Form **990-EZ**

Department of the Treasury
Internal Revenue Service

Short Form
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)

▶ 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 $500,000 and total assets less than $1,250,000 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*

OMB No 1545-1150

2009

Open to Public Inspection

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

B Check if applicable: [ ] Address change [X] Name change [ ] Initial return [ ] Terminated [ ] Amended return [ ] Application pending

Please use IRS label or print or type. See Specific Instructions

C Name of organization: DFACARES FOUNDATION

Number and street (or P O box, if mail is not delivered to street address): 10220 NW AMBASSADOR DRIVE — Room/suite: 1000

City or town, state or country, and ZIP + 4: KANSAS CITY, MO 64153

D Employer identification number: 20-3415730

E Telephone number: 816-801-6455

F Group Exemption Number ▶

● **Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).**

G Accounting method [X] Cash [ ] Accrual Other (specify) ▶

I Website: ▶ WWW.DFAMILK.COM

H Check ▶ [X] if the organization is **not** required to attach Schedule B (Form 990, 990-EZ, or 990-PF)

J Tax-exempt status (check only one) — [X] 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 Form 990-EZ or Form 990 return is not required, but if the organization chooses to file a return, be sure to file a complete return

L Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts, if $500,000 or more, file Form 990 instead of Form 990-EZ ▶ $ 17,865.

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

Revenue	1	Contributions, gifts, grants, and similar amounts received			1	14,392.
	2	Program service revenue including government fees and contracts			2	
	3	Membership dues and assessments			3	
	4	Investment income			4	113.
	5a	Gross amount from sale of assets other than inventory	5a			
	b	Less cost or other basis and sales expenses	5b			
	c	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)			5c	
	6	Special events and activities (complete applicable parts of Schedule G) If any amount is from **gaming**, check here ▶ [ ]				
	a	Gross revenue (not including $ ______ of contributions reported on line 1)	6a	3,360.		
	b	Less direct expenses other than fundraising expenses	6b			
	c	Net income or (loss) from special events and activities (Subtract line 6b from line 6a)			6c	3,360.
	7a	Gross sales of inventory, less returns and allowances	7a			
	b	Less cost of goods sold	7b			
	c	Gross profit or (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	17,865.
Expenses	10	Grants and similar amounts paid (attach schedule) STMT 3			10	6,500.
	11	Benefits paid to or for members			11	
	12	Salaries, other compensation, and employee benefits			12	
	13	Professional fees and other payments to independent contractors			13	
	14	Occupancy, rent, utilities, and maintenance			14	
	15	Printing, publications, postage, and shipping			15	
	16	Other expenses (describe ▶)			16	
	17	**Total expenses.** Add lines 10 through 16 ▶			17	6,500.
Net Assets	18	Excess or (deficit) for the year (Subtract line 17 from line 9)			18	11,365.
	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	251,841.
	20	Other changes in net assets or fund balances (attach explanation) SEE STATEMENT 1			20	44,276.
	21	Net assets or fund balances at end of year Combine lines 18 through 20 ▶			21	307,482.

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Part II Balance Sheets. If Total assets on line 25, column (B) are $1,250,000 or more, file Form 990 instead of Form 990-EZ

(See the instructions for Part II)

		(A) Beginning of year		(B) End of year
22	Cash, savings, and investments	251,841.	22	307,482.
23	Land and buildings		23	
24	Other assets (describe ▶)		24	
25	**Total assets**	251,841.	25	307,482.
26	**Total liabilities** (describe ▶)	0.	26	0.
27	**Net assets or fund balances** (line 27 of column (B) must agree with line 21)	251,841.	27	307,482.

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Part III **Statement of Program Service Accomplishments** (See the instructions for Part III.)

What is the organization's primary exempt purpose? SEE STATEMENT 5

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, and other relevant information for each program title.

Expenses (Required for section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts, optional for others.)

28	FIELD REPRESENTATIVES DELIVERED CASH DONATIONS TO FARMERS NOT EXCEEDING $1,000 PER MEMBER. THE MONIES WERE INTENDED FOR BASIC NECESSITIES OF LIFE ON AN OPERATING DAIRY FARM. (Grants $ 6,500.) If this amount includes foreign grants, check here ▶ ☐	28a	6,500.
29	(Grants $) If this amount includes foreign grants, check here ▶ ☐	29a	
30	(Grants $) If this amount includes foreign grants, check here ▶ ☐	30a	
31	Other program services (attach schedule) (Grants $) If this amount includes foreign grants, check here ▶ ☐	31a	
32	**Total program service expenses** (add lines 28a through 31a) ▶	32	6,500.

Part IV **List of Officers, Directors, Trustees, and Key Employees.** List each one even if not compensated (See the instructions for Part IV.)

