

**Part 2A of Form ADV: *Firm Brochure***



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**This brochure provides information about the qualifications and business practices of FAI Advisors, Inc. (hereinafter "FAI" or "firm" or "we"). If you have any questions about the contents of this brochure, please contact us at (248) 482-3600 or at [ccousins@financialarch.com](mailto:ccousins@financialarch.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 FAI is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can search this site by a unique identifying number, known as a CRD number. The CRD number for FAI is 122132.**

<b>Item 2. Summary of Material Changes</b>
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The purpose of this section is to inform you of any material changes since the last annual update of this brochure. FAI Advisors reviews and updated this Brochure at least annually to make sure that it is still current. Since our last annual updating amendment dated March 10, 2025, we have made the following material changes:

- We have updated the Fees and Compensation section to reflect our current fee schedule for all new Investment Management Clients:

Account Value	Annual Fee
Up to \$1,000,000	1.00%
\$1,000,000 - \$2,000,000	.85%
\$2,000,000 - \$3,000,000	.75%
\$3,000,000 - \$5,000,000	.65%
\$5,000,000 - \$10,000,000	.55%
Above \$10,000,000	.45%

Any existing Investment Management Services clients will be charged according to the agreed upon fee schedule as laid out in their Investment Advisory Agreement.

- We have updated our Advisory Services to include the following information regarding insurance-based programs that we may recommend to our clients:

Financial Architects, Inc. may recommend advisory services for certain insurance-based investment programs, including variable annuity, registered index-linked annuity, or fixed index annuity contracts made available through Jackson National Life Distributors, LLC (“Jackson National”). These programs may include professionally managed investment options, model-based strategies, or separately managed account structures offered within the annuity contract.

When a client participates in a Jackson National-sponsored advisory program, Jackson National serves as the program sponsor and qualified custodian of the annuity contract. Financial Architects, Inc. provides ongoing investment advisory services, including portfolio construction, monitoring, and subaccount recommendations, in accordance with the client’s investment objectives, time horizon, and risk tolerance.

Participation in any Jackson National advisory program is voluntary. Clients are not required to use Jackson National to receive advisory services from Financial Architects, Inc., and alternative custodial or investment arrangements may be available.

- We have updated our Advisory Services to include the following information regarding the wrap program we recommend to our clients:

We have entered into a Sub-Advisory Agreement with SEI Investments Management Corporation (SIMC"), an SEC registered investment adviser and affiliate of SEI Private Trust Company, pursuant to which SIMC will make available to our clients investment strategies of SIMC's portfolio managers and certain SIMC-developed investment strategy models. When assets are allocated to a SIMC portfolio manager or strategy, the assets will be managed by the portfolio manager or based on the strategy, but FAI Advisors will retain discretionary authority to hire or fire the sub-advisor and to make reallocation decisions. SIMC provides Managed Account Solutions (MAS) which is a wrap fee program that we offer to our clients. With MAS, the client appoints SIMC along with their advisor, to manage assets in each

portfolio in accordance with the recommended strategy. For additional information regarding SIMC and the MAS wrap fee program, clients should refer to SIMC's disclosure brochure, Form ADV Part 2A and Wrap Fee Program Brochure: Managed Account Solutions - Independent Advisor Solutions by SEI. FAI Advisors, Inc. does not offer its own wrap account program.

- Additionally, we have updated Item 10 - Other Financial Industry Activities and Affiliations as follows to more fully disclose any other business affiliations that the principal executive officers may have and how those affiliations could present a financial conflict of interest when recommending such services to clients:

The principal executive officers of FAI also market insurance products and provide other insurance-related services through Financial Architects, Inc. These individuals may spend as much as 75% of their time conducting insurance business. The receipt of this compensation via both insurance commissions and ownership creates a conflict of interest in that could affect the principal executive officers' judgment in recommending insurance products to its clients; however, such recommendations must only be made when they are in the client's best interest. Clients are free to effect insurance transactions with any insurance company or agent of their choice.

