

Cover Page - Item 1

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Form ADV Part 2A Brochure

February 15, 2024

Zinnia Wealth Advisory, LLC is a registered investment adviser. An "investment adviser" means any person who, for compensation, engages in the business of advising others, either directly or through publications or writings, as to the value of securities or as to the advisability of investing in, purchasing, or selling securities, or who, for compensation and as part of a regular business, issues or promulgates analyses or reports concerning securities. Registration with the SEC or any state securities authority does not imply a certain level of skill or training.

This brochure provides information about the qualifications and business practices of Zinnia Wealth Advisory, LLC. If you have any questions about the contents of this brochure, please contact us at (352) 368-3680. 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 Zinnia Wealth Advisory, LLC is available on the SEC's website at www.adviserinfo.sec.gov. The firm's CRD/IARD number is 295122.

Material Changes - Item 2

The purpose of this page is to inform you of any material changes since the previous version of this brochure. This is our firm's first brochure; therefore, we have not made any material changes.

On February 15, 2024, we submitted our annual updating amendment for fiscal year 2023. There were no material changes to report.

On January 2, 2024, we completed a rewrite of our entire Form ADV Part 2 Brochure. Clients should read the entire document to familiarize themselves with our firm, our services, our fees, and associated conflicts of interest. We will review and update, as needed, our brochure at least annually to make sure that it remains current.

If you would like to receive a complete copy of our current brochure free of charge at any time, please contact us at (352) 368-3680 or at charisse@zinniawealth.com.

Table of Contents - Item 3

Contents

Cover Page - Item 1	1
Material Changes - Item 2.....	2
Table of Contents - Item 3	3
Advisory Business - Item 4.....	4
Fees and Compensation - Item 5.....	7
Performance-Based Fees and Side-By-Side Management - Item 6.....	10
Types of Clients - Item 7	10
Methods of Analysis, Investment Strategies and Risk of Loss - Item 8	11
Disciplinary Information - Item 9	15
Other Financial Industry Activities or Affiliations - Item 10.....	16
Code of Ethics, Participation or Interest in Client Transactions and Personal Trading - Item 11	16
Brokerage Practices - Item 12	17
Review of Accounts - Item 13	18
Client Referrals and Other Compensation - Item 14	18
Custody - Item 15	20
Investment Discretion - Item 16.....	20
Voting Client Securities - Item 17	20
Financial Information - Item 18.....	21
Requirements of State-Registered Advisers - Item 19	21
Zinnia Wealth Advisory, LLC Privacy Policy Notice	21
Form ADV Part 2B Brochure Supplement Charisse Rivers.....	2
Form ADV Part 2B Brochure Supplement Paul William Autodore Jr.....	5

Advisory Business - Item 4

Zinnia Wealth Advisory, LLC ("ZinniaWA" and/or the "firm") is a limited liability company formed in the State of Florida. The firm was formed in March 2018, and the principal owner is Charisse Rivers.

The following paragraphs describe our services and fees. You may see the term "Associated Person" throughout this Brochure. As used in this Brochure, this term refers to anyone from our firm who is an officer, employee, and all individuals providing investment advice on behalf of our firm. Where required, such persons are properly licensed or registered as investment adviser representatives.

Currently, we offer the following investment advisory services, personalized for each individual client:

- **Financial Planning Services**
- **Portfolio Management Services**
- **Selection of Third-Party Investment Advisers**

Financial Planning Services

ZinniaWA offers various financial planning related services which assist clients in the management of their financial resources. Financial planning services are based upon an analysis of the client's individual needs beginning with one or more information gathering consultations. Once the firm has collected and analysed all documentation gathered during these consultations, ZinniaWA provides a written financial plan designed to achieve the client's financial goals and objectives. ZinniaWA then assists clients in developing a strategy for the successful management of income, assets, and liabilities. In general, financial planning services may include any one or all of the following:

- **Cash Flow Analysis** – Assessment of present financial situation by collecting information regarding net worth and cash flow statements, tax returns, insurance policies, investment portfolios, pension plans, employee benefit statements, etc. The firm advises on ways to reduce risk; and, to coordinate and organize records and estate information.
- **Retirement Analysis** – Identification of long-term financial and personal goals and objectives including advice for accumulating wealth for retirement income or appropriate distribution of assets following retirement. Tax consequences and implications are identified and evaluated.
- **Insurance Analysis** – Includes risk management associated with advisory recommendations based on a combination of insurance types to meet your needs, e.g., life, health, disability, and long-term care insurance. This will necessitate an analysis of cash needs of the client's family at death, income needs of surviving dependents, and potential disability income needs.
- **Portfolio Analysis/Investment Planning** – Presentation of investment alternatives, including asset allocation and its effect on the client's portfolio; evaluation of economic and tax characteristics of existing investments as well as their suitability for the client; and, identification and evaluation of tax consequences and their implications.
- **Education Savings Analysis** – Alternatives and strategies with respect to the complete or partial funding of college or other post-secondary education.
- **Estate Analysis** – Advising clients with respect to property ownership, distribution strategies, estate tax reduction, and tax payment techniques.
- **Tax Analysis and Planning** – The goal of tax planning is to arrange your financial affairs so as to minimize your taxes. There are three basic ways to reduce your taxes, and each basic method might have several variations. You can reduce your income, increase your deductions, and take advantage of tax credits.

The recommendations and solutions are designed to achieve the client's desired goals, subject to periodic evaluation of the financial plan, which may require revision to meet changing circumstances. Financial plans are

based on your financial situation and the information you provide to our firm. We should be notified promptly of any change to your financial situation, goals, objectives, or needs.

Clients can also request financial planning services that cover a specific area, such as retirement or estate planning, asset allocation analysis, manager due diligence, and 401(k) platform due diligence. Clients may choose to accept or reject our recommendations. If you decide to proceed with our recommendations, you may do so by engaging us for investment advisory services or by using any advisory, brokerage, or insurance provider you choose.

Important Note: Information related to tax and legal consequences that is provided as part of the financial plan is for informative purposes only. Clients are instructed to contact their tax or legal advisers for personalized advice.

Portfolio Management Services

Our firm offers discretionary portfolio management services to our clients. Discretionary portfolio management means we will make investment decisions and place buy or sell orders in your account without contacting you. These decisions would be made based upon your stated investment objectives. If you wish, you may limit our discretionary authority by, for example, setting a limit on the type of securities that can be purchased for your account. Simply provide us with your restrictions or guidelines in writing.

Our investment advice is tailored to meet our clients' needs and investment objectives. If you decide to hire our firm to assist you with the management of your portfolio, an Associated Person of ZinniaWA will meet with you and gather information about your financial situation, investment objectives, and any reasonable restrictions you would like to impose on the management of the account. The information we gather will help us implement an asset allocation strategy that will be specific to your needs and goals.

Currently, our asset allocation and advisory services are offered in conjunction with a sub adviser. A sub adviser assists our firm with back-office support, trading, report preparation, and billing. We use model portfolios developed by the sub adviser and/or other registered investment advisers. These other investment advisers are responsible for the research and security selection within model portfolios, day-to-day trading, billing calculation, and other back-office operations. ZinniaWA is responsible for the supervision of the account, portfolio reallocations and rebalancing, and ongoing client interaction and servicing. Currently, ZinniaWA uses Brookstone Capital Management, LLC's (CRD#141413) sub advisory services. Brookstone Capital Management, LLC gives us access to its proprietary portfolio models, models provided by other investment advisers and models developed by our firm. Some of these models are actively managed while others employ a buy and hold strategy that is only rebalanced on an annual or semiannual basis. All disclosure information about these entities is available on the SEC's public disclosure site, www.adviserinfo.sec.gov. All clients will be provided with a current copy of Brookstone Capital Management, LLC's Form ADV Part 2 Brochure at the inception of services. This document provides important disclosures about Brookstone Capital Management, LLC's services, portfolio models, fees, conflicts of interest, disciplinary history (if any), and other important information that would help clients understand the scope of sub advisory services provided by Brookstone Capital Management, LLC.

