

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

(MARK ONE)

- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934 FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2004, OR
 TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934 FOR THE TRANSITION PERIOD FROM _____ TO

COMMISSION FILE NO. 0-10235

GENTEX CORPORATION

(Exact name of registrant as specified in its charter)

MICHIGAN

(State or other jurisdiction of
incorporation or organization)

38-2030505

(I.R.S. Employer Identification No.)

600 N. CENTENNIAL, ZEELAND, MICHIGAN
(Address of principal executive offices)

49464
(Zip Code)

(616) 772-1800

(Registrant's telephone number, including area code)

(Former name, former address and former fiscal
year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes [x]

No []

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

Yes [x]

No []

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PRECEDING FIVE YEARS:

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.

Yes []

No []

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Shares Outstanding at July 21, 2004
----- Common Stock, \$0.06 Par Value	----- 77,454,000

Exhibit Index located at page 13
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PART I. FINANCIAL INFORMATION

ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS

GENTEX CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

	June 30, 2004	December 31, 2003
	----- (Unaudited) -----	----- (Audited) -----
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	\$389,867,107	\$322,662,971
Short-term investments	68,027,307	70,943,685
Accounts receivable, net	61,204,703	58,955,823
Inventories	24,409,997	20,938,696
Prepaid expenses and other	11,558,782	11,848,156
	-----	-----
Total current assets	555,067,896	485,349,331
PLANT AND EQUIPMENT - NET	130,289,256	126,806,882
OTHER ASSETS		
Long-term investments	127,061,141	145,615,934
Patents and other assets, net	5,236,949	4,757,619
	-----	-----
Total other assets	132,298,090	150,373,553
	-----	-----
Total assets	\$817,655,242	\$762,529,766
	=====	=====
LIABILITIES AND SHAREHOLDERS' INVESTMENT		
CURRENT LIABILITIES		
Accounts payable	\$ 21,123,578	\$ 18,259,111
Accrued liabilities	35,664,492	32,221,369
	-----	-----
Total current liabilities	56,788,070	50,480,480
DEFERRED INCOME TAXES	18,871,276	18,405,955
SHAREHOLDERS' INVESTMENT		
Common stock	4,647,240	4,622,449
Additional paid-in capital	164,995,855	152,874,325
Retained earnings	564,031,993	528,358,825
Other shareholders' investment	8,320,808	7,787,732
	-----	-----
Total shareholders' investment	741,995,896	693,643,331
	-----	-----
Total liabilities and shareholders' investment	\$817,655,242	\$762,529,766
	=====	=====

See accompanying notes to condensed consolidated financial statements.

GENTEX CORPORATION AND SUBSIDIARIES
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF INCOME

	Three Months Ended June 30		Six Months Ended June 30	
	2004	2003	2004	2003
NET SALES	\$129,646,277	\$116,917,332	\$258,973,825	\$232,225,896
COST OF GOODS SOLD	75,190,805	68,635,744	149,634,081	135,828,313
Gross profit	54,455,472	48,281,588	109,339,744	96,397,583
OPERATING EXPENSES:				
Engineering, research and development	7,546,085	6,310,886	14,989,373	12,518,622
Selling, general & administrative	6,880,091	6,090,320	13,625,212	11,616,996
Total operating expenses	14,426,176	12,401,206	28,614,585	24,135,618
Income from operations	40,029,296	35,880,382	80,725,159	72,261,965
OTHER INCOME:				
Interest and dividend income	2,090,881	2,758,764	4,243,840	5,423,975
Other, net	819,615	13,193	2,141,268	(651,063)
Total other income	2,910,496	2,771,957	6,385,108	4,772,912
Income before provision for income taxes	42,939,792	38,652,339	87,110,267	77,034,877
PROVISION FOR INCOME TAXES	13,955,000	12,562,000	28,310,000	25,036,000
NET INCOME	\$ 28,984,792	\$ 26,090,339	\$ 58,800,267	\$ 51,998,877
EARNINGS PER SHARE:				
Basic	\$ 0.38	\$ 0.34	\$ 0.76	\$ 0.68
Diluted	\$ 0.37	\$ 0.34	\$ 0.75	\$ 0.68
Cash Dividends Declared per Share	\$ 0.15	\$ 0.00	\$ 0.30	\$ 0.00

See accompanying notes to condensed consolidated financial statements.

