

SCHEDULE 14A  
(RULE 14A-101)  
INFORMATION REQUIRED IN PROXY STATEMENT  
SCHEDULE 14A INFORMATION  
PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE SECURITIES  
EXCHANGE ACT OF 1934 (AMENDMENT NO. )

Filed by the registrant [ ]

Filed by a party other than the registrant [ ]

Check the appropriate box:

[X] Preliminary proxy statement [ ] Confidential, for Use of the  
Commission Only (as permitted by  
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[ ] Definitive proxy statement

[ ] Definitive additional materials

[ ] Soliciting material pursuant to Rule 14a-11(c) or Rule 14a-12  
GENTEX CORPORATION

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(Name of Registrant as Specified in Its Charter)  
GENTEX CORPORATION

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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(1) Amount previously paid:

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(2) Form, schedule or registration statement no.:

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(3) Filing party:

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(4) Date filed:

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GENTEX  
CORPORATION

600 N. Centennial Street  
Zeeland, Michigan 49464

NOTICE OF 2000 ANNUAL MEETING

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The Annual Meeting of the Shareholders of Gentex Corporation, a Michigan corporation, will be held at the Company's new automotive products manufacturing facility, 58 E. Riley Street, Zeeland, Michigan, on Thursday, May 18, 2000, at 4:30 p.m. E.D.S.T., for the following purposes:

1. To elect two directors as set forth in the Proxy Statement.
2. To act upon the proposal to amend the Articles of Incorporation to increase the authorized shares of common stock.
3. To transact any other business that may properly come before the meeting.

Shareholders of record as of the close of business on March 24, 2000, are entitled to notice of, and to vote at the meeting. You are requested to sign, date, and return the accompanying Proxy in the enclosed, self-addressed envelope, regardless of whether you expect to attend the meeting in person. You may withdraw your Proxy at the meeting if you are present and desire to vote your shares in person.

BY ORDER OF THE BOARD OF DIRECTORS

April 11, 2000

Connie Hamblin  
Secretary

[MAP]

## GENTEX CORPORATION

600 N. Centennial Street  
Zeeland, Michigan 49464

PROXY STATEMENT FOR ANNUAL MEETING  
OF SHAREHOLDERS TO BE HELD MAY 18, 2000

## SOLICITATION OF PROXIES

This Proxy Statement is being furnished on or about April 11, 2000, to the shareholders of Gentex Corporation (the "Company") in connection with the solicitation by the Board of Directors of the Corporation of Proxies to be used at the Annual Meeting of Shareholders to be held on Thursday, May 18, 2000, at 4:30 p.m., at the Company's new automotive products manufacturing facility, 58 E. Riley Street, Zeeland, Michigan.

If the form of Proxy accompanying this Proxy Statement is properly executed and returned to the Company, the shares represented by the Proxy will be voted at the Annual Meeting of Shareholders in accordance with the directions given in the Proxy, unless the Proxy is revoked. Any shareholder executing and returning the form of Proxy which accompanies this Proxy Statement may revoke the Proxy, at any time before it has been exercised, by delivering a written notice of revocation to the Secretary of the Company, executing a subsequent proxy or attending the meeting and voting in person.

The cost of the solicitation of Proxies will be borne by the Company. In addition to the use of the mail, Proxies may be solicited personally or by telephone or facsimile by a few regular employees of the Company without additional compensation. The Company does not intend to pay any compensation for the solicitation of Proxies, except that brokers, nominees, custodians, and other fiduciaries will be reimbursed by the Company for their expenses in connection with sending proxy materials to beneficial owners and obtaining their Proxies.

## VOTING SECURITIES AND RECORD DATE

March 24, 2000, has been fixed by the Board of Directors as the record date for determining shareholders entitled to vote at the Annual Meeting. On that date, 73,737,537 shares of the Company's common stock, par value \$.06 per share, were issued and outstanding. Shareholders are entitled to one vote for each share of the Company's common stock registered in their names at the close of business on the record date.

## ELECTION OF DIRECTORS

The Company's Articles of Incorporation specify that the Board of Directors shall consist of at least six, but not more than nine members, with the exact number to be determined by the Board. The Board has fixed the number of directors at seven. The Articles of Incorporation also

specify that the Board of Directors be divided into three classes, with the classes to hold office for staggered terms of three years each. Fred Bauer and Leo Weber are incumbent directors previously elected by shareholders, and they are nominees for re-election to a three-year term expiring in 2003.

Unless otherwise specifically directed by a shareholder's marking on the Proxy card, the persons named as proxy voters in the accompanying Proxy will vote for the nominees described below. In the event any of these nominees is no longer a candidate at the time of the Annual Meeting of Shareholders (a situation which is not now anticipated), the Board of Directors may designate a substitute nominee, in which case the accompanying Proxy will be voted for the substituted nominee.

Under Michigan law, directors are elected by a plurality of votes cast by shareholders. Therefore, the two nominees who receive the largest number of affirmative votes will be elected, irrespective of the number of votes received. Broker nonvotes, votes withheld, and votes cast against any nominee will not have a bearing on the outcome of the election. Votes will be counted by Inspectors of Election appointed by the presiding officer at the Annual Meeting.

The Board of Directors recommends a vote FOR the election of both persons nominated by the Board.

The content of the following table relating to business experience is based upon information furnished to the Company by the nominees and directors.

NAME, (AGE) AND POSITION	BUSINESS EXPERIENCE PAST FIVE YEARS
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NOMINEES FOR TERMS TO EXPIRE IN 2003	
Fred Bauer (57) Director since 1981	Mr. Bauer is the Chairman and Chief Executive Officer of Gentex Corporation, and he has held that position for more than five years.
Leo Weber (70) Director since 1991	Since 1990, Mr. Weber has been engaged in the consulting business as L. L. Weber & Associates, West Bloomfield, MI. Previously, he was the President of Robert Bosch Corporation, Farmington Hills, MI (manufacturer of sophisticated automotive components).
DIRECTORS WHOSE TERMS EXPIRE IN 2002	
Arlyn Lanting (59) Director since 1981	Mr. Lanting is the Vice President - Finance of Aspen Enterprises, Ltd., Grand Rapids, MI (real estate investments), and he has held that position for more than five years.
Kenneth La Grand (59) Director since 1987	Mr. La Grand is the Executive Vice President of Gentex Corporation, and he had held that position for more than five years.
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Ted Thompson (70)  
Director since 1987

Mr. Thompson is the Chairman of X-Rite, Incorporated, Grandville, MI (a manufacturer of light and color-measuring instruments), and he had held that position for more than five years. Mr. Thompson is also a director of X-Rite, Incorporated.

DIRECTORS WHOSE TERMS EXPIRE IN 2001

Mickey Fouts (68)  
Director since 1982

Mr. Fouts has been Chairman of the Board, Equity Services Company (investment services), Castle Rock, CO, for more than five years. In addition, he was Chairman of the Board and interim C.E.O. of American Consolidated Growth Capital (temporary services), Denver, CO, from January to June of 1996.

John Mulder (63)  
Director since 1992

Mr. Mulder is the Vice President - Customer Relations of Gentex Corporation, and has held that position since February 2000. Previously, he was Senior Vice President - Automotive Marketing from September 1998 to February 2000. Prior to September 1998, he was Vice President - Automotive Marketing for more than five years.

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Arlyn Lanting and Kenneth La Grand are brothers-in-law. There are no other family relationships between the nominees, directors, and executive officers of the Company.

The Company has an Audit Committee comprised of Messrs. Lanting and Weber. The Audit Committee recommends to the Board of Directors the selection of independent public accountants and reviews the scope of their audit, and their audit report, and any recommendations made by them. This Committee met on three occasions during the fiscal year ended December 31, 1999.

The Company has a Compensation Committee comprised of Messrs. Bauer, Lanting and Thompson. The Compensation Committee is responsible for administering the Company's stock-based incentive plans and supervising other compensation arrangements for executive officers of the Company. The Compensation Committee met five times during the fiscal year ended December 31, 1999.

In addition, the Company has an Executive Committee comprised of Messrs. Bauer, Lanting and La Grand which is authorized to act on behalf of the Board between full Board meetings, to the extent permitted by law. This Committee did not meet during the fiscal year ended December 31, 1999.

The Company does not have a standing nominating committee.

During 1999, the Board of Directors met on three occasions. All directors attended at least seventy-five percent of the aggregate number of meetings of the Board and Board committees on which they served.

