Form 990-EZ

Return of Organization Exempt From Income Tax

Under section 501(c)(3), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than $1,000,000 and total assets less than $2,500,000 at the end of the year may use this form.

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

For the 2008 calendar year, or tax year beginning 2008, and ending

C KIDS MATTER, INC.
1850 N. MARTIN LUTHER KING DR #202
MILWAUKEE, WI 53212

D Employer identification number
39-1988488

E Telephone number
414-344-1220

F Group Exemption Number

G Accounting method: ☑ Cash ☐ Accrual (see instructions) ☐ Other (specify) ☐

I Website: ☑ www.kidsmatterinc.org

J Organization type (check only one) — ☑ 501(c)(3) — (insert no.) 4947(a)(1) or 527

K Check ☑ if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than $25,000. A return is not required, but if the organization chooses to file a return, be sure to file a complete return.

L Add lines 5b, 6a, and 6b, to line 9 to determine gross receipts; if $1,000,000 or more, file Form 990 instead of Form 990-EZ.

Part I — Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions for Part I.)

1 Contributions, gifts, grants, and similar amounts received
1 497,353.

2 Program service revenue including government fees and contracts
2

3 Membership dues and assessments
3

4 Investment income
4

5a Gross amount from sale of assets other than inventory
5a

5b Less: cost or other basis and sales expenses
5b

6 Special events and activities (complete applicable parts of Schedule G). If any amount is from gaming, check here.
6

7a Gross sales of inventory, fixed assets, and allowances
7a

7b Less: cost of goods sold
7b

7c Gross profit (loss) from sales of inventory (Subtract line 7b from line 7a)
7c

8 Other revenue (describe)
8

9 Total revenue (add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8)
9 497,353.

10 Grants and similar amounts paid (attach schedule)
10

11 Benefits paid to or for members
11

12 Salaries, other compensation, and employee benefits
12 330,246.

13 Professional fees and other payments to independent contractors
13 6,721.

14 Occupancy, rent, utilities, and maintenance
14 36,292.

15 Printing, publications, postage, and shipping
15 3,729.

16 Other expenses (describe — SEE STATEMENT 1)
16 69,765.

17 Total expenses (add lines 10 through 16)
17 446,753.

18 Excess or (deficit) for the year (Subtract line 17 from line 9)
18 50,600.

19 Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)
19 127,031.

20 Other changes in net assets or fund balances (attach explanation)
20

21 Net assets or fund balances at end of year. Combine lines 18 through 20
21 177,631.

Part II — Balance Sheets. If Total assets on line 25, column (B) are $2,500,000 or more, file Form 990 instead of Form 990-EZ.

(A) Beginning of year (B) End of year

22 Cash, savings, and investments
22 89,071.22 175,659.

23 Land and buildings
23

24 Other assets (describe — SEE STATEMENT 2)
24 43,899.24 24,499.

25 Total assets
25 132,970.25 200,158.

26 Total liabilities (describe — SEE STATEMENT 3)
26 5,939.26 22,527.

27 Net assets or fund balances (line 27 of column (B) must agree with line 21)
27 127,031.27 177,631.

BAA For Privacy Act and Paperwork Reduction Act Notice, see the instructions for Form 990.

TEEA0803L 09/19/08
### Part III | Statement of Program Service Accomplishments

**What is the organization's primary exempt purpose?** SEE STATEMENT 4

Describe what was achieved in carrying out the organization's exempt purposes. In a clear and concise manner, describe the services provided, the number of persons benefited, or other relevant information for each program title.

**28 SEE STATEMENT 5**

(Grants $ 28a) If this amount includes foreign grants, check here

- $405,014.

**29**

- (Grants $) If this amount includes foreign grants, check here

**30**

- (Grants $) If this amount includes foreign grants, check here

**31**

Other program services (attach schedule)

(Grants $) If this amount includes foreign grants, check here

**32 Total program service expenses (add lines 28a through 31a)**

- $405,014.

---

### Part IV | List of Officers, Directors, Trustees, and Key Employees

(List each one even if not compensated. See the instructions.)

