be prepared under the guidance of an attorney.
4. The certificate must be submitted with a \$30 filing fee.

For Office Use Only

DRAWDOWN:
CST REF: 14829306YV