GENTEX CORPORATION AND SUBSIDIARIES

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

	Six Months Ended June 30,	
	2004	2003
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	\$ 58,800,267	\$ 51,998,877
Adjustments to reconcile net income to net cash provided by operating activities-		
Depreciation and amortization	11,038,972	10,586,146
(Gain) loss on disposal of asset	976	75,626
(Gain) loss on sale of investments	(1,086,065)	1,942,315
Deferred income taxes	361,486	(105,539)
Amortization of deferred compensation	751,363	554,688
Change in operating assets and liabilities:		
Accounts receivable, net	(2,248,880)	(7,850,343)
Inventories	(3,471,301)	(976,232)
Prepaid expenses and other	(62,744)	(1,564,550)
Accounts payable	2,864,467	3,468,740
Accrued liabilities, excluding dividends declared	3,458,824	1,456,755
Tax benefit of stock plan transactions	874,413	3,591,854
	-----	-----
Net cash provided by operating activities	71,281,778	63,178,337
	-----	-----
CASH FLOWS FROM INVESTING ACTIVITIES:		
Plant and equipment additions	(14,174,704)	(11,044,112)
Proceeds from sale of plant and equipment	4,500	72,000
(Increase) decrease in investments	23,859,959	(66,876,106)
Increase in other assets	(726,324)	(64,199)
	-----	-----
Net cash provided by (used for) investing activities	8,963,431	(77,912,417)
	-----	-----
CASH FLOWS FROM FINANCING ACTIVITIES:		
Issuance of common stock from stock plan transactions	10,101,728	7,036,521
Cash dividend paid	(23,142,801)	0
Repurchases of common stock	0	(10,246,810)
	-----	-----
Net cash provided by (used for) financing activities	(13,041,073)	(3,210,289)
	-----	-----
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	67,204,136	(17,944,369)
CASH AND CASH EQUIVALENTS, beginning of period	322,662,971	168,834,111
	-----	-----
CASH AND CASH EQUIVALENTS, end of period	\$389,867,107	\$ 150,889,742
	=====	=====

See accompanying notes to condensed consolidated financial statements.

GENTEX CORPORATION AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

- (1) The unaudited condensed consolidated financial statements included herein have been prepared by the Registrant, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States have been condensed or omitted pursuant to such rules and regulations, although the Registrant believes that the disclosures are adequate to make the information presented not misleading. It is suggested that these unaudited condensed consolidated financial statements be read in conjunction with the financial statements and notes thereto included in the Registrant's 2003 annual report on Form 10-K.
- (2) In the opinion of management, the accompanying unaudited condensed consolidated financial statements contain all adjustments, consisting of only a normal and recurring nature, necessary to present fairly the financial position of the Registrant as of June 30, 2004, and the results of operations and cash flows for the interim periods presented.
- (3) Inventories consisted of the following at the respective balance sheet dates:

	June 30, 2004 -----	December 31, 2003 -----
Raw materials	\$ 13,573,162	\$ 11,041,622
Work-in-process	2,734,900	2,401,500
Finished goods	8,101,935	7,495,574
	-----	-----
	\$ 24,409,997	\$ 20,938,696
	=====	=====

- (4) The following table reconciles the numerators and denominators used in the calculation of basic and diluted earnings per share (EPS):

