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Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

Department of the Treasury
Internal Revenue Service

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

Open to Public Inspection

A For the **2009** calendar year, or tax year beginning and ending

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type See Specific Instructions	C Name of organization VITAE FOUNDATION		D Employer identification number 43-1138252
		Doing Business As		E Telephone number (573) 634-4316
		Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	G Gross receipts \$ 3,352,680.
		P.O. BOX 791		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
		City or town, state or country, and ZIP + 4 JEFFERSON CITY, MO 65102		H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions)
		F Name and address of principal officer: CARL LANDWEHR SAME AS C ABOVE		H(c) Group exemption number ▶
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c) (3) ◀ (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527				
J Website: ▶ WWW.VITAEARINGFOUNDATION.ORG				
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶			L Year of formation: 1974 M State of legal domicile: MO	

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: VITAE FOUNDATION'S MISSION IS TO ENCOURAGE A CULTURE OF LIFE THROUGH MASS MEDIA.		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	9	
	4 Number of independent voting members of the governing body (Part VI, line 1b)	8	
	5 Total number of employees (Part V, line 2a)	34	
	6 Total number of volunteers (estimate if necessary)	535	
	7a Total gross unrelated business revenue from Part VIII, column (C), line 12	0.	
b Net unrelated business taxable income from Form 990-T, line 34	0.		
Revenue	8 Contributions and grants (Part VIII, line 1h)	3,188,890.	2,648,708.
	9 Program service revenue (Part VIII, line 2g)	66,105.	1,017.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	28,360.	5,775.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	<410,531.>	<349,664.>
	12 Total revenue - add lines 8 through 11 (must equal Part VII, column (A), line 12)	2,872,824.	2,305,836.
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	2,085.	1,623.
Expenses	14 Benefits paid to or for members (Part IX, column (A), line 4)		
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	1,513,815.	1,356,864.
	16a Professional fundraising fees (Part IX, column (A), line 11e)		24,142.
	b Total fundraising expenses (Part IX, column (D), line 25)	507,542.	
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-11g)	2,183,889.	1,234,818.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	3,699,789.	2,617,447.	
19 Revenue less expenses. Subtract line 18 from line 12	<826,965.>	<311,611.>	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	1,454,570.	968,272.
	21 Total liabilities (Part X, line 26)	710,622.	535,935.
	22 Net assets or fund balances. Subtract line 21 from line 20	743,948.	432,337.

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here ▶ *Carl Landwehr* Signature of officer Date **5-10-10**

▶ **CARL LANDWEHR, PRESIDENT** Type or print name and title

Paid Preparer's Use Only

Preparer's signature ▶ *Kathy Maerle* Date **5-7-10** Check if self-employed Preparer's identifying number (see instructions)

Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ **WILLIAMS-KEEPERS LLC**
3220 W EDGEWOOD SUITE E
JEFFERSON CITY, MO 65109

EIN ▶ Phone no. ▶ **(573) 635-6196**

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

SCANNED JUL 02 2010

g-ll-z

Part III Statement of Program Service Accomplishments

1 Briefly describe the organization's mission: TO ENCOURAGAE A CULTURE OF LIFE THROUGH MASS COMMUNICATION.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? If "Yes," describe these new services on Schedule O. [] Yes [X] No

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? If "Yes," describe these changes on Schedule O. [] Yes [X] No

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 224,331. including grants of \$) (Revenue \$) TO ENCOURAGE A CULTURE OF LIFE, VITAE RESEARCHES ATTITUDES AND BEHAVIORS OF INDIVIDUALS CONCERNING LIFE ISSUES.

4b (Code:) (Expenses \$ 183,745. including grants of \$) (Revenue \$) TO ENCOURAGE A CULTURE OF LIFE, VITAE PRODUCES EDUCATIONAL MESSAGES FOR THE PURPOSE OF CONNECTING WOMEN IN UNPLANNED PREGNANCIES WITH LOCAL RESOURCES TO ASSIST HER CHOICE FOR LIFE AND OF IMPACTING SOCIAL ATTITUDES TOWARDS A GREATER RESPECT FOR LIFE. VITAE'S PRIMARY AUDIENCE IS WOMEN AGE 18-34. SECONDARY AUDIENCES INCLUDE THEIR CIRCLE OF INFLUENCE AS WELL AS TEENS AND MEN.

4c (Code:) (Expenses \$ 1,290,860. including grants of \$) (Revenue \$ 1,017.) TO ENCOURAGE A CULTURE OF LIFE, VITAE USES AN INTEGRATED MEDIA APPROACH IN ITS DELIVERY OF "CALL FOR HELP" AND "ATTITUDE CHANGING" MESSAGES. THIS APPROACH INCLUDES TV, RADIO, INTERNET, PRINT, OUT OF HOME AND SPECIAL EVENTS WITH PRO-LIFE SPEAKERS. VITAE ALSO WORKS WITH OTHER LIKE-MINDED GROUPS TO ASSIST IN PLACEMENT OR MESSAGING. 2009 LARGE MARKET MEDIA ACTIVITY INCLUDES ATLANTA, BOSTON, RHODE ISLAND, WASHINGTON, DC, DALLAS, LOS ANGELES, ST. LOUIS, NEW YORK AND KANSAS CITY. AMONG HELP-LINE NUMBERS USED IS 1-800-395-HELP OF OPTIONLINE. IN 2009, THERE WERE 104,441 UNIQUE VISITORS TO GRAVITYTEEN.COM AND 34,768 TO YOUROPTIONS.COM. 22 COMMUNITY EVENTS WERE HELD WHICH GENERATED \$168,792 IN NON-DONATION FEES.

