Form ADV Part 2A and 2B

INVESTMENT ADVISOR BROCHURE

AND

BROCHURE SUPPLEMENT

Item 1: Cover Page

Name of Firm	**Certified Planners, Inc.**
Address	**2333 San Ramon Valley Blvd., Suite 185, San Ramon, CA 94583**
Phone Number	**(925) 553-7200**
Website Address	**www.certifiedplannersinc.com**
E-mail Address	**contactus@certifiedplannersinc.com**
Date of Brochure	**May 31, 2022**

This Form ADV Part 2A (Investment Advisor Brochure) provides information about the qualifications and business practices of Certified Planners, Inc. ("CPI"). If you have any questions about the contents of this brochure, please contact us using one of the methods listed above. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority. Registration is mandatory for all persons meeting the definition of investment advisor and does not imply a certain level of skill or training. Additional information about our firm is available on the SEC's website at: www.adviserinfo.sec.gov.

Item 2: Material Changes

The purpose of this section is to discuss only material changes since the previous annual update on January 31, 2022.

Summary of Material Changes:
Item 4 – Disclosures were updated to comply with the Department of Labor's PTE 2020-02 rule.

Delivery: The nature of this update does not require delivery outside of the annual delivery requirement. Within 120 days of our fiscal year end CPI will deliver its annual Summary of Material Changes if there have been material changes since the last annual update.

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Item 4: Advisory Business (Firm and Services)

Advisory Firm

Certified Planners, Inc. ("CPI") has been providing investment advisory services since 1987 and was incorporated in 1993. Mari Miller is the President and principal shareholder, and has been in the financial services industry since 1994. Angie Kangas is the Vice President and shareholder, and has been in the financial services industry since 1995. Mari and Angie are Investment Advisor Associates ("IA Associate") who provide financial advice to clients.

As of December 31, 2021, CPI has $ 185,468,350 of assets under management on a discretionary basis, and $ 0 of assets under management on a non-discretionary basis.

Advisory Services

(1) CPI provides supervisory services called "**Active Investment Management**" or "**AIM**" program, which includes but is not limited to full service wealth management, custom financial planning and investment portfolio design, plan implementation and monitoring, on-going investment advice and advisory services, discretionary portfolio adjustments using a Tactical Asset Allocation approach, annual client meetings, quarterly performance reports and market commentaries

Services are based on the individual needs of the client. An investment portfolio is designed consisting of variety of securities (mainly mutual funds and ETFs). Based on client need or at the request of the client, the portfolio may also be composed of individual equities (stocks), bonds, variable annuities, and other investment vehicles. When an IA Associate provides investment advice regarding retirement plan accounts or individual retirement accounts, they are acting as a fiduciary within the meaning of Title I of the Employee Retirement Income Security Act and Internal Revenue Code, which are laws governing retirement accounts. If a retirement account recommendation, including but not limited to, a rollover recommendation results in the increase of compensation to the IA Associate or CPI, it presents a conflict of interest between the IA Associate's interest and those of advisory clients. As a fiduciary, IA Associates operate under special rules that requires them to act in the client's best interest and not put their interest ahead of the client.

Data gathering is undertaken at the initial consultation (and requested at least annually thereafter) to determine the client's financial situation and investment objectives, and

to give the client the opportunity to impose reasonable restrictions on the management of the account. Clients have the ability to leave standing instructions with the IA Associate to refrain from investing in particular securities or types of securities or invest in limited amounts of securities.

Quarterly, the IA Associate will notify the client in writing to contact the IA Associate if there have been any changes in the client's financial situation or investment objectives, or to impose or modify account restrictions. The IA Associate will contact or attempt to contact the client annually on these matters. It is the client's responsibility to notify the IA Associate at any time there are changes. Clients may call in at any time during normal business hours to discuss directly with the IA Associate about the client's account, financial situation, or investment needs. Clients will receive timely confirmations from the custodian/brokerage firm and statements containing a description of all transactions and all account activity at least quarterly. The client will retain rights of ownership of all securities and funds in the account to the same extent as if the client held the securities and funds outside the program. In addition to custodial statements, CPI sends performance reports and market commentaries to the client on a quarterly basis.

