

Upbeat Wealth, LLC

dba Upbeat Wealth

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Form ADV Part 2A – Firm Brochure

This Brochure provides information about the qualifications and business practices of Upbeat Wealth, LLC d.b.a Upbeat Wealth. If you have any questions about the contents of this Brochure, please contact Michael Turi at (504)386-3856 or by email at mike@upbeatwealth.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.

Upbeat Wealth, LLC d.b.a Upbeat Wealth is registered as an Investment Adviser with the State of Louisiana. Registration of an Investment Adviser does not any level of skill or training

Additional information about Upbeat Wealth, LLC also is available on the SEC's website at www.adviserinfo.sec.gov, which can be found using the firm's identification number, 314880.

Item 2: Material Changes

Since the last annual filing of this Form ADV brochure on January 13th, 2023, the following material changes of note have occurred:

- Items 4 and 5: The firm has updated services and fees. See item 4 and 5 for further information.

From time to time, we may amend this Disclosure Brochure to reflect changes in our business practices, changes in regulations and routine annual updates as required by the securities regulators. This complete Disclosure Brochure or a Summary of Material Changes shall be provided to each Client annually and if a material change occurs in the business practices of Upbeat Wealth.

At any time, you may view the current Disclosure Brochure on-line at the SEC's Investment Adviser Public Disclosure website at <http://www.adviserinfo.sec.gov> by searching for our firm name or by our CRD number 314880.

You may also request a copy of this Disclosure Brochure at any time, by contacting us at (504) 386-3856.

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Item 4: Advisory Business

A. Description of Advisory Firm

Upbeat Wealth, LLC, ((hereinafter “Upbeat Wealth”, the “Firm”, “We”, or “Our”) is registered as an Investment Adviser with the State of Louisiana. We were founded in May of 2021. Michael Turi is the principal owner of Upbeat Wealth.

B. Types of Advisory Services

Upbeat Wealth offers the following advisory services to its Clients (individuals, high net worth individuals, pension and profit-sharing plans, trusts, estates, charitable organizations and small businesses), with each service more fully described below:

- Financial Planning Services
- Investment Management Services
- Retirement Plan Consulting Services
- Educational Seminars

Ongoing Financial Planning Services

This service involves working one-on-one with a planner over an extended period of time. Clients get to work with a planner who will help develop and implement their plan. The planner will monitor their plan, recommend any changes and ensure the plan is up to date.

Clients purchasing this service will receive a written or an electronic report on an annual basis, providing the Client with a detailed financial plan designed to achieve his or her stated financial goals and objectives. If a follow up meeting is required, we will meet at the client’s convenience. The plan and the client’s financial situation will be monitored throughout the year and follow-up phone calls and emails will be made to the client to confirm that any agreed upon action steps have been carried out. Additionally, clients will receive unlimited access to phone calls, emails, follow-up meetings and updates.

In general, we will follow the service calendar below. However, clients are free to bring up additional topics or modify the calendar to best fit their needs.

Service Calendar

January – March: Review/Update Financial Goals and Projections, Tax Planning, Cash Flow and Debt Management, Net Worth Review

April – June: Investment Planning, Education Planning, Account Rebalancing

July – September: Insurance Planning, Workplace Benefit Review, Retirement Planning

October – December: Estate Planning, Tax Harvesting, Gifting Strategies, Account Rebalancing

Investment Management Services

Upbeat Wealth will complete its analysis of your situation as described in Item 4.C below. Upbeat Wealth manages Client investment portfolios on a discretionary or non-discretionary basis. While these services are available on a stand-alone basis, they can also be rendered in conjunction with financial planning services under a comprehensive wealth management engagement.

We will determine an asset allocation target customized to your financial goals, objectives, and risk tolerance. We will then construct a portfolio based on the Client’s asset allocation target, limitations and/or restrictions, the market and economy at the time, and financial situation. The initial portfolio will be implemented following an executed Advisory Agreement. Once invested, we will provide continuous and ongoing monitoring of the

account and will make changes to portfolio using our discretion (or after consultation with the client if they have entered into a non-discretionary agreement with the Firm).

In managing Client investment portfolios, Upbeat Wealth primarily uses exchange traded funds (ETFs), exchange traded notes (ETNs), custom structured products, various mutual funds, stocks and certificates of deposits. However, investment portfolio construction may also include bonds, money market funds, and government securities. Fees pertaining to this service are outlined in Item 5 of this brochure.

When appropriate, we utilize the services of third-party investment advisers (“Outside Managers”) to assist with the management of Client accounts. We assist Clients in selecting an appropriate allocation model, completing the Outside Manager’s investor profile questionnaire, interacting with the Outside Manager and reviewing the Outside Manager. Our review process and analysis of outside managers is further discussed in Item 8 of this Form ADV Part 2A. Additionally, we will meet with the Client on a periodic basis to discuss changes in their personal or financial situation, suitability, and any new or revised restrictions to be applied to the account. Fees pertaining to this service are outlined in Item 5 of this brochure.

One-Time Financial Planning Services

Before engaging the Firm to provide stand-alone planning or consulting services, clients may be required to enter into a One-Time Financial Planning Agreement with the Firm setting forth the terms and conditions of the engagement (including termination), describing the scope of the services to be provided, and the portion of the fee that is due from the client before the Firm commences services. If requested by the Client, the Firm may recommend the services of other professionals for implementation purposes in their separate individual licensed capacities. The Client is under no obligation to engage the services of any such recommended professional. The Client retains absolute discretion over all such implementation decisions and is free to accept or reject any recommendation from the Firm.