<table>
<thead>
<tr>
<th>(a) Name and address</th>
<th>(b) Title and average hours per week devoted to position</th>
<th>(c) Compensation (If not paid, enter -0-)</th>
<th>(d) Contributions to employee benefit plans and deferred compensation</th>
<th>(e) Expense account and other allowances</th>
</tr>
</thead>
<tbody>
<tr>
<td>MELISSA DOMBROWSKI-BOLING 1850 N MARTIN LUTHER KING #2D2 MILWAUKEE, WI 53212</td>
<td>SECRETARY 1.00</td>
<td>-0.</td>
<td>-0.</td>
<td>-0.</td>
</tr>
<tr>
<td>THOMAS FRENN, J.D. 1850 N MARTIN LUTHER KING #2D2 MILWAUKEE, WI 53212</td>
<td>VICE PRESIDENT 1.00</td>
<td>-0.</td>
<td>-0.</td>
<td>-0.</td>
</tr>
<tr>
<td>NIKIYA HARRIS 1850 N MARTIN LUTHER KING #2D2 MILWAUKEE, WI 53212</td>
<td>DIRECTOR 1.00</td>
<td>-0.</td>
<td>-0.</td>
<td>-0.</td>
</tr>
<tr>
<td>KARI JANAVITZ 1850 N MARTIN LUTHER KING #2D2 MILWAUKEE, WI 53212</td>
<td>DIRECTOR 1.00</td>
<td>-0.</td>
<td>-0.</td>
<td>-0.</td>
</tr>
<tr>
<td>JANICE JONES, PH.D. 1850 N MARTIN LUTHER KING #2D2 MILWAUKEE, WI 53212</td>
<td>DIRECTOR 1.00</td>
<td>-0.</td>
<td>-0.</td>
<td>-0.</td>
</tr>
<tr>
<td>SHARON KEIGHER, PH.D. 1850 N MARTIN LUTHER KING #2D2 MILWAUKEE, WI 53212</td>
<td>TREASURER 1.00</td>
<td>-0.</td>
<td>-0.</td>
<td>-0.</td>
</tr>
<tr>
<td>FRANCISCO MARTORELL, MSW 1850 N MARTIN LUTHER KING #2D2 MILWAUKEE, WI 53212</td>
<td>DIRECTOR 1.00</td>
<td>-0.</td>
<td>-0.</td>
<td>-0.</td>
</tr>
<tr>
<td>REV. HAROLD MOORE 1850 N MARTIN LUTHER KING #2D2 MILWAUKEE, WI 53212</td>
<td>DIRECTOR 1.00</td>
<td>-0.</td>
<td>-0.</td>
<td>-0.</td>
</tr>
<tr>
<td>LUCILLE ROSENBERG 1850 N MARTIN LUTHER KING #2D2 MILWAUKEE, WI 53212</td>
<td>DIRECTOR 1.00</td>
<td>-0.</td>
<td>-0.</td>
<td>-0.</td>
</tr>
<tr>
<td>GLADYS SIMANDL, PH.D., RN 1850 N MARTIN LUTHER KING #2D2 MILWAUKEE, WI 53212</td>
<td>DIRECTOR 1.00</td>
<td>-0.</td>
<td>-0.</td>
<td>-0.</td>
</tr>
<tr>
<td>SIBYLLE TASKER, J.D. 1850 N MARTIN LUTHER KING #2D2 MILWAUKEE, WI 53212</td>
<td>PRESIDENT 1.00</td>
<td>-0.</td>
<td>-0.</td>
<td>-0.</td>
</tr>
<tr>
<td>SUSAN CONWELL 1850 N MARTIN LUTHER KING #2D2 MILWAUKEE, WI 53212</td>
<td>EXECUTIVE DIRECTOR 1.00</td>
<td>53,442.</td>
<td>0.</td>
<td>0.</td>
</tr>
</tbody>
</table>

**BAA**

**Form 990-EZ (2008)**
Form 990-EZ (2008) KIDS MATTER, INC. 39-1988488 Page 3

Part V Other Information (Note the statement requirement in General Instruction V.)

33 Did the organization engage in any activity not previously reported to the IRS? If ‘Yes,’ attach a detailed description of each activity...

34 Were any changes made to the organizing or governing documents but not reported to the IRS? If ‘Yes,’ attach a conformed copy of the changes...

35 If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, attach a statement explaining your reason for not reporting the income on Form 990-T.
   a Did the organization have unrelated business gross income of $1,000 or more or 6033(e) notice, reporting, and proxy tax requirements...
   b If ‘Yes,’ has it filed a tax return on Form 990-T for this year...

36 Was there a liquidation, dissolution, termination, or substantial contraction during the year?
   If ‘Yes,’ complete applicable parts of Schedule N...

37 a Enter amount of political expenditures, direct or indirect, as described in the instructions...
   b Did the organization file Form 1120-POL for this year...

38 a Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still unpaid at the start of the period covered by this return...
   b If ‘Yes,’ complete Schedule L, Part II and enter the total amount involved...

39 501(c)(7) organizations. Enter...
   a Initiation fees and capital contributions included on line 9...
   b Gross receipts, included on line 9, for public use of club facilities...

40 a 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under:
   b 501(c)(3) and (4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year?
   c Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958...
   d Enter amount of tax on line 40c reimbursed by the organization...
   e All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If ‘Yes,’ complete Form 8886-T...

41 List the states with which a copy of this return is filed...

42 a The books are in care of...
   b At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?
   c At any time during the calendar year, did the organization maintain an office outside of the U.S.?

43 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the tax year...

44 Did the organization maintain any donor advised funds? If ‘Yes,’ Form 990 must be completed instead of Form 990-EZ...

45 Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If ‘Yes,’ Form 990 must be completed instead of Form 990-EZ...

BAA TEEA0812L 01/14/09 Form 990-EZ (2008)
Form 990-EZ (2008) KIDS MATTER, INC.

Part VI  Section 501(c)(3) organizations only. All section 501(c)(3) organizations must answer questions 46-49 and complete the tables for lines 50 and 51.

<table>
<thead>
<tr>
<th>Question</th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>46</td>
<td></td>
<td>X</td>
</tr>
<tr>
<td>47</td>
<td></td>
<td>X</td>
</tr>
<tr>
<td>48</td>
<td></td>
<td>X</td>
</tr>
<tr>
<td>49a</td>
<td></td>
<td>X</td>
</tr>
<tr>
<td>49b</td>
<td></td>
<td></td>
</tr>
<tr>
<td>50</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Complete this table for the five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than $100,000 of compensation from the organization. If there is none, enter "None."

<table>
<thead>
<tr>
<th>(a) Name and address of each employee paid more than $100,000</th>
<th>(b) Title and average hours per week devoted to position</th>
<th>(c) Compensation</th>
<th>(d) Contributions to employee benefit plans and deferred compensation</th>
<th>(e) Expense account and other allowances</th>
</tr>
</thead>
<tbody>
<tr>
<td>NONE</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Total number of other employees paid over $100,000</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Complete this table for the five highest compensated independent contractors who each received more than $100,000 of compensation from the organization. If there is none, enter "None."

<table>
<thead>
<tr>
<th>(a) Name and address of each independent contractor paid more than $100,000</th>
<th>(b) Type of service</th>
<th>(c) Compensation</th>
</tr>
</thead>
<tbody>
<tr>
<td>NONE</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Total number of other independent contractors receiving over $100,000</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Under penalties of perjury, I declare that I have examined the 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

Preparer's Signature: [Signature] Date: 10-9-09

Type or print name and title: [Name]

Preparer's Use Only

Preparer's Identifying Number (See instructions): N/A

Firm's name (or yours if self-employed), address, and ZIP + 4:

RITZ HOLMAN LLP

330 E. KILOMUN STE. 550

MILWAUKEE, WI 53202-3144

EIN: N/A

Phone no: (414) 271-1451

May the IRS discuss this return with the preparer shown above? See instructions. Yes | No

BAA

Form 990-EZ (2008)

TEA0812L  01/14/09
**Public Charity Status and Public Support**

To be completed by all section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts.

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

<table>
<thead>
<tr>
<th>Name of the organization</th>
<th>Employer identification number</th>
</tr>
</thead>
<tbody>
<tr>
<td>KIDS MATTER, INC</td>
<td>39-1988488</td>
</tr>
</tbody>
</table>

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

The organization is not a private foundation because it is: (Please check only one organization.)

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

<table>
<thead>
<tr>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>11g (i)</td>
<td></td>
</tr>
<tr>
<td>11g (ii)</td>
<td></td>
</tr>
<tr>
<td>11g (iii)</td>
<td></td>
</tr>
</tbody>
</table>

15. Provide the following information about the organizations the organization supports.

<table>
<thead>
<tr>
<th>(i) Name of Supported Organization</th>
<th>(ii) EIN</th>
<th>(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))</th>
<th>(iv) Is the organization in col (i) listed in your governing document?</th>
<th>(v) Did you notify the organization in col (i) of your support?</th>
<th>(vi) Is the organization in col (i) organized in the U.S.?</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

16. Total

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

Schedule A (Form 990 or 990-EZ) 2008
### Section A. Public Support

<table>
<thead>
<tr>
<th>Calendar year (or fiscal year beginning in)</th>
<th>(a) 2004</th>
<th>(b) 2005</th>
<th>(c) 2006</th>
<th>(d) 2007</th>
<th>(e) 2008</th>
<th>(f) Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>1  Gifts, grants, contributions and membership fees received. (Do not include ‘unusual grants’)</td>
<td>307,962</td>
<td>304,630</td>
<td>335,690</td>
<td>330,203</td>
<td>497,353</td>
<td>1,775,838</td>
</tr>
<tr>
<td>2  Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>0</td>
</tr>
<tr>
<td>3  The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>0</td>
</tr>
<tr>
<td>4  Total. Add lines 1-3</td>
<td>307,962</td>
<td>304,630</td>
<td>335,690</td>
<td>330,203</td>
<td>497,353</td>
<td>1,775,838</td>
</tr>
<tr>
<td>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)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>128,274</td>
</tr>
<tr>
<td>6  Public support. Subtract line 5 from line 4</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>1,647,564</td>
</tr>
</tbody>
</table>

### Section B. Total Support

<table>
<thead>
<tr>
<th>Calendar year (or fiscal year beginning in)</th>
<th>(a) 2004</th>
<th>(b) 2005</th>
<th>(c) 2006</th>
<th>(d) 2007</th>
<th>(e) 2008</th>
<th>(f) Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>7  Amounts from line 4</td>
<td>307,962</td>
<td>304,630</td>
<td>335,690</td>
<td>330,203</td>
<td>497,353</td>
<td>1,775,838</td>
</tr>
<tr>
<td>8  Gross income from interest, dividends, payments received on securities loans, rents, royalties and income form similar sources</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>0</td>
</tr>
<tr>
<td>9  Net income form unrelated business activities, whether or not the business is regularly carried on</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>0</td>
</tr>
<tr>
<td>10 Other income. Do not include gain or loss from the sale of capital assets. (Explain in Part IV. SEE PART IV)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>1,054</td>
</tr>
<tr>
<td>11 Total support. Add lines 7 through 10</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>1,776,892</td>
</tr>
<tr>
<td>12 Gross receipts from related activities, etc (see instructions)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>12</td>
</tr>
<tr>
<td>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</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>X</td>
</tr>
</tbody>
</table>

