

ROI Financial Advisors, LLC

Registered Investment Adviser

Firm Brochure - Form ADV Part 2A

This brochure provides information about the qualifications and business practices of ROI Financial Advisors, LLC (ROI Financial). If you have any questions about the contents of this brochure, please feel free to contact us at (503) 941-5925 or by email at: Lance.J.Johnson@ROI-FA.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about ROI Financial Advisors, LLC is also available on the SEC's website at www.adviserinfo.sec.gov. ROI Financial Advisors LLC CRD number is: 160100

Main Office

ROI Financial Advisors, LLC
14675 SW Millikan Way
Beaverton, Oregon, 97003

(503) 941-5925
(503) 941-5927 Fax
Lance.J.Johnson@ROI-FA.com

Additional Office Location

17355 SW Boones Ferry Road, Suite D
Lake Oswego, Oregon 97035

(503) 941-5925
(503) 941-5927 Fax

Registration does not imply a certain level of skill or training.

Version Date: 3-26-21

Item 2: Material Changes

This brochure has been amended. The material changes disclosed in this brochure include:

- Updated Annual calculations of Assets Under Management

Item 3: Table of Contents

Table of Contents

Item 2: Material Changes.....	i
Item 3: Table of Contents	ii
Item 4: Advisory Business	1
A. Description of the Advisory Firm.....	1
B. Types of Advisory Services.....	1
Investment Supervisory Services	1
Financial Planning	1
Services Limited to Specific Types of Investments	2
C. Client Tailored Services and Client Imposed Restrictions	2
D. Wrap Fee Programs.....	3
E. Amounts Under Management	3
Item 5: Fees and Compensation	4
A. Fee Schedule	4
Investment Supervisory Services Fees	4
Financial Planning Fees	4
Fixed Fees.....	4
Hourly Fees.....	5
B. Payment of Fees	5
Payment of Investment Supervisory Fees	5
Payment of Financial Planning Fees	5
C. Clients Are Responsible For Third Party Fees	6
D. Prepayment of Fees.....	6
E. Outside Compensation For the Sale of Securities to Clients	6
Item 6: Performance-Based Fees and Side-By-Side Management	6
Item 7: Types of Clients	6
Minimum Account Size	6
Item 8: Methods of Analysis, Investment Strategies, and Risk of Investment Loss.....	7
A. Methods of Analysis and Investment Strategies	7
Methods of Analysis	7

Charting analysis	7
Fundamental analysis.....	7
Technical analysis	7
Cyclical analysis	7
Investment Strategies	7
B. Material Risks Involved.....	7
Methods of Analysis	7
Fundamental analysis.....	7
Technical analysis	7
Cyclical analysis	7
Investment Strategies	8
C. Risks of Specific Securities Utilized.....	8
Item 9: Disciplinary Information	9
A. Criminal or Civil Actions.....	9
B. Administrative Proceedings.....	9
C. Self-regulatory Organization (SRO) Proceedings	10
Item 10: Other Financial Industry Activities and Affiliations.....	10
A. Registration as a Broker/Dealer or Broker/Dealer Representative.....	10
B. Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor.....	10
C. Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests.....	10
D. Selection of Other Advisers or Managers and How This Adviser is Compensated for Those Selections.....	10
Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	10
A. Code of Ethics	10
B. Recommendations Involving Material Financial Interests	10
C. Investing Personal Money in the Same Securities as Clients	11
D. Trading Securities At/Around the Same Time as Clients' Securities	11
Item 12: Brokerage Practices	11
A. The Custodian's and Brokers We Use	11
1. How We Select Brokers/Custodians	11

2.	Your Brokerage and Custody Costs	12
3.	Products and Services Available to Use From TD.....	12
4.	Our Interest in TD’s Services	13
B.	Aggregating (Block) Trading for Multiple Client Accounts	13
Item 13: Reviews of Accounts		13
A.	Frequency and Nature of Periodic Reviews and Who Makes Those Reviews	13
B.	Factors That Will Trigger a Non-Periodic Review of Client Accounts	13
C.	Content and Frequency of Regular Reports Provided to Clients	14
Item 14: Client Referrals and Other Compensation		14
A.	Economic Benefits Provided by Third Parties for Advice Rendered to Clients (Includes Sales Awards or Other Prizes)	14
B.	Compensation to Non – Advisory Personnel for Client Referrals	14
Item 15: Custody		14
Item 16: Investment Discretion		15
Item 17: Voting Client Securities (Proxy Voting)		15
Item 18: Financial Information		15
A.	Balance Sheet	15
B.	Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients	15
C.	Bankruptcy Petitions in Previous Ten Years	15
Item 19: Requirements for State Registered Advisers		15
A.	Principal Executive Officers and Management Persons; Their Formal Education and Business Background	15
B.	Other Businesses in Which This Advisory Firm or its Personnel are Engaged and Time Spent on Those (If Any)	15
C.	How Performance Based Fees are Calculated and Degree of Risk to Clients	16
D.	Material Disciplinary Disclosures for Management Persons of this Firm	16
E.	Material Relationship That Management Persons Have With Issuers of Securities (If Any)	17

Item 4: Advisory Business

A. Description of the Advisory Firm

ROI Financial Advisors, LLC is a Limited Liability Company organized in the State of Oregon. The firm was formed in August of 2012, the sole owner is Lance Jarl Johnson.