	Quarter Ended June 30, -----		Six Months Ended June 30, -----	
	2004	2003	2004	2003
	-----	-----	-----	-----
Numerators:				
Numerator for both basic and diluted EPS, net income	\$28,984,792	\$26,090,339	\$58,800,267	\$51,998,877
Denominators:				
Denominator for basic EPS, weighted-average shares outstanding	77,061,942	75,992,364	76,960,647	75,974,343
Potentially dilutive shares resulting from stock plans	1,353,987	886,124	1,471,401	839,651
	-----	-----	-----	-----
Denominator for diluted EPS	78,415,929	76,878,488	78,432,048	76,813,994
	=====	=====	=====	=====
Shares related to stock plans not included in diluted average common shares outstanding because their effect would be antidilutive	687,396	705,855	520,658	1,055,485

- (5) At June 30, 2004, the Company had two stock option plans and an employee stock purchase plan. The Company accounts for these plans under the recognition and measurement principles of APB Opinion No. 25 (Accounting for Stock Issued to Employees) and related interpretations. No stock-based employee compensation cost is reflected in net income, since options granted under these plans have an exercise price equal to the market value of the underlying common stock on the date of grant. The following table illustrates the effect on net income and earnings per share if the Company had applied the fair value recognition provisions of Statement of Financial Accounting Standards (SFAS) No. 123, "Accounting for Stock-Based Compensation," to stock-based employee compensation.

GENTEX CORPORATION AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONT.)

	Quarter Ended June 30,		Six Months Ended June 30,	
	2004	2003	2004	2003
Net income, as reported	\$28,984,792	\$ 26,090,339	\$ 58,800,267	\$ 51,998,877
Deduct: Total stock-based employee compensation expense determined under fair value-based method of all awards, net of tax effects	(3,651,668)	(2,335,352)	(6,658,147)	(4,466,666)
Pro forma net income	\$25,333,124	\$ 23,754,987	\$ 52,142,120	\$ 47,532,211
Earnings per share:				
Basic - as reported	\$.38	\$.34	\$.76	\$.68
Basic - pro forma	.33	.31	.68	.63
Diluted - as reported	.37	.34	.75	.68
Diluted - pro forma	.32	.31	.67	.62

(6) Comprehensive income reflects the change in equity of a business enterprise during a period from transactions and other events and circumstances from non-owner sources. For the Company, comprehensive income represents net income adjusted for items such as unrealized gains and losses on investments and foreign currency translation adjustments. Comprehensive income was as follows:

	June 30, 2004	June 30, 2003
Quarter Ended	\$28,354,898	\$36,795,378
Six Months Ended	\$59,752,161	\$61,625,563

(7) The increase in common stock during the quarter and six months ended June 30, 2004, was attributable to the issuance of 205,079 and 413,184 shares, respectively, of the Company's common stock under its stock-based compensation plans. The Company has also recorded a \$0.15 per share cash dividend in each quarter of 2004. The second quarter dividend of approximately \$11,618,000, was declared on May 26, 2004, and is payable on July 22, 2004.

(8) The Company currently manufactures electro-optic products, including automatic-dimming rearview mirrors for the automotive industry, and fire protection products for the commercial building industry:

	Quarter Ended June 30,		Six Months Ended June 30,	
	2004	2003	2004	2003
Revenue:				
Automotive Products	\$ 123,833,183	\$ 110,894,144	\$ 247,564,876	\$221,071,003
Fire Protection Products	5,813,094	6,023,188	11,408,949	11,154,893
Total	\$ 129,646,277	\$ 116,917,332	\$ 258,973,825	\$232,225,896
Operating Income:				
Automotive Products	\$ 38,903,960	\$ 34,646,655	\$ 78,491,452	\$ 70,133,741
Fire Protection Products	1,125,336	1,233,727	2,233,707	2,128,224
Total	\$ 40,029,296	\$ 35,880,382	\$ 80,725,159	\$ 72,261,965

GENTEX CORPORATION AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONT.)