### Section C. Computation of Public Support Percentage

| Public support percentage for 2008 (line 6, column (f) divided by line 11, column (f) | 14 | 92.7% |
| Public support percentage for 2007 Schedule A, Part IV-A, line 26f | 15 | 0.0% |
| a 33-1/3 support test – 2008. If the organization did not check the box on line 13, and the line 14 is 33-1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization | X |
| b 33-1/3 support test – 2007. 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 | |
| a 10%-facts-and-circumstances test – 2008. 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. | |
| b 10%-facts-and-circumstances test – 2007. 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. | |
| 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 | |
### Part III  Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I.)

#### Section A. Public Support

<table>
<thead>
<tr>
<th>Calendar year (or fiscal yr beginning in)</th>
<th>(a) 2004</th>
<th>(b) 2005</th>
<th>(c) 2006</th>
<th>(d) 2007</th>
<th>(e) 2008</th>
<th>(f) Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 Gifts, grants, contributions and membership fees received. (Do not include unusual grants.)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in a activity that is related to the organization's tax-exempt purpose</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>3 Gross receipts from activities that are not an unrelated trade or business under section 513</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>5 The value of services or facilities furnished by a governmental unit to the organization without charge</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>6 Total. Add lines 1-5</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>7a Amounts included on lines 1, 2, 3 received from disqualified persons</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>7b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the total of lines 9, 10c, 11, and 12 for the year or $5,000</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>7c Add lines 7a and 7b</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>8 Public support (Subtract line 7c from line 6)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

#### Section B. Total Support

<table>
<thead>
<tr>
<th>Calendar year (or fiscal yr beginning in)</th>
<th>(a) 2004</th>
<th>(b) 2005</th>
<th>(c) 2006</th>
<th>(d) 2007</th>
<th>(e) 2008</th>
<th>(f) Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>9 Amounts from line 6.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income form similar sources</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>10b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>10c Add lines 10a and 10b</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>12 Other income. Do not include gain or loss from the sale of capital assets (explain in Part IV.)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>13 Total support. (add lines 9, 10c, 11, and 12)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>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</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

#### Section C. Computation of Public Support Percentage

<table>
<thead>
<tr>
<th>Public support percentage for 2008 (line 8, column (f) divided by line 13, column (f))</th>
<th>15</th>
<th>%</th>
</tr>
</thead>
</table>

#### Section D. Computation of Investment Income Percentage

<table>
<thead>
<tr>
<th>Investment income percentage for 2008 (line 10c, column (f) divided by line 13, column (f))</th>
<th>17</th>
<th>%</th>
</tr>
</thead>
</table>

| Investment income percentage from 2007 Schedule A, Part IV-A, line 27g | 18 | % |

| 19a 33-1/3 support tests — 2008, 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 | □ |
| 19b 33-1/3 support tests — 2007, If the organization did not check a box on line 14 or 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 | □ |
### Statement 1
**Form 990-EZ, Part I, Line 16**
**Other Expenses**

<table>
<thead>
<tr>
<th>Item</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Board Development</td>
<td>$148</td>
</tr>
<tr>
<td>Community Outreach</td>
<td>$137</td>
</tr>
<tr>
<td>Conferences, Conventions, and Meetings</td>
<td>$5,646</td>
</tr>
<tr>
<td>Depreciation</td>
<td>$396</td>
</tr>
<tr>
<td>Donated Goods</td>
<td>$25,890</td>
</tr>
<tr>
<td>Emergency Client Support</td>
<td>$826</td>
</tr>
<tr>
<td>Equipment Purchases</td>
<td>$4,796</td>
</tr>
<tr>
<td>Information Technology</td>
<td>$3,016</td>
</tr>
<tr>
<td>Insurance</td>
<td>$2,044</td>
</tr>
<tr>
<td>Licenses and Fees</td>
<td>$60</td>
</tr>
<tr>
<td>Membership Dues</td>
<td>$1,920</td>
</tr>
<tr>
<td>Miscellaneous</td>
<td>$1,178</td>
</tr>
<tr>
<td>Office Expenses</td>
<td>$11,233</td>
</tr>
<tr>
<td>Subscriptions</td>
<td>$1,076</td>
</tr>
<tr>
<td>Travel</td>
<td>$6,293</td>
</tr>
<tr>
<td>Volunteer Expense</td>
<td>$5,106</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>$69,765</strong></td>
</tr>
</tbody>
</table>

