

**Descriptive Brochure Required by
Rule 204-3 Under the
Investment Advisors Act of 1940**

for

Armada Advisors, Inc.

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This brochure provides information about the qualifications and business practices of Armada Advisors. If you have any questions about the contents of this brochure, please contact us at 850-497-6167 and/or info@ArmadaAdvisors.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 Armada Advisors also is available on the SEC's website at www.adviserinfo.sec.gov.

Being a "Registered Investment Advisor" does not imply a certain level of skill or training but denotes the act of enrolling with specific federal or state securities regulatory agencies.

Armada Advisors' Brochure was last updated in January 2012. New Federal legislation was passed in 2010 and 2011 requiring all Registered Investment Advisors (RIAs) to update their Brochure, incorporating the new format and language. This Brochure complies with this. In 2012, the firm will become a State Registered Investment Advisor. Please note the following material changes:

1. The firm now provides price modeling for real estate assets. The service is complimentary for clients. Our proprietary software tracks the property appraiser valuations and recent market activity information to calculate approximate valuations. The data is provided for informational purposes only and is not purported to be an appraisal. The firm is not a licensed real estate broker, real estate agent, certified appraiser, or affiliated with any. It is not compensated in real estate transactions.
2. Previously, the firm re-leveled clients' fees quarterly; however, new Department of Labor Regulations prohibits this in IRAs and 401k accounts. Now clients will have their fees re-leveled annually based upon the asset allocation on December 31, 2011, and every year thereafter.
3. Instead of a minimum account size of \$50,000, this has been increased to \$75,000. This has been waived for existing clients.
4. In accordance with the Dodd-Frank Act, the firm will be withdrawing its Federal registration and initiating registration with the State of Florida in 2012. This will have no material impact to clients' accounts.

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ADVISORY BUSINESS OVERVIEW

Armada Advisors was established in April 2009 by its owner, Wesley S. Odom, who had worked for Smith Barney for almost 17 years. The firm provides a broad range of financial services. These include investment advisory services both discretionary and non-discretionary, corporate retirement plan consulting, general financial planning, and real estate advisory.

Investment advisory services are developed for the individual needs of the client, based upon stated objectives and guidelines. Strategies can involve cash or money markets, certificates of deposit, bonds, mutual funds, exchange traded funds, equities, and insurance products. Clients always reserve the right to impose restrictions on investing in certain securities or types of securities.

Corporate retirement plan consulting involves evaluating which type of plan is best suited for a company, how to best design the internal plan features, selecting the appropriate investments and record keeper, and on-going evaluation. Typical plans may include SEP, SIMPLE, 401(k), safe harbor, profit sharing, new comparability, cash balance, and defined benefit. On February 1, 2007, Odom was conferred the designation of Chartered Retirement Plans Specialist.

General financial planning is offered mostly to individuals needing comprehensive asset and liability management. This could include budgeting, savings and debt calculations, college education strategies, insurance evaluations, retirement planning, real estate analysis, and even division of assets due to a divorce. In 2003, Odom was conferred the designation of Financial Planning Specialist.

Since real estate is a significant investment among clients, those who already are contracted with the firm may receive complimentary periodic reviews of their real estate holdings. Proprietary software tracks the property appraiser valuations and recent market activity information to calculate approximate valuations. The data is provided for informational purposes only to improve the level of service expected from comprehensive financial planning; it is not purported to be an appraisal. The firm is not a licensed real estate broker, real estate agent, certified appraiser, or affiliated with any. It is not compensated in real estate transactions.

Armada Advisors does not custody clients' funds. Clients often maintain custody of their own assets (i.e. real estate) and utilize arrangements the firm has made with either Fidelity or Charles Schwab--for example--to manage their liquid assets. Accounts held at Fidelity and Charles Schwab are subject to wrap fees. As of December 31, 2011, the firm managed \$58,027,997. Approximately \$28,741,363 was managed on a discretionary basis, and \$29,286,634 was managed on a non-discretionary basis.