The principal executive officers also have ownership interest in Q5, LLC, a company that specializes in business succession planning. These individuals spend less than 10% of their time on this non-investment advisory activity, but as co-owners, they receive compensation. The receipt of this compensation creates a conflict of interest in that it could affect FAI Advisors and any associated persons' judgment in recommending business succession planning to clients; however, the recommendation to use Q5's services is only done when it is in the client's best interest. Clients may choose whether to do business with Q5

The principal executive officers also have ownership interest in Empowering Futures, LLC, a behavioral neuroscience coaching program. These individuals spend less than 10% of their time on this non-investment advisory activity, but as co-owners, they receive compensation. The receipt of this compensation creates a conflict of interest in that it could affect FAI Advisors and any associates persons' judgement in recommending the coaching programs to clients. The recommendation to use the Empowering Futures services, in particular, " TruView ", formerly known as Big Q Discovery, is a part of the Financial Architecture planning services when it is in the client's best interest. However, clients may choose whether to do business with Empowering Futures.

**Item 3. Table of Contents**

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<b>Item 4.            Advisory Business</b>
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FAI Advisors is an SEC-registered adviser with its principal place of business located in, Michigan. Our firm has been in business since 2006. Mr. Christopher Cousins is 50% owner of the firm and Mr. Patrick Marody is 50% owner of the firm.

Investment Management Services

Our firm provides continuous advice regarding the investment of client funds based on the individual needs of the client. Once goals and objectives have been established based on the client's particular circumstances, we create and manage a portfolio based on those goals and objectives. During our data-gathering process, we determine the client's individual objectives, time horizon, risk tolerance, and liquidity needs. As appropriate, we also review and discuss the client's prior investment history, as well as family composition and background.

Clients retain individual ownership of all portfolio securities. We manage advisory accounts on a discretionary basis. Where appropriate based on the client's goals and objectives, we may select a sub-advisor to assist with portfolio management.

We have entered into a Sub-Advisory Agreement with SEI Investments Management Corporation (SIMC"), an SEC registered investment adviser and affiliate of SEI Private Trust Company, pursuant to which SIMC will make available to our clients investment strategies of SIMC's portfolio managers and certain SIMC-developed investment strategy models. When assets are allocated to a SIMC portfolio manager or strategy, the assets will be managed by the portfolio manager or based on the strategy, but FAI Advisors will retain discretionary authority to hire or fire the sub-advisor and to make reallocation decisions. SIMC provides Managed Account Solutions (MAS) which is a wrap fee program that we offer to our clients. With MAS, the client appoints SIMC along with their advisor, to manage assets in each portfolio in accordance with the recommended strategy. For additional information regarding SIMC and the MAS wrap fee program, clients should refer to SIMC's disclosure brochure, Form ADV Part 2A and Wrap Fee Program Brochure: Managed Account Solutions - Independent Advisor Solutions by SEI. FAI Advisors, Inc. does not offer its own wrap account program.

Financial Architects, Inc. may recommend advisory services for certain insurance-based investment programs, including variable annuity, registered index-linked annuity, or fixed index annuity contracts made available through Jackson National Life Distributors, LLC ("Jackson National"). These programs may include professionally managed investment options, model-based strategies, or separately managed account structures offered within the annuity contract.

When a client participates in a Jackson National-sponsored advisory program, Jackson National serves as the program sponsor and qualified custodian of the annuity contract. Financial Architects, Inc. provides ongoing investment advisory services, including portfolio construction, monitoring, and subaccount recommendations, in accordance with the client's investment objectives, time horizon, and risk tolerance.

Participation in any Jackson National advisory program is voluntary. Clients are not required to use Jackson National to receive advisory services from Financial Architects, Inc., and alternative custodial or investment arrangements may be available.

Account supervision will be performed by FAI Advisors and is guided by the stated objectives of the client (i.e., income, long-term growth, short-term growth, etc.). For client accounts handled by a sub-advisor, FAI Advisors will continuously monitor the sub-advisor's services and be available to answer client questions regarding the sub-advisor.

While FAI Advisors does not limit its advice to specific types of securities, it generally provides advice regarding exchange listed securities and mutual fund shares. Clients may impose reasonable restrictions on investing in certain securities, types of securities, or industry sectors.

Because some types of investments involve certain additional degrees of risk, they will only be implemented/recommended when consistent with the client's stated investment objectives, tolerance for risk, liquidity and suitability. FAI Advisors seeks to maintain current client suitability information on file at all times. As such, we respectfully request prompt notification of any material change in the client's financial circumstances.

