

**LENNAR CORPORATION
NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE CHARTER**

Purpose

The Nominating and Corporate Governance Committee (the “Committee”) of Lennar Corporation (the “Company”) is appointed by the Company’s Board of Directors (the “Board”). Its primary functions are to:

- Identify individuals qualified to fill vacancies or newly created positions on the Board in accordance with the criteria established by the Board, and to recommend to the Board the persons it should nominate for election as directors at the annual meetings of the Company’s shareholders,
- Develop and recommend to the Board corporate governance principles applicable to the Company, and
- Oversee the annual evaluation of the Board, its Committees and management.

Organization

- Committee Members shall be appointed and removed by the Board. All members of the Committee must be "independent," as such term is defined under the Corporate Governance Standards of the New York Stock Exchange, as such standards may be amended from time to time.
- The Board will designate a member of the Committee to be the chairman of the Committee.
- The Committee will create its own rules of procedure, including rules regarding notice of meetings, quorum and voting.
- The Committee may create subcommittees to perform particular functions, either generally or in specific instances.
- Minutes will be kept with regard to each meeting of the Committee, which will record all actions taken by the Committee. Copies of the minutes of each meeting of the Committee will be sent promptly after the meeting to all members of the Board.

Responsibilities and Powers

In order to carry out the purposes described above, the Committee will

1. Any time the Committee is informed that the Board is considering adding a member to fill a vacancy or a newly created position, and any other time the

Committee thinks the Board should consider adding a member, conduct a search for a person or persons to be added to the Board, and make recommendations to the Board as a result of the search.

2. To the extent the Committee deems appropriate, retain search firms to assist in searches by the Committee for persons to be added to the Board.
3. Apply the criteria approved by the Board to its selection of new directors.
4. Annually review the Corporate Governance Guidelines, and propose appropriate changes to Board.
5. Conduct an annual evaluation of its own performance.
6. Conduct an annual review of this Charter and recommend to the Board any changes the Committee deems appropriate.

Director Candidates Recommended by Shareholders

- The Committee will consider any candidate recommended by a shareholder, provided that the shareholder mails a recommendation to the Company that contains the following:
 1. The recommending shareholder's name and contact information,
 2. The candidate's name and contact information,
 3. A brief description of the candidate's background and qualifications,
 4. The reasons why the recommending shareholder believes the candidate would be well suited for the Board,
 5. A statement by the candidate that the candidate is willing and able to serve on the Board,
 6. A statement by the recommending shareholder that the candidate meets the criteria established by the Board, and
 7. A brief description of the recommending shareholder's ownership of common stock of the Company and the term during which such shares have been held.
- In making its determination whether to recommend that the Board nominate a candidate who had been recommended by a shareholder, the Committee will consider, among other things, (a) the appropriateness of adding another director to the Board and (b) the candidate's background and qualifications.

- The Committee may conduct an independent investigation of the background and qualifications of a candidate recommended by a shareholder, and may request an interview with the candidate. The Committee will not determine whether to recommend that the Board nominate a candidate until the Committee completes what it believes to be a reasonable investigation, even if that delays the recommendation until after it is too late for the candidate to be nominated with regard to a particular meeting of stockholders.
- When the Committee determines not to recommend that the Board nominate a candidate, or the Board determines to nominate or not to nominate a candidate, the Committee will notify the recommending shareholder and the candidate of the determination.