

PART I. FINANCIAL INFORMATION

ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS

GENTEX CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

At September 30, 1995 and December 31, 1994

	ASSETS	September 30, 1995 -----	December 31, 1994 -----
CURRENT ASSETS			
Cash and cash equivalents		\$12,456,645	\$11,183,991
Short term investments		19,344,636	8,146,964
Accounts receivable, net		14,194,599	11,086,980
Inventories		5,763,297	5,303,552
Prepaid expenses and other		865,995	715,466
		-----	-----
Total current assets		52,625,172	36,436,953
PLANT AND EQUIPMENT - NET		18,077,994	17,172,523
OTHER ASSETS			
Long-term investments		28,362,496	26,282,085
Patents and other assets, net		2,106,842	598,918
		-----	-----
Total other assets		30,469,338	26,881,003
		-----	-----
Total assets		\$101,172,504 =====	\$80,490,479 =====
LIABILITIES AND SHAREHOLDERS' INVESTMENT			
CURRENT LIABILITIES			
Accounts payable		\$5,038,498	\$4,115,391
Accrued liabilities		6,772,811	4,621,936
		-----	-----
Total current liabilities		11,811,309	8,737,327
DEFERRED INCOME TAXES		997,923	377,691
SHAREHOLDERS' INVESTMENT			
Common stock		1,011,116	990,569
Additional paid-in capital		36,426,589	31,875,455
Other shareholders' equity		50,925,567	38,509,437
		-----	-----
Total shareholders' investment		88,363,272	71,375,461
		-----	-----
Total liabilities and shareholders' investment		\$101,172,504 =====	\$80,490,479 =====

See accompanying notes to condensed consolidated financial statements.

GENTEX CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME

	Three Months Ended September 30		Nine Months Ended September 30	
	----- 1995 -----	----- 1994 -----	----- 1995 -----	----- 1994 -----
NET SALES	\$26,800,804	\$23,092,959	\$78,864,491	\$64,960,431
COST OF GOODS SOLD	16,381,157	13,652,274	47,754,591	37,229,039
	-----	-----	-----	-----
Gross profit	10,419,647	9,440,685	31,109,900	27,731,392
OPERATING EXPENSES:				
Research and development	1,433,673	1,244,969	4,353,045	3,664,214
Selling, general & administrative	2,998,945	2,671,366	9,412,245	7,132,428
	-----	-----	-----	-----
Total operating expenses	4,432,618	3,916,335	13,765,290	10,796,642
	-----	-----	-----	-----
Income from operations	5,987,029	5,524,350	17,344,610	16,934,750
OTHER INCOME (EXPENSE)				
Interest, net	743,323	452,177	2,057,260	1,110,869
Other	8,309	3,837	60,410	61,332
	-----	-----	-----	-----
Total other income	751,632	456,014	2,117,670	1,172,201
	-----	-----	-----	-----
Income before provision for federal income taxes	6,738,661	5,980,364	19,462,280	18,106,951
PROVISION FOR FEDERAL INCOME TAXES	2,161,000	2,003,000	6,301,000	6,038,000
	-----	-----	-----	-----
NET INCOME	\$ 4,577,661	\$ 3,977,364	\$13,161,280	\$12,068,951
	=====	=====	=====	=====
EARNINGS PER SHARE	\$0.27	\$0.23	\$0.77	\$0.71
WEIGHTED DAILY AVERAGE OF COMMON STOCK OUTSTANDING	17,209,184	17,008,495	17,112,874	16,969,747

See accompanying notes to condensed consolidated financial statements.