All accounts are managed in accordance with the client's investment needs and may include various types of securities such as equity securities, Exchange Traded Funds (ETFs), mutual funds, corporate debt securities, commercial paper, certificates of deposit, municipal securities, and U.S. Government securities. Other types of investments may also be recommended where such investments are appropriate based on the client's stated goals and objectives.

Investments and allocations are determined and based upon the client's predefined objectives, risk tolerance, time horizon, financial horizon, financial information, and other various suitability factors. Further restrictions and guidelines imposed by the client may affect the composition and performance of a client's portfolio. On an ongoing basis, ZinniaWA reviews the client's financial circumstances and investment objectives, and, where necessary, instructs the sub adviser to adjust the client's portfolio.

Clients are required to provide the firm with prompt notice of any changes in their personal financial circumstances, investment objectives, goals, and tolerance for risk. ZinniaWA will contact the client at least annually to determine whether there have been any changes in the client's personal financial circumstances, investment objectives, and tolerance for risk.

Selection of Third-Party Investment Advisers

ZinniaWA has entered into agreements with various other third-party investment advisers for the provision of certain investment advisory services. Factors considered in the selection of a third-party adviser include but may not be limited to: i) ZinniaWA's preference for a particular third-party adviser; ii) the client's risk tolerance, goals and objectives, as well as investment experience; and, iii) the amount of client assets available for investment. In order to assist clients in the selection of a third-party adviser, an Associated Person of ZinniaWA will typically gather information from the client about the client's financial situation, investment objectives, and reasonable restrictions the client wants imposed on the management of the account.

The third-party adviser customizes the client's portfolio by blending traditional investment strategies with an allocation to asset classes. The investment strategy adopted by the third-party adviser may embrace value, growth, or contrarian investing styles. Generally, securities transactions will be decided upon and executed by the third-party adviser on a discretionary basis. This means that the manager selected will have the ability to buy and sell securities in your account without obtaining your approval. ZinniaWA and its Associated Persons will not manage, or obtain discretionary authority over the assets in accounts participating in these programs; however, clients may grant ZinniaWA the discretionary authority to hire and fire such third party managers. Generally, clients may not impose restrictions on investing in certain securities or types of securities in accounts managed by a third-party adviser.

Where appropriate for the client, the third-party investment adviser can offer advice with respect to the planning and/or implementation of recommendations and decisions associated with Internal Revenue Code Section 1031 like-kind exchanges ("1031 Exchanges") arising from the sale of real estate held for productive use in a trade or business or for investment. 1031 Exchanges are designed to defer the current recognition of income in connection with the sale of real estate by exchanging ownership in such real estate with other like-kind real property. Such like-kind real property may include, but not be limited to, fractional interests in Delaware Statutory Trusts ("DSTs") pursuant to IRS Rev. Rule 2004-86. While 1031 Exchanges may be available to a wide variety of qualifying investors, exchanges in which DSTs constitute some or all of the like-kind replacement property are only appropriate for investors that meet certain levels of financial sophistication.

When providing 1031 Exchange planning services, the third-party investment adviser assists clients in evaluating the appropriateness, based on the client's goals and objectives, of entering into a 1031 Exchange related to the future sale of real estate currently owned and the benefits and risks associated with the exchange or acquisition for other real estate interests including DSTs. 1031 Exchange implementation services may include selecting qualified intermediaries, reviewing current applicable DST offerings and related materials, and assisting in the completion of transaction documentation.

Associated Persons of ZinniaWA will periodically review reports provided to the client. An Associated Person of ZinniaWA will contact the client at least annually, or more often as agreed upon with each client, to review the client's financial situation and objectives, communicate information to the third-party adviser managing the account as necessary, and to assist the client in understanding and evaluating the services provided by the third-party adviser. Clients will be expected to notify ZinniaWA of any changes in their financial situation, investment objectives, or account restrictions.

The third-party adviser may offer wrapped or non-wrapped pricing options. Wrap pricing structures allow the client to pay an all-inclusive fee for management, brokerage, clearance, custody, and administrative services. In a non-wrap pricing structure, the third-party adviser's fee may be separated from the advisory fee charged by

ZinniaWA. Transaction costs may also be charged for the execution and clearance of advisory transactions directed by such third-party adviser. A complete description of the programs and services provided, the amount of total fees, the payment structure, termination provisions and other aspects of each program are detailed and disclosed in: i) the third-party adviser's Form ADV Part 2A; ii) the program wrap brochure (if applicable) or other applicable disclosure documents; iii) the disclosure documents of the portfolio manager(s) selected; or, iv) the third-party adviser's account opening documents. A copy of all relevant disclosure documents of the third-party adviser and of the individual portfolio manager(s) will be provided to anyone interested in these programs/managers.

Wrap Fee Programs

We do not sponsor, manage, or participate in any wrap fee programs.

Assets Under Management

As of January 16, 2024, we manage approximately \$108,345,742 in client assets on a discretionary basis and approximately \$0 in client assets on a non-discretionary basis.

Fees and Compensation - Item 5

Financial Planning Services Fees

Prior to engaging ZinniaWA to provide financial planning services, Clients will be required to enter into a written financial planning agreement. The financial planning agreement will set forth the terms and conditions of the engagement and will describe the scope of the services to be provided. ZinniaWA will charge fixed or hourly fees depending on the arrangement negotiated with the client. If an hourly fee arrangement is negotiated, the fee will be up to \$500/hour. If a fixed fee arrangement is negotiated, the maximum annual fee will be \$20,000.

Financial planning fees are paid 50% in advance, with the remainder due upon presentation of the plan. We do not require payment of fees six or more months in advance of services rendered, nor do we require payments in excess of \$500 for such services.

Clients have the option to pay by check, ACH payment, or through a third-party billing system. Payment terms will be clearly disclosed in the Financial Planning Agreement signed by ZinniaWA and the client.

Either party may terminate the financial planning agreement by written notice to the other. In the event the client terminates ZinniaWA's services, the balance of any prepaid, unearned fees (if any) will be promptly refunded to the client.

Portfolio Management Services Fees

Our annual fee for portfolio management services is based on a percentage of assets under management and is billed and payable monthly, in arrears, based on the value of the account as of the last business day of the billing period. Our fees will be assessed pro rata in the event the portfolio management agreement is executed at any time other than the first day of a calendar month. However, billing practices may be different when required by a specific Broker-Dealer or Custodian and will be fully disclosed in their respective account opening documents. On an annualized basis, our fees for portfolio management services, subject to negotiation, are based on the following blended fee schedule:

Assets Under Management	Annualized Fee
\$10,000 to \$1,999,999	1.00%
\$2,000,000 to \$3,999,999	0.85%
Over \$4,000,000	0.50%

The fee charged to buy and hold portfolios will be significantly lower than the fee listed above and will be clearly stated in the advisory agreement signed by the client and the firm. The maximum fee paid to the sub adviser will not exceed 0.45%. The fees listed in the fee schedule above do not include the fee paid to the sub adviser.

You may terminate the client Agreement upon 15-days' written notice to our firm. You will incur a pro rata charge for services rendered prior to the termination of the agreement, which means you will incur advisory fees only in proportion to the number of days in the pay period for which you are a client. Refunds are not applicable because fees are payable in arrears.

The fees charged are calculated as described above, and are not charged on the basis of a share of capital gains upon, or capital appreciation of, the funds, or any portion of your funds.

We reserve the right to maintain courtesy accounts that do not incur Management Fees and to exclude certain positions from being included in the account balance for purposes of calculating the Management Fee. Also, we do not include the value of your insurance products when determining the Management Fee.

Accounts belonging to members of the same household will be aggregated for purposes of determining the advisory fee. This consolidation practice is designed to allow you the benefit of an increased asset total, which could potentially cause the accounts to be assessed a reduced advisory fee based on the tiers available in our fee schedule as stated above.

We shall never have physical custody of any Client funds or securities, as the services of a qualified and independent custodian will be used for those services. We have contractually assigned fee calculation and deduction authority to the sub-adviser. The sub-adviser will calculate and deduct our advisory fee directly from your custodial account. The sub adviser will deduct our advisory fee only when you have given them written authorization permitting the fees to be paid directly from your account. Further, the qualified custodian will deliver an account statement to you at least quarterly. These account statements will show all disbursements from your account. You should review all statements for accuracy.

The Management Fee is exclusive of, and in addition to any applicable securities transaction and custody fees, and other related costs and expenses described above, which you may incur. However, we will not receive any portion of these commissions, fees and costs.

If the disclosure brochure – Part 2 of the Form ADV - is not delivered to you within 48 hours prior to you entering into the portfolio management agreement, you may terminate the portfolio management agreement within five business days of the date of acceptance without penalty. If you received the disclosure documents 48 hours in advance or if the five-day grace period has expired, either party may terminate the agreement upon written notice to the other party. Refunds are not applicable because fees are payable in arrears.

Third Party Adviser (TPAs) Fees

ZinniaWA will perform management searches of various independent registered investment advisers for referral to ZinniaWA clients. ZinniaWA will share in the fee paid to the TPA. The management fee is disclosed in the TPA's disclosure documents. These fees may or may not be negotiable. ZinniaWA's compensation may differ depending upon the firm's individual agreement with each TPA. ZinniaWA or its Associated Persons may have an incentive to recommend one TPA over another TPA with whom it has less favorable compensation arrangements or other advisory programs offered by TPAs with which it has no compensation arrangements.

Additional Information About Fees and Expenses

Advisory recommendations are based on the financial information and situation that you disclose to us at the time services are provided. Certain assumptions may be made with respect to interest and inflation rates and the

use of past trends and performance of the market and economy. Past performance is in no way an indication of future returns. As your financial situation, goals, objectives, or needs change, you must notify us promptly.

ZinniaWA's fees are negotiable based on the complexity of client goals and objectives and level of services rendered. We also allow Associated Persons servicing the account to negotiate the exact investment management fee within the range disclosed in our Form ADV Part 2A Brochure. As a result, the Associated Person servicing your account may charge more or less for the same service than another Associated Person of our firm. Further, our annual investment management fee may be higher than that charged by other investment advisors offering similar services/programs.

All fees paid to ZinniaWA for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds or exchange traded funds to their shareholders. These fees and expenses are described in each fund's prospectus. These fees generally include a management fee, other fund expenses, early redemption fee, and a possible distribution fee. A client could invest in a mutual fund directly, without the services of ZinniaWA. In that case, the client would not receive the services provided by ZinniaWA, which are designed, among other things, to assist the client in determining which mutual fund or funds are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and the fees charged by ZinniaWA to understand fully the total amount of fees to be paid by the client and to evaluate the advisory services being provided.

Billing on Cash Positions: The firm treats cash and cash equivalents as an asset class. Accordingly, unless otherwise agreed in writing, all cash and cash equivalent positions (e.g., money market funds, etc.) are included as part of assets under management for purposes of calculating the firm's advisory fee. At any specific point in time, depending upon perceived or anticipated market conditions/events (there being no guarantee that such anticipated market conditions/events will occur), the firm may maintain cash and/or cash equivalent positions for defensive, liquidity, or other purposes. While assets are maintained in cash or cash equivalents, such amounts could miss market advances and, depending upon current yields, at any point in time, the firm's advisory fee could exceed the interest paid by the client's cash or cash equivalent positions.

Periods of Portfolio Inactivity: The firm has a fiduciary duty to provide services consistent with the client's best interest. As part of its investment advisory services, the firm will review client portfolios on an ongoing basis to determine if any changes are necessary based upon various factors, including but not limited to investment performance, fund manager tenure, style drift, account additions/withdrawals, the client's financial circumstances, and changes in the client's investment objectives. Based upon these and other factors, there may be extended periods of time when the firm determines that changes to a client's portfolio are neither necessary nor prudent. Notwithstanding, unless otherwise agreed in writing, the firm's annual investment advisory fee will continue to apply during these periods, and there can be no assurance that investment decisions made by the firm will be profitable or equal any specific performance level(s).

Sales Compensation

ZinniaWA is affiliated with Zinnia Wealth Management, LLC, through common ownership and control. Zinnia Wealth Management, LLC is a licensed insurance agency. Additionally, Associated Persons of ZinniaWA, including Charisse Rivers are licensed insurance agents. Zinnia Wealth Management, LLC and our dually licensed Associated Persons can effect transactions in insurance products and earn commission-based compensation for these activities. Clients are instructed that the fees paid to the firm for advisory services are separate and distinct from the commissions earned by Zinnia Wealth Management, LLC and our licensed Associated Persons. ZinniaWA is not licensed as an insurance agency and will never receive direct or indirect compensation for the sale of insurance products.

The sale of annuity contracts, insurance instruments and other commissionable products offered by Associated Persons are intended to complement ZinniaWA's advisory services. However, a conflict of interest exists due to the receipt of dual forms of compensation. Associated Persons are incentivized to recommend or sell these

products based on the compensation received rather than upon the client's best interests. Clients should also note that the annuity sales result in substantial up-front commissions and ongoing trails based on the annuity's total value. We address this conflict of interest by recommending insurance products only where we, in good faith, believe that it is appropriate for the client's particular needs and circumstances and only after a full presentation of the recommended insurance product to our client. In addition, we explain the insurance underwriting process to our clients in illustrating how the insurer also reviews the client's application and disclosures prior to the issuance of a resulting insuring agreement.

We strive to outline all material conflicts of interest between you, our firm, and our Associated Persons in this Disclosure Brochure. If additional conflicts arise in the future, we will notify you in writing and/or provide you an updated Disclosure Brochure.

IRA Rollover Considerations

As a normal extension of financial advice, we provide education or recommendations related to the rollover of an employer-sponsored retirement plan. A plan participant leaving employment has several options. Each choice offers advantages and disadvantages, depending on desired investment options and services, fees and expenses, withdrawal options, required minimum distributions, tax treatment, and the investor's unique financial needs and retirement plans. The complexity of these choices may lead an investor to seek assistance from us.

An Associated Person who recommends an investor roll over plan assets into an Individual Retirement Account ("IRA") may earn an asset-based fee as a result, but no compensation if assets are retained in the plan. Thus, we have an economic incentive to encourage an investor to roll plan assets into an IRA. In most cases, fees and expenses will increase to the investor as a result because the above-described fees will apply to assets rolled over to an IRA and outlined ongoing services will be extended to these assets.

We are fiduciaries under the Investment Advisers Act of 1940 and when we provide investment advice to you regarding your retirement plan account or individual retirement account, we are also fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts. We have to act in your best interests and not put our interest ahead of yours. At the same time, the way we make money creates some conflicts with your interests.

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

Performance-based fees are based on a share of capital gains on or capital appreciation of the client's assets. Our firm and Associated Persons do not accept performance-based fees.

Types of Clients - Item 7

We generally offer investment advisory services to individuals, trusts, estates, charitable organizations, corporations, and other business entities.

ZinniaWA requires a minimum of \$10,000 to open and maintain an advisory account. In our sole discretion, we may waive this requirement.

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

Our investment strategies and advice may vary depending upon your specific financial situation. As such, we determine investments and allocations based upon your predefined objectives, risk tolerance, time horizon, financial horizon, financial information, liquidity needs, and other various suitability factors. Your restrictions and guidelines may affect the composition of your portfolio.

We may use one or more of the following methods of analysis when providing investment advice to you:

- Charting Analysis involves the gathering and processing of price and volume pattern information for a particular security, sector, broad index, or commodity. This price and volume pattern information is analyzed. The resulting pattern and correlation data is used to detect departures from expected performance and diversification and predict future price movements and trends. The primary risk of charting analysis is that it may not accurately detect anomalies or predict future price movements. Current prices of securities may reflect all information known about the security and day-to-day changes in market prices of securities may follow random patterns and may not be predictable with any reliable degree of accuracy.
- Fundamental Analysis is a method of evaluating a company or security by attempting to measure its intrinsic value. In other words, trying to determine a company's or a security's true value by looking at all aspects of the business, including both tangible factors (e.g., machinery buildings, land, etc.) and intangible factors (e.g., patents, trademarks, "brand" names, etc.). Fundamental analysis also involves examining related economic factors (e.g., overall economy and industry conditions, etc.), financial factors (e.g., company debt, interest rates, management salaries and bonuses, etc.), qualitative factors (e.g., management expertise, industry cycles, labor relations, etc.), and quantitative factors (e.g., debt-to-equity and price-to-equity ratios). The end goal of performing fundamental analysis is to produce a value that an investor can compare with the security's current price in hopes of determining what sort of position to take with that security (underpriced = buy, overpriced = sell or short). This method of security analysis is considered the opposite of technical analysis. Fundamental analysis is about using real data to evaluate a security's value. Although most analysts use fundamental analysis to value stocks, this method of valuation can be used for just about any type of security. The risk associated with fundamental analysis is that information obtained may be incorrect and the analysis may not provide an accurate estimate of earnings, which may be the basis for a stock's value. If securities prices adjust rapidly to new information, utilizing fundamental analysis may not result in favorable performance.
- Technical Analysis is a technique that relies on the assumption that current market data (such as charts of price, volume, and open interest) can help predict future market trends, at least in the short term. It assumes that market psychology influences trading and can predict when stocks will rise or fall. Technical trading models are mathematically driven based upon historical data and trends of domestic and foreign market trading activity, including various industry and sector trading statistics within such markets. Technical trading models, through mathematical algorithms, attempt to identify when markets are likely to increase or decrease and identify appropriate entry and exit points. The primary risk of technical trading models is that historical trends and past performance cannot predict future trends, and there is no assurance that the mathematical algorithms employed are designed properly, updated with new data, and can accurately predict future market, industry, and sector performance.

Asset allocation models used by the sub adviser and/or other third-party investment advisers (listed under Item 4 above) are developed in accordance with the entities' investment programs. In these cases, ZinniaWA will not implement its own methods of analysis and investment strategies. Clients should refer to the sub adviser's and/or third-party investment advisers' Form ADV Part 2 Brochures for more information about the methods of analysis and investment strategies used by those firms.

We may use one or more of the following investment strategies when advising you on investments:

- *Long Term Purchases* – securities purchased with the expectation that the value of those securities will grow over a relatively long period of time, generally greater than one year. Using a long-term purchase strategy generally assumes the financial markets will go up in the long-term, which may not be the case. There is also the risk that the segment of the market that you are invested in or perhaps just your particular investment will go down over time even if the overall financial markets advance. Purchasing investments long-term may create an opportunity cost - "locking-up" assets that may be better utilized in the short-term in other investments.
- *Short Term Purchases* – securities purchased with the expectation that they will be sold within a relatively short period of time, generally less than one year, to take advantage of the securities' short-term price fluctuations. Using a short-term purchase strategy generally assumes that we can predict how financial markets will perform in the short-term which may be very difficult and will incur a disproportionately higher amount of transaction costs compared to long-term trading. There are many factors that can affect financial market performance in the short-term (such as short-term interest rate changes, cyclical earnings announcements, etc.) but may have a smaller impact over longer periods of time.
- *Trading* – securities are sold within 30 days. The principal type of risk associated with trading is market risk. There can be no assurance that a specific investment will achieve its investment objectives and past performance should not be seen as a guide to future returns. The value of investments and the income derived may fall as well as rise and investors may not recoup the original amount invested. Other factors, such as changes in exchange control regulation, tax laws, withholding taxes, international, political and economic developments, and government, economic or monetary policies, may affect investments as well. Additionally, trading is speculative. Market movements are difficult to predict and are influenced by, among other things, government trade, fiscal, monetary and exchange control programs and policies; changing supply and demand relationships; national and international political and economic events; changes in interest rates; and the inherent volatility of the marketplace. In addition, governments from time to time intervene, directly and by regulation, in certain markets, often with the intent to influence prices directly. The effects of governmental intervention may be particularly significant at certain times in the financial instrument markets and such intervention (as well as other factors) may cause these markets to move rapidly.

Investing in securities involves risk of loss that clients should be prepared to bear. Clients should fully understand the nature of the contractual relationship(s) into which they are entering and the extent of their exposure to risk. Certain investing strategies may not be suitable for many members of the public. You should carefully consider whether the strategies employed would be appropriate for you in light of your experience, objectives, financial resources, and other relevant circumstances.

Recommendation of Particular Types of Securities: As disclosed under the "Advisory Business" section in this Brochure, we provide advice on various types of securities and we do not necessarily recommend one particular type of security over another since each client has different needs and different tolerance for risk. Each type of security has its own unique set of risks associated with it and it would not be possible to list here all of the specific risks of every type of investment. Even within the same type of investment, risks can vary widely. However, in very general terms, the higher the anticipated return of an investment, the higher the risk of loss associated with it.

General Investment Risk: All investments come with the risk of losing money. Investing involves substantial risks, including complete possible loss of principal plus other losses and may not be suitable for many members of the public. Investments, unlike savings and checking accounts at a bank, are not insured by the government to protect

against market losses. Different market instruments carry different types and degrees of risk and you should familiarize yourself with the risks involved in the particular market instruments in which you intend to invest.

Loss of Value: There can be no assurance that a specific investment will achieve its investment objectives and past performance should not be seen as a guide to future returns. The value of investments and the income derived may fall as well as rise and investors may not recoup the original amount invested. Investments may also be affected by any changes in exchange control regulation, tax laws, withholding taxes, international, political and economic developments, and governmental economic or monetary policies.

Interest Rate Risk: Fixed income securities and funds that invest in bonds and other fixed income securities may fall in value if interest rates change. Generally, the prices of debt securities rise when interest rates fall, and their prices fall when interest rates rise. Longer-term debt securities are usually more sensitive to interest rate changes.

Credit Risk: Investments in bonds and other fixed income securities are subject to the risk that the issuer(s) may not make required interest payments. An issuer suffering an adverse change in its financial condition could lower the credit quality of a security, leading to greater price volatility of the security. A lowering of the credit rating of a security may also offset the security's liquidity, making it more difficult to sell. Funds investing in lower quality debt securities are more susceptible to these problems and their value may be more volatile.

Foreign Exchange Risk: Foreign investments may be affected favorably or unfavorably by exchange control regulations or changes in the exchange rates. Changes in currency exchange rates may influence the share value, the dividends or interest earned and the gains and losses realized. Exchange rates between currencies are determined by supply and demand in the currency exchange markets, the international balance of payments, governmental intervention, speculation, and other economic and political conditions. If the currency in which a security is denominated appreciates against the US Dollar, the value of the security will increase. Conversely, a decline in the exchange rate of the currency would adversely affect the value of the security.

Risks Associated with Investing in Equities: Investments in equities 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.

Risks Associated with Investing in Mutual Funds: Mutual funds are professionally managed collective investment systems that pool money from many investors and invest in stocks, bonds, short-term money market instruments, other mutual funds, other securities, or any combination thereof. The fund will have a manager that trades the fund's investments in accordance with the fund's investment objective. While mutual funds generally provide diversification, risks can be significantly increased if the fund is concentrated in a particular sector of the market, primarily invests in small cap or speculative companies, uses leverage (i.e., borrows money) to a significant degree, or concentrates in a particular type of security (i.e., equities) rather than balancing the fund with different types of securities. The returns on mutual funds can be reduced by the costs to manage the funds. In addition, while some mutual funds are "no load" and charge no fee to buy into, or sell out of, other types of mutual funds do charge such fees which can also reduce returns.

Risks Associated with Investing in Exchange Traded Funds (ETF): Investing in stocks & 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 FDIC or any other government agency.