#### Consulting Services

Clients can also receive investment advice on a more focused basis. This may include advice on only an isolated area(s) of concern such as estate planning, retirement planning, or any other specific topic. We also provide specific consultation and administrative services regarding investment and financial concerns of the client.

Consulting recommendations are not limited to any specific product or service offered by a broker dealer or insurance company. All recommendations are of a generic nature.

#### Amount of Managed Assets

As of December 31, 2025, we had \$281,434,753 in assets under management on a discretionary basis and \$20,609,382 in assets undermanagement on a non-discretionary basis.

### **Item 5. Fees and Compensation**

#### Investment Management Services

All new Investment Management Services clients will be charged an annualized fee as a percentage of assets in the account according to the following schedule:

Account Value	Annual Fee
Up to \$1,000,000	1.00%
\$1,000,000 - \$2,000,000	.85%
\$2,000,000 - \$3,000,000	.75%
\$3,000,000 - \$5,000,000	.65%
\$5,000,000 - \$10,000,000	.55%
Above \$10,000,000	.45%

Any existing Investment Management Services clients will be charged according to the agreed upon fee schedule as laid out in their Investment Advisory Agreement.

Client accounts will be directly debited, as authorized, and billed in arrears at the end of each calendar month. In any partial calendar month, the management fee will be pro-rated based on the number of days that the Account was open during the month. Fees accrue daily and are determined on the last day of the calendar month by calculating the average daily market value.

For certain advisory accounts held through insurance-based investment platforms, including annuity contracts

sponsored by Jackson National Life Distributors, LLC (“Jackson National”), Financial Architects, Inc. is compensated through advisory fees authorized by the client and deducted directly from the client’s contract, using the schedule stated above. Advisory fees may be calculated as a percentage of the contract’s average daily value or as a specified dollar amount, as agreed upon in writing with the client. Jackson National facilitates the calculation, deduction, and remittance of advisory fees to Financial Architects, Inc. pursuant to client authorization. These advisory fees are paid by the client for investment advisory services and are separate from, and in addition to, any product-level fees, rider charges, mortality and expense fees, or underlying investment expenses associated with the annuity contract, as disclosed in the applicable prospectus and product materials. Financial Architects, Inc. does not receive commissions from Jackson National in connection with advisory services provided under these arrangements. Jackson National’s role is limited to administrative processing of authorized advisory fee withdrawals and remittance of those fees to the adviser.

***Limited Negotiability of Advisory Fees:*** Although FAI Advisors has established the aforementioned fee schedule, we retain the discretion to negotiate alternative fees on a client-by-client basis. Client facts, circumstances and needs are considered in determining the fee schedule. These include the complexity of the client, assets to be placed under management, anticipated future additional assets, related accounts, portfolio style, account composition, reports, among other factors. The specific annual fee schedule is identified in the contract between the adviser and each client.

We may group certain related client accounts for the purposes of determining the annualized fee.

Discounts, which are not generally available to our advisory clients, may be offered to family members of associated persons of our firm.

### Consulting Services

Consulting Services fees will be determined based on the nature of the services being provided and the complexity of each client’s circumstances. The fees charged reflect the amount of time spent by Consultant gathering and compiling client information, conferring with Client, and/or other activities directly associated with Consultant’s obligations under the Consulting Services Agreement. All fees will be agreed upon in writing with the Client prior to the commencement of consulting services. Under no circumstances will we earn fees in excess of \$1,200 more than six months in advance of services rendered.

All fees are agreed upon prior to entering into a contract with any client and will be disclosed in the Consulting Services Agreement. By signing the Consulting Services Agreement, client acknowledges the amount of the fee and agrees to compensate FAI Advisors for the services described. Client has the right to terminate the Consulting Services Agreement without penalty within five business days after entering into the Agreement.

The fees are negotiable and may be modified or changed by the Consultant upon advance written notice to Client. Client may be charged either a one-time fee or annual fee, or both, as determined by the Agreement.

***One-Time Fee:*** There is no charge for the initial consultation. A one-time fixed fee, as determined by the Consultant and specified in the client agreement, will be charged for consulting services. The timing of payment and any applicable billing arrangements will be outlined in the agreement. Consulting services and any related deliverables are generally expected to be completed within approximately four to six months.

