

ProVise Management Group, LLC

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This brochure provides information about the qualifications and business practices of ProVise Management Group, LLC (ProVise). If you have any questions about the contents of this brochure, please contact us at (727) 441-9022 or info@provise.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 ProVise Management Group, LLC also is available on the SEC's website at www.adviserinfo.sec.gov.

References to ProVise Management Group, LLC as a “registered investment adviser” or any reference to being “registered” does not imply a certain level of skill or training.

Item 2 Material Changes

Since the most recent annual amendment on March 29, 2018, this Disclosure Brochure has been materially amended at Item 9 to reflect a settlement with the U.S. Securities and Exchange Commission. In addition, items 5, 10, and 12 have been amended to increase and enhance disclosures related to the firm's practices in connection with the receipt of 12b-1 and similar service fees.

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Item 4 Advisory Business

- A. ProVise Management Group, LLC (ProVise) is a limited liability company formed on January 10, 2002 in the state of Florida. ProVise first became registered as an Investment Adviser Firm in 1988 through our predecessor firm, ProVise Management Group, Inc. V. Raymond Ferrara, CFP® is ProVise's Chair, Chief Executive Officer (CEO) and Chief Compliance Officer (CCO). ProVise is owned by Kestra Financial Holdings, LP (Kestra), which also owns other registered investment advisers, broker-dealers, insurance agencies and other product and service providers (Kestra Affiliates). From time to time, ProVise recommends that you purchase or sell products and services from or through Kestra Affiliates and these Kestra Affiliates and/or ProVise receives compensation as a result of such recommendations. A recommendation that you purchase or sell products or services by or through a Kestra Affiliate creates a conflict of interest since it could result in increased compensation to a Kestra Affiliate and/or ProVise.
- B. As discussed below, ProVise offers investment advisory services to a variety of clients such as individuals, pension and profit sharing plans, business entities, trusts, estates and charitable organizations, etc. ProVise also provides financial planning and related consulting services upon specific request of a client.

INVESTMENT ADVISORY SERVICES

You can engage ProVise to provide discretionary and/or non-discretionary investment advisory services on a fee basis. ProVise's negotiable annual advisory fee is based on a percent (%) of assets placed under ProVise's management and generally ranges from 0.25% to 1.50%. The minimum quarterly fee is \$125.

FINANCIAL PLANNING AND CONSULTING SERVICES (STAND-ALONE)

ProVise provides financial planning and/or consulting services on a standalone basis. These services include advice on investment and non-investment related matters, such as retirement planning, estate planning and insurance planning. We only provide these services upon request and do not provide them to all clients. We determine in our sole discretion whether to provide these services or not for a given client. Our planning and consulting fees are negotiable, but generally range from \$2,500 to \$15,000 on a fixed fee basis, and from \$75 to \$400 on an hourly rate basis. ProVise bases its fees on the level and scope of the services we provide you and consider other factors such as your specific needs and circumstances and whether other professionals are needed to render the services. Before we provide any planning or consulting services, you generally enter into a written Financial Planning and Consulting Agreement with ProVise setting forth the terms and conditions of the engagement (including termination), describing the scope of the services we will provide, and indicating whether you must pay any portion of the fee up front. Upon request, ProVise recommends the services of other professionals for implementation purposes, including our personnel in their individual capacities as registered representatives of a broker-dealer and/or licensed insurance agents. (See more information under Item 10 C.1 and 10 C.8). You are under no obligation to engage the services of any professional we recommend. You retain absolute discretion over all implementation decisions and are free to accept or reject any recommendation we make.

You should be aware that if you do engage a professional we recommend, you should seek recourse exclusively and directly from that professional should any dispute arise with that engaged professional.

You are responsible for promptly notifying us if there is ever any material change in your financial situation or investment objectives since it may cause us to review, evaluate, or revise our previous recommendations and/or services.

RETIREMENT PLANNING CONSULTING SERVICES

ProVise provides fiduciary consultant and investment advisory services to clients that either are, or sponsor, a retirement plan (Plan) that is qualified under Internal Revenue Code and/or subject to the Employee Retirement Income Security Act (ERISA). If engaged to provide this service, ProVise provides some or all of the following services to the Plan clients:

- Implement a multi-step process to help the Plan Fiduciary carry out the fiduciary responsibility to monitor the Plan's investments. Establishing a sound fiduciary governance process is vital to good decision-making and to documenting that prudent procedural steps are followed in making investment decisions.
- Provide financial education to all levels of employees of the Plan Sponsor, regardless of their participation in the Plan, to enable them to more confidently accumulate and manage their savings toward their retirement.
- Consult with the Plan Fiduciary to make an informed and knowledgeable vendor selection decision.

Additionally, ProVise can act as co-fiduciary providing investment advice within the meaning of ERISA § 3(21)(A)(ii) to the Plan Fiduciary when advising the Plan Fiduciary and/or the Retirement Plan or Investment Committee on investment management issues. To the extent that ProVise exercises discretionary authority or control over the management or disposition of the Plan assets, ProVise serves as an investment manager within the meaning of ERISA § 3(38). The fee for this service is based on the scope of the engagement.

MISCELLANEOUS

Non-Investment Consulting/Implementation Services

ProVise can be engaged as a non-fiduciary consultant to conduct a comprehensive review of a 401k plan and then benchmark it against industry averages. The fee for this service is fixed based on the scope of the engagement.

