

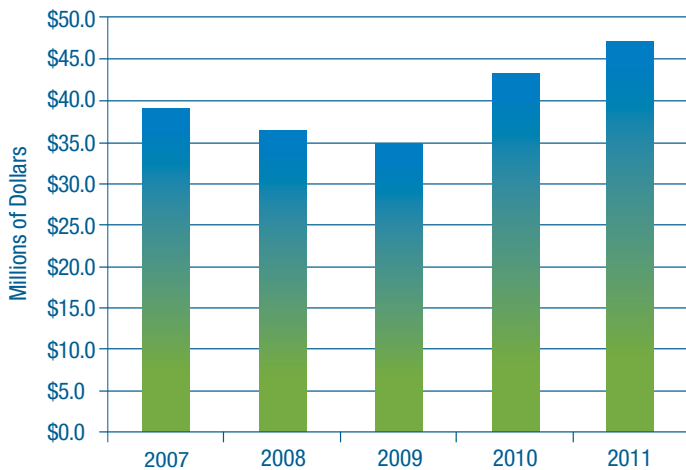


UMH Properties, Inc.

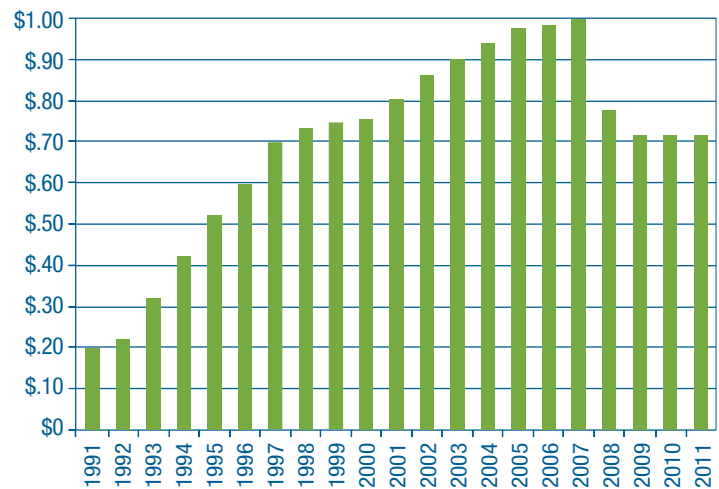


2011
ANNUAL REPORT

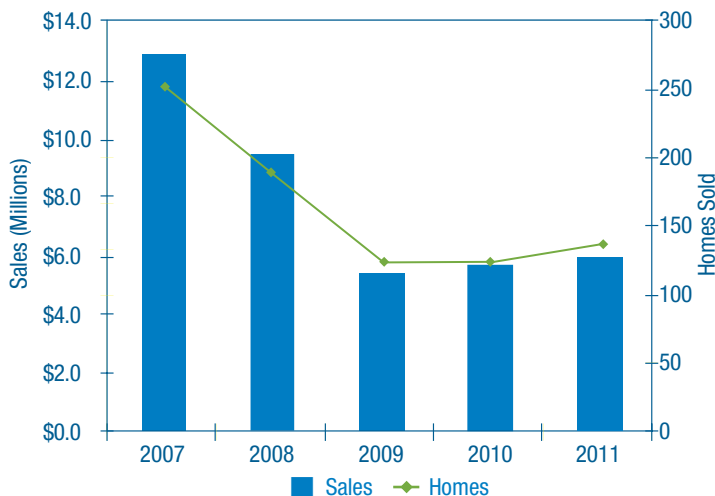
Total Revenues



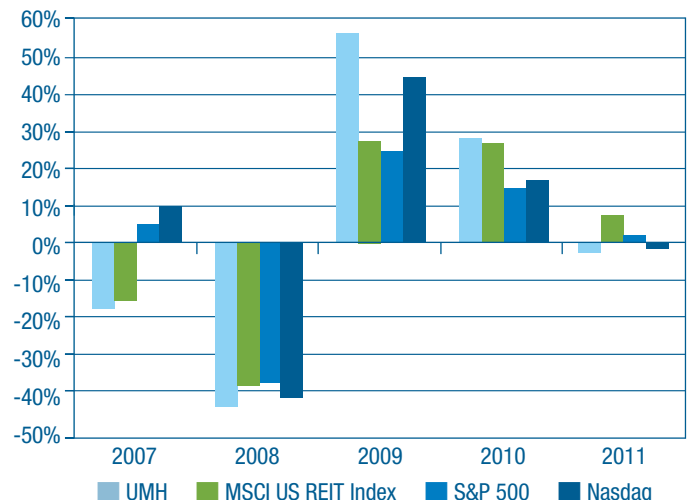
Per Share Annual Dividend 1991-2011



UMH Sales and Finance



Total Shareholder Return



Safe Harbor Statement

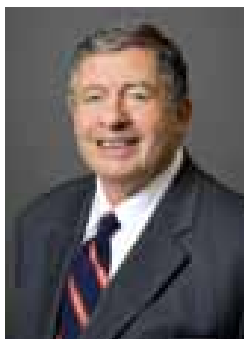
This annual report and Form 10K/A contains various “forward-looking statements” within the meaning of the Securities Act of 1933 and the Securities Exchange Act of 1934, and the Company intends that such forward-looking statements be subject to the safe harbors created thereby. The words “may”, “will”, “expect”, “believe”, “anticipate”, “should”, “estimate”, and similar expressions identify forward-looking statements. These forward-looking statements reflect the Company’s current views with respect to future events and finance performance, but are based upon current assumptions regarding the Company’s operations, future results and prospects, and are subject to many uncertainties and factors relating to the Company’s operations and business environment which may cause the actual results of the Company to be materially different from any future results expressed or implied by such forward-looking statements.

Such factors include, but are not limited to, the following: changes in the general economic climate; increased competition in the geographic areas in which the Company owns and operates manufactured housing communities; changes in government laws and regulations affecting manufactured housing communities; the ability of the Company to continue to identify, negotiate and acquire manufactured housing communities and/or vacant land which may be developed into manufactured housing communities on terms favorable to the Company; the ability to maintain rental rates and occupancy levels; competitive market forces; changes in