### Statement 2
**Form 990-EZ, Part II, Line 24**
**Other Assets**

<table>
<thead>
<tr>
<th>Item</th>
<th>Beginning</th>
<th>Ending</th>
</tr>
</thead>
<tbody>
<tr>
<td>Accounts Receivable</td>
<td>$40,000</td>
<td>$15,698</td>
</tr>
<tr>
<td>Furniture and Fixtures</td>
<td>$793</td>
<td>$397</td>
</tr>
<tr>
<td>Prepaid Expenses and Deferred Charges</td>
<td>$3,106</td>
<td>$8,404</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>$43,899</strong></td>
<td><strong>$24,499</strong></td>
</tr>
</tbody>
</table>

### Statement 3
**Form 990-EZ, Part II, Line 26**
**Total Liabilities**

<table>
<thead>
<tr>
<th>Item</th>
<th>Beginning</th>
<th>Ending</th>
</tr>
</thead>
<tbody>
<tr>
<td>Accounts Payable and Accrued Expenses</td>
<td>$5,939</td>
<td>$21,727</td>
</tr>
<tr>
<td>Deferred Revenue</td>
<td>$0</td>
<td>$800</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>$5,939</strong></td>
<td><strong>$22,527</strong></td>
</tr>
</tbody>
</table>

### Statement 4
**Form 990-EZ, Part III**
**Organization’s Primary Exempt Purpose**

Kids Matter Inc. brings volunteer energy and community support to help children in foster and kinship care heal and thrive, and to prevent child abuse.
STATEMENT 5
FORM 990-EZ, PART III, LINE 28
STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS

CASA - COURT APPOINTED SPECIAL ADVOCATES ARE TRAINED VOLUNTEERS APPOINTED BY CHILDREN'S COURT TO ADVOCATE FOR THE BEST INTERESTS OF ABUSED AND NEGLECTED CHILDREN, AND TO HELP ABUSED AND NEGLECTED CHILDREN AT RISK OF LINGERING IN FOSTER CARE THRIVE IN SAFE, PERMANENT HOMES. IN 2008, 90 VOLUNTEERS SERVED 180 FOSTER YOUTH.

THE FOSTERING HEALING PROGRAM PROVIDES MULTIDISCIPLINARY SUPPORT TO CHILD CRIME VICTIMS INCLUDING CHILDREN WHO HAVE EXPERIENCED ABUSE, DOMESTIC VIOLENCE, SEXUAL ASSAULT OR WHO ARE SURVIVORS OF A THE HOMICIDE OF A PARENT. THE PROGRAM SERVED 431 VICTIMS DIRECTLY, AND ANOTHER 425 VICTIMS RECEIVED SUPPORT BY PHONE. VOLUNTEER ATTORNEYS PROVIDE LEGAL SUPPORT.

LEGAL/ DONATIONS BASIC RIGHTS AND ACCESS TO SERVICES, INCLUDING DIRECT CIVIL LEGAL AND PRO BONO REPRESENTATION, AND THROUGH SPECIAL PROJECTS. KIDS MATTER ACCEPTS DONATIONS ON BEHALF OF YOUTH IN FOSTER AND KINSHIP CARE, PROVIDES FREE EDUCATIONAL OPPORTUNITIES IN PARTNERSHIP WITH THE COMMUNITY, PROVIDING RESOURCES AND OPPORTUNITIES TO 1200 YOUTH ANNUALLY.

STATEMENT 6
FORM 990-EZ, PART VI
REGARDING TRANSFERS ASSOCIATED WITH PERSONAL BENEFIT CONTRACTS

(A) DID THE ORGANIZATION, DURING THE YEAR, RECEIVE ANY FUNDS, DIRECTLY OR INDIRECTLY, TO PAY PREMIUMS ON A PERSONAL BENEFIT CONTRACT? NO

(B) DID THE ORGANIZATION, DURING THE YEAR, PAY PREMIUMS, DIRECTLY OR INDIRECTLY, ON A PERSONAL BENEFIT CONTRACT? NO
AMENDED AND RESTATED
BY-LAWS OF
KIDS MATTER INC.

ARTICLE I – NAME

The name of the corporation shall be Kids Matter Inc.

ARTICLE II – MISSION STATEMENT

The mission of Kids Matter Inc. is to help children who are under legal child protection to thrive. We do this by putting the needs of children first, building collaborative child-centered systems of support, and holding accountable those who fail to act in the best interests of these children.

ARTICLE III – PURPOSES

The purposes for which Kids Matter Inc. is formed are:

1. To keep the best interests of the child at the forefront of decision-making processes, and, when possible, to include children, families and communities as integral partners in making these decisions.
2. To develop coordinated, comprehensive plans to improve the lives and life outcomes for children in Milwaukee County who do not have permanent homes.
3. To serve as a catalyst for achieving permanent, safe and nurturing environments for children who are in need of permanent homes.
4. To improve access and understanding among birth parents, foster parents and providers of child welfare services about how the Bureau of Milwaukee Child Welfare, contract agencies or any successor agencies and other systems, such as the Milwaukee Public Schools, health providers, shelters, and life skills programs are serving children in need of permanent homes.
5. To inform and communicate with child welfare professionals, birth, kinship and foster families, educators, health care providers, the juvenile justice community, policy makers, children (when possible), and the public at large about the impact of current child welfare, health, educational and other practices on children in need of permanent homes as well as matters of concern to Kids Matter Inc. and its members.
6. To undertake individual service projects that will enhance the dignity with which children in need of permanent homes are treated, or will enhance the quality of life of children in Foster and Kinship Care.

