

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

<input type="checkbox"/> Return document by mail to: _____ Name _____ Address _____ City State Zip Code	Certificate of Negation DSCB:15-8636 (2/2017)  8636
<input type="checkbox"/> Return document by email to: _____	

Read all instructions prior to completing.

Fee: \$70

In compliance with the requirements of 15 Pa.C.S. § 8636 (relating to person erroneously believing self to be limited partner), the undersigned person who erroneously but in good faith believed himself to be a limited partner, hereby states that:

1. The name of the limited partnership is: \_\_\_\_\_
2. The current registered office address as on file with the Department of State. *Complete part (a) OR (b) – not both:*
  - (a) \_\_\_\_\_  
Number and street City State Zip County
  - (b) c/o: \_\_\_\_\_  
Name of Commercial Registered Office Provider County
3. The name of the person delivering this certificate to the Department for filing: \_\_\_\_\_
4. The person named in paragraph 3 is not a general partner and withdraws from future participation as an owner in the enterprise.

IN TESTIMONY WHEREOF, the undersigned person has caused this Certificate of Negation to be executed this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_.

\_\_\_\_\_  
Name of Person

\_\_\_\_\_  
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](http://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?

A person that makes an investment in a business enterprise and erroneously but in good faith believes that the person has become a limited partner in the enterprise (but the certificate of limited partnership lists the person as a general partner) is not liable for the enterprise's obligations by reason of making the investment, receiving distributions from the enterprise or exercising any rights of or appropriate to a limited partner, if, on ascertaining the mistake, the person:

(1) causes an appropriate certificate of limited partnership, amendment or statement of correction to be signed and delivered to the department for filing;

(2) if a certificate of limited partnership is on file in the department, withdraws from future participation as an owner in the enterprise by delivering to the department for filing a Certificate of Negation.

### Applicable Law

For requirements for Certificate of Negation, see 15 Pa.C.S. § 8636. Statutes are available on the Pennsylvania General Assembly website, [www.legis.state.pa.us](http://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 limited partnership. The name on this line must match exactly the association name as shown in Department's records at the time the Certificate of Negation is submitted for filing. **This field is required.**

**2.** Current address. The address provided must be the limited partnership's registered office address (a) or Commercial Registered Office Provider (b) as on file with the Department of State at the time the Certificate of Negation is submitted for filing. **This field is required.**

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.

**3.** Set forth the name of the person delivering the Certificate of Negation to the Department of State for filing.

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

### Signature and Verification

A Certificate of Negation must be signed by the person erroneously believing himself to be a limited partner. 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.**