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-.)	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
DAVID A. GEISLER 8105 WALNUT WAY, PARKVILLE, MO 64152	VP/DIRECTOR 0.00	0.	0.	0.
JOEL H. CLARK, 8129 NW WALNUT WAY, PARKVILLE, MO 64152	TREAS./DIRECTOR 0.00	0.	0.	0.
RANDY MOONEY, 7725 E FARM ROAD 194, ROGERSVILLE, MO 65742	DIRECTOR 0.00	0.	0.	0.
JOYCE BUPP, 9715 LOOP ROAD, SEVEN VALLEYS, PA 17360	PRES./DIRECTOR 0.00	0.	0.	0.
DAVID E. DARR 61 GARDEN PARKWAY, CARLISLE, PA 17103	DIRECTOR 0.00	0.	0.	0.
EDWIN SCHOEN 65 COUNTRY ROAD 6, PHELPS, NY 14532	FIRST VICE CHAIRPERSON/DIRECT 0.00	0.	0.	0.
BILL SIEBENBORN 661 NE 45TH STREET, TRENTON, MO 64683	DIRECTOR 0.00	0.	0.	0.
JOHN WILSON, 8016 CKEARWATER DRIVE, PARKVILLE, MO 64152	DIRECTOR 0.00	0.	0.	0.
JEFF RANEY, 6916 ADAMSVILLE RD., ADAMSVILLE, PA 16110	DIRECTOR 0.00	0.	0.	0.
GREG MITCHELL P.O. BOX 850, PECOS, TX 79772	DIRECTOR 0.00	0.	0.	0.
ELLIS ROBERTS 355 W 4800 S, PRESTON, ID 83263	DIRECTOR 0.00	0.	0.	0.
JERRY SPENCER, 328 SPENCER LN., SULPHUR SPRINGS, TX 75482	DIRECTOR 0.00	0.	0.	0.
CASE VAN STEYN 13039 PELLANDINI ROAD, GALT, CA 95632	DIRECTOR 0.00	0.	0.	0.

Part V **Other Information** (Note the statement requirements in the instructions for Part V.)

			Yes	No
33	Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity	33		X
34	Were any changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the changes	34	X	
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 why the organization did not report the income on Form 990-T			
a	Did the organization have unrelated business gross income of $1,000 or more or was it subject to section 6033(e) notice, reporting, and proxy tax requirements?	35a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	35b	N/A	
36	Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Sch N	36		X
37a	Enter amount of political expenditures, direct or indirect, as described in the instructions. ▶ 37a 0.			
b	Did the organization file **Form 1120-POL** for this year?	37b		X
38a	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 outstanding at the end of the period covered by this return?	38a		X
b	If "Yes," complete Schedule L, Part II and enter the total amount involved — 38b N/A			
39	Section 501(c)(7) organizations Enter			
a	Initiation fees and capital contributions included on line 9 — 39a N/A			
b	Gross receipts, included on line 9, for public use of club facilities — 39b N/A			
40a	Section 501(c)(3) organizations Enter amount of tax imposed on the organization during the year under: section 4911 ▶ 0. , section 4912 ▶ 0. , section 4955 ▶ 0.			
b	Section 501(c)(3) and 501(c)(4) organizations Did the organization engage in any section 4958 excess benefit transaction during the year or is it 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	40b		X
c	Section 501(c)(3) and 501(c)(4) organizations Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶ 0.			
d	Section 501(c)(3) and 501(c)(4) organizations Enter amount of tax on line 40c reimbursed by the organization ▶ 0.			
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	40e		X

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

42a The organization's books are in care of ▶ JOEL CLARK Telephone no ▶ 816-801-6455

Located at ▶ 10220 NW AMBASSADOR DRIVE, KANSAS CITY, MO ZIP + 4 ▶ 64153

			Yes	No
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)? If "Yes," enter the name of the foreign country ▶ See the instructions for exceptions and filing requirements for **Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.**	42b		X
c	At any time during the calendar year, did the organization maintain an office outside of the U S ? If "Yes," enter the name of the foreign country ▶	42c		X

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 ▶ 43 N/A

			Yes	No
44	Did the organization maintain any donor advised funds? If "Yes," Form 990 must be completed instead of Form 990-EZ	44		X
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	45		X

Part VI **Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only.** All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 46-49b and complete the tables for lines 50 and 51.

			Yes	No
46	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	46		X
47	Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II	47		X
48	Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	48		X
49a	Did the organization make any transfers to an exempt non-charitable related organization?	49a		X
b	If "Yes," was the related organization a section 527 organization?	49b		

50 Complete this table for the organization's 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"

(a) Name and address of each employee paid more than $100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
NONE				

f Total number of other employees paid over $100,000 ▶

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

NONE

(a) Name and address of each independent contractor paid more than $100,000	(b) Type of service	(c) Compensation

d Total number of other independent contractors each receiving over $100,000 ▶

Sign Here

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

▶ Signature of officer — Date 8-3-10

▶ JOEL CLARK, TREASURER
Type or print name and title

Paid Preparer's Use Only

Preparer's signature ▶ — Date 7/31/10 — Check if self-employed ▶ ☐ — Preparer's identifying number (See instr)

Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ KEVAN D. ACORD, P.A.
15700 COLLEGE BOULEVARD, SUITE 100
LENEXA, KS 66219-1373

EIN ▶

Phone no ▶ (913) 492-6008

May the IRS discuss this return with the preparer shown above? See instructions ▶ ☒ Yes ☐ No

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047
2009
Open to Public Inspection

Name of the organization	Employer identification number
DFACARES FOUNDATION	20-3415730

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

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

1 [ ] A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
2 [ ] A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)
3 [ ] A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
4 [ ] A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state: ____
5 [ ] An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)
6 [ ] A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
7 [ ] An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
8 [ ] A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
9 [X] An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)
10 [ ] An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**
11 [ ] An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a [ ] Type I b [ ] Type II c [ ] Type III - Functionally integrated d [ ] Type III - Other

e [ ] By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box [ ]

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

		Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	11g(i)		
(ii) A family member of a person described in (i) above?	11g(ii)		
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)		

h Provide the following information about the supported organization(s).

