STATE OF MINNESOTA
BOARD OF ACCOUNTANCY

In the Matter of the CPA Certificate of	**STIPULATION AND CONSENT ORDER AND CEASE AND DESIST ORDER**
Joseph Michael Shearer CPA Certificate No. 32789 and Shearer CPAs and Advisors L.L.C. Unlicensed	Board File Nos. 2025-144 and 2025-145

STIPULATION

Joseph Shearer ("Respondent"), Shearer CPAs and Advisors L.L.C. ("Respondent Firm"), and the Minnesota Board of Accountancy's Complaint Committee stipulate that, subject to Board's review and discretionary approval, the Board may issue a consent order that imposes the following sanctions:

A. Respondent is REPRIMANDED pursuant to Minn. Stat. § 326A.08 (2024).

B. Respondent Firm shall Cease and Desist from holding out or practicing as a CPA Firm in Minnesota until such time as it becomes licensed as a CPA Firm in the State of Minnesota.

C. Respondents shall pay to the Board a joint and several CIVIL PENALTY of $250. Respondents shall submit the civil penalty by check to the Board within 60 days of the Board's approval of this Stipulation and Consent Order.

D. Respondents shall comply with all statutes and rules within the Board's jurisdiction. *See* Minn. Stat. ch. 326A (2024) and Minn. R. ch. 1105 (2025).

E. Respondents shall report in writing within ten days any violations of this stipulation and consent order to the Board's Executive Director.

Respondents and the Committee enter into this stipulation based on the following findings of fact, conclusions of law, and other stipulated provisions:

Findings of Fact

1. The Board issued Respondent a CPA certificate on January 20, 2022.

2. Respondent Firm has not now, nor has it ever been, issued a CPA firm permit by the Board.

3. On the Respondent's 2026 renewal, Respondent listed Respondent Firm as a secondary employer and indicated that it was a CPA firm.

4. Respondent Firm registered with the Minnesota Secretary of State's office under Minnesota Statute 319B as a Professional Service- Accountancy firm on January 24, 2025.

   a. Under Minnesota Statutes Section 319B.11, subd. 3(a) (2024), no professional firm may furnish professional services within Minnesota until the firm files with each board having jurisdiction over the pertinent professional services.

   b. Respondent Firm has never filed a CPA firm permit application with the Board under the name Shearer CPAs and Advisors L.L.C.

5. Respondent submitted an application for a CPA sole proprietor firm permit on November 21, 2025. The application was returned due to the Respondent Firm being registered as a Limited Liability Company with the Secretary of State and therefore needed to register for a CPA firm permit.

6. To date, neither Respondent nor Respondent Firm have applied for a CPA firm permit.

7. Respondent terminated the Respondent Firm's Secretary of State's filing on February 19, 2026.

8. Respondent has been undergoing family medical issues during this process.

Conclusions of Law

1. The Board has authority to license and regulate certified public accountants and certified public accounting firms to take disciplinary action as appropriate. Minn. Stat. ch. 326A (2024).

2. Respondent violated Minn. Stat. §§ 326A.05, subd. 1(a)(3), and 326A.10(d) (2024) and Minnesota Rules 1105.4200(B)(2) (2025).

3. Respondent is subject to discipline pursuant to Minn. Stat. § 326A.08, subds. 4, 5(a)(1) and (8), and 7 (2024).

4. This stipulation and consent order is in the public interest.

Other Stipulated Provisions

1. This stipulation and consent order must be approved by the Board to become effective.

2. Respondent agrees that the Committee may move the Board *ex parte*, with or without advance notice to the Respondent, to approve this stipulation and consent order. Respondent understands that the Board may either approve the stipulation and consent order or not approve it. This stipulation and the files, records, and proceedings associated with this matter may be reviewed by the Board in its consideration of the Committee's motion.

3. If approved by the Board, this stipulation and consent order shall be classified as public data. Minn. Stat. § 13.41, subd. 5 (2024).

4. If the Board does not approve this stipulation and consent order, then the matter remains unresolved and the Committee may either seek to negotiate a revised stipulation and consent order with Respondent to present to the Board or issue an order commencing a contested-case hearing before an Administrative Law Judge at the Court of Administrative Hearings. *See* Minn. Stat. §§ 14.57–.62, 214.10, subd. 2 (2024) (describing administrative hearing process).

5. Respondent agrees that if this case comes before the Board again after it reviews and discusses this stipulation and consent order, Respondent waives any claim that the Board or Respondent was prejudiced by its review and discussion of this stipulation and consent order and any records relating to it.

6. Respondent acknowledges that they were advised by the Committee of their right to a contested-case hearing in this matter before an Administrative Law Judge, to file exceptions and make argument to the Board after the hearing, and to seek judicial review from any adverse decision rendered by the Board. Respondent hereby expressly waives those rights. Respondent was further advised by the Committee of their right to be represented by counsel and that they knowingly waive that right.

7. Respondent has read, understands, and agrees to this stipulation and has voluntarily signed it. It is expressly understood that this stipulation contains the entire agreement between the parties, there being no other agreement of any kind, verbal or otherwise. If approved by the Board, a copy of the final stipulation and consent order shall be served

personally or by first class mail on Respondent. The Board's order shall be effective when it is signed by the Chair of the Board or the Chair's designee.

8. Pursuant to Minn. Stat. § 16D.13 (2024), any civil penalty imposed by this stipulation and consent order shall begin to accrue simple interest in accordance with that section thirty days after the civil penalty is due. Pursuant to Minn. Stat. § 16D.17 (2024), thirty days after any civil penalty imposed by this stipulation and consent order is due, the Board may file and enforce any unpaid portion of the civil penalty as a judgment against Respondent in district court without further notice or additional proceedings.

____
Joseph Michael Shearer, CPA
Shearer CPAs and Advisors L.L.C.
By: Joseph Shearer
Its: Owner

STATE OF____________________

COUNTY OF__________________

This instrument was acknowledged before me on _________________ by Joseph Shearer.

(stamp)

JNELL MARIE NORDIN
NOTARY PUBLIC
MINNESOTA
My Commission Expires Jan. 31, 2031

____
(Signature of notary officer)

My commission expires: 1/31/31

COMPLAINT COMMITTEE

____
LANCE RADZIEJ, CPA
Chair

Dated: August 4th, 2026

CONSENT ORDER

Upon consideration of this stipulation and consent order, and based upon all the files, records, and proceedings herein, all terms of the stipulation and consent order are approved. Accordingly, the Board hereby ADOPTS the stipulation and issues the ORDER described above.

STATE OF MINNESOTA
BOARD OF ACCOUNTANCY

Dated: 08/13/, 2026

____
GODSON SOWAH, CPA
Board Vice Chair