4d Other program services (Describe in Schedule O.) (Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses \$ 1,698,936.

Part IV Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2	Is the organization required to complete Schedule B, Schedule of Contributors?	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities? <i>If "Yes," complete Schedule C, Part II</i>		X
5	Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? <i>If "Yes," complete Schedule C, Part III</i>		
6	Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10	Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	X	
11	Is the organization's answer to any of the following questions "Yes"? <i>If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable</i>	X	
	<ul style="list-style-type: none"> • Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI.</i> • Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i> • Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII.</i> • Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX.</i> • Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i> • Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48? <i>If "Yes," complete Schedule D, Part X</i> 		
12	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII.</i>	X	
12A	Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional</i>		
		Yes	No
12A			X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?		X
14b	b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? <i>If "Yes," complete Schedule F, Part I</i>		X
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Part II</i>		X
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Part III</i>		X
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>	X	
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	X	
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20	Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i>		X

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>		X
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>		X
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>		X
28 Was the organization a party to a business transaction with one of the following parties, (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
c An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>		X
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U S Information Returns Enter -0- if not applicable		
	1a		25
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
	1b		0
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
	1c		
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		
	2a		34
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return (see instructions)	X	
	2b		
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?		X
	3a		
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		
	3b		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
	4a		
b	If "Yes," enter the name of the foreign country. See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts		
	4b		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
	5a		
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
	5b		
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		
	5c		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?		X
	6a		
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
	6b		
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	X	
	7a		
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	X	
	7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
	7c		
d	If "Yes," indicate the number of Forms 8282 filed during the year		0
	7d		
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
	7e		
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
	7f		
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?		
	7g		
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?		
	7h		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
	8		
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?		
	9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		
	9b		
10	Section 501(c)(7) organizations. Enter		
a	Initiation fees and capital contributions included on Part VIII, line 12	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11	Section 501(c)(12) organizations. Enter:		
a	Gross income from members or shareholders	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions

Section A. Governing Body and Management

	Yes	No
1a Enter the number of voting members of the governing body		
1b Enter the number of voting members that are independent		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		X
4 Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?	X	
5 Did the organization become aware during the year of a material diversion of the organization's assets?		X
6 Does the organization have members or stockholders?		X
7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	X	
7b Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following.		
a The governing body?	X	
b Each committee with authority to act on behalf of the governing body?	X	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code)

	Yes	No
10a Does the organization have local chapters, branches, or affiliates?		X
10b If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?		
11 Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	X	
11A Describe in Schedule O the process, if any, used by the organization to review this Form 990		
12a Does the organization have a written conflict of interest policy? If "No," go to line 13	X	
12b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
12c Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	X	
13 Does the organization have a written whistleblower policy?	X	
14 Does the organization have a written document retention and destruction policy?	X	
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official	X	
b Other officers or key employees of the organization		X
If "Yes" to line 15a or 15b, describe the process in Schedule O (See instructions)		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
16b If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed **AL, AK, AZ, CA, CO, CT, FL, GA, IL, KS, KY, ME**
- 18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
 Own website Another's website Upon request
- 19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **DANIEL P. KEMPKER - (573) 634-4316**
1731 SOUTHRIDGE DRIVE, SUITE D, JEFFERSON CITY, MO 65109

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year. Use Schedule J-2 if additional space is needed.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if the organization did not compensate any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
CARL LANDWEHR PRESIDENT	49.00	X					129,962.	0.	0.	
STEPHEN J. KOMAROMI CHAIRMAN	0.60	X					0.	0.	0.	
NANCY SANDERS SECRETARY	0.60	X					0.	0.	0.	
DANIEL P. KEMPKER TREASURER	0.50	X					0.	0.	0.	
REV. JAMES SAVAGE DIRECTOR	0.80	X					0.	0.	0.	
MARK RIEFER DIRECTOR	0.90	X					0.	0.	0.	
KEITH ROLLER VICE CHAIRMAN	0.90	X					0.	0.	0.	
REV. THOMAS P. KRAUSE DIRECTOR			X				0.	0.	0.	
GAIL P. QUINN DIRECTOR			X				0.	0.	0.	
SYNDEE CHASE DIRECTOR	0.30	X					0.	0.	0.	

