

MERITAGE HOMES CORPORATION
NOMINATING/GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS CHARTER

I. PURPOSE AND AUTHORITY

The Nominating/Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Meritage Homes Corporation (the “Corporation”) is responsible to the Board and reports regularly to the Board on activities of the Committee, which include (1) assisting the Board by identifying individuals qualified to become Board members, and recommending to the Board director nominees for the next annual meeting of stockholders, (2) recommending to the Board Corporate Governance Principles and Practices applicable to the Corporation, (3) providing oversight in the evaluation of the Board and each committee, and (4) recommending to the Board director nominees for the Executive Compensation Committee and the Audit Committee.

The Committee shall have the authority to obtain advice or assistance from consultants, legal counsel, accounting or other advisors as appropriate to perform its duties hereunder, and to determine the terms, costs and fees for such engagements. Without limitation, the Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and to determine and approve the terms, costs and fees for such engagements. The fees and costs of any consultant or advisor engaged by the Committee to assist the Committee in performing its duties hereunder shall be borne by the Corporation.

The Committee may, when appropriate, form and delegate authority to subcommittees comprised of Independent Directors (as defined below).

II. COMPOSITION

The Committee shall be comprised of directors who meet the independence requirements of applicable New York Stock Exchange rules (“Independent Directors”). Non-management directors who are not Independent Directors will be entitled to notice of, and may attend, all meetings of the Committee. Committee members are selected by the full Board and may be removed and replaced by the full Board at any time. The Chair of the Committee is selected by the Independent Directors and may be removed at any time by a majority of the Independent Directors.

III. MEETINGS

The Committee shall meet as often as it deems necessary to fulfill its responsibilities hereunder and may meet with management or individual directors at such time as it deems appropriate to discuss any matters before the Committee. The Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

IV. RESPONSIBILITIES

The Committee shall have the following specific responsibilities and such other responsibilities as from time to time may be prescribed by the Board:

BOARD ORGANIZATION, MEMBERSHIP AND FUNCTIONS

1. Develop criteria for director nominees.
2. Review and recommend director candidates for the Board.
3. Recommend a class of directors for election at the Annual Meeting of Stockholders.
4. Consider any nominations of director candidates validly made by the Corporation's stockholders.
5. Make recommendations to the Board regarding director retirement age, tenure and removal for cause.
6. Assess and monitor, with Board involvement, the performance of the Board.
7. Review continued appropriateness of Board membership of members who retire or change their position held at the time of election.
8. Develop and recommend to the full Board a set of corporate governance principles and practices applicable to the Corporation (the "Corporate Governance Principles and Practices"), addressing, at a minimum, the following matters:
 - Director qualification standards, including policies regarding director tenure, retirement and succession;
 - Director responsibilities, including basic duties and responsibilities with respect to attendance at Board and committee meetings and advance review of meeting materials;
 - Director access to management and, as necessary or appropriate, independent advisors;
 - Director orientation and continuing education;
 - Management succession, including policies and principles for Chief Executive Officer selection and performance review, as well as policies regarding succession in the event of an emergency or retirement of the Chief Executive Officer(s); and
 - Board and committee self-assessments on at least an annual basis to determine whether the Board and its committees are functioning effectively.

9. Monitor compliance with the Corporation's Corporate Governance Principles and Practices.
10. Review, at least annually, the Corporation's compliance with the New York Stock Exchange corporate governance listing requirements, and report to the Board regarding the same.
11. Assist the Board in developing criteria for the evaluation of Board and committee performance.
12. Conduct a Committee self-evaluation on at least an annual basis, consistent with the self-assessment process reflected in the Corporation's Corporate Governance Principles and Practices.
13. Review and update the Committee's Charter on at least an annual basis.
14. Review the Charters of the Executive Compensation Committee and the Audit Committee, and make recommendations regarding the number, structure, membership and function of such committees.
15. Perform any other activities consistent with this Charter, the Corporation's Bylaws and governing law, as appropriate.

Dated: August 12, 2009