Upbeat Wealth provides financial planning services on topics such as retirement planning, risk management, education funding, cash flow, debt management, employee benefits, legacy planning, and incapacity planning. Our services are broad or focused on one or more of these topics to address your personal situation. Clients may work with the Firm on a project-base or continuous comprehensive base with fees outlined in Item 5 of this brochure.

Financial planning involves an evaluation of a Client's current and future financial state by using currently known variables to predict future cash flows, asset values, and withdrawal plans. The key defining aspect of financial planning is that through the financial planning process, all questions, information, and analysis will be considered as they affect and are affected by the entire financial and life situation of the Client.

Retirement Plan Consulting Services

The Firm will provide retirement plan consulting services in the form of advisory and financial planning services to plan administrators of retirement plans. The Firm advises on selection of plan managers and third-party administrators and provides ongoing consulting to the company’s fiduciaries as well as at least annual meetings to discuss the performance of the plan. Additionally, the Firm is available to assist employees in enrollment in the plan and answer questions related to the available investments.

Educational Seminars

We may provide seminars on an “as announced” basis for groups seeking general education on investments and other areas of personal finance. The content of these seminars will vary depending upon the needs of the attendees. These seminars are purely educational in nature and do not involve the sale of any investment products. Information presented will not be based on any individual’s person’s need, nor does Upbeat Wealth provide individualized investment advice to attendees during these seminars.

C. Client Tailored Services and Client Imposed Restrictions

Our advice and services are based on the individual needs of the Client. Depending on the services requested, we will gather financial information and history including but not limited to goals, objectives, investment horizon, risk tolerance, tax bracket information, liquidity needs, and any other relevant related factors through personal discussions.

Clients can specify, within reason, any restrictions and/or limitations they would like to place on discretionary authority as it pertains to individual securities and/or types of securities that will be traded in their account by submitting these items in writing to the Firm.

D. Wrap Fee Programs

We do not participate in wrap fee programs.

E. Assets Under Management

As of December 31, 2023, Upbeat Wealth has \$2,865,197 in discretionary and \$0 in non-discretionary assets under management.

Item 5: Fees and Compensation

Please note, unless a Client has received the Firm's Disclosure Brochure at least 48 hours prior to signing the investment advisory contract, the investment advisory contract may be terminated by the Client within five (5) business days of signing the contract without incurring any advisory fees. How we are paid depends on the type of advisory service we are performing. Please review the fee and compensation information below.

UpLeap (Ongoing Planning and Investment Management Services)

Fees for Ongoing Planning and Investment Management are dependent on the package the client is best suited for based on their household size. See the chart below for further details:

	Individuals	Couples	Households
Initial Fee	up to \$2,000	up to \$2,000	up to \$2,000
Annual Fee	\$2,400	\$3,600	\$3,900
Asset Threshold	\$250,000	\$400,000	\$400,000

Fees for this service are paid monthly in advance, and may be negotiable in certain cases. Upbeat Wealth will manage assets up to the listed 'asset threshold' for the agreed-upon fixed fee. For example, for individuals, Upbeat Wealth will manage up to \$250,000 in assets under our management.

At the end of every calendar quarter, Upbeat Wealth will re-examine the Client's assets under management ("AUM"). If assets reach the above threshold, Upbeat Wealth will charge the client based on a percentage of assets under management as illustrated under the Investment Management section below for any assets managed past the above noted asset threshold (see example noted in the below section).

Fees for this service may be paid by electronic funds transfer (EFT), credit card or debited from an account managed by Upbeat Wealth. This service may be terminated by either party with 15 days' notice. Since fees are paid in arrears, no refund will be needed upon termination of the account.

When complexity warrants a higher fee such as clients operating as solopreneurs or requiring assistance with equity compensation and/or real estate, Upbeat Wealth will provide these services for an additional \$225 per quarter. The Advisor and Client will agree upon any fee additions to ensure fees are reasonable based on the nature of the client's needs and complexity in conjunction with the services to be delivered. The final agreed upon fee and fee frequency will be outlined in your Advisory Contract.

UpBuild (Investment Management Services)

The fee is based on a percentage of assets under management and is negotiable. The annualized fees for investment management services are based on the following fee schedule:

Assets Under Management	Annual Advisory Fee
\$0 - \$500,000	0.75%
\$500,001 - \$2,000,000	0.50%
\$2,000,001 and Above	0.25%

The annual advisory fee is paid monthly in arrears based on the average daily balance of the Client's account(s). The advisory fee is a blended tier. For example, a client engaged in our UpBuild Service with assets under management of \$750,000 would pay 0.75% up to \$500,000 (\$3,750) + 0.50% on the excess of \$250,000 (\$1,250) for a fee equal to \$5,000. A client engaged in our UpLeap Service, for a Household with \$750k AUM would be \$3,900 + (\$100k x .75%) + (\$250k x .50%) = \$5,900. No increase in the annual fee shall be effective without agreement from the Client by signing a new agreement or amendment to their current advisory agreement.

