

**Exhibit 2**

SEF Application

Exhibit G – Formation Documents

**EXHIBIT G  
FORMATION DOCUMENTS**

*A copy of the constitution, articles of incorporation, formation or association with all amendments thereto, partnership or limited liability agreements, and existing by-laws, operating agreement, rules or instruments corresponding thereto, of the Applicant. Include any additional governance fitness information not included in Exhibit C. Provide a certificate of good standing dated within one week of the date of this Form SEF.*

**1. Copy of formation documents.**

Please see Exhibit G-1 for a copy of tpSEF's Amended and Restated Certificate of Incorporation.

**2. Copy of existing by-laws, operating agreement, rules or instruments corresponding thereto.**

Please see Exhibit G-2 for a copy of tpSEF's Amended and Restated By-Laws.

**3. Any other governance of fitness information not included in Exhibit C.**

None.

**4. Certificate of good standing.**

Please see Exhibit G-3 for a copy of tpSEF's Certificate of Good Standing issued by the State of Delaware.

**EXHIBIT G-1  
CERTIFICATE OF INCORPORATION**

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TPSEF INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF APRIL, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TPSEF INC." WAS INCORPORATED ON THE EIGHTH DAY OF JANUARY, A.D. 2013.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

5271835 8300

140526419



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1324989

DATE: 04-28-14

# Delaware

PAGE 1

*The First State*

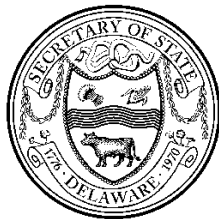
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "TPSEF INC.", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF JUNE, A.D. 2013, AT 1:20 O'CLOCK P.M.


A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

5271835 8100

130813157

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 0540316

DATE: 06-25-13

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION**

**OF**

**tpSEF INC.**

**(pursuant to Sections 228, 242 and 245 of the  
General Corporation Law of the State of Delaware)**

tpSEF Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the "DGCL"), does hereby certify that:

1. The name of the Corporation is tpSEF Inc. The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on January 8, 2013 and subsequently, amended and restated in its entirety by the Amended and Restated Certificate of Incorporation of the Corporation filed with the Secretary of State of the State of Delaware on March 13, 2013 (the "Previous Amended and Restated Certificate of Incorporation").

2. This Amended and Restated Certificate of Incorporation, which both restates and integrates and further amends the provisions of the Previous Amended and Restated Certificate of Incorporation, was duly adopted by the Board of Directors of the Corporation (the "Board of Directors") and by the sole stockholder of the Corporation in accordance with Sections 228, 242 and 245 of the DGCL.

3. The text of the Previous Amended and Restated Certificate of Incorporation of the Corporation hereby is amended and restated in its entirety as follows:

**ARTICLE I  
NAME OF CORPORATION**

The name of the Corporation (the "Corporation") is:

tpSEF INC.

**ARTICLE II  
REGISTERED OFFICE**

The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, City of Wilmington, County of New Castle, 19801 and the name of its registered agent at that address is The Corporation Trust Company.

**ARTICLE III  
PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

**ARTICLE IV  
AUTHORIZED CAPITAL STOCK**

Section 4.1 Authorized Capital. The Corporation shall be authorized to issue one class of common stock ("Common Stock"); the total number of shares of Common Stock that the Corporation shall have authority to issue is 1,000 and each such share shall have a par value of \$0.01.

Section 4.2 Voting. Each holder of Common Stock, as such, shall be entitled to one vote for each share of Common Stock held of record by such holder on all matters on which stockholders generally are entitled to vote.

**ARTICLE V  
BOARD POWER REGARDING BYLAWS**

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind the bylaws of the Corporation.

**ARTICLE VI  
ELECTION OF DIRECTORS**

Elections of directors need not be by written ballot unless the bylaws of the Corporation shall so provide.