Part VIII Statement of Revenue			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1 a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c	1,414,257.				
	d Related organizations	1d					
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f	1,234,451.				
	g Noncash contributions included in lines 1a-1f \$		13,011.				
	h Total. Add lines 1a-1f		2,648,708.				
	Program Service Revenue	2 a MEDIA BUY REIMBURSEMEN	Business Code 900099	1,017.	1,017.		
b							
c							
d							
e							
f All other program service revenue							
g Total. Add lines 2a-2f			1,017.				
Other Revenue		3 Investment income (including dividends, interest, and other similar amounts)		5,702.			5,702.
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
	6 a Gross Rents	(i) Real	(ii) Personal				
		b Less. rental expenses					
		c Rental income or (loss)					
		d Net rental income or (loss)					
	7 a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
		b Less. cost or other basis and sales expenses					
		c Gain or (loss)					
		d Net gain or (loss)			73.		73.
	8 a Gross income from fundraising events (not including \$ 1414257. of contributions reported on line 1c) See Part IV, line 18	a					
		b Less: direct expenses					
		c Net income or (loss) from fundraising events			<351,904.>		<351,904.>
	9 a Gross income from gaming activities See Part IV, line 19	a					
b Less direct expenses							
c Net income or (loss) from gaming activities							
10 a Gross sales of inventory, less returns and allowances	a						
	b Less: cost of goods sold						
	c Net income or (loss) from sales of inventory						
Miscellaneous Revenue		Business Code					
11 a MISCELLANEOUS	900099		2,240.			2,240.	
b							
c							
d All other revenue							
e Total. Add lines 11a-11d			2,240.				
12 Total revenue. See instructions.			2,305,836.	1,017.		0.<343,889.>	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21				
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22	1,623.	1,623.		
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	129,962.	38,989.	38,989.	51,984.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	1,047,490.	599,190.	223,583.	224,717.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits	93,476.	50,664.	20,845.	21,967.
10 Payroll taxes	85,936.	46,577.	19,164.	20,195.
11 Fees for services (non-employees)				
a Management				
b Legal	31,120.	16,867.	6,940.	7,313.
c Accounting	39,209.	21,251.	8,744.	9,214.
d Lobbying				
e Professional fundraising services. See Part IV, line 17	24,142.			24,142.
f Investment management fees				
g Other	20,576.	14,543.	2,586.	3,447.
12 Advertising and promotion				
13 Office expenses	131,640.	69,992.	12,936.	48,712.
14 Information technology	19,883.	7,098.	6,873.	5,912.
15 Royalties				
16 Occupancy	65,920.	35,729.	14,700.	15,491.
17 Travel	83,593.	56,295.	2,611.	24,687.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	419,049.	355,705.	3,975.	59,369.
20 Interest	14,343.	7,774.	3,198.	3,371.
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	23,118.	8,724.	6,797.	7,597.
23 Insurance	22,171.	12,017.	4,944.	5,210.
24 Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.)				
a BILLBOARD EXP	305,552.	305,552.		
b RADIO MEDIA EXPENSE	94,099.	94,099.		
c MAGAZINE/NEWSPAPER MEDI	83,507.	83,507.		
d INTERNET MEDIA EXPENSE	82,864.	82,864.		
e TELEVISION MEDIA EXPENS	82,024.	82,024.		
f All other expenses	<283,850.>	<292,148.>	34,084.	<25,786.>
25 Total functional expenses. Add lines 1 through 24f	2,617,447.	1,698,936.	410,969.	507,542.
26 Joint costs. Check here <input checked="" type="checkbox"/> if following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation	1,931,394.	968,445.	408,752.	554,197.

Part X Balance Sheet

		(A) Beginning of year		(B) End of year	
Assets	1	Cash - non-interest-bearing		1	
	2	Savings and temporary cash investments	997,807.	2	652,425.
	3	Pledges and grants receivable, net		3	
	4	Accounts receivable, net	53,647.	4	
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use		8	
	9	Prepaid expenses and deferred charges		9	
	10a	Land, buildings, and equipment, cost or other basis Complete Part VI of Schedule D	10a 350,275.		
	b	Less: accumulated depreciation	10b 313,349.	10c 59,015.	36,926.
	11	Investments - publicly traded securities	29,894.	11	34,783.
	12	Investments - other securities See Part IV, line 11		12	
	13	Investments - program-related. See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets See Part IV, line 11	314,207.	15	244,138.
16	Total assets. Add lines 1 through 15 (must equal line 34)	1,454,570.	16	968,272.	
Liabilities	17	Accounts payable and accrued expenses	402,428.	17	232,607.
	18	Grants payable		18	
	19	Deferred revenue		19	
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties	108,194.	23	103,328.
	24	Unsecured notes and loans payable to unrelated third parties		24	
	25	Other liabilities. Complete Part X of Schedule D	200,000.	25	200,000.
	26	Total liabilities. Add lines 17 through 25	710,622.	26	535,935.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27	Unrestricted net assets	127,686.	27	<87,285.>
	28	Temporarily restricted net assets	616,262.	28	519,622.
	29	Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
	33	Total net assets or fund balances	743,948.	33	432,337.
34	Total liabilities and net assets/fund balances	1,454,570.	34	968,272.	

Part XI Financial Statements and Reporting

- 1** Accounting method used to prepare the Form 990 Cash Accrual Other _____
 If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.
- 2a** Were the organization's financial statements compiled or reviewed by an independent accountant?
- b** Were the organization's financial statements audited by an independent accountant?
- c** If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
 If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O
- d** If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both.
 Separate basis Consolidated basis Both consolidated and separate basis
- 3a** As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?
- b** If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

	Yes	No
2a		X
2b	X	
2c	X	
3a		X
3b		

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No 1545-0047

2009

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

Name of the organization **VITAE FOUNDATION** Employer identification number **43-1138252**

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I
 - b Type II
 - c Type III - Functionally integrated
 - d Type III - Other
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 - (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
 - (ii) A family member of a person described in (i) above?
 - (iii) A 35% controlled entity of a person described in (i) or (ii) above?
- h Provide the following information about the supported organization(s).

