

Office of the Minnesota Secretary of State

Statement of Denial

Minnesota Statutes, Chapter 323A



Read the instructions before completing this form.

Filing Fee: \$155 for expedited service in-person and online filings, \$135 if submitted by mail

A person who files a statement pursuant to this section shall promptly send a copy of the statement to every non-filing partner and to any other person named as a partner in the statement.

1. Limited Liability Partnership Name: (Required)

2. Alternate Name used in Minnesota, in any: (Only applies to foreign partnerships)

3. I hereby expressly deny the following fact(s): (Required)

In addition to the above, initial any of the following denials that also apply in your situation to which you wish to certify:

I hereby expressly deny any and all statements asserted in the statement of partnership authority pertaining to the above named partnership.

I hereby expressly deny any alleged status as a partner of the above named partnership.

I hereby expressly deny the authority or status as a partner in the above named partnership of the following person (persons):

4. I, the undersigned, certify that I am signing this document as the person whose signature is required, or as agent of the person(s) whose signature would be required who has authorized me to sign this document on his/her behalf, or in both capacities. I further certify that I have completed all required fields, and that the information in this document is true and correct and in compliance with the applicable chapter of Minnesota Statutes. I understand that by signing this document I am subject to the penalties of perjury as set forth in Section 609.48 as if I had signed this document under oath.

Signature of Claimant or an Authorized Agent

Date

Print Name

Office of the Minnesota Secretary of State
Statement of Denial
Minnesota Statutes, Chapter 323A



Email Address for Official Notices

Enter an email address to which the Secretary of State can forward official notices required by law and other notices:

Check here to have your email address excluded from requests for bulk data, to the extent allowed by Minnesota law.

List a name and daytime phone number of a person who can be contacted about this form:

Contact Name

Phone Number

Entities that own, lease, or have any financial interest in agricultural land or land capable of being farmed must register with the MN Dept. of Agriculture's Corporate Farm Program.

Does this entity own, lease, or have any financial interest in agricultural land or land capable of being farmed?

Yes No

INSTRUCTIONS

File your business document online by visiting our website at www.sos.mn.gov.

This form is intended merely as a guide for filing and is not intended to cover all situations. Retain the original signed copy of this document for your records and submit a legible photocopy for filing with the Office of the Secretary of State.

A person who files a statement pursuant to this section shall promptly send a copy of the statement to every non-filing partner and to any other person named as a partner in the statement.

Statement of Denial is filed under *Minnesota Statutes*, Chapter 323A.0304. A Statement of Denial is a limitation on authority as provided in Minnesota Statutes, Chapter 323A.0303(d) and (e).

1. List the name the partnership in the jurisdiction in which it is organized
2. If applicable, list the alternate name used in Minnesota. Note: This only applies for foreign partnerships that are using an alternate name in Minnesota.
3. This section provides you with the opportunity to deny ANY fact asserted in a statement of partnership authority, including denial of a person's status as a partner or of another person's authority as a partner. List the facts you wish to deny in the area provided, and/or initial any of the specific asserted denials that may directly apply to your individual situation and circumstances. Please provide an attachment if there is not enough room to complete this section.
4. The claimant who completes this statement of dissolution personally declares under penalty of perjury that the contents of the statement are accurate. If this statement is being signed by an authorized agent, the signing party must indicate on the document that they are acting as the agent of the person(s) whose signature would be required and that they have been authorized to sign on behalf of that person(s).

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Payable to the MN Secretary of State**

Email Address for Official Notices. This email address may be used to send annual renewal reminders and other important notices that may require action or response. Check the box if you wish to have your email address excluded from requests for bulk data, to the extent allowed by Minnesota law.

List a name and daytime telephone number of a person who can be contacted about this form.

Filing Fee: \$135.00 Payable to the MN Secretary of State

Please submit all items together and mail to the address below:

FILE IN-PERSON OR MAIL TO:

Minnesota Secretary of State - Business Services
First National Bank Building
332 Minnesota Street, Suite N201
Saint Paul, MN 55101

(Staffed 8 a.m. – 4 p.m., Monday - Friday, excluding holidays)

Phone Lines: (9 a.m. - 4 p.m., M-F) Metro Area 651-296-2803; Greater MN 1-877-551-6767

All of the information on this form is public. Minnesota law requires certain information to be provided for this type of filing. If that information is not included, your document may be returned unfiled. This document can be made available in alternative formats, such as large print, Braille or audio tape, by calling (651)296-2803/voice. For a TTY/TTD (deaf and hard of hearing) communication, contact the Minnesota Relay Service at 1-800-627-3529 and ask them to place a call to (651)296-2803. The Secretary of State's Office does not discriminate on the basis of race, creed, color, sex, sexual orientation, national origin, age, marital status, disability, religion, reliance on public assistance or political opinions or affiliations in employment or the provision of service.