B. Types of Advisory Services

ROI Financial Advisors, LLC (hereinafter "ROI Financial") offers the following services to advisory clients.

Investment Supervisory Services

ROI Financial offers ongoing portfolio management services based on the individual goals, objectives, time horizon, and risk tolerance of each client. ROI Financial creates an Investment Policy Statement for each client, which outlines the client's current situation (income, tax levels, risk tolerance levels and other important elements of suitability) and then constructs a plan to aid in the selection of a portfolio that matches each client's specific needs. Investment Supervisory Services include, but are not limited to, the following:

- Investment Strategy
- Personal Investment Policy
- Asset Allocation
- Asset Selection
- Risk Tolerance
- Regular Portfolio Monitoring

ROI Financial evaluates the current investments of each client with respect to their investment objective, risk tolerance levels and time horizon. ROI Financial will request discretionary authority from clients in order to select securities and execute transactions without permission from the client prior to each transaction. Risk tolerance levels are documented in the Investment Policy Statement, which is given to each client.

Financial Planning

Financial plans and financial planning may include, but are not limited to: investment planning, life insurance, tax concerns, retirement planning, college planning, estate planning, and debt/credit planning. These services are based on fixed fees or hourly fees and the final fee structure is documented in Exhibit II of the Financial Planning Agreement and as noted below.

One Year Financial Planning Agreement

Clients that choose this option will be billed at the listed fee as determined by the client and ROI Financial and will not be eligible for any discounts from the listed fee found in the Financial Planning Agreement. Services will be provided for one year and there will be no expectation from the client or ROI Financial for Financial Planning services to be provided or fees to be collected past the one year anniversary date of the Financial Planning Agreement.

Annual Renewal Agreement

Clients that choose this option will be offered a discount from the listed prices as stated in the Financial Planning Agreement. The client will be billed on an annual basis at the agreed upon rate. ROI Financial will provide an updated plan to the client each year when fees are paid in full.

Business Module

For clients that own small businesses, ROI Financial can complete Business Financial Planning in conjunction with Personal Financial Planning. The Business Module is offered as an add on to the personal comprehensive financial plan. During the financial planning process, the Business Module will focus on business related cash flows, ownership, owner compensation, retirement plan opportunities, and business related tax scenarios.

Advanced Estate Module

For clients that have large and/or complex estate scenarios, ROI Financial offers an Advanced Estate Module. This module will assist in the planning and implementation of complex trusts (ROI Financial does not offer legal advice, consult an Estate Attorney for the creation of legal documents). The client's options and wishes for estate planning will be included through detailed illustrations. This module is required when the plan is more complex than a standard Living will and/or Living Trust.

Services Limited to Specific Types of Investments

ROI Financial generally limits its investment advice and/or money management to mutual funds, equities, bonds, fixed income, debt securities, ETF's, real estate, hedge funds, REITs, insurance products including annuities, and government securities. ROI Financial may use other securities as well to help diversify a portfolio when applicable.

Pension Consulting Services

ROI Financial offers pension consulting services that include: identifying investment objectives and restrictions; allocating plan assets to various objectives; selecting money managers to manage plan assets in ways designed to achieve objectives; selecting mutual funds that plan participants can choose as their funding vehicles; monitoring performance of money managers and mutual funds and making recommendations for changes; and selecting other service providers, such as custodians, administrators, and broker-dealers.

ROI Financial may recommend a retirement plan administrator to clients. ROI Financial may be compensated by the retirement plan services administrator for working with the client. ROI negotiates the compensation and service arrangement with the client, however the client contracts directly with the Plan Administrator for services and fee payment.

C. Client Tailored Services and Client Imposed Restrictions

ROI Financial offers the same suite of services to all of its clients. However, specific client financial plans and their implementation are dependent upon the client Investment Policy Statement which outlines each client's current situation (investment objectives, income, tax levels, and risk tolerance levels), the Financial Planning Checklist and the Risk Assessment Questionnaire which are used to help construct a client specific plan to aid in the selection of a portfolio that matches restrictions, needs and targets.

Clients may impose restrictions on investing in certain securities or types of securities in accordance with their values or beliefs. However, if the restrictions prevent ROI Financial from properly servicing the client account, or if the restrictions would require ROI Financial to deviate from its standard suite of services, ROI Financial reserves the right to end the relationship.

Investment Supervisory Services: Investment Advisory Contract Communications and Reporting Guidelines

Adviser will evaluate client's portfolio on a quarterly basis and contact the client for needed adjustments (non-discretionary model) or make adjustments as needed to the clients account(s)(discretionary model).

Adviser will schedule "in person" meetings with client on an annual basis to discuss client's accounts. Portfolio snapshot reports or numbers will be presented to the client on an annual basis.

Client will receive statements from the custodian on a monthly basis.