market rates of interest; the ability of manufactured home buyers to obtain financing; the level of repossessions by manufactured home lenders; and those risks and uncertainties referenced under the heading “Risk Factors” contained in this annual report and Form 10K/A and the Company’s filings with the Securities and Exchange Commission. The forward-looking statements contained in this annual report and Form 10K/A speak only as of the date hereof and the Company expressly disclaims any obligation to publicly update or revise any forward-looking statements whether as a result of new information, future events, or otherwise.

Cover Photo: Pine Manor is a peaceful active adult community located in Carlisle, PA. This five star community provides the comfort of country living and is located near the state capital of Harrisburg, PA.



FROM THE CHAIRMAN OF THE BOARD



Dear Shareholders,

UMH Properties, Inc. (UMH) has now completed forty-four years of successful operation. Our REIT specializes in owning and managing manufactured home communities. The housing industry has been in a deep and protracted recession for the past four years. However, the future for the manufactured housing industry appears bright as both economics and demographics dictate a coming resurgence in housing.

On March 2, 2012, UMH was listed on the New York Stock Exchange (we had traded on the NYSE:Amex). Management is focused on growing UMH while maintaining our strong capital structure. We currently have an enterprise value of \$300 million with only \$114 million in debt. Our capital base made it possible for UMH to acquire over \$50 million in communities in 2010-2011. UMH plans to acquire additional communities in 2012-2013. Management believes these communities are currently available at prices below replacement cost. Our premise is that rising housing demand, coupled with inflation, justifies our ongoing acquisition program.