FEES AND COMPENSATION

The annual fee for Armada Advisors to perform investment advisory services is determined based upon the assets under management. The maximum fee schedule is as follows:

Real estate: no wrap; advisory only	
Cash/money market/CDs	.50%
Bonds	.50%
Mutual funds	1.00%
Equities/ETFs	1.50%

Upon signing an advisory contract with the firm, the client is given a 5 day “free look” period during which he may opt out of the contract without cost. Initially, a client with a new account is offered an estimated level fee based upon the maximum fee schedule and the account’s anticipated asset allocation; however, in early January of every year, the firm reviews each account’s current asset allocation as of December 31 and computes a new level fee. For those who have been clients for over a quarter prior, this new level fee is established for the year. For those accounts opened during the fourth quarter, this new level fee will be applied on April 1. The purpose of this re-leveling of fees is to adjust fairly the fees charged to clients. For example, a younger client might have more assets in equities and stock mutual funds, which are subject to higher fees, but as a client aged and became more conservative, he might anticipate having more assets in fixed income; hence, his fee would be priced lower through reallocations to his portfolio. Previously, the firm re-leveled clients’ fees quarterly; however, new Department of Labor Regulations prohibits this in IRA and 401k accounts. The firm is required to hire an auditor to review its fee leveling annually and make this report available on its website.

A new account still is billed from the opening date to the remainder of the existing quarter and the next full quarter. After this inception period, accounts are billed quarterly on the first business day of the first month in each calendar quarter. While fees are generally deducted from the client’s assets, the client may request to be billed and pay the fees from outside sources.

Advisory fees are intended to replace any transaction sales charges due to the purchase or sale of equities, exchange traded funds, or mutual funds; however, the client is subject to any short-term trading costs associated with selling his mutual fund within the period described in the fund prospectus. Certain 401k accounts may be exempt from short-term trading fees, and participants with self-directed 401k accounts may have to pay all transaction charges due to the purchase or sale of equities and exchange traded funds; participants should check with their Plan Administrator or Armada Advisors to determine if this applies to their plan.

Advisory fees may be negotiable based upon a number of factors, including but not limited to client type, asset class, pre-existing relationship, portfolio complexity, account size, or other special circumstances or requirements. Related accounts may be aggregated for fee calculation purposes. Insurance products solicited through the Firm generally will not be subject to advisory fees, but will qualify as a pre-existing relationship.

Because Armada Advisors is unaffiliated with any brokerage firm, it cannot receive any commissions, mark-ups, asset based sales charges, 12(b)-1 fees, or other service fees from the sale of money markets, certificates of deposit, equities, bonds, exchange traded funds, or mutual funds. It does receive commissions relating to the sale of insurance products--namely life insurance; however, this business is generally very small, and there is no belief that this presents a conflict of interest.

A client or Armada Advisors may terminate its agreement at any time on receipt of written notice. No additional advisory fees will be assessed; however, no refund is offered on previously billed fees unless the client is within the "free look" period.

For corporate retirement plan consulting and general financial planning, Armada Advisors charges up to \$150/hour. Clients are informed in advance about the scope, level of work, and estimated time involved. Bills are promptly issued following the work and expected to be paid timely.

PERFORMANCE-BASED FEES

Armada Advisors assesses no performance-based fees.

TYPES OF CLIENTS

Armada Advisors generally provides investment advice to individuals and corporations. The minimum account size is \$75,000. This may be waived due to asset type, pre-existing relationship, portfolio simplicity, or account aggregation.

METHODS OF ANALYSIS, INVESTMENT STRATEGIES, AND RISK OF LOSS

Armada Advisors uses a “bottom up” investment style approach, which means that we look at the fundamentals surrounding an investment and evaluate whether the price and return justify the risks. As a result of this approach, we have a value bias. As a guide, we use the teachings of Benjamin Graham, who is known as the founder of the “value” school of investing. Once securities are evaluated to have exceeded their target prices or the fundamentals have deteriorated thus creating too much uncertainty, then the investments are sold. CDs and Bonds typically are held to maturity, but occasionally our process prompts us to liquidate them early.

Our investment strategy is client focused. A client with a 1 - 1.5 year time horizon will be invested differently than someone with a medium or longer time horizons. Someone desiring income will have a different portfolio than one who seeks growth.