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
Total									

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2009

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	2546690.	4125031.	3356461.	3188890.	2648708.	15865780.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	2546690.	4125031.	3356461.	3188890.	2648708.	15865780.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						15865780.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4	2546690.	4125031.	3356461.	3188890.	2648708.	15865780.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	141,625.	151,659.	120,194.	28,360.	5,775.	447,613.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)	1,469.	27,754.	9,582.	8,809.	2,240.	49,854.
11 Total support. Add lines 7 through 10						16363247.
12 Gross receipts from related activities, etc. (see instructions)					12	602,115.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))	14	96.96 %
15 Public support percentage from 2008 Schedule A, Part II, line 14	15	96.65 %
16a 33 1/3% support test - 2009. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶ <input checked="" type="checkbox"/>		
b 33 1/3% support test - 2008. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
17a 10% -facts-and-circumstances test - 2009. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
b 10% -facts-and-circumstances test - 2008. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ <input type="checkbox"/>		

Part III Support Schedule for Organizations Described in Section 509(a)(2) (Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support (Add lines 9, 10c, 11, and 12)						

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

Section C. Computation of Public Support Percentage

15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2009. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2008. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10, Part II, line 17a or 17b, and Part III, line 12. Provide any other additional information. See instructions.

SCHEDULE A, PART II, LINE 10, EXPLANATION FOR OTHER INCOME:

MISCELLANEOUS INCOME

THE OTHER INCOME AMOUNT IS MADE UP OF MISCELLANEOUS INCOME AND THE GAIN/LOSS FROM THE SALE OF FIXED ASSETS.

Schedule D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2009
Open to Public Inspection

Name of the organization **VITAE FOUNDATION** Employer identification number **43-1138252**

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

- 1 Purpose(s) of conservation easements held by the organization (check all that apply)
- | | |
|---|--|
| <input type="checkbox"/> Preservation of land for public use (e.g., recreation or pleasure) | <input type="checkbox"/> Preservation of an historically important land area |
| <input type="checkbox"/> Protection of natural habitat | <input type="checkbox"/> Preservation of a certified historic structure |
| <input type="checkbox"/> Preservation of open space | |
- 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year
- | | Held at the End of the Tax Year |
|--|---------------------------------|
| a Total number of conservation easements | 2a |
| b Total acreage restricted by conservation easements | 2b |
| c Number of conservation easements on a certified historic structure included in (a) | 2c |
| d Number of conservation easements included in (c) acquired after 8/17/06 | 2d |
- 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____
- 4 Number of states where property subject to conservation easement is located ▶ _____
- 5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? Yes No
- 6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____
- 7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____
- 8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? Yes No
- 9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8

- 1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items
- b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:
- (i) Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____
- (ii) Assets included in Form 990, Part X ▶ \$ _____
- 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items.
- a Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____
- b Assets included in Form 990, Part X ▶ \$ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a Public exhibition
- b Scholarly research
- c Preservation for future generations
- d Loan or exchange programs
- e Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain the arrangement in Part XIV and complete the following table:

	Amount
1c	
1d	
1e	
1f	

- c Beginning balance
- d Additions during the year
- e Distributions during the year
- f Ending balance

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If "Yes," explain the arrangement in Part XIV.

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	6,010.	5,959.			
b Contributions					
c Net investment earnings, gains, and losses	15.	51.			
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance	6,025.	6,010.			

2 Provide the estimated percentage of the year end balance held as

- a Board designated or quasi-endowment ▶ 100.00 %
- b Permanent endowment ▶ _____ %
- c Term endowment ▶ _____ %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

- (i) unrelated organizations
- (ii) related organizations

	Yes	No
3a(i)		X
3a(ii)		X
3b		

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIV the intended uses of the organization's endowment funds.

Part VI Investments - Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment		350,275.	313,349.	36,926.
e Other				
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c))				36,926.

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	2,305,836.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	2,617,447.
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	<311,611.>
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net) Add lines 4 through 8	9	0.
10	Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9	10	<311,611.>

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	2,910,868.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
	a Net unrealized gains on investments	2a	
	b Donated services and use of facilities	2b	96,129.
	c Recoveries of prior year grants	2c	
	d Other (Describe in Part XIV)	2d	508,903.
	e Add lines 2a through 2d	2e	605,032.
3	Subtract line 2e from line 1	3	2,305,836.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
	a Investment expenses not included on Form 990, Part VIII, line 7b	4a	
	b Other (Describe in Part XIV)	4b	
	c Add lines 4a and 4b	4c	0.
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	2,305,836.

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	3,222,479.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
	a Donated services and use of facilities	2a	96,129.
	b Prior year adjustments	2b	
	c Other losses	2c	
	d Other (Describe in Part XIV)	2d	508,903.
	e Add lines 2a through 2d	2e	605,032.
3	Subtract line 2e from line 1	3	2,617,447.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
	a Investment expenses not included on Form 990, Part VIII, line 7b	4a	
	b Other (Describe in Part XIV)	4b	
	c Add lines 4a and 4b	4c	0.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	2,617,447.