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

Part II **Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**
(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
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						
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						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
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.)						
11 **Total support.** Add lines 7 through 10						

12 Gross receipts from related activities, etc. (see instructions) | 12 |

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** ▶ ☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f)) | 14 | %

15 Public support percentage from 2008 Schedule A, Part II, line 14 | 15 | %

16a **33 1/3% support test - 2009.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

b **33 1/3% support test - 2008.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

17a **10% -facts-and-circumstances test - 2009.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ ☐

b **10% -facts-and-circumstances test - 2008.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ ☐

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

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	576,581.	57,619.	33,599.	25,624.	17,752.	711,175.
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	576,581.	57,619.	33,599.	25,624.	17,752.	711,175.
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0.
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	375,000.	42,934.	5,279.			423,213.
c Add lines 7a and 7b	375,000.	42,934.	5,279.			423,213.
8 **Public support** (Subtract line 7c from line 6)						287,962.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6	576,581.	57,619.	33,599.	25,624.	17,752.	711,175.
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.)		1,872.	9,809.	3,503.	113.	15,297.
13 **Total support** (Add lines 9, 10c, 11, and 12)	576,581.	59,491.	43,408.	29,127.	17,865.	726,472.

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 ▶ [X]

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

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

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

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

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

FORM 990-EZ OTHER CHANGES IN NET ASSETS OR FUND BALANCES STATEMENT 1

DESCRIPTION	AMOUNT
CASH TRANSFER FROM MERGER WITH DFA SCHOLARSHIP FOUNDATION	44,276.
TOTAL TO FORM 990-EZ, LINE 20	44,276.

FOOTNOTES STATEMENT 2

ON OCTOBER 21, 2009 DFACARES, INC (EIN 20-3415730) & DFA SCHOLARSHIP FOUNDATION (EIN 26-1173164) MERGED TOGETHER WITH DFACARES, INC BEING THE SURVIVING ENTITY.

AFTER THE MERGER, DFACARES, INC CHANGED IT NAME TO DFACARES FOUNDATION.

FORM 990-EZ CASH GRANTS AND ALLOCATIONS STATEMENT 3

CLASS OF ACTIVITY/GRANTEE'S NAME AND ADDRESS	GRANTEE'S RELATIONSHIP	AMOUNT
CASH FOR NEEDS FOR OPERATING DAIRY FARM RONALD ROBRETS	NONE	500.
CASH FOR NEEDS FOR OPERATING DAIRY FARM DANNY STONE	NONE	500.
CASH FOR NEEDS FOR OPERATING DAIRY FARM DONNIE OSBORN	NONE	500.
CASH FOR NEEDS FOR OPERATING DAIRY FARM SOUTHWEST PLAINS DAIRY	NONE	500.
CASH FOR NEEDS FOR OPERATING DAIRY FARM WILLIAM NIMMO	NONE	500.
CASH FOR NEEDS FOR OPERATING DAIRY FARM LESTER BENGTSON	NONE	500.
CASH FOR NEEDS FOR OPERATING DAIRY FARM CORLETT DAIRY PARTNERSHIP	NONE	500.
CASH FOR NEEDS FOR OPERATING DAIRY FARM DONNIE BLAKEMORE	NONE	500.
CASH FOR NEEDS FOR OPERATING DAIRY FARM LARRY ARTZ	NONE	500.

CASH FOR NEEDS FOR OPERATING DAIRY FARM CHARLES BUCKNER	NONE	500.
CASH FOR NEEDS FOR OPERATING DAIRY FARM LEROY PERRY	NONE	500.
CASH FOR NEEDS FOR OPERATING DAIRY FARM MABARY FARMS	NONE	500.
CASH FOR NEEDS FOR OPERATING DAIRY FARM LYLE HANSCHU	NONE	500.
TOTAL INCLUDED ON FORM 990-EZ, LINE 10		6,500.

FORM 990-EZ — INFORMATION REGARDING TRANSFERS ASSOCIATED WITH PERSONAL BENEFIT CONTRACTS — STATEMENT 4

A) DID THE ORGANIZATION, DURING THE YEAR, RECEIVE ANY FUNDS, DIRECTLY OR INDIRECTLY, TO PAY PREMIUMS ON A PERSONAL BENEFIT CONTRACT? . . . . [ ] YES [X] NO

B) DID THE ORGANIZATION, DURING THE YEAR, PAY PREMIUMS, DIRECTLY OR INDIRECTLY, ON A PERSONAL BENEFIT CONTRACT? . . [ ] YES [X] NO

990-EZ PG 2 STATEMENT 5

TO OPERATE SOLELY AND EXCLUSIVELY AS A CHARITABLE,SCIENTIFIC, LITERARY AND EDUCATIONAL ORGANIZATION.