In 2011 UMH experienced rising costs, increased vacancies and poor manufactured home sales. Management does not believe our 2011 results were indicative of our potential earnings power. The initial results of 2012 are better than in 2011. It is too soon to tell whether this is the long anticipated resurgence in housing. Fortunately

our investments in REIT securities have performed well in both 2011 and the current year. Our goal remains to provide our shareholders with a satisfactory total return on investment. We will strive to realize substantial capital gains on our securities portfolio and reinvest some of this capital in our community acquisition program. The combination of rising housing demand, a strong economy, and modest inflation, reinforces our confidence in UMH's future growth.

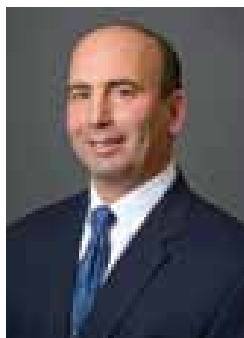
The combination of rising housing demand, a strong economy, and modest inflation, reinforces our confidence in UMH's future growth.

On a very personal note, I would like to thank Sam Landy and Michael Landy for their association with me in this enterprise. I would also like to thank my wife, Gloria, for partnering with me these many years. I know of few Chairmen who have had such long and close relationships with directors, staff and shareholders.

Very truly yours,

Eugene W. Landy
Chairman of the Board
April 2012

FROM THE PRESIDENT



Dear Fellow Shareholders,

UMH has continued to deliver stable earnings despite the length and depth of the housing recession. Our community occupancy remained stable at 77%. Our sales of manufactured homes increased slightly in 2011 but continue to be disappointing compared to our sales in normal years. Increased manufactured home sales are the key to increased occupancy. Increased occupancy would favorably impact income from community operations.

During 2011, we were also impacted by a severe flood across much of Tennessee which closed Memphis Mobile City, a 157-site community in Memphis, Tennessee. In addition to the lost rental revenues from this community, we have recorded a flood loss of approximately \$1.0 million net of insurance proceeds.

UMH did make substantial progress in 2011. On May 26th, we raised net proceeds of \$31.9 million as a result of our Series A 8.25% perpetual preferred offering. We acquired five well-located communities in Tennessee, Pennsylvania and Ohio for an aggregate purchase price of \$17.5 million. These acquisitions increased our portfolio by approximately 900 sites or 11%. Because all of these acquisitions effectively closed in the second half of the year, their contribution to our 2011 results was minimal. Subsequent to yearend, we acquired a 90-site community in Indiana for \$2.1 million. This brings our portfolio to 41 communities containing approximately 9,000 developed sites. In addition, we own over 500 acres of land that will be used to increase our portfolio as demand warrants. In March 2012, we entered into an agreement to purchase eleven communities containing 966 sites situated on

approximately 200 acres, located in Pennsylvania for a purchase price of \$28.25 million. We expect to consummate this transaction during the third quarter of 2012. We have ambitious growth plans for 2012 and 2013 and look forward to announcing additional acquisitions as things progress.

Our REIT securities portfolio continued to perform very well generating \$2.7 million in net realized gains in 2011. At yearend we had approximately \$43.3 million in securities with an unrealized gain of \$2.5 million. UMH maintains a conservative balance sheet and our securities portfolio enhances that strength. Additionally, our securities provide us with substantial dividend income. Over the past two years, we have been very successful in harnessing gains on our securities investments and redeploying that capital into our community acquisitions.

Our Adjusted Funds from Operations (AFFO), which is our FFO without the loss of \$1.0 million due to the flood at Memphis Mobile City, decreased from \$11.2 million in 2010, to \$9.0 million in 2011. On a per share basis this represents a 30% decrease from \$0.88 to \$0.62. As we see the full run rate effect of our recent acquisitions and continue to deploy the proceeds from our preferred offering, our FFO per share should be higher.

