

Form ADV Part 2A
Firm Brochure
(Amended 3/16/2020)

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Company, LLC*

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This brochure provides information about the qualifications and business practices of St. Johns Investment Management Company, LLC (hereinafter “SJIM” or “firm” or “we”). If you have any questions about the contents of this brochure, please contact us at (904) 379-7903 or at david@stjohnsinv.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 SJIM is available on the SEC’s website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. The CRD number for SJIM is 169538. Registration with the SEC does not imply any level of skill or training.

Item 2. Summary of Material Changes

Since the last annual filing of our Form ADV Part 2A, we have no material changes to report.

Our current Form ADV, Part 2A is available to our existing and prospective clients 24 hours a day through the Investment Adviser Public Disclosure website. Additionally, we will annually and within 120 days of the end of our fiscal year, provide you either: (i) a copy of our Form ADV, Part 2 that includes or is accompanied by a summary of material changes; or (ii) a summary of material changes that includes an offer to provide a copy of the current Form ADV, Part 2A. We urge you to carefully review all subsequent summaries of material changes, as they will contain important information about any significant changes to our firm, including but not limited to advisory services, fee structure, business practices, conflicts of interest, and disciplinary history.

Item 3. Table of Contents

Item 2.	Summary of Material Changes	2
Item 3.	Table of Contents	3
Item 4.	Advisory Business	4
Item 5.	Fees and Compensation	4
Item 6.	Performance-Based Fees and Side-By-Side Management.....	6
Item 7.	Types of Clients	6
Item 8.	Methods of Analysis, Investment Strategies and Risk of Loss.....	6
Item 9.	Disciplinary Information	8
Item 10.	Other Financial Industry Activities and Affiliations	8
Item 11.	Code of Ethics, Participation in Client Transactions and Personal Trading	8
Item 12.	Brokerage Practices.....	9
Item 13.	Review of Accounts	11
Item 14.	Client Referrals and Other Compensation.....	11
Item 15.	Custody	12
Item 16.	Investment Discretion	12
Item 17.	Voting Client Securities	12
Item 18.	Financial Information.....	13

Item 4. Advisory Business

SJIM is a fee-based SEC-registered investment adviser with its principal place of business located in Jacksonville, Florida. We have been in business since 2013, with David Wall Price as the principal owner of the firm.

As December 31, 2019, we have \$239,096,265 in discretionary assets under management and \$2,239,144 in nondiscretionary assets under management.

Portfolio Management Services

Our firm provides continuous advice to a client regarding the investment of client funds based on the individual needs of the client. Through personal discussions in which goals and objectives based on a client's particular circumstances are established, we develop a client's personal portfolio allocation and create and manage a portfolio based on the client's specific investment objectives. During our data-gathering process, we determine the client's individual objectives, time horizons, risk tolerance, income tax situation and income and liquidity needs. We may also review and discuss a client's prior investment history, as well as family composition and background.

We will manage advisory accounts on a discretionary or non-discretionary basis, as agreed with each client. Account supervision is guided by the stated objectives of the client. Clients may impose reasonable restrictions on investing in certain securities, types of securities, or industry sectors.

Generally, client portfolios will be comprised of a combination of equity and fixed-income securities, equity exchange-traded funds, and money market mutual funds (or other short-term investment vehicles). The equity component of these client portfolios will be comprised, in whole or in part, of large-cap US equities. In addition to the large-cap US equities, in most cases, the client's portfolio will contain ETFs invested in other equity asset classifications (such as small-cap equities, mid-cap equities, international equities, as well as mutual funds).

Services in General

Our investment recommendations are not limited to any specific product or service offered by a broker dealer or insurance company.

Item 5. Fees and Compensation

Portfolio Management Fees

Our fees for Portfolio Management Services for discretionary and non-discretionary accounts are based upon a percentage of assets under our management, in accordance with the following fee schedule:

<u>Assets Under Management (\$)</u>	<u>Annual Fee (%)</u>
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First \$1 million	1.00%
Next \$4 million	0.70%
Over \$5 million	0.50%

The market value of each client account is determined by the firm, in accordance with the valuation methodology used in the client's quarterly statement provided by the custodian.

Portfolio management fees are charged quarterly in advance based upon the net value of the assets in the client account on the last business day of the previous quarter.

Portfolio Management Services may also be provided based upon a negotiated fixed fee, charged quarterly in advance or in arrears, as agreed with each client.

Fees in General:

Depending on the particular arrangement with each client, we will either invoice clients or directly debit their custodial accounts for portfolio management fees.

Fees and account minimums for all services are negotiable based upon certain criteria (i.e. level of service required, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition and complexity, negotiations with client, etc.).

We, from time to time, may and do group certain related client accounts for the purposes of determining the account size and/or annualized fee.

Certain client agreements may be governed by fee schedules different from those listed above.

Account Termination and Refunds:

Advisory agreements may be terminated by either party. Clients may terminate the advisory agreement by providing us with notice at our principal place of business. If you notify your account's custodian that you're terminating the custodial account linked to your separately managed account with our firm, we will consider this to constitute a notice of termination.

Upon termination of an account, any prepaid, unearned fees will be promptly refunded on a pro-rated basis, and any earned, unpaid fees will be due and payable on a pro-rated basis, unless waived at adviser's sole discretion.

We will have no obligation to recommend or take any actions with regard to the securities, cash or other investments in a terminated account, but we may, at our discretion, assist you in liquidating assets and in effecting the transfer of assets to a new custodian designated by you.

Mutual Fund and ETF Fees and Expenses: All fees paid to our firm for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds and ETFs to their shareholders. These fees and expenses are described in each fund's prospectus. These fees will

generally include a management fee, other fund expenses, and a possible distribution fee. A client could invest in a mutual fund or an ETF directly, without the services of our firm. In that case, the client would not receive the services provided by us which are designed, among other things, to assist the client in determining which mutual fund or funds or ETFs are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and ETFs and the fees charged by us to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

Brokerage, Custodial and Other Transaction Fees

In addition to advisory fees paid to our firm, clients will also be responsible for all transaction, brokerage, trade-away and custodial fees incurred as part of their account management. Please see Item 12 of this Brochure for important disclosures regarding our brokerage practices.

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

We do not charge any fees based on a share of capital gains on or capital appreciation of the assets of a client.

Item 7. Types of Clients

Our firm primarily provides advisory services to the following types of clients;

- Individuals, including high net worth individuals
- Trusts, estates and charitable organizations
- Corporations or other business entities
- Pension and profit sharing plans
- Charitable organizations

We typically require a minimum annual fee of \$5,000, which may be negotiated or waived, at our sole discretion.

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

Methods of Analysis and Associated Risks

Portfolio Management Services:

As described in Item 4 of this Brochure, the equity component of our separately managed accounts will be comprised, in whole or in part, of large capitalization U.S. equities. Currently, we utilize research purchased by us from various independent sources, research available from brokerage and investment banking firms and various periodicals and subscription services. These ancillary sources are used mostly for strategic reasons (economic and investment and company-specific information rather than company-specific industry recommendations.)

We use a three factor approach for equity valuation, considering both fundamental and technical

research analytics to arrive at a given score for each security evaluated. The three factor approach gives a 70% weight to fundamental factors and 30% weight to technical factors. When new names are being considered for the model, the score of each potential new entrant is compared against the score of other possible new entrants.

In the case of our managed accounts that invest, in whole or in part, in fixed-income securities, we typically purchase individual fixed income securities rather than ETFs or mutual funds.

Fundamental Analysis: Fundamental analysis of a business involves analyzing its income statement, financial statements and health, its management and competitive advantages, and its competitors and markets. Fundamental analysis school of thought maintains that markets may mis-price a security in the short run but that the "correct" price will eventually be reached. Profits can be made by trading the mis-priced security and then waiting for the market to recognize its "mistake" and re-price the security. We would typically categorize our individual stock discipline as Large Capitalization (market caps above \$10 billion) with no specific preference relative to growth or value categorization.

Fundamental analysis does not attempt to anticipate market movements. This presents a potential risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the stock. Therefore, unforeseen market conditions and/or company developments may result in significant price fluctuations that can lead to investor losses.

