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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)

OMB No 1545-0047

2012

Open to Public Inspection

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

A For the 2012 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	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	
	P.O. BOX 791		G Gross receipts \$ 2,896,024.
	City, town, or post office, state, and ZIP code JEFFERSON CITY, MO 65102		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
F Name and address of principal officer: CARL LANDWEHR SAME AS C ABOVE		H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)	
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			H(c) Group exemption number ▶
J Website: ▶ WWW.VITAEFOUNDATION.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		Prior Year	Current Year
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 COMMUNICATIONS.		
	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)	3	6
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	5
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	24
	6 Total number of volunteers (estimate if necessary)	6	613
	7 a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b Net unrelated business taxable income from Form 990-T, line 34	7b	0.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	2,912,956.	2,719,522.
	9 Program service revenue (Part VIII, line 2g)	0.	0.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	<771.>	<2,680.>
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	<391,170.>	<307,270.>
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	2,521,015.	2,409,572.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	66,352.	12,540.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	1,411,743.	1,303,376.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 591,765.		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	1,178,233.	1,070,977.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	2,656,328.	2,386,893.
19 Revenue less expenses. Subtract line 18 from line 12	<135,313.>	22,679.	
Net Assets or Fund Balances	20 Total assets (Part X, line 29)	Beginning of Current Year 830,800.	End of Year 846,361.
	21 Total liabilities (Part X, line 26)	560,102.	553,957.
	22 Net assets or fund balances. Subtract line 21 from line 20	270,698.	292,404.

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	Signature of officer <i>Daniel P. Kempker</i>	Date 5-10-2013			
	DANIEL P. KEMPKER, TREASURER Type or print name and title				
Paid Preparer Use Only	Print/Type preparer's name KATHLEEN A. GRAESSLE	Preparer's signature <i>Kathy Graessle</i>	Date 5/10/13	Check if self-employed <input type="checkbox"/>	PTIN P00048898
	Firm's name ▶ WILLIAMS-KEEPERS LLC	Firm's EIN ▶ 43-1126847	Firm's address ▶ 3220 W EDGEWOOD SUITE E JEFFERSON CITY, MO 65109		
Phone no. (573) 635-6196					

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

JUN 10 2013

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MAY 20 2013
SOSC

Handwritten initials/signature

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III

1 Briefly describe the organization's mission
TO ENCOURAGE A CULTURE OF LIFE THROUGH MASS COMMUNICATIONS.

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 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 No

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses
Section 501(c)(3) and 501(c)(4) organizations 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 \$ 144,073. including grants of \$) (Revenue \$)
TO ENCOURAGE A CULTURE OF LIFE, VITAE RESEARCHES ATTITUDES AND BEHAVIORS OF INDIVIDUALS CONCERNING LIFE ISSUES FOR THE PURPOSE OF APPLYING AND SHARING INFORMATION.

4b (Code) (Expenses \$ 244,171. including grants of \$) (Revenue \$)
TO ENCOURAGE A CULTURE OF LIFE, VITAE CREATES AND PRODUCES MOTIVATIONAL AND EDUCATIONAL MESSAGES AND WEBSITES FOR THE PURPOSES OF A) ASSISTING WOMEN IN UNPLANNED PREGNANCIES LOCATE LOCAL RESOURCES TO ASSIST THEIR CHOICES FOR LIFE AND B) IMPACTING SOCIAL ATTITUDES TOWARDS A GREATER RESPECT FOR HUMAN 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 \$ 986,430. including grants of \$ 12,540.) (Revenue \$ 0.)
TO ENCOURAGE A CULTURE OF LIFE, VITAE DELIVERS "CALL FOR HELP" AND "ATTITUDE CHANGING" MESSAGES USING AN INTEGRATED MEDIA APPROACH WHICH INCLUDES TV, RADIO, INTERNET, PRINT, OUT OF HOME MARKETING AND SPECIAL EVENTS WITH PRO-LIFE MATERIALS AND SPEAKERS. VITAE ALSO ASSISTS OTHER LIKE-MINDED GROUPS IN PRO-LIFE AD PLACEMENT OR MESSAGING. 2011-2012 LARGE MARKET MEDIA ACTIVITY INCLUDES BOSTON, BALTIMORE, SEATTLE, WASHINGTON, MIAMI, DC, DALLAS, LOS ANGELES, ST. LOUIS, NEW YORK CITY AND KANSAS CITY. AMONG HELP-LINE NUMBERS USED IS 1-800-395-HELP OF OPTIONLINE. VITAE MAINTAINS 4 WEBSITES. IN 2012, THERE WERE 83,855 UNIQUE VISITORS TO WWW.GRAVITYTEEN.COM AND 68,580 CLICKS TO WWW.YOUROPTIONS.COM. 21 COMMUNITY EVENTS WERE HELD, SOME OF WHICH GENERATED \$127,832 IN NON-DONATION FEES.

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

4e Total program service expenses 1,374,674.