Risks Associated with the Recommendation of Other Advisers: In the event we recommend a third-party investment adviser to manage all or a portion of your assets, we will advise you on how to allocate your assets among various classes of securities or third-party investment managers, programs, or managed model portfolios. As such, we will primarily rely on investment model portfolios and strategies developed by the third-party investment advisers and their portfolio managers. If there is a significant deviation in characteristics or

performance from the stated strategy and/or benchmark, we may recommend changing models or replacing a third-party investment adviser. The primary risks associated with investing with a third party is that while a particular third party may have demonstrated a certain level of success in the past; it may not be able to replicate that success in future markets. In addition, as we do not control the underlying investments in third party model portfolios, there is also a risk that a third party may deviate from the stated investment mandate or strategy of the portfolio, making it a less suitable investment for our clients. To mitigate this risk, we seek third parties with proven track records that have demonstrated a consistent level of performance and success over time. A third party's past performance is not a guarantee of future results and certain market and economic risks exist that may adversely affect an account's performance that could result in capital losses in your account. Please refer to the third-party investment adviser's advisory agreements, Form ADV Brochure, and associated disclosure documents for details on their specific investment strategies, methods of analysis, and associated risks.

Real Estate Risk: Risks associated with the real estate industry in general include: local, national and international economic conditions; the supply and demand for properties; the financial conditions for tenants, buyers and sellers of properties; changes in interest rates; changes in environmental laws or regulations, planning laws and other governmental roles and fiscal and monetary policies; changes in real property tax rates; negative developments in the economy that depress travel and retail activity; uninsured casualties; force majeure acts, terrorist events, under-insured or uninsurable losses; and other factors that are beyond our reasonable control. Other risks include, but are not limited to, tenant vacancies; declining market values; potential loss of entire investment principal; that potential cash flow, potential returns, and potential appreciation are not guaranteed in any way; adverse tax consequences; and that real estate is typically an illiquid investment.

In addition, real estate assets are subject to long-term cyclical trends that give rise to significant volatility in values. Concentrated investments in real estate real estate-related investments are disproportionately exposed to the foregoing risks.

Real estate investing may be subject to a higher degree of market risk because of concentration in a specific industry, sector, or geographic sector. Real estate investments may be subject to risks including, but not limited to, declines in the value of real estate, risks related to general and economic conditions, changes in the value of the underlying property owned by the trust and defaults by borrowers. In general, investing in securities with concentrated exposures to (i) particular asset class(es) and/or (ii) a particular sector and/or (iii) one or a select few markets involves greater risk than investing in investments that have greater diversification.

Real Estate Delaware Statutory Trusts (DSTs): The DST structure permits tax deferral on appreciated property by allowing the investment of proceeds from appreciated real estate. Real estate DSTs are structured to take advantage of the tax deferral opportunity afforded by Section 1031 of the tax code ("1031 Exchange"). A 1031 Exchange must be completed in accordance with specific requirements in order to obtain the tax benefit. The real estate DSTs recommended by us and third-party managers are designed to help investors meet the 1031 Exchange requirements, but there are circumstances unique to each investor that cannot be addressed by the investment structure. Further, each real estate DST has features that may create other tax consequences, such as state tax obligations, or generation of passive income. For this reason, we recommend that you consult your own tax professional before investing.

Real estate DSTs are not the only way investors can benefit from a 1031 exchange. The recommended investments bring certain advantages, such as diversification, professional management, and access to significant commercial properties. The structure also limits the investor's control and influence significantly, and the investment structures build in high operating and sales expenses for the investment Sponsor, manager, and affiliated entities. These expenses will lower investors' overall returns.

In recommending a real estate DST, we have a conflict of interest because we receive an investment advisory fee on the amount invested, for as long as clients hold the investment. The conflict arises because we charge advisory fees on securities, not on real estate. By recommending clients move assets from real estate to a security that

invests in real estate, we increase our overall compensation. The firm addresses this conflict by recommending real estate DSTs only where it believes the benefits are significant enough to overcome the additional expenses. We encourage investors to carefully consider the potential investment benefit, net of fees, as well as the potential tax benefits, in deciding whether to invest in a real estate DST. The risks described in Private Placements, below, also apply to real estate DSTs.

Private Placements: We may occasionally recommend private-placed securities, typically real-estate related. Private placements (unregistered securities) are exempt from registration under federal securities laws, may have limited or no transparency as to the underlying investments, and are generally available only to “accredited” or “qualified investors,” who are assumed to be sophisticated purchasers who have little or no need for liquidity from such investments, and are able to withstand the loss of some or all of their investment. Limitations on withdrawal rights and non-tradability of interests create higher liquidity risk, and such these securities should be viewed as long-term investments.

Clients using these products and strategies must be able to tolerate this illiquidity by reserving sufficient resources to meet all obligations. Expenses related to private placements may be a higher percentage of net assets than traditional investment strategies. The duration of private fund investments with longer-term securities are more sensitive to interest rates and include the possibility of more volatility than other investments. This is not an exclusive list of potential or actual risks in any particular private placement and additional important information is found in the specific security’s offering materials. Clients must receive and read the offering materials before investing, and execute any required subscriptions documents. The investment sponsor determines whether to accept a specific investment.

Cybersecurity Risks: Our firm and our service providers are subject to risks associated with a breach in cybersecurity. Cybersecurity is a generic term used to describe the technology, processes, and practices designed to protect networks, systems, computers, programs, and data from cyber-attacks and hacking by other computer users, and to avoid the resulting damage and disruption of hardware and software systems, loss or corruption of data, and/or misappropriation of confidential information. In general, cyber-attacks are deliberate; however, unintentional events may have similar effects. Cyber-attacks may cause losses to clients by interfering with the processing of transactions, affecting the ability to calculate net asset value or impeding or sabotaging trading. Clients may also incur substantial costs as the result of a cybersecurity breach, including those associated with forensic analysis of the origin and scope of the breach, increased and upgraded cybersecurity, identity theft, unauthorized use of proprietary information, litigation, and the dissemination of confidential and proprietary information. Any such breach could expose our firm to civil liability as well as regulatory inquiry and/or action. In addition, clients could be exposed to additional losses as a result of unauthorized use of their personal information. While our firm has established business continuity plans, incident response plans and systems designed to prevent cyber-attacks, there are inherent limitations in such plans and systems, including the possibility that certain risks have not been identified. Similar types of cyber security risks also are present for issuers of securities in which we invest, which could result in material adverse consequences for such issuers and may cause a client's investment in such securities to lose value.

Disciplinary Information - Item 9

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of us or the integrity of our management. Neither ZinniaWA nor its management persons have a history of material legal or disciplinary events that are required to be reported in this section.

Other Financial Industry Activities or Affiliations - Item 10

Insurance Activities

Charisse Rivers is the sole owner of Zinnia Wealth Management, LLC, a licensed insurance agency. Additionally, Associated Persons of ZinniaWA, including Charisse Rivers are licensed insurance agents. Zinnia Wealth Management, LLC and our dually licensed Associated Persons can effect transactions in insurance products and earn commission-based compensation for these activities. Clients are instructed that the fees paid to the firm for advisory services are separate and distinct from the commissions earned by Zinnia Wealth Management, LLC and our licensed Associated Persons. ZinniaWA is not licensed as an insurance agency and will never receive direct or indirect compensation for the sale of insurance products.

The sale of annuity contracts, insurance instruments and other commissionable products offered by Associated Persons are intended to complement ZinniaWA's advisory services. However, a conflict of interest exists due to the receipt of dual forms of compensation. Associated Persons are incentivized to recommend or sell these products based on the compensation received rather than upon the client's best interests. Clients should also note that the annuity sales result in substantial up-front commissions and ongoing trails based on the annuity's total value. We address this conflict of interest by recommending insurance products only where we, in good faith, believe that it is appropriate for the client's particular needs and circumstances and only after a full presentation of the recommended insurance product to our client. In addition, we explain the insurance underwriting process to our clients in illustrating how the insurer also reviews the client's application and disclosures prior to the issuance of a resulting insuring agreement.