Despite the challenges in the broad economy, UMH is pleased with its accomplishments during the year. UMH continues to strengthen its already strong balance sheet. Our debt to total capitalization is approximately 40%. We have reduced our weighted average interest rate on our mortgages from 5.8% to 5.6% over the 12 month period. UMH is well positioned to benefit from a resurgence in the housing sector. The core business of UMH is the operation of our 41 manufactured home communities. Our 9,000 home sites provide stable and predictable income streams throughout the business cycle. Rental income increased 18% in 2011, from \$27.9 million to



FROM THE PRESIDENT

\$33.0 million. UMH has approximately 2,100 vacant sites. This 23% vacancy factor can provide us with substantial operating leverage to grow our earnings as demand increases. Filling these vacant sites would increase our gross income by approximately \$9.0 million a year and increase our net income by \$6.0 million per year.

Because conventional home mortgage underwriting standards are tightening, and consequently conventional homeownership rates are falling, our sector appears to be well situated for increased demand.

Although we did see some improvement, our home sales division was disappointing. Last year we had total sales of \$6.3 million versus \$6.1 million in 2010. These numbers are considerably less than the \$16.0 million in sales generated in 2006. New home sales are an integral part of increasing occupancy and enhancing community values. We are very proactive in upgrading our communities by replacing older homes with newer ones. Because of continued weak demand for housing, our sales division has been a drag on our overall results. An improving economy should produce positive results in our sales and occupancy numbers.

UMH currently has approximately \$20 million in manufactured home loans secured by homes situated within our communities. Our loan portfolio continues to perform well and delivers a weighted average yield of approximately 10.0%. One of the biggest challenges facing the manufactured housing industry has been the lack of low cost financing relative to our site-built competition.

Because conventional home mortgage underwriting standards are tightening, and consequently conventional homeownership rates are falling, our sector appears to be well situated for increased demand.

Following very strong total returns of 55% in 2009 and 29% in 2010, our shares underperformed in 2011 delivering a negative 2% total return. Our current share price represents what we believe to be a substantial discount to our intrinsic value. One of our main goals is to grow our assets and earnings in order to eliminate this discount. Over the past two years we have acquired approximately \$55 million in new communities. We are well positioned to own and operate a greater number of communities and given the amount of acquisitions we are pursuing, hope to achieve a base that will allow us to operate more efficiently. We also recently moved our common and preferred shares listings to the NYSE. We anticipate that this move will result in increased liquidity and visibility for our shareholders.

Our talented staff continues to work very hard and I am confident that our efforts will produce positive results. I would like to take this opportunity to thank all of the dedicated members of the UMH team. I would also like to thank our directors for their hard work and commitment to creating long-term value for UMH. Thank you to all of our loyal shareholders for your faith and trust. We look forward to reporting back to you in the year ahead.