ProVise also provides consulting services regarding non-investment related matters, such as estate planning, tax planning, insurance, and as a consultant or fiduciary matters to ERISA retirement plans. We only provide these services upon request and do not provide them to all clients. We determine in our sole discretion whether to provide these services or not for a given client. Neither we, nor any of our representatives/employees, serve as an attorney or accountant. We do not provide legal or tax advice, except that which is incidental to your financial planning and/or investments, nor do we prepare legal or tax documents. Upon your request, we recommend the services of other professionals for certain non-investment implementation purposes (i.e. attorneys, accountants, insurance, etc.), including representatives of our firm in their separate registered/licensed capacities. You are under no obligation to engage the services of any professional we recommend. You retain absolute discretion over all implementation decisions and are free to accept or reject any recommendation we make.

You should be aware that if you do engage a professional we recommend, you should seek recourse exclusively and directly from that professional should any dispute arise with that engaged professional.

You are responsible for promptly notifying us if there is ever any material change in your financial situation or investment objectives since it may cause us to review, evaluate, or revise our previous recommendations and/or services to you.

Other Services. ProVise offers both discretionary and non-discretionary investment management services relative to: (1) variable annuity and/or life insurance products that you may own, or (2) your individual employer sponsored retirement plans. In so doing, we either direct or recommend the allocation of your assets among the various sub-accounts which comprise the variable annuity and/or life insurance products or the retirement plan. For these services, our management fee is paid quarterly in advance, based upon the market value of the assets on the last day of the previous quarter. Your account assets are maintained at either the specific insurance company that issued your variable annuity and/or life insurance product, or at the custodian designated by the sponsor of your retirement plan.

Retirement Rollovers-Potential for Conflict of Interest: A client or prospective client leaving an employer typically has four options regarding an existing retirement plan (and may engage in a combination of these options): (i) leave the money in the former employer's plan, if permitted, (ii) roll over the assets to the new employer's plan, if one is available and rollovers are permitted, (iii) roll over to an Individual Retirement Account ("IRA"), or (iv) cash out the account value (which could, depending upon the client's age, result in adverse tax consequences). If ProVise recommends that a client roll over their retirement plan assets into an account to be managed by ProVise, such a recommendation creates a conflict of interest if ProVise earns an advisory fee on the rolled over assets. No client is under any obligation to roll over retirement plan assets to an account managed by ProVise. **ProVise's Chief Compliance Officer, V. Raymond Ferrara, CFP® remains available to address any questions that a client or prospective client may have regarding the potential for conflict of interest presented by such rollover recommendation.**

Please Note-Use of Mutual Funds: Many mutual funds are available directly to the public. Thus, a prospective client can obtain many of the mutual funds that are recommended and/or utilized by ProVise independent of engaging ProVise as an investment advisor. However, if a prospective client determines to do so, he/she will not receive ProVise's initial and ongoing investment advisory services.

Portfolio Activity. ProVise has a fiduciary duty to provide services consistent with the client's best interest. As part of its investment advisory services, ProVise will review client portfolios on an ongoing basis to determine if any changes are necessary based upon various factors, including, but not limited to, investment performance, mutual fund manager tenure, style drift, and/or a change in the client's investment objective. Based upon these factors, there will be extended periods of time when ProVise determines that changes to a client's portfolio are neither necessary nor prudent. Of course, as indicated below, there can be no assurance that investment decisions made by ProVise will be profitable or equal any specific performance level(s).

Quovo Accounts. In conjunction with the services provided by Quovo, Inc, ProVise also provides periodic comprehensive reporting services, which can incorporate all of the client's investment assets including those investment assets that are not part of the assets managed by ProVise (the

“Excluded/Unsupervised Assets”). ProVise’s service relative to the Excluded/Unsupervised Assets is limited to reporting services only, which does not include investment implementation. Because ProVise does not have trading authority for the Excluded/Unsupervised Assets, to the extent applicable to the nature of the Excluded/Unsupervised Assets (assets over which the client maintains trading authority vs. trading authority designated to another investment professional), the client (and/or the other investment professional), and not ProVise, shall be exclusively responsible for directly implementing any recommendations relative to the Excluded/Unsupervised Assets. The client and/or their other advisors that maintain trading authority, and not ProVise, shall be exclusively responsible for the investment performance of the Excluded/Unsupervised Assets. Without limiting the above, ProVise shall not be responsible for any implementation error (timing, trading, etc.) relative to the Excluded/Unsupervised Assets. In the event the client desires that ProVise provide investment management services with respect to the Excluded/Unsupervised Assets, the client may engage ProVise to do so pursuant to the terms and conditions of the Investment Advisory Agreement between ProVise and the client.

Independent Managers. Under certain circumstances, ProVise will allocate, and/or recommends that you allocate, a portion of your assets among unaffiliated investment managers (Independent Managers) that meet your designated investment objectives. These Independent Managers shall be responsible for the active discretionary management on your allocated assets, however, we shall continue to monitor and review your account performance, asset allocation and investment objectives. In addition to your designated investment objectives, we also consider the Investment Manager’s management style, performance, reputation, financial strength, reporting capabilities, pricing, and other available information and research on the Investment Manager. The fees that you pay to an Investment Manager, as well as any transaction related fees of your designated broker-dealer or account custodian are separate from and in addition to the fees you pay us for investment advisory services as described above.