Technical Analysis: Technical analysis seeks to identify price patterns and trends in financial markets and attempt to exploit those patterns. We follow and examine such indicators as price, volume, moving averages of the price and market sentiment. Technical analysis does not consider the underlying financial condition of a company. This presents a risk in that a poorly-managed or financially unsound company may underperform regardless of market movement.

Investment Strategies and Associated Risks:

All investments in securities include a risk of loss of a client's principal (invested amount) and any profits that have not been realized. Stock markets and bond markets fluctuate substantially over time and performance of any investment is not guaranteed.

Our investment approach takes into consideration the potential risk of loss and seeks to match the investment strategy employed for you with your tolerance for potential fluctuations in markets and incurring losses. Generally, you must invest in securities that have a higher risk of loss in order to obtain a higher potential for long-term gains. There is no guarantee that our investment strategies will meet your objectives or, in any event, protect your assets from the potential for losses. Depending on the types of securities you invest in, you may face the investment risks described below:

- Equity investments are highly volatile and are subject to stock market risk, with the chance that stock prices overall will decline. Stock markets tend to move in cycles, with periods of rising prices and periods of falling prices.
- Bond and interest rates have an inverse relationship. For example, when interest rates rise, bond prices fall.

- Portfolios that invest in lower-rated debt securities involve additional risks because of the lower credit quality of the securities in the portfolio. As a result, investment in these types of bonds may expose clients to a higher level of volatility and increased risk of default.
- International investing involves special risks, including greater economic and political instability, as well as currency fluctuation risks.
- Investments in stocks of small companies involve additional risks. Smaller companies typically have a higher risk of failure and are not as well-established as larger blue chip companies. Historically, smaller-company stocks have experienced a greater degree of market volatility than the overall market average.
- Investments in real estate have various risks, including possible lack of liquidity and devaluation based on adverse economic and regulatory changes.
- The price of commodities is subject to substantial price fluctuations of short periods of time and may be affected by unpredictable international monetary and political policies. The market for commodities is widely unregulated and concentrated investing may lead to higher price volatility.
- Clients who are invested exclusively in the large capitalization U.S. equities are subject to stock-selection risk and may either outperform or underperform the overall stock market. Large-capitalization stocks tend to go through cycles of performing better or worse than the stock market in general. The duration of these periods, has in the past, lasted for as long as several years and cannot be predicted.
- Alternative investments such as non-rated and/or emerging market issues, derivatives, options and other structured products involve different and heightened risks and may not be suitable for investors who are not sophisticated and have no prior experience with these types of investments.
- Mutual funds and ETFs are also subject to market volatility and risk of loss.
- Money market mutual funds are not insured or guaranteed by the United States, the FDIC or any other governmental agency and may lose value.

Item 9. Disciplinary Information

Our firm has no reportable disciplinary events to disclose.

Item 10. Other Financial Industry Activities and Affiliations

Neither our firm nor any of our management persons have entered into a relationship or arrangement with a related person that is material to our advisory business or to our clients.

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

Code of Ethics Disclosure:

Our firm has adopted a Code of Ethics which sets forth high ethical standards of business conduct that we require of our employees, including compliance with applicable federal securities laws. Our Code of Ethics includes policies and procedures for the review of quarterly securities transactions reports as well as initial and annual securities holdings reports that must be submitted by the firm's access

persons. Our Code of Ethics also requires the prior approval of any acquisition of securities in a limited offering (e.g., private placement) or an initial public offering. Our code provides for oversight, enforcement and recordkeeping provisions. A copy of our Code of Ethics is available to our advisory clients and prospective clients upon request to David Andrew Price, Chief Compliance Officer, at the firm's principal office address.

Our principals and employees do not typically participate in investment contemplated for advisory clients.