GENTEX CORPORATION AND SUBSIDIARIES
 CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
 For the Nine Months Ended September 30, 1995 and 1994

	1995	1994
	-----	-----
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	\$13,161,280	\$12,068,951
Adjustments to reconcile net income to net cash provided by operating activities-		
Depreciation and amortization	2,370,799	2,223,254
Gain on disposal of equipment	(8,107)	(3,700)
Deferred income taxes	522,199	391,428
Amortization of deferred compensation	224,997	268,801
Change in assets and liabilities:		
Accounts receivable, net	(3,107,619)	(3,683,121)
Inventories	(459,745)	(847,771)
Prepaid expenses and other	(52,496)	65,995
Accounts payable	923,107	2,870,030
Accrued liabilities	2,150,875	623,427
	-----	-----
Net cash provided by operating activities	15,725,290	13,977,294
	-----	-----
CASH FLOWS FROM INVESTING ACTIVITIES:		
Decrease (Increase) in short-term investments	(11,197,672)	1,302,214
Plant and equipment additions	(3,190,567)	(2,786,956)
Proceeds from sale of plant and equipment	5,000	3,700
Increase in long-term investments	(2,131,974)	(11,680,407)
Increase in other assets	(1,577,879)	(86,552)
	-----	-----
Net cash used for investing activities	(18,093,092)	(13,248,001)
	-----	-----
CASH FLOWS FROM FINANCING ACTIVITIES:		
Issuance of common stock and tax benefit of stock plan transactions	3,640,456	4,090,485
	-----	-----
Net cash provided by financing activities	3,640,456	4,090,485
	-----	-----
NET INCREASE IN CASH AND CASH EQUIVALENTS	1,272,654	4,819,778
CASH AND CASH EQUIVALENTS, beginning of period	11,183,991	5,979,530
	-----	-----
CASH AND CASH EQUIVALENTS, end of period	\$12,456,645	\$10,799,308
	=====	=====

See accompanying notes to condensed consolidated financial statements.

GENTEX CORPORATION AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

- (1) The 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 generally accepted accounting principles 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 condensed consolidated financial statements be read in conjunction with the financial statements and notes thereto included in the Registrant's 1994 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 September 30, 1995, and December 31, 1994, and the results of operations and cash flows for the interim periods presented.
- (3) Inventories consisted of the following at the respective quarter end:

	September 30, 1995 -----	December 31, 1994 -----
Raw materials	\$3,540,685	\$3,568,074
Work-in-process	260,065	275,183
Finished goods	1,962,547	1,460,295
	-----	-----
	\$5,763,297	\$5,303,552
	=====	=====

- (4) The Company owns four U.S. Patents for automatic mirrors and electrochromic devices that were the subject of patent infringement claims asserted against Donnelly Corporation ("Donnelly") during 1990 to 1993. All of those claims, except for the patent infringement claim against the Donnelly "Polychromic" rearview mirror, were either adjudicated or resolved in a May 1993 settlement. Gentex received \$3.6 million in damages and settlement fees.

Despite the May 1993 settlement agreement, in November 1993, Donnelly requested that the U.S. Patent and Trademark office (USPTO) re-examine certain claims it had granted to Gentex in the Company's U.S. Patent No. 5,128,799. The USPTO agreed to do so, which is not unusual, and that re-examination is proceeding.

In the case of Gentex Corporation vs. Donnelly Corporation (No. 1:93 CV 430), filed in U.S. District Court for the Western District of Michigan, Southern Division, the patent infringement claim against Donnelly's "Polychromic" rearview mirror was adjudicated by the Federal District Court in March 1994, when it granted Donnelly's motion for summary judgment of non-infringement of Gentex U.S. Patent No. 5,128,799 by the Donnelly "Polychromic" rearview mirror. However, Gentex appealed that March 1994 judgment to the Court of Appeals for the Federal Circuit. Oral arguments were heard on that appeal in November 1994, and a decision is pending.

The Company also is in litigation with Donnelly on the July 1993 and October 1994 suits Donnelly filed for alleged patent infringement by the Company's products. The July 1993 case of Donnelly Corporation vs. Gentex Corporation (No. 1:93 CV 530), filed in U.S. District Court for the Western District of Michigan, Southern Division, is related to alleged infringement of three Donnelly patents directed to the use of lights in mirrors ("light and rearview mirror assembly patents") and of one Donnelly patent directed to the use of a rearview mirror with a dark or color-matched seal ("dark or color-matched seal patent"). The Company responded to this suit and denied infringement of each patent, asserting that the Donnelly patents are invalid and unenforceable and asserting that Donnelly had failed to comply with the patent marking statute, precluding recovery of pre-suit damages.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONT.)
(4) (Cont.)