## PROPOSAL TO APPROVE INCREASE IN AUTHORIZED SHARES OF COMMON STOCK

Article III of the Company's Articles of Incorporation currently provides for authorized capital stock of 105,000,000 shares, consisting of 100,000,000 shares of common stock, par value \$.06 per share, and 5,000,000 shares of preferred stock, no par value. No preferred stock is presently outstanding. At March 1, 2000, there were 73,513,873 shares of common stock outstanding, and 11,664,520 shares have been reserved for issuance under the Company's various stock plans.

At a meeting held on March 27, 2000, the Board of Directors resolved to amend Article III of the Articles of Incorporation to increase the authorized shares of common stock from 100,000,000 to 200,000,000 sometime prior to the Company's annual meeting in 2001, and recommend the amendment for approval by the Company's shareholders. The Board's resolution and its recommendation are subject to the Board's ability to abandon the amendment in its discretion. The Board believes that the authorization of an additional 100,000,000 shares of common stock will provide increased flexibility for future growth and provide the opportunity for enhanced marketability of the Company's common stock, although the Board has no present intention of issuing those shares for any particular purpose at the present time.

From time to time, the Company has considered potential acquisitions and management expects to continue to consider acquisition opportunities in the future. The Company's common stock could be used as a means for accomplishing an acquisition. The increase in authorized common stock would also enhance the ability of the Board of Directors to consider the possibility of declaring a stock dividend to existing shareholders and/or provide for the reservation of additional shares for potential issuance under the Company's various stock plans as a means of retaining key personnel and attracting new personnel. It is also possible that the additional shares of common stock could be utilized by the Company as a part of a defensive strategy to counter any hostile takeover attempts. Shares of the Company's common stock do not carry preemptive rights to purchase additional shares of the Company's stock.

The Board recommends that Article III of the Company's Articles of Incorporation be amended to read as stated on Appendix A to this Proxy Statement any time prior to the Company's annual meeting in 2001, subject to the Board's ability to abandon the amendment in its discretion. The only change in the Articles is the increase in the number of shares of common stock from 100,000,000 to 200,000,000.

The affirmative vote of a majority of the outstanding shares of common stock, in person or by proxy, on the proposed amendment to Article III is required for approval. Since an absolute majority of outstanding shares is required, any ballot or proxy marked "abstain" will have the same effect as a negative vote. Votes will be counted by Inspectors of Election appointed by the presiding officer at the Annual Meeting.

The Board of Directors recommends a vote FOR adoption of the proposed increase in authorized common stock any time prior to the Company's annual meeting in 2001, subject to the Board's ability to abandon the amendment in its discretion.

## SECURITIES OWNERSHIP OF MANAGEMENT

The following table contains information with respect to ownership of the Company's common stock by all directors, nominees for election as directors, executive officers named in the tables under the caption Executive Compensation, and all directors and executive officers and directors as a group. The content of this table is based upon information supplied by the Company's officers, directors, and nominees for election as directors, and represents the Company's understanding of circumstances in existence as of March 1, 2000.

NAME OF BENEFICIAL OWNER	AMOUNT AND NATURE OF OWNERSHIP		PERCENT OF CLASS
	SHARES BENEFICIALLY OWNED (1)	EXERCISABLE OPTIONS (2)	
Fred Bauer	3,345,466	160,002	5.0%
Mickey E. Fouts	25,000	25,000	*
Enoch Jen	93,000	31,800	*
Arlyn Lanting	597,050 (3)	197,000	*
Kenneth La Grand	608,703 (4)	146,455	*
John Mulder	129,898	24,998	*
Ted Thompson	237,000	197,000	*
Leo L. Weber	73,000	65,000	*
All directors and executive officers as a group (8 persons)	5,409,117	847,255	7.4%

\*Less than one percent.

- (1) Except as otherwise indicated by footnote, each named person claims sole voting and investment power with respect to the shares indicated.
- (2) This column reflects shares subject to options exercisable within 60 days, and these shares are included in the column captioned "Shares Beneficially Owned."
- (3) Includes 400,000 shares owned of record by Aspen Enterprises, Ltd., of which Mr. Lanting is a director, officer and substantial shareholder, and Mr. Lanting disclaims beneficial ownership of those shares. Also includes 25 shares owned by Mr. Lanting's spouse through a partnership, and Mr. Lanting disclaims beneficial ownership of those shares.