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 <i>Schedule B, Schedule of Contributors</i> ?	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, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>	X	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which 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, for escrow or custodial account liability, 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 temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	X	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a 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>	X	
b 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>		X
c 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>		X
d 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>	X	
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	X	
f 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 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>		X
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>		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
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</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, Parts II and IV</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, Parts III and IV</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
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		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 any government or organization in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	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? If "Yes," complete Schedule I, Parts I and III		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? If "Yes," complete Schedule J	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? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25		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? If "Yes," complete Schedule L, Part 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? If "Yes," complete Schedule L, Part I		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III		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? If "Yes," complete Schedule L, Part IV		X
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	X	
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV		X
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II		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? If "Yes," complete Schedule R, Part I		X
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1		X
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2		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? If "Yes," complete Schedule R, Part VI		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	X	
Note. All Form 990 filers are required to complete Schedule O		

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.

Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year. If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
1b	Enter the number of voting members included in line 1a, above, who 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 governing documents since the prior Form 990 was filed?	X	
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Did the organization have members or stockholders?		X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	X	
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		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	Did the organization have local chapters, branches, or affiliates?		X
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13.	X	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done.	X	
13	Did the organization have a written whistleblower policy?	X	
14	Did 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. If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).	X	
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
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take 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 (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)
- 19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 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 VIII Statement of Revenue

Check if Schedule O contains a response to any question in this Part VIII

			(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	1,363,899.				
	d Related organizations	1d					
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f	1,355,623.				
	g Noncash contributions included in lines 1a-1f \$		27,534.				
	h Total. Add lines 1a-1f		2,719,522.				
	Program Service Revenue	2 a _____	Business Code				
b _____							
c _____							
d _____							
e _____							
f All other program service revenue							
g Total. Add lines 2a-2f							
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		655.			655.	
	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				
		32,046.	200.				
		b Less cost or other basis and sales expenses					
		31,594.	3,987.				
	c Gain or (loss)	452.	<3,787.>				
	d Net gain or (loss)			<3,335.>		<3,335.>	
	8 a Gross income from fundraising events (not including \$ 1,363,899, of contributions reported on line 1c) See Part IV, line 18	a	127,833.				
		b Less direct expenses	b	450,871.			
c Net income or (loss) from fundraising events				<323,038.>		<323,038.>	
9 a Gross income from gaming activities See Part IV, line 19	a						
	b Less direct expenses	b					
	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	b					
	c Net income or (loss) from sales of inventory						
Miscellaneous Revenue		Business Code					
11 a MISCELLANEOUS		900099	15,768.			15,768.	
b _____							
c _____							
d All other revenue							
e Total. Add lines 11a-11d			15,768.				
12 Total revenue See instructions			2,409,572.	0.	0.	<309,950.>	

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)

Check if Schedule O contains a response to any question in this Part IX

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 United States. See Part IV, line 21	12,540.	12,540.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	224,230.	84,324.	51,740.	88,166.
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	896,277.	401,363.	222,460.	272,454.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits	107,681.	48,502.	34,735.	24,444.
10 Payroll taxes	75,188.	33,819.	17,942.	23,427.
11 Fees for services (non-employees)				
a Management				
b Legal	10,253.	4,152.	3,168.	2,933.
c Accounting	32,543.	14,384.	8,136.	10,023.
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	2,023.	894.	506.	623.
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	21,907.	20,614.	1,143.	150.
12 Advertising and promotion	674.	674.		
13 Office expenses	154,804.	85,428.	10,074.	59,302.
14 Information technology	1,672.	629.	356.	687.
15 Royalties				
16 Occupancy	64,694.	29,333.	16,339.	19,022.
17 Travel	75,429.	48,705.	2,055.	24,669.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	369,065.	311,145.	56.	57,864.
20 Interest	14,489.	6,402.	3,626.	4,461.
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	6,027.	2,313.	1,973.	1,741.
23 Insurance	20,194.	7,676.	7,692.	4,826.
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a <u>BILLBOARD EXP</u>	138,891.	138,891.		
b <u>RADIO MEDIA EXPENSE</u>	110,130.	110,130.		
c <u>INTERNET MEDIA EXPENSE</u>	101,453.	101,453.		
d <u>PLEDGE WRITE OFFS</u>	75,660.			75,660.
e All other expenses	<128,931.>	<88,697.>	38,453.	<78,687.>
25 Total functional expenses. Add lines 1 through 24e	2,386,893.	1,374,674.	420,454.	591,765.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				
Check here <input checked="" type="checkbox"/> if following SOP 98-2 (ASC 958-720)	1,372,477.	429,944.	420,183.	522,350.

Part X. Balance Sheet

Check if Schedule O contains a response to any question in this Part X

		(A) Beginning of year		(B) End of year	
Assets	1	Cash - non-interest-bearing	2.	1	2.
	2	Savings and temporary cash investments	534,054.	2	614,806.
	3	Pledges and grants receivable, net		3	
	4	Accounts receivable, net		4	
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr) Complete Part II of Sch 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	306,695.	
	b	Less accumulated depreciation	10b	294,248.	10c
	11	Investments publicly traded securities	23,312.	11	26,764.
	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	262,167.	15	192,342.
16	Total assets. Add lines 1 through 15 (must equal line 34)	830,800.	16	846,361.	
Liabilities	17	Accounts payable and accrued expenses	222,186.	17	254,041.
	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	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L	35,000.	22	
	23	Secured mortgages and notes payable to unrelated third parties	99,916.	23	99,916.
	24	Unsecured notes and loans payable to unrelated third parties		24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	203,000.	25	200,000.
	26	Total liabilities. Add lines 17 through 25	560,102.	26	553,957.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27	Unrestricted net assets	<157,146.>	27	<91,393.>
	28	Temporarily restricted net assets	427,844.	28	383,797.
	29	Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), 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	270,698.	33	292,404.
	34	Total liabilities and net assets/fund balances	830,800.	34	846,361.