7. To advocate for access to services on behalf of individual children within the child welfare system so that the child can attain a meaningful opportunity to recover from past abuse, neglect or abandonment and lead a fulfilling, independent life as an adult. This advocacy may include legal representation on a not-for-profit basis.

8. To conduct meetings, sponsor seminars, publish reports, and create other materials that further the purposes of Kids Matter Inc.

**ARTICLE IV – MEMBERSHIP**

There shall be no members.

**ARTICLE V – BOARD OF DIRECTORS**

Section One – Board Composition. To serve the purposes of Kids Matter Inc. it is critical that Board membership reflects the variety of professions that work with children under legal guardianship, in foster care or in kinship care. Therefore, to the extent possible, at least one Board member shall be from each of the following vocations: foster parent, adoptive parent, social work, education, physical health and mental health.

Section Two – Size. The Board of Directors shall consist of no more than 17 members and not less than three (3).

Section Three – Term of Office. The beginning of the term of each officer shall coincide with the beginning of the fiscal year. After the initial election, officers shall serve for a term of two years. No member shall hold office for more than three consecutive terms. For the first election, one-half of the Board shall be elected to a one-year term; one-half of the Board shall be elected to a two-year term. For the Board members elected to one-year terms during the first fiscal election, they shall be eligible to serve four terms equaling three terms plus one year. The Board of Directors by three-quarters (3/4) vote may waive term limits.

Section Four – Vacancies. In the event that a vacancy occurs, the Nominating Committee will appoint, with a simple majority approval of the present and voting Board, a replacement for the balance of the departed Board member’s term.

Section Five – Resignation or Removal. Any Board member may resign at any time by notice, in writing, to the Board. A Board member may be removed by two-thirds (2/3) vote of the present and voting Board prior to the expiration of his/her term whenever in its judgment the Board determines that the best interest of the Board will be served thereby. If any Board member misses three consecutive meetings without any exclusive he/she may, at the discretion of the Chairman of the Board, be declared to have resigned.
Section Six - Proxies. No absent director will be able to vote by proxy.

Section Seven - Qualifications and Responsibilities. The Board of Directors shall provide leadership to Kids Matter Inc by:

1. Establishing and amending operating policies to govern the work of Kids Matter Inc.
2. Provide direction to and receive recommendations from the committees and staff
3. Confirm members appointed to the Board by the Nominating Committee
4. Establish Standing Committees and recruit members thereto
5. Establish Board procedures by a majority vote of the present and voting members.

The Directors shall at all times operate the corporation exclusively for charitable, scientific or educational purposes, or for the prevention of cruelty to children. In carrying out their purposes, Directors may not discriminate on the basis of race, color, religious belief, national origin, handicap, age, gender, sexual orientation, or other legally prohibited categories. This policy is applicable to persons served by the organization, to staff employment, and to memberships on its governing board.

Section Eight - Compensation. The Board of Directors shall serve without compensation. Reasonable expenses incurred may be reimbursed when expended for and in the interest of the corporation and approved by the Board of Directors.

ARTICLE VI – MEETINGS

Section One – Annual Meeting. There shall be an annual meeting as determined by the Board of Directors to elect Board members, receive reports from committees, adopt a budget and approve by-law changes. The subsequent year’s budget must be adopted prior to the beginning of the fiscal year.

Section Two – Regular Board Meetings. Meetings of the Board of Directors shall be held at least quarterly. Special meetings of the Board of Directors may be called by the President or a majority of the Board with 48 hours notice to the Board of Directors.

Section Three – Quorum. A majority of the sitting Board of Directors must be present to constitute a quorum. Board members may be present by teleconference.

Section Four – Board Meeting Notices. Written Notice shall be given of the day, hour and place of regular meetings of the Board of Directors addressed to each member of the Board of Directors at least one week prior to the meeting. Forty-eight (48) hours notice must be given for special meetings of the Board of Directors. Notice may be given via e-mail.

Section Five – E-Voting Resolution. Action of the Board members by resolution.

(Boad of Directors Resolutions by Written Consent)
In lieu of a meeting the Board of Directors may act by a resolution:

a. Adopted by written consent approved by two-thirds or more of the directors then in office.

b. Transmitted by US mail or electronic means (e-mail) to all directors who shall be able to approve the resolution in writing or by transmitting such approval back to the sender by e-mail.

c. In the event of any resolution sent by e-mail, the sender shall request a return receipt and shall keep a copy of said return receipt. If the sender does not receive a return receipt within a reasonable period of time, the sender shall resend the message or use other means to insure delivery of the resolution.

d. When the resolution has been adopted, all directors, including those that did not vote shall be notified of the approval. Such notification may be by e-mail.

e. As a requirement to being a director, the director shall maintain an e-mail address which he or she shall check with regularity.

f. All notices required to be sent by US mail or other means may be sent via e-mail.