Non-Discretionary Service Limitations. If you engage ProVise on a non-discretionary investment advisory basis, you must accept that we cannot effect any account transactions without obtaining at least your prior verbal consent. This means that if there is a market correction event during which you are unavailable, we will not be able to take any action on your account. Without discretionary authority, your account could suffer protracted losses or forfeit potential gains in these types of situations.

Trade Error Policy. ProVise will reimburse accounts for losses resulting from our trade errors; however, we reserve the right to retain any gains that may arise from correcting a trade error.

Client Obligations. When providing you services, ProVise generally does not verify, nor are we required to verify, any information you provide us or that we receive from your other professionals. We are expressly authorized to rely upon any information provided by you or your other professionals. You are responsible for promptly notifying us if there is ever any material change in your financial situation or investment objectives since it may cause us to review, evaluate, or revise our previous recommendations and/or services to you.

Disclosure Statement. You will receive a copy of ProVise’s written Brochure as set forth on Part 2A of Form ADV prior to, or at the same time, you enter into an Investment Advisory Agreement or Financial Planning and Consulting Agreement or Retirement Plan Consulting Agreement with us.

- C. ProVise shall provide investment advisory services specific to your investment needs by ascertaining your investment objective prior to providing investment advisory services. We allocate or recommend that you allocate investment assets consistent with your designated investment objectives. You may, at any time, impose reasonable restrictions, in writing, on our services.
- D. ProVise does not participate in a wrap fee program.
- E. As of December 31, 2018, ProVise had \$1,325,377,155 in assets under management on a discretionary basis and \$7,813,795 in assets under management on a non-discretionary basis.

Item 5 Fees and Compensation

- A. You can choose to have ProVise provide discretionary and/or non-discretionary investment advisory services on a fee basis.

INVESTMENT ADVISORY SERVICES

If you engage us to provide discretionary investment advisory services on a fee basis, we base our annual investment advisory fee upon a negotiable percentage (%) of the market value of the assets in your account, which generally ranges between 0.25% and 1.50% depending on the size and complexity of the relationship.

ProVise requires a minimum quarterly fee of \$125.

Please Note: ProVise shall receive an investment advisory fee based upon a percentage (%) of the market value of the assets placed under management. However, fees are negotiable and varies depending upon various objective and subjective factors, including but not limited to: the representative assigned to the account, the amount of assets to be invested, the complexity of the engagement, the anticipated number of meetings and servicing needs, related accounts, future earning capacity, anticipated future additional assets, and negotiations with the client. As a result, similar clients could pay different fees, which will correspondingly impact a client's net account performance. Moreover, the services to be provided by ProVise to any particular client could be available from other advisers at lower fees. All clients and prospective clients should be guided accordingly.

Please Also Note: Conflict of Interest: Although ProVise will allocate client assets consistent with the client's designated investment objective, ProVise and the client, in accordance with the above, may negotiate a lower fee for portions of client accounts invested in fixed income products. As a result, in situations when ProVise earns a higher fee for management of securities other than fixed income, ProVise has a conflict of interest since it will have an economic incentive to allocate more assets to those types of securities for which it will earn a higher advisory fee. **ANY QUESTIONS:** ProVise's Chief Compliance Officer, V. Raymond Ferrara, CFP® remains available to address any questions regarding this conflict of interest.

FINANCIAL PLANNING AND CONSULTING SERVICES (STAND-ALONE)

To the extent specifically requested by a client, ProVise provides financial planning and/or consulting services on a standalone basis. These services include advice on investment and non-investment related matters, such as retirement planning, education planning, estate planning, and insurance planning. We only provide these services upon request and does not provide them to all clients. We determine in our sole discretion whether to provide these services or not for a given

client. Our planning and consulting fees are negotiable, but generally range from \$2,500 to \$15,000 on a fixed fee basis, and from \$75 to \$400 on an hourly rate basis. We base our fees on the level and scope of the services we provide you and consider other factors such as your specific needs and circumstances and whether other professionals are needed to render the services.

RETIREMENT PLANNING CONSULTING SERVICES

ProVise can be engaged as a non-fiduciary consultant to conduct a comprehensive review of a 401(k) plan and then benchmark it against industry averages. The fee for this service is fixed based on the scope of the engagement with a minimum fee of \$2,500. If engaged to provide this service, ProVise shall provide all the services described above to the Plan Sponsor.

Additionally, ProVise can act as co-fiduciary providing investment advice within the meaning of ERISA § 3(21)(A)(ii) to the Plan Fiduciary when advising the Plan Fiduciary and/or the Retirement Plan or Investment Committee on investment management issues. To the extent that ProVise exercises discretionary authority or control over the management or disposition of the Plan assets, ProVise serves as an investment manager within the meaning of ERISA § 3(38). The fee for this service is based on the scope of the engagement and will generally range from 20-60 basis points.