- (9) On March 31, 2004, the Financial Accounting Standards Board (FASB) issued its Exposure Draft, "Share-Based Payment," which is a proposed amendment to FASB Statement No. 123, "Accounting for Stock-Based Compensation." The Exposure Draft would require all share-based payments to employees, including grants of employee stock options, to be recognized in the income statement based on their fair values. FASB expects that a final standard would be effective for public companies for fiscal years beginning after December 15, 2004. The Company does not intend to adopt a fair-value based method of accounting for stock-based employee compensation until a final standard is issued by the FASB that requires this accounting. Proforma disclosures of quarterly earnings are included in Note 5 of this quarterly statement.

In January 2003, the FASB issued Interpretation No. 46, "Consolidation of Variable Interest Entities." This standard clarifies the application of Accounting Research Bulletin No. 51, "Consolidated Financial Statements," and addresses consolidation by business enterprises of variable interest entities. Interpretation No. 46 requires existing unconsolidated variable interest entities to be consolidated by their primary beneficiaries if the entities do not effectively disperse risk among the parties involved. Interpretation No. 46 also enhances the disclosure requirements related to variable interest entities. This interpretation was effective for any variable interest entered into by the Company as of the end of the first quarter of 2004. The adoption of Interpretation No. 46 did not have any significant effect on the Company's consolidated financial statements.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS AND FINANCIAL CONDITION

RESULTS OF OPERATIONS:

SECOND QUARTER 2004 VERSUS SECOND QUARTER 2003

Net Sales. Net sales for the second quarter of 2004 increased by approximately \$12,729,000, or 11%, when compared with the second quarter last year. Net sales of the Company's automotive auto-dimming mirrors increased by approximately \$12,939,000, or 12%, as auto-dimming mirror unit shipments increased by 18% from approximately 2,534,000 in the second quarter of 2003 to 3,001,000 in the current quarter. This increase reflected the increased penetration of interior base and exterior auto-dimming mirrors on 2004 model year vehicles, during the second quarter of 2004. Unit shipments to customers in North America for the current quarter increased by 4% compared with the second quarter of the prior year, primarily due to increased penetration among Asian transplants. Mirror unit shipments for the current quarter to automotive customers outside North America increased by 37% compared with the second quarter in 2003, primarily due to increased interior and exterior mirror shipments to European and Asian-Pacific automakers. Net sales of the Company's fire protection products decreased 3% for the current quarter, primarily due to lower sales of certain of the Company's signaling products.

Cost of Goods Sold. As a percentage of net sales, cost of goods sold decreased slightly from 58.7% in the second quarter of 2003 to 58.0% in the second quarter of 2004. This slight percentage decrease primarily reflected the higher sales level leveraged over the fixed overhead costs and product mix, partially offset by annual customer price reductions. Each factor is estimated to have impacted cost of goods sold as a percentage of net sales by approximately 1-2%.

Operating Expenses. Research and development expenses for the quarter increased approximately \$1,235,000, from 5.4% to 5.8% of net sales, when compared with the same quarter last year, primarily reflecting additional staffing, engineering and testing for new product development, including mirrors with additional electronic features. Selling, general and administrative expenses increased approximately \$790,000, for the quarter, but remained at approximately 5% of net sales, when compared with the second quarter of 2003. This increased expense primarily reflected the continued expansion of the Company's overseas sales and engineering offices, as well as the stronger euro exchange rate.

Total Other Income. Total other income for the quarter increased by approximately \$139,000 when compared with the second quarter of 2003, primarily due to realized gains on the sale of equity investments in the current quarter mostly offset by reduced interest income due to lower interest rates.