Form **8868** (Rev. April 2009)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Type or print	Name of Exempt Organization	Employer identification number
	DFACARES FOUNDATION	20-3415730
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 10220 NW AMBASSADOR DRIVE, NO. 1000	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. KANSAS CITY, MO 64153	

Check type of return to be filed (file a separate application for each return):

[ ] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (sec. 401(a) or 408(a) trust)	[ ] Form 5227
[X] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[ ] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ▶ JOEL CLARK 10220 NW AMBASSADOR DRIVE - KANSAS CITY, MO 64153

Telephone No. ▶ 816-801-6455 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2010 , to file the exempt organization return for the organization named above. The extension is for the organization's return for
▶ [X] calendar year 2009 or
▶ [ ] tax year beginning ______ , and ending ______ .

2 If this tax year is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	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	**3a**	$
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	**3b**	$
c	**Balance Due.** Subtract line 3b from line 3a. 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 instructions.	**3c**	$ N/A

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

DFACares Foundation

AMENDED AND RESTATED
BYLAWS
(as amended October 21, 2009)

ARTICLE I
NAME

The name of this corporation is DFACares Foundation.

ARTICLE II
OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office for the transaction of the business of the corporation ("principal executive office") is located at 10220 North Ambassador Drive, Suite 1000, Kansas City, Missouri 64153. The Board of Directors (hereinafter referred to as the "Board") may change the principal office from one location to another. Any change of this location shall be noted by the Secretary on these Bylaws opposite this section, or this section may be amended to state the new location.

SECTION 2. OTHER OFFICES

The Board may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to do business.

ARTICLE III
OBJECTIVES AND PURPOSES

The objectives of this corporation shall be to operate solely and exclusively as a charitable, scientific, literary and educational organization.

ARTICLE IV
NONPARTISAN ACTIVITIES

This corporation has been formed under the Missouri Nonprofit Corporation Act for the public purpose described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

The corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

ARTICLE V
DEDICATION OF ASSETS

The properties and assets of this nonprofit corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any Director of this corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to charitable purposes, provided that the organization continues to be dedicated to the exempt purposes as specified in Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VI
MEMBERSHIP

This corporation shall have no members.

ARTICLE VII
BOARD OF DIRECTORS

SECTION 1. POWERS

(a) General Corporate Powers. Subject to the provisions of the Missouri Nonprofit Corporation Act and any other applicable laws, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

(b) Specific Powers. Without prejudice to these general powers, and subject to the same limitations, the Board shall have the power to:

(i) Select and remove all officers, agents, and employees of the corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation, if appropriate.

(ii) Change the principal executive office or the principle business office in the State of Missouri from one location to another; cause the corporation to be qualified to do business in any other state, territory, dependency, or country and conduct business within or outside the State of Missouri.

(iii) Adopt, make, and use a corporate seal; and alter the form of the seal.

(iv) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

(c) Power in Furtherance of Corporate Objectives. In furtherance of the objectives and purposes of this corporation, the Board shall have the exclusive power to make grants and contributions and otherwise render financial assistance to any organized and operated exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. In the exercise of such power, the Board:

(i) shall review all requests for funds from such organizations, which must specify the use to which the funds will be put;

(ii) shall require that grantees authorized to receive payment of corporate funds furnish a periodic accounting to show that the funds were expended for the purposes which were approved by the Board;

(iii) may, in its absolute discretion, refuse to make any grants or contributions or otherwise render financial assistance to or for all purposes for which funds are requested.

(iv) may, after it has approved a request for a grant for a specific purpose or project, direct the corporation to solicit funds for the said grant, always reserving the right to withdraw approval of the grant and to use the funds so solicited for these charitable, scientific or educational purposes, and to refuse contributions which cannot be so used.

SECTION 2. NUMBER AND QUALIFICATION OF DIRECTORS

The authorized number of Directors shall be at least two (2) but no more than twenty-four (24) until changed by amendment to these Bylaws. The exact number of Directors shall be fixed, within those limits, by a resolution by the Board of Directors. Directors need not be a resident of the State of Missouri.

SECTION 3. ELECTION AND TERM OF OFFICE OF DIRECTORS

The first Directors shall be elected by the Incorporator. Each such Director shall hold office for six (6) years from the date of such designation and until a successor has been elected and qualified. Successor Directors shall come from nominees from the existing Directors.

SECTION 4. VACANCIES

(a) Events Causing Vacancy. A vacancy or vacancies on the Board shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any Director; (ii) the declaration by resolution, or removal of any vacancy in the office of Director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a fiduciary duty under the Missouri Nonprofit Corporation Act; or (iii) the increase of the authorized number of Directors.

(b) Resignations. Except as provided in this paragraph, any Director may resign, which resignation shall be effective on giving written notice to the Chairman of the Board, the Secretary, or the Board, unless the notice specifies a later time for the resignation to become effective. If the resignation of a Director is effective at a future time, the Board may elect a successor to take office as of the date when resignation becomes effective.

No Director may resign when the corporation would then be left without the minimum number of duly elected Directors in charge of its affairs.

(c) No Vacancy on Reduction of Number of Director. No reduction of the authorized number of Directors shall have the effect of removing any Director before his term of office expires.

(d) Restriction on Interested Directors. Not more than forty-nine percent (49%) of the persons serving on the Board at any time may be interested persons. An interested person is (1) any person being compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as a Director; and (2) any brother, sister, ancestor, descendant, spouse, bother-in-law, sister-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation.