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	2,409,572.
2	Total expenses (must equal Part IX, column (A), line 25)	2	2,386,893.
3	Revenue less expenses Subtract line 2 from line 1	3	22,679.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	270,698.
5	Net unrealized gains (losses) on investments	5	<981.>
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	9.
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	292,405.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

- 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?
 If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both
 Separate basis Consolidated basis Both consolidated and separate basis
- b Were the organization's financial statements audited by an independent accountant?
 If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both
 Separate basis Consolidated basis Both consolidated and separate basis
- 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
- 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		

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 or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	3188890.	2648708.	3176693.	2912956.	2719522.	14646769.
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	3188890.	2648708.	3176693.	2912956.	2719522.	14646769.
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						14646769.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	3188890.	2648708.	3176693.	2912956.	2719522.	14646769.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	28,360.	5,775.	631.	1,096.	1,107.	36,969.
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)	8,809.	2,240.	<3,325.>	<1,476.>	11,981.	18,229.
11 Total support. Add lines 7 through 10						14701967.
12 Gross receipts from related activities, etc. (see instructions)					12	824,816.
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 2012 (line 6, column (f) divided by line 11, column (f))	14	99.62	%
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	98.89	%
16a 33 1/3% support test - 2012. 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 - 2011. 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 - 2012. 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 - 2011. 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 or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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 2012 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2012. 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 - 2011. 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

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No 1545-0047

2012

Department of the Treasury
Internal Revenue Service

For Organizations Exempt From Income Tax Under section 501(c) and section 527

Open to Public
Inspection

▶ **Complete if the organization is described below.** ▶ **Attach to Form 990 or Form 990-EZ.**
▶ **See separate instructions.**

If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations Complete Parts I A and B Do not complete Part I C
- Section 501(c) (other than section 501(c)(3)) organizations Complete Parts I-A and C below Do not complete Part I B
- Section 527 organizations Complete Part I-A only

If the organization answered "Yes," to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)) Complete Part II A Do not complete Part II-B
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)) Complete Part II B Do not complete Part II-A

If the organization answered "Yes," to Form 990, Part IV, line 5 (Proxy Tax), or Form 990-EZ, Part V, line 35c (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations Complete Part III

Name of organization VITAE FOUNDATION	Employer identification number 43-1138252
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Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV
- 2 Political expenditures ▶ \$ _____
- 3 Volunteer hours _____

Part I-B Complete if the organization is exempt under section 501(c)(3).

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ \$ _____
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$ _____
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? Yes No
- 4a Was a correction made? Yes No
- b If "Yes," describe in Part IV

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$ _____
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$ _____
- 3 Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b ▶ \$ _____
- 4 Did the filing organization file Form 1120-POL for this year? Yes No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments For each organization listed, enter the amount paid from the filing organization's funds Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds If none, enter 0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization If none, enter 0-

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

- A Check if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures)
- B Check if the filing organization checked box A and "limited control" provisions apply

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)															
b Total lobbying expenditures to influence a legislative body (direct lobbying)															
c Total lobbying expenditures (add lines 1a and 1b)		0.													
d Other exempt purpose expenditures		2,390,346.													
e Total exempt purpose expenditures (add lines 1c and 1d)		2,390,346.													
f Lobbying nontaxable amount Enter the amount from the following table in both columns		269,517.													
<table border="1"> <thead> <tr> <th>If the amount on line 1e, column (a) or (b) is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000	Over \$17,000,000	\$1,000,000		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000														
Over \$17,000,000	\$1,000,000														
g Grassroots nontaxable amount (enter 25% of line 1f)		67,379.													
h Subtract line 1g from line 1a If zero or less, enter -0-		0.													
i Subtract line 1f from line 1c If zero or less, enter -0-		0.													
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?			<input type="checkbox"/> Yes <input type="checkbox"/> No												

4-Year Averaging Period Under Section 501(h)
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) Total
2a Lobbying nontaxable amount		280,580.	282,816.	269,517.	832,913.
b Lobbying ceiling amount (150% of line 2a, column(e))					1,249,370.
c Total lobbying expenditures					
d Grassroots nontaxable amount		70,145.	70,704.	67,379.	208,228.
e Grassroots ceiling amount (150% of line 2d, column (e))					312,342.
f Grassroots lobbying expenditures					

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

For each "Yes," response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity	(a)		(b)
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of			
a Volunteers?			
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
c Media advertisements?			
d Mailings to members, legislators, or the public?			
e Publications, or published or broadcast statements?			
f Grants to other organizations for lobbying purposes?			
g Direct contact with legislators, their staffs, government officials, or a legislative body?			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
i Other activities?			
j Total. Add lines 1c through 1i			
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
b If "Yes," enter the amount of any tax incurred under section 4912			0.
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			0.
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

	Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?		
2 Did the organization make only in house lobbying expenditures of \$2,000 or less?		
3 Did the organization agree to carry over lobbying and political expenditures from the prior year?		