Additionally, to ensure the fulfillment of our fiduciary responsibilities, we have established the following restrictions:

1. No principal or employee of our firm may buy or sell securities or other investment instruments for their personal portfolio(s) where their decision is substantially derived, in whole or in part, by reason of his or her employment unless the information is also available to the investing public on reasonable inquiry. No principal or employee of our firm may prefer his or her own interest to that of the advisory client.
2. We maintain a list of all securities holdings for our firm and anyone associated with this advisory practice with access to advisory recommendations. These holdings are reviewed on a regular basis by David Andrew Price, Chief Compliance Officer or his designee.
3. Since our firm allows charitable giving to client-run or client-endorsed charitable organizations, we have implemented disclosure, reporting and pre-clearance requirements to avoid any appearance of bias.
4. We emphasize the unrestricted right of the client to decline to implement any advice rendered, except in situations where our firm is granted discretionary authority.
5. All of our principals and employees must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.
6. Any individual not in observance of the above may be subject to disciplinary action or termination.

Item 12. Brokerage Practices

We do not have any formal or informal soft-dollar arrangements and do not receive any soft-dollar benefits.

We do not request or accept the discretionary authority to determine the broker dealer to be used for client accounts. This means that we will not survey or shop the brokerage market place for best execution on a transaction-by-transaction basis. As such, clients must direct us as to the broker dealer to be used. Generally, this direction is given via the client selection of a particular custodian and/or their specific platform and is memorialized in the advisory agreement. In directing the use of a particular broker or dealer, it should be understood that we will not have authority to negotiate commissions among various brokers or obtain volume discounts, and best execution may not be

achieved. In addition, a disparity in commission charges may exist between the commissions charged to the client and those charged to other clients. Not all advisers require their clients to direct brokerage.

For clients in need of brokerage or custodial services, and depending on client circumstances and needs, we will recommend the use of one of several broker dealers, provided that such recommendation is consistent with our fiduciary duty to the client. Generally, we will recommend the brokerage services offered by the client's custodian and/or their respective platforms. Our clients must evaluate these brokers before opening an account. The factors considered by our firm when making this recommendation are the broker's ability to provide professional services, our experience with the broker, the broker's reputation, and the broker's quality of execution services and costs of such services, and the custodial platform provided to clients, among other factors.

Clients are not under any obligation to effect trades through any recommended broker.

If a client, when undertaking an advisory relationship with our firm, already has a pre-established relationship with a broker and instructs us to execute all transactions through that broker, it should be understood that under those circumstances, we will not have the authority to negotiate commissions, obtain volume discounts and best execution may not be achieved. In addition, under these circumstances a disparity in commission charges may exist between the commissions charged to other clients since our firm may not be able to aggregate orders to reduce transaction costs or the client may receive less favorable prices.

We reserve the right to decline acceptance of any client account for which the client directs the use of a broker if we believe that this choice would hinder its fiduciary duty to the client and/or its ability to service the account.

For clients in need of brokerage and custodial services, we will typically recommend Charles Schwab & Company, Inc. ("Schwab"), an unaffiliated FINRA-registered broker dealer.

Our firm participates in the Schwab Advisor Services (SAS) program offered to independent investment advisers by Schwab. As part of the SAS program, our firm receives benefits that it would not receive if it did not offer investment. These benefits include: receipt of duplicate client confirmations and bundled duplicate statements; access to a trading desk serving SAS participants exclusively; access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; ability to have investment advisory fees deducted directly from client account; access, for a fee, to an electronic communication network for client order entry and account information; receipt of compliance publications; and access to mutual funds which generally require significantly higher minimum initial investments or are generally available only to institutional investors. The benefits received through participation in the SAS program may or may not depend upon the amount of transactions directed to, or amount of assets custodied by, Schwab.

Participation in the SAS program may result in a potential conflict of interest for our firm, as the receipt of the above benefits creates an incentive for us to recommend Schwab to clients.

While, based on our business model, we will not seek to exercise discretion to negotiate trades among

various brokers on behalf of clients, we will, however, periodically attempt to negotiate lower commission rates for our clients with Schwab.

Trade Aggregation and Allocation

We may aggregate client trades when doing so is advantageous to our clients. Mostly, we will batch client transactions to receive volume discounts and to obtain better and more uniform pricing across client accounts. If we determine that aggregation of trades in a certain situation will be beneficial to our clients, transactions will be averaged as to price and will be allocated among our clients in proportion to the purchase and sale orders placed for each client account for any given aggregated trade.

Cross Trades

We may cross trades between certain client accounts, if such a transaction is in the best interest of all parties involved and a fair value of the securities bought and sold can be established and documented.