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4, Part IV, lines 1b and 2b; Part V, line 4, Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information

PART XII, LINE 2D - OTHER ADJUSTMENTS:

DIRECT EXPENSE OF SPECIAL EVENT

PART XIII, LINE 2D - OTHER ADJUSTMENTS:

DIRECT EXPENSE OF SPECIAL EVENT

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than \$5,000

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col (a) through col. (c))	
		BANQUET (event type)	BANQUET (event type)	10 (total number)		
Revenue	1	Gross receipts	592,531.	245,831.	732,916.	1,571,278.
	2	Less. Charitable contributions	526,811.	229,008.	658,438.	1,414,257.
	3	Gross income (line 1 minus line 2)	65,720.	16,823.	74,478.	157,021.
Direct Expenses	4	Cash prizes	0.	0.		
	5	Noncash prizes	931.	0.	6,490.	7,421.
	6	Rent/facility costs		0.	15,147.	15,147.
	7	Food and beverages	28,184.	31,811.	99,567.	159,562.
	8	Entertainment	42,233.	46,990.	88,276.	177,499.
	9	Other direct expenses	29,147.	40,262.	79,887.	149,296.
	10	Direct expense summary Add lines 4 through 9 in column (d)				(508,925)
	11	Net income summary. Combine line 3, column (d), and line 10				<351,904.>

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col (a) through col (c))	
Revenue	1	Gross revenue				
Direct Expenses	2	Cash prizes				
	3	Noncash prizes				
	4	Rent/facility costs				
	5	Other direct expenses				
	6	Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	
	7	Direct expense summary Add lines 2 through 5 in column (d)				()
	8	Net gaming income summary. Combine line 1, column (d), and line 7				

	Yes	No
9 Enter the state(s) in which the organization operates gaming activities: _____ a Is the organization licensed to operate gaming activities in each of these states? b If "No," explain _____	9a	
10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? b If "Yes," explain _____	10a	
11 Does the organization operate gaming activities with nonmembers?	11	
12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?	12	

**SCHEDULE M
(Form 990)**

Department of the Treasury
Internal Revenue Service

Noncash Contributions

▶ **Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.**
▶ **Attach to Form 990.**

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization **VITAE FOUNDATION** Employer identification number **43-1138252**

Part I	Types of Property	(a) Check if applicable	(b) Number of contributions	(c) Revenues reported on Form 990, Part VIII, line 1g	(d) Method of determining revenues
1	Art - Works of art				
2	Art - Historical treasures				
3	Art - Fractional interests				
4	Books and publications				
5	Clothing and household goods				
6	Cars and other vehicles				
7	Boats and planes				
8	Intellectual property				
9	Securities - Publicly traded	X	6	13,083.	STOCK VALUE
10	Securities - Closely held stock				
11	Securities - Partnership, LLC, or trust interests				
12	Securities - Miscellaneous				
13	Qualified conservation contribution - Historic structures				
14	Qualified conservation contribution - Other				
15	Real estate - Residential				
16	Real estate - Commercial				
17	Real estate - Other				
18	Collectibles				
19	Food inventory				
20	Drugs and medical supplies				
21	Taxidermy				
22	Historical artifacts				
23	Scientific specimens				
24	Archeological artifacts				
25	Other ▶ (_____)				
26	Other ▶ (_____)				
27	Other ▶ (_____)				
28	Other ▶ (_____)				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgment **29**

30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?

b If "Yes," describe the arrangement in Part II.

31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?

32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?

b If "Yes," describe in Part II.

33 If the organization did not report revenues in column (c) for a type of property for which column (a) is checked, describe in Part II

	Yes	No
30a		X
31	X	
32a	X	
33		

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule M (Form 990) 2009

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
▶ Attach to Form 990.

OMB No 1545-0047

2009
Open to Public
Inspection

Name of the organization

VITAE FOUNDATION

Employer identification number

43-1138252

FORM 990, PART VI, SECTION A, LINE 4: THE NUMBER OF VOTING MEMBERS WERE
CHANGED FROM A MAXIMUM OF 54 TO A RANGE OF 10-20 VOTING MEMBERS.

FORM 990, PART VI, SECTION A, LINE 7A: BOARD MEMBERS ELECT OTHER BOARD
MEMBERS.

FORM 990, PART VI, SECTION B, LINE 11: THE FORM 990 IS PROVIDED TO THE
CHAIRMAN AND FINANCE AUDIT COMMITTEE FOR REVIEW PRIOR TO FILING.

FORM 990, PART VI, SECTION B, LINE 12C: ON OR BEFORE APRIL 1 EACH YEAR,
CONCERNED PERSONS SHALL SUBMIT IN WRITING TO THE SECRETARY OF VITAE
FOUNDATION A LIST OF ALL BUSINESS AND OTHER ORGANIZATIONS THAT MIGHT
REASONABLY BE EXPECTED TO HAVE A RELATIONSHIP OR TRANSACTION WITH VITAE AND
IN WHICH THE CONCERNED PERSON OR CLOSE RELATIVE OR BUSINESS ASSOCIATE MAY
HAVE A PERSONAL OR PRIVATE INTEREST. THIS INFORMATION IS THEN REVIEWED BY
THE BOARD.