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No," OR (b) Part III-A, line 3, is answered "Yes."

1 Dues, assessments and similar amounts from members	1	
2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a Current year	2a	
b Carryover from last year	2b	
c Total	2c	
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5 Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5, Part II-A (affiliated group list), Part II-A, line 2, and Part II-B, line 1. Also, complete this part for any additional information.

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, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2012

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)
- Preservation of land for public use (e.g., recreation or education) Preservation of an historically important land area
- Protection of natural habitat Preservation of a certified historic structure
- 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, and not on a historic structure listed in the National Register | 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 XIII, 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 (ASC 958), 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 XIII, the text of the footnote to its financial statements that describes these items
- b If the organization elected, as permitted under SFAS 116 (ASC 958), 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 (ASC 958) 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 XIII
- 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 the 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 XIII and complete the following table
- | | Amount |
|---------------------------------|--------|
| c Beginning balance | 1c |
| d Additions during the year | 1d |
| e Distributions during the year | 1e |
| f Ending balance | 1f |
- 2a Did the organization include an amount on Form 990, Part X, line 21? Yes No
- b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

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	30,002.	6,037.	6,025.	6,010.	5,959.
b Contributions	30,000.	23,965.			
c Net investment earnings, gains, and losses	45.		12.	15.	51.
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance	60,047.	30,002.	6,037.	6,025.	6,010.

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

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

The percentages in lines 2a, 2b, and 2c should equal 100%

- 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)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
3a(ii)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
3b	<input type="checkbox"/>	<input type="checkbox"/>

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

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

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

Description of property	(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		306,695.	294,248.	12,447.
e Other				

Total Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c)) ▶ 12,447.

Part VII Investments - Other Securities. See Form 990, Part X, line 12

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total (Col (b) must equal Form 990, Part X, col (B) line 12) ▶		

Part VIII Investments - Program Related. See Form 990, Part X, line 13

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total (Col (b) must equal Form 990, Part X, col (B) line 13) ▶		

Part IX Other Assets. See Form 990, Part X, line 15

(a) Description	(b) Book value
(1) CURRENT UNCONDITIONAL PROMISES TO GIVE	121,054.
(2) OTHER CURRENT ASSETS	32,722.
(3) LONG TERM UNCONDITIONAL PROMISES TO GIVE	35,141.
(4) OTHER NON CURRENT ASSETS	3,425.
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total (Column (b) must equal Form 990, Part X, col (B) line 15) ▶	192,342.

Part X Other Liabilities. See Form 990, Part X, line 25

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) LINE OF CREDIT	200,000.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total (Column (b) must equal Form 990, Part X, col (B) line 25) ▶	200,000.

2. FIN 48 (ASC 740) Footnote In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII

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

1	Total revenue, gains, and other support per audited financial statements		1	2,894,538.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12			
a	Net unrealized gains on investments	2a	<981.>	
b	Donated services and use of facilities	2b	35,077.	
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII)	2d	450,871.	
e	Add lines 2a through 2d	2e		484,967.
3	Subtract line 2e from line 1	3		2,409,571.
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 XIII)	4b	1.	
c	Add lines 4a and 4b	4c		1.
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)	5		2,409,572.

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

1	Total expenses and losses per audited financial statements		1	2,872,832.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25			
a	Donated services and use of facilities	2a	35,077.	
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII)	2d	450,861.	
e	Add lines 2a through 2d	2e		485,938.
3	Subtract line 2e from line 1	3		2,386,894.
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 XIII)	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		2,386,894.

Part XIII 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, lines 2d and 4b, and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

PART V, LINE 4: THE ORGANIZATION'S ENDOWMENT FUNDS ARE INTENDED TO BE USED AS A LONG TERM INVESTMENT FUND.

PART XI, LINE 2D - OTHER ADJUSTMENTS:

DIRECT EXPENSE OF SPECIAL EVENT

PART XI, LINE 4B - OTHER ADJUSTMENTS:

ROUNDING

Part XIII Supplemental Information *(continued)*

PART XII, LINE 2D - OTHER ADJUSTMENTS:

DIRECT EXPENSE OF SPECIAL EVENT

ROUNDING

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. 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)	11 (total number)		
Revenue	1	Gross receipts	477,700.	271,976.	742,056.	1,491,732.
	2	Less: Contributions	456,950.	249,576.	657,374.	1,363,900.
	3	Gross income (line 1 minus line 2)	20,750.	22,400.	84,682.	127,832.
Direct Expenses	4	Cash prizes				
	5	Noncash prizes			9,045.	9,045.
	6	Rent/facility costs	283.		7,556.	7,839.
	7	Food and beverages	20,177.	34,573.	120,650.	175,400.
	8	Entertainment	10,362.	25,481.	92,933.	128,776.
	9	Other direct expenses	22,944.	40,637.	66,229.	129,810.
	10	Direct expense summary: Add lines 4 through 9 in column (d)				(450,870.)
	11	Net income summary: Combine line 3, column (d), and line 10				<323,038.>

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			

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? Yes No

b If "No," explain _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No

b If "Yes," explain _____

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

OMB No. 1545-0047

2012

Open to Public
Inspection

Name of the organization

VITAE FOUNDATION

Employer identification number
43-1138252

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
EXPECTANT MOTHERS CARE 61 LEWIS PARKWAY YONKERS, NY 10705	13-3301413	501(C)(3)	10,209.	0.			PROLIFE COMMUNICATION

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table

3 Enter total number of other organizations listed in the line 1 table

1.
1.