SIX MONTHS ENDED JUNE 30, 2004, VERSUS SIX MONTHS ENDED JUNE 30, 2003

Net Sales. Net sales for the six months ended June 30, 2004, increased by approximately \$26,748,000, or 12%, when compared with the same period last year. Net sales of the Company's automotive auto-dimming mirrors increased by approximately \$26,494,000, or 12%, as auto-dimming mirror unit shipments increased by 18% from approximately 5,069,000 in the first 6 months of 2003 to 5,983,000 in the first six months of 2004. This increase reflected the increased penetration on 2004 model year vehicles for interior and exterior electrochromic auto-dimming Mirrors. Unit shipments to customers in North America increased by 7% for the first six months of 2004, primarily due to increased penetration among Asian transplants. Mirror unit shipments to automotive customers outside North America increased by 31% for the first six months of 2004 compared with the first six months in 2003, primarily due to increased interior and exterior mirror sub-assembly shipments to European and Asian-Pacific automakers. Net sales of the Company's fire protection products increased 2% for the first six months of 2004, primarily due to higher sales of certain of the Company's smoke detector and signaling products.

Cost of Goods Sold. As a percentage of net sales, cost of good sold decreased from 58.5% to 57.8% in the first six months of 2004, when compared to the same six-month period in the prior year. This slight percentage decrease primarily reflected the higher sales level leveraged over the fixed overhead costs and product mix, partially offset

by annual customer price reductions. Each factor is estimated to have impacted cost of goods sold as a percentage of net sales by approximately 1-2%.

Operating Expenses. For six months ended June 30, 2004, engineering, research and development expenses increased approximately \$2,471,000, from 5.4% to 5.8% of net sales, when compared with the same period last year, primarily reflecting additional staffing for new product development, including mirrors with additional electronic features. Selling, general and administrative expenses increased approximately \$2,008,000 for the first six months of 2004, and increased from 5.0% to 5.3% of net sales when compared to the first six months of 2003. This increased expense primarily reflected the continued expansion of the Company's overseas sales and engineering office as well as the stronger euro exchange rate.

Other Income - Net. Other income for the six months ended June 30, 2004, increased by approximately \$1,612,000 when compared with the first six months of 2003, primarily due to realized gains on the sale of equity investments in the current year period compared to realized losses on the sale of equity investments in the prior year period, partially offset by reduced interest income due to lower interest rates.

FINANCIAL CONDITION:

Cash flow from operating activities for the six months ended June 30, 2004, increased \$8,104,000 to \$71,282,000, compared to \$63,178,000, for the same period last year, primarily due to increased net income. Capital expenditures for the six months ended June 30, 2004, were \$14,175,000, compared to \$11,044,000 for the same period last year.

The Company now expects that the construction of its fourth automotive manufacturing facility and a new corporate facility will be completed in early 2006. The completion date has been pushed back due to improved capacity utilization. The Company plans to invest approximately \$40-45 million for the new facilities during 2004-2006, which will be funded from its cash and equivalents on hand.

Cash and cash equivalents as of June 30, 2004, increased approximately \$67,204,000 compared to December 31, 2003. The increase was primarily due to cash flow from operations.

Management considers the Company's working capital and long-term investments totaling approximately \$625,341,000 as of June 30, 2004, together with internally generated cash flow and an unsecured \$5,000,000 line of credit from a bank, to be sufficient to cover anticipated cash needs for the next year and for the foreseeable future.

On October 8, 2002, the Company announced a share repurchase plan, under which the Company may purchase up to 4,000,000 shares based on a number of factors, including market conditions, the market price of the Company's common stock, anti-dilutive effect on earnings, available cash and other factors that the Company deems appropriate. During the quarter ended March 31, 2003, the Company repurchased 415,000 shares at a cost of approximately \$10,247,000. No shares have been repurchased subsequently by the Company.

TRENDS AND DEVELOPMENTS:

The Company is subject to market risk exposures of varying correlations and volatilities, including foreign exchange rate risk, interest rate risk and equity price risk. During the quarter ended June 30, 2004, there were no significant changes in the market risks reported in the Company's 2003 Form 10-K report.

The Company has some assets, liabilities and operations outside the United States, which currently are not significant. Because the Company sells its automotive mirrors throughout the world, it could be significantly affected by weak economic conditions in worldwide markets that could reduce demand for its products.