2. Records of any action taken by written consent shall be made a part of the minutes of the next Board of Directors' meeting.

Section Six – Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, or by the Articles of Incorporation.

ARTICLE VII – OFFICERS

Section One – Officers. The officers of this corporation shall be the President, Vice-President, Secretary and Treasurer. Officers shall be elected by a majority vote of the present and voting Board and shall hold office until the next annual meeting of the Board or until their successors are elected and qualified.

Section Two – Appointments. The Board of Directors shall have the power to appoint a person from within the Board of Directors to act as assistant to any officer to perform the duties of any officer when for any reason it is impractical for such officer to act personally.

Section Three – Qualifications. The officers must be members in good standing of Kids Matter Inc. After the terms of the initial officers are completed, the President and Vice-
President shall have had previous experience serving on the Board of Directors of Kids Matter Inc.

Section Four – Duties. The duties of the officers of this corporation shall be:

President – The President shall preside at all meetings of the Board and shall perform such other duties as he/she may be required to perform by the by-laws of the corporation or any resolution of the Board of Directors.

Vice-President – The Vice-President shall perform all the duties of the President in his/her absence.

Secretary – The Secretary of the Board of Directors shall keep a record of all meetings of the Board of Directors and perform such other duties as shall be required by the by-laws of the corporation or any resolution of the Board of Directors.

Treasurer – The Treasurer shall have general oversight and charge of the financial affairs and books of account of the corporation, and shall perform such other duties as he/she may be required to perform by the by-laws of the corporation or any resolution of the Board of Directors.

Executive Director – The Board of Directors shall select an Executive Director who shall be a full time employee. The Executive Director shall be the Chief Executive Officer of the corporation with all the usual powers of a Chief Executive Officer including but not limited to supervising the other employees.

Section Five – Executive Committee.

1. The officers acting as an Executive Committee shall act for the Board of Directors in the interim between meetings of the Board except to assume duties as are specifically delegated to the Board or the membership by these by-laws.
2. Any decision requiring a vote by the officers between the board meetings must be unanimous.
3. Any decision of the officers taken between board meetings may be overridden by a majority vote of the Board of Directors. Any director may request, in writing, a polling of the Board within 48 hours of the vote of the officers. If a majority vote to override the decision of the officers, the vote shall be counted and have the same effect as if cast at a meeting of the Board of Directors.

Section Six – Term. Officers shall serve for two years and until their successors are elected and qualified. The beginning of the term shall coincide with the beginning of the fiscal year. No members shall hold the same office for more than two consecutive terms.
Section Seven – Vacancies. Vacancies in any office except President shall be filled by the Board of Directors for the unexpired term. A vacancy in the office of President shall be filled by the Vice-President for the unexpired term.

Section Eight – Removal. Any officer may be removed as an officer by a two-thirds (2/3) vote of the Board members present and voting prior to the expiration of his/her term whenever the Board determines that the best interests of the Board will be served thereby.

Section Nine – Additional Officers and Agents. The Board may elect or appoint such other officers and with such duties as it may deem necessary for the transaction of business, and for terms to expire the same as other officers provided by these by-laws.

Section Ten – Nominating Committee. The Nominating Committee will nominate candidates for the vacant board positions. Members may nominate themselves. Each nominee must sign an acceptance form in order to be elected or appointed.

ARTICLE VIII – COMMITTEES

Section One – Board Committees. The Board may establish such committees as may be viewed as necessary or convenient.

ARTICLE IX – REPORTING

Section One – Financial Reporting. The Board of Directors shall report regarding the financial affairs of the corporation in accordance with Chapter 181 of the Wisconsin Statutes.

Section Two – Annual Report. The Board of Directors shall prepare an annual report to be presented at the annual meeting which includes a full description of the activities and accomplishments of the corporation during the preceding year, the names of chief administrative personnel and a full disclosure of the source and use of contributions. This report shall be made available to the general public and all sponsoring organizations.

ARTICLE X – RECORDS

Section One – Records. The Board of Directors and the officers of the corporation shall maintain adequate records regarding the activities and finances of the corporation.

Section Two – Access. Such records shall be made available on request to any official or agent authorized to inspect such records by our sponsoring organizations.

Section Three – Minutes and Financial Records. The corporation shall keep complete books and records of account. It shall keep minutes of proceedings of the Board of Directors at the principal office of its corporation.

ARTICLE XI – EXECUTION OF INSTRUMENTS
Section One – Checks, Drafts, Etc. All checks, drafts and orders for payment of money under control of the Board of Directors shall be signed as directed by resolution of the Board of Directors.

Section Two – Contracts. The Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances. When the execution of any contract or other instrument has been authorized by the Board of Directors, without specification of the executing officers, the President or Vice-President together with the Secretary or Treasurer, may execute the same in the name and on behalf of the corporation.

Section Three – Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the directors. Such authority may be general or confined to specific instances.