In determining the advisory fee, we may allow accounts of members of the same household to be aggregated. Upbeat Wealth relies on the valuation as provided by Client's custodian in determining assets under management. Our advisory fee is prorated for any partial billing periods occurring during the engagement, including the initial and terminating billing periods.

Advisory fees are directly debited from Client accounts. Accounts initiated will be charged a prorated fee based on the amount of time remaining in the billing period. An account may be terminated with written notice at least 15 calendar days in advance. Since fees are paid in arrears, no refund will be needed upon termination of the account. If you terminate investment advisory services during a month, you will be charged a pro-rata portion of the advisory fee for the month up to the date of termination. You will, however, be responsible for any fees and charges incurred from third parties as a result of maintaining the account, such as account maintenance or custodial fees.

If Upbeat Wealth utilizes an Outside Manager, the above fee schedule does not include the Outside Manager's fee. The Outside Manager's advisory fees, billing schedule, and payment procedures are set forth in their separate written disclosure documents, advisory agreements, and/or the account opening documents of your account Custodian. At no point will the combined fee charged to the Client exceed 2% of assets under management.

UpStart (One-Time Financial Planning Services)

We offer financial planning services on a fixed fee or hourly fee basis. This service is available to clients who have a specific need regarding one or a group of planning topics only. The fixed fee can range from \$750 –

\$7,500, depending on the complexity and needs of the client. The hourly fee basis is a rate of \$250 per hour. Fees are negotiable in certain situations and agreed upon before the start of any work.

If the Client selects the fixed fee, half of the fee is due at the beginning of the process and the remainder is due at the completion of work. Upbeat will not bill an amount above \$500 more than six (6) months in advance. Hourly fee arrangements are invoiced and billed on a monthly basis in arrears. Fees for this service may be paid by electronic funds transfer or check. In the event of early termination, any prepaid but unearned fees will be refunded to the Client and any completed deliverables of the project will be provided to the Client and no further fees will be charged.

Pro-bono Financial Planning

Upbeat Wealth, in its sole discretion, may offer its Financial Planning and/or Consulting Services on a zero-fee, pro-bono basis. Clients offered Financial Planning and/or Consulting Services on a pro-bono basis are required to enter into a Financial Planning Agreement with Upbeat setting forth the terms and conditions of the engagement (including termination), describing the scope of the services to be provided.

Employee Benefit Plan Services

Upbeat Wealth will be compensated for Employee Benefit Plan Services at a rate not to exceed 0.50% as a percentage of assets or via a fixed fee not to exceed \$10,000. Services include advising on selection of plan managers and third-party administrators as well as providing ongoing consulting the company's fiduciaries and at least annual meetings to discuss the performance of the plan. Additionally, Upbeat Wealth is available to assist employees in enrollment in the plan and answer questions related to the available investments. Upbeat Wealth's compensation is independent of fees to other parties, such as Record Keepers, Custodians, or Third-Party Administrators. Fees for this service are either paid directly by the plan sponsor or deducted directly from the plan assets by the Custodian on a quarterly basis, and Upbeat Wealth's fee is remitted to Upbeat Wealth.

Educational Seminars

Fees for Educational Seminars range from \$250 - \$5,000 and will vary due to varying scope, length, and complexity of the seminars. Fees may be negotiated and paid for by employers. Upbeat Wealth may also provide pro-bono seminars at its own discretion.

Other Types of Fees and Expenses

Our fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which may be incurred by the Client. Clients may incur certain charges imposed by custodians, brokers, and other third parties such as custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer, and electronic fund fees as well as other fees and taxes on brokerage accounts and securities transactions. Mutual fund and exchange-traded funds also charge internal management fees, which are disclosed in a fund's prospectus. Such charges, fees, and commissions are exclusive of an in addition to our fee, and we shall not receive any portion of these commissions, fees and costs.

Item 12 further describes the factors that we consider in selecting or recommending broker-dealers for Client's transactions and determining the reasonableness of their compensation (e.g., commissions).

We do not accept compensation for the sale of securities or other investment products including asset-based sales charges or services fees from sale of mutual funds.

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

Upbeat Wealth does not accept performance-based fees nor does the Firm engage in side-by side management.

Item 7: Types of Clients

Upbeat Wealth provides advisory services to individuals, high net-worth individuals, trusts, estates, pension and profit-sharing plans, trusts, estates, charitable organizations and small businesses. Upbeat Wealth does not require a minimum account size to establish a relationship.

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

Use of Outside Managers

We may refer Clients to third-party investment advisers (“outside managers”). Our analysis of outside managers involves the examination of the experience, expertise, investment philosophies, and past performance of the outside managers in an attempt to determine if that manager has demonstrated an ability to invest over a period of time and in different economic conditions. A risk of investing with an outside manager who has been successful in the past is that he or she may not be able to replicate that success in the future. In addition, as we do not control the underlying investments in an outside manager’s portfolio, there is also a risk that a manager may deviate from the stated investment mandate or strategy of the portfolio resulting in a less suitable investment for the Client. Moreover, as we do not control the manager’s daily business and compliance operations, we may be unaware of the lack of internal controls necessary to prevent business, regulatory or reputational deficiencies.

A. Methods of Analysis

Upbeat Wealth generally conducts two methods of analysis, fundamental or technical, in developing investment strategies. Other security analysis methods may include charting, and cyclical analysis.

- **Fundamental Analysis** involves analyzing individual companies and their industry groups, such as a company’ financial statements, details regarding the company’s product line, the experience and expertise of the company’s management, and the outlook for the company’s industry. Economic information such as interest rates, GDP, inflation, and unemployment may also be used to assess securities.
- **Technical Analysis** involves reviewing statistics such as trade volume, demand, and volatility to determine trends in security prices.

B. Investment Strategies

Upbeat may utilize the following investment strategies when implementing investment advice given to clients:

- Long Term Purchases (securities held at least a year)
- Short Term Purchases (securities sold within a year)
- Trading (securities sold within thirty (30) days)

- Modern Portfolio Theory – A process incorporating Client needs, resources, time horizon, risk tolerance, and past experience to design an asset allocation that is dynamic in nature rather than static.

We do not represent, warrant or imply that the services or methods of analysis we use can or will predict future results, successfully identify market tops or bottoms or insulate you from losses due to major market corrections or crashes. Past Performance is no indication of future performance. No guarantees can be offered that your goals or objectives will be achieved. Furthermore, no promises or assumptions can be made that the advisory services offered by Upbeat Wealth will provide a better return than other investment strategies.

C. Risk of Loss

Material Risks Involved:

All investing strategies we offer involve risk and may result in a loss of your original investment which you should be prepared to bear. Many of these risks apply equally to stocks, bonds, commodities, and any other investment or security. Material risks associated with our investment strategies are listed below.

Market Risk: Market risk involves the possibility that an investment's current market value will fall because of a general market decline, reducing the value of the investment regardless of the operational success of the issuer's operations or its financial condition.

Strategy Risk: The Adviser's investment strategies and/or investment techniques may not work as intended.

Small and Medium Cap Company Risk: Securities of companies with small and medium market capitalizations are often more volatile and less liquid than investments in larger companies. Small and medium cap companies may face a greater risk of business failure, which could increase the volatility of the Client's portfolio.

Turnover Risk: At times, the strategy may have a portfolio turnover rate that is higher than other strategies. A high portfolio turnover would result in correspondingly greater brokerage commission expenses and may result in the distribution of additional capital gains for tax purposes. These factors may negatively affect the account's performance.

Limited markets: Certain securities may be less liquid (harder to sell or buy) and their prices may at times be more volatile than at other times. Under certain market conditions, we may be unable to sell or liquidate investments at prices we consider reasonable or favorable or find buyers at any price.

Concentration Risk: Certain investment strategies focus on particular asset-classes, industries, sectors or types of investment. From time to time these strategies may be subject to greater risks of adverse developments in such areas of focus than a strategy that is more broadly diversified across a wider variety of investments.

Interest Rate Risk: Bond (fixed income) prices generally fall when interest rates rise, and the value may fall below par value or the principal investment. The opposite is also generally true: bond prices generally rise when interest rates fall. In general, fixed income securities with longer maturities are more sensitive to these price changes. Most other investments are also sensitive to the level and direction of interest rates.

Legal or Legislative Risk: Legislative changes or Court rulings may impact the value of investments, or the securities' claim on the issuer's assets and finances.

Inflation: Inflation may erode the buying power of your investment portfolio, even if the dollar value of your investments remains the same.

Risks Associated with Securities:

Apart from the general risks outlined above which apply to all types of investments, specific securities may have other risks.

Commercial Paper is, in most cases, an unsecured promissory note that is issued with a maturity of 270 days or less. Being unsecured the risk to the investor is that the issuer may default.

Common stocks may go up and down in price quite dramatically, and in the event of an issuer's bankruptcy or restructuring could lose all value. A slower-growth or recessionary economic environment could have an adverse effect on the price of all stocks.

Corporate Bonds are debt securities to borrow money. Generally, issuers pay investors periodic interest and repay the amount borrowed either periodically during the life of the security and/or at maturity. Alternatively, investors can purchase other debt securities, such as zero-coupon bonds, which do not pay current interest, but rather are priced at a discount from their face values and their values accrete over time to face value at maturity. The market prices of debt securities fluctuate depending on factors such as interest rates, credit quality, and maturity. In general, market prices of debt securities decline when interest rates rise and increase when interest rates fall. The longer the time to a bond's maturity, the greater its interest rate risk.

Bank Obligations including bonds and certificates of deposit may be vulnerable to setbacks or panics in the banking industry. Banks and other financial institutions are greatly affected by interest rates and may be adversely affected by downturns in the U.S. and foreign economies or changes in banking regulations.

Municipal Bonds are debt obligations generally issued to obtain funds for various public purposes, including the construction of public facilities. Municipal bonds pay a lower rate of return than most other types of bonds. However, because of a municipal bond's tax-favored status, investors should compare the relative after-tax return to the after-tax return of other bonds, depending on the investor's tax bracket. Investing in municipal bonds carries the same general risks as investing in bonds in general. Those risks include interest rate risk, reinvestment risk, inflation risk, market risk, call or redemption risk, credit risk, and liquidity and valuation risk.

Options and other derivatives carry many unique risks, including time-sensitivity, and can result in the complete loss of principal. While covered call writing does provide a partial hedge to the stock against which the call is written, the hedge is limited to the amount of cash flow received when writing the option. When selling covered calls, there is a risk the underlying position may be called away at a price lower than the current market price.