**ARTICLE VII  
LIABILITY / INDEMNIFICATION**

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, to the fullest extent now or hereafter permitted by the laws of the State of Delaware; provided, however, that the foregoing shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct, bad faith or a knowing violation of law, (iii) under section 174 of the General Corporation Law of the State of Delaware, (iv) for any transaction from which the director derived an improper personal benefit, or (v) to the extent such exemption from liability or limitation thereof is not permitted under the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended. If the General Corporation Law of the State of Delaware is hereafter amended to permit further elimination or limitation of the personal

liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware as so amended. Any amendment, modification or repeal of this ARTICLE VII shall not adversely affect any right or protection of a director of the Corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

Each person (and the heirs, executors or administrators of such person) who was or is a party or is threatened to be made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless by the Corporation to the fullest extent permitted by Delaware law. The right to indemnification conferred in this ARTICLE VII shall be a contract right and shall also include the right to be paid by the Corporation the expenses incurred in connection with any such proceeding in advance of its final disposition to the fullest extent authorized by Delaware Law. The rights and authority conferred in this ARTICLE VII shall not be exclusive of any other right which any person may otherwise have or hereafter acquire. Neither the amendment nor the repeal of this ARTICLE VII, nor the adoption of any provision of this Certificate of Incorporation or the bylaws of the Corporation, nor, to the fullest extent permitted by Delaware Law, any modification of law, shall eliminate or reduce the effect of this ARTICLE VII in response of any acts or omissions occurring prior to such amendment, repeal, adoption or modification.

#### **ARTICLE VIII CORPORATE POWER**

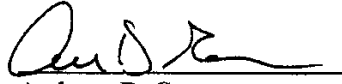
The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.



---

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation which restates and integrates and further amends the provisions of the Previous Amended and Restated Certificate of Incorporation of this Corporation, which has been duly adopted in accordance with Sections 228, 242 and 245 of the DGCL, has been executed by its duly authorized officer as of June 24, 2013.

tpSEF INC.

By: 

Name: Anthony D. Greco

Title: Vice President, Associate General  
Counsel and Assistant Secretary

**EXHIBIT G-2  
BY-LAWS**

AMENDED AND RESTATED  
BY-LAWS

OF

tpSEF INC.

ARTICLE I

Offices

Section 1. The registered office of tpSEF Inc. (the “Corporation”) in the State of Delaware shall be at 1209 Orange Street, City of Wilmington, County of New Castle, and the registered agent in charge thereof shall be The Corporation Trust Company.

Section 2. The Corporation may also have an office or offices, and keep the books and records of the Corporation, except as may otherwise be required by the laws of the State of Delaware, at such other place or places, either within or without the State of Delaware, as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE II

Meetings of Stockholders

Section 1. Each meeting of the stockholders of the Corporation shall be held at such place (within or without the State of Delaware) as may be fixed by the Board of Directors and specified in the notice or waiver of notice thereof.

Section 2. Annual meetings of stockholders shall be held on such day, and at such time and place, as specified by the Board of Directors. At the annual meeting, the stockholders shall elect a Board of Directors and transact such other business as may properly be brought before the meeting.

Section 3. Written notice of the annual meeting, stating the place, date and hour thereof, shall be given to each stockholder entitled to vote thereat not less than ten or more than sixty days before the date of the meeting.

Section 4. The Secretary shall prepare and make, at least ten days before the meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order with the address of and the number of voting shares registered in the name of each. Such list shall be open for ten days prior to any meeting of stockholders for the purpose of examination by any stockholder, for any purpose germane to the meeting, during ordinary business hours, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of meeting, or, if not so specified, at a place where the meeting is to be held, and shall be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any stockholder who is present.

Section 5. Special meetings of stockholders may be called by the Board of Directors, by the President or by the stockholders owning a majority in amount of the entire capital stock of the Corporation issued and outstanding and entitled to vote.

Section 6. Written notice of a special meeting of stockholders, stating the place, date, hour and purpose thereof, shall be given by the Secretary to each stockholder entitled to vote thereat not less than ten nor more than sixty days before the date fixed for the meeting. Such notice shall state the purpose or purposes of the proposed meeting.

Section 7. Business transacted at any special meeting of stockholders shall be limited to the purposes stated in the notice.

Section 8. The holders of a majority of the stock issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum at all meetings of the stockholders for the transaction of business except as otherwise provided by statute or by the Corporation's certificate of incorporation. If, however, such quorum shall not be present or represented at any meeting of stockholders, the stockholders entitled to vote thereat, present in person or represented by proxy, shall have the power to adjourn the meeting from time to time without notice other than announcement at the meeting if the adjournment is not for more than thirty days and a new record date is not fixed for the adjourned meeting, until a quorum shall be present or represented. If a quorum shall be present or represented at such adjourned meeting any business may be transacted which might have been transacted at the original meeting.

Section 9. When a quorum is present at any meeting, the affirmative vote of a majority of the votes cast shall decide any question brought before such meeting, unless the question is one upon which by express provision of the statutes or of the Corporation's certificate of incorporation a different vote is required, in which case such express provision shall govern and control the decision of such question.

Section 10. Each stockholder shall at every meeting of stockholders be entitled to one vote in person or by proxy for each share of the capital stock having voting power held by such stockholder, but no proxy shall be voted on after three years from its date, unless the proxy provides for a longer period. Two inspectors of election may be appointed by the Board of Directors, or if not so appointed, then by the presiding officer of the meeting. If inspectors of election are appointed, all questions regarding the qualification of voters, the validity of proxies and the acceptance or rejection of votes shall be decided by such inspectors of election.

Section 11. Whenever the vote of stockholders at a meeting thereof is required or permitted to be taken for or in connection with any corporate action by any provisions of the applicable statutes or of the Corporation's certificate of incorporation, the meeting and vote of stockholders may be dispensed with if the holders of outstanding stock 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, consent in writing to such corporate action being taken and provided that prompt notice must be given to all stockholders of the taking of corporate action without a meeting and by less than unanimous written consent. The written consent shall bear the date of signature of each stockholder who signs the consent. No

written consent shall be effective to take the corporate action referred to therein unless, within sixty (60) days of the earliest dated consent delivered to the Corporation, written consents signed by a sufficient number of the stockholders to take action are delivered to the Corporation by delivery to its registered office in the State of Delaware, its principal place of business, or to the Secretary or other agent of the Corporation having custody of the minute book of the Corporation. Delivery made to the Corporation's registered office shall be by hand or certified or registered mail, return receipt requested.

## ARTICLE III

### Directors

Section 1. The number of directors which shall constitute the whole board shall be a minimum of two and a maximum of six, and the number of directors constituting the initial Board of Directors shall be two. By amendment of this By-law the number may be increased or decreased from time to time by the Board of Directors or the stockholders within the limits permitted by law, but no decrease in the number of directors shall change the term of any director in office at the time thereof. The directors shall be elected at the annual meeting of stockholders, except as provided in Section 2 of this Article, and each director shall hold office until his successor is elected and qualified or until his earlier resignation or removal. Any director may resign at any time upon written notice to the Corporation. Any director or the entire Board of Directors may be removed, with or without cause, at any time by the holders of a majority of the shares then entitled to vote at an election of directors, and the vacancy in the Board of Directors caused by such removal may be filled by the stockholders at the time of such removal. Directors need not be stockholders.

Section 2. Vacancies and newly created directorships resulting from any increase in the authorized number of directors may be filled by a majority of the directors then in office, though less than a quorum, and each of the directors so chosen shall hold office until the next annual election and until his successor is elected and qualified or until his earlier resignation or removal.

Section 3. The business and affairs of the Corporation shall be managed by or under the direction of its Board of Directors which shall exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Corporation's certificate of incorporation or by these By-laws directed or required to be exercised or done by the stockholders.

Section 4. No less than thirty-five percent (35%) of the directors shall be Public Directors (as defined below). A Public Director may also serve as a director of an affiliate of the Corporation provided that such Public Director does not have a Material Relationship (as defined below) with the SEF. For purposes of these By-laws:

"Public Director" means an individual (i) that meets the criteria set forth in Commodity Futures Trading Commission ("CFTC") Regulation 1.64(b)(1)(i) and (ii), and (ii) that is found by action of the Board of Directors upon nomination or appointment and thereafter as often as necessary in

light of all circumstances relevant to the particular individual, but no less than annually, to have no Material Relationship with the Corporation; and

“Material Relationship” means one that reasonably could affect the independent judgment or decisionmaking of the director. In addition, a director shall be considered to have a “Material Relationship” with the Corporation if any of the following circumstances exist, subject to a one-year look back:

- (i) The director is an officer or employee of the Corporation or an officer or employee of any affiliate of the Corporation;
- (ii) The director is a member of the Corporation, or an officer or director of a member of the Corporation. For this purpose, the term “member” has the meaning given to it in section 1a(34) of the Commodity Exchange Act (the “CEA”) and CFTC Regulation 1.3(q);
- (iii) The director, or a firm with which the director is an officer, director or partner, receives more than \$100,000 in combined annual payments from the Corporation, or any affiliate of the Corporation, for legal, accounting or consulting services. Compensation for services as a director of the Corporation or as a director of an affiliate of the Corporation does not count toward the \$100,000 payment limit, nor does deferred compensation for services prior to becoming a director, so long as such compensation is in no way contingent, conditioned or revocable;
- (iv) Any of the relationships above apply to the “immediate family” of such director (*i.e.*, spouse, parents, children and siblings, in each case, whether by blood, marriage or adoption) and any person residing in the home of the director.

