Delaware

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 CERTIFICATE OF MERGER, WHICH MERGES:

"FINANCIAL DATA EXCHANGE, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "FINANCIAL DATA EXCHANGE, INC." UNDER THE NAME OF “FINANCIAL DATA EXCHANGE, INC.”, A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE FIRST DAY OF OCTOBER, A.D. 2024, AT 9:22 O`CLOCK A.M.

Jeffrey W. Bullock, Secretary of State

4643726 8100M
SR# 20243828882

Authentication: 204526770
Date: 10-01-24

STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC LIMITED LIABILITY COMPANY
INTO DOMESTIC CORPORATION

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law and Title 6, Section 18-209 of the Delaware Limited Liability Company Act, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the Delaware corporation is Financial Data Exchange, Inc., and the name of the Delaware limited liability company being merged into the Delaware corporation is Financial Data Exchange, LLC.

SECOND: The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with Section 264 of the Delaware General Corporation Law.

THIRD: The name of the surviving corporation is Financial Data Exchange, Inc. (the "Surviving Corporation")

FOURTH: The Certificate of Incorporation of the Surviving Corporation shall be its Certificate of Incorporation.

FIFTH: The merger shall be effective on the filing of this Certificate of Merger.

SIXTH: The Certificate of Incorporation of the Surviving Corporation will be amended and restated in its entirety so as to read as set forth in Exhibit A hereto, and, as so amended and restated, shall be the Amended and Restated Certificate of Incorporation of the Surviving Corporation until further amended pursuant to the provisions of the DGCL

SEVENTH: The executed Agreement and Plan of Merger is on file at 2223 S Highland Dr #E6, Suite 202, Salt Lake City, UT 84106-2882, the place of business of the surviving corporation.

EIGHTH: A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation on request, without cost, to any stockholder of the constituent corporation or member of any constituent limited liability company.

[*Signature page follows*]

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:22 AM 10/01/2024
FILED 09:22 AM 10/01/2024
SR 20243828882 - File Number 4643726

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 1st day of October, 2024.

FINANCIAL DATA EXCHANGE, INC

DocuSigned by:
Brad Jacobsen
By: 0F768405EC27454...

Name: Brad Jacobsen
Title: Authorized Officer

EXHIBIT A

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
FINANCIAL DATA EXCHANGE, INC.

(Pursuant to Sections 242 and 245 of the
General Corporation Law of the State of Delaware)

ARTICLE I.
NAME AND DURATION

The name of the corporation is: **Financial Data Exchange, Inc.** (hereinafter the "**Corporation**"). The duration of the Corporation shall be perpetual.

ARTICLE II.
PRINCIPAL OFFICE

The street address of the principal office of the Corporation is:

Financial Data Exchange, Inc.
2223 S Highland Dr #E6
Suite 202
Salt Lake City, UT 84106-2882

ARTICLE III.
PURPOSE

The purposes for which the Corporation is formed are as follows:

(i) The Corporation is a nonprofit nonstock corporation, organized and operated exclusively to promote and represent the common business interests of and improve business conditions among members of the business community, within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (hereinafter, the "**Code**") and Section 1902(b)(3) of Title 30 of the Act. All references to the Code contained herein are deemed to include corresponding provisions of any future United States federal tax code.

(ii) Solely in furtherance of its purposes in support of the business community, the Corporation will (a) identify, define, and/or adopt a common, consensus, interoperable standard for the secure and convenient access of permissioned consumer and business financial data; and (b) seek to be recognized (and maintain such recognition) as a recognized standard setter of industry consensus standards by the Consumer Financial Protection Bureau (CFPB) or other applicable governmental bodies. In defining a consensus standard, the Corporation will take into account the diverse, individually expressed interests and viewpoints of its members (including the Board Organizations, as such term is defined in the Corporation's bylaws (as amended from time to time, the "**Bylaws**")).

(iii) In furtherance of the purposes set forth in this Article III and stated in the Bylaws of the Corporation, the Corporation may exercise all of the rights and powers conferred on nonprofit nonstock corporations under the laws of the State of Delaware.

(iv) No part of the Corporation's net income shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes and objects set forth in this Article III.

(v) Notwithstanding any of the above statements of purposes and powers, the Corporation shall not engage in any activities or exercise any powers, whether express or implied, so as to disqualify the Corporation from exemption from federal income tax under section 501(a) of the Code by reason of being an organization described in section 50l(c)(6) of the Code and from exemption from Delaware income tax by reason of being an organization described in Section 1902(b)(3) of Title 30 of the Act and corresponding provisions of any future United States federal tax code or Act.

(vi) In the event of the liquidation, dissolution, or winding up of the Corporation's affairs (whether voluntary or by operation of law), the Board will, after paying or making any provision for the payment of all Corporation liabilities, distribute all Corporation assets as it sees fit, consistently with the Corporation's contractual obligations. Notwithstanding the foregoing, the Corporation's remaining assets after satisfaction of its liabilities shall be distributed exclusively for the common business interests of its members or to organizations which are exempt from Federal income tax under § 501(c)(6) of the Code, or to recognized charitable organizations which are exempt from Federal income tax under § 501(c)(3) of the Code.

ARTICLE IV.
MEMBERS

The corporation shall have members, and the rights and obligations of the members shall be as set forth in the Bylaws.