FORM 990, PART VI, SECTION B, LINE 15A: THE PRESIDENT IS EMPLOYED UNDER A 2
YEAR CONTRACT WITH ANNUAL REVIEW BY THE FULL BOARD. THE SALARY HAS BEEN
COMPARED WITH INFORMATION AVAILABLE THROUGH TRADE SOURCES AND LOCAL MARKET.

FORM 990, PART VI, LINE 17, LIST OF STATES RECEIVING COPY OF FORM 990:
AL, AK, AZ, CA, CO, CT, FL, GA, IL, KS, KY, ME, MD, MA, MI, MN, MS, NJ, NM, NY, NC, OH, OK, OR, PA
RI, SC, TN, UT, VA, DC, WA, MO, AR, NH, ND, WV, WI, TX

FORM 990, PART VI, SECTION C, LINE 19: GOVERNING DOCUMENTS, CONFLICT OF

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
▶ Attach to Form 990.

OMB No. 1545-0047

2009
Open to Public
Inspection

Name of the organization

VITAE FOUNDATION

Employer identification number

43-1138252

INTEREST POLICY AND FINANCIAL STATEMENTS ARE AVAILABLE TO THE PUBLIC BY A
REQUEST IN WRITING.

FORM 990, PART XI, LINE 2C

FINANCIAL STATEMENTS AND REPORTING

THE FINANCE COMMITTEE ASSUMES RESPONSIBILITY FOR OVERSIGHT OF THE AUDIT
OF ITS FINANCIAL STATEMENTS AND SELECTION OF THE INDEPENDENT
ACCOUNTANT.

Depreciation and Amortization 990
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

Name(s) shown on return VITAE FOUNDATION	Business or activity to which this form relates FORM 990 PAGE 10	Identifying number 43-1138252
--	--	---

Part I Election To Expense Certain Property Under Section 179 Note: If you have any listed property, complete Part V before you complete Part I.

1 Maximum amount. See the instructions for a higher limit for certain businesses	1	250,000.
2 Total cost of section 179 property placed in service (see instructions)	2	
3 Threshold cost of section 179 property before reduction in limitation	3	800,000.
4 Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5 Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	
6		
(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7 Listed property Enter the amount from line 29	7	
8 Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9 Tentative deduction. Enter the smaller of line 5 or line 8	9	
10 Carryover of disallowed deduction from line 13 of your 2008 Form 4562	10	
11 Business income limitation Enter the smaller of business income (not less than zero) or line 5	11	
12 Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13 Carryover of disallowed deduction to 2010 Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property)

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	23,118.

Part III MACRS Depreciation (Do not include listed property.) (See instructions)

Section A

17 MACRS deductions for assets placed in service in tax years beginning before 2009	17	
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here	<input type="checkbox"/>	

Section B - Assets Placed in Service During 2009 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property	/		27.5 yrs.	MM	S/L	
	/		27.5 yrs.	MM	S/L	
i Nonresidential real property	/		39 yrs.	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2009 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year	/		40 yrs	MM	S/L	

Part IV Summary (See instructions)

21 Listed property Enter amount from line 28	21	
22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22	23,118.
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, cellular telephones, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles)

24a Do you have evidence to support the business/investment use claimed? Yes No **24b** If "Yes," is the evidence written? Yes No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use							25	
26 Property used more than 50% in a qualified business use								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1							28	
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1								29

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle		(b) Vehicle		(c) Vehicle		(d) Vehicle		(e) Vehicle		(f) Vehicle	
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
30 Total business/investment miles driven during the year (do not include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons.

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2009 tax year					
43 Amortization of costs that began before your 2009 tax year					43
44 Total. Add amounts in column (f). See the instructions for where to report					44

As Amended through November 21, 2009
EIGHTH AMENDED BY-LAWS
OF

VITAE FOUNDATION
EIN: 43-1138252

ARTICLE I

NAME AND LOCATION:

Section 1. The name of the Corporation is Vitae Foundation.

Section 2. Its principal office shall be located in the County of Cole, State of Missouri.

ARTICLE II

PURPOSE:

The mission of Vitae Foundation is to encourage a culture of life through mass communications.

ARTICLE III

MEMBERS:

There shall be no members of this corporation, and in lieu of members, there shall be a self-perpetuating Board of Directors, the members of which shall be elected and serve thereon, as provided herein.

ARTICLE IV

FISCAL YEAR:

The corporation's fiscal year shall be from January 1 to December 31.

ARTICLE V

BOARD OF DIRECTORS:

Section 1. The Board of Directors shall consist of ten (10) and no more than twenty (20) members, nominated by the Nominating Committee. Each member would be asked to serve on two of the following committees (non-board members would also be encouraged to serve on committees): Executive Committee would be comprised of the officers, committee chairs and may include some at-large members; Finance and Audit Committee; Nominating Committee; Media and Communications Committee; Fund Development Committee; Human

Resources Committee; and Administration and Risk Management Committee. Each director will serve for a term of three (3) years. The Board of Directors shall elect directors to fill the seats of those whose terms are expiring at its annual meeting. The terms of directors shall begin immediately upon their election.