Recommendation of Other Advisors

We may recommend that you use a third-party adviser as part of our asset allocation and investment strategy. ZinniaWA will share in the compensation received by the third-party adviser for managing your account. The compensation arrangement presents a conflict of interest due to a financial incentive to recommend the services of a third-party adviser that provide ZinniaWA with a larger fee split. You are not required to use the services of any third-party adviser we recommend.

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

Description of Our Code of Ethics

ZinniaWA has adopted a Code of Ethics (the "Code") to address investment advisory conduct. The Code focuses primarily on fiduciary duty, personal securities transactions, insider trading, gifts, and conflicts of interest. The Code includes ZinniaWA's policies and procedures developed to protect clients' interests in relation to the following topics:

- The duty at all times to place the interests of clients first;
- The requirement that all personal securities transactions be conducted in such a manner as to be consistent with the code of ethics;
- The responsibility to avoid any actual or potential conflict of interest or misuse of an employee's position of trust and responsibility;
- The fiduciary principle that information concerning the identity of security holdings and financial circumstances of clients is confidential; and
- The principle that independence in the investment decision-making process is paramount.

A copy of ZinniaWA's Code of Ethics is available upon request to Charisse Rivers, Managing Member and Chief Compliance Officer, at (352) 368-3680 or at charisse@zinniawealth.com.

Participation or Interest in Client Transactions

Neither our firm nor any of our Associated Persons have any material financial interest in client securities transactions beyond the provision of investment advisory services as disclosed in this brochure.

Personal Trading Practices

At times, ZinniaWA and/or its Advisory Representatives may take positions in the same securities as clients. This is considered a conflict of interest with clients. ZinniaWA and its Advisory Representatives will generally be “last in” and “last out” for the trading day when trading occurs in close proximity to client trades, however, we will uphold our fiduciary responsibilities to our clients. Front running (trading shortly ahead of clients) is prohibited. Should a conflict occur because of materiality (e.g., a thinly traded stock), disclosure will be made to the client(s) at the time of trading. Mutual fund purchases are not subject to these policies because the transactions are executed at NAV at the end of the trading day.

Where client accounts are managed by a sub adviser, the firm and persons associated with the firm would not necessarily be aware of timing of trades being considered prior to the transaction. However, where the firm and/or its Associated Persons are aware that a sub adviser is considering specific transactions for clients’ accounts on a specific trading day where there is a potential material conflict, they will make every effort to be “last in” and “last out” for the trading day when trading occurs in close proximity to client trades.

Brokerage Practices - Item 12

We recommend the services of Fidelity Distributors Company LLC and/or its affiliate, National Financial Services LLC (collectively “Fidelity”) to maintain custody of Clients’ assets and to effect trades for Client accounts. Fidelity is an independent and unaffiliated registered broker-dealer and a member of FINRA and SIPC. The primary factor in suggesting a broker/dealer or custodian is that the services of the recommended firm are provided in a cost-effective manner. While quality of execution at the best price is an important determinant, best execution does not necessarily mean lowest price and it is not the sole consideration. The trading process of any broker/dealer suggested by ZinniaWA must be efficient, seamless, and straight-forward. Overall custodial support services, trade correction services, and statement preparation are some of the other factors determined when suggesting a broker/dealer.

Research and Other Soft Dollar Benefits received from Fidelity

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

Services that May Not Directly Benefit You: Fidelity 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 limited scope investment research. We may use this research to service all or some substantial number of our clients’ accounts, including accounts not maintained at Fidelity. In addition to investment research, Fidelity 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;
- provide pricing and other market data;
- facilitate payment of our fees from our clients’ accounts; and
- assist with back-office functions, recordkeeping, and client reporting.

Brokerage for Client Referrals

We do not receive client referrals from broker-dealers in exchange for cash or other compensation, such as brokerage services or research.

Directed Brokerage

ZinniaWA allows clients to direct brokerage. ZinniaWA may be unable to achieve most favorable execution of client transactions if clients choose to direct brokerage. This may cost a client money because without the ability to use Fidelity, ZinniaWA will not be able to aggregate orders to reduce transactions costs, resulting in higher brokerage commissions and less favorable prices. Not all investment advisers allow their clients to direct brokerage.

Aggregation of Orders (Block Trading)

When suitable, we combine multiple orders for shares of the same securities purchased for advisory accounts we manage (this practice is commonly referred to as "block trading"). The shares are then distributed across participating accounts in a fair and equitable manner. The distribution of the shares purchased is typically proportionate to the size of the account, but it is not based on account performance or the amount or structure of management fees. Accounts owned by our firm or persons associated with our firm may participate in block trading with your accounts; however, they will not be given preferential treatment.

We combine multiple orders for shares of the same securities purchased for client accounts. We do not combine multiple orders for shares of the same mutual funds purchased for advisory accounts we manage because mutual funds do not trade in blocks.

Review of Accounts - Item 13

Accounts are reviewed on a continuous basis by the Associated Person named as adviser of record on the account. The frequency of reviews is determined based on the client's investment objectives, but reviews are conducted at least annually. Additional reviews are usually triggered by a change in the client's investment objectives, tax considerations, large deposits or withdrawals, large purchases or sales, loss of confidence in corporate management, or changes in macro-economic climate.

Clients are advised that it remains their responsibility to advise us of any changes in their investment objectives and/or financial situation. All clients are encouraged to review financial planning goals, investment objectives, and account performance with their Associated Person on at least an annual basis.

The client's independent custodian provides account statements directly to the client at least quarterly. Sub advisers will also provide clients with performance reports on at least a quarterly basis. The custodian's statement is the official record of the client's securities account and supersedes any statements or reports created on behalf of the client by the sub adviser(s). ZinniaWA will not provide clients with a separate report.

Client Referrals and Other Compensation - Item 14**Economic Benefits Received from Non-Clients for Providing Investment advice to Clients****Economic Benefits Received from Custodians**

ZinniaWA has brokerage and clearing arrangements with Fidelity and receives additional benefits from Fidelity in the form of electronic delivery of client information, electronic trading platforms, institutional trading support,

proprietary and/or third-party research, continuing education, practice management advice, and other services provided by custodians for the benefit of investment advisory clients. Please refer to item 12 above for more information about the receipt of additional benefits from broker-dealers/account custodians.

Economic Benefits Received from Vendors

Occasionally, ZinniaWA and our Associated Persons will receive additional compensation from vendors, including our sub adviser, Brookstone Capital Management, LLC. Compensation could include such items as gifts; an occasional dinner or ticket to a sporting event; reimbursement in connection with educational meetings with an Associated Person, reimbursement for compliance consulting services, client workshops, or events; or marketing events or advertising initiatives, including services for identifying prospective clients. Receipt of additional economic benefits presents a conflict of interest because our firm and Associated Persons have an incentive to recommend and use vendors based on the additional economic benefits obtained rather than solely on the client's needs. We address this conflict of interest by recommending vendors that we, in good faith, believe are appropriate for the client's particular needs. Clients are under no obligation contractually or otherwise, to use any of the vendors recommended by us.

Economic Benefits Received from Insurance Carriers and Insurance Marketing Organizations ("IMOs")

We have relationships with both insurance carriers and insurance marketing companies ("IMOs") that offer various forms of compensation arrangements. Regarding insurance carriers, our related insurance agency and Associated Persons are compensated such that they receive a commission up-front from the insurance carrier for selling their life insurance or annuity product. This commission is typically 1-7% of the product's total value.

There may also be a trailing commission depending on the specific compensation arrangement(s) offered by the insurance carrier and the product sold. In addition to commission, insurance carriers may offer a bonus for selling a certain number of one of their products in a given period of time.

The IMOs we work with provide benefits to our related insurance agency and Associated Persons in the form of, among other things, free sales and operations support, free marketing services, paid incentive trips, and tickets to concerts and sporting events. These benefits are not found in life insurance or annuity applications or contracts. The issuance of these benefits is often structured so that more benefits are issued by the IMO as more life insurance and annuity products are sold.

