8-210.

(A)   IN THIS SECTION, "OVERISSUE" MEANS THE ISSUE OF SECURITIES IN EXCESS OF THE AMOUNT THE ISSUER HAS CORPORATE POWER TO ISSUE, BUT AN OVERISSUE DOES NOT OCCUR IF APPROPRIATE ACTION HAS CURED THE OVERISSUE.

(B)   EXCEPT AS OTHERWISE PROVIDED IN SUBSECTIONS (C) AND (D) OF THIS SECTION, THE PROVISIONS OF THIS 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.

(C)   IF AN IDENTICAL SECURITY NOT CONSTITUTING AN OVERISSUE IS REASONABLY AVAILABLE FOR PURCHASE, A PERSON ENTITLED TO ISSUE OR VALIDATION MAY COMPEL THE ISSUER TO PURCHASE THE SECURITY AND DELIVER IT IF CERTIFICATED OR REGISTER ITS TRANSFER IF UNCERTIFICATED, AGAINST SURRENDER OF ANY SECURITY CERTIFICATE THE PERSON HOLDS.

(D)   IF A SECURITY IS NOT REASONABLY AVAILABLE FOR PURCHASE, A PERSON ENTITLED TO ISSUE OR VALIDATION MAY RECOVER FROM THE ISSUER THE PRICE THE PERSON OR THE LAST PURCHASER FOR VALUE PAID FOR IT WITH INTEREST FROM THE DATE OF THE PERSON'S DEMAND.

SUBTITLE 3. TRANSFER OF CERTIFICATED AND UNCERTIFICATED SECURITIES.

8-301.

(A)   DELIVERY OF A CERTIFICATED SECURITY TO A PURCHASER OCCURS WHEN:

(1)   THE PURCHASER ACQUIRES POSSESSION OF THE SECURITY CERTIFICATE;

(2)   ANOTHER PERSON, OTHER THAN A SECURITIES INTERMEDIARY, EITHER ACQUIRES POSSESSION OF THE SECURITY CERTIFICATE ON BEHALF OF THE PURCHASER OR, HAVING PREVIOUSLY ACQUIRED POSSESSION OF THE CERTIFICATE, ACKNOWLEDGES THAT IT HOLDS FOR THE PURCHASER; OR

(3)   A SECURITIES INTERMEDIARY ACTING ON BEHALF OF THE PURCHASER ACQUIRES POSSESSION OF THE SECURITY CERTIFICATE, ONLY IF THE CERTIFICATE IS IN REGISTERED FORM AND HAS BEEN SPECIALLY INDORSED TO THE PURCHASER BY AN EFFECTIVE INDORSEMENT.

(B)   DELIVERY OF AN UNCERTIFICATED SECURITY TO A PURCHASER OCCURS WHEN:

(1)   THE ISSUER REGISTERS THE PURCHASER AS THE REGISTERED OWNER, UPON ORIGINAL ISSUE OR REGISTRATION OF TRANSFER; OR

(2)   ANOTHER PERSON, OTHER THAN A SECURITIES INTERMEDIARY, EITHER BECOMES THE REGISTERED OWNER OF THE UNCERTIFICATED SECURITY