Very truly yours,

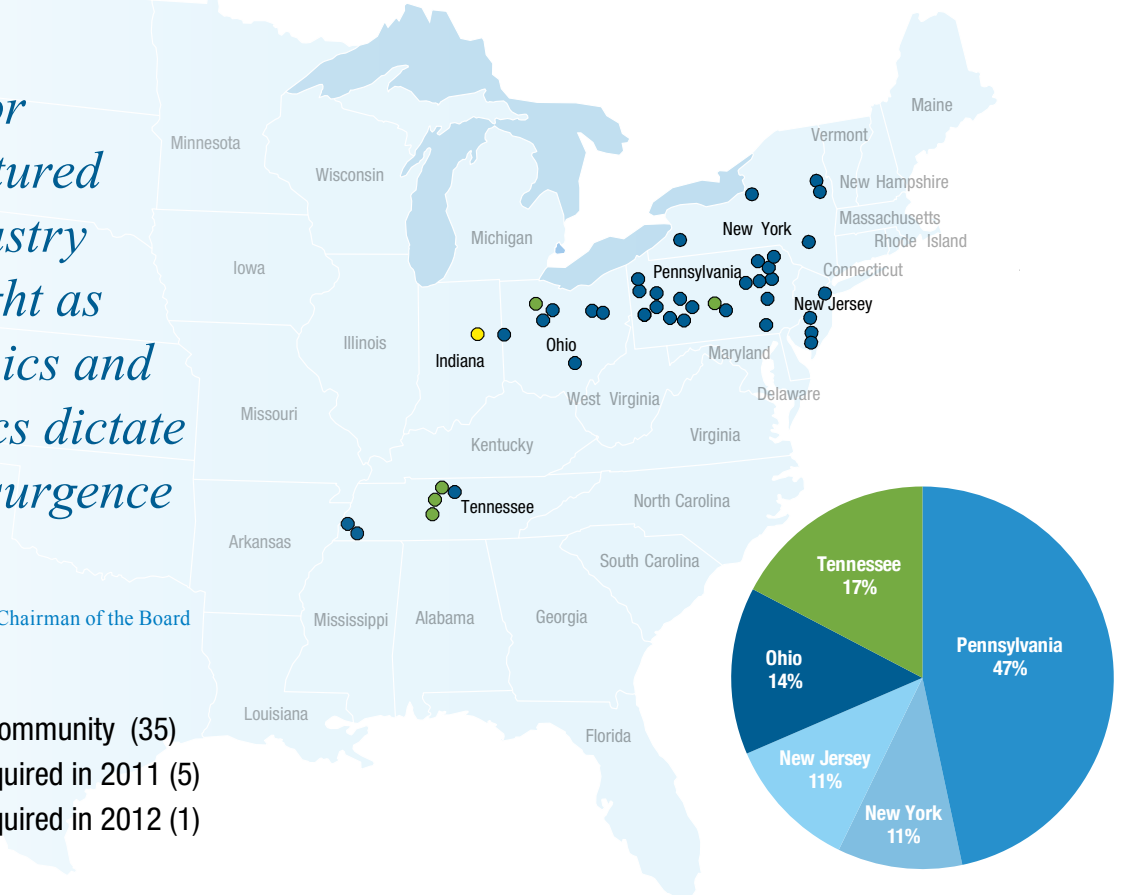
Samuel A. Landy
President
April 2012

PROPERTY PORTFOLIO MAP

The future for the manufactured housing industry appears bright as both economics and demographics dictate a coming resurgence in housing.

-Eugene W. Landy, Chairman of the Board

- Pre existing Home Community (35)
- New Community acquired in 2011 (5)
- New Community acquired in 2012 (1)



COMMUNITY DEVELOPMENT

UMH Properties, Inc. (UMH), currently owns additional unimproved land, which lends itself to future development. The undeveloped land was given little or no value when UMH first purchased the communities. UMH's land holdings have seen considerable appreciation in value over the last several years. To determine if expansions in certain communities are warranted management frequently monitors the economic changes in the particular areas. Our project expansion plans for the next five years are shown in this table.

PROJECTED EXPANSIONS	2012	2013	2014	2015	2016
Brookview Village			17	47	
Cedarcrest	53				
Cross Keys Village			8		
Fairview Manor		50	50	50	50
Highland Estates		50	50	44	
Lake Sherman Village			25		25
Mountain View Estates	50	50	100	80	
Pine Ridge/Pine Manor			20	30	
Somerset Estates			30	48	
Spreading Oaks Village			30		30
Sandy Valley Estates			24		
Woodland Manor				10	
Wood Valley				30	
Totals	103	150	354	339	105