From May 1994 to April 1995, both parties filed a number of motions on issues related to the July 1993 case. The Court ruled on the majority of those motions in August and September 1995. The motions and decisions were as follows:

A. May 1994: Donnelly made a motion for a preliminary injunction against the Company's alleged infringement of the Donnelly dark or color-matched seal patent. In a September 25, 1995, order, the Court denied this motion.

B. June 1994: Gentex made a motion for summary judgment of invalidity of that same patent. In an August 29, 1995, order, the Court denied this motion and vacated the October 1995 trial date. This case has now been set for a jury trial in the February 1996 term.

C. April 1995: Gentex made motions (1) for summary judgment of the non-infringement and invalidity of the three Donnelly light and rearview mirror assembly patents, and (2) for partial summary judgment precluding Donnelly from recovering any damages for certain acts of alleged infringement.

In the August 29, 1995, order, the Court granted the Company's motion for summary judgment of invalidity of two of the three Donnelly light and rearview mirror assembly patents [C.(1)] and dismissed Donnelly's claim for infringement of the third light and rearview mirror assembly patent without prejudice, noting that Donnelly desired to abandon that claim. In the September 25, 1995, order, the Court denied Gentex's motions for partial summary judgment [C.(2)], noting that its August 29, 1995, order granting summary judgment of patent invalidity resolved some of Gentex's motions regarding damages.

D. April 1995: Donnelly filed motions for partial summary judgment seeking to dismiss certain defenses asserted by the Company (1) against the dark or color-matched seal patent and (2) against two of the light and rearview mirror assembly patents. Donnelly also filed motions seeking summary judgment of alleged infringement of (3) the dark or color-matched seal patent, and (4) one of the light and rearview mirror assembly patents. (5) Donnelly also made a motion for summary judgment that Donnelly had properly marked its electrochromic mirrors.

In the August 29, 1995, order, the Court denied Donnelly motions D.(1), D.(2) and D.(4). In the September 25, 1995, order, the Court denied Donnelly motion D.(3) and granted Donnelly motion D.(5).

In the October 1994 case of Donnelly Corporation vs. Gentex Corporation (No. 1:94 CV 695), filed in U.S. District Court for the Western District of Michigan, Southern Division, Donnelly's complaint, as amended, alleged that the Company's rearview mirror products infringe three Donnelly patents directed to the use of ultraviolet stabilizers to protect electrochromic mirrors from the harmful effects of ultraviolet radiation (U.S. Patent Nos. 5,355,245, 5,340,503 and 5,073,012). Donnelly also made a motion for a preliminary injunction. The Company responded to this suit, denying infringement and asserting that the Donnelly patents are invalid and unenforceable because Donnelly engaged in inequitable conduct before the U.S. Patent and Trademark Office in obtaining these patents. This case is in the discovery stage and no trial date has been scheduled.

In June 1995, the Company filed suit against Donnelly Corporation (No. 4:95 CV 120) in the U.S. District Court for the Western District of Michigan, Southern Division, for a judgment declaring three Donnelly patents to be invalid and not infringed by the Company. Two of those Donnelly patents are directed to rearview mirrors having an optical display, such as a compass heading readout ("compass mirror patents"), and the other Donnelly patent is directed to rearview mirrors made with a certain type of glass coating ("color suppressed coating patent"). After limited discovery in this case, on September 7, 1995, Donnelly counterclaimed alleging that the Company's products infringe one of its compass mirror patents and its color suppressed coating patent. On October 18, 1995, the Company filed a motion for summary judgment of patent invalidity with respect to the two compass mirror patents. Oral argument on that motion is scheduled for February 27, 1996. Discovery is just beginning in this case and no trial date has been scheduled.

While the ultimate results of patent litigation cannot be predicted

with certainty, management believes that they will not have a material adverse effect on the Company's financial statements.