***Annual Fee:*** If selected, an annual fee, as determined by the Consultant and specified in the client agreement, will be charged for annual consulting services. The timing of payment and any applicable billing arrangements will be outlined in the agreement.

## Fees in General

**Termination of the Advisory Relationship:** A client agreement may be canceled at any time, by either party, for any reason upon receipt of 30 days' written notice. This termination provision applies to all advisory services provided by the firm, including investment management, financial planning, and consulting services, regardless of whether client assets are under management at the time of termination. Upon termination, any prepaid unearned fees will be promptly refunded.

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

**Additional Fees and Expenses:** In addition to our advisory fees, clients are also responsible for the fees and expenses charged by custodians and imposed by broker dealers, including, but not limited to, any transaction charges imposed by a broker dealer with which an independent investment manager effects transactions for the client's account(s). Please refer to the "Brokerage Practices" section (Item 12) of this Form ADV for additional information regarding broker dealers.

In addition, clients whose Account is managed by a sub-advisor will be responsible for paying the sub-advisor's fee. A sub-advisor will be used when in the client's best interest and will be determined based on the client's investment objectives and personal circumstances.

**ERISA Accounts:** FAI Advisors is deemed to be a fiduciary to advisory clients that are employee benefit plans or individual retirement accounts (IRAs) pursuant to the Employee Retirement Income Security Act ("ERISA"), and regulations under the Internal Revenue Code of 1986 (the "Code"), respectively. As such, our firm is subject to specific duties and obligations under ERISA and the Internal Revenue Code that include among other things, restrictions concerning certain forms of compensation.

<b>Item 6. Performance-Based Fees and Side-By-Side Management</b>
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We do not charge any fees based on a share of capital gains on or capital appreciation of the assets of a client.

<b>Item 7. Types of Clients</b>
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Our firm generally provides consultation services to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations and other business entities.

<b>Item 8.           Methods of Analysis, Investment Strategies and Risk of Loss</b>
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*Clients should understand that investing in any securities including mutual funds involves a risk of loss of both income and principal.*

Investment Management Services - Methods of Analysis

We use the following methods of analysis in formulating our investment advice and/or managing client assets:

**Fundamental Analysis.** We attempt to measure the intrinsic value of a security by looking at economic and financial factors (including the overall economy, industry conditions, and the financial condition and management of the company itself) to determine if the company is underpriced (indicating it may be a good time to buy) or overpriced (indicating it may be time to sell).

Fundamental analysis does not attempt to anticipate market movements. This presents a potential risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the stock.

**Technical Analysis.** We analyze past market movements and apply that analysis to the present in an attempt to recognize recurring patterns of investor behavior and potentially predict future price movement.

Technical analysis does not consider the underlying financial condition of a company. This presents a risk in that a poorly-managed or financially unsound company may underperform regardless of market movement.

**Asset Allocation.** Rather than focusing primarily on securities selection, we attempt to identify an appropriate ratio of securities, fixed income, and cash suitable to the client's investment goals and risk tolerance.

A risk of asset allocation is that the client may not participate in sharp increases in a particular security, industry or market sector. Another risk is that the ratio of securities, fixed income, and cash will change over time due to stock and market movements and, if not corrected, will no longer be appropriate for the client's goals.

**Mutual Fund and/or ETF Analysis.** We look at the experience and track record of the manager of the mutual fund or ETF in an attempt to determine if that manager has demonstrated an ability to invest over a period of time and in different economic conditions. We also look at the underlying assets in a mutual fund or ETF in an attempt to determine if there is significant overlap in the underlying investments held in another fund(s) in the client's portfolio. We also monitor the funds or ETFs in an attempt to determine if they are continuing to follow their stated investment strategy.

A risk of mutual fund and/or ETF analysis is that, as in all securities investments, past performance does not guarantee future results. A manager who has been successful may not be able to replicate that success in the future. In addition, as we do not control the underlying investments in a fund or ETF. Managers of different funds held by the client may purchase the same security, increasing the risk to the client if that security were to fall in value. There is also a risk that a manager may deviate from the stated investment mandate or strategy of the fund or ETF, which could make the holding(s) less suitable for the client's portfolio.