These direct and indirect benefits present a disclosable conflict of interest. We address this conflict of interest by recommending investments that we, in good faith, believe are appropriate for your needs, and your stated investment/retirement goals, irrespective of any other outside factors, including how we are paid. Clients are under no obligation contractually or otherwise, to use any of the insurance products recommended by us.

Sale of Insurance Products

Associated Persons of ZinniaWA solicit, offer and sell insurance products to you for commissions in their separate capacity as an insurance agent. This represents a conflict of interest since the Associated Persons receives fees and/or commissions if you choose to implement the recommendations of your Associated Persons in his or her separate capacity as an insurance agent. You are under no obligation to implement recommendations through our Associated Persons and are free to choose any insurance company you wish to implement the recommendations. ZinniaWA is not licensed as an insurance agency and will never receive compensation for the sale of insurance products.

Compensation for Client Referrals

ZinniaWA may engage promoters or otherwise compensate third parties for client referrals. Promoters introducing clients to ZinniaWA will receive compensation from the firm, such as a flat fee per referral and/or a percentage of introduced capital. Such compensation will be paid pursuant to a written agreement with the promoter. These agreements may be terminated by either party from time to time. The cost of any such fees will be borne entirely by ZinniaWA and not by any affected client.

Zinnia Platinum Club

ZinniaWA has established a client referral program called the Zinnia Platinum Club. Clients who refer a prospect to the firm are entitled to priority access to client appreciation events and an annual Platinum Club celebration event. The firm also makes an annual donation of \$250 to the member's charity of choice. Although this arrangement does not result in a direct monetary compensation to the referring client, our firm has adopted internal policies to limit the combined annual value of the various client appreciation and celebration events to less than \$1,000/household.

Custody - Item 15

We do not have physical custody of any of your funds and/or securities. The sub-adviser calculates and deducts advisory fees directly from the client's custodial account(s) pursuant to an authorization provided by you directly to the sub-adviser. The sub-adviser then remits the fees to ZinniaWA. In such cases, ZinniaWA does not get involved in the fee calculation or deduction process.

Your funds and securities will be held with a bank, broker-dealer, or other independent, qualified custodian. You will receive account statements from the independent, qualified custodian(s) holding your funds and securities at least quarterly. The account statements from your custodian(s) will indicate the amount of our advisory fees deducted from your account. If you also receive an account statement from the sub-adviser, we encourage you to compare the account statement received from the custodian with the account statement received from the sub-adviser. You should carefully review account statements for accuracy. If you have questions regarding your account or if you did not receive a statement from your custodian, please contact us at (352) 368-3680 or at charisse@zinniawealth.com.

Investment Discretion - Item 16

ZinniaWA's portfolio management services are offered on a discretionary basis. This authority is granted to us by you in the Investment Management Agreement. This allows our firm and/or the sub adviser to choose the quantity of the securities to be purchased or sold and whether to place buy or sell orders for your account without obtaining your approval for each transaction.

If you wish, you may limit our discretionary authority by, for example, setting a limit on the type of securities that can be purchased for your account. Simply provide us with your restrictions or guidelines in writing. Please refer to the "Advisory Business" section in this Brochure for more information on our discretionary management services.

Voting Client Securities - Item 17

ZinniaWA does not vote proxies. It is the client's responsibility to vote proxies. Clients will receive proxy materials directly from the custodian. Questions about proxies may be made via the contact information on the cover page.

Financial Information - Item 18

We are required in this Item to provide you with certain financial information or disclosures about ZinniaWA's, financial condition. ZinniaWA does not require the prepayment of over \$500, six or more months in advance. Additionally, ZinniaWA has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and ZinniaWA has not been the subject of a bankruptcy proceeding.

Requirements of State-Registered Advisers - Item 19

Principal Executive Officer and Management Person

Charisse Rivers, Managing Member and Chief Compliance Officer, is the principal executive officer and management person. Please refer to Item 2 of our Form ADV Part 2B brochure supplements for information about the education and business background for information regarding our management persons and individuals providing investment advice on behalf of our firm.

Outside Business Activities

Please see Item 10 – Other Financial Industry Activities and Affiliations above in this Form ADV Part 2A disclosure brochure, as well as the relevant Form ADV Part 2B brochure supplement(s) below for information regarding outside business activities of our Associated Persons.

Performance Based Fees

Performance-based fees are based on a share of capital gains on or capital appreciation of the client's assets. We do not accept performance-based fees.

Disciplinary Information

Neither ZinniaWA nor any of its management personnel has a history of material legal or disciplinary events that are required to be reported in this section. Information regarding the history of the firm and its registered personnel can be found online at www.adviserinfo.sec.gov. Our firm's unique CRD number is 295122.

Other Relationships or Arrangements with Issuers of Securities

ZinniaWA and its Associated Persons do not have any relationships or arrangements with any issuers of securities.

Zinnia Wealth Advisory, LLC Privacy Policy Notice

This notice is being provided to you in accordance with the Securities and Exchange Commission's rule regarding the privacy of consumer financial information ("Regulation S-P"). Please take the time to read and understand the privacy policies and procedures that we have implemented to safeguard your nonpublic personal information.

Information We Collect

Zinnia Wealth Advisory, LLC must collect certain personally identifiable financial information about its customers to provide financial services and products. The personally identifiable financial information that we gather during the normal course of doing business with you may include:

- information we receive from you on applications or other forms;
- information about your transactions with us, our affiliates, or others;
- information we receive from a consumer reporting agency.

Information We Disclose

We do not disclose any nonpublic personal information about our customers or former customers to anyone, except as permitted or required by law, as necessary to provide services to you or if you have given us permission in writing. In accordance with Section 248.13 of Regulation S-P, we may disclose all of the information we collect, as described above, to certain nonaffiliated third parties such as our attorneys, accountants, auditors and persons or entities that are assessing our compliance with industry standards. We enter into contractual agreements with all nonaffiliated third parties that prohibit such third parties from disclosing or using the information other than to carry out the purposes for which we disclose the information.

Regulation S-AM: Under Regulation S-AM, we are prohibited from using eligibility information that we receive from an affiliate to make a marketing solicitation unless:

1. the potential marketing use of that information has been clearly, conspicuously and concisely disclosed to the consumer;
2. the consumer has been provided a reasonable opportunity and a simple method to opt out of receiving the marketing solicitations; and
3. the consumer has not opted out.

Zinnia Wealth Advisory, LLC and its affiliated insurance firm, Zinnia Wealth Management, LLC share eligibility information obtained from clients with each other to make marketing solicitations. Please contact us at (352) 368-3680 or at charisse@zinniawealth.com if you do not want us or our affiliated insurance firm from sharing your information with each other to make marketing solicitations.

Regulation S-ID: Regulation S-ID requires our firm to have an Identity Theft Protection Program (ITPP) that controls reasonably foreseeable risks to customers or to the safety and soundness of our firm from identity theft. We have developed an ITTP to adequately identify and detect potential red-flags to prevent and mitigate identity theft.

Confidentiality And Security

We restrict access to nonpublic personal information about you to only employees who need to know that information to provide financial products or services to you. We maintain physical, electronic, and procedural safeguards that comply with federal standards to guard your nonpublic personal information.

Accuracy

We strive to maintain accurate personal information in our client files at all times. However, as personal situations, facts and data change over time, we encourage our clients to provide feedback and updated information to help us meet our goals.

Charisse Rivers

Personal CRD Number: 6570638

Managing Member / Chief Compliance Officer / Investment Adviser Representative

Zinnia Wealth Advisory, LLC

3220 SW 33rd Road
Ocala, FL 34474

Tel: (352) 368-3680

Email: charisse@zinniawealth.com

Website: <https://www.zinniawealth.com>

Form ADV Part 2B Brochure Supplement

January 2, 2024

This Brochure Supplement provides information about Charisse Rivers that supplements the Disclosure Brochure of Zinnia Wealth Advisory, LLC (hereinafter “ZinniaWA”), a copy of which you should have received. Please contact ZinniaWA’s Chief Compliance Officer if you did not receive the Disclosure Brochure or if you have any questions about the contents of this Brochure Supplement.