GENTEX CORPORATION

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

RESULTS OF OPERATIONS:

THIRD QUARTER 1995 VERSUS THIRD QUARTER 1994

Net Sales. Net sales for the third quarter of 1995 increased by approximately \$3,708,000, or 16%, when compared with the third quarter last year. Net sales of the Company's automotive mirrors increased by 26% as automatic mirror unit shipments increased from approximately 425,000 in the third quarter of 1994 to 542,000 in the current quarter. This increase primarily reflected increased penetration on domestic and foreign 1996 model year vehicles for interior and exterior electrochromic Night Vision Safety(TM) (NVS(R)) Mirrors. Net sales of the Company's fire protection products decreased 17%, primarily due to reduced shipments of its strobe warning light to a major customer that has developed its own strobe product.

Cost of Goods Sold. As a percentage of net sales, cost of goods sold increased from 59% in the third quarter of 1994 to 61% for the comparable period in 1995. This increased percentage primarily reflects automotive customer price reductions for the 1995 and 1996 model years and changes in the Company's product mix of automotive mirror shipments.

Operating Expenses. Research and development expenses increased approximately \$189,000, but remained at 5% of net sales, when compared with the same quarter last year, primarily reflecting additional staffing and contractual research and engineering services. Selling, general and administrative expenses increased approximately \$328,000, but decreased from 12% to 11% of net sales, when compared with the third quarter of 1994. This increased expense primarily reflected higher patent litigation legal expense accruals of \$950,000, compared to \$730,000 last year.

Other Income - Net. Other income increased by approximately \$296,000 when compared with the third quarter of 1994, primarily due to the higher investable fund balances and higher interest rates.

NINE MONTHS ENDED SEPTEMBER 30, 1995 VERSUS NINE MONTHS ENDED SEPTEMBER 30, 1994

Net Sales. Net sales for the nine months ended September 30, 1995, increased by approximately \$13,904,000, or 21%, when compared to the same period last year. Net sales of the Company's automotive mirrors increased by 29% as automatic mirror unit shipments increased from approximately 1,264,000 in the first nine months of 1994 to 1,567,000 in the first nine months of 1995. This increase primarily reflected increased penetration on domestic and foreign 1995 and 1996 model year vehicles for interior and exterior electrochromic Night Vision Safety(TM) (NVS(R)) Mirrors. Net sales of the Company's fire protection products decreased 6% as reduced shipments of its strobe warning light to a major customer that has developed its own strobe more than offset a 15% sales increase to other customers.

Cost of Goods Sold. As a percentage of net sales, cost of goods sold increased from 57% in the first nine months of 1994 to 61% for the comparable period in 1995. This increased percentage primarily reflects automotive customer price reductions for the 1995 and 1996 model years and changes to the Company's product mix of automotive mirror shipments.

Operating Expenses. For the nine months ended September 30, 1995, research and development expenses increased approximately \$689,000, but remained at 6% of net sales, when compared to the same period last year, primarily reflecting additional staffing and contractual research and engineering services. Selling, general and administrative expenses increased approximately \$2,280,000, and increased from 11% to 12% of net sales, when compared to the first nine months of 1994. This increased expense primarily reflected higher patent litigation legal expense accruals of \$3,050,000, compared to \$1,300,000 last year.

ITEM 2. RESULTS OF OPERATIONS (CONT.) :

NINE MONTHS ENDED SEPTEMBER 30, 1995 VERSUS NINE MONTHS ENDED
SEPTEMBER 30, 1994 (CONT.)

Other Income - Net. Other income for the nine months ended
September 30, 1995, increased by approximately \$946,000 as compared to
the first nine months of 1994, primarily due to the higher investable
fund balances and higher interest rates.

FINANCIAL CONDITION:

Management considers the Company's working capital and
long-term investments totaling approximately \$69,176,000 at September
30, 1995, 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 foreseeable future.

TRENDS AND DEVELOPMENTS:

The Company currently supplies NVS(R) Mirrors to BMW, Chrysler
Corporation, Ford Motor Company and General Motors Corporation under
long-term contracts. The General Motors contract is through the 1998
model year, and the contracts with BMW are for the four-year period
ending March 31, 1999. The term of the Ford contract is through
December 1999, and the Chrysler contract runs through the 1999 Model
Year.