- (4) Includes 50,000 shares held in a trust established by Mr. La Grand's spouse, and Mr. La Grand disclaims beneficial ownership of those shares. Also includes 1,564 shares held in trusts by Mr. La Grand's spouse for Mr. La Grand's grandchildren, and Mr. La Grand disclaims beneficial ownership of these shares.

#### SECURITIES OWNERSHIP OF CERTAIN BENEFICIAL OWNERS

The following table contains information with respect to ownership of the Company's common stock by persons or entities who are beneficial owners of more than five percent of the Company's voting securities. The information contained in this table is based on information contained in Schedules 13D and 13G furnished to the Company.

NAME AND ADDRESS OF BENEFICIAL OWNER	AMOUNT AND NATURE OF BENEFICIAL OWNERSHIP	PERCENT OF CLASS
American Express Financial Advisors IDS Tower 10 80 South Eighth Street 31st Floor Minneapolis, MN 55440	4,024,394	5.5%
State Treasurer State of Michigan P.O. Box 15128 Lansing, MI 48901	3,996,985 (1)	5.4%

- (1) The State Treasurer acts as the investment fiduciary for retirement systems sponsored by the State of Michigan for Public School Employees, State Employees, State Police and Judges.



## EXECUTIVE COMPENSATION

The following table contains information regarding compensation paid by the Company with respect to the preceding fiscal year to its chief executive officer and to each executive officer whose salary and bonus compensation exceeded \$100,000.

SUMMARY COMPENSATION TABLE

EXECUTIVE	YEAR	ANNUAL COMPENSATION			LONG TERM COMPENSATION		ALL OTHER COMPENSATION (\$)(2)
		SALARY (\$)	BONUS (\$)	OTHER (\$)	AWARDS		
					RESTRICTED STOCK AWARD(\$)(1)	SECURITIES UNDERLYING OPTIONS(#)	
Fred Bauer Chairman and CEO	1999	287,230	62,470		--	65,000	4,650
	1998	283,126	53,791		--	50,000	4,127
	1997	267,680	74,433		--	60,000	3,952
Kenneth La Grand Executive Vice President	1999	175,186	49,546		--	24,000	4,399
	1998	172,164	43,366		168,375	24,000	3,876
	1997	160,643	55,259		--	40,000	3,701
John Mulder Sr. Vice President, Automotive Marketing	1999	207,144	70,731		--	--	4,490
	1998	203,879	64,192		133,297	18,000	3,945
	1997	179,133	57,372		--	30,000	3,772
Enoch Jen Vice President, Finance & Treasurer	1999	110,762	49,215		--	15,000	4,251
	1998	107,856	43,398		212,674	24,000	3,740
	1997	101,176	40,477		--	24,000	3,564

(1) Represents the aggregate market value at the date of grant for shares of common stock awarded under the Company's Restricted Stock Plan. Assuming continued employment with the Company, restrictions on shares lapse upon the expiration of five years from the date of grant in the case of Mr. Jen, and one-third each on the 4th, 5th, and 6th anniversaries of the grant in all other cases. Dividends will be paid on these shares if, and to the same extent, paid on the Company's common stock generally. At the close of the Company's fiscal year, the following officers held the following number of restricted shares with the corresponding net market values: K. La Grand 38,667 shares for \$1,073,009, J. Mulder 30,834 shares for \$855,644, and E. Jen 33,000 shares for \$915,750.

(2) These amounts represent the sum of "matching" contributions by the Company pursuant to its 401(k) Plan and annual premiums for term life insurance attributed to each named executive officer.

The following table contains information regarding stock options granted to the above-named executive officers during the preceding fiscal year.