**Sub-Adviser Analysis.** We examine things like experience, expertise, investment philosophies, and past performance of portfolio managers and strategies available through sub-advisers in an attempt to determine if they have demonstrated an ability to invest over a period of time and in different economic conditions. We

monitor the manager or strategy's underlying holdings, concentrations, and leverage as part of our reviews. Additionally, as part of our due-diligence process, we survey the sub-adviser's compliance and business enterprise risks.

A risk of investing with a manager or in a strategy that has been successful in the past is that they may not be able to replicate that success in the future. In addition, as we do not control the underlying investments, there is a risk of deviation from the stated investment mandate or strategy. Moreover, as we do not control the sub-adviser's daily business and compliance operations, we may be unaware of the lack of internal controls necessary to prevent business, regulatory or reputational deficiencies.

**Risks for all Forms of Analysis.** Our securities analysis methods rely on the assumption that the companies whose securities we purchase and sell, the rating agencies that review these securities, and other publicly available sources of information about these securities, are providing accurate and unbiased data. While we are alert to indications that data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information.

#### Investment Management Services - Investment Strategies

We use the following strategy(ies) in managing client accounts, provided that such strategy(ies) are appropriate to the needs of the client and consistent with the client's investment objectives, risk tolerance, and time horizon, among other considerations:

**Long-term purchases.** We purchase securities with the idea of holding them in the client's account for a year or longer. Typically, we employ this strategy when we believe the securities to be currently undervalued, and/or we want exposure to a particular asset class over time, regardless of the current projection for this class.

A risk in a long-term purchase strategy is that by holding the security for this length of time, we may not take advantage of short-term gains that could be profitable to a client. Moreover, if our predictions are incorrect, a security may decline sharply in value before we make the decision to sell.

**Risk of Loss.** Securities investments are not guaranteed, and you may lose money on your investments. We ask that you work with us to help us understand your tolerance for risk.

#### Consulting Services

We follow a three-part assessment to equip clients to make educated decisions.

Part 1 - Gather information from the client from questionnaires and risk assessment to help identify, clarify and document the Client's "ideal" outcomes and then review the risk assessment.

Part 2 - Examine the client's overall circumstances as they exist today and assist with identification of areas of risk exposure and inefficiency.

Part 3 - Summarize what was previously discussed and documented for the client to use as a personal roadmap. Then the client takes the information and independently decides how to proceed with their portfolio.

<b>Item 9. Disciplinary Information</b>
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Our firm has no reportable disciplinary events to disclose. Neither our firm nor any of our management persons

have been involved in any legal or disciplinary events during the last 10 years that would be material to a client's or prospective client's evaluation of our advisory business or integrity of our management. There have been no criminal or civil actions brought against our firm or our management persons. Nor have there been any self-regulatory proceedings or administrative proceedings (before the SEC, any federal regulatory agency, state regulatory agency or any foreign financial regulatory authority) involving our firm or our management persons.

<b>Item 10. Other Financial Industry Activities and Affiliations</b>
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FAI Advisors is an SEC-registered investment adviser. Associated persons of FAI Advisors, Inc. are insurance agents affiliated with Financial Architects, Inc., and representatives of various insurance companies. Financial Architects, Inc. is affiliated with FAI Advisors, Inc. through common ownership and control. As such, these individuals may spend as much as 50% of their time conducting insurance business. In their separate capacities as insurance agents, they may offer and sell insurance products to clients, for which they will receive separate, yet customary, compensation. The receipt of this compensation creates a conflict of interest in that could affect FAI Advisors and its associated persons' judgment in recommending insurance products to its clients; however, such recommendations must only be made when they are in the client's best interest. Clients are free to effect insurance transactions with any insurance company or agent of their choice.

The principal executive officers of FAI also market insurance products and provide other insurance-related services through Financial Architects, Inc. These individuals may spend as much as 75% of their time conducting insurance business. The receipt of this compensation via both insurance commissions and ownership creates a conflict of interest in that could affect the principal executive officers' judgment in recommending insurance products to its clients; however, such recommendations must only be made when they are in the client's best interest. Clients are free to effect insurance transactions with any insurance company or agent of their choice.

The principal executive officers also have ownership interest in Q5, LLC, a company that specializes in business succession planning. These individuals spend less than 10% of their time on this non-investment advisory activity, but as co-owners, they receive compensation. The receipt of this compensation creates a conflict of interest in that it could affect FAI Advisors and any associated persons' judgment in recommending business succession planning to clients; however, the recommendation to use Q5's services is only done when it is in the client's best interest. Clients may choose whether to do business with Q5.

The principal executive officers also have ownership interest in Empowering Futures, LLC, a behavioral neuroscience coaching program. These individuals spend less than 10% of their time on this non-investment advisory activity, but as co-owners, they receive compensation. The receipt of this compensation creates a conflict of interest in that it could affect FAI Advisors and any associates persons' judgement in recommending the coaching programs to clients. The recommendation to use the Empowering Futures services, in particular, "TruView<sup>SM</sup>" is a part of the Financial Architecture planning services when it is in the client's best interest. However, clients may choose whether to do business with Empowering Futures.

We are aware of the special considerations concerning the receipt of additional compensation applicable to accounts that are subject to ERISA regulation (including prohibited transaction rules and applicable exemptions).

FAI Advisors will offset and/or discount any additional compensation received for servicing such accounts in accordance with applicable ERISA regulation.

Clients should be aware that the receipt of additional compensation by FAI Advisors and its management persons or employees creates a conflict of interest that may impair the objectivity of FAI Advisors and these individuals when making advisory recommendations. Potential conflicts of interest also arise to the extent that

these non-advisory activities may require a significant time commitment from our management persons and employees, thus limiting the amount of time they can dedicate to management of advisory client accounts. We endeavor at all times to put the interest of our clients first as part of our fiduciary duty as a registered investment adviser and take the following steps to address this conflict:

- We disclose to clients the existence of all material conflicts of interest, including the potential for FAI Advisors and its employees to earn compensation from advisory clients in addition to our advisory fees;
- We disclose to clients that they are not obligated to purchase recommended insurance products from FAI Advisors' employees or Related Companies;
- We collect, maintain and document accurate, complete and relevant client background information, including the client's financial goals, objectives and risk tolerance;
- FAI Advisors' management conducts regular reviews of each client account to verify that all recommendations made to a client are suitable to the client's needs and circumstances;
- We require that employees seek prior approval of any outside employment activity so that we may ensure that any conflicts of interests in such activities are properly addressed;
- We periodically monitor these outside employment activities to verify that any conflicts of interest continue to be properly addressed by FAI; and
- We educate our employees regarding the responsibilities of a fiduciary, including the need for having a reasonable and independent basis for the investment advice provided to clients.

As discussed in Item 4, FAI Advisors may select a third-party sub-advisor to provide portfolio management services for client accounts. Clients' annual advisory fees paid to FAI Advisors will not increase due to the use of a sub-advisor. However, as discussed in Item 5, clients will be responsible for paying the sub-advisor's fee.

<b>Item 11. Code of Ethics, Participation in Client Transactions and Personal Trading</b>
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Our firm has adopted a Code of Ethics which sets forth the high ethical standards of business conduct that we require of our employees, including compliance with applicable federal securities laws. FAI Advisors and our personnel owe a duty of loyalty, fairness and good faith towards our clients, and have an obligation to adhere not only to the specific provisions of the Code of Ethics but to the general principles that guide the Code.

Our Code of Ethics includes policies and procedures for the review of quarterly securities transactions reports as well as initial and annual securities holdings reports that must be submitted by the firm's access persons. Among other things, our Code of Ethics also requires the prior approval of any acquisition of securities in a limited offering (e.g., private placement) or an initial public offering. Our code also provides for oversight, enforcement and recordkeeping provisions.

Our Code of Ethics further includes the firm's policy prohibiting the use of material non-public information. While we do not believe that we have any particular access to non-public information, all employees are reminded that such information may not be used in a personal or professional capacity.

FAI Advisors or individuals associated with FAI Advisors may buy or sell securities (including mutual funds) identical to or different than those recommended to clients for their personal accounts. In addition, any related person(s) may have an interest or position in a certain security(ies) which may also be recommended to a client.