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

Schedule I (Form 990) (2012)

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22
 Part III can be duplicated if additional space is needed

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information

SCHEDULE I, PART I, LINE 2: RESTRICTED GRANTS ARE MONITORED BY VITAE FOUNDATION, REPORTS ARE REQUIRED FOR USE OF THE GRANTS AT THE COMPLETION OF THE PROJECTS.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization

VITAE FOUNDATION

Employer identification number

43-1138252

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items

- | | |
|--|--|
| <input type="checkbox"/> First class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director Check all that apply Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III

- | | |
|--|---|
| <input type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input type="checkbox"/> Compensation survey or study |
| <input type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization

- a Receive a severance payment or change-of-control payment?
- b Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c Participate in, or receive payment from, an equity based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of

- a The organization?
- b Any related organization?
- If "Yes" to line 5a or 5b, describe in Part III

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of

- a The organization?
- b Any related organization?
- If "Yes" to line 6a or 6b, describe in Part III

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
1b		
2	X	
4a		X
4b		X
4c		X
5a	X	
5b		X
6a		X
6b		X
7		X
8		X
9		

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

Schedule J (Form 990) 2012

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

PART I, LINE 5: EMPLOYEE IS ALSO ELIGIBLE FOR A BONUS IN ADDITION TO HIS BASE SALARY DESCRIBED ABOVE, REFLECTING HIS SUCCESS IN INCREASING THE LEVEL OF FUNDRAISING.

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
AMANDA WAGNER	AMANDA STEGEMAN WAG	40,981.	COMPENSATIO		X

Part V Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule L (see instructions)

SCH L, PART IV, BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS:

(A) NAME OF PERSON: AMANDA WAGNER

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

AMANDA STEGEMAN WAGNER IS THE DAUGHTER OF KATHY STEGEMAN, CFO.

(C) AMOUNT OF TRANSACTION \$ 40,981.

(D) DESCRIPTION OF TRANSACTION: COMPENSATION

(E) SHARING OF ORGANIZATION REVENUES? = NO

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No 1545-0047

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

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

Part I	Types of Property	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
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	7	27,534.	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 Acknowledgement **29**

	Yes	No
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?		X
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?	X	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?	X	
b If "Yes," describe in Part II		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II		

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

Schedule M (Form 990) (2012)

Part II **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

SCHEDULE M, LINE 32B: A THIRD PARTY STOCK BROKER IS USED TO SELL
DONATED STOCK.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No. 1545-0047

2012

Open to Public
Inspection

Name of the organization

VITAE FOUNDATION

Employer identification number

43-1138252

FORM 990, PART VI, SECTION A, LINE 4: THE BY-LAWS WERE AMENDED. PLEASE
SEE ATTACHED BY-LAWS FOR CHANGES.

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

FORM 990, PART VI, SECTION B, LINE 11: AN ELECTRONIC DRAFT OF THE FORM 990
IS SENT TO THE BOARD MEMBERS. THE TREASURER REVIEWS WITH THE STAFF.

FORM 990, PART VI, SECTION B, LINE 12C: BOARD MEMBERS ARE PROVIDED
STATEMENTS TO COMPLETE ANNUALLY. AS PART OF THE ANNUAL STATE REGISTRATION
PROCESS, OFFICERS AND STAFF MEMBERS ARE QUESTIONED.

FORM 990, PART VI, SECTION B, LINE 15: THE PRESIDENT WAS EMPLOYED UNDER A
2 YEAR CONTRACT WITH ANNUAL REVIEW BY THE FULL BOARD. UNDER THE CURRENT
ARRANGEMENT, THE PRESIDENT IS PAID BY THE HOUR. HIS DUTIES INCLUDE
MULTIPLE WORK AREAS NAMELY PRESIDENT/CEO, DIRECTOR OF DEVELOPMENT, DIRECT
MAIL COORDINATOR AND MAJOR GIFT SOLICITOR. IN 2012, A ONE YEAR EXTENSION
WAS AGAIN TEMPORARILY APPROVED WHILE RESEARCH WAS BEING CONDUCTED (BY BOARD
MEMBERS) WITH THE INTENT OF REVISING AND RENEGOTIATING THE CONTRACT. A
PERFORMANCE EVALUATION WAS CONDUCTED EARLY IN 2012. COMPENSATION WILL BE
BASED ON A NUMBER OF CRITERIA INCLUDING COMPARABLE SALARY INFORMATION FROM
TRADE AND LOCAL SOURCES.

ALL OTHER OFFICERS AND KEY EMPLOYEES COMPENSATION IS DETERMINED BY
COMPARING TO TRADE SOURCES, ANNUALLY, FOR INTERNAL REVIEW.

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

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, AR, NH, ND, WV, WI, TX

FORM 990, PART VI, SECTION C, LINE 19: GOVERNING DOCUMENTS, CONFLICT OF
 INTEREST POLICY AND FINANCIAL STATEMENTS ARE AVAILABLE TO THE PUBLIC BY A
 REQUEST IN WRITING.

FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:
 ROUNDING 9.

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.