Section 5. Each director, including each Public Director, (i) shall be of sufficiently good repute and have prior industry (or related) experience, an understanding of swaps, a familiarity with the rules and regulations that pertain to swaps and sufficient expertise in financial services, and (ii) shall not be subject to any of the conditions set forth in CFTC Regulation 1.63(b)(1) – (6).

Section 6. The first meeting of each newly elected Board of Directors shall be held immediately following the adjournment of the annual meeting of stockholders and at the place thereof. No notice of such meeting shall be necessary to the directors in order legally to constitute the meeting, provided a quorum shall be present. In the event such meeting is not so held, the meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for special meetings of the Board of Directors.

Section 7. The Board of Directors of the Corporation or any committee thereof may hold meetings, both regular and special, either within or without the State of Delaware. Regular meetings of the Board of Directors may be held without notice at such time and at such place as shall from time to time be determined by the Board of Directors. Special meetings of the Board of Directors may be called by the President, and the President or the Secretary shall call a special meeting upon the request of two directors. If given personally, by telephone or by telegram, the notice shall be given at least the day prior to the meeting. Notice

may be given by mail if it is mailed at least three days before the meeting. The notice need not specify the business to be transacted. In the event of an emergency (including any “Emergency” as defined in the tpSEF Rulebook) which in the judgment of the President (or, in his or her absence, the most senior officer of the Corporation present) requires immediate action, a special meeting may be convened without notice, consisting of those directors who are immediately available in person or by telephone and can be joined in the meeting in person or by conference telephone. The actions taken at such a meeting shall be valid if at least a quorum of the directors participates either personally or conference telephone.

Section 8. At meetings of the Board of Directors, a majority of the directors at the time in office shall constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 9. The Board of Directors may, by resolution passed by a majority of the whole board, designate one or more committees of the Board of Directors, each committee to consist of one or more of the directors of the Corporation, which, to the extent provided in the resolution, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation, including the power and authority to declare a dividend and to authorize the issuance of stock, and may authorize the seal of the Corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority to amend the Corporation’s certificate of incorporation, adopt an agreement of merger or consolidation, recommend to the stockholders the sale, lease or exchange of all or substantially all of the Corporation’s property and assets, recommend to the stockholders a dissolution of the Corporation or a revocation of a dissolution, or amend the By-laws of the Corporation. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors. Unless the Board of Directors designates one or more directors as alternate members of any committee, who may replace an absent or disqualified member at any meeting of the committee, the members of any such committee present at any meeting and not disqualified from voting may, whether or not they constitute a quorum, unanimously appoint another member of the Board of Directors to act the meeting in the place of any absent or disqualified member of such committee. At meetings of any such committee, a majority of the members or alternate members of such committee shall constitute a quorum for the transaction of business and the act of a majority of members or alternate members present at any meeting at which there is a quorum shall be the act of the committee.

Section 10. The Corporation initially shall have the following committees:

- (a) Regulatory Oversight Committee, and
- (b) Executive Committee.

The Regulatory Oversight Committee shall be composed entirely of directors who are Public Directors. The Executive Committee shall be composed of at least thirty-five percent (35%) (but in no event less than two (2)) Public Directors.

Section 11. The committees shall keep regular minutes of their proceedings.

Section 12. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if a written consent thereto is signed by all members of the board or of such committees, as the case may be, and such written consent is filed with the minutes of proceedings of the board or committee.

Section 13. The members of the Board of Directors or any committee thereof may participate in a meeting of the board or such committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and such participation shall constitute presence in person at such meeting.

Section 14. The directors may be paid their expenses of attendance at each meeting of the Board of Directors and may be paid a fixed sum for attendance at each meeting of the Board of Directors or a stated salary as director. No such payment shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefor. Members of special or standing committees may be allowed like reimbursement and compensation for attending committee meetings.

## ARTICLE IV

### Notices

Section 1. Notices to directors and stockholders mailed to them at their addresses appearing on the books of the Corporation shall be deemed to be given at the time when deposited in the United States mail.