OPTION GRANTS IN LAST FISCAL YEAR

EXECUTIVE	INDIVIDUAL GRANTS				
	NUMBER OF SECURITIES, UNDERLYING OPTIONS(1)	PERCENT OF OPTIONS TO ALL EMPLOYEES	EXERCISE PRICE (\$/SH)(2)	EXPIRATION DATE	GRANT DATE PRESENT VALUE (\$)(3)
Fred Bauer	65,000	8.2%	22.063	8/13/06	720,317
Kenneth La Grand	24,000	3.0%	20.750	10/4/06	250,135
John Mulder	--	--	--	--	--
Enoch Jen	15,000	1.9%	21.375	3/24/06	161,043

- (1) These options become exercisable, so long as employment with the Company continues, for twenty percent of the shares on each anniversary of the grant date commencing with the first anniversary of the grant date.
- (2) The exercise price may be paid in cash, in shares of the Company's common stock, and/or by the surrender of exercisable options valued at the difference between the exercise price and the market value of the underlying shares.
- (3) Based on the Black-Scholes option valuation model, assuming volatility of 52 percent, a risk-free rate of return equal to seven-year treasury bonds, a dividend yield of zero, and an exercise date of seven years after grant. This model is an alternative suggested by the Securities and Exchange Commission, and the Company neither endorses this particular model, nor necessarily agrees with this method for valuing options. The ultimate value of options will depend on the Company's success, as reflected by an increase in the price of its shares, which will inure to the benefit of all shareholders.

The following table contains information regarding the exercise of options during the preceding fiscal year by the above-named executives, as well as unexercised options held by them at fiscal year-end.

AGGREGATED OPTION EXERCISES IN LAST FISCAL YEAR AND YEAR-END VALUES

EXECUTIVE	SHARES ACQUIRED ON EXERCISE (#)	VALUE REALIZED (\$)	NUMBER OF SECURITIES UNDERLYING UNEXERCISED OPTIONS AT FISCAL YEAR-END (#)		VALUE OF UNEXERCISED IN-THE-MONEY OPTIONS AT FISCAL YEAR-END (\$)	
			EXERCISABLE	UNEXERCISABLE	EXERCISABLE	UNEXERCISABLE
Fred Bauer	--	--	160,002	164,998	3,204,906	1,963,496
Kenneth La Grand	64,000	1,777,997	146,455	91,997	2,932,383	1,272,541
John Mulder	37,096	685,968	24,998	53,598	448,190	878,146
Enoch Jen	73,602	1,515,089	12,001	70,995	213,461	1,040,730

EXECUTIVE COMPENSATION REPORT

Responsibility for the Company's executive compensation program has been delegated by the Board of Directors to the Compensation Committee, except for compensation of the chief executive officer, which is determined by the Board based on recommendations from the Committee. This Committee is comprised of three members: two independent outside directors and the Chief Executive Officer (C.E.O.).

The executive compensation program is composed of three elements: base salary, annual bonus, and stock-based incentives. These elements are utilized to accommodate several objectives:

- Provide the means to attract, motivate, and retain executive management personnel.
- Provide the long-term success by focusing on continuing technical development and improvement in customer satisfaction.
- Provide base salary compensation that is competitive in the market for managerial talent
- Provide annual bonus compensation reflective of both individual achievement and overall Company performance.
- Provide stock-based incentive compensation that focuses on long-term Company performance and aligning the interests of management with the interests of shareholders.

Base salary compensation for executive officers is predicated primarily on competitive circumstance for managerial talent and positions reflecting comparable responsibility. These competitive circumstances are determined from local, regional, and national surveys of employers comparable to the Company in size, stage of development, and industry. Historically, base salaries for executive officers have been relatively low, and stock-based incentives have received more emphasis, reflecting the entrepreneurial, high growth rate stage of the Company's development. Base salary decisions for executive officers other than the C.E.O. are determined by C.E.O. F. Bauer. The base salary for C.E.O. Bauer for 1999 was recommended by the Committee (without participation by C.E.O. Bauer) and approved by the Board of Directors. The Committee's recommendation was made after reviewing survey information from several sources, textual materials regarding executive compensation strategies in general, the past and expected contributions of C.E.O. Bauer to the Company's progress, the quality, loyalty, and performance of the management team assembled and led by him, and the relationships between his salary and the average salary levels for the Company's hourly paid workers, salaried employees, and executive officers.