The Company continues to experience pricing pressures from its automotive customers, which have affected, and which will continue to affect, its margins to the extent that the Company is unable to offset the price reductions with productivity improvements, engineering and purchasing cost reductions, and increases in unit sales volume. In addition, profit pressures at certain automakers are resulting in increased cost reduction efforts by them, including requests for additional price reductions, decontenting certain features from vehicles, and warranty cost-

sharing programs, which could adversely impact the Company's sales growth and margins. The Company also continues to experience from time to time some pressure for select raw material cost increases.

Automakers have been experiencing increased volatility and uncertainty in executing planned new programs which have, in some cases, resulted in cancellations or delays of new vehicle platforms, package reconfigurations and inaccurate volume forecasts. This increased volatility and uncertainty has made it more difficult for the Company to forecast future sales and effectively utilize capital, engineering, research and development, and human resource investments.

The Company does not have any significant off-balance sheet arrangements or commitments that have not been recorded in its consolidated financial statements.

On October 1, 2002, Magna International acquired Donnelly Corporation, the Company's major competitor for sales of automatic-dimming rearview mirrors to domestic and foreign vehicle manufacturers and their mirror suppliers. The Company sells certain automatic-dimming rearview mirror sub-assemblies to Magna Donnelly. To date, the Company is not aware of any significant impact of Magna's acquisition of Donnelly upon the Company; however, any ultimate significant impact has not yet been determined.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The information called for by this item is provided under the caption "Trends and Developments" under Item 2 - Management's Discussion and Analysis of Results of Operations and Financial Condition.

ITEM 4. CONTROLS AND PROCEDURES

As of June 30, 2004, an evaluation was performed under the supervision and with the participation of the Company's management, including the CEO and CFO, of the effectiveness of the design and operation of the Company's disclosure controls and procedures [(as defined in Exchange Act Rules 13a - 15(e) and 15d - 15(e)]. Based on that evaluation, the Company's management, including the CEO and CFO, concluded that the Company's disclosure controls and procedures were adequate and effective as of June 30, 2004, to ensure that material information relating to the Company would be made known to them by others within the Company, particularly during the period in which this Form 10-Q was being prepared. During the period covered by this quarterly report, there have been no changes in the Company's internal controls over financial reporting that have materially affected or are likely to materially affect the Company's internal controls over financial reporting.

Statements in this Quarterly Report on Form 10-Q which express "belief", "anticipation" or "expectation" as well as other statements which are not historical fact, are forward-looking statements and involve risks and uncertainties described under the headings "Management's Discussion and Analysis of Results of Operations and Financial Condition" and "Trends and Developments" that could cause actual results to differ materially from those projected. All forward-looking statements in this Report are based on information available to the Company on the date hereof, and the Company assumes no obligation to update any such forward-looking statements.

PART II. OTHER INFORMATION

Item 4. Submission of Matters to a Vote of Security Holders

- (a) The annual meeting of the shareholders of the Company was held on May 13, 2004.
- (b) The following nominees were elected to serve three-year terms on the Company's Board of Directors by the following votes.

	Frederick Sotok -----	John Mulder -----	Wallace Tshuha -----
For	67,530,668	67,639,277	69,798,115
Against	-	-	-
Withheld	3,078,734	2,970,125	811,288
Broker Non-Votes	-	-	-

The terms of office for incumbent Directors Fred Bauer, Gary Goode, Kenneth La Grand, Arlyn Lanting, Ted Thompson and Leo Weber, continued after the meeting.

- (c) A proposal to approve the Gentex Corporation Qualified Stock Option Plan was approved by the following vote:

For	56,588,089
Against	3,741,411
Abstain / Broker Non-Votes	261,381

A proposal to amend the Articles of Incorporation (to increase the authorized shares of common stock) was approved by the following vote:

For	66,165,123
Against	4,196,101
Abstain / Broker Non-Votes	248,177

A proposal to ratify the appointment of Ernst & Young LLP as the Company's auditors for the fiscal year ended December 31, 2004, was approved by the following vote:

For	67,494,407
Against	2,928,244
Abstain / Broker Non-Votes	186,750

See Part II, Item 4 (b), with respect to the election of directors.

