

8—104. Effect of Overissue; "Overissue."

(1) *The provisions of this Sub-title which validate a security or compel its issue or reissue do not apply to the extent that validation, issue or reissue would result in overissue; but*

(a) *if an identical security which does not constitute an overissue is reasonably available for purchase, the person entitled to issue or validation may compel the issuer to purchase and deliver such a security to him against surrender of the security, if any, which he holds; or*

(b) *if a security is not so available for purchase, the person entitled to issue or validation may recover from the issuer the price he or the last purchaser for value paid for it with interest from the date of his demand.*

(2) *"Overissue" means the issue of securities in excess of the amount which the issuer has corporate power to issue.*

8—105. Securities Negotiable; Presumptions.

(1) *Securities governed by this Sub-title are negotiable instruments.*

(2) *In any action on a security*

(a) *unless specifically denied in the pleadings, each signature on the security or in a necessary indorsement is admitted;*

(b) *when the effectiveness of a signature is put in issue the burden of establishing it is on the party claiming under the signature but the signature is presumed to be genuine or authorized;*

(c) *when signatures are admitted or established production of the instrument entitles a holder to recover on it unless the defendant establishes a defense or a defect going to the validity of the security; and*

(d) *after it is shown that a defense or defect exists the plaintiff has the burden of establishing that he or some person under whom he claims is a person against whom the defense or defect is ineffective (Section 8—202).*

8—106. Applicability.

The validity of a security and the rights and duties of the issuer with respect to registration of transfer are governed by the law (including the conflict of laws rules) of the jurisdiction of organization of the issuer.

8—107. Securities Deliverable; Action for Price.

(1) *Unless otherwise agreed and subject to any applicable law or regulation respecting short sales, a person obligated to deliver securities may deliver any security of the specified issue in bearer form or registered in the name of the transferee or indorsed to him or in blank.*

(2) *When the buyer fails to pay the price as it comes due under a contract of sale the seller may recover the price*

(a) *of securities accepted by the buyer; and*