Section 2. Whenever any notice is required to be given under the provisions of the statutes or of the Corporation's certificate of incorporation or of these By-laws, waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent of notice. Notice of any meeting shall not be required to be given to any person who attends such meeting, except when such person attends the meeting in person or by proxy for the express of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened, or who, either before or after the meeting, shall submit a signed written waiver of notice, in person or by proxy. Neither the business to be transacted at, nor the purpose of, an annual or special meeting of stockholders need be specified in any written waiver of notice.



## ARTICLE V

### Officers

Section 1. The officers of the Corporation shall be chosen by the Board of Directors at its first meeting after each annual meeting of stockholders and shall be at least a Chief Executive Officer, Chief Operating Officer, Chief Compliance Officer and Secretary. The Board of Directors may choose also such vice presidents and additional officers or assistant officers as it may deem advisable. Any number of offices may be held by the same person.

Section 2. The Board of Directors may appoint such other officers and agents as it desires who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

Section 3. The officers of the Corporation shall hold office at the pleasure of the Board of Directors. Each officer shall hold his office until his successor is elected and qualified or until his earlier resignation or removal. Any officer may resign at any time upon written notice to the Corporation. Any officer elected or appointed by the Board of Directors may be removed at any time by the Board of Directors. Any vacancy occurring in any office of the Corporation by death, resignation, removal or otherwise shall be filled by the Board of Directors.

Section 4. The President shall be the chief executive officer of the Corporation, shall preside at all meetings of stockholders and of the Board of Directors, shall have general and active management of the business of the Corporation, and shall see that all orders and resolutions of the Board of Directors are carried into effect. He shall execute on behalf of the Corporation and may affix the seal or cause the seal to be affixed to all instruments requiring such execution except to the extent the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation.

Section 5. The vice presidents shall act under the direction of the President in the absence or disability of the President and shall perform the duties and exercise the powers of the President. They shall perform such other duties and have such other powers as the President or the Board of Directors may from time to time prescribe. The Board of Directors may designate one or more executive vice presidents or may otherwise specify the order of seniority of the vice presidents and in that event the duties and powers of the President shall descend to the vice presidents in the specified order of seniority.

Section 6. The Chief Compliance Officer shall have sufficient seniority and authority to compel others to adhere to the compliance policies and procedures of the Corporation. The Chief Compliance Officer shall insure the Corporation's compliance with the CEA, and shall be responsible for designing procedures for the handling, management response, remediation, retesting and closing of noncompliance issues. The Chief Compliance Officer shall prepare, sign and submit annual reports to the CFTC, review compliance issues and resolve conflicts in accordance with established conflict resolution policies. The Chief Financial Officer shall also establish a Code of Ethics for the Corporation. The Chief Compliance Officer shall perform such other duties as from time to time may be assigned to him or her by the Board of

Directors and shall report directly to the Board of Directors. The Chief Compliance Officer shall meet annually with the Board of Directors to discuss the effectiveness of the Corporation's administration of its compliance policies.

Section 7. The Secretary shall act under the direction of the President. Subject to the direction of the President he shall attend all meetings of the Board of Directors and all meetings of stockholders and record the proceedings in a book to be kept for that purpose and shall perform like duties for the committees designated by the Board of Directors when required. He shall give, or cause to be given, notice of all meetings of stockholders and special meetings of the Board of Directors, shall have charge of the stock ledger and shall perform such other duties as may be prescribed by the President or the Board of Directors. He shall keep in safe custody the seal of the Corporation and cause it to be affixed to any instrument requiring it.

Section 8. The assistant secretaries in the order of their seniority, unless otherwise determined by the President or the Board of Directors, shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary. They shall perform such other duties and have such other powers as the President or the Board of Directors may from time to time prescribe.

Section 9. The Treasurer shall act under the direction of the President. Subject to the direction of the President he shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. He shall disburse the funds of the Corporation as may be ordered by the President or the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of all his transactions as treasurer of the financial condition of the Corporation.

Section 10. The assistant treasurers in the order of their seniority, unless otherwise determined by the President or the Board of Directors, shall in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer. They shall perform such duties and have such powers as the President or the Board of Directors may from time to time prescribe.

## ARTICLE VI

### Certificates of Stock

Section 1. Every holder of stock of the Corporation shall be entitled to have a certificate, signed by, or in the name of the Corporation by, the President or a Vice President and the Treasurer or an assistant treasurer or the secretary or an Assistant Secretary of the Corporation, certifying the number of shares owned by him in the Corporation.