VITAE FOUNDATION

FORM 990 PAGE 10

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 instructions)	1	500,000.
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	2,000,000.
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 2011 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 2013 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	6,027.

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 2012	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 2012 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 2012 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	6,027.
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, 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

Table with 10 columns: (a) Type of property, (b) Date placed in service, (c) Business/investment use percentage, (d) Cost or other basis, (e) Basis for depreciation, (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. Table with 10 columns for property details.

27 Property used 50% or less in a qualified business use. Table with 10 columns for property details.

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

Table for Section B with 7 main columns: (a) Vehicle, (b) Vehicle, (c) Vehicle, (d) Vehicle, (e) Vehicle, (f) Vehicle. Includes rows 30-36 for mileage and availability questions.

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

Table for Section C with 2 columns: Yes, No. Includes rows 37-41 for policy and use questions.

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

Table with 6 columns: (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 2012 tax year

43 Amortization of costs that began before your 2012 tax year 43

44 Total Add amounts in column (f) See the instructions for where to report 44

**As Amended through November 17, 2012
NINTH AMENDED BY-LAWS
OF
VITAE FOUNDATION**

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 reduce the number of abortions and 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

BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of at least five (5) but no more than fifteen (15) voting Directors, nominated by the Nominating Committee as provided for in Article VII Section 1 (c) and approved by majority vote of the Board. Each Director will serve for a term of three (3) years coinciding with the fiscal year of the Corporation. At its Annual Meeting, the Board of Directors shall elect Directors to fill the seats of those whose terms are

expiring. Except for filling unexpired terms (per Section 4 of this Article), the terms of Directors shall begin with the next fiscal year.

Section 2. Upon recommendation of the Nominating Committee, the Board may elect one or more Presidents-Emeritus upon their retirement from such position with the right to attend all regular and special meetings thereof, but with no power to make motions or vote. The President Emeritus functions in an advisory capacity and serves at the discretion of the Board. The President-Emeritus does not fall within the size or term limitations of the Board, and may continue in office until death, resignation or removal by the Board. The President-Emeritus has no authority or ability to exercise powers on behalf of the Board.

Section 3. Requirements: Directors must be dedicated to Vitae's mission, be at least eighteen (18) years of age, have demonstrated successful work in areas relevant to Vitae's mission and/or business management, and are expected to demonstrate loyalty and provide financial support to the Corporation.

Section 4. Vacancies: Vacancies in the Board of Directors shall be filled for the unexpired terms by a majority vote of the remaining Directors at any annual, regular or special meeting of the Board. Nominees are to be presented by the Nominating Committee per Article VII, Section 1 (c). Any member of the Board of Directors may be removed by a sixty (60%) percent vote of the other Directors in office at any regularly called meeting.

Section 5. For the purpose of governing meetings Directors will elect a Chairman and Vice Chairman who shall serve a term of one (1) year. No one shall be eligible to hold the office of Chairman or Vice Chairman who is not a Director of the Board; and if any such Chairman or Vice Chairman ceases to be a Director he shall cease to hold office as Chairman or Vice Chairman.

The Chairman shall preside at all the Board of Directors' meetings and shall perform all such other duties as are incident to the office. In case of the absence or disability of the Chairman, the duties shall be performed by the Vice Chairman.

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. 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. If there is no Vice Chairman, or if the Vice Chairman is unable or unwilling to serve as Chairman, then the Secretary shall serve temporarily as Chairman, notwithstanding any prerequisites or limitations contained in other provisions of these By-Laws, until the Board chooses a successor Chairman to complete the vacated term. The Board may allow the Secretary to complete the Chairman's current term if it so chooses.

Section 6. 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 by the Chairman or person authorized in his/her absence.

Section 7. 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. Written notice shall be given to each Director by the Secretary of the Corporation or Assistant Secretary, as provided for in Article V, Section 1 (e), at least twenty (20) business days prior to the meeting

Section 8. Annual Meeting: The annual meeting of the Board of Directors may occur in conjunction with the fourth regular meeting of the Board of Directors. At least twenty (20) calendar days written notice by the Secretary of the Corporation of the annual meeting of the Board of Directors will be given.

Section 9. Special Meetings: Special meetings of the Board of Directors are to be held at the principal or registered office of the Corporation, or at the meeting place designated in the written notice of the special meeting. Such special meeting may be called by the Chairman, the Vice Chairman, or in his/her absence by the Secretary; or by any two (2) Directors. The Secretary of the Corporation or Assistant Secretary or the person(s) calling the meeting shall give notice of all special meetings of the Board of Directors by delivering to each Director in writing not later than three (3) business days prior to the meeting. The only exception to the foregoing shall be that in the case of pervasive national or local disaster, or other situation deemed to be critical in nature by the President, a meeting may be convened upon reasonable notice possible under the circumstances.

Section 10. 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 Directors of the Board; 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 11. Conference Communication: One or more Directors may participate in a 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 Director participating in this manner is responsible for maintaining the confidentiality of the proceedings.

Section 12. Absence: A Director may be removed by a vote of the Board if he/she has three absences from Board meetings in a fiscal year effective at the close of the third regular meeting missed. The Assistant Secretary shall notify the Chairman of any instances of a third consecutive absence.