Item 13. *Review of Accounts*

The following individuals are responsible for client account reviews and model reviews:

- David Wall Price, CEO, President, Manager, Chief Investment Officer
- Melanie Moxley Magners, Portfolio Manager
- David Andrew Price, Chief Compliance Officer

Portfolio Management Services

We will continuously monitor the underlying securities in client accounts and perform at least quarterly reviews of account holdings for all clients. Accounts are reviewed for consistency with client investment strategy, asset allocation, risk tolerance and performance relative to the appropriate benchmark. More frequent reviews may be triggered by changes in an account holder's personal, tax or financial status. Economic and political specific events may also trigger reviews. Clients will receive monthly or quarterly statements and confirmations of transactions from their broker dealer and/or custodian. Our firm will send additional customized quarterly reports showing portfolio positions, cash and cost basis, market value and/or performance compared to relevant index benchmarks. Annually, either via a client meeting or written correspondence, we will provide the client with a discussion of his specific account(s), market commentary, request information concerning any changes in their specific situations and discuss any changes deemed to be appropriate.

Item 14. *Client Referrals and Other Compensation*

Other than the arrangements disclosed in Item 12 this Form ADV Part 2A, we do not presently have arrangements whereby a third-party provides an economic benefit to the firm in exchange for us providing investment advice to clients.

We do not presently compensate anyone for client referrals although we have had such arrangements in the past and might again in the future.

Item 15. Custody

Custody is defined as any legal or actual ability by our firm to access client funds or securities. All client funds and securities are held with one or more “qualified custodians.” However, although our firm does not take actual possession of client funds or securities, we are deemed to have constructive custody of certain client accounts and funds under current SEC interpretation and guidance. We are deemed to have constructive custody because we directly debit advisory fees from client accounts and/or have accounts with Standing Letters of Authorization (“SLOAs”) allowing us to direct payments to third-party payees designated by a client. Therefore, we urge all of our clients to carefully review and compare the reviews of account holdings and/or performance results they receive from us to those they receive from their qualified custodian. Any discrepancies should be reported to us and/or the qualified custodian immediately.

Item 16. Investment Discretion

For clients granting us the discretionary authority to determine which investments and the size of investments to be bought or sold for their account(s), we request that such authority be granted in writing, typically in the investment advisory agreement.

Should the client wish to impose reasonable limitations on this discretionary authority, such limitations shall be included in this written authority statement. Clients may change/amend these limitations as desired. Such amendments must be submitted to us by the client in writing.

Item 17. Voting Client Securities

Clients whose portfolios we manage may elect to delegate their proxy voting authority to us. Alternatively, clients may, at their election, choose to receive proxies related to their own accounts, in which case we may consult with clients as requested. (With respect to ERISA accounts, we will vote proxies unless the plan documents specifically reserve the plan sponsor’s right to vote proxies.) Since all proxies are voted in bulk across client accounts, we are unable to accept instructions from clients on how to vote a particular proxy. However, clients who have elected to delegate their proxy voting authority to us may withdraw this grant of authority at any time with a written request. Any change in proxy voting delegation will take place immediately upon client notification but may not result in the client having the ability to vote an existing proxy via the new delegation during the current specific proxy period.

Clients may obtain a copy of our voting policies, procedures and guidelines by contacting David Andrew Price directly. Clients may request, in writing, information on how proxies for their shares were voted. If any client requests a copy of our complete proxy policies and procedures or information on how we voted for his/her account(s), we will promptly provide such information to the client.

We will neither advise nor act on behalf of the client in legal proceedings involving companies whose

securities are held in the client's account(s). We will however, upon client request, file "Proofs of Claims" in class action settlements. If desired, clients may direct us to transmit copies of class action notices to the client or a third party. Upon such direction, we will make commercially reasonable efforts to forward such notices in a timely manner.

Item 18. Financial Information

Under no circumstances will we earn fees in excess of \$1,200 more than six months in advance of services rendered, and therefore we have no obligation to disclose our firm financials as part of this Brochure.

Our firm has no financial condition that impairs our ability to meet our contractual obligations to you, and have never been the subject of a bankruptcy proceeding.