Account Accommodation clients (family related or employer related) receive timely confirmations from the custodian/brokerage firm and statements containing a description of all transactions and all account activity at least quarterly. In addition to custodial statements, CPI sends performance reports and market commentaries to the account accommodation client on a yearly basis. Meetings, annual reviews, and other advisory services are available upon client request.

(2) CPI provides a written **Financial Plan**. CPI takes a goal oriented approach by:

- evaluating the client's current financial situation and goals;
- integrating the analysis into a comprehensive financial plan;
- designing a portfolio based on individual financial goals, objectives, and risk tolerance; and
- presenting the recommendations for client approval.

Planning may be comprehensive or segmented and focus on the major areas of financial planning including, but not limited to, retirement analysis, investment planning, risk management, tax planning, estate planning, and cash management.

A financial plan is provided to first year clients under the AIM service or may be engaged separately for non-AIM clients. An update to the Financial Plan, Investment Plan, and/or Retirement Analysis is provided to AIM clients upon

request.

(3) CPI may provide **Consulting** based on unique client needs outside of the AIM service or the financial plan.

Item 5: Fees and Compensation

We offer a complimentary consultation to prospective clients to discuss their specific financial situation and determine how we can help.

The standard fees for **AIM** services are computed at the annualized rate of 1% of assets under management, which is subject to a $1,000 minimum annual fee. The fee is applied to all securities and cash balances in the account. If the account is margined, the fee is applied to the full market value.

The fee will be payable quarterly in arrears. Payments are due and assessed after the end of each calendar quarter based on the value of the assets under management as of the close of business on the last business day of that quarter. The fee may be adjusted for additional deposits and/or withdrawals during the quarter. In the event the Agreement is executed at any time during the quarter, the first payment will be assessed on a pro rata basis.

Payment of fees may be paid direct by client, or client may authorize the custodian holding client funds and securities to deduct CPI advisory fees direct from the client account in accordance with statements prepared and submitted to the custodian by CPI. The custodian will reflect all CPI fee withdrawals in the periodic account statements they provide to the client. It is the client's responsibility to verify the accuracy of the fee calculation. The custodian will not determine whether the fee is properly calculated.

The fee for the **Financial Plan** or **Consultation** is at the hourly rate of $300. A retainer as quoted by CPI is due upon signing the Advisory Agreement, and the balance is due upon delivery of the Plan or Consultation based on actual time. The Financial Plan fee is waived for clients who choose to retain AIM services within one (1) month of delivery of the Financial Plan and prepaid money (if any) will be applied against the advisory fee.

Fees quoted are for advisory services only, and do not include any transaction fees or commissions that the client may pay to broker/dealers or for insurance services. See the section heading Brokerage Practices for more information.

Fees are not collected for services to be performed more than six months in advance.

Fees are negotiable at CPI's discretion. Fees are waived for employees of CPI. Fees for Account Accommodation clients (family related or employer related) will be waived until the assets under management meet a minimum of $50,000. See additional fee disclosure in the Account Minimum section.

In addition to fees paid for CPI advisory services, clients pay additional fees on mutual fund investments because the mutual funds also pay advisory and/or management fees to an investment advisor who manages the fund.

AIM services will continue until CPI or Client, or a legal representative of Client or Client's estate, terminates the Advisory Agreement with five (5) business day prior written notice. If termination occurs prior to the end of a calendar quarter, client will be invoiced for fees due on a pro-rata basis.

For a **Financial Plan** or **Consultation**, client may terminate the Agreement with a five (5) business day prior written notice. A refund of the unearned fees will be made, or client will be billed for fees due based on time and effort expended before termination. The Agreement for the **Financial Plan** or **Consultation** terminates upon delivery of the service, at which time no refunds will be made, and all fees will be due and payable, unless client chooses to retain AIM services within one (1) month of delivery of the Financial Plan.

Upon termination of the agreement, it will be Client's responsibility to instruct the custodian as to the final disposition of assets, unless Client specifically notifies CPI to liquidate or take other action. As of the date of termination, CPI will no longer provide investment advisory services. It will be Client's responsibility to monitor the timely disposition of the account and take all future actions in regard to the management of the account. After 30 days, if an outgoing transfer has not been completed, CPI will instruct the custodian to remove its association with the account.

