

Instructions for Completing the Statement of Denial (Form GP-2)

Where to File: For easier completion, this form is available on the California Secretary of State's website at www.sos.ca.gov/business/be/forms.htm and can be completed online and printed to mail. 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 (drop off) to the Sacramento office. If you are not completing this form online, please type or legibly print in black or blue ink. This form is filed only in the Sacramento office.

Legal Authority: 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. A non-refundable \$15.00 special handling fee is applicable for processing documents delivered in person (drop off) at the Sacramento office. The preclearance and/or expedited filing of a document *within a guaranteed time frame* can be requested for an additional non-refundable fee in lieu of the special handling fee. For detailed information about preclearance and expedited filing services, go to www.sos.ca.gov/business/be/service-options.htm. 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: Upon filing, we will return one (1) uncertified copy of your filed document for free. To get additional copies, include a separate request and payment for copy fees when the document is submitted. Copy fees are \$1.00 for the first page and \$.50 for each additional page. For certified copies, there is an additional \$5.00 certification fee, per copy.

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.



Mail Submission Cover Sheet

Instructions:

- Complete and include this form with your submission. **This information only will be used to communicate with you in writing about the submission.** This form will be treated as correspondence and will not be made part of the filed document.
- Make all **checks or money orders** payable to the Secretary of State.
- Do not include a \$15 counter fee when submitting documents by mail.
- Standard processing time for **submissions** to this office is approximately 5 business days from receipt. All **submissions** are reviewed in the date order of receipt. For updated processing time information, visit www.sos.ca.gov/business/be/processing-times.

Optional Copy and Certification Fees:

- If applicable, include optional copy and certification fees with your submission.
- For applicable copy and certification fee information, refer to the instructions of the specific form you are submitting.

Contact Person: (Please type or print legibly)

First Name: _____ Last Name: _____

Phone (optional): _____

Entity Information: (Please type or print legibly)

Name: _____

Entity Number (if applicable): _____

Comments: _____

Return Address: For written communication from the Secretary of State related to this document, or if purchasing a copy of the filed document enter the name of a person or company and the mailing address.

Name: [_____]

Company:

Address:

City/State/Zip: [_____]

Secretary of State Use Only	
T/TR:	
AMT REC'D:	\$



State of California Secretary of State

Form GP-2

STATEMENT OF DENIAL

**A \$30.00 filing fee must accompany this form.
IMPORTANT – Read instructions before completing this form.**

1. NAME OF PARTNERSHIP

2. SECRETARY OF STATE FILE NUMBER

3. FACT DENIED, WHICH MAY INCLUDE DENIAL OF AUTHORITY OR STATUS AS A PARTNER:

4. NUMBER OF PAGES ATTACHED, IF ANY:

5. I DECLARE UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE STATE OF CALIFORNIA THAT THE FOREGOING IS TRUE AND CORRECT.

THIS SPACE FOR FILING USE ONLY

DOCUMENT # _____

SIGNATURE OF PARTNER

DATE EXECUTED

TYPE OR PRINT NAME OF PARTNER

COUNTY AND STATE EXECUTED

6. RETURN TO:

NAME:

ADDRESS:

CITY:

STATE:

ZIP CODE: