

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

<input type="checkbox"/> Return document by mail to: <hr/> Name <hr/> Address <hr/> City State Zip Code <input type="checkbox"/> Return document by email to: _____	Certificate of Denial - General Partnership DSCB:15-8434 (2/2017)  8434
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Read all instructions prior to completing.

Fee: \$70

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. § 8434 (relating to certificate of denial of partnership authority), the undersigned person desiring to effect a certificate of denial of partnership authority hereby states that:

1. The name of the general partnership is: _____

2. Complete part (a) **OR** (b) – not both:

(a) The partnership is a domestic general partnership or limited liability partnership and the address, including number and street, if any, of its principal place of business:

Number and street of principal office	City	State	Zip	County
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(b) The partnership is a registered foreign limited liability partnership and the (1) address of its current registered office in this Commonwealth or (2) name of its commercial registered office provider and the county of venue is: *(Complete (1) or (2), not both)*

(1) _____

Number and Street	City	State	Zip	County
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(2) _____

Name of Commercial Registered Office Provider	County
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3. The caption of the Certificate of Authority to which this denial pertains. *Additional pages may be attached as needed.*

4. I deny the grant of authority in the caption listed above.

IN TESTIMONY WHEREOF, the undersigned has caused this Certificate of Denial of Partnership Authority to be signed thereof this _____ day of _____, 20_____.

Name of Partnership

Signature

Title

Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
Website: www.dos.pa.gov/corps

General Information

Typewritten is preferred. If handwritten, the form must be legible and completed in black or blue-black ink in order to permit reproduction. The nonrefundable filing fee for this form is \$70.

Checks should be made payable to the Department of State. Checks must contain a commercially pre-printed name and address.

This form and all accompanying documents, including any necessary governmental approvals, shall be mailed to the address stated above.

Who should file this form?

This form may be used by a person named in a filed Certificate of Authority pertaining to a general partnership to deny such authority. The Certificate of Denial operates as a restrictive amendment to the Certificate of Partnership Authority and a certified copy may be recorded by the partnership or the person that delivered the Certificate of Denial to the Department of State for filing. The Certificate of Denial affects only the authority of a person to bind a partnership with respect to persons that are not partners.

Applicable Law

For relations of partners to persons dealing with partnership, in general, see 15 Pa.C.S. §§ 8431-8438. Statutes are available on the Pennsylvania General Assembly website, www.legis.state.pa.us, by following the link for Statutes.

Form Instructions

Enter the name and mailing address to which any correspondence regarding this filing should be sent. This field must be completed for the Bureau to return the filing. If the filing is to be returned by email, an email address must be provided. An email will be sent to address provided, containing a link and instructions on how a copy of the filed document or correspondence may be downloaded. Any email or mailing addresses provided on this form will become part of the filed document and therefore public record.

1. Give the exact name of the partnership. The name on this line must match exactly the partnership name if on file with the Department at the time the Certificate of Denial of Partnership Authority is submitted for filing. **This field is required.**
2. Current address. The address provided must be the address of the partnership's principal place of business if the partnership is a domestic general partnership or a limited liability partnership (a) or the partnership's registered office address (b) as on file with the Department of State at the time the Certificate of Denial of Partnership Authority is submitted

for filing, if the partnership is a registered foreign limited liability partnership.

Post office boxes are not acceptable for any address. Under 15 Pa.C.S. § 135(c) (relating to addresses) an actual street or rural route box number must be used as an address, and the Department of State is required to refuse to receive or file any document that sets forth only a post office box address. **This field is required.**

3. This field should briefly summarize the scope of authority which is being denied. **This field is required.**

4. Mandatory statement. **This field is required.**

Signature and Verification

A Certificate of Denial of Partnership Authority by a person must be signed by that person. Signing a document delivered to the Department for filing is an affirmation under the penalties provided in 18 Pa.C.S. § 4904 (relating to unsworn falsification to authorities) that the facts stated in the document are true in all material respects. **This field is required.**