



**Secretary of State
Business Programs Division**

Business Entities

1500 11th Street, Sacramento, CA 95814

P.O. Box 944260, Sacramento, CA 94244-2600

Business Entities Submission Cover Sheet

For fastest service, file online at bizfileOnline.sos.ca.gov.

Instructions:

- Complete and include this form with your paper submission. This form will not be made part of the filed document.
- Make all **checks or money orders** payable to the Secretary of State.
- In-person submissions (excluding Statements of Information): \$15 special handling fee. Do not include a \$15 special handling fee when submitting documents by mail.
- All submissions are reviewed in the date order of receipt, with online submissions given priority. For updated processing time information, visit www.sos.ca.gov/business/be/processing-dates.
- To obtain a certified copy, include certification fees with your submission.

Note: All correspondence related to your submission will be sent to the name and address on your check or money order.

Contact Person (Please type or print legibly):

First Name: _____ Last Name: _____

Phone Number: _____ Email: _____

Entity Information (Please type or print legibly):

Entity Name: _____

Entity Number (if applicable): _____

Comments: _____

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

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 handling fee is applicable for processing documents delivered in person (drop off) at the Sacramento office.

Copies: Upon filing, we will return one (1) plain copy of your filed document for free, and will certify the copy upon request and payment of an additional \$5 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 entity 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.



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 ENTITY 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: