

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

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

Version Date: 3-27-2017

Item 2: Material Changes

The material changes disclosed in this brochure include updated information on amounts under management. The ownership of ROI Financial Advisors, LLC has been updated to reflect that Mr. Lance Johnson is now the sole owner of the firm. He continues to be the Primary manager and Chief Compliance Officer of ROI Financial. Mr. Johnson is no longer an owner or associated with the CPA practice Dougall Conradie, LLC, nor is he or ROI Financial associated with any of the principal owners of Dougall Conradie, LLC.

Carl Proepper has passed the Uniform Investment Adviser Law examination and is qualified as an investment advisor representative in the states of Oregon and Washington.

Due to administrative expense ROI Financial has discontinued reimbursement of trading costs as of the first quarter of 2017. Item 5C Clients are Responsible for Third Party Fees, has been updated and corrected.

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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, and 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 quarterly billing statement from the Adviser detailing the Adviser's billing for the quarter. *(Client is encouraged to 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 |
|----------------------|--------------------------|------------------------|
| \$68,365,987. | \$901,562. | 03-20-2017 |

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 quarterly 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. Each time a fee is directly deducted from the client's account, ROI Financial Advisors, LLC will concurrently send the client an invoice itemizing the fee.

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 |
| \$100 | \$200 | \$300 | \$400 | \$500 | \$600 |
| \$100 | \$200 | \$300 | \$400 | \$500 | \$600 |
| \$100 | \$200 | \$300 | \$400 | \$500 | \$600 |
| \$100 | \$200 | \$300 | \$400 | \$500 | \$600 |
| \$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 quarterly in arrears. Each time a fee is directly deducted from the client's account, ROI Financial Advisors, LLC will concurrently send the client an invoice itemizing the fee.

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 proved 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) or Charles Schwab & Co Inc. (Schwab), both of which are a registered broker-dealer, member SIPC, as the qualified custodian. We are independently owned and operated and are not affiliated with TD or Schwab. TD or Schwab 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 or Schwab as custodian/broker, you will decide whether to do so and will open your account with TD or Schwab 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 or Schwab, 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 or Schwab, 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 and Schwab”)

2. Your Brokerage and Custody Costs

For our clients’ accounts that TD and Schwab maintains, TD and Schwab generally do not charge you separately for custody services but are compensated by charging you commissions or other fees on trades that they execute or the settle into your TD or Schwab 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 or Schwab execute all trades for your account. We have determined that having TD or Schwab 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 and Schwab

TD AMERITRADE Institutional is TD’s business serving independent investment advisory firms like us. Schwab Advisor Services (Formerly called Schwab Institutional) is Schwab’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 or Schwab retail customers. TD and Schwab also make 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 or Schwab’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 and Schwab’s support Services:

Services that benefit you. TD’s and Schwab’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 and Schwab 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 and Schwab’s services described in this paragraph generally benefit you and your account.

Services that may not directly benefit you. TD and Schwab 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, both TD’s and Schwab’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 or Schwab. In addition to investment research, TD and Schwab 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 and Schwab 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 and Schwab may provide some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to us. Schwab may also discount or waive its fees. TD and Schwab may also provide us with other benefits, such as occasional business entertainment of our personnel.

4. *Our Interest in TD's and Schwab's Services*

The availability of these services from TD and Schwab benefits us because we do not have to produce or purchase them. We don't have to pay for TD's or Schwab's services. These services are not contingent upon us committing any specific amount of business to TD or Schwab in trading commissions or assets in custody. We may have an incentive to require that you maintain your account with TD or Schwab, based on our interest in receiving TD's or Schwab'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 and Schwab 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 and Schwab's services (see "How We Select Brokers/Custodians") and TD's or Schwab'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).

C. Content and Frequency of Regular Reports Provided to Clients

Investment Advisory Contracts:

Each client will receive at least quarterly 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 quarter.

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 and Schwab 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 or Schwab. 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 and Schwab'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 or Schwab to deduct our advisory fees directly from your account. Schwab maintains actual custody of your assets. You will receive account statements directly from TD or Schwab at least quarterly. They will be sent to the email or postal mailing address you provided to TD or Schwab. You should carefully review those statements promptly when you receive them. We also urge you to compare TD's or Schwab's account statements with the periodic reports you will receive from us.

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 Members 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 Those (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:

Mr. Johnson owns interests in the following companies which have no association with ROI Financial Advisors, LLC clients. He spends a very small portion of his time on these enterprises.

Lance Johnson & Associates (S Corp), is a holding company established to receive income from other potential business ownerships. It is 100% owned by Lance Johnson. He spends less than 10% of his time on this business and there is currently no association with ROI Financial Advisors, LLC advisory clients.

LMJ Enterprises, LLC owns commercial real estate including the Beaverton, OR location of ROI Financial Advisors, LLC. Mr. Johnson is the sole owner. Mr. Johnson spends approximately 10 hours per month on this business and it has no association with ROI Financial Advisors, LLC advisory clients.

Bear River Investment Group, LLC owns rental property in Sun River, OR. It is 50% owned by Lance J. Johnson and 50% owned by Michele Johnson (spouse). Mr. Johnson is the Treasurer and prepares financial documents for tax returns of the real estate property and handles maintenance issues, bookings and repairs. He spends less than 1% of his time on this company and there is no association with ROI Financial Advisors, LLC advisory clients.

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 has finished their investigation around events surrounding Lance Jarl Johnson's termination from Ameriprise. Lance Jarl Johnson strongly denies any allegations of wrongdoing. FINRA issued three Cautionary Actions for Lance Jarl Johnson to focus on improving going forward in his career as a Managing Principle of and Investment Firm.

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.