We favor individual bonds over bond mutual funds because we like the idea of receiving our capital returned; however, the portfolio’s size or objectives of the client may make utilizing a bond mutual fund more beneficial. Securities with the lowest investment grade ratings are considered to have speculative characteristics. Bonds that are unrated are considered to be equivalent to below investment grade. On balance, bonds that are below investment grade are considered predominately speculative with respect to the issuer’s capacity to pay interest and repay principal according to the terms of the obligation, and carry greater investment risk, including the possibility of default and bankruptcy. They are likely to be less marketable and more adversely affected by economic downturns than higher quality bonds. Bonds have varying levels of sensitivity to changes in interest rates. Generally, the price of a debt security can fall when interest rates rise and can rise when interest rates fall. Bonds with longer maturities can be more sensitive to interest rate changes. In other words, the longer the maturity of a security, the greater the impact a change in interest rates could have on the bond’s price. In addition, short-term and long-term interest rates do not necessarily move in the same amount or the same direction. After evaluating all these above characteristics, we invest in bonds with maturities in various years and ratings.

We favor value styled money managers and therefore tend to suggest their mutual funds or separately managed accounts. Individual equities and exchange traded funds are recommended based upon the client’s objectives, risk tolerance, and time horizon. Investing at what may appear to be “undervalued” is no guarantee that the purchased assets will not be trading at even more “undervalued” levels at a time of sale. We open our investment universe to large, medium, and small-size companies. Historically, medium and small-size companies have been more volatile in price than larger companies. We seldom invest into foreign securities directly because these involve certain inherent risks that are different from those of domestic securities, including political or economic instability of the issuer or the country of issue, changes

in foreign currency and exchange rates, and the possibility of adverse changes in investment or exchange control regulations. Instead, we prefer to recommend money managers of mutual funds or separately managed accounts.

While preservation of capital is something we take seriously, investing involves risk. Inflation and the devaluation of the dollar primarily hurts fixed assets like money markets, CDs, and bonds. Deteriorating fundamentals generally hurt all securities. Rapid swings in the markets affect the pricing of securities and hence the value of the underlying investments. Diversification in securities and asset classes minimizes the risk, but there can be no guarantee that absolute preservation of capital can be obtained.

Our strategy involves low turnover. We think this is advantageous to investors because it minimizes tax considerations and allows time to work in tandem with our value approach.

DISCIPLINARY INFORMATION

There are no legal or disciplinary events against Armada Advisors or its management or representatives. If material actions were to arise that could effect a client's or prospective client's evaluation of Armada Advisors or the integrity of its workforce, then this would be indicated in a subsequent Brochure or supplement.

OTHER FINANCIAL INDUSTRY ACTIVITIES & AFFILIATIONS

While Armada Advisors is unaffiliated with any brokerage firms, it has purchasing agreements with various firms. We primarily utilize the firms of Fidelity or Charles Schwab, which serve as our clients' primary custodians. We are under no obligation to continue this arrangement but are satisfied with their platforms, offerings, and service support.

Armada Advisors conducts a small amount of insurance business--mainly offering life insurance to clients. We solicit quotes from various insurance providers before recommending one to a client.

The employees of Armada Advisors are encouraged to volunteer and to become active in their community. If their involvement in an organization presents an inherent conflict of interest, they are required to abstain from the action (i.e. vote) or from the activity entirely.

CODE OF ETHICS

As part of an internal compliance program, Armada Advisors is subject to a Code of Ethics and related policies and procedures imposing standards of business conduct, including requirements to put client interests first and not to take inappropriate advantage of employment-related information. There are prohibitions on employees engineering better trades than clients and on trading in securities while in possession of related material, nonpublic information and reporting of personal securities transactions. The goal is to minimize potential conflicts of interest between employees and clients, assuring compliance with applicable laws and regulations. Existing and prospective clients may obtain copies of the applicable Code of Ethics by mailing a written request for such document to the firm.

BROKERAGE PRACTICES

As part of the arrangement Armada Advisors has with its custodians, the firm pays for all transaction fees resulting from the purchase or sale of securities. By paying to utilize a custodian's platform (i.e. Fidelity or Charles Schwab), we gain access to their research and software. Sometimes they offer soft dollar arrangements whereby they might cover any transfer fees for clients moving money to them; however, these promotions are limited. Several months after our being established, Fidelity offered the firm soft dollars to be spent on research; however, we do not expect to receive any further contributions.

For our private wealth management clients, we primarily recommend they custody their accounts at Fidelity because we feel more comfortable with its trading platform, planning software, and have institutional access to their bond portal. Reportedly, Charles Schwab has improved its bond offerings, but we remain impressed with Fidelity; however, we selected Charles Schwab as custodian for a large 401k in 2011; therefore, we are not adverse to consider alternatives.