The Advisory Agreement contains a pre-dispute arbitration clause. Client understands that the agreement to arbitrate does not constitute a waiver of the right to seek a judicial forum where such a waiver would be void under the federal securities laws. Arbitration is final and binding on the parties.

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

CPI does not charge performance-based fees, which is based on capital gains in the client account.

Item 7: Types of Clients and Account Minimums

CPI provides advisory services to individuals, trusts, estates, corporations, and ERISA plan participants.

CPI generally requires a $400,000 minimum dollar value of assets under management for services under the AIM program. Account Accommodation clients have no minimum portfolio requirement, other than being related to an account that does meet a higher dollar threshold. Fees are waived for Account Accommodation clients with assets under $50,000. AIM accounts may be subject to a $1,000 minimum annual fee. Other exceptions to the minimum may be made at the discretion of CPI. There is no minimum for a client engaging CPI for a Financial Plan or Consulting.

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

CPI uses fundamental and cyclical security analysis, along with asset allocation strategies. We design and propose a portfolio to help clients attain their financial goals.

The target asset allocation mix is based on Client's risk parameters, financial situation, investment goals and objectives, and time horizon. A "tactical" approach is used to rebalance the portfolio back within a specified asset range based on then current market and economic conditions.

The investments underlying client portfolios are monitored daily. Turnover is low to moderate reflecting a longer term holding period to realize the embedded value of the investments.

CPI's AIM Program includes on-going portfolio monitoring and quarterly performance reporting. Annual Portfolio Reviews are recommended to assess Client's portfolio remains appropriately allocated based on Client's current goals and objectives as well as market and economic environment. Accommodation Accounts receive annual performance reporting.

By its nature, financial planning looks to the long-term. After the client's short-term cash needs and emergency fund is evaluated, investment and insurance strategies are designed to help the client achieve his or her financial goals. Property and Casualty insurance (e.g., homeowner's, auto, liability, etc.) is not reviewed by IA Associates. However, clients are encouraged to review their Property and Casualty insurance with a Property and Casualty insurance agent on a periodic basis.

While there is risk in all investments, some carry a greater degree of risk or higher costs. There is no guarantee that the investment strategy selected for the client will result in the client's goals being met, nor is there any guarantee of profit or protection from loss. For those investments sold by prospectus, clients should read the prospectus in full.

CPI is disclosing those risks and opportunities for our investment strategy or for particular types of securities used.

- Mutual Fund is an investment pool, which may include money market instruments, stocks, bonds, or other investment vehicles. Professional money managers research, select, and monitor the performance of the securities the fund purchases. It is easier to achieve diversification through ownership of mutual funds rather than through ownership of individual stocks or bonds. Even with no-load or load-waived funds, there are mutual fund expenses paid to the fund company. Investors may have to pay taxes on capital gains distribution received by the fund, but not distributed to the investor. Mutual funds redeem shares at net asset value ("NAV") at the end of the trading day.

- Exchange Traded Fund ("ETF") holds securities to match the price performance of a certain market index or commodity price. ETFs can track stock indexes and sectors, bonds and precious metals. ETFs are subject to the same market risks as the index or sector they are designed to track. ETFs can be bought and sold throughout the day like stocks. ETFs may be an index fund or a fully transparent actively managed fund.

- Variable Annuity is a contract between the investor and an insurance company, under which the insurer agrees to make periodic payments, beginning either immediately or at some future date. A variable annuity offers a range of investment options, and the value of the investment will vary depending on the performance of the underlying investments. Variable annuities offer insurance and death benefits, as well as taking advantage of tax law benefits. The fee and expense charges incurred in a variable annuity are higher than a mutual fund.

- Debt Securities (corporate or municipal bonds) are basically promissory notes that pay interest and the return of principal at the end of a specified term. Credit risk is the chance the issuer will fail to pay the interest payments on the security or to pay the principal at maturity. Interest rate risk is that the market value of the bonds will go down when interest rates go up. Prepayment risk is the chance that a bond will be paid off early. For example, if interest rates fall, a

bond issuer may decide to pay off its debt. When this happens, the investor may not be able to reinvest the proceeds in an investment with as high a return or yield.