Annual bonus compensation for executive officers is composed of two elements: payments under the Company's Gain Sharing Bonus Plan and performance bonuses. All employees of the Company, including executive officers, are eligible to share in the Company's Gain Sharing Bonus Plan after the first three months of employment. A percentage of pretax income, in excess of an established threshold for shareholder return on equity, is distributed quarterly to eligible employees. The amount to be distributed is allocated among all eligible employees in proportion to the salary or wages (including overtime) paid to those employees during the quarter. In addition, performance bonuses are paid to various managerial employees, including executive officers, based upon individual performance during the year and the overall performance of the Company during the year. Regarding 1999, C.E.O. F. Bauer evaluated the performance of each executive officer, sometimes in consultation with other officers, and determined performance bonuses predicated approximately one-half on the individual's achievements and contributions to Company success, and one-half on the overall performance of the Company for the year. C.E.O. F. Bauer participated in the Gain Sharing Plan along with all other eligible employees.

Stock-based incentive compensation is intended to align the interests of shareholders and senior management by making the managers shareholders in a significant amount, and providing them incentives to work to increase the price of the Company's shares by granting them options to acquire additional shares. Generally, restricted stock grants are subject to forfeiture if the executive officer does not continue employment with the Company for the period specified at the time of grant. Similarly, stock options become exercisable generally for a portion of the shares after one year and for additional portions each year thereafter, subject, however, to the requirement that the optionee must be employed by the Company at the time of exercise. During 1999, stock options were awarded to executive officers, other than the C.E.O., by the Committee, based upon recommendations from C.E.O. F. Bauer, taking into consideration for each executive the scope of responsibility, construction to success in prior periods, ability to influence success in the future, and demonstrated ability to achieve agreed-upon goals. In addition, the Board approved the recommendation of the Committee (arrived at without the participation of Mr. Bauer) to grant C.E.O. F. Bauer an option to acquire 65,000 shares of the common stock, based

upon the Committee's evaluation of his management of the Company's other managerial employees and his desire to receive bonus compensation in the form of options rather than cash.

Compensation Committee Members:

Fred Bauer  
Arlyn Lanting  
Ted Thompson

## STOCK PERFORMANCE GRAPH

The following graph depicts the cumulative total return on the Company's common stock compared to the cumulative total return on The NASDAQ Stock Market(R) index (all U.S. companies) and the Dow Jones Index for Automobile Parts and Equipment Companies (excluding tire and rubber makers). The graph assumes an investment of \$100 on the last trading day of 1994, and reinvestment of dividends in all cases.

[GRAPH]

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The Company has not adopted any long-term incentive plan or any defined benefit or actuarial plan, as those terms are defined in the applicable regulations promulgated by the Securities and Exchange Commission. Neither does the Company have any contracts with its executive officers assuring them of continued employment, nor any compensatory arrangement for executives linked to a change in control of the Company.

Directors who are employees of the Company receive no compensation for services as directors. Directors who are not employees of the Company receive a director's retainer in the amount of \$6,000 per year plus \$800 for each meeting of the Board attended and \$500 for each committee meeting attended. In addition, each nonemployee person who is a director immediately following each annual meeting of shareholders is entitled to receive an option to purchase 5,000 shares of the Company's common stock at a price per share equal to the fair market value on that date. Each option has a term of ten years and becomes exercisable in full six months after the date of the grant.

COMPENSATION COMMITTEE INTERLOCKS AND  
INSIDER PARTICIPATION IN COMPENSATION DECISIONS

Fred Bauer, Chairman and C.E.O., was a member of the Company's Compensation Committee during the fiscal year ended December 31, 1999. That Committee was responsible for supervising the Company's executive compensation arrangements, including the making of decisions with respect to the award of stock-based incentives for executive officers during that year.

Arlyn Lanting, a director and member of the Company's Compensation Committee, was an officer of the Company more than fifteen years ago.

TRANSACTIONS WITH MANAGEMENT

Since 1978, prior to the time the Company became a publicly held corporation, the Company has leased a building that previously housed its main office, manufacturing and warehouses facilities, and currently houses production operations for the Company's fire protection products. The lessor for that building is G & C Associates, a general partnership, and nearly all of the partnership interests in G & C Associates are held by persons related to Fred Bauer. The lease is a "net" lease, obligating the Company to pay all expenses for maintenance, taxes, and insurance, in addition to rent. During 1999, the rent paid to this partnership was \$52,153, and the rent for the current fiscal year is the same. The Board of Directors believes that the terms of this lease are at least as favorable to the Company as could have been obtained from unrelated parties.