Clients will receive a monthly invoice from the Adviser detailing the Adviser's fees.. See Item 5 Fees and Compensation for a complete description of the invoice. The Adviser will send the invoice to the client concurrent with the request for payment of the Advisory fees to the custodian. *(Clients are encouraged to compare this information with the fees listed on the custodian account statement and immediately notify the Adviser with any questions or concerns about the billing.)*

Client will promptly notify Adviser of any changes to client's investment profile information (i.e. job and income changes, births or deaths, investment time frame changes, etc.).

D. Wrap Fee Program

A wrap fee program is an investment program where the investor pays one stated fee that includes management fees, transactions costs, fund expenses, and any other administrative fees. ROI Financial DOES NOT participate in any wrap fee programs.

E. Amount Under Management

ROI Financial has the following assets under management:

Discretionary	Non-discretionary	Date Calculated
\$109,251,208.	\$2,819,628.	03-24-2021 as of Fiscal Year End 12-31-2020

Item 5: Fees and Compensation

A. Fee Schedule

Investment Supervisory Services Fees

Total Assets Under Management	Maximum Fee
\$0 - \$250,000	1.75%
\$250,001 - \$500,000	1.50%
\$500,001 - \$1,000,000	1.25%
\$1,000,001 - \$2,500,000	1.15%
\$2,500,001 - \$5,000,000	1.00%
Above \$5,000,000	.85%

These fees are negotiable depending upon the needs of the client and complexity of the situation and the final fee schedule is attaches as Exhibit II of the Investment Advisory Contract. Clients will pay their fees on a monthly basis in arrears. Clients may terminate their contracts with thirty days' written notice. Because fees are charged in arrears, no refund policy is necessary. Clients may terminate their accounts without penalty within 5 business days of signing the advisory contract. Advisory fees are withdrawn directly from the client's accounts with the client acknowledgement of their authorization. (See Item B Payment of Fees for a complete description of how clients will be invoiced for fees.)

Financial Planning Fees

Fixed Fees

Depending upon the complexity of the situation and the needs of the client, the rate for creating client financial plans is between \$600 and \$4,800. The fees are negotiable. Fees are paid in advance, but never more than six months in advance. Clients may terminate their contracts without penalty within five business days of signing the contract. Fees that are charged in advance will be refunded based on the prorated amount of work completed at the point of termination. The fee refunded will be the balance of the fees collected in advance minus the hourly rate of \$250 per hour times the number of hours of work that has been completed up to and including the day of termination. All fees to be refunded and any partially completed work will be provided to the client within 15 business days of ROI Financial Advisors, LLC being advised in writing of the termination of this agreement.

Financial Planning Modules

Financial Planning
 Protection Planning
 Investment Planning
 Tax Planning
 Retirement Planning
 Estate Planning

		Simple		Moderate		Complex	
		\$100	\$200	\$300	\$400	\$500	\$600
Financial Planning		\$100	\$200	\$300	\$400	\$500	\$600
Protection Planning		\$100	\$200	\$300	\$400	\$500	\$600
Investment Planning		\$100	\$200	\$300	\$400	\$500	\$600
Tax Planning		\$100	\$200	\$300	\$400	\$500	\$600
Retirement Planning		\$100	\$200	\$300	\$400	\$500	\$600
Estate Planning		\$100	\$200	\$300	\$400	\$500	\$600

If the client needs the following services, they are in addition to the calculated fee above.

Business Module	\$600
Advanced Estate Module	\$600

The basic planning fee will be calculated by the advisor based on the complexity of each service indicated for each module.

Hourly Fees

If a client chooses to elect an hourly rate, the hourly fee for financial planning services is \$250. Fees are billed monthly and in arrears. Uncollected Invoices or Fees are subject to interest accrual outlined in the terms and conditions of the ROI Financial Advisor’s Planning Agreement.

Client shall be given thirty (30) days’ prior written notice of any increase in fees; the client would need to agree to any modified fee terms by signing a new amendment to their current agreement. If hourly fees are chosen, fees are due within 30 days of invoice. If annual fees are chosen, fees are due within 30 days of anniversary date. In the event the invoice remains unpaid 30 days from the due date a 1.5% per month interest charge will be added to the unpaid amount. All collection costs and attorney fees are paid by the client if the account is not paid as agreed. We reserve the right to stop work on any account that is 30 days past due, in accordance with our firm’s stated collection policy.

B. Payment of Fees

Payment of Investment Supervisory Fees

Advisory fees are withdrawn directly from the client’s accounts with the client’s written authorization. Fees are paid monthly in arrears. A monthly invoice will be sent to the client detailing the fees and additional information such as the amount of assets under management on which the fee was based, the formula used to calculate the fee, the fee calculation itself and the time period covered by the fee. The name of the custodian will also be included. The invoice to the client will be sent concurrent with the request for payment of the Advisory fees to the custodian. *(Clients are encouraged to compare this information with the information listed on the custodian account statement and immediately notify the Adviser with any questions or concerns.)*

Payment of Financial Planning Fees

Fixed Fees:

The fees are negotiable. Fees are paid in advance, but never more than six months in advance. Clients may terminate their contracts without penalty within five business days of signing the contract. Fees that are charged in advance will be refunded based on the prorated amount of work completed at the point of termination. The fee refunded will be the balance of the fees collected in advance minus the hourly rate of \$250 per hour times the number of hours of work that has been completed up to and including the day of termination. All fees to be refunded and any partially completed work will be provided to the client within 15 business days of ROI Financial Advisors, LLC being advised in writing of the termination of this agreement.

Hourly Fees:

If client chooses to elect an hourly rate, the hourly fee for financial planning services is \$250. Fees are billed monthly and in arrears. Uncollected Invoices or Fees are subject to interest accrual outlined in Section III. Fees of the terms and conditions of the ROI Financial Advisor’s Planning Agreement and noted under “Hourly Fees” above.

Fees will be billed at the hourly rate of \$250. Invoice will be delivered to client at the completion of the financial plan.

C. Clients Are Responsible for Third Party Fees

Clients are responsible for the payment of all third-party fees (i.e. custodian fees, brokerage fees, mutual fund fees, transaction fees, etc.). Those fees are separate and distinct from the fees and expenses charged by ROI Financial Advisors, LLC. Please see Item 12 of this brochure regarding broker/custodian.

D. Prepayment of Fees

ROI Financial Advisors, LLC collects Fixed Financial Planning fees in advance and Hourly Financial Planning fees and Investment Advisory fees in arrears. Fees that are collected in advance will be refunded based on the prorated amount of work completed at the point of termination and the total days during the billing period. Fees will be returned within fourteen days to the client via check.

E. Outside Compensation for the Sale of Securities to Clients

Neither ROI Financial Advisors, LLC nor its supervised persons accept any compensation for the sale of securities or other investment products, including asset-based sales charges or receives fees from the sale of mutual funds.

Item 6: Performance-Based Fees and Side-By-Side Management

ROI Financial Advisors, LLC does not accept performance-based fees or other fees based on a share of capital gains on or capital appreciation of the assets of a client.

Item 7: Types of Clients

ROI Financial Advisors, LLC generally provides investment advice and/or management supervisory services to the following types of clients:

- ❖ Individuals
- ❖ High-Net-Worth Individuals
- ❖ Business Owners
- ❖ Retirement Plans

Minimum Account Size

There is no account minimum.

Item 8: Methods of Analysis, Investment Strategies, and Risk Investment Loss

A. Methods of Analysis and Investment Strategies

Methods of Analysis

ROI Financial Advisors LLC's methods of analysis include charting analysis, fundamental analysis, technical analysis, and cyclical analysis.

Charting analysis involves the use of patterns in performance charts. ROI Financial Advisor LLC uses this technique to search for patterns used to help predict favorable conditions for buying and/or selling a security.

Fundamental analysis involves the analysis of financial statements, the general financial health of companies, and/or the analysis of management or competitive advantages.

Technical analysis involves the analysis of past market data; primarily price and volume.

Cyclical analysis involved the analysis of business cycles to find favorable conditions for buying and/or selling a security.

Investment Strategies

ROI Financial Advisors, LLC uses long term trading, short term trading, short sales, margin transactions, and options writing (including covered options, uncovered options, or spreading strategies).

Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

B. Material Risks Involved

Methods of Analysis

Charting analysis strategy involves using and comparing various charts to predict long and short term performance or market trends. The risk involved in solely using this method is that only past performance data is considered without using other methods to crosscheck data. Using charting analysis without other methods of analysis would be making the assumption that past performance will be indicative of future performance. This may not be the case.

Fundamental analysis concentrates on factors that determine a company's value and expected future earnings. This strategy would normally encourage equity purchases in stocks that are undervalued or priced below their perceived value. The risk assumed is that the market will fail to reach expectations of perceived value.

Technical analysis attempts to predict a future stock price or direction based on market trends. The assumption is that the market follows discernible patterns and if these patterns can be identified, then a prediction can be made. The risk is that markets do not always follow patterns and relying solely on this method may not work long term.

Cyclical analysis assumes that the markets react in cyclical patterns which, once identified, can be leveraged to provide performance. The risks with this strategy are two-fold: 1) the markets do not always repeat cyclical patterns and 2) if too many investors begin to implement this strategy, it changes the very cycles they are trying to take advantage of.

Investment Strategies

Long term trading is designed to capture market rates of both return and risk. Frequent trading, when done, can affect investment performance, particularly through increased brokerage and other transaction costs and taxes.

Short term trading, short sales, margin transactions, and options writing generally hold greater risk and clients should be aware that there is a material risk of loss using any of those strategies.

Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

C. Risks of Specific Securities Utilized

ROI Financial Advisors, LLC generally seeks investment strategies that do not involve significant or unusual risk beyond that of the general domestic and/or international equity markets. However, it will utilize short sales, margin transactions, and options writing. Short sales, margin transactions, and options writing generally hold greater risk of capital loss and clients should be aware that there is a material risk of loss using any of those strategies.