ARTICLE V.
REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation in the State of Delaware is 251 Little Falls Drive, Wilmington, Delaware 19808, County of New Castle. The name of its registered agent at such address is Corporation Service Company.

ARTICLE VI.
CAPITAL STOCK

The Corporation is not organized for profit and has no authority to issue capital stock.

ARTICLE VII.
AMENDMENT

In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board is expressly authorized to make, alter, and repeal the Bylaws, subject to the procedures set forth in the Bylaws.

ARTICLE VIII.
DIRECTORS

The management of the affairs of the Corporation shall be vested at all times in the Board of Directors of the Corporation. The directors of the Corporation shall be elected as provided in the Bylaws. Directors elected in accordance with the Bylaws may be removed and replaced by the Board Organization which such director is affiliated with at such member's discretion to fulfil the term of the replaced director. The Corporation shall, to the fullest extent permitted by Section 145 of the Act and Article IX hereof, as the same may from time to time be amended and supplemented, indemnify each director and officer of the Corporation from and against any and all of the expenses and liabilities arising out of, or related to, any threatened, pending or completed action, suit or proceeding, or other matters referred to in or covered by said Section of the Act. The indemnification provided for herein shall not be deemed exclusive of any other rights to which any such person may be entitled under any Bylaws, resolution of directors, agreement, or otherwise as permitted by said Section of the Act, as to action taken by such person in his or her capacity as such officer or director or in any other capacity in which such person served at the request of the Corporation.

No director or officer of the Corporation shall be liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a director or officer, except to the extent such an exemption from liability or limitation thereof is not permitted under the Act as presently in effect or as the same may hereafter be amended. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director or officer for or with respect to any acts or omissions of such director or officer occurring prior to such amendment or repeal.

ARTICLE IX.
INDEMNIFICATION

A. Subject to subsection C. of this Article IX, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that such person is or was a director or officer of the Corporation, or is or was a director or officer of the Corporation serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, such person had no reasonable cause to believe the conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that such person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, that such person had reasonable cause to believe that the conduct was unlawful.

B. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a director or officer of the Corporation, or is or was a director or officer serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Corporation; except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the Delaware Court of Chancery, or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

C. Any indemnification under subsections A. and B. (unless otherwise ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of such director or officer is proper in the circumstances because such director or officer has met the applicable standard of conduct set forth in subsections A. and B. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the members. To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsections A. and B., or in defense of any claim, issue or matter therein, such director or officer shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such director or officer in connection therewith.

D. For purposes of any determination under this Article IX, a person shall be deemed to have acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation, or, with respect to any criminal action or proceeding, to have had no reasonable cause to believe such person' s conduct was unlawful, if such person's action is based on the records or books of account of the Corporation or another enterprise, or on information supplied to such person by the officers of the Corporation or another enterprise in the course of their duties, or on the advice of legal counsel for the Corporation or another enterprise or on information or records given or reports made to the Corporation or another enterprise by an independent certified public accountant or by an appraiser or other expert selected with reasonable care by the Corporation or another enterprise. The term "another enterprise" as used in this subsection D. shall mean any other corporation or any partnership, joint venture, trust or other enterprise of which such person is or was serving at the request of the Corporation as a director, officer, employee or agent. The provisions of this subsection D. shall not be deemed to be exclusive or to limit in any way the circumstances in which a person may be deemed to have met the applicable standard of conduct set forth in this Article IX.

E. Expenses (including attorneys' fees) incurred by a director or officer in defending or investigating any threatened or pending civil, criminal, administrative or investigative action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that such director or officer is not entitled to be indemnified by the Corporation as authorized in this Article IX.

F. The indemnification and advancement of expenses provided by or granted pursuant to the other subsections of this Article IX shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any Bylaw, agreement, contract, vote of members or disinterested directors, pursuant to the direction (however embodied) of any court of competent jurisdiction or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, it being the policy of the Corporation that indemnification of the persons specified in this Article IX shall be made to the fullest extent permitted by law. The provisions of this Article IX shall not be deemed to preclude the indemnification of any person who is not specified in this Article IX but whom the Corporation has the power or obligation to indemnify under the provisions of the Act, or otherwise.

G. The Corporation shall have the power to and may purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation, or is or was a director or officer of the Corporation serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power or obligation to indemnify such person against such liability under the provisions of this Article IX.

H. For purposes of this Article IX, references to "the Corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors and officers so that any person who is or was a director or officer of such constituent corporation, or is or was a director or officer of such constituent corporation serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article IX with respect to the resulting or surviving corporation as such person would have with respect to the resulting or surviving corporation if its separate existence had continued.

I. For purposes of this Article IX, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to any employee benefit plan; and references to "serving at the request of the Corporation" shall include any service as a director or officer of the Corporation which imposes duties on, or involves services by, such director or officer with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner such person reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Corporation" as referred to in this Article IX.

J. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article IX shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such person.

***

That the foregoing amendment and restatement was approved by the required number of Board members and members, if applicable, in accordance with the DGCL and the Bylaws of the Corporation.

That this Amended and Restated Certificate of Incorporation, which restates and integrates and amends the provisions of this Corporation's Certificate of Incorporation, has been duly adopted in accordance with Sections 242 and 245 of the DGCL.