- High Yield Bonds have a lower credit rating than investment-grade bonds. Because of the higher risk of default, these bonds pay a higher yield than investment grade bonds.

Item 9: Disciplinary Information

An investment advisor must disclose material facts about any legal or disciplinary event that is material to a client's evaluation of the advisory business or of the integrity of its management personnel. CPI does not have any disclosure items.

Item 10: Other Financial Industry Activities and Affiliations

CPI is not, but certain IA Associates of the firm are licensed with several life, disability, and other insurance companies. Insurance products offered by these companies may be recommended. The sale of insurance is incidental in time and income to the advisory services provided. If clients purchase these products through an IA Associate, they receive the normal commissions. Thus, a conflict of interest exists between the IA Associate's interests and those of advisory clients. The client is under no obligation to purchase products recommended, or to purchase products either through an IA Associate or through these insurance companies.

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

Code of Ethics

CPI maintains a Code of Ethics. The Code of Ethics sets forth standards of conduct expected of advisory personnel; requires compliance with Federal securities laws; and, addresses conflicts that arise from personal trading by advisory personnel. Clients may request copy of Code of Ethics.

Personal Trading

At times, the interests of CPI and/or its access persons correspond with our client's interests, and then we may invest in the same securities that are recommended to clients. CPI and/or its access persons may also have investment objectives that differ from clients, and then we may invest in securities not offered to clients. CPI's policy is

designed to avoid conflicts of interest with our clients. We will not violate CPI's fiduciary responsibilities to our clients.

- Mutual funds are purchased or redeemed at a fixed net asset value price set by the fund company. Transactions in mutual funds by access persons are not likely to have an impact on the prices of the fund shares. Access persons may buy or sell these funds on the same day as clients.
- Limited partnerships have a set number of units available for purchase. Generally, CPI does not invest client funds in limited partnerships, but CPI and/or its access persons may invest from time to time for their own accounts. Thus, CPI will consider whether the investment opportunity is appropriate for any client before access persons may invest in the opportunity. If appropriate for clients, client subscriptions will be filled first and access persons may invest in remaining units available. Thus, we will not "race" clients into these offerings.
- For general securities transactions (e.g., stocks, bonds, ETFs):
    - We will generally be "last in" and "last out" for the trading day when trading occurs in close proximity to client trades.
    - Scalping (trading shortly ahead of clients) is prohibited.

Item 12: Brokerage Practices

Selection or recommendation of broker/dealers

CPI recommends the brokerage firm of TD Ameritrade Institutional, Division of TD Ameritrade, Inc., member FINRA/SIPC/NFA. CPI may also recommend (and clients may execute trades direct at) other investment solutions with other investment and insurance companies as may be appropriate. This may include variable annuities and mutual funds which may be executed and custodied directly through those companies. CPI is not affiliated with any brokerage, investment, or insurance firms. IA Associates of CPI are not registered representatives of any brokerage firms, and do not receive any commissions or fees from recommending these services.

The selection of firms is made on the discount rates and execution services available to the client. Clients may pay transaction fees to outside brokerage firms for the purchase of "no-load" or load-waived funds. The custodian/brokerage firm provides the clients with consolidated statements on a monthly basis. Brokerage firms offer services that include custody of securities, trade execution, clearance and settlement of transactions. Through these firms, CPI has access to an electronic communications network for client order entry and account information; access to the trading desk, and; receipt of duplicate client confirms and statements.

Soft Dollar Practices

CPI receives compensation in the form of economic benefits for products or services other than trade execution from the executing brokerages/custodians to include reports, research, and software. These items are typically not available to retail investors. These are items that are readily available to any investment advisor utilizing the brokerage services, and may be received by CPI on an unsolicited (unrequested) basis. Through these brokerage relationships, CPI is allowed discounts on products or services (compliance, marketing, technology) provided by third party vendors.

