

INSTRUCTIONS FOR COMPLETING THE STATEMENT OF DENIAL (FORM GP-2)

For easier completion, this form is available on the Secretary of State's website at <http://www.sos.ca.gov/business/> and can be viewed, filled in and printed from your computer. The completed form can be mailed to Secretary of State, Document Filing Support Unit, P.O. Box 944225, Sacramento, CA 94244-2250 or delivered in person to the Sacramento office, 1500 11th Street, 3rd Floor, Sacramento, CA 95814. If you are not completing this form online, please type or legibly print in black or blue ink. This form is only filed in the Sacramento office.

Statutory filing provisions are found in California Corporations Code section 16304. All statutory references are to the California Corporations Code, unless otherwise indicated.

- A Statement of Partnership Authority (Form GP-1) must be filed with the Secretary of State of California prior to filing a Statement of Denial (Form GP-2).
- A partner or other person named as a partner in a filed Statement of Partnership Authority (Form GP-1) or in a list maintained by an agent pursuant subdivision (b) of Section 16303 may file a Statement of Denial (Form GP-2).
- In order for a statement to be effective for real estate transfers, a certified copy of the statement issued by the Secretary of State, must be recorded in the office for recording transfers of real property. (Section 16105(b).)

FEES: The fee for filing Form GP-2 is \$30.00. There is an additional \$15.00 special handling fee for processing a document delivered in person to the Sacramento office. The special handling fee must be remitted by separate check for each submittal and will be retained whether the document is filed or rejected. The preclearance and/or expedited filing of a document within a guaranteed time frame can be requested for an additional fee (in lieu of the special handling fee). Please refer to the Secretary of State's website at <http://www.sos.ca.gov/business/precexp.htm> for detailed information regarding preclearance and expedited filing services. The special handling fee or preclearance and expedited filing services are not applicable to documents submitted by mail. Check(s) should be made payable to the Secretary of State.

COPIES: The Secretary of State will certify two copies of the filed document without charge, provided that the copies are submitted to the Secretary of State with the document to be filed. Any additional copies submitted will be certified upon request and payment of the \$8.00 per copy certification fee.

Complete the Statement of Denial (Form GP-2) as follows:

- Item 1.** Enter the name of the partnership as filed with the Secretary of State of California.
- Item 2.** Enter the file number issued to the partnership by the Secretary of State of California.
- Item 3.** Enter the fact that is being denied; that may include denial of a person's authority or status as a partner. Attach additional pages, if necessary, and indicate the number of pages attached in Item 4.
- Item 4.** Enter the number of pages attached, if any.
- Item 5.** The Statement of Denial (Form GP-2) shall be executed with an original signature.
- Item 6.** Enter the name and mailing address of the person or firm to whom a copy of the filing is to be returned.