SECTION 5. PLACE OF MEETINGS; MEETINGS BY INTERNET

Regular meetings of the Board may be held at any place within or outside the State of Missouri that has been designated from time to time by resolution of the Board. In the absence of such designation, regular meetings shall be held at the principal executive office of the corporation meetings of the Board shall be held at any place within or outside the State of Missouri that has been designated in the notice of the meeting or, if not stated in the notice, or if there is no notice, at the principal executive office of the corporation. Notwithstanding the above provisions of this Section 5, a regular or special meeting of the board may be held at any place consented to in writing by all the Directors, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by telephonic or similar communication, so long as all participating in the meeting are identifiable and accredited, and all such Directors shall be deemed to be present in person at such meeting.

SECTION 6. REGULAR MEETINGS

Regular meetings of the Board shall be held without notice at such times as shall from time to time be fixed by the Board.

SECTION 7. SPECIAL MEETINGS

(a) Authority to Call. Special meetings of the Board for any purpose may be called at any time by the Chairman of the Board, the President or at least twenty percent of the Directors.

(b) Notice.

(i) Manner of Giving. Notice of the time and place of special meetings shall be given to each Director by one of the following methods: (a) by personal delivery or written notice; (b) by first-class mail, postage prepaid; (c) by telephone communications, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate such notice promptly to the Director; or (d) by telegram, charges prepaid. All such notices shall be given or sent to the Director's address or telephone number as shown on the records of the corporation.

(ii) Time Requirement. Notices sent by first class mail shall be deposited in a United States mail box at least four (4) days before the time set for the meeting but not more than sixty days before the meeting date. Notices given by personal delivery, telephone, or telegraph shall be delivered, telephoned, or given to the telegraph company at least forty-eight (48) hours before the time set for the meeting.

(iii) Notice Contents. The notice shall state the time and place for the meeting. It need not specify the purpose of the meeting, or the place of the meeting, if it is to be held at the principal executive office of the corporation.

SECTION 8. QUORUM

A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 10 of this Article VII. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, subject to the provisions of the Missouri Nonprofit Corporation Act, especially those provisions relating to (i) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (ii) appointment of committees, and (iii) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

SECTION 9. WAIVER OF NOTICE

The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present and (b) either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Directors who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

SECTION 10. ADJOURNMENT

A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

SECTION 11. NOTICE OF ADJOURNMENT

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

SECTION 12. ACTION WITHOUT MEETING

Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

SECTION 13. FEES AND COMPENSATION OF DIRECTORS

Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement of expenses, as may be determined by prior resolution of the Board to be just and reasonable.

ARTICLE VIII
BOARD OF ADVISORS

The Board may, by resolution adopted by a majority of the Directors then in office, create a Board of Advisors to advise the Board on matters of policy. The composition, duties and meetings of the Board of Advisors shall be as determined by resolutions of the Board.

ARTICLE IX
COMMITTEES

SECTION 1. COMMITTEES OF DIRECTORS

The Board may, by resolution adopted by a majority of the Directors then in office, designate one or more committees, each consisting of two or more Directors, to serve at the pleasure of the Board. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

(a) fill vacancies on the Board or in any committee which has the authority of the Board;

(b) fix compensation of the Directors for serving on the Board or on any committee;

(c) amend or repeal Bylaws or adopt new Bylaws;

(d) amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;

(e) appoint any other committees of the Board or the member of these committees;

(f) approve any transaction (1) to which the corporation is a party and one or more Directors have a material financial interest; or (2) between the corporation and one or more of its Directors or between the corporation or any person in which one or more of its Directors have a material financial interest.

SECTION 2. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, and held and taken in accordance with, the provisions of Article VII of these Bylaws, concerning meetings of Directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board may adopt rules for the government of any committee not inconsistent with the provisions of these Bylaws.

ARTICLE X
OFFICERS

SECTION 1. OFFICERS

The officers of the corporation shall be a President, one or more Vice-Presidents, a Secretary, and a Treasurer. The corporation may also have, at the discretion of the Board, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article X. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as Chairman of the Board.

SECTION 2. ELECTION OF OFFICERS

The officers of the corporation, except those appointed in accordance with the provisions of Section 3 of this Article X, shall be chosen by the Board, and each shall serve at the pleasure of the Board, subject to the rights, if any, of any officer under any contract of employment.

SECTION 3. SUBORDINATE OFFICERS

The Board may appoint, and may authorize the Chairman of the Board or another officer to appoint, any other officers that the business of the corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the Bylaws or determined from time to time by the Board.

SECTION 4. REMOVAL OF OFFICERS

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board, at any regular or special meeting of the Board, or, except in case of an officer chosen by the Board, by an officer on whom such power of removal may be conferred by the Board.

SECTION 5. RESIGNATION OF OFFICERS

Any officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in the notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

SECTION 6. VACANCIES IN OFFICES

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these Bylaws for regular appointments to that office.

SECTION 7. RESPONSIBILITIES OF OFFICERS

(a) President. The President shall preside at meetings of the Board and exercise and perform such other powers and duties as may be from time to time assigned to him by the Board or prescribed by the Bylaws. In addition, he shall be responsible for the over-all management and the performance of the corporation, including control of business and officers. He shall have such other powers and duties as may be prescribed by the Board or the Bylaws.