Section 2. Any of or all of the signatures on a certificate may be facsimile. In case any officer who has signed or whose facsimile signature has been placed upon a certificate

shall cease to be such officer before such certificate is issued, it may be issued with the same effect as if he were such officer at the date of issue. The seal of the Corporation or a facsimile thereof may, but need not, be affixed to certificates of stock.

Section 3. The Board of Directors may direct a new certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the Corporation alleged to have been lost, stolen or destroyed, upon the making of an affidavit of the fact by the person claiming the certificate or certificates to be lost, stolen or destroyed. When authorizing such issue of a new certificate or certificates, the Board of Directors may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost, stolen or destroyed certificate or certificates, or his legal representative, to give the Corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the Corporation with respect to the certificate or certificates alleged to have been lost, stolen or destroyed.

Section 4. Upon surrender to the Corporation or a transfer agent of the Corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the Corporation, if it is satisfied that all provisions of the Corporation's certificate of incorporation, of the By-laws and of the law regarding the transfer of shares have been duly complied with, to issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books.

Section 5. The Corporation shall be entitled to recognize the person registered on its books as the owner of shares to be the exclusive owner for all purposes including voting and dividends, and the Corporation shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of the State of Delaware.

Section 6. In order that the Corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board of Directors may fix, in advance, a record date, which shall not be more than sixty or less than ten days before the date of such meeting, and not more than sixty days prior to any other action. A determination of stockholders shall apply to any adjournment of the meeting; provided, however, that the board of directors may fix a new record date for the adjourned meeting.

## ARTICLE VII

### Miscellaneous

Section 1. There may be set aside out of any funds of the Corporation available for dividends such sum or sums as the directors from time to time, in their absolute discretion, think proper as a reserve or reserves to meet contingencies, or for equalizing dividends, or for preparing or maintaining any property of the Corporation, or for the purchase of additional property, or for such other purpose as the directors shall think conducive to the interest of the Corporation, and the directors may modify or abolish any such reserve.

Section 2. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the board of directors may from time to time designate.

Section 3. The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

Section 4. The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Corporate Seal, Delaware". The seal may be used by causing it or a facsimile thereof to be impressed, affixed or in any other manner reproduced.

## ARTICLE VIII

### Indemnification

Section 1. Every person who was or is a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or a person of whom he is the legal representative is or was a director or officer of the Corporation or is or was serving at the request of the Corporation or for its benefit as a director or officer of another corporation, or as its representative in partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless to the fullest extent legally permissible under and pursuant to any procedure specified in the General Corporation Law of the State of Delaware, as amended from time to time, against all expenses, liabilities and losses (including attorneys' fees, judgments, fines and amounts paid or to be paid in settlement) reasonably incurred or suffered by him in connection therewith. Such right of indemnification shall be a contract right which may be enforced in any manner desired by such person. Such right of indemnification shall not be exclusive of any other right which such directors, officers or representatives may have or hereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any by-law, agreement, vote of stockholders, provision of law or otherwise, as well as their rights under this Article.

Section 2. The Board of Directors may cause the Corporation to purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another

corporation, or as its representative in partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the Corporation would have the power to indemnify such person.

Section 3. The Board of Directors may from time to time adopt further by-laws with respect to indemnification and may amend these and such by-laws to provide at all times the fullest indemnification permitted by the General Corporation Law of the State of Delaware, as amended from time to time.

## ARTICLE IX

### Amendments

Section 1. The By-laws may be amended by the stockholders at any annual or special meeting of stockholders, provided notice of intention to amend shall have been contained in the notice of the meeting.

Section 2. The Board of Directors by a majority vote of the whole board at any meeting may amend these By-laws, including By-laws adopted by the stockholders, provided the stockholders may from time to time specify particular provisions of the By-laws which shall not be amended by the Board of Directors.

**EXHIBIT G-3  
CERTIFICATE OF GOOD STANDING**

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TPSEF INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF APRIL, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TPSEF INC." WAS INCORPORATED ON THE EIGHTH DAY OF JANUARY, A.D. 2013.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

5271835 8300

140526419



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1324989

DATE: 04-28-14

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TPSEF INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTIETH DAY OF AUGUST, A.D. 2013.

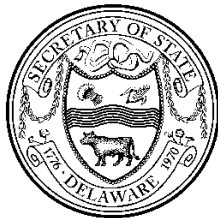
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TPSEF INC." WAS INCORPORATED ON THE EIGHTH DAY OF JANUARY, A.D. 2013.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

5271835 8300

131008867

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 0678834

DATE: 08-20-13