Ultimately, we put our clients' interests first. No custodian pays us money for trades, markups or markdowns. Neither do custodians provide us with any referrals.

Clients are not required to custody with our primary custodians; however, executing transactions elsewhere could result in unfavorable executions, which could ultimately cost clients more money. We attempt to list our top custodians on our website.

Frequently, we will purchase or sell securities for clients aggregately to obtain better execution prices. Not doing so would result in poor execution prices.

REVIEW OF ACCOUNTS

Clients accounts generally are reviewed at least twice a month if no deposits have been made. If there is a deposit, the account is reviewed daily until the cash position has been reduced to an acceptable level due to investing in securities. The appointed financial advisor and manager review accounts.

More frequent reviews are conducted when CDs or bonds mature, limit orders are executed, or following an updated research evaluation on a security in the client's portfolio.

Financial plans are conducted usually when there are substantial changes in a client's situation; otherwise, they are performed annually, if necessary.

Clients receive monthly statements if there is activity; otherwise, they receive them quarterly. Armada Advisors creates performance monitors usually for a client's annual review. All these reports are available either electronically or on paper.

REFERRALS AND OTHER COMPENSATION

Armada Advisors does not pay referral fees for clients. We also have no arrangements with outside entities to share fees.

CUSTODY

Armada Advisors neither has custody of clients' assets nor prints clients' statements. Instead we direct them to qualified custodians like Fidelity and Charles Schwab, which provide statements. All clients are encouraged to review these statements carefully.

INVESTMENT DISCRETION

Armada Advisors accepts discretionary authority to manage securities on behalf of clients. This may be indicated on our client agreement. Limitations may be placed on this authority by informing us of the restrictions. For example, a client may want to keep a larger than normal cash position or not sell certain securities. Alternately, clients may opt for a non-discretionary relationship entirely on our client agreement. Such clients do so understanding that if we cannot get in touch with them and believe they should liquidate a security, we will be unable to do so until we establish communications.

VOTING FOR CLIENTS SECURITIES

Upon establishing an account with a custodian, we ask clients whether they would prefer to conduct their own proxy voting or ask us to do it. Many clients prefer that we handle their proxy voting. Once the notices are received, Wesley Odom reviews the individual proxies and votes how he feels the measures might ultimately benefit clients. Since the number of proxies is generally a small percentage of all outstanding proxies, Armada Advisors does not believe its votes create any conflict of interests with any clients. Clients may inquire about proxies in advance and ask how specific proxies were cast; however, no permanent voting records are kept. Any client wanting to change his position and conduct his own proxy voting may contact us for the procedures to effect this.

STATE REGISTERED REQUIRED DISCLOSURES

Wesley is the principal executive officer and has supervisory responsibility for Armada Advisors. Wesley was born in 1966. Prior to founding Armada Advisors, he was a First Vice President—Wealth Management for Citi Smith Barney, for whom he worked for almost 17 years. He earned the specialty title of Chartered Retirement Plans Specialist and Financial Planning Specialist. He is a former U.S. Naval surface warfare officer and graduated from Vanderbilt University with a B.A.

Education:

Vanderbilt University (B.A. –1988)

College for Financial Planning (Chartered Retirement Plans Specialist–2007)

Smith Barney (Financial Planning Specialist–2003)

Business background:

Armada Advisors, Inc. – President (5/9-Current)

Smith Barney – First Vice President (2001–5/09)

Salomon Smith Barney – Second Vice President (98–01)

Smith Barney – Financial Consultant (94–98)

Smith Barney Shearson – Financial Consultant (7/93–94)

Shearson Lehman Brothers – Financial Consultant Associate (5/92–7/93)

Wesley owns Go Retro, Inc. which is a tour company. He is not involved in the daily operations of the company but spends a small amount of time each week with management or tour development.

The firm does not assess additional performance-based fees.

In 1998, while working for Smith Barney, Wesley sold covered call option contracts at the clients' request. Later when the stock advanced past the strike price and before the option had matured, the client complained to management that Smith Barney

had misrepresented the options, and they were unsuitable. In 1999, Smith Barney paid the client \$26,250, of which Wesley contributed \$2000; however, when the options matured, the options expired worthless, and the stocks never were exercised.

Generally, Wesley does not utilize options strategies at Armada Advisors.