(b) Vice-President. In the absence or disability of the President, if any, in the order of their rank as fixed by the Board or, if not ranked, a Vice-President designated by the Board, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice-President shall have such other powers and perform such other duties as from time to time may be prescribed for them by the Board or the Chairman of the Board.

(c) Secretary. The Secretary shall attend to the following:

(i) Book of Minutes. The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board may direct, a book of minutes of all meetings and actions of Directors and committees of Directors, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such meeting, and the proceedings of such meetings.

(ii) Notices, Seal and Other Duties. The Secretary shall give, or cause to be given, notice of all meetings of the Board required by the Bylaws to be given. He shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

(d) Treasurer. The Treasurer shall attend the following:

(i) Books of Account. The Treasurer shall keep and maintain, or cause to be kept and maintain, adequate and correct books and records of accounts on the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times.

(ii) Deposit and Disbursement of Money and Valuables. The Treasurer shall deposit all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board; shall disburse the funds of the corporation as may be ordered by the Board; shall render to the President and Directors, whenever they request it, an account of all of his transactions as Treasurer and of the financial condition of the corporation; and shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

(iii) Bond. If required by the Board, the Treasurer shall give the corporation a bond in the amount and with surety or sureties specified by the Board for faithful performance of the duties of his office and for restoration to the corporation of all its books, papers, vouchers, money, and other property of every kind in his possession or under his control on his death, resignation, retirement, or removal from office.

ARTICLE XI
INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

SECTION 1. DEFINITIONS

For the purposes of this Article,

(a) “agent” means any person who is or was a director, officer, employee, or other agent of this corporation, or is or was serving at the request of this corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise;

(b) "proceedings" means any threatened, pending, or completed action or proceedings, whether civil, criminal, administrative, or investigative; and

(c) "expenses" include, without limitation, all attorneys' fees, costs, and any other expenses incurred in the defense of any claims or proceedings against any agent by reason of his position or relationship as agent, and all attorneys' fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

SECTION 2. SUCCESSFUL DEFENSE BY AGENT

To the extent that an agent of this corporation has been successful on the merits in the defense of any proceedings referred to in this Article, or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the provisions of Section 3 through 5 shall determine whether the agent is entitled to indemnification.

SECTION 3. ACTIONS BROUGHT BY PERSONS OTHER THAN THE CORPORATION

Subject to the required findings to be made pursuant to Section 5 below, this Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceedings other than an action brought by, or on behalf of, this corporation, or by an officer, director or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant was or is engaged in self-dealing within the meaning of the Missouri Public Benefit Corporation Law, or by the Attorney General or a person granted related status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of this corporation, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceedings.

SECTION 4. ACTIONS BROUGHT BY OR ON BEHALF OF THE CORPORATION

(a) Claims Settled Out of Court. If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this corporation, with or without court approval, the agent shall receive no indemnification either for amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceedings, unless it is settled with the approval of the Attorney General.

(b) Claims and Suits Awarded Against Agent. This corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action brought by or on behalf of this corporation by reason of the fact that the person is or was an agent of this corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:

(i) The determination of good faith conduct required by Section 5 below, must be made in the manner provided for in that section; and

(ii) Upon application, the court in which the action was brought must determine that, in view of all the circumstances of the case, the agent should be entitles to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

SECTION 5. DETERMINATION OF AGENT'S GOOD FAITH CONDUCT

The indemnification granted to an agent in Section 3 and 4 above is conditioned on the following:

(a) Required Standard of Conduct. The agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner he believed to be in the best interests of this corporation, and with such care including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceedings by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did act in good faith or in a manner which he reasonably believed to be in the best interest of this corporation or that he had reasonable cause to believe that his conduct was unlawful. In the case of criminal proceedings, the person must have had no reasonable cause to believe that his conduct was unlawful.

(b) Manner of Determination of Good Faith Conduct. The determination that the agent did act in a manner complying with Paragraph (a) above shall be made by:

(i) The Board by a majority vote of a quorum consisting of Directors who are not parties to the proceedings; or

(ii) the court in which the proceedings is or was pending. Such determination may be made on application brought by this corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney, or other person is opposed by this corporation.

SECTION 6. LIMITATIONS

No indemnification or advance shall be made under this Article, except as provided in Sections 2 or 5 (b) (ii), in any circumstance when it appears:

(a) That the indemnification or advance would be inconsistent with a provision of the Articles, a resolution of the Board or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceedings in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

SECTION 7. ADVANCE OF EXPENSES

Expenses incurred in defending any proceedings may be advanced by this corporation before the final disposition of the proceedings on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

SECTION 8. CONTRACTUAL RIGHTS OF NON-DIRECTORS AND NONOFFICERS

Nothing contained in this Article shall affect any right to indemnification to which persons other than Directors and officers of this corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

SECTION 9. INSURANCE

The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against any liability other than for violating provisions against self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this corporation would have the power to indemnify the agent against that liability under the provisions of this section.

ARTICLE XII
RECORDS AND REPORTS

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep:

(a) Adequate and correct books and records of account; and

(b) Minutes in written form of the proceedings of the Board and committees of the Board.