Item 6. Exhibits and Reports on Form 8-K

- (a) See Exhibit Index on Page 13.
- (b) During the three months ended June 30, 2004, one report on Form 8-K was filed on April 20, 2004, to disclose the Company's financial results for the first quarter ended March 31, 2004.

SIGNATURES

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 thereunto duly authorized.

GENTEX CORPORATION

Date: August 3, 2004

/s/ Fred T. Bauer

Fred T. Bauer
Chairman and Chief
Executive Officer

Date: August 3, 2004

/s/ Enoch C. Jen

Enoch C. Jen
Vice President - Finance,
Principal Financial and
Accounting Officer

EXHIBIT INDEX

EXHIBIT NO. -----	DESCRIPTION -----	PAGE -----
3(a)(1)	Registrant's Articles of Incorporation were filed in 1981 as Exhibit 2(a) to a Registration Statement on Form S-18 (Registration No. 2-74226C), an Amendment to those Articles was filed as Exhibit 3 to Registrant's Report on Form 10-Q in August of 1985, an additional Amendment to those Articles was filed as Exhibit 3(a)(1) to Registrant's Report on Form 10-Q in August of 1987, an additional Amendment to those Articles was filed as Exhibit 3(a)(2) to Registrant's Report on Form 10-K dated March 10, 1992, an Amendment to Articles of Incorporation, adopted on May 9, 1996, was filed as Exhibit 3(a)(2) to Registrant's Report on Form 10-Q dated July 31, 1996, and an Amendment to Articles of Incorporation, adopted on May 21, 1998, was filed as Exhibit 3(a)(2) to Registrant's Report on Form 10-Q dated July 30, 1998, all of which are hereby incorporated herein by reference.	
3(a)(2)	Amendment to Articles of Incorporation, adopted by the shareholders on May 13, 2004.	15
3(b)(1)	Registrant's Bylaws as amended and restated February 27, 2003, were filed as Exhibit 3(b)(1) to Registrant's Report on Form 10-Q dated May 5, 2003, and the same are hereby incorporated herein by reference.	
4(a)	A specimen form of certificate for the Registrant's common stock, par value \$.06 per share, was filed as part of a Registration Statement on Form S-18 (Registration No. 2-74226C) as Exhibit 3(a), as amended by Amendment No. 3 to such Registration Statement, and the same is hereby incorporated herein by reference.	
4(b)	Amended and Restated Shareholder Protection Rights Agreement, dated as of March 29, 2001, including as Exhibit A the form of Certificate of Adoption of Resolution Establishing Series of Shares of Junior Participating Preferred Stock of the Company, and as Exhibit B the form of Rights Certificate and of Election to Exercise, was filed as Exhibit 4(b) to Registrant's Report on Form 10-Q dated April 27, 2001, and the same is hereby incorporated herein by reference.	
10(a)(1)	A Lease dated August 15, 1981, was filed as part of a Registration Statement on Form S-18 (Registration Number 2-74226C) as Exhibit 9(a)(1), and the same is hereby incorporated herein by reference.	
10(a)(2)	A First Amendment to Lease dated June 28, 1985, was filed as Exhibit 10(m) to Registrant's Report on Form 10-K dated March 18, 1986, and the same is hereby incorporated herein by reference.	
*10(b)(1)	Gentex Corporation Qualified Stock Option Plan (as amended and restated, effective February 26, 2004) was included in Registrant's Proxy Statement dated April 6, 2004, filed with the Commission on April 6, 2004, which is hereby incorporated herein by reference.	
*10(b)(2)	Gentex Corporation Second Restricted Stock Plan was filed as Exhibit 10(b)(2) to Registrant's Report on Form 10-Q dated April 27, 2001, and the same is hereby incorporated herein by reference.	