Section 2. Requirements: Board members are expected to demonstrate dedication to the mission of Vitae Foundation and provide financial support to the Corporation.

Section 3. Voting: Any matter of business brought before the Board of Directors to be voted upon which results in a tie vote, shall be deemed to have failed. All votes shall be voice, unless determined otherwise.

Section 4. Annual Meeting: The annual meeting of the Board of Directors shall be held each fall at a date, time and place to be determined by the Board of Directors. At least thirty (30) days notice by the Secretary of the Corporation of the annual meeting of the Board of Directors will be given.

Section 5. Regular Meetings: Regular meetings of the Board of Directors shall be held four (4) times per year, at such time and location as determined by the Board of Directors. Notice shall be given to each director by the Secretary of the Corporation or designee at least ten (10) business days prior to the meeting.

Section 6. Special Meetings: Special meetings of the Board of Directors, to be held at the principal or registered office of the corporation, or at the meeting place designated in the notice of the special meeting may be called by the chairman or president or in his absence by the vice-chairman; or by any two (2) members of the Board of Directors. By unanimous consent of the directors, special meetings of the Board of Directors may be held without notice, at any time and place. The Secretary of the Corporation or designee shall give notice of all special meetings of the Board of Directors by delivering to each director in writing not later than three (3) days prior to the meeting

Section 7. Quorum: A quorum for the transaction of business at any annual, regular or special meeting of the Board of Directors shall consist of a majority of the members of the Board of Directors; but a majority of those present at any annual, regular or special meeting shall have power to adjourn the meeting to a future time.

Section 8. Vacancies: Vacancies in the Board of Directors shall be filled for the unexpired terms by the remaining directors at any annual, regular or special meeting of the Board of Directors. Any member of the Board of Directors may be removed by a sixty (60%) percent vote of the directors in office at any regularly called meeting.

Section 9. Absence: A board member shall be dropped from the Board if he has three unexcused absences, as determined by the board, from board meetings in a year.

Section 10. Conference Telephone: One or more directors may participate in a meeting of the Board, or a committee meeting of the Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in this manner shall constitute presence in person at such meeting. Each member participating in this manner is responsible for maintaining the confidentiality of the proceedings.

Section 11. Reimbursement: Board members may be reimbursed for all reasonable expenses incurred in attending meetings and carrying out the corporation's business upon submission of evidence of expenses to the Treasurer.

Section 12. Loans: No loans shall be made by the corporation to any director.

Section 13. The Executive Committee shall consist of the officers of the Corporation, the chairs of all standing committees, and such other directors of the Corporation as the Chairman shall appoint from time to time with the approval of a majority of directors in attendance at any meeting of the Board. The members of the Executive Committee who are appointed by the Chairman shall serve at the pleasure of the Board. The Executive Committee shall plan, manage and control the business of the Corporation during the interim between meetings of the Board of Directors and will present all governing policies to the Board of Directors for approval.

ARTICLE VI

INDEMNIFICATION:

The Corporation shall indemnify its officers, directors, employees and agents to the greatest extent permitted by law. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation or who is or was serving at the request of the Corporation as an officer, employee, or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, against any liability asserted against such person and incurred by such person in any such capacity or arising out of any status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provision of this Article.

ARTICLE VII

OFFICERS:

Section 1. The officers of this corporation shall be a Chairman, a Vice Chairman, a Secretary, and a Treasurer, who shall be elected for the terms of one (1) year, and shall hold office until their successors are duly elected and qualified. No one shall be eligible to hold the office of Chairman, Vice Chairman, Secretary or Treasurer, who is not a director of the Corporation; and if any such Chairman, Vice Chairman, Secretary or Treasurer ceases to be a director he shall cease to hold office as Chairman, Vice Chairman Secretary or Treasurer as soon as his successor is elected and qualified. One (1) person may only hold one (1) office at any given time.

Section 2. The Chairman shall preside at all the Board of Directors' meetings; shall have general supervision over the affairs of the Corporation and over the other officers; and shall perform all such other duties as are incident to his office. In case of the absence or disability of the Chairman, his duties shall be performed by the Vice Chairman.

Section 3. The signature of the Chairman or designee of the Chairman, attested by the Secretary or Assistant Secretary, shall constitute proper authority for the execution of corporate documents, including instruments for acquisition or disposition of corporate property, subject to any limitation imposed by the Articles of Incorporation.

Section 4. The Vice Chairman shall succeed to the office of Chairman to complete the Chairman's current term in the event that the office of Chairman is vacated by removal, resignation, or death. If there is no Vice Chairman, or if the Vice Chairman is unable or unwilling to serve as Chairman, then the President shall serve temporarily as Chairman, notwithstanding any prerequisites or limitations contained in other provisions of these Bylaws, until the Board chooses a successor Chairman to complete the vacated term. The Board may allow the President to complete the Chairman's current term if it so chooses. The Vice Chairman shall fulfill such further duties as may be assigned by the Chairman or by the Board of Directors from time to time.