Additional information about Charisse Rivers is available on the SEC’s website at www.adviserinfo.sec.gov. Ms. Rivers’ personal CRD number is 6570638.

Educational Background and Business Experience - Item 2

Charisse Rivers

Year of Birth: 1978

Formal Education After High School:

- Bachelor of Arts, Criminology, University of Florida - 2004

Business Background for the Previous Five Years:

- Zinnia Wealth Advisory, LLC, Managing Member/Chief Compliance Officer/Investment Adviser Representative, 03/2017 to Present
- Zinnia Wealth Management, LLC, Managing Member/Insurance Agent, 01/2012 to Present
- Central Florida Retirement Education, Instructor, 08/2017 to 12/2019
- Integrated Financial Settlements dba Zinnia Wealth Management, Independent Contractor, 08/2017 to 12/2018

Disciplinary Information - Item 3

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of us or the integrity of our management. Ms. Rivers has no history of reportable legal or disciplinary events.

Other Business Activities - Item 4

Charisse Rivers is a licensed insurance agent and can effect transactions in insurance products and earn commission-based compensation for these activities. Receipt of commission-based compensation presents a conflict of interest because our firm and persons providing investment advice on behalf of our firm who are licensed insurance agents have an incentive to recommend insurance products to you for the purpose of generating commissions rather than recommendations made solely based on your needs. We address this conflict of interest by recommending insurance products only where we, in good faith, believe that it is appropriate for the client's particular needs and circumstances and only after a full presentation of the recommended insurance product to our client. In addition, we explain the insurance underwriting process to our clients in illustrating how the insurer also reviews the client's application and disclosures prior to the issuance of a resulting insuring agreement.

Clients are instructed that the fees paid to the firm for advisory services are separate and distinct from the commissions earned by Ms. Rivers. Clients who do choose to purchase insurance services are under no obligation to use Ms. Rivers and may use the insurance brokerage firm and agent of their choice. Ms. Rivers anticipates spending 50% of her professional time on insurance-related business activities.

Additional Compensation – Item 5

Apart from the receipt of compensation for the activities disclosed under Item 4 above, Ms. Rivers does not receive additional compensation or economic benefits from third party sources in connection with her advisory activities.

Supervision - Item 6

As Principals and Managing Member of ZinniaWA, Charisse Rivers is responsible for the management of the company and for supervision of the firm's personnel. Ms. Rivers is also the Chief Compliance Officer and an investment adviser representative of ZinniaWA. In this capacity, Ms. Rivers is responsible for the implementation of the firm's compliance program and monitoring client portfolios for investment objectives and other supervisory reviews.

ZinniaWA has implemented a Code of Ethics and an internal compliance program that guides the firm and its personnel in complying with applicable state and federal securities laws and in meeting their fiduciary obligations to clients. Clients may contact Ms. Rivers at (352) 368-3680 or charisse@zinniawealth.com to obtain a copy of our firm's code of ethics.

Additionally, ZinniaWA is subject to regulatory oversight by various agencies. These agencies require registration by ZinniaWA and its investment adviser representatives. As a registered entity, ZinniaWA is subject to examinations by regulators, which may be announced or unannounced. ZinniaWA is required to periodically update the information provided to these agencies and to provide various reports regarding firm business.

Requirements for State-Registered Advisers - Item 7

This disclosure is required by state securities authorities. As such, we are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Ms. Rivers.

- A. Ms. Rivers has not been involved in any of the events listed below.
 - 1. An award or otherwise being found liable in an arbitration claim alleging damages in excess of \$2,500, involving any of the following:
 - a) an investment or an investment-related business or activity;
 - b) fraud, false statement(s), or omissions;
 - c) theft, embezzlement, or other wrongful taking of property;
 - d) bribery, forgery, counterfeiting, or extortion; or
 - e) dishonest, unfair, or unethical practices.
 - 2. Ms. Rivers has not been found liable in a civil, self-regulatory organization, or administrative proceeding involving any of the following an investment or an investment-related business or activity.
- B. Ms. Rivers has not been the subject of a bankruptcy.

Information regarding Ms. Rivers' history can be found online at www.adviserinfo.sec.gov. Ms. Rivers' personal CRD number is 6570638.

Paul William Autodore Jr.

Personal CRD Number: 6394436
Investment Adviser Representative

Zinnia Wealth Advisory, LLC

3220 SW 33rd Road
Ocala, FL 34474

Tel: (352) 368-3680

Email: paul@zinniawealth.com

Website: <https://www.zinniawealth.com>

Form ADV Part 2B Brochure Supplement

January 2, 2024

This Brochure Supplement provides information about Paul William Autodore Jr. that supplements the Disclosure Brochure of Zinnia Wealth Advisory, LLC (hereinafter “ZinniaWA”), a copy of which you should have received. Please contact ZinniaWA’s Chief Compliance Officer if you did not receive the Disclosure Brochure or if you have any questions about the contents of this Brochure Supplement.

Additional information about Paul William Autodore Jr. is available on the SEC’s website at www.adviserinfo.sec.gov. Mr. Autodore’s personal CRD number is 6394436.

Educational Background and Business Experience - Item 2

Paul William Autodore Jr.

Year of Birth: 1961

Formal Education After High School:

- BFA Art, Temple University - 1983

Business Background for the Previous Five Years:

- Zinnia Wealth Advisory, LLC, Investment Adviser Representative, 05/2022 to Present
- Bankers Life Securities Inc., Registered Representative, 09/2011 to 05/2022

Disciplinary Information - Item 3

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of us or the integrity of our management. Mr. Autodore has no history of reportable legal or disciplinary events.

Other Business Activities - Item 4

Paul William Autodore Jr. is not engaged in any investment-related business or occupation (other than this advisory firm).

Additional Compensation – Item 5

Mr. Autodore does not receive additional compensation or economic benefits from third party sources in connection with his advisory activities.

Supervision - Item 6

Mr. Autodore is also an investment adviser representative of ZinniaWA. In this capacity, Mr. Autodore is responsible for the monitoring of client portfolios for investment objectives and other supervisory reviews. Mr. Autodore is supervised by Charisse Rivers, the Managing Member and Chief Compliance Officer of ZinniaWA.

ZinniaWA has implemented a Code of Ethics and an internal compliance program that guides the firm and its personnel in complying with applicable state and federal securities laws and in meeting their fiduciary obligations to clients. Clients may contact Mr. Autodore at (352) 368-3680 or paul@zinniawealth.com to obtain a copy of our firm's code of ethics.

Additionally, ZinniaWA is subject to regulatory oversight by various agencies. These agencies require registration by ZinniaWA and its investment adviser representatives. As a registered entity, ZinniaWA is subject to

examinations by regulators, which may be announced or unannounced. ZinniaWA is required to periodically update the information provided to these agencies and to provide various reports regarding firm business.

Requirements for State-Registered Advisers - Item 7

This disclosure is required by state securities authorities. As such, we are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Mr. Autodore.

- A. Mr. Autodore has not been involved in any of the events listed below.
 - 1. An award or otherwise being found liable in an arbitration claim alleging damages in excess of \$2,500, involving any of the following:
 - a) an investment or an investment-related business or activity;
 - b) fraud, false statement(s), or omissions;
 - c) theft, embezzlement, or other wrongful taking of property;
 - d) bribery, forgery, counterfeiting, or extortion; or
 - e) dishonest, unfair, or unethical practices.
 - 2. Mr. Autodore has not been found liable in a civil, self-regulatory organization, or administrative proceeding involving any of the following an investment or an investment-related business or activity.
- B. Mr. Autodore has not been the subject of a bankruptcy.

Information regarding Mr. Autodore's disciplinary history can be found online at www.adviserinfo.sec.gov. His individual CRD number is 6394436.