

**STATE OF NEW YORK**  
**DEPARTMENT OF STATE**

I hereby certify that the annexed copy for NATIONAL SECURITIES CLEARING CORPORATION, File Number A300948-6 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 31, 2023.

*Brendan C. Hughes*

Brendan C. Hughes  
Executive Deputy Secretary of State

CERTIFICATE OF INCORPORATION

OF

NATIONAL SECURITIES CLEARING CORPORATION

UNDER SECTION 402 OF THE BUSINESS CORPORATION LAW

The undersigned, for the purpose of forming a corporation under the Business Corporation Law of the State of New York, certifies:

1. The name of the corporation is National Securities Clearing Corporation.

2. The purposes for which it is formed are:

A. to provide such members and member organizations of the New York Stock Exchange, Inc., the American Stock Exchange, Inc., the National Association of Securities Dealers, Inc., their successors and such other persons, firms and corporations as it shall determine, upon terms and conditions and in the manner and capacity satisfactory to it, with facilities for the comparison and netting of contracts in securities between them and for delivering securities to and receiving securities from each other in the settlement of such contracts or otherwise and to participate in the settlement of contracts in securities between such persons by receiving from and delivering to such persons securities required to be delivered or entitled to be received by them pursuant to such contracts and by receiving from and paying to such persons any amounts payable to or payable by such persons in connection with any of the foregoing transactions or otherwise; and to enter into all such contracts and to do all things necessary or proper to carry out the foregoing purposes.

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B. to manufacture, produce, acquire, hold, use, deal in and dispose of, in any manner whatsoever, merchandise, machinery, commodities and articles of commerce of any and every class and description.

C. to acquire, purchase, hold, own, use, develop, manage, operate, lease, deal in and dispose of, in any manner whatsoever, both improved and unimproved real property and any interests therein wherever situated; and to improve the same for purposes of sale or otherwise.

D. to subscribe for, acquire, hold, buy, sell, use, deal in and dispose of, in any manner whatsoever, any securities created or issued by any persons, corporation or governmental authority.

3. The following actions shall be authorized by vote of the holders of all the outstanding shares at the time entitled to vote in the election of any directors, at any annual meeting of the shareholders, or at any special meeting of the shareholders called for that purpose: (i) any amendment of this certificate of incorporation; (ii) any amendment by the shareholders of the by-laws of the corporation; (iii) any purchase, other than a purchase incident to the corporation's normal conduct of its business as described in subparagraph A of paragraph 2 of this certificate of incorporation, of any securities issued by any natural person, partnership or corporation; (iv) any repurchase of any securities issued by the corporation; and (v) any issuance of any securities by the corporation.

4. Except as otherwise provided by law, any or all of the directors may be removed, for cause,

by vote of the shareholders or the Board of Directors and may be removed, without cause, by vote of the shareholders.

5. There shall be one class of common shares of which the corporation shall have authority to issue 30,000 shares of the par value of \$0.50 each.

6. No holder of any shares of the corporation of any class shall as such holder have any preemptive right to purchase or subscribe for any other shares or securities of the corporation of any class which at any time may be sold or offered for sale or subscription by the corporation.

7. The office of the corporation within the State of New York is to be located in the City of New York, County 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 2 Broadway, New York, New York 10006.

9. The corporation intends to establish the year ending December 31, 1976 as its first calendar year for reporting the franchise tax on business corporations imposed by article nine-a of the tax law of the State of New York.

IN WITNESS WHEREOF, the undersigned, a natural person over the age of eighteen years, subscribes this Certificate and affirms the same as

true under the penalties of perjury this 15<sup>th</sup> day  
of March , 1976.

Thomas A. Williams  
INCORPORATOR

Thomas A. Williams  
1 Chase Manhattan Plaza  
New York, New York 10005

CERTIFICATE OF RESERVATION

dT

STATE OF NEW YORK

DEPARTMENT OF STATE 1078

I DO HEREBY CERTIFY TO THE

RESERVATION OF NAME

(corporation name)

(date filed)

NATIONAL SECURITIES CLEARING CORPORATION 2/17/76

TO BE FILMED AS MICROFILM FRAME NUMBER:

293630-1

THE ABOVE CORPORATE NAME HAS BEEN RESERVED FOR A PERIOD OF  
SIXTY DAYS FROM THE ABOVE DATE FOR THE USE OF :

Milbank, Tweed, Hadley & McCloy

FOR

Creation of a domestic corporation

Secretary of State

NAME  
AND  
ADDRESS  
OF  
FILER

Milbank, Tweed, Hadley & McCloy  
1 Chase Manhattan Plaza  
New York, NY

☒ CHK. ☐ M.O. ☐ CASH

\$ 10.00

\$10.00 CERTIFICATE

TOTAL \$10.00

REFUND OF \$

TO FOLLOW

CERTIFICATE OF RESERVATION MUST ACCOMPANY CERTIFICATE OF INCORPORATION  
OR APPLICATION OF AUTHORITY WHEN PRESENTED FOR FILING.

A 300948

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CERTIFICATION OF INCORPORATION  
OF

NATIONAL SECURITIES  
CLEARING CORPORATION

UNDER SECTION 402 OF THE BUSINESS  
CORPORATION LAW

2/27/76

29363

4/3/77

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Milbank, Tweed, Hadley & McCloy  
1 Chase Manhattan Plaza  
New York, New York 10005

STATE OF NEW YORK  
DEPARTMENT OF STATE  
TAX \$ 18  
FILING FEE \$ 50

FILED MAR 17 1976

*Manfred...*  
Secretary of State  
By PSH

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CT-07

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**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**

National Securities Clearing Corporation

*(Insert Name of Domestic Corporation)*

Under Section 805-A of the Business Corporation Law

**FIRST:** The name of the corporation is:

National Securities Clearing Corporation

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

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

3/17/1976

**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:



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☐ 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 /s/ Olimpia Wolbach

(Signature)

Olimpia Wolbach

(Name of Signer)

Assistant Corporate Secretary

(Title of Signer)

CERTIFICATE OF CHANGE

OF

National Securities Clearing Corporation

(Insert Name of Domestic Corporation)

Under Section 805-A of the Business Corporation Law

Filer's Name and Mailing Address:

Olimpia Wolbach

Name

The Depository Trust & Clearing Corporation

Company, if Applicable

55 Water Street

Mailing Address

New York, NY 10041

City, State and Zip Code

STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED

JAN 31 2020

TAXES  
BY:

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](http://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

Cust R/12607787cs

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