Mutual funds: Investing in mutual funds carries the risk of capital loss. Mutual funds are not guaranteed or insured by the FDIC or any other government agency. You can lose money investing in mutual funds. All mutual funds have costs that lower investment returns. Mutual funds may invest in any of the following investments and would inherit the associated risk.

Equity/Stocks investment generally refers to buying shares of stocks by an individual or firms in return for receiving a future payment of dividends and capital gains if the value of the stock increases. There is an innate risk involved when purchasing a stock that it may decrease in value and the investment may incur a loss.

Treasury Inflation Protected/Inflation Linked Bonds: The Risk of default on these bonds is dependent upon the U.S. Treasury defaulting (extremely unlikely); however, they carry a potential risk of losing share price value, albeit rather minimal.

Fixed Income is an investment that guarantees fixed periodic payments in the future that may involve economic risks such as inflationary risk (the uncertainty that inflation will undermine the performance of the investment), interest rate risk (the risk that the value of an investment will change due to the absolute interest rate level), default risk (the risk associated with a company or individual failing to repay their debt obligations).

Debt securities carry risks such as the possibility of default on the principal, fluctuation in interest rates, and counterparties being unable to meet obligations.

Exchange Traded Funds (ETF): Investing in ETF's carries the risk of capital loss (sometimes up to a 100% loss in the case of a stock holding bankruptcy). Investments in these securities are not guaranteed or insured by the FCIC or any other government agency.

Real Estate funds face several kinds of risks that are inherent in this sector of the market. Liquidity risk, market risk and interest rate risk are just some the factors that can influence the gain or loss that is passed on to the investor. Liquidity and market risk tend to have a greater effect on funds that are more growth-oriented, as the sale of the appreciated properties depends upon market demand. Conversely, interest rate risk impacts the amount of dividend income that is paid by income-oriented funds.

Hedge Funds are not suitable for all investors and involve a high degree of risk due to several factors that may contribute to above average gains or significant losses. Such factors include leveraging or other speculative investment practices, commodity trading, complex tax structures, a lack of transparency in the underlying investments, and generally the absence of a secondary market.

REITs have specific risks including valuation due to cash flows, dividends paid in stock rather than cash, and the payment of debt resulting in dilution of shares.

Precious Metal ETFs (Gold, Silver, Palladium Bullion backed “electronic share” not the physical metal): Investing in precious metal ETFs carries the risk of capital loss.

Long term trading is designed to capture market rates of both return and risk. Due to its nature, the long-term investment strategy can expose clients to various other types of risk that will typically surface at various intervals during the time the client owns the investments. These risks include but are not limited to inflation (purchasing power) risk, interest rate risk, economic risk, market risk, and political/regulatory risk.

Short term trading risks include liquidity, economic stability and inflation.

Short sales risks include the upward trend of the market and the infinite possibility of loss.

Margin transactions use leverage that is borrowed from a brokerage firm as collateral.

Options writing involve a contract to purchase a security at a given price, not necessarily at market value, depending on the market.

Past performance is not a guarantee of future returns. Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

Item 9: Disciplinary Information

A. Criminal or Civil Actions

Lance Jarl Johnson was named in a customer complaint in 2004. The clients alleged that they did not receive a new investment policy statement when they rolled retirement savings into an American Express Fund and alleged that it was an unsuitable investment. American Express Financial Advisors elected to settle the complaint in 2005 for \$75,000. Lance Johnson was not required to contribute to the settlement amount and was not found at fault.

More information about this event can be found at <http://www.adviserinfo.sec.gov>.

Lance Jarl Johnson was involved in three civil judicial cases that are not investment related and have all been consequently settled.

B. Administrative Proceeding

There are no Administrative Proceedings at this time.

C. Self-regulatory Organization (SRO) Proceedings

FINRA investigated the events surrounding Mr. Johnson's termination from Ameriprise in 2011. Mr. Johnson strongly denies any allegations of wrongdoing. FINRA issued Mr. Johnson a Cautionary letter which he addressed. FINRA took no further action.

Item 10: Other Financial Industry Activities and Affiliations

A. Registration as a Broker/Dealer or Broker/Dealer Representative

Neither ROI Financial Advisors, LLC nor its representatives are registered as or have pending applications to become a broker/dealer or registered representatives of a broker/dealer.

B. Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor

Neither ROI Financial Advisors, LLC nor its representatives are registered as or have pending applications to become a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor.

C. Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests

ROI Financial Advisors, LLC always acts in the best interest of the client. Clients are in no way required to implement a financial plan or use ROI Financial Advisor investment services through any representative of ROI Financial Advisors, LLC. ROI does not find that the outside business activities disclosed in this brochure creates a material conflict of interest with clients.