EXHIBIT NO. -----	DESCRIPTION -----	PAGE -----
*10(b)(3)	Gentex Corporation 2002 Non-Employee Director Stock Option Plan (adopted March 6, 2002), was filed as Exhibit 10(b)(4) to Registrant's Report on Form 10-Q dated April 30, 2002, and the same is incorporated herein by reference.	
10(e)	The form of Indemnity Agreement between Registrant and each of the Registrant's directors and certain officers was filed as Exhibit 10 (e) to Registrant's Report on Form 10-Q dated October 31, 2002, and the same is incorporated herein by reference.	
31.1	Certificate of the Chief Executive Officer of Gentex Corporation pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350).	16
31.2	Certificate of the Chief Financial Officer of Gentex Corporation pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350).	17
32	Certificate of the Chief Executive Officer and Chief Financial Officer of Gentex Corporation pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350)	18

*Indicates a compensatory plan or arrangement.

GENTEX CORPORATION ARTICLES OF INCORPORATION

ARTICLE III

The total number of shares of all classes of stock which the Corporation shall have the authority to issue is 205,000,000 shares, consisting of 200,000,000 shares of Common Stock, par value \$.06 per share and 5,000,000 shares of Preferred Stock, no par value.

The authorized shares of Common Stock of the par value of \$.06 per share are all of one class with equal voting power, and each such share shall be equal to every other such share.

The shares of Preferred Stock may be divided into and issued in one or more series. The Board of Directors is hereby authorized to cause the Preferred Stock to be issued from time to time in one or more series with such designations and such relative voting, dividend, liquidation and other rights, preferences and limitations as shall be stated and expressed in the resolution providing for the issue of such Preferred Stock adopted by the Board of Directors. The Board of Directors by vote of a majority of the whole Board is expressly authorized to adopt such resolution or resolutions and issue such stock from time to time as it may deem desirable.

CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER OF GENTEX CORPORATION

I, Fred T. Bauer, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Gentex Corporation;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods, presented in this quarterly report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures [as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)] for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
 - b) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures, as of the period covered by this quarterly report based on such evaluation; and
 - c) disclosed in this quarterly report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and;
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting;

Date: August 3, 2004

/s/ Fred T. Bauer

Fred T. Bauer
Chief Executive Officer

CERTIFICATION OF THE CHIEF FINANCIAL OFFICER OF GENTEX CORPORATION

I, Enoch C. Jen, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Gentex Corporation;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods, presented in this quarterly report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures [as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)] for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
 - b) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures, as of the period covered by this quarterly report based on such evaluation; and
 - c) disclosed in this quarterly report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and;
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting;

Date: August 3, 2004

/s/ Enoch C. Jen

Enoch C. Jen
Vice President, Finance

EXHIBIT 32

CERTIFICATION PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY
ACT OF 2002 (18-U.S.C. SECTION 1350)

Each, Fred T. Bauer, Chief Executive Officer of Gentex Corporation, and Enoch C. Jen, Chief Financial Officer of Gentex Corporation, certify, to the best of their knowledge and belief, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18-U.S.C. Section 1350), that:

- (1) The quarterly report on Form 10-Q for the quarterly period ended June 30, 2004, which this statement accompanies, fully complies with the requirements of Section 13 (a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in this quarterly report on Form 10-Q of the quarterly period ended June 30, 2004, fairly presents, in all material respects, the financial condition and results of operations of Gentex Corporation.

Dated: August 3, 2004

GENTEX CORPORATION

By /s/ Fred T. Bauer

Fred T. Bauer
Its Chief Executive Officer

By /s/ Enoch C. Jen

Enoch C. Jen
Its Vice President-Finance/Chief
Financial Officer

A signed original of this written statement has been provided to Gentex Corporation and will be retained by Gentex Corporation and furnished to the Securities and Exchange Commission or its staff upon request