Section 13. Reimbursement: Board Directors shall not receive compensation for their services as such, however, they may be reimbursed for all reasonable expenses incurred in attending meetings and carrying out the Board's business upon submission of evidence of expenses to the Treasurer in accordance with policy approved by the Board.

Section 14. Loans: No loans shall be made by the Corporation to any Director or officer.

Section 15. The Board shall adopt policies for dealing with conflicts of interest, disclosure and other board responsibilities as necessary.

ARTICLE V

OFFICERS

Section 1. The officers of this Corporation shall be a President, a Chief Operating Officer, a Chief Financial Officer, a Secretary, a Treasurer and other officers and assistant officers as described in this Article V. All officers will be appointed for one year terms commencing with the beginning of the Corporation's fiscal year, or the remainder thereof, however, each shall continue to serve until a replacement is appointed unless he/she has been removed by the Board.

(a) The Board shall appoint 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 provide information as requested. In the event of prolonged absence or disability of the President, the Chief Operating Officer shall assume the duties and responsibilities for the day-to-day affairs of the Corporation.

(b) The President shall recommend to the Board a Chief Operating Officer to be appointed by the Board. The Chief Operating Officer shall assist the President with the administration and conduct of the business affairs of the Corporation. The Chief Operating Officer shall have supervisory authority over all other officers and staff, and shall assume such other responsibilities as determined by the President and documented by a job description.

(c) The President shall recommend to the Board a Chief Financial Officer to be appointed by the Board. The Chief Financial Officer shall provide both operational and programmatic fiscal support to the organization. The Chief Financial Officer shall report directly to the Chief Operating Officer and directly assist the President and the Chief Operating Officer on all strategic and tactical matters as they relate to budget management, cost benefit analysis, forecasting needs and fiscal oversight, including the processes established in securing new funding.

(d) The Secretary shall be appointed by the Board and shall be a member of the Board. The Secretary 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/her signature and impress with the corporate seal, all written contracts of the Corporation requiring such; and shall perform all such other duties as are incident to this office. All records shall be kept at the principal corporate office.

(e) The Secretary may recommend an Assistant Secretary to be appointed by the Board, who may or may not be a member of the Board. The Assistant Secretary shall assist the Secretary and may act in the place of the Secretary if the Secretary is unavailable. Such position of itself does not have voting authority.

(f) The Treasurer shall be appointed by the Board and shall be a member of the Board. 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/her office. He/she shall keep regular books of account and shall submit them, together with all his/her 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.

(g) The Chief Financial Officer shall serve as Assistant Treasurer. The Assistant Treasurer shall assist the Treasurer and may act in the place of the Treasurer if the Treasurer is unavailable. Such position of itself does not have voting authority.

(h) The President may recommend for Board approval the appointment of other Officers, including without limitation, senior vice-presidents and vice-presidents of the Corporation with responsibilities for certain functions of the Corporation and management of its staff.

Section 2. The compensation of the President shall be determined annually by the Board of Directors. No officer shall be prevented from receiving a salary by reason of the fact that he/she is also a Director of the Corporation.

Section 3. The signature of the President or designee of the President, attested by the Secretary or Assistant Secretary of the Corporation, 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.

ARTICLE VI

ADVISORY COMMITTEES

Section 1: A Senior Management Committee is established consisting of the President, the Chief Operating Officer, the Chief Financial Officer and their designees, if any. This Committee is presided over by the President and is charged with the discernment of the administration and conduct of the business and financial affairs of the Corporation.

Section 2: A National Advisory Committee is established with its members appointed by the Board based on recommendations from the Senior Management Committee. It does not have formal authority to govern the organization. The responsibilities that may be assigned to the National Advisory Committee include program creation and/or planning; development of program policy; planning and implementing public relations; generation of funding leads; management counsel; and other duties as assigned by the Senior Management Committee. No regular meetings are required. If meetings are requested by the Senior Management Committee, the President or his/her designee will preside. A scribe may be appointed by the President to take minutes. There is no limit to the number of members but a range of seven to fifteen is suggested. The President serves as primary contact and liaison; however, any member of the Senior Management Committee may contact individual National Advisory Committee members for assistance. Members will serve as volunteers, not as employees, contractors or paid consultants.

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 may continue in office until death or resignation at the discretion of the Board. Honorary Trustees have no voting authority or ability to exercise powers on behalf of the Board.

ARTICLE VII

STANDING AND AD HOC COMMITTEES

Section 1. The following standing committees are established: Executive Committee, Finance/ Audit Committee, Nominating Committee, Research and Education Committee, Development Committee, and Administration Committee. Each committee shall consist of a minimum of five persons, except for the Executive Committee as designated in Article VII, Section 1 (a). For purposes of conducting committee business, a quorum consists of a majority of committee members. Each committee shall have the responsibilities that are defined herein. The Board of Directors may also determine additional responsibilities from time to time. Except as specifically set forth in the Article, all members of standing committees shall be appointed by the Chairman of Board with Board approval.

(a) Executive Committee: The Executive Committee shall consist of the Chairman and Vice Chairman of the Board, President, Secretary and Treasurer of the Corporation, 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 Chairman of the Board shall serve as chair of the Executive Committee. The members of the Executive Committee who are appointed by the Chairman shall serve at the pleasure of the Board. The Committee shall serve as the principal advisory body to the President and shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors and state law.

