

UMH PROPERTIES, INC.  
Form 8-K  
March 31, 2014

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): March 31, 2014**

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**UMH Properties, Inc.**

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(Exact name of registrant as specified in its charter)

**Maryland**

(State or other jurisdiction of incorporation)

**001-12690 22-1890929**

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(Commission

(IRS Employer

File Number)

Identification No.)

**Juniper Business Plaza, 3499 Route 9 North, Suite 3-C, Freehold, NJ 07728**

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(Address of principal executive offices)

(Zip Code)

**Registrant's telephone number, including area code: (732) 577-9997**

**Not Applicable**

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(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 5.03 Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On March 31, 2014, the Board of Directors of UMH Properties, Inc. (the Company ) approved an amendment and restatement (collectively, the Amendment ) to the Company s bylaws, effective as of the same date. The only change to the Company s Bylaws effected by the Amendment was to delete the following paragraph from Section 11 of Article III of the Company s Bylaws:

No person shall qualify for service as a director of the Corporation if he or she is a party to any compensatory, payment or other financial agreement, arrangement or understanding with any person or entity other than the Corporation, or has received any such compensation or other payment from any person or entity other than the Corporation, in each case in connection with candidacy or service as a director of the Corporation. A director or a candidate for directorship of the Corporation shall only be permitted to receive board approved fees for service on the Board of Directors or any of its committees, and/or any indemnification payments approved by the Corporation.

The foregoing description of the Company s Amended and Restated Bylaws is not complete and is subject to and qualified in its entirety by reference to the Amended and Restated Bylaws, a copy of which is attached as Exhibit 3.1, and which Amended and Restated Bylaws are incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

3.1

Amended and Restated Bylaws of UMH Properties, Inc.



**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**UMH Properties, Inc.**

Date: March 31, 2014

By: \_\_\_\_/s/ Anna T. Chew

Name:

Anna T. Chew

Title:

Vice President and

Chief Financial Officer