Exchange Traded Funds prices may vary significantly from the Net Asset Value due to market conditions. Certain Exchange Traded Funds may not track underlying benchmarks as expected. ETFs are also subject to the following risks: (i) an ETF's shares may trade at a market price that is above or below their net asset value; (ii) the ETF may employ an investment strategy that utilizes high leverage ratios; or (iii) trading of an ETF's shares may be halted if the listing exchange's officials deem such action appropriate, the shares are de-listed from the exchange, or the activation of market-wide "circuit breakers" (which are tied to large decreases in stock prices) halts stock trading generally. The Adviser has no control over the risks taken by the underlying funds in which the Clients invest.

Structured Notes: Investors in structured notes may lose some or all of their investment if the underlying security or index decreased in value over the term of the note. They are also subject to the credit risk of the issuer and can experience losses in the event of a default of the issuer regardless of the performance of the underlying security.

Mutual Funds: When a Client invests in open-end mutual funds or ETFs, the Client indirectly bears its proportionate share of any fees and expenses payable directly by those funds. Therefore, the Client will incur higher expenses, many of which may be duplicative. In addition, the Client's overall portfolio may be affected by losses of an underlying fund and the level of risk arising from the investment practices of an underlying fund (such as the use of derivatives)

Item 9: Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Upbeat Wealth or the integrity of our management. There is no reportable disciplinary information required for Upbeat Wealth or its management persons.

Item 10: Other Financial Industry Activities and Affiliations

A. Registered Representatives of a Broker-Dealer

No Upbeat Wealth employee is registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

B. Registration as a Futures Commission, Merchant, Commodity Pool Operator, or a Commodity Trading Advisor

No Upbeat Wealth employee is registered, or has an application pending to register, as a futures commission merchant, commodity pool operator or a commodity trading advisor

C. Registration Relationships Material to this Advisory Business

Upbeat Wealth only receives compensation directly from Clients. We do not receive compensation from any outside source. We do not have any conflicts of interest with any outside party.

Michael Turi is currently a licensed insurance agent; however, he no longer sells any insurance products, and is not affiliated with any insurance companies. Michael Turi will not sell any insurance products to client or prospective client of Upbeat.

D. Recommendations or Selections of Other Investment Advisers

As references in Item 4 of this brochure, Upbeat Wealth may recommend Clients to Outside Managers to manage their accounts. In the event that we recommend an Outside Manager, please note that we do not share in their advisory fee. Our fee is separate and in addition to their compensation (as noted in Item 5) and will be described to you prior to engagement. You are not obligated, contractually or otherwise, to use the services of any Outside Manager re recommend. Additionally, Upbeat Wealth will only recommend an Outside Manager who is properly licensed or registered as an investment advisor.

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

A. Code of Ethics

As a fiduciary, our firm and its associates have a duty of utmost good faith to act solely in the best interests of each Client. Our Clients entrust us with their funds and personal information, which in turn places a high standard on our conduct and integrity. Our fiduciary duty is a core aspect of our Code of Ethics and represents the expected basis of all of our dealings. The firm also adheres to the Code of Ethics and Professional Responsibility adopted by the CFP® Board of Standards Inc. and accepts the obligation not only to comply with the mandates and requirements of all applicable laws and regulations but also to take responsibility to act in an ethical and professionally responsible manner in all professional services and activities.

This code does not attempt to identify all possible conflicts of interest, and literal compliance with each of its specific provisions will not shield associated persons from liability for personal trading or other conduct that violates a fiduciary duty to advisory Clients. A summary of the Code of Ethics' Principles is outlined below.

- Integrity - Associated persons shall offer and provide professional services with integrity.
- Objectivity - Associated persons shall be objective in providing professional services to Clients.
- Competence - Associated persons shall provide services to Clients competently and maintain the necessary knowledge and skill to continue to do so in those areas in which they are engaged.
- Fairness - Associated persons shall perform professional services in a manner that is fair and reasonable to Clients, principals, partners, and employers, and shall disclose conflict(s) of interest in providing such services.
- Confidentiality - Associated persons shall not disclose confidential Client information without the specific consent of the Client unless in response to proper legal process, or as required by law.
- Professionalism - Associated persons' conduct in all matters shall reflect the credit of the profession.
- Diligence - Associated persons shall act diligently in providing professional services.

We periodically review and amend our Code of Ethics to ensure that it remains current, and we require all Firm access persons to attest to their understanding of and adherence to the Code of Ethics at least annually. Our Firm will provide a copy of its Code of Ethics to any Client or prospective Client upon request.

B. Investment Recommendations Involving a Material Financial Interest and Conflicts of Interest

Neither our Firm, its associates or any related person is authorized to recommend to a Client or effect a transaction on behalf of a Client, involving any security in which our Firm or a related person has a material financial interest, such as in the capacity as an underwriter, adviser to the issuer, etc.

C. Advisory Firm Purchase of Same Securities Recommended to Clients and Conflicts of Interest

Our Firm and its “related persons” may buy or sell securities similar to, or different from, those we recommend to Clients for their accounts. In an effort to reduce or eliminate certain conflicts of interest involving the Firm or personal trading, our policy may require that we restrict or prohibit associates’ transactions in specific reportable securities transactions. Any exceptions or trading pre-clearance must be approved by the Firm principal in advance of the transaction in an account, and we maintain the required personal securities transaction records per regulation.