All such records shall be kept at the corporation's principal executive office, or if its principal executive office is not in the State of Missouri, at its principal business office in this state.

SECTION 2. MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS

The corporation shall keep at its principal executive office, or if its principal executive office is not the State of Missouri, at its principal business office in that state, the original or a copy of the articles and Bylaws as amended to date, which shall be open to inspection by the Directors at all reasonable times during office hours. If the principal executive office of the corporation is outside the State of Missouri and the corporation has no principal business office in this state, the Secretary shall, on the written request of any Director, furnish to that Director a copy of the articles and Bylaws as amended to date.

SECTION 3. INSPECTION BY DIRECTOR

Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

SECTION 4. REGULAR REPORT TO DIRECTORS

(a) Not later than one hundred twenty (120) days after the close of the corporation's fiscal year, each Director shall be furnished a report containing the following information in reasonable detail:

(1) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.

(2) The principal changes in assets and liabilities, including trust funds, during the fiscal year.

(3) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.

(4) The expenses or disbursements of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.

(5) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

(6) Any information required by Section 5 of this Article.

(b) The report required by this section shall be accompanied by any report thereon of independent accountants, or if there is no such report, by the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

SECTION 5. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS

No later than one hundred twenty (120) days after the close of the corporation's fiscal year, the corporation shall prepare the mail or deliver to each Director a statement of the amount and circumstances of any transaction or indemnification of the following kind:

(a) Any transaction(s) in which the corporation or any subsidiary was a party, and in which either of the following had a direct or indirect financial interest:

(1) Any Director or officer of the corporation or any subsidiary (a mere common directorship or directorship shall not be considered such an interest); or

(2) Any holder of more than ten percent (10%) of the voting power of the corporation or any subsidiary, if such transaction involved over $50,000, or was one of a series of transactions with the same person involving, in the aggregate, over $50,000.

(b) Any indemnifications or advances aggregating more than $10,000 paid during the fiscal year to any officer or Director of the corporation pursuant to Article X hereof.

ARTICLE XIII
CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the Missouri Nonprofit Corporation Act shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the corporation and a natural person.

ARTICLE XIV
AMENDMENTS

The Board may adopt, amend or repeal these Bylaws; provided, however, that if any provision of these Bylaws requires the vote of a larger proportion of the Directors than otherwise required by law, such provision may not be altered, amended or repealed except by vote of such larger number of Directors.

AGREEMENT AND PLAN OF MERGER
BY AND BETWEEN
DFACARES, INC.
AND
DFA SCHOLARSHIP FOUNDATION

This AGREEMENT AND PLAN OF MERGER (hereinafter called the "Agreement"), is made and entered into as of the 21st day of October, 2009, by and between DFACARES, INC., a Missouri nonprofit corporation ("DFACARES") and DFA SCHOLARSHIP FOUNDATION, a Missouri nonprofit corporation ("DFA Scholarship").

WHEREAS, the Boards of Directors of DFACARES and DFA Scholarship, respectively, deem it advisable and in the best interests of the respective companies and their respective members or shareholders, that DFA Scholarship merge with and into DFACARES (the "Merger") pursuant to this Agreement and applicable provisions of Section 355.011 of the Missouri Revised Statutes and Section 501(c)(3) of the Internal Revenue Code; and

WHEREAS, this Agreement, among other things, provides for the merger of DFA Scholarship with and into DFACARES.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements, provisions and covenants herein contained, the parties hereto hereby agree as follows:

ARTICLE I
THE MERGER

1.01 Promptly upon execution hereof, the parties shall deliver for filing the Articles of Merger to the Secretary of State for the State of Missouri, to be effective as of the date of filing of the Articles of Merger with the Missouri Secretary of State (the "Effective Date" or the "Effective Date of the Merger"). As of the Effective Date of the Merger, the separate existence of DFA Scholarship shall cease and shall be merged with and into DFACARES.

1.02 Effect of the Merger. In accordance with the provisions of this Agreement and Section 501(c)(3) of the Internal Revenue Code, at the Effective Date, DFA Scholarship (being herein sometimes referred to as the "Merged Corporation") shall be merged with and into DFACARES, which shall be the surviving corporation (DFACARES being herein sometimes referred to as the "Surviving Corporation"). The Articles of Incorporation and Bylaws of DFACARES as in effect on the Effective Date shall continue to be the Articles of Incorporation and Bylaws of the Surviving Corporation until amended or supplemented in accordance with applicable law. The officers and directors of DFACARES on the Effective Date shall be the officers and directors of the Surviving Corporation immediately after the Effective Date, each to serve until his respective successor is duly elected and qualified, or until his earlier resignation or removal. DFACARES, as the Surviving Corporation, shall, on and after the Effective Date, possess all the rights, privileges, powers and franchises, of a public as well as of a private nature, of the Merged Corporation and DFACARES (collectively, the "Constituent Corporations"), subject to all the restrictions, disabilities and duties of each of the Constituent Corporations; and all rights, privileges, powers and franchises of each of the Constituent Corporations, and all property, real, personal and mixed, and all debts due on whatever account, as well as stock subscriptions and all other things in action or belonging to each of the Constituent Corporations shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter the property of the Surviving Corporation as they were of the Constituent Corporations and the title to any real estate, or any interest thereto, vested in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the provisions of the Merger and Section 501(c)(3) of the Internal Revenue Code; but all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against the Surviving Corporation to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

Without limiting the generality of the foregoing, on and after the Effective Date, the Surviving Corporation shall assume and be liable for all of the obligations of the Merged Corporation under its Certificate of Incorporation and Bylaws as in effect immediately prior to the Effective Date relating to the indemnification of persons who are directors or officers of the Merged Corporation immediately prior to the Effective Date; it is the intent of this provision that the officers and directors be as fully indemnified after the Effective Date of the Merger for acts or omissions prior thereto as they were prior to the Merger. The provisions of this Section 1.02 shall survive the termination of this Agreement and shall be enforceable after the Effective Date by each of the persons who are officers and directors of the Merged Corporation immediately prior to the Effective Date.