CPI understands its duty for best execution and considers all factors in making recommendations to clients. These products and services may be useful in servicing all CPI clients, and may not be used in connection with any particular account that may have paid compensation to the firm providing such services. These benefits are not dependent upon the amount of brokerage business directed to the firms; however, the receipt of economic benefits does create a potential conflict of interest.

While CPI may not always obtain the lowest commission rate, CPI believes the rate is reasonable in relation to the value of brokerage and research services provided. CPI does not use full service brokerage firms and believes rates are generally obtained at a discount.

Brokerage firms also make available other soft dollar compensation for non-research products and services that benefit CPI but may not benefit its clients' accounts. Some of these other products and services assist CPI in managing and administering clients' accounts. These include software and other technology that provide access to client account data, facilitate trade execution, pricing information and market data, and assist with back-office support, recordkeeping, and client reporting. Many of these services generally may be used to service all or a substantial number of CPI's accounts, including accounts not maintained at the firm providing the services. Brokerages may also provide other services intended to help CPI manage and further develop its business enterprise. These services may include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance, and marketing.

Trade Aggregation

While individual client advice is provided, client trades may be executed as a block trade. IA Associates encourages its existing and new clients to use the CPI's "lead custodian." Only accounts in the custody of the lead custodian would have the opportunity to participate in aggregated securities transactions. All trades using the

lead custodian will be aggregated and done in the name of the CPI. The executing broker will be informed that the trades are for the account of our clients and not for CPI itself. No advisory account within the block trade will be favored over any other advisory account, and thus, each account will participate in an aggregated order at the average share price and receive the same commission rate. We will not aggregate a client's order if, in a particular instance, we believe that aggregation would cause the client's cost of execution to be increased. The Custodian will be notified of the amount of each trade for each account. CPI's IA Associates and/or access persons may participate in block trades with clients, and may also participate on a pro rata basis for partial fills, but only if clients receive fair and equitable treatment.

Item 13: Review of Accounts and Reports on Accounts

Reviews

CPI monitors the individual investments within the AIM program each day the market is open. Portfolio performance is reviewed on a quarterly basis at a minimum (with the exception of Account Accommodation clients).

CPI offers AIM clients an in-person portfolio review meeting on an annual basis. Additional portfolio reviews may be conducted at client's request.

AIM client's Financial Plan, Investment Plan, and/or Retirement Analysis are reviewed at the request of the client.

For non-AIM clients (stand-alone Financial Plan or Consultations), we recommend clients engage us on an annual basis to update the financial plan. The financial plan is a snapshot in time and no ongoing reviews are conducted.

Reports

Clients receive standard account statements and confirmations from the qualified custodian in addition to the performance reports that CPI provides on a quarterly basis.

Item 14: Client Referrals & Other Compensation

Referral Fees Paid

CPI does not compensate persons for referring clients to our firm.

Referral Fees Received

CPI does not refer business to third party money managers, and as thus does not

receive any referral fees.

Item 15: Custody

CPI is deemed to have custody of client funds because of the fee deduction authority granted by the client in the investment advisory agreement and the ability to disburse or transfer certain funds pursuant to Standing Letters of Authorization executed by Clients.

Clients will receive account statements at least quarterly from the broker-dealer or other qualified custodian. Client is urged to compare custodial account statements against statements prepared by CPI for accuracy. Minor variations may occur because of reporting dates, accrual methods of interest and dividends, and other factors. The custodial statement is the official record of your account for tax purposes.

Item 16: Investment Discretion

For AIM clients, CPI maintains full discretion under a limited power of attorney granted by clients in writing so that CPI can affect transactions in the specific securities for client accounts and the amount of those securities.

CPI will not have authority to withdraw funds or to take custody of client funds or securities, other than under the terms of the Fee Payment Authorization clause in the Agreement with the client.

Item 17: Voting Client Securities

CPI 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.

Item 18: Financial Information

An investment advisor must provide financial information if a threshold of fee prepayments is met, if there is a financial condition likely to impair the ability to meet contractual commitments, or if a bankruptcy within the past ten years. CPI does not have any disclosure items in this section.