- B. You may choose to have ProVise deduct its fees from one of your custodial accounts. Our standard Investment Advisory Agreement and the custodial/clearing agreement authorizes the custodian to debit your account for the amount of our fee and to directly remit that fee to us. In the event that we bill you directly for our fees, payment is due upon receipt of our invoice. We deduct fees and/or bill an account quarterly in advance, based upon the market value of your account assets on the last business day of the previous quarter. This means we bill or invoice your account before the three-month billing period has begun. We will refund any advance payment that we have not earned.
- C. Unless you direct ProVise otherwise or have unique individual circumstances, we will generally recommend that Charles Schwab and Co., Inc. (Schwab), National Financial Services, LLC (NFS), and/or National Advisors Trust Company (NATC) serve as the broker-dealer/custodian for your investment management assets. Schwab, NFS and NATC will charge brokerage commissions and/or transaction fees for effecting certain securities transactions. Transaction fees are charged for certain no-load mutual funds and commissions are charged for individual equity and fixed income securities transactions. Mutual funds and exchange traded funds impose their own management fees and other fund related expenses which you will also bear in addition to our fees and brokerage commissions and/or transaction fees.
- D. ProVise's annual investment advisory fee shall be prorated and paid quarterly, in advance, based upon the market value of the assets on the last business day of the previous quarter. We generally require a minimum asset level of \$250,000 for investment advisory services. In our discretion, we may also charge a lower investment management fee and/or reduce or waive our minimum asset level to as low as \$25,000 if you meet certain criteria. Such criteria includes anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition or other negotiated terms between us.

Your Investment Advisory Agreement with ProVise will continue until either you or we terminate it upon written notice in accordance with the terms of the Investment Advisory Agreement. Upon termination, we shall refund the pro-rated portion of the advanced advisory fee paid based upon the number of days remaining in the billing quarter.

- E. **Securities Commission Transactions.** You can engage certain representatives of ProVise, in their individual capacities as registered securities representative of our affiliated broker-dealer Kestra Investment Services, LLC (Kestra IS) to implement investment recommendations on a commission basis. In these situations, Kestra IS charges brokerage commissions to effect securities transactions and pays a portion of those commissions to certain of our representatives. The brokerage commissions Kestra IS charges may be higher or lower than those other broker-dealers charge.
1. **Conflict of Interest:** The recommendation to purchase a commission product from Kestra IS presents a conflict of interest for two reasons. First, the receipt of commissions provides an incentive to recommend investment products based on commissions to be received, rather than your particular needs. Second, purchasing a commission product from Kestra IS results in increased compensation to our representatives and our affiliate. No client is under any obligation to purchase any commission products from our representatives. **ProVise's Chief Compliance Officer, V. Raymond Ferrara, CFP® will address any questions you may have regarding this conflict of interest.**
 2. You may purchase investment products ProVise or its representatives recommend through other, non-affiliated broker dealers or agents.
 3. ProVise does not generally generate more than 10% of our revenue from advisory clients as a result of commissions or other compensation for the sale of investment products we recommend to clients.
 4. When ProVise's representatives sell an investment product on a commission basis, we generally do not charge an advisory fee in addition to the commissions you pay for such product. Conversely, when we receive advisory fees for our services, our representatives do not also receive commission for such advisory services. However, if you engage ProVise to provide investment management services on an advisory fee basis, separately our representatives, in their capacity as agents of a broker-dealer, also receives compensation from the sale of a certain security or investment products recommended.
 5. 12b-1 Fees – Commission Sales: In connection with the commissionable securities sales through Kestra IS discussed above, certain of ProVise's associated persons may recommend the purchase of mutual funds which pay 12b-1 or similar shareholder servicing fees. When a client purchases such a mutual fund on a commission basis, Kestra IS will receive 12b-1 fees which are payable out of the assets of the mutual fund during the period that the client maintains the mutual fund investment. Higher 12b-1 typically will adversely impact account performance. This creates a conflict of interest as the increased revenue generated from the purchased mutual fund is paid to our affiliated broker dealer. Because our affiliated broker-dealer receives and retains these amounts, we have an incentive to recommend a mutual fund paying 12b-1 fees, which in turn will adversely impact your account performance. Clients are not under any obligation to engage these individuals when considering implementation of investment recommendations. The implementation of any or all recommendations is solely at the discretion of the client.

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

Neither ProVise nor any of its supervised persons accept performance-based fees.

Item 7 Types of Clients

ProVise's clients generally include individuals, pension and profit sharing plans, 401(k) plans, business entities, trusts, estates and charitable organizations. We generally require a minimum asset level of \$250,000 for investment advisory services though we reduce or waive our minimum asset level to as low as \$25,000, if you meet certain criteria. Such criteria includes anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition or other negotiated terms between us. We generally require a minimum quarterly fee of \$125 for investment advisory services, which may be waived or reduced at our sole discretion.

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

A. ProVise uses the following methods of security analysis:

- Charting – We analyze patterns to identify current trends and trend reversals to forecast the direction of prices.
- Fundamental – We analyze historical and present data, with the goal of making financial forecasts.
- Technical – We analyze historical and present data, focusing on price and trade volume, to forecast the direction of prices.

ProVise uses the following investment strategies when implementing the investment advice we provide you:

- Long Term Purchases, which means not selling securities in your account for at least a year after purchase.
- Short Term Purchases, which means selling securities in your account within a year of purchase.
- Trading, which means selling securities in your account within thirty (30) days of purchase.
- Margin Transactions, which means using borrowed assets to purchase financial instruments or additional investments.
- Options, which are contracts for the purchase or sale of a security at a predetermined price during a specific period of time.

Please Note: Investment Risk. You should be aware that different types of investments involve differing degrees of risk. You should not assume that future performance of any of your specific investments or investment strategy, including those ProVise recommends, will be profitable or equal any specific performance levels.

- B. ProVise's methods of analysis and investment strategies do not present any significant or unusual risks. However, every method of analysis has its own inherent risks. We rely upon current and new market information to help perform accurate market analysis for you, but we have no control over how quickly or how often that market information is communicated. As a result, our analysis may incorporate outdated market information resulting in us providing a limited analysis to you. You should also remember that any market analysis can only produce a forecast of the direction of market values. There are no assurances or guarantees that any forecast will materialize and present profitable investment opportunities.