Section 5. The Secretary or designee shall issue notices of all directors' meetings, and shall attend and keep the minutes of the same; shall have charge of all corporation books, records and papers; shall be the custodian of the corporate seal; shall attest with his signature and impress with the corporate seal, all written contract of the Corporation; and shall perform all such other duties as are incident to his office.

Section 6. The Board may appoint an Assistant Secretary who may or may not be a member of the Board to serve for a term of one (1) year. The Assistant Secretary shall perform duties as assigned by the Secretary or Chairman.

Section 7. The Treasurer shall possess significant financial skills and have oversight of all money and securities of the Corporation and shall give bond, in such sum and with such sureties as the Board may require, conditioned upon the faithful performance of the duties of his office. He shall keep regular books of account and shall submit them, together with all his vouchers, receipts, records and other papers, to the Board for their examination and approval as often as they may require; and shall perform all such other duties as are incident to this office.

Section 8. The Board may appoint an Assistant Treasurer who may or may not be a member of the Board to serve for a term of one (1) year. The Assistant Treasurer shall perform duties as assigned by the Treasurer or Chairman.

Section 9. The Board shall hire a President to be the Chief Executive Officer, who may or may not be a member of the Board. He shall be responsible for the administration and conduct of the business and affairs of the Corporation pursuant to guidelines established by the Board. The President shall report the progress of the Corporation to the Board and answer any questions. In the absence of the President, his designee appointed by the Board shall assume his duties and responsibility for the day to day affairs of the Corporation.

ARTICLE VIII

COMMITTEES:

Section 1. All directors of the Corporation shall serve on two (2) of the committees that are named in Section 2 of this Article. The appointment of directors to all committees, including those committees established by separate action of the Board that are not named in Section 2 but excluding the Executive Committee, shall be made by the Chairman of the Corporation and approved by a majority of directors in attendance at any meeting of the Board. Committees may have additional members who are not directors of the Corporation and who may be appointed pursuant to the procedures described below. The President of the Corporation shall be an *ex officio*, voting member of every committee, and he or she may designate another person to act in his or her place and stead at meetings of committees. Each committee shall elect its own chair, provided that the chair must be a director of the Corporation. Each committee may appoint to the committee individuals who are not directors of the Corporation, effective upon approval by a majority of directors in attendance at any meeting of the Board. Such non-director members may be dismissed by the committee at any time. Each committee may appoint one or more *ad hoc* subcommittees to perform such tasks in such manner as the committee directs and may dissolve such subcommittees at any time. Furthermore, the committee shall designate the chair of its subcommittees. All committees shall keep minutes of the transactions

of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the Corporation. The establishment of any committee and delegation of authority thereto shall not relieve the Board of Directors of any responsibility imposed by law.

Section 2. The following committees are established: Executive Committee, Finance & Audit Committee, Nominating Committee, Media & Communications Committee, Fund Development Committee, Human Resources Committee, and Administration & Risk Management Committee. Each committee shall have the responsibilities that are determined from time to time by the Board of Directors. Additional committees may be established by the Board of Directors from time to time with such responsibilities as the Board may determine.

Section 3. Honorary Trustees: At any annual meeting, any person who has rendered extraordinary service in support of the objectives of Vitae Foundation may be elected as an Honorary Trustee. Such Trustees do not fall within the size or term limitations of the Board, and shall continue in office until death or resignation. Honorary Trustees shall serve at the discretion of the Board.

ARTICLE IX

MASCULINE AND FEMININE PRONOUNS:

The use of masculine pronouns in these By-laws refers to and includes both the male and female genders.

ARTICLE X

FINANCE:

The funds of the Corporation shall be deposited in such banks, financial institutions and/or trust companies, and shall be withdrawn upon the checks or order of such offices, agents or employees, as the directors shall designate and in the manner they designate.

ARTICLE XI

SEAL:

The Corporation shall have a Corporate Seal which shall have inscribed around the circumference thereof "VITAE FOUNDATION," and elsewhere thereon shall bear the word "SEAL." The corporate seal may be affixed by impression or may be facsimile, engraved or printed.

ARTICLE XII

CONFLICT OF INTEREST:

The Board shall adopt policies for dealing with conflicts of interest, disclosure and other board responsibilities as necessary.

ARTICLE XIII

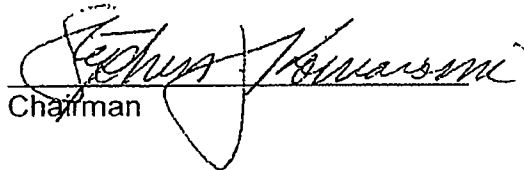
AMENDMENT:

Proposed amendments to these By-Laws to be voted on may be made at any annual, regular or special meeting of the directors upon thirty (30) days written notice of the time, place and date of such meeting. It shall require a sixty (60%) percent vote of the directors in office to amend these By-Laws.

CERTIFICATE:

The undersigned, the Secretary of VITAE FÓUNDATION does hereby certify that the foregoing is a true and complete copy of the By-Laws of said Corporation, including all amendments, and as the same are in full force and effect after the amendments approved on November 21, 2009.

IN WITNESS WHEREOF, the undersigned has hereunto subscribed his/her name and has affixed the Corporate Seal of said Corporation, this 9th day of February, 2010.


Chairman

(Corporate Seal)