D. Trading Securities At/Around the Same Time as Client’s Securities

From time to time, our firm or its “related persons” may buy or sell securities for themselves at or around the same time as clients. This may provide an opportunity for representatives of Upbeat Wealth to buy or sell securities before or after recommending securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest; however, Upbeat Wealth will never engage in trading that operates to the client’s disadvantage if representatives of Upbeat Wealth buy or sell securities at or around the same time as clients.

Item 12: Brokerage Practices

A. Factors Used to Select Custodians and/or Broker-Dealers

Upbeat Wealth does not have any affiliation with Broker-Dealers. Specific custodian recommendations are made to the client based on their need for such services. In the event we recommend a custodian to a client, we do so based on the reputation and services provided by the firm.

Research and Other Soft Dollar Benefits

Although not a material consideration when determining whether to recommend that a client utilize the services of a particular broker-dealer/custodian, Upbeat receives from *Schwab* (or another broker-dealer/custodian) without cost (and/or at a discount) support services and/or products, certain of which assist Upbeat to better monitor and service client accounts maintained at such institutions. Included within the support services that may be obtained by Upbeat may be investment-related research, pricing information and market data, software and other technology that provide access to client account data, compliance and/or practice management-related publications, discounted or free consulting services, discounted and/or free attendance at conferences, meetings, and other educational and/or social events, marketing support, computer hardware and/or software and/or other products used by Upbeat in furtherance of its investment advisory business operations.

Schwab also makes available to Upbeat Wealth other products and services that benefit Upbeat Wealth but may not benefit its clients’ accounts. Some of these other products and services assist Upbeat Wealth in managing and administering clients’ accounts. These include software and other technology that provide access to client account data (such as trade confirmations, account statements and the daily download of prices and transactions); facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts); provide research, pricing information and other market data; facilitate payment of Upbeat Wealth fees from its clients’ accounts; and assist with back-office functions, record keeping and client reporting. Many of these services generally may be used to service all or a substantial number of Upbeat accounts, including accounts not maintained at Schwab Institutional.

As indicated above, certain of the support services and/or products received may assist Upbeat Wealth in managing and administering client accounts. Others do not directly provide such assistance, but rather assist Upbeat Wealth to manage and further develop its business enterprise.

Upbeat Wealth's clients do not pay more for investment transactions effected and/or assets maintained at *Schwab* as a result of this arrangement. There is no corresponding commitment made by Upbeat Wealth to *Schwab* 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 a result of the above arrangement.

Brokerage for Client Referrals

We receive no referrals from a broker-dealer or third party in exchange for using that broker-dealer or third party.

Clients Directing Which Broker/Dealer/Custodian to Use

We do recommend a specific custodian for Clients to use, however, Client may custody their assets at a custodian of their choice. Upbeat Wealth 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 Upbeat Wealth 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 Upbeat Wealth. As a result, 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.

In the event that the client directs Upbeat Wealth 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 Upbeat Wealth. Higher transaction costs adversely impact account performance. Transactions for directed accounts will generally be executed following the execution of portfolio transactions for non-directed accounts.

Aggregating (Block) Trading for Multiple Client Accounts

To the extent that Upbeat Wealth provides investment advisory services to its clients, the transactions for each client account generally will be effected independently, unless Upbeat Wealth decides to purchase or sell the same securities for several clients at approximately the same time. Upbeat Wealth may (but is not obligated to) combine or "bunch" such orders to obtain best execution, to negotiate more favorable commission rates or to allocate equitably among the Client's differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Under this procedure, transactions will be averaged as to price and will be allocated among clients in proportion to the purchase and sale orders placed for each client account on any given day. Upbeat Wealth shall not receive any additional compensation or remuneration as a result of such aggregation.

Item 13: Review of Accounts

A. Frequency of Reviews

Accounts are monitored on a regular and continuous basis by Upbeat Wealth. Reviews are conducted by Michael Turi, President and CCO. The account is reviewed with regards to the Client's investment policies and risk tolerance levels. All clients are encouraged to review financial planning issues, investment objectives and account performance with Upbeat on, at minimum, an annual basis.

B. Causes for Review

Outside of periodic reviews, events that may trigger a special review would be unusual performance, addition or deletions of Client imposed restrictions, excessive draw-down, heightened volatility, change in client's financial situation, or buy/sell decisions from the firm or per Client's needs.

C. Regular Reports

The Client will receive brokerage statements at least quarterly from the trustee or custodian. These brokerage statements are sent directly from the custodian to the Client. The Client may also establish electronic access to the custodian's website so that the Client may view these reports and their account activity. Client brokerage statements will include all positions, transactions and fees relating the Client's account(s). Upbeat may also provide Clients with periodic reports regarding their holdings, allocations, and performance. For Clients engaged in Financial Planning Services, a deliverable will be presented, mailed or sent electronically at least annually.

Item 14: Client Referrals and Other Compensation

A. Economic Benefits Received by Upbeat Wealth

Upbeat Wealth is a fee-only advisor, who, in all circumstances, is compensated solely by the Client. Upbeat Wealth does receive a non-economic benefit from Schwab in the form of the support products and services made available to us and other independent advisors whose clients maintain Schwab as their custodian. These products and services, how they benefit us, and the related conflicts of interest are described above (see Item 12). The availability to us of Schwab products and services is not based on us giving particular investment advice, such as buying particular securities for our clients.

Upbeat Wealth may refer Client to various third parties to provide certain financial services necessary to meet the goals our Clients. Clients, are in no way, required to use these referrals. Upbeat Wealth may receive referrals of new Clients from a third party but does not provide any economic benefit in return.

B. Compensation for Client Referrals

Upbeat Wealth does not engage paid solicitors for Client referrals, and we do not compensate any person who is not a supervised person for client referrals.

Item 15: Custody

Upbeat Wealth will directly debit your account(s) for the payments of our advisory fees. The ability to deduct our advisory fees from your accounts causes our firm to exercise limited custody over your funds or securities. Upbeat Wealth does not have physical custody of any of your funds/and or securities. Your funds and securities will be held with a bank, broker-dealer, or other qualified custodian.

For Client accounts in which Upbeat Wealth directly debits their advisory fee:

- i. Upbeat Wealth will send a copy of its invoice to the custodian at the same time that it sends the Client a copy.
- ii. The custodian will send at least quarterly statements to the Client showing all disbursements for the account, including the amount of the advisory fee.

- iii. The Client will provide written authorization to Upbeat Wealth, permitting them to be paid directly for their accounts held by the custodian.

Clients should receive at least quarterly statements from the qualified custodian that holds and maintains Client investment assets. We urge you to carefully review such statements and compare such official custodial records to the account statements or reports that we may provide to you. Our statements or reports may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Standing Letter of Authorization

Upbeat Wealth also anticipates having custody due to clients giving the Firm limited power of attorney in a standing letter of authorization (“SLOA”) to disburse funds to one or more third parties as specifically designated by the client. In such circumstances, the Firm will implement the steps in the SEC’s no-action letter on February 21, 2017 which includes (in summary): i) client will provide instruction for the SLOA to the custodian; ii) client will authorize the Firm to direct transfers to the specific third party; iii) the custodian will perform appropriate verification of the instruction and provide a transfer of funds notice to the client promptly after each transfer; iv) the client will have the ability to terminate or change the instruction; v) the Firm will have no authority or ability to designate or change the identity or any information about the third party; vi) the Firm will keep records showing that the third party is not a related party of the Firm or located at the same address as the Firm; and vii) the custodian will send the client an initial and annual notice confirming the SLOA instructions.

Item 16: Investment Discretion

By execution of our *Investment Advisory Agreement*, you will grant Upbeat Wealth authorization to manage your account on a discretionary basis. We will have the authority to determine, without obtaining specific client consent, the securities to be bought or sold and the amount of the securities to be bought or sold. You may terminate the discretionary authorization at any time by giving us written notice.

Additionally, you are advised that you may set parameters with respect to when your account should be rebalanced and set trading restrictions or limitations.

As a matter of firm policy, neither Upbeat Wealth nor its representatives have or will accept the authority to file class action claims on behalf of clients. This policy reflects Upbeat Wealth’s recognition that it does not have the requisite expertise to advise clients with regards to participating in class actions. Upbeat Wealth has no obligation to determine if securities held by the Client are subject to a pending or resolved class action settlement or verdict. Upbeat Wealth and its advisors have no duty to evaluate a Client’s eligibility or to submit a claim to participate in the proceeds of securities class action settlement or verdict. Furthermore, Upbeat Wealth and its representatives have no obligation or responsibility to initiate litigation to recover damages on behalf of Clients who may have been injured because of actions, misconduct, or negligence by corporate management of issuers whose securities are held by Clients. The decision to participate in a class action or to sign a release of claims when submitting a proof of claim may involve the exercise of legal judgment, which is beyond the scope of services provided to clients by Upbeat Wealth. In all cases, clients retain the responsibility for evaluating whether it is prudent to join a class or to opt out.

Item 17: Voting Client Securities

Upbeat Wealth does not vote client proxies. Clients maintain exclusive responsibility for: (1) directing the manner in which proxies solicited by issuers of securities owned by the client shall be voted, and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to the client's investment assets. Clients will receive their proxies or other solicitations directly from their custodian. Clients may contact Upbeat Wealth to discuss any questions they may have with a particular solicitation. However, the decision to vote and how you vote the proxies is solely up to you.

Item 18: Financial Information

A. Balance Sheet Requirement

Upbeat does not require or solicit prepayment of more than \$500 in advisory fees per client, six (6) months or more in advance or receiving the advisory service; therefore, a balance sheet is not required to be attached.

B. Financial Condition

We have no financial commitment that impairs our ability to meet contractual and fiduciary commitments to Clients.

C. Bankruptcy Petition Filings

Neither Upbeat Wealth nor its representatives have ever been the subject of a bankruptcy petition.

Item 19: Requirements For State Registered Advisers

A. Firm Management

The President and sole manager of Upbeat Wealth is Michael Turi. Specific information regarding Michael Turi's educational and business background can be found on the Supplemental ADV Part 2B form.

B. Other Business Activities

Michael Turi's other business activities can be found on Supplemental ADV Part 2B form.

C. Performance-Based Fees

Upbeat does not assess performance-based fees.