While ProVise's primary investment strategies, Long Term Purchases, Short Term Purchases, and Trading, are fundamental investment strategies, it is important to remember every investment strategy has risks and limitations. For example, longer term investment strategies can take longer to potentially develop. Shorter term investment strategies may not take as long to potentially develop, but these strategies generally employ more frequent trading meaning you could experience higher transactional costs and taxes as a result. Similarly, a trading strategy involves a very short investment time period but you will incur higher transaction costs than our other two strategies.

When requested, ProVise also implements and/or recommends the use of margin and/or options transactions for an account. Each of these strategies has a unique and a higher level of risk.

A margin transaction occurs when you use borrowed assets to purchase financial instruments or make additional investments. You generally use other securities you own in an account as collateral to obtain the sum needed for the borrowed assets. Because of the effect of borrowing, you magnify any gains or losses from the security you purchased on margin.

Please Note: If you choose to authorize ProVise to use margin on your account, our fees could increase as the market value of your investment portfolio also increases. Our offer to provide margin as a strategy may create a conflict of interest since we stand to receive an increased fee should you choose to employ this strategy with us.

Using options transactions as an investment strategy also involves a high level of risk. An option transaction creates a contract with you and another party to buy or sell a security at a later time and at a predetermined price. During the term of the option contract, the buyer of the option has the right to demand the seller fulfill the contract. The seller fulfills the contract by either selling or purchasing a security depending upon the nature of the option contract. Generally, ProVise only recommends purchasing an option contract in order to offset or hedge potential market risk in your investment portfolio.

Please Note: However, even though ProVise's primary intent in recommending option transactions is to hedge against principal risk, some options-related strategies produce principal volatility and/or risk to you. You must be willing to accept the enhanced volatility and/or principal risks with these strategies. You may direct us at any time, in writing not to employ any or all such strategies for your accounts.

- C. ProVise primarily allocates your investment assets on a discretionary and non-discretionary basis among various individual equity (stock), debt (bonds) and fixed income securities, mutual funds, exchange traded funds, annuities and/or Independent Managers (see Independent Managers on page 5), in accordance with your designated investment objectives.

Item 9 **Disciplinary Information**

ProVise self-reported to the U.S Securities and Exchange Commission (“SEC”) pursuant to the Division of Enforcement’s Share Class Selection Disclosure Initiative. As a result, on March 11, 2019, ProVise, without admitting or denying the findings, consented to the entry of an Order instituting proceedings by the SEC relating to inadequate disclosure provided to clients who purchased or held 12b-1 fee paying share class mutual funds when a lower-cost share class of the same fund was available, which resulted in ProVise’s affiliated broker-dealer and ProVise’s associated persons receiving those fees. As a result, ProVise (i) agreed to cease and desist from causing any violations and any future violations of Section 206(2) and 207 of the Investment Advisers Act of 1940, (ii) agreed to a censure, and (iii) agreed to pay disgorgement and prejudgment interest to affected investors totaling approximately \$297,423.78.

Item 10 **Other Financial Industry Activities and Affiliations**

- A. Certain of ProVise’s representatives are also registered securities representatives of our affiliated broker-dealer, Kestra Investment Services, LLC (Kestra IS).
- B. ProVise and its representatives do not provide or engage in commodities products and services, such as futures contracts. As such, we and our representatives are not registered nor have we applied to register as a futures commission merchant, commodity pool operator, a commodity trading advisor, or a representative of the foregoing.
- C.
 - 1. **Broker-Dealer**. You can choose to engage certain of ProVise’s representatives, in their individual capacities, to effect securities brokerage transactions on a commission basis as agents of our affiliated broker-dealer.
 - **Conflict of Interest**: The recommendation to purchase a commission product from Kestra IS presents a conflict of interest for two reasons. First, the receipt of commissions provides an incentive to recommend you investment products based on commissions to be received, rather than your particular needs. Second, purchasing a commission product from Kestra IS results in increased compensation to our representatives and our affiliate. You are under no obligation to purchase any commission products from our representatives. **ProVise’s Chief Compliance Officer, V. Raymond Ferrara, CFP® will address any questions you may have regarding this conflict of interest.**
 - **12b-1 Fees- Commission Sales**: In connection with the commissionable securities sales through Kestra IS discussed above, certain of ProVise’s associated persons may recommend the purchase of mutual funds which pay 12b-1 or similar shareholder servicing fees. When a client purchases such a mutual fund on a commission basis, Kestra IS will receive 12b-1 fees which are payable out of the assets of the mutual fund during the period that the client maintains the mutual fund investment. Higher 12b-1 typically will adversely impact account performance. This creates a conflict of interest as the increased revenue generated from the purchased mutual fund is paid to our affiliated broker dealer. Because our affiliated broker-dealer receives and retains these amounts, we have an incentive to recommend a mutual fund paying 12b-1 fees, which in turn will adversely impact your account performance. Clients are not under any obligation to engage these individuals when considering implementation of investment recommendations. The implementation of any or all recommendations is solely at the discretion of the client.