D. Selection of Other Advisers or Managers and How This Adviser is Compensated for Those Selections.

ROI Financial Advisors, LLC does not utilize nor select other advisers or third-party manager. All assets are managed by ROI Financial Advisors, LLC

Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

A. Code of Ethics

We have a written Code of Ethics that covers the following areas: Prohibited Purchases and Sales, Insider Trading, Personal Securities Transactions, Exempted Transactions, Prohibited Activities, Conflicts of Interest, Gifts and Entertainment, Confidentiality, Service on a Board of Directors, Compliance Procedures, Compliance with Laws and Regulations, Procedures and Reporting, Certification of Compliance, Reporting Violations, Compliance Officer Duties, Training and Education, Recordkeeping, Annual Review, and Sanctions. Our Code of Ethics is available free upon request to any client or prospective client.

B. Recommendations Involving Material Financial Interests

ROI Financial Advisors, LLC does not recommend that clients buy or sell any security in which a related person to ROI Financial Advisors, LLC or ROI Financial Advisors, LLC has a material financial interest.

C. Investing Personal Money in the Same Securities as Clients

From time to time, representatives of ROI Financial Advisors, LLC may buy or sell securities for themselves that they also recommend to clients. This may provide an opportunity for representatives of ROI Financial Advisors, LLC to buy or sell the same securities before or after recommending the same securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest. ROI Financial Advisors, LLC will always document any transactions that could be construed as conflicts of interest and will always transact client business before their own when similar securities are being sold or bought.

D. Trading Securities At/Around the Same Time as Clients' Securities

From time to time, representatives of ROI Financial Advisors, LLC may buy or sell securities for themselves at or around the same time as clients. This may provide an opportunity for representatives of ROI Financial Advisors, LLC to buy or sell securities before or after recommending securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest. ROI Financial Advisors, LLC will always transact client's transactions before its own when similar securities are being bought or sold.

Item 12: Brokerage Practices

A. The Custodian's and Brokers We Use

ROI Financial does not maintain custody of your assets that we manage, although we may be deemed to have custody of your assets when you give us authority to withdraw assets from your account (see Item 15 – Custody, below). Your assets must be maintained in an account at a “qualified custodian,” generally a broker-dealer or bank. We require that our clients use TD AMERITRADE Institutional (TD) registered broker-dealer, member SIPC, as the qualified custodian. We are independently owned and operated and are not affiliated with TD. TD will hold your assets in a brokerage account and buy and sell securities when we instruct them to. While we require that you use TD as custodian/broker, you will decide whether to do so and will open your account with TD by entering into an agreement directly with them. We do not open the account for you, although we may assist you in doing so. If you do not wish to place your assets with TD, then we cannot manage your account. Not all advisors require their clients to use a particular broker-dealer or other custodian selected by the advisor. Even though your account is maintained at TD, we can still use other brokers to execute trades for your account as described below (see “Your brokerage and custody costs”).

1. How We Select Brokers/Custodians

We seek to use custodians/brokers that that will hold your assets and execute transactions on terms that are, overall, most advantageous when compared with other available providers and their services. We consider a wide range of factors including:

- Combination of transaction execution services and asset custody services (generally without a separate fee for custody)
- Capability to execute, clear, and settle trades (buy and sell securities for your account)
- Capability to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payments, etc.)
- Breadth of available investment products (stocks, bonds, mutual funds, exchange-traded funds [ETFs], etc.)
- Availability of investment research and tools that assist us in making investment decisions

- Quality of services
- Competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate the prices
- Reputation, financial strength, and stability
- Prior service to us and our other clients
- Availability of other products and services that benefit us, as discussed below (see “Products and Services Available to Us at TD)

2. *Your Brokerage and Custody Costs*

For our clients’ accounts that TD maintains, TD generally does not charge you separately for custody services but is compensated by charging you commissions or other fees on trades that they execute or the settle into your TD account. This commitment benefits you because the overall commission rates you pay are lower than they would be otherwise. In order to minimize your trading costs, we have TD execute all trades for your account. We have determined that having TD execute all trades is consistent with our duty to seek “best execution” of your trades. Best execution means the most favorable terms for a transaction based on all relevant factors, including those listed above (see How We Select Brokers/Custodians”).

3. *Products and Services Available to Us from TD*

TD AMERITRADE Institutional is TD’s business serving independent investment advisory firms like us. They provide our clients with access to their institutional brokerage services (trading, custody, reporting, and related services), many of which are not typically available to TD retail customers. TD also makes available various support services. Some of those services help us manage or administer our clients’ accounts, while others help us manage and grow our business. TD’s support services are generally available on an unsolicited basis (we don’t have to request them) and at no charge to us. Following is a more detailed description of TD’s support Services:

Services that benefit you. TD’s institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through TD include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. TD’s services described in this paragraph generally benefit you and your account.

Services that may not directly benefit you. TD also makes available to us other products and services that benefit us but may not directly benefit you or your account. These products and services assist us in managing and administering our clients’ accounts. They include investment research, TD’s own and that of third parties. We may use this research to service all or a substantial number of our clients’ accounts, including accounts not maintained at TD. In addition to investment research, TD also makes available software and other technology that:

- Provide access to client account data (such as duplicate trade confirmations and account statements)
- Facilitate trade execution and allocate aggregated trade orders for multiple client accounts
- Provide pricing and other market data
- Facilitate payment of our fees from our clients’ accounts
- Assist with back-office functions, recordkeeping, and client reporting

Services that generally benefit only us. TD also offers other services intended to help us manage and further develop our business enterprise. These services include:

- Educational conferences and events
- Consulting on technology, compliance, legal, and business needs
- Publications and conferences on practice management and business succession
- Access to employee benefits providers, human capital consultants, and insurance providers

TD may provide some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to us. TD may also provide us with other benefits, such as occasional business entertainment of our personnel.