As these situations represent a conflict of interest, FAI Advisors has established the following restrictions in order to ensure its fiduciary responsibilities:

- 1) A member or associate person of FAI Advisors will not buy or sell securities for his or her personal portfolio(s)

where such decision is substantially derived, in whole or in part, by reason of his or her employment unless the information is also available to the investing public on reasonable inquiry. No person associated with FAI Advisors shall prefer his or her own interest to that of the advisory client.

2) FAI Advisors maintains a list of all securities holdings for itself, and anyone associated with this advisory practice with access to advisory recommendations. A designated compliance person of FAI Advisors reviews these holdings on a regular basis.

3) All clients are fully informed that certain individuals may, in some situations, receive separate compensation when effecting transactions during the implementation process.

4) FAI Advisors emphasizes the unrestricted right of the client to decline to implement any advice rendered, except in situations where FAI Advisors is granted discretionary authority of the client's account.

5) FAI Advisors emphasizes the unrestricted right of the client to select and choose any insurance company (s)he wishes for implementation of any insurance recommendations.

6) FAI Advisors requires that all individuals must act in accordance with all applicable regulations governing registered investment advisory practices.

7) Any individual not in observance of the above may be subject to termination.

While FAI Advisors does not engage in principal or agency cross transactions, its sub-advisers, including SIMC, may engage in agency cross transactions. While such trades will be conducted in accordance with applicable securities regulations, the sub-adviser will have a potentially conflicting division of loyalties and responsibilities in an agency cross transaction. Clients should refer to the sub-adviser's disclosure brochure (Form ADV Part 2A or wrap brochure) for additional information regarding agency cross transactions and may contact FAI Advisors with any questions.

As disclosed in the preceding section of this Brochure (Item 10), related persons of our firm are separately licensed as an insurance agent/broker of various insurance companies. Please refer to Item 10 for a detailed explanation of these relationships and important conflict of interest disclosures.

A copy of our Code of Ethics is available to our advisory clients and prospective clients. You may request a copy by email sent to [ccousins@financialarch.com](mailto:ccousins@financialarch.com), or by calling us at (248) 482-3600.

<b>Item 12.      Brokerage Practices</b>
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We do not have any formal soft-dollar arrangements and do not contract with any broker dealer to receive soft-dollar benefits. This means that we do not receive research or gain access to industry analysts or conferences in return for paying higher commissions for client trades to a particular broker dealer.

FAI Advisors does not request or accept discretionary authority to determine the broker-dealer to be used for client accounts. Clients must direct us as to the broker dealer to be used for all client securities transactions. In directing the use of a particular broker or dealer, it should be understood that FAI Advisors will not have authority to negotiate commissions among all brokers, and therefore, best execution may not be achieved, resulting in higher transaction costs for clients.

For clients in need of brokerage services, FAI Advisors will recommend the use of SEI Private Trust Company

provided that this recommendation is consistent with FAI Advisors' fiduciary duty to the client. FAI Advisors receives cost discounts for reaching certain levels of assets under management with SEI. This creates a conflict of interest, FAI Advisors has a reasonable belief that SEI Private Trust Company is able to obtain best execution and competitive prices. However, our firm will not be independently seeking best execution price capability through other brokers, and not all advisers recommend clients use a particular broker-dealer.

For clients investing in insurance-based investment programs, FAI Advisors will recommend the use of Jackson National Life Distributors, LLC, which acts as the program sponsor and custodian, provided that this recommendation is consistent with our fiduciary duty to the client. Jackson National also facilitates the withdrawal and payment of client-authorized advisory fees to Financial Architects, Inc.

FAI Advisors' clients must evaluate any recommended broker-dealer and/or custodian, including SEI Private Trust Company, before opening an account. The factors considered by FAI Advisors when making brokerage and/or custodial recommendations are the firm's ability to provide professional services, FAI Advisors' experience with the firm, the firm's reputation, and the firm's quality of execution services and costs of such services, among other factors.

FAI Advisors reserves the right to decline acceptance of any client account if FAI Advisors believes that the broker-dealer the client has directed FAI to use would adversely affect our fiduciary duty to the client and/or ability to effectively service the client portfolio.