2. **Other Investment Advisors/Companies.** ProVise is owned by Kestra Financial Holdings, LP (Kestra), which also owns other registered investment advisers, broker-dealers, insurance agencies and other product and service providers (Kestra Affiliates). From time to time, we recommend that you purchase or sell products and services from or through Kestra Affiliates and these Kestra Affiliates and/or our firm receives compensation as a result of such recommendations. A recommendation that you purchase or sell products or services by or through a Kestra Affiliate creates a conflict of interest since it could result in increased compensation to a Kestra Affiliate and/or our firm.
 3. **Trust Company.** The Chair, CEO and CCO of ProVise, V. Raymond Ferrara, CFP® is a shareholder in a savings and loan holding company, National Advisors Holding, Inc., which formed a federally chartered trust company, National Advisors Trust Company (NATC). NATC provides a low-cost alternative to traditional trust service providers and our firm refers clients to NATC for trust services if it is in the best financial interest of the client. No client is required to use NATC. Any referral of clients to NATC creates a conflict of interest since it could result in an indirect increased economic benefit to a principal of our firm. However, referrals to NATC are not considered a material part of our business. **ProVise's Chief Compliance Officer, V. Raymond Ferrara, CFP® will address any questions you may have regarding this conflict of interest.**
 4. **Licensed Insurance Agents.** Certain of ProVise's representatives, in their individual capacities, are licensed insurance agents, and when they recommend you purchase insurance-related products on a commission basis this creates a conflict of interest.
 - **Conflict of Interest:** The recommendation to purchase a commission product presents a conflict of interest since the receipt of commissions may provide an incentive to recommend you insurance products based on commissions to be received, rather than your particular needs. You are under no obligation to purchase any commission products from our representatives. **ProVise's Chief Compliance Officer, V. Raymond Ferrara, CFP® will address any questions you may have regarding this conflict of interest.**
 5. **Accountant/Accounting Firm.** Certain of ProVise's representatives are Certified Public Accountants and may, in their separate and individual capacities, provide accounting and/or tax preparation services to any clients, including clients of ProVise. In such instances, all such accounting and/or tax preparation services shall be performed by one or more unaffiliated Certified Public Accounting firm(s), independent of ProVise, for which services ProVise shall not receive any portion of the fees charged by such unaffiliated firms, referral or otherwise. Any recommendation to utilize the accounting and/or tax preparation services of ProVise's representatives presents a conflict of interest, as the recommendation could be made on the basis of compensation to be received by the unaffiliated firms, rather than a client's best interest. **No client is under any obligation to use the services of ProVise's representatives in their individual capacities as Certified Public Accountants.**
- D. ProVise refers clients and other individuals to unaffiliated investment advisory firms. ProVise receives compensation in the form of a referral fee should a referred client or other individual determine to engage the unaffiliated investment advisory firm to provide investment management services. Any referral fee received by ProVise shall be included in the advisory fee charged by the unaffiliated investment advisory firm in accordance with the requirements of Rule 206(4)-3 of the Investment Advisers Act of 1940, as amended, and any corresponding state securities laws, rules, regulations, or requirements.

- **Conflict of Interest:** The recommendation by ProVise that an individual or entity engage an unaffiliated investment advisory firm presents a conflict of interest, as the receipt of a referral fee may provide an incentive to recommend the unaffiliated investment advisory firm based upon the referral fee received, rather than on a particular client's need. **No person or entity is under any obligation to engage any investment advisory firm recommended by ProVise.**

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

- A. ProVise maintains an investment policy relative to personal securities transactions. This investment policy is part of our overall Code of Ethics, which serves to establish a standard of business conduct for all of our employees/advisors and to create an ethical culture with our firm. Our Code of Ethics also requires our employees/advisors to comply with federal securities laws, safeguard material non-public information about client transactions and to report their personal securities holdings. Our Code of Ethics is based upon the fundamental principles of transparency, integrity, honesty and trust. We will provide a copy of our Code of Ethics upon request. We also maintain and enforce written policies to help prevent the misuse of material non-public information by us and our associated persons.
- B. ProVise does not, nor does any of its employees/advisors, recommend, buy, or sell for client accounts, securities in which we or any related person has a material financial interest.
- C. When ProVise and/or its employees/advisors buy or sell securities we recommend to you it creates a conflict of interest since we and our employees/advisors are in a position to materially benefit from the sale or purchase of those securities. Abusive practices, such as "scalping" and "front-running," could take place if we did not have adequate policies and procedures in place to detect such activities. Scalping is selling a security for a profit immediately after a recommendation to purchase that security. Front-running is trading personal accounts prior to trading client accounts. We address these issues in our Policies and Procedures Manual.

ProVise has a policy in place to monitor the personal securities transactions and securities holdings of each of our designated "Access Persons". Our securities transaction policy requires that an Access Person provide a written report of their current securities holdings within ten (10) days after becoming an Access Person. Additionally, each Access Person must provide a written report of the Access Person's current securities holdings at least once each twelve (12) month period thereafter.

- D. When ProVise and/or its advisors buy or sell securities we recommend, this practice creates a conflict of interest since we and our employees/advisors are in a position to materially benefit from the sale or purchase of those securities. Our personal securities transaction policy is intended to address this conflict by monitoring the personal securities transaction and securities holdings of each of our Access Persons.

Item 12 Brokerage Practices

- A. ProVise generally recommends that you maintain your investment management accounts at Schwab, NFS and/or NATC. Prior to engaging us to provide investment management services, you will enter into a formal Investment Advisory Agreement with us setting forth the terms and

conditions of our arrangement as well as a separate agreement with each designated broker-dealer or custodian.