FINANCIAL DATA

Operating Data	12/31/2011	12/31/2010	12/31/2009	12/31/2008	12/31/2007
Rental and Related Income	\$32,990,219	\$27,877,470	\$26,491,999	\$25,542,745	\$23,997,178
Sales of Manufactured Homes	6,323,135	6,133,494	5,527,253	9,560,912	12,672,844
Total Income	39,313,354	34,010,964	32,019,252	35,103,657	36,670,022
Community Operating Expenses	17,758,332	14,870,694	13,200,885	13,083,959	12,633,042
Loss Relating to Flood	984,701	-0-	-0-	-0-	-0-
Total Expenses	37,174,658	30,730,900	26,911,082	30,186,474	32,136,169
Interest and Dividend Income	4,503,237	4,579,668	4,584,917	4,318,512	3,357,524
Gain (Loss) on Securities					
Transactions, net	2,692,649	3,931,880	(1,804,146)	(2,860,804)	(1,398,377)
Interest Expense	5,744,567	5,183,296	4,455,332	4,957,437	4,171,109
Gain (Loss) on Sales of Investment					
Property and Equipment	28,873	(8,244)	179,607	14,661	99,318
Net Income	3,696,263	6,668,915	3,689,388	1,527,150	2,632,741
Net Income Attributable to					
Common Shareholders	2,039,497	6,668,915	3,689,388	1,527,150	2,632,741
Net Income Per Share					
Basic	0.25	0.52	0.32	0.14	0.25
Diluted	0.25	0.52	0.32	0.14	0.25
Net Income Attributable to					
Common Shareholders Per Share					
Basic	0.14	0.52	0.32	0.14	0.25
Diluted	0.14	0.52	0.32	0.14	0.25

Cash Flow Data

Net Cash Provided (Used) by:					
Operating Activities	\$8,410,892	\$6,481,751	\$11,355,096	\$8,267,886	\$2,766,606
Investing Activities	(39,765,028)	(33,894,219)	(8,288,707)	(11,941,757)	(21,089,748)
Financing Activities	34,491,139	28,553,703	(1,329,854)	4,235,145	18,540,091

Balance Sheet Data

Total Assets	\$223,944,536	\$188,780,515	\$147,971,540	\$137,939,325	\$136,503,463
Mortgages Payable	90,282,010	90,815,777	70,318,950	65,952,895	61,749,700
Shareholders' Equity	105,877,205	71,927,753	55,971,862	44,721,700	53,995,133

Other Information

Average Number of					
Shares Outstanding-Basic	14,506,679	12,767,904	11,412,536	10,876,840	10,535,162
Funds from Operations (1)	\$7,972,962	\$11,193,185	\$7,834,295	\$5,585,059	\$6,191,659
Adjusted Funds from Operations (1)	8,957,663	11,193,185	7,834,295	5,585,059	6,191,659
Cash Dividends Per Common Share	0.72	0.72	0.72	0.79	1.00

(1) Funds from Operations (FFO) is defined as net income excluding gains (or losses) from sales of depreciable assets, plus depreciation. FFO should be considered as a supplemental measure of operating performance used by real estate investment trust (REITs). FFO excludes historical cost depreciation as an expense and may facilitate the comparison of REITs which have different cost basis. The items excluded from FFO are significant components in understanding and assessing the Company's financial performance. FFO (1) does not represent cash flow from operations as defined by generally accepted accounting principles; (2) should not be considered as an alternative to net income as a measure of operating performance or to cash flows from operating, investing and financing activities; and (3) is not an alternative to cash flow as a measure of liquidity. FFO, as calculated by the Company, may not be comparable to similarly entitled measures reported by other REITs.

FINANCIAL DATA (CONTINUED)

The Company's FFO is calculated as follows

	2011	2010	2009	2008	2007
Net Income	\$3,696,263	\$6,668,915	\$3,689,388	\$1,527,150	\$2,632,741
Less: Preferred Dividend	(1,656,766)	-0-	-0-	-0-	-0-
Loss (Gain) on Sales of Depreciable Assets	(28,873)	8,244	62,783	(14,661)	(99,318)
Depreciation Expense	5,962,338	4,516,026	4,082,124	4,072,570	3,658,236
FFO (2)	7,972,962	11,193,185	7,834,295	5,585,059	6,191,659
Loss Relating to Flood (1)	984,701	-0-	-0-	-0-	-0-
Adjusted FFO (2)	\$8,957,663	\$11,193,185	\$7,834,295	\$5,585,059	\$6,191,659

(1) Represents loss relating to flood at Memphis Mobile City.