The Company has agreed to price reductions over the life of its
long-term contracts and 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 cost reductions and increases in unit sales volume. In
addition, the Company continues to experience pressure for raw
material cost increases.

The total costs to defend the Company in the July 1993, October
1994 and June 1995 suits involving certain patents owned by Donnelly
Corporation will be affected by the duration and activity level, and
are not determinable at this time. However, if the current activity
level continues, management currently believes that patent litigation
expenses will be incurred at the ongoing level of approximately
\$1,000,000 per quarter.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

In June 1995, the Company filed suit against Donnelly Corporation (No. 4:95 CV 120) in the U.S. District Court for the Western District of Michigan, Southern Division, for a judgment declaring three Donnelly patents to be invalid and not infringed by the Company. Two of those Donnelly patents (U.S. Patent Nos. 5,416,313 and 5,285,060) are directed to rearview mirrors having an optical display, such as a compass heading readout ("compass mirror patents"), and the other Donnelly patent (U.S. Patent No. 5,424,865) is directed to rearview mirrors made with a certain type of glass coating ("color suppressed coating patent"). After limited discovery in this case, on September 7, 1995, Donnelly counterclaimed alleging that the Company's products infringe one of its compass mirror patents (U.S. Patent No. 5,416,313) and its color suppressed coating patent (U.S. Patent No. 5,424,865). On October 18, 1995, the Company filed a motion for summary judgment of invalidity with respect to the two compass mirror patents. Oral argument on that motion is scheduled for February 27, 1996. Discovery is just beginning in this case and no trial date has been scheduled.

From May 1994 to April 1995, both parties filed a number of motions on issues related to the July 1993 case (Donnelly Corporation vs. Gentex Corporation (No. 1:93 CV 530)). The Court ruled on those motions in August and September 1995. The motions and decisions were as follows:

- A. May 1994: Donnelly made a motion for a preliminary injunction against the Company's alleged infringement of the Donnelly dark or color-matched seal patent. In a September 25, 1995, order, the Court denied this motion.
- B. June 1994: Gentex made a motion for summary judgment of invalidity of that same patent. In an August 29, 1995, order, the Court denied this motion and vacated the October 1995 trial date. This case has now been set for a jury trial in the February 1996 term.
- C. April 1995: Gentex made motions (1) for summary judgment of the non-infringement and invalidity of the three Donnelly light and rearview mirror assembly patents, and (2) for partial summary judgment precluding Donnelly from recovering any damages for certain acts of alleged infringement.

In the August 29, 1995, order, the Court granted the Company's motion for summary judgment of invalidity of two of the three Donnelly light and rearview mirror assembly patents [C.(1)] and dismissed Donnelly's claim for infringement of the third light and rearview mirror assembly patent without prejudice, noting that Donnelly desired to abandon that claim. In the September 25, 1995, order, the Court denied Gentex's motions for partial summary judgment [C.(2)], noting that its August 29, 1995, order granting summary judgment of patent invalidity resolved some of Gentex's motions regarding damages.

D. April 1995: Donnelly filed motions for partial summary judgment seeking to dismiss certain defenses asserted by the Company (1) against the dark or color-matched seal patent and (2) against two of the light and rearview mirror assembly patents. Donnelly also filed motions seeking summary judgment of alleged infringement of (3) the dark or color-matched seal patent, and (4) one of the light and rearview mirror assembly patents. (5) Donnelly also made a motion for summary judgment that Donnelly had properly marked its electrochromic mirrors.

In the August 29, 1995, order, the Court denied Donnelly motions D.(1), D.(2), and D.(4). In the September 25, 1995, order, the Court denied Donnelly motion D.(3) and granted Donnelly motion D.(5).

PART II. OTHER INFORMATION

Item 1. Legal Proceedings (cont.)

On August 10, 1995, Donnelly amended its complaint in the October 1994 case of Donnelly vs. Gentex (No. 1:94 CV 695) to allege infringement of a third Donnelly patent (U.S. Patent No. 5,073,012), also directed to the use of ultraviolet stabilizers to protect electrochromic mirrors from the harmful effects of ultraviolet radiation.