Section Four – Deposits. All funds of the corporation not otherwise employed shall be deposited to the credit of the corporation in such banks, trust companies or other depositories as the directors may elect.

ARTICLE XII – GOVERNANCE

Section One – Parliamentary Procedure. Current “Roberts Rules of Order” shall govern all parliamentary procedures of the corporation and the Board. The order of business at all meetings shall be set by the President.

Section Two – Agenda. The order and items of business may be varied as the President, with the consent of the Board members present may determine.

ARTICLE XIII – DISSOLUTION

In the event of dissolution or final liquidation, the remaining assets of the corporation shall be applied and distributed as follows:

All liabilities and obligations of the corporation shall be paid, satisfied and discharged, or provisions shall be made therefore; any assets held on the condition they be returned, transferred or conveyed upon dissolution shall be disposed of in accordance with such requirement all remaining assets of every nature and description whatsoever shall be distributed or disposed of in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or its successor provisions, as the Board of Directors shall determine. Any assets not disposed of shall be disposed of by a
Court of Competent Jurisdiction in the county in which the principal office of the corporation is then located.

ARTICLE XV – GENERAL

Section One – Fiscal Year. The fiscal year of the corporation shall be the calendar year.

Section Two – Corporate Seal. There will be no corporate seal.

Section Three – Code of Ethics. Any contract, lease or other agreement entered into by Kids Matter Inc. shall have appropriate provisions regarding conflicts of interest and applicability of the Code of Ethics adopted by its sponsoring organizations.

Section Four – Conflict of Interest. A board member having a conflict of interest or a conflict of responsibility of any matter involving the corporation and any other business or person shall refrain from voting on such matter. No board member or officer shall use his or her position as a board member or officer of the corporation for his or her own direct or indirect financial gain.

Section Five – By-Law Adoption. Upon the adoption thereof by affirmative vote of two-thirds (2/3) of the members of the corporation at the organization meeting duly convened pursuant to sec. 181.34(1), Wis. Stats., these by-laws shall be declared to be in full force and effect as of January 1, 2000 and as amended September 9, 2008.

ARTICLE XVI – AMENDMENTS

Notice of the intent to amend the by-laws along with a copy of the proposed amendment(s) must be sent to all board members at least thirty (30) days before the meeting at which the vote is to be taken on the amendment(s). These by-laws may be amended by a vote of the majority of members present at the meeting.

ARTICLE XVII – INDEMNIFICATION

Every member of the Board of Directors and officer may be indemnified by Kids Matter Inc. against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the board or officers in connection with any threatened, pending or completed action, suit or proceeding to which the person may become involved by reason of the person being or having been a member of the board or an officer, or any settlement thereof, unless adjudged therein to be liable for negligence of misconduct in the performance of the person’s duties. The method of deciding whether an officer, director or employee is entitled to indemnification will be sec. 181.08515 (2), Wis. Stats. In the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the organization. The foregoing right of indemnification shall be in addition and not exclusive of all other rights to which the member of the board or officer is entitled.
Certified a true and correct copy of the Amended and Re-stated By-Laws this 9th day of September, 2008 by the Board of Directors of Kids Matter Inc. pursuant to law.

KIDS MATTER INC.

by:

Thomas L. Frenn,
Vice-President and Director
<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>MISCELLANEOUS</td>
<td></td>
<td>430</td>
<td>392</td>
<td>232</td>
<td>0</td>
</tr>
<tr>
<td>TOTAL</td>
<td>$0</td>
<td>$430</td>
<td>$392</td>
<td>$232</td>
<td>$0</td>
</tr>
</tbody>
</table>
If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box.

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1).

**Additional (Not Automatic) 3-Month Extension of Time. You must file original and one copy.**

**Name of Exempt Organization:** KIDS MATTER, INC.

**Employer Identification number:** 39-1988488

**Number, street, and room or suite number. If a P.O. box, see instructions.**

1850 N. MARTIN LUTHER KING DR #202

**City, town or post office, state, and ZIP code. For a foreign address, see instructions.**

MILWAUKEE, WI 53212

**Check type of return to be filed.** (File a separate application for each return):

- Form 990
- Form 990-PF
- Form 990-BL
- Form 990-T (section 401(a) or 408(a) trust)
- Form 1041-A
- Form 4720
- Form 5227
- Form 6069
- Form 8870

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

1. The books are in care of...

   Telephone No.  FAX No.

2. If the organization does not have an office or place of business in the United States, check this box.

3. If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN)...

4. I request an additional 3-month extension of time until 11/15/09.

5. For calendar year 2008, or other tax year beginning ... , 20... , and ending ...

6. If this tax year is for less than 12 months, check reason:
   - Initial return
   - Final return
   - Change in accounting period

7. State in detail why you need the extension...

   TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME TO... GATHER INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8. If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. 8a

   b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868. 8b

   c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instr. 8c

**Signature and Verification**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature  Title  Date  8/10/09

BAA

RITZ HOLMAN LLP

330 E. KILBOURN STE. 550

MILWAUKEE, WI 53202-3144

FIF2002L 04/16/06

Form 8868 (Rev 4-2008)