Form ADV Part 2B
GROUP BROCHURE SUPPLEMENT

Item 1: Group Brochure Supplement Part 2B

This Brochure Supplement provides information about supervised persons ("IA Associates") that formulate investment advice and have direct client contact, and any other supervised person with discretionary authority over client assets. This is provided as a team supplement for all such persons employed by CPI.

Please contact Mari Miller, CCO if you have any questions about the contents of this supplement. Additional information about each IA Associate is available on the SEC's website at: www.adviserinfo.sec.gov

Item 2: Educational Background and Business Experience

Education and Business Background

Name: **Anna Marie ("Mari") Miller**
Year of Birth: 1966
Education: BS Business Admin and Finance, 1989, Cal State East Bay, Hayward, CA
Juris Doctorate, 1994, UC Hastings College of Law, San Francisco, CA
Background:

- 8/94 – Present: Current Positions: President/Chief Compliance Officer/IA Associate - Certified Planners, Inc.
- 1/95 – Present: Attorney at Law - Law Offices of A. Mari Miller
- 3/97 - 11/06: Registered Rep - Protected Investors of America, Inc.
- 11/94 – 3/97: Registered Rep - Securities America, Inc.

Name: **Angelica ("Angie") Kangas, CFP®**
Year of Birth: 1976
Education: BS Business Administration and Finance, 2001, Cal State East Bay, Hayward, CA
Professional Sequence in Personal Financial Planning, a CFP Board-Registered Program, 2011, UC Berkeley Extension, Berkeley, CA
Background:

- 8/95 – Present: Current Positions: Vice President/IA Associate - Certified Planners, Inc.

Professional Designations Qualifications

The Certified Financial Planner Board of Standards (CFP Board) authorizes use of the CERTIFIED FINANCIAL PLANNER™ or CFP® certification marks to certain individuals who have met rigorous professional standards and have agreed to adhere to the principles of integrity, objectivity, competence, fairness, confidentiality, professionalism, and diligence when dealing with clients. The mission of the CFP Board is to benefit the public by granting the CFP® certification and upholding it as the recognized standard of excellence for personal financial planning.

At the time of certification, the following requirements were met:

- Complete a CFP Board-Registered Educational Program
- Hold a bachelor's degree (or higher)
- Pass the comprehensive CFP® Certification Examination
- Have at least 3 years of full-time relevant personal financial planning experience
- Agree to abide by CFP Code of Ethics Professional Responsibility and Rules of Conduct
- Comply with CFP Board's Financial Planning Practice Standards
- Pass CFP Board's Fitness Standards for Candidates and Registrants
- Fulfill continuing education requirements of 30 hours every 2 years

Item 3: Disciplinary Information

An investment advisor and its supervised persons (IA Associates) must disclose material facts about any legal or disciplinary event that is material to a client's evaluation of the advisory business or of the integrity of the IA Associates. Mari Miller and Angie Kangas do not have any disclosure items.

Item 4: Other Business Activities

Mari Miller is the President and Chief Compliance Officer (CCO) of CPI. She is also an estate planning attorney with a law practice, *Law Offices of A. Mari Miller,* and shares office space with CPI. CPI and the Law Offices may share mutual clients and make referrals; however, clients of one firm are not obligated to use the services of the other firm. Mari Miller and Angie Kangas are licensed with several life, disability, and other insurance companies. Insurance products offered by these companies may be recommended. If clients purchase these products through either person, they will receive the normal commissions. Thus, a conflict of interest exists between their interests and those of advisory clients. The client is under no obligation to purchase products recommended, or to purchase products either through Mari Miller, Angie Kangas or through these insurance companies.

Item 5: Additional Compensation

Other than the insurance commissions and legal fees as disclosed above from the outside businesses, and client advisory fees, the IA Associates do not receive additional compensation.

Item 6: Supervision

Mari Miller and Angie Kangas work as a team in developing and implementing the investment recommendations. The team reviews client portfolios, and each account may be reviewed by one or more IA Associate at any one time. Mari Miller, Chief Compliance Officer, is responsible to provide supervisory oversight to the team to monitor portfolios for investment objectives and other supervisory account reviews. Mari Miller may be contacted at the phone number of the main office as shown on the cover page.