1.03 Taking Necessary Action: Further Action. The parties shall use all reasonable efforts to take all such action as may be necessary or appropriate in order to effectuate the Merger as promptly as possible. If, at any time after the Effective Date of the Merger, any further action is necessary or desirable to carry out the purposes of this Agreement, or to vest the Surviving Corporation with full right, title and possession to all assets, property, rights, privileges, powers and franchises of the Constituent Corporations, the officers and directors of the Surviving Corporation are fully authorized in the name of the Constituent Corporations or otherwise to take, and shall take, all such action.

1.04 Amendment or Abandonment. The Constituent Corporations, by mutual consent of their respective Board of Directors, may amend, modify, or supplement this Agreement at any time prior to the filing of this Agreement with the Missouri Secretary of State, subject to the provisions of Section 355.011 of the Missouri Revised Statutes and Section 501(c)(3) of the Internal Revenue Code. This Agreement may be terminated and the Merger may be abandoned for any reason by a resolution adopted by the Board of Directors of either Constituent Corporation at any time prior to the Effective Date. In the event of the termination of this Agreement, this Agreement shall forthwith become void and there shall be no liability hereunder on the part of either party or their respective officers and directors, except liability for intentional breach or misrepresentation or common law fraud.

ARTICLE II
SERVICE OF PROCESS

DFACARES, the Surviving Corporation, may be served with process in the State of Missouri in any proceeding for enforcement of any obligation of DFA Scholarship, as well as for enforcement of any obligation of the Surviving Corporation arising from the Merger, including any suit or other proceeding, and it does hereby irrevocably appoint the Secretary of State of Missouri as its agent to accept service of process in any such suit or other proceedings. The address to which a copy of such process shall be mailed by the Secretary of State of Missouri is:

CSC-Lawyers Incorporating Service Company
221 Bolivar Street
Jefferson City, MO 65101

until the Surviving Corporation shall have hereafter designated in writing to the Missouri Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Secretary of State of Missouri duplicate copies of such process, one of which copies the Secretary of State of Missouri shall forthwith send by registered mail to CSC-Lawyers Incorporating Service Company at the above address.

ARTICLE III
GENERAL

3.01 Governing Law. This Agreement and the legal relations between the parties shall be governed by and construed in accordance with the laws of the State of Missouri.

3.02 No Assignment. This Agreement may not be assigned by operation of law or otherwise.

3.03 Fees and Expenses. All fees and expenses, including attorneys' fees, shall be borne by the respective party who has incurred such fee or expense.

3.04 Headings. The descriptive headings of the Articles, Sections and paragraphs of this Agreement are inserted for convenience only and do not constitute a part of this Agreement.

3.05 Counterparts. This Agreement may be executed in one or more counterparts, all of which shall be considered one and the same agreement and shall become effective when one or more counterparts have been signed by each of the other parties hereto and delivered to each of the other parties hereto.

3.06 Entire Agreement. This Agreement constitutes the entire agreement between DFACARES and DFA Scholarship with respect to the subject matter hereof and supersedes all other prior agreements and understandings among the parties with respect to the subject matter.

3.07 No Third Party Beneficiaries. Except for the second paragraph in Section 1.02 hereof, nothing in this Agreement, whether express or implied, is intended to confer any rights or remedies under or by reason of this Agreement on any person other than the parties hereto, nor is anything in this Agreement intended to relieve or discharge the obligation or liability of any third persons to either party to this Agreement, nor shall any provision give any third persons any rights of subrogation or action over or against either party to this Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed on its behalf by its officers thereunto, duly authorized, all as of the day and year first above written.

DFACARES, INC.

ATTEST:

David A. Geisler, Secretary

By: Joyce Bupp

Joyce Bupp, President

DFA SCHOLARSHIP FOUNDATION

ATTEST:

Mike Ferguson

Mike Ferguson, Secretary

By:

Ed Schoen, President

**CERTIFICATE OF SECRETARY OF
DFACARES, INC.**

I, David A. Geisler, Secretary of DFACARES, Inc., hereby certify that this Agreement and Plan of Merger has been adopted by the Board of Directors of DFACARES, Inc.

David A. Geisler, Secretary

CERTIFICATE OF SECRETARY OF
DFA SCHOLARSHIP FOUNDATION

I, Mike Ferguson, Secretary of DFA Scholarship Foundation, hereby certify that this Agreement and Plan of Merger has been adopted by the Board of Directors of DFA Scholarship Foundation.

Mike Ferguson

Mike Ferguson, Secretary