(2) Includes gain on sale of easement of \$242,390 in 2009.

THE YEAR IN REVIEW

Recent Share Activity

	2011			2010		
	High	Low	Distribution	High	Low	Distribution
First Quarter	\$10.76	\$9.44	\$0.18	\$8.62	\$7.77	\$0.18
Second Quarter	10.75	9.70	0.18	10.90	8.12	0.18
Third Quarter	11.49	8.71	0.18	11.93	9.19	0.18
Fourth Quarter	10.50	8.60	0.18	11.01	9.50	0.18
			\$0.72			\$0.72

	Share Volume	Opening Price	Closing Price	Dividend Paid	Appreciation/Depreciation	Total Yield
2011	7,483,100	\$10.20	\$9.31	\$0.72	(8.7%)	(1.7%)
2010	8,346,700	8.48	10.20	0.72	20.3%	28.8%
2009	5,503,300	5.95	8.48	0.72	42.5%	54.6%
2008	3,523,900	11.77	5.95	0.79	(49.4%)	(42.7%)
2007	3,008,700	15.44	11.77	1.00	(23.8%)	(17.3%)
2006	2,059,700	15.90	15.44	0.985	(2.9%)	3.3%

The shares of common stock of UMH Properties, Inc. are traded on the NYSE (UMH).



Directors

Jeffrey A. Carus
Founder and Managing Partner,
JAC Partners, LLC

Anna T. Chew
Certified Public Accountant
Treasurer,
Monmouth Real Estate
Investment Corporation

Eugene W. Landy
Attorney-at-Law
President,
Monmouth Real Estate
Investment Corporation

Michael P. Landy
Chief Operating Officer,
Monmouth Real Estate
Investment Corporation

Samuel A. Landy
Attorney-at-Law

Stuart Levy
Vice President -
Real Estate Finance,
Helaba-Landesbank
Hessen-Thüringen

James E. Mitchell
Attorney-at-Law
General Partner,
Mitchell Partners LP
President,
Mitchell Capital Management

Richard H. Molke
General Partner,
Molke Family
Limited Partnership

Eugene Rothenberg
Investor
Director, Monmouth Real Estate
Investment Corporation

Stephen B. Wolgin
Managing Director
U.S. Real Estate Advisors, Inc.
Director, Monmouth Real Estate
Investment Corporation

Officers

Eugene W. Landy
Chairman of the Board

Samuel A. Landy
President and
Chief Executive Officer

Anna T. Chew
Vice President and
Chief Financial Officer

Michael P. Landy
Executive Vice President

Allison Nagelberg
General Counsel

Katie Traks
Controller

Elizabeth Chiarella
Secretary

Corporate Information

Corporate Office
3499 Route 9 North
Freehold, NJ 07728

**Independent Registered Public
Accounting Firm**
PKF O'Connor Davies
A Division of O'Connor Davies, LLP
29 Broadway
New York, NY 10006

Transfer Agent & Registrar
American Stock Transfer
& Trust Company
6201 15th Avenue
Brooklyn, NY 11219

Stock Listing
NYSE: UMH

Director of Investor Relations
Susan M. Jordan

Internet Address
www.umh.com

Email Address
umh@umh.com



Eugene W. Landy, Chairman of the Board, is joined by John Merrell, Senior Vice President, Global Corporate Client Group, NYSE Euronext, along with the officers, directors, and guests of UMH Properties, Inc., to Ring the NYSE Closing Bell on March 2, 2012.



UMH PROPERTIES, INC.

Established in 1968

NYSE: UMH

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www.umh.com