In recommending Schwab, NFS and/or NATC (or any other broker-dealer/custodian to clients), we consider their historical relationship with ProVise, financial strength, reputation, execution capabilities, pricing, research, and service. Though we always seek to obtain best execution for you and competitive rates for account transactions, you should be aware you may pay higher a commission and transaction charges than what other qualified broker-dealers charge. Any commission or transaction fee you incur will be reasonable in relation to the value of the brokerage and research services received for the transaction. In seeking best execution, we examine whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer services, including the value of research provided, execution capability, commission rates, and responsiveness. We do consider the costs of a transaction though the determining factor is not the lowest possible cost. The transaction related fees that you pay are separate from and in addition to the fees you pay us for investment advisory services. When purchasing mutual funds for your accounts, our best execution responsibility is qualified because the purchase price is determined by net asset value of the fund as of the daily market close.

1. Research and Additional Benefits

ProVise receives from Schwab, NFS and/or NATC, or other broker-dealers and account custodians support services and products which assist us to better monitor and administer client accounts maintained at such institutions. In addition, these products and services assist us in managing our business enterprise. These products and services include investment-related research, pricing information and market data, software and other technology that provide access to client account data, compliance publications, practice management-related publications, consulting services, attendance at conferences, meetings, and other educational and social events, marketing support, computer hardware and software and other products to further our investment advisory business operations. We receive these products and services at no cost or at a discount and their receipt is not a material consideration for us when determining which broker-dealer or custodian to recommend to you.

You do not pay more for investment transactions through Schwab, NFS and/or NATC as a result of this arrangement. Further, we do not commit or obligate ourselves to Schwab, NFS and/or NATC or any other entity to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as result of the above arrangement.

ProVise's Chief Compliance Officer, V. Raymond Ferrara, CFP® will address any questions you may have regarding this above arrangement or any conflict of interest this arrangement may create.

2. ProVise does not receive referrals from broker-dealers.

ProVise does not generally accept directed brokerage arrangements (when a client requires that account transactions be effected through a specific broker-dealer). In such client directed arrangements, the client will negotiate terms and arrangements for their account with that broker-dealer, and ProVise will not seek better execution services or prices from other broker-dealers or be able to "batch" the client's transactions for execution through other broker-dealers with orders for other accounts managed by ProVise. As a result, a client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net

prices, on transactions for the account than would otherwise be the case. **Please Note:** In the event that the client directs ProVise to effect securities transactions for the client's accounts through a specific broker-dealer, the client correspondingly acknowledges that such direction may cause the accounts to incur higher commissions or transaction costs than the accounts would otherwise incur had the client determined to effect account transactions through alternative clearing arrangements that may be available through ProVise. Higher transaction costs adversely impact account performance.

- B. ProVise generally effects transactions for client accounts independently. We may, but need not, aggregate or "bunch" orders for your account. Where we believe aggregation is appropriate and practicable or that it will result in a more favorable overall execution for you, we will allocate such bunched orders at the average price of the aggregated order. We will not receive any additional compensation or remuneration as a result of such aggregation.
- C. We make available the mutual funds and share classes available through the applicable brokerage or clearing platform. The brokerage or clearing platforms do not make available all share classes of all mutual funds or all mutual fund families. Due to their higher expenses, we do not allow B or C share mutual funds to be purchased in Advisory accounts, and we only allow shares of mutual funds to be purchased in an advisory account when the sales load (commission) has been waived. Even within a share class, expenses will vary by fund and by fund company. Please be sure to review the prospectus for a description of the costs and expenses associated with that fund.
- D. When you establish an account with Kestra Investment Services, LLC ("Kestra IS") on the NFS platform, you are required to select a bank sweep option or money market mutual fund in which the cash in your account will be held. The FDIC bank deposit sweep program is the default option for cash contributed to non-entity (individual) accounts and we receive more from NFS for assets held in that sweep program than we do for assets placed into a money market fund. Entities are not eligible to participate in the bank deposit sweep program.

The bank sweep account will have a yield that will vary based on prevailing interest rates. Kestra IS has the ability to dictate what portion of the yield (interest rate paid) on the bank sweep accounts it will retain. Kestra IS's ability to adjust the yield creates a conflict of interest since the lower the portion of the yield paid to you, the more Kestra IS earns. Our Advisors do not receive any portion of the bank sweep compensation paid to Kestra IS.

In addition to a bank sweep deposit option, Kestra IS makes available two money market funds, the Fidelity Government Money Market Daily Money fund (FZBXX) and the Fidelity Treasury Money Market Daily Money fund (FDUXX), that you may elect to have serve as the cash sweep vehicle for your brokerage account. Pursuant to Kestra IS's clearing agreement with NFS, NFS remits to Kestra IS the amount of 12b-1 fees and shareholding servicing fees for money market mutual funds affiliated with or specified by NFS in amounts set forth in the prospectus or other offering document for such funds, plus ten basis points of amounts invested in such funds. The higher the 12b-1 fees paid by the money market mutual fund, the lower the yield on cash in your account. This revenue sharing creates a conflict of interest as the increased revenue generated from the default money market funds is paid to our affiliated broker dealer. Because our affiliated broker-dealer receives and retains these amounts, we have an incentive to recommend a brokerage account offering sweep money market funds paying 12b-1 fees, which in turn will negatively impact the amount you earn on cash in your account. Our Advisors do not receive any portion of the money market compensation paid to Kestra IS.