(b) Finance/Audit Committee. The Finance/Audit Committee is responsible for ensuring that Vitae's financial statements and procedures are evaluated to determine that adequate fiscal controls and procedures are in place and that the Corporation is in good financial health. It is also responsible for reviewing any health, retirement, incentive compensation, or other personnel benefit plans of the organization, as well as insurance for the Corporation, management and Board of Directors. The Finance/Audit Committee oversees the investments of the organization to make sure that its endowment and other income are wisely and prudently invested and that the terms of any restrictions on funds or endowments are recognized. The Treasurer shall serve as chair of the Finance/Audit Committee and the Chief Financial Officer shall serve as vice-chair.

(c) Nominating Committee. The Nominating Committee shall develop criteria for members and shall solicit and interview prospective nominees. The Nominating Committee shall annually submit a recommended slate of directors and officers to the Board of Directors as needed which shall be

submitted by the Committee to the Board of Directors at the annual meeting for approval.

(d) Research and Education Committee. The Research and Education Committee shall serve as an advisory body to the appropriate department heads for research and education with regard to implementation of program and such other advisory functions as may be assigned or delegated to it by the Board of Directors.

(e) Development Committee. The Development Committee shall serve as an advisory body to the appropriate department heads for development with regard to fundraising and such other advisory functions as may be assigned or delegated to it by the Board of Directors.

(f) Administration Committee. The Administration Committee shall serve as an advisory body to the appropriate department head for administration with regard to the promulgation and implementation of standards, regulations and procedures that relate to the general operating policies of Vitae and such other advisory functions as may be assigned or delegated to it by the Board of Directors.

Section 2. All Directors of the Corporation shall serve on at least two (2) of the standing committees named in this Article. Committees may have additional members who are not Directors or officers of the Corporation. The President shall be an *ex officio*, voting member of every committee and receive notice of each meeting. The President may designate another person to act in his/her place and stead at meetings of committees. Each committee shall have as a member the senior manager of the corresponding department who shall be a voting member of such committee. Except as otherwise specifically stated in this Article, each committee shall elect its own chair and scribe, provided that the chair must be a Director of the Corporation. The Board 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. 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 principal 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 3. Ad Hoc Committees. The Board may appoint one or more Ad Hoc Committees to perform such tasks and in such manner as the directed by the Board and may dissolve such Ad Hoc Committees at any time.

ARTICLE VIII

CONFLICTS OF INTEREST / Code of Ethics

Section 1. A conflict of interest may exist when the interests or activities of any Director, Officer, or staff member may be seen as competing with the interests or activities of the Corporation, or when a Director, Officer, or staff member derives a financial or other material gain as a result of a direct or indirect relationship with or related to the Corporation.

Section 2. The Board shall adopt policies for dealing with conflicts of interest on the part of Board members, officers, staff persons and third parties as deemed appropriate.

Section 3. Any possible conflict of interest shall be disclosed to the Board of Directors by the person concerned, if that person is a Director or an Officer of the Corporation, or in all other cases to the President, or to such person as he/she may designate.

Section 4. Recusal. When any conflict of interest relates to a matter requiring action by the Board of Directors, officers, employees or members of any committee, the interested person shall not vote on the matter; provided however, that any person disclosing a conflict of interest may be counted in determining the presence of a quorum at a meeting where he/she is a member.

Section 5. The Board shall adopt a Code of Ethics which shall be binding upon all Directors, officers, employees and volunteers.

ARTICLE IX

INDEMNIFICATION

The Corporation shall indemnify its Directors, officers, 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 otherwise have the power to indemnify such person against such liability under the provision of this Article.

ARTICLE X

GENERAL PROVISIONS

Section 1. The funds of the Corporation shall be deposited in such banks, financial institutions and/or trust companies, and shall be withdrawn upon by checks or order of such officers, agents or employees, as the Board shall designate and in the manner they designate.

Section 2. The Corporation's fiscal year shall be from January 1 to December 31.

Section 3. 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. The seal is entrusted to the Secretary and maintained at the Corporation's principal office.

Section 4. Requirements of written notice are deemed to be satisfied by means of delivery of electronic print.

Section 5. Conference Communication: A person may participate in a meeting of the Board, or a committee meeting 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 Director participating in this manner is responsible for maintaining the confidentiality of the proceedings.

Section 6. Notices: When notices are required by these By-Laws, notice may be given by: personal delivery, fax, email, regular mail, or any other means where receipt can be documented. Notice will be effective upon receipt, and in the case of regular mail, will be presumed effective two days following deposit in the mail postage prepaid.

ARTICLE XI

AMENDMENTS

Proposed amendments to these By-Laws to be voted on may be made at any annual, regular or special meeting of the Directors upon twenty (20) days written notice of the time, place and date of such meeting with the notice accurately describing the proposed amendment. A sixty (60%) percent vote of the Directors in office shall be required to amend these By-Laws.

CERTIFICATE

The undersigned, the Secretary of VITAE FOUNDATION, 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 17, 2012.

IN WITNESS WHEREOF, the undersigned has hereunto subscribed his/her name and has affixed the Corporate Seal of said Corporation, this 11 day of November 2012

Rev. James P. Frouse
Chairman

Attested by:

Susan Perkins, Asst. Sec.
Secretary