Item 6. Exhibits and Reports on Form 8-K

- (a) See Exhibit Index on Page 12.
- (b) No reports on Form 8-K were filed during the three months ended September 30, 1995.

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 11/01/95

/s/ Fred T. Bauer

Fred T. Bauer
Chairman and Chief
Executive Officer

Date 11/01/95

/s/ Enoch C. Jen

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

EXHIBIT INDEX

EXHIBIT NO. -----	DESCRIPTION -----
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)(i) to Registrant's Report on Form 10-Q in August of 1987, and 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, all of which are hereby incorporated herein by reference.
3(a)(2)	Amendment to Articles of Incorporation, adopted on May 12, 1994, was filed as Exhibit 3(a)(2) to Registrant's Report on Form 10-Q dated April 28, 1995, and the same is hereby incorporated herein by reference.
3(b)	Registrant's Bylaws as amended and restated August 18, 1995.
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)	Shareholder Protection Rights Agreement, dated as of August 26, 1991, 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 8-K on August 20, 1991, and the same is hereby incorporated herein by reference.
4(b)(1)	First Amendment to Shareholder Protection Rights Agreement, effective April 1, 1994, was filed as Exhibit 4(b)(1) to Registrant's report on Form 10-Q on April 29, 1994, 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 (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 May 11, 1995), was filed as Exhibit 10(b)(1) to Registrant's Report on Form 10-Q dated August 1, 1995, and the same is hereby incorporated herein by reference.
*10(b)(2)	Gentex Corporation 1987 Incentive Stock Option Plan (as amended through May 24, 1989), was filed as Exhibit 10(g)(3) to Registrant's Report on Form 10-K dated March 1, 1990, and the same is hereby incorporated herein by reference.
*10(b)(3)	Gentex Corporation Restricted Stock Plan was filed as Exhibit 10(b)(3) to Registrant's Report on Form 10-K dated March 10, 1992, and the same is hereby incorporated herein by reference.
*10(b)(4)	Gentex Corporation Non-Employee Director Stock Option Plan as amended through March 5, 1993, was filed as Exhibit 10(b)(4) to Registrant's Report on Form 10-K dated March 5, 1993, and the same is incorporated herein in reference.
10(e)	The form of Indemnity Agreement between Registrant and each of the Registrant's directors was filed as a part of a Registration Statement on Form S-2 (Registration No. 33-30353) as Exhibit 10(k) and the same is hereby incorporated herein by reference.
27	Financial Data Schedule

* Indicates a compensatory plan or arrangement.

BYLAWS

OF

GENTEX CORPORATION

A MICHIGAN CORPORATION

AS AMENDED AND RESTATED AUGUST 18, 1995

ARTICLE I. OFFICES

SECTION 1. REGISTERED OFFICE. The registered office of the Corporation shall be as specified in the Articles of Incorporation or such other place as determined by the Board of Directors if notice thereof is filed with the state of Michigan. The Corporation shall keep records containing the names and addresses of all shareholders, the number, class and series of shares held by each, and the dates when they respectively became holders of record thereof, at its registered office or at the office of its transfer agent.

SECTION 2. OTHER OFFICES. The business of the Corporation may be transacted in such locations other than the registered office, within or outside the state of Michigan, as the Board of Directors may from time to time determine.

ARTICLE II. CAPITAL STOCK

SECTION 1. STOCK CERTIFICATES. Certificates representing shares of the Corporation shall be in such form as is approved by the Board of Directors. Certificates shall be signed capital stock, by the Chairman of the Board of Directors, Vice Chairman of the Board of Directors, President or a Vice President, and by the Treasurer, Assistant Treasurer, Secretary or Assistant Secretary of the Corporation, and shall be sealed with the seal of the Corporation, or a facsimile thereof, if one be adopted. The signatures of the officers may be facsimiles if the certificate is countersigned by a transfer agent or registered by a registrar other than the Corporation itself, or its employees. In the event an officer who has signed, or whose facsimile signature has been placed upon, a certificate ceases to be such officer before the certificate is issued, it may be issued by the Corporation with the same effect as if he were such officer at the date of issue.