Kestra IS does not make available other share classes of the same funds, including those that do not pay 12b-1 fees, available as sweep money market options, however, you may purchase other money market funds, including those that do not pay 12b-1 fees, and move assets from the money market fund or bank deposit account that serves as your cash sweep vehicle into such other funds. While you are not obligated to maintain your assets in the core sweep money market fund or bank deposit sweep account you select, cash in your brokerage account will be placed in the sweep option you select by default and remain in that sweep option until the funds are invested elsewhere or you withdraw the cash from your account.

Item 13 Review of Accounts

- A. ProVise's Principals or its advisors/representatives review your accounts on which we provide investment supervisory services. We conduct account reviews on an ongoing basis; however you are responsible for promptly notifying us if there is ever any material change in your financial situation or investment objectives since it may cause us to review, evaluate, or revise our previous recommendations and services.
- B. Other conditions trigger a review of your account, including changes in the tax laws, new investment information and changes in your financial situation. In addition, we perform account reviews more frequently when market conditions dictate.
- C. You will receive, at least quarterly, written transaction confirmation notices and regular written summary of your account statements directly from the broker-dealer, custodian or program for your accounts. We also provide a written periodic report summarizing account activity and performance.

Item 14 Client Referrals and Other Compensation

- A. As referenced above, ProVise receives indirect economic benefits from Schwab, NFS and/or NATC in our receipt of support services and products at no charge or at a discount rate.

You do not pay more for investment transactions through Schwab, NFS and/or NATC as a result of this arrangement. Further, we do not commit or obligate ourselves to Schwab, NFS and/or NATC or any other entity to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as result of the above arrangement.

ProVise's Chief Compliance Officer, V. Raymond Ferrara, CFP® will address any questions you may have regarding this above arrangement or any conflict of interest this arrangement may create.

- B. We compensate affiliated and unaffiliated third parties (solicitors) who solicit clients and prospects they believe would benefit from our investment advisory services. Any such arrangements with an unaffiliated third party will comply with the Advisers Act, which requires, among other things, that you receive this brochure, we execute an agreement with the solicitor and that you receive a compensation disclosure statement detailing the amount we will pay the solicitor that referred you. Any referral fee we pay will come from our investment management fees and not result in any additional charge to you. You will acknowledge and approve, in writing, of any solicitor fee and at any time, request in writing that we no longer pay this fee to the solicitor. Generally, the elimination of the fee to the solicitor will not reduce your overall fee paid to us.

Item 15 Custody

ProVise and its representatives do not hold or maintain your assets. Third-party qualified custodians hold and maintain your assets and those custodians provide account statements directly to you at your address of record at least quarterly. We urge you to compare the account statements you receive from your account custodian with any performance report or statements we, and/or our service providers create for you.

Though we do not maintain any client assets, we do have custody over certain accounts of clients as described below. Some of our personnel act as a trustee for a trust account of a client. In addition, we may take possession of physical security certificates from advisory clients who are also brokerage customers of Kestra IS and pass them along to your account custodian as a value-add customer service. Also, from time to time, clients provide us written instructions and authority to withdraw funds or securities from their account in order to send such assets on to third-parties in accordance with the client's instructions. Finally, we rebalance re-allocations for retirement accounts of some clients held at their various 401(k) companies and other retirement plan providers.

Please Note: Certain practices and/or services that ProVise provides on behalf of its clients require disclosure at the Custody section of Part 1 of Form ADV, which practices and/or services are subject to an annual surprise CPA examination in accordance with the requirements of Rule 206(4)-2 under the Investment Advisers Act of 1940. **ProVise's Chief Compliance Officer, V. Raymond Ferrara, CFP® remains available to address any questions that a client or prospective client may have regarding custody-related issues.**

In addition, certain clients have established asset transfer authorizations, which permit the qualified custodian to rely upon instructions from ProVise to transfer client funds or securities to third parties. These arrangements are also disclosed at ADV Part 1, Item 9, but in accordance with the guidance provided in the SEC's February 21, 2017 Investment Adviser Association No-Action Letter, the affected accounts are not subject to an annual surprise CPA examination.

Item 16 Investment Discretion

When you engage ProVise to provide investment advisory services on a discretionary basis, ProVise has trading authority which means placing a trade in your account without your prior approval. You will execute an Investment Advisory Agreement granting us discretionary trading authority to buy, sell, or otherwise effect investment transactions involving the assets in your account.

You may, at any time, impose restrictions, in writing, on our discretionary authority. Examples of restrictions include limiting the types and amounts of particular securities we purchase for your account, the ability to purchase securities with an inverse relationship to the market or limiting the use of margin.

Item 17 Voting Client Securities

- A. ProVise does not vote client proxies. You maintain exclusive responsibility for: (1) directing and voting the proxies solicited by issuers of securities you own, and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to investments in your accounts.

- B. You will receive proxies or other solicitations directly from your account custodian. You may contact us to discuss any questions you have with a particular solicitation.

Item 18 Financial Information

- A. ProVise does not solicit fees of more than \$1,200 per client, six months or more in advance.
- B. We do not have any financial condition likely to impair us from meeting our contractual commitments to you.
- C. We have not been the subject of a bankruptcy petition.

ProVise's Chief Compliance Officer, V. Raymond Ferrara, CFP® will address any questions you may have regarding our firm and the disclosures in this brochure.