*Trade Aggregation:* As a matter of policy and practice, FAI Advisors does not generally block client trades and, therefore, we implement client transactions separately for each account. Consequently, certain client trades may be executed before others, at a different price and/or commission rate. Additionally, our clients may not receive volume discounts available to advisers who block client trades. FAI's sub-advisers, including SIMC, may aggregate trades. Clients should refer to the sub-adviser's disclosure brochure (Form ADV Part 2A or wrap brochure) for additional information regarding their trade aggregation practices and may contact FAI Advisors with any questions.

### **Item 13. Review of Accounts**

**Reviews:** For accounts receiving Investment Management Services, the underlying securities within the accounts, or services provided by any sub-adviser to the account, will be continually monitored by the investment adviser representative responsible for the account. At least annually, the investment adviser representative responsible for the account will review it in the context of the client's stated investment objectives and guidelines. More frequent reviews may be triggered by material changes in variables such as the client's individual circumstances, or the market, political or economic environment, or by client request. In addition, a sampling of accounts will be reviewed annually by either the Chief Compliance Officer or President. Such reviews will include investment strategy and objectives.

Each Consulting Services Agreement is reviewed by either the Chief Compliance Officer or President prior to payment being deposited.

**Reports:** Written reports may be provided to the Client. This is done on a case-by-case basis as agreed upon between Client and Adviser.

### **Item 14. Client Referrals and Other Compensation**

Our employees may receive additional compensation as described in Item 10 of this Brochure. Please refer to

Item 10 for a detailed explanation of these relationships and important conflict of interest disclosures. Adviser does not receive compensation for referrals or compensate others for referrals.

#### **Item 15. Custody**

Custody is defined as any legal or actual ability by our firm to access client funds or securities. Since all client funds and securities are maintained with a qualified custodian, we do not take physical possession of client assets. However, as discussed in the "Fees and Compensation" section (Item 5) of this Brochure, our firm directly debits advisory fees from client accounts.

As part of this billing process, the client's custodian is advised of the amount of the fee to be deducted from that client's account. On at least a quarterly basis, the custodian is required to send to the client statement showing all transactions within the account during the reporting period.

Because the custodian does not verify the amount of the fee to be deducted, it is important for clients to carefully review their custodial statements to verify the accuracy of the calculation, among other things. Clients should contact us directly if they believe that there may be an error in their statement.

#### **Item 16. Investment Discretion**

As discussed in Item 4 of this brochure, we offer Investment Management Services to clients on a discretionary basis, in which case we place trades in a client's account without contacting the client prior to each trade to obtain the client's permission.

Our discretionary authority includes the ability to do the following without contacting the client:

- Determine the security to buy or sell; and/or
- Determine the amount of the security to buy or sell.

Clients also give us discretionary authority to select (hire and fire) sub-advisor(s).

Clients give us discretionary authority when they sign a discretionary agreement with our firm, and may revoke this authority at any time by providing written notice to FAI Advisors.

#### **Item 17. Voting Client Securities**

As a matter of firm policy, FAI Advisors does not vote proxies on behalf of clients. Therefore, although our firm may provide investment advisory services relative to client investment assets, clients generally maintain exclusive responsibility for: (1) directing the manner in which proxies solicited by issuers of securities beneficially owned by the client shall be voted, and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to the client's investment assets. Clients are responsible for instructing each custodian to forward copies of all proxies and shareholder communications relating to the client's investment assets. We do, however, offer consulting assistance regarding proxy issues to clients if such assistance is sought by a client.

Our sub-advisors, however, may provide proxy voting services with respect to issuers of securities held in

accounts for which they provide portfolio management services. Clients should refer to the sub-adviser's disclosure brochure (Form ADV Part 2A or wrap brochure) for additional information regarding their proxy voting policies and may contact FAI Advisors with any questions.

We will neither advise nor act on behalf of the client in legal proceedings involving companies whose securities are held in the client's account(s), including, but not limited to, the filing of "Proofs of Claim" in class action settlements. If desired, clients may direct us to transmit copies of class action notices to the client or a third party. Upon such direction, we will make commercially reasonable efforts to forward such notices in a timely manner.

<b>Item 18. Financial Information</b>
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Under no circumstances will we earn fees in excess of \$1,200 more than six months in advance of services rendered. Therefore, we are not required to include a financial statement. FAI has not been the subject of a bankruptcy petition at any time during the past 10 years. FAI has no additional financial circumstances to report.