D. Disciplinary Disclosure Reporting

No management person at Upbeat Wealth has ever been involved in an arbitration claim of any kind or been found liable in a civil, self-regulatory organization, or administrative proceeding.

E. Relationships or Arrangements with Securities Issuers

Neither Upbeat Wealth nor Michael Turi have any relationship or arrangement with any issuers of securities.

Upbeat Wealth, LLC

dba Upbeat Wealth

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New Orleans, LA 70117

(504)386-3856

www.upbeatwealth.com

February 9th, 2024

Brochure Supplement - Form ADV Part 2B

For

Michael Turi

President, and Chief Compliance Officer

This brochure supplement provides information about Michael Turi that supplements the Upbeat Financial, LLC Planning brochure. A copy of that brochure precedes this supplement. Please contact Michael Turi if the Upbeat Wealth brochure is not included with this supplement or if you have any questions about the contents of this supplement.

Additional information about Michael Turi is available on the SEC's website at www.adviserinfo.sec.gov which can be found using the identification number 5966157.

Item 2: Educational Background and Business Experience

Michael Turi

Born: 1989

Educational Background

- 2011 – Bachelor of Science in Management: Legal Studies in Business, Tulane University

Business Experience

- 06/2014 - 04/2021, Ameriprise Financial, Financial Advisor

Professional Designations, Licensing & Exams

CFP (Certified Financial Planner)® : The CERTIFIED FINANCIAL PLANNER™, CFP® and federally registered CFP (with flame design) marks (collectively, the “CFP® marks”) are professional certification marks granted in the United States by Certified Financial Planner Board of Standards, Inc. (“CFP Board”).

The CFP® certification is a voluntary certification; no federal or state law or regulation requires financial planners to hold CFP® certification. It is recognized in the United States and a number of other countries for its (1) high standard of professional education; (2) stringent code of conduct and standards of practice; and (3) ethical requirements that govern professional engagements with Clients. Currently, more than 71,000 individuals have obtained CFP® certification in the United States.

To attain the right to use the CFP® marks, an individual must satisfactorily fulfill the following requirements:

- Education – Complete an advanced college-level course of study addressing the financial planning subject areas that CFP Board’s studies have determined as necessary for the competent and professional delivery of financial planning services, and attain a Bachelor’s Degree from a regionally accredited United States college or university (or its equivalent from a foreign university). CFP Board’s financial planning subject areas include insurance planning and risk management, employee benefits planning, investment planning, income tax planning, retirement planning, and estate planning;
- Examination – Pass the comprehensive CFP® Certification Examination. The examination includes case studies and Client scenarios designed to test one's ability to correctly diagnose financial planning issues and apply one's knowledge of financial planning to real-world circumstances;
- Experience – Complete at least three years of full-time financial planning-related experience (or the equivalent, measured as 2,000 hours per year); and
- Ethics – Agree to be bound by CFP Board’s Standards of Professional Conduct, a set of documents outlining the ethical and practice standards for CFP® professionals. Individuals who become certified must complete the following ongoing education and ethics requirements in order to maintain the right to continue to use the CFP® marks:

- Continuing Education – Complete 30 hours of continuing education hours every two years, including two hours on the Code of Ethics and other parts of the Standards of Professional Conduct, to maintain competence and keep up with developments in the financial planning field; and
- Ethics – Renew an agreement to be bound by the Standards of Professional Conduct .The Standards prominently require that CFP® professionals provide financial planning services at a fiduciary standard of care. This means CFP® professionals must provide financial planning services in the best interests of their Clients.

CFP® professionals who fail to comply with the above standards and requirements may be subject to CFP Board’s enforcement process, which could result in suspension or permanent revocation of their CFP® certification.

Accredited Portfolio Management AdvisorSM: The APMA® program, is a designation program for financial professionals. The program educates advisors on the finer points of portfolio creation, augmentation, and maintenance. Students gain hands-on practice in analyzing investment policy statements, building portfolios, and making asset allocation decisions.

Item 3: Disciplinary Information

There are no legal, civil or disciplinary events to disclose regarding Michael Turi. You may independently view the background of Michael Turi on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov, using his Individual CRD number of 5966157.

Item 4: Other Business Activities

Michael Turi is engaged in the following outside business activities:

- Co-Founder of Lambda Ventures, LLC. This activity accounts for approximately 2% of their time. Lambda Ventures, LLC is a lessor of residential buildings and dwellings.
- Founder of Homewood Real Estate Group, LLC. This activity accounts for approximately 3% of their time. Homewood Real Estate Group, LLC is a lessor of residential buildings and dwellings.
- Founder of Homewood Development Group, LLC. This activity accounts for approximately 2% of their time. Homewood Development Group, LLC purchases vacant land and contracts out residential building construction.
- Lacrosse Coach at Isidore Newman School. This activity takes place outside of trading hours.

Item 5: Additional Compensation

Michael Turi does not receive any economic benefit from any person, company, or organization, in exchange for providing Clients advisory services through Upbeat Wealth.

Item 6: Supervision

Michael Turi, as President and Chief Compliance Officer of Upbeat Wealth, is responsible for supervision. He may be contacted at the phone number on this brochure supplement.

Item 7: Requirements for State Registered Advisers

Michael Turi has NOT been involved in an arbitration, civil proceeding, self-regulatory proceeding, administrative proceeding, or a bankruptcy petition.