4. *Our Interest in TD's Services*

The availability of these services from TD benefits us because we do not have to produce or purchase them. We don't have to pay for TD's services. These services are not contingent upon us committing any specific amount of business to TD in trading commissions or assets in custody. We may have an incentive to require that you maintain your account with TD, based on our interest in receiving TD's services that benefit our business rather than based on your interest in receiving the best value in custody services and the most favorable execution of your transactions. This is a potential conflict of interest. We believe, however, that our selection of TD as custodian's and brokers is in the best interest of our clients. Our selection is primarily supported by the scope, quality, and price of TD's services (see "How We Select Brokers/Custodians") and TD's services that benefit only us.

B. Aggregating (Block) Trading for Multiple Client Accounts

ROI Financial Advisors, LLC maintains the ability to block trade purchases across accounts. Block trading may benefit a large group of clients by providing ROI Financial Advisors, LLC the ability to purchase larger blocks resulting in smaller transaction costs to the client. Declining to block trade can cause more expensive trades for clients.

Item 13: Reviews of Accounts

A. Frequency and Nature of Periodic Reviews and Who Makes Those Reviews

Client accounts are reviewed at least quarterly. Reviews may be completed or delegated and supervised by Lance Jarl Johnson, Chief Compliance Officer. Mr. Johnson assures client accounts are reviewed and comply with their investment policies and risk tolerance levels.

All financial planning accounts are reviewed upon financial plan creation and plan delivery by the advisor assigned to the client. Financial plans are reviewed upon completion and at each annual update if that service has been selected by the client.

B. Factors That Will Trigger a Non-Periodic Review of Client Accounts

Reviews may be triggered by material market, economic or political events, or by changes in client's financial situations (such as retirement, termination of employment, physical move, or inheritance. Content and Frequency of Regular Reports Provided to Clients

Investment Advisory Contracts:

Each client will receive at least monthly from the custodian, a written report that details the client's account including assets held and asset value which will come from the custodian.

ROI Financial Advisors, LLC will also send a report to each client including a statement of fees each month.

Financial Planning Agreements:

Clients that choose a One Year Agreement option will be billed at the listed fee as determined by the client and ROI Financial Advisors, LLC and will not be eligible for any discounts from the listed fee found in the Financial Planning Agreement. Services will be provided for one year and there will be no expectation from the client or ROI Financial Advisors, LLC for Financial Planning services to be provided or fees to be collected past the one year anniversary date of the Financial Planning Agreement.

If the client has elected an Annual Renewal Agreement option, they will be offered a discount from the listed price as stated in the agreement. The client will be billed on an annual basis at the agreed upon rate. ROI Financial Advisors, LLC will provide an updated plan each year that fees are paid in full.

14: Client Referrals and Other Compensation

A. Economic Benefits Provided by Third Parties for Advice Rendered to Clients (Includes Sales Awards or Other Prizes)

We receive an economic benefit from TD in the form of the support products and services it makes available to us and other independent investment advisors whose clients maintain their accounts at TD . These products and services, how they benefit us, and the related conflicts of interest are described above (see Item 12 – Brokerage Practices). The availability to us of TD’s products and services is not based on us giving particular investment advice, such as buying particular securities for our clients.

B. Compensation to Non-Advisory Personnel for Client Referrals

ROI Financial Advisors, LLC does not directly or indirectly compensate any person who is not advisory personnel for client referrals.

15: Custody

Under government regulations, we are deemed to have custody of your assets if, for example, you authorize us to instruct TD to deduct our advisory fees directly from your account. TD maintains actual custody of your assets. You will receive account statements directly from TD at least monthly. They will be sent to the email or postal mailing address you provided to TD . You should carefully review those statements promptly when you receive them. We also urge you to compare TD’s account statements with the periodic invoices you will receive from us. See Item 5 Fees and Compensation for a complete description of ROI Financial Advisors’ monthly invoice.

Item 16: Investment Discretion

For those client account where ROI Financial Advisors, LLC provides ongoing supervision, the client has given ROI Financial Advisors, LLC written discretionary authority over the client’s accounts with respect to securities to be bought or sold and the amount of securities to be bought or sold. Details of this relationship are fully disclosed to the client before any advisory relationship has commenced. The client provides ROI Financial Advisors, LLC discretionary authority via limited power of attorney in the Investment Advisory Contract and in the contract between the client and the custodian

Item 17: Voting Client Securities (Proxy Voting)

ROI Financial Advisors, LLC will not ask for, nor accept voting authority for client securities. Clients will receive proxies directly from the issuer of the security or the custodian. Clients should direct all proxy questions to the issuer of the security.