Arlyn Lanting and Kenneth La Grand are both substantial shareholders in GTI/MTA Travel, Inc., a local travel agency used by the Company to book airline travel for its employees. During 1999, the Company paid \$375,080 for airline travel booked through this agency and the travel agency receives a small percentage (usually less than five percent) of this amount as a commission from the airlines. This arrangement has been reviewed by the Company's Board of Directors and approved on the basis that the prices and services provided afford the best value available to the Company.

RELATIONSHIP WITH INDEPENDENT PUBLIC ACCOUNTANTS

The Board of Directors has selected Ernst & Young LLP to serve as the Company's independent auditors for the fiscal year ending December 31, 2000. Representatives of Ernst & Young are expected to be present at the annual meeting to respond to appropriate questions and will have an opportunity to make a statement if they desire.

SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Based upon a review of Forms 3, 4, and 5 furnished to the Company during or with respect to the preceding fiscal year and written representations from certain reporting persons,

the Company is not aware of any failure by any reporting person to make timely filings of those Forms as required by Section 16(a) of the Securities Exchange Act of 1934.

#### SHAREHOLDER PROPOSALS

If a shareholder intends to present a proposal for action at the 2000 Annual Meeting of Shareholders, notice of that proposal must be given to the Secretary of the Company, in accordance with the Company's bylaws, on or before April 21, 2000. In addition, any proposal of a shareholder intended to be presented at the next annual meeting of the Company must be received by the Company at its headquarters, at 600 N. Centennial Street, Zeeland, Michigan 49464, no later than December 18, 2000, if the shareholder wishes the proposal to be included in the Company's proxy statement relating to that meeting.

#### MISCELLANEOUS

The Company's Annual Report to Shareholders, including financial statements, is being mailed to shareholders with this Proxy Statement.

Management is not aware of any matters to be presented for action at the Annual Meeting other than as set forth in this Proxy Statement. If other business should come before the meeting, the persons named as proxy holders in the accompanying Proxy intend to vote the shares in accordance with their judgment, and discretionary authority to do so is included in the Proxy.

A COPY OF THE COMPANY'S REPORT ON FORM 10-K FILED WITH THE SECURITIES AND EXCHANGE COMMISSION IS AVAILABLE, WITHOUT CHARGE, UPON WRITTEN REQUEST FROM THE SECRETARY OF THE COMPANY, 600 N. CENTENNIAL STREET, ZEELAND, MICHIGAN 49464.

Shareholders are urged to promptly date, sign, and return the accompanying proxy in the enclosed envelope.

BY ORDER OF THE BOARD OF DIRECTORS

Connie Hamblin  
Secretary

April 11, 2000



## APPENDIX A

## 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.

PROXY

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The shareholder(s) signing on the reverse side hereby appoint(s) Connie Hamblin and Enoch Jen as Proxies, each with the power to appoint a substitute, and hereby authorizes them to represent and to vote, as designated herein, all of the shares of common stock of Gentex Corporation held of record by such shareholder(s) on March 24, 2000, at the Annual Meeting of Shareholders to be held on May 18, 2000, or any adjournment thereof.

1. Election of Directors (except where marked to the contrary) for a three-year term. FOR WITHHELD

Nominees: Fred Bauer, Leo Weber

(INSTRUCTION: To withhold authority to vote for an individual nominee, strike a line through the nominee's name listed above.)

2. Proposal to amend the Articles of Incorporation to increase the authorized shares of common stock.

FOR AGAINST ABSTAIN

3. In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting.

I plan to attend the meeting. I do not plan to attend the meeting.

(To be Signed on Reverse Side)

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When properly executed, this proxy will be voted in the manner directed by the shareholder(s). IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR THE ELECTION OF THE NOMINEES LISTED FOR A THREE-YEAR TERM AND FOR THE APPROVAL TO AMEND THE ARTICLES OF INCORPORATION TO INCREASE THE AUTHORIZED SHARES OF COMMON STOCK.

SIGNATURE DATE

SIGNATURE DATE

NOTE: Please sign as your name appears hereon. When shares are held jointly, each holder should sign. When signing for an estate, trust, or corporation, the title and capacity should be stated. Persons signing as attorney-in-fact should submit powers of attorney.