Item 18: Financial Information

A. Balance Sheet

ROI Financial Advisors, LLC does not require nor solicit prepayment of more than \$500 in fees per client, six months or more in advance and therefore does not need to include a balance sheet with this brochure.

B. Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients

Neither ROI Financial Advisors, LLC nor its management have any financial conditions that are likely to reasonably impair our ability to meet contractual commitments to clients.

C. Bankruptcy Petitions in Previous Ten Years

ROI Financial Advisors, LLC has not been the subject of a bankruptcy petition in the last ten years.

Item 19: Requirements for State Registered Advisers

A. Principle Executive Officers and Management Person; Their Formal Education and Business Background

Lance Jarl Johnson is the sole Managing Member and owner of ROI Financial Advisors, LLC. Lance Jarl Johnson is also the primary manager and Chief Compliance Officer of ROI Financial Advisors, LLC. The formal education and business background for Mr. Johnson can be found on the Supplemental ADV Part 2B Form.

B. Other Businesses in Which This Advisory Firm or its Personnel is Engaged and Time Spent on (If Any)

Additional information regarding Mr. Johnson's outside business activities that are not related to ROI Financial Advisors, LLC can be found on his individual Supplemental ADV Part 2B form and is described below. ROI Financial Advisors, LLC does not find that the outside business activities disclosed in this brochure creates a material conflict of interest with clients.

Mr. Johnson is engaged in the following additional business activities:

ROI TAX LLC (ROI TAX) is owned by Mr Lance Johnson (80%) and Susan Hjort (20%). ROI TAX provides tax preparation services. Mr. Johnson is the Managing Member of ROI TAX and spends on average 10 hours per week on tax related business but may spend as much as 40 hours per week during the approximately twelve weeks of tax season. Both Mr. Johnson and Ms. Hjort provide tax preparation services to ROI TAX clients.

Mr. Johnson is also the sole owner of ROI FINANCIAL ADVISORS LLC (ROI) where he devotes most of his time. Mr. Johnson offers tax and financial planning through ROI. ROI may refer clients to ROI TAX and ROI TAX may refer clients to ROI. Clients of either firm are offered the option of using the services of the referred firm but are not required to do so. No referral fees are paid. Clients who elect to use the services of both firms may be eligible for a negotiated discount on ROI TAX services. Ms. Hjort is not a client of ROI and has no financial ownership in ROI. ROI TAX and ROI are in the same building in separate suites. ROI TAX and ROI may share some staff for administrative purposes.

LMJ ENTERPRISES LLC, (LMJ) was established as a holding company for commercial real estate and other businesses. Mr. Johnson is the sole owner and manager. Currently LMJ has no holdings but Mr. Johnson, through LMJ, may invest in real estate in the future. Mr. Johnson currently spends less than 1% of his time on LMJ.

BEAR RIVER INVESTMENT GROUP LLC (BEAR RIVER) owns rental property in Sun River Oregon. Mr. Lance Johnson and his spouse Michele Johnson are sole owners of BEAR RIVER. Mr. Johnson manages the property and all aspects of BEAR RIVER. He spends less than 1% of his time on BEAR RIVER and the associated property.

JRL ENTERPRISES LLC (JRL) was established to purchase an RV. The RV may be used for recreational purposes by the owners and/or leased. JRL is owned by Mr. Johnson (1/3) and two other partners, each owning 1/3. The co-owners are both clients of ROI. Mr. Johnson does not find any conflict of interest with ROI in owning this recreational vehicle with these clients. Mr. Johnson spends less than 1% of his time on JRL.

C. How Performance Based Fees are Calculated and Degree of Risk to Clients

ROI Financial Advisors, LLC does not accept performance-based fees or other fees based on a share of capital gains on or capital appreciation of the assets of a client.

D. Material Disciplinary Disclosures for Management Persons of this Firm

Lance Jarl Johnson was named in a customer complaint in 2004. The clients alleged that they did not receive a new investment policy statement when they rolled retirement savings into an American Express Fund and alleged that it was an unsuitable investment. American Express Financial Advisors elected to settle the complaint in 2005 for \$75,000. Lance Johnson was not required to contribute to the settlement amount, nor was he found at fault. More information about this event can be found at <http://www.adviserinfo.sec.gov>.

Lance Jarl Johnson was terminated for company policy violations relating to; discretionary power; complaints; overview of compliance obligations; process for handling client complaints and investigations; pre-signed forms and applications; electronic storage; confidentiality and security of client information and records; and permissible activities.

FINRA conducted an investigation around events surrounding Lance Jarl Johnson's termination from Ameriprise. Lance Jarl Johnson strongly denies any allegations of wrongdoing. FINRA issued Mr. Johnson a

Cautionary Letter which he addressed and completed. FINRA took no further action.

Lance Jarl Johnson was involved in three civil judicial cases that are not investment related and have all been consequently settled.

E. Material Relationships That Management Persons Have with Issuers of Securities (If Any)

Neither ROI Financial Advisors, LLC, nor its management persons, has any relationship or arrangement with issuers of securities.