SECTION 2. REPLACEMENT OF LOST OR DESTROYED CERTIFICATES. In the event of the loss or destruction of a stock certificate, no new certificate shall be issued in place thereof until the Corporation has received from the registered holder such assurances, representations, warranties and/or guarantees as the Board of Directors, in its sole discretion, shall deem advisable, and until the Corporation receives such indemnification protecting it against any claim that may be made on account of such lost or destroyed certificate, or the issuance of any new certificate in place thereof, including an indemnity bond in such amount and with sureties, if any, as the Board of Directors, in its sole discretion, deems advisable. Any new

certificate issued in place of any such lost or destroyed certificate shall be plainly marked "duplicate," upon its face.

SECTION 3. TRANSFER OF SHARES. Shares of stock of the Corporation shall be transferable only upon the books of the Corporation. The old certificates shall be surrendered to the Corporation by delivery thereof to the person in charge of the stock transfer books of the Corporation, or to such other person as the Board of Directors may designate, properly endorsed for transfer, and such certificates shall be cancelled before a new certificate is issued. The Corporation shall be entitled to treat the person in whose name any share, right or option is registered as the owner thereof for all purposes, and shall not be bound to recognize any equitable or other claim with respect thereto, regardless of any notice thereof, except as may be specifically required by the laws of the state of Michigan.

SECTION 4. RULES GOVERNING STOCK CERTIFICATES. The Board of Directors shall have the power and authority to make all such rules and regulations as they may deem expedient concerning the issue, transfer and registration of certificates of stock, and may appoint a transfer agent and a registrar of transfer, and may require all such certificates to bear the signature of such transfer agent and of such registrar of transfers.

SECTION 5. RECORD DATE FOR STOCK RIGHTS. The Board of Directors may fix a date not exceeding sixty (60) days preceding the date of payment of any dividend, or the date for the allotment of rights, or the date when any change or conversion or exchange of capital stock shall go into effect, as a record date for the determination of the shareholders entitled to receive payment of any such dividends, or any such allotment of rights, or to exercise the rights with respect to any such change, conversion, or exchange of capital stock; provided, however, that such date shall not precede the date on which the Board takes action to establish the record date. Only shareholders of record on the date so fixed shall be entitled to receive payment of such dividends, or allotment of rights, or exercise such rights, as the case may be, notwithstanding any transfer of any stock on the books of the Corporation after any such record date is fixed.

In the event the Board of Directors shall fail to fix a record date as provided in this section of these Bylaws, the record date for the purposes specified herein shall be the close of business on the date on which the resolution of the Board of Directors relating thereto is adopted.

SECTION 6. DIVIDENDS. The Board of Directors, in its discretion, may from time to time declare and direct payment of dividends or other distributions upon its outstanding shares out of funds legally available for such purposes, which dividends may be paid in cash, the Corporation's bonds or the Corporation's property, including the shares or bonds of other corporations. In the event a dividend is paid or any other distribution made, in any part, from sources other than earned surplus, payment or distribution thereof shall be accompanied by written notice to the shareholders (a) disclosing the amounts by which the dividend or distribution affects stated capital, capital surplus and earned surplus, or (b) if such amounts are not determined at the time of the notice, disclosing the approximate effect

of the dividend or distribution upon stated capital, capital surplus and earned surplus, and stating that the amounts are not yet determinable.

In addition, the Board of Directors, in its discretion, from time to time may declare and direct the payment of a dividend in shares of this Corporation, upon its outstanding shares, in accordance with and subject to the provisions of the Michigan Business Corporation Act. A share divided or other distribution of shares of the Corporation shall be accompanied by a written notice to shareholders (a) disclosing the amounts by which the distributions affect stated capital, capital surplus and earned surplus, or (b) if such amounts are not determinable at the time of the notice, disclosing the approximate effect of the distribution upon stated capital, capital surplus and earned surplus, and stating that the amounts are not yet determinable.

SECTION 7. TREASURY SHARES. Shares that have been issued and reacquired by the Corporation shall constitute authorized but unissued shares.

SECTION 8. REDEMPTION OF CONTROL SHARES. Control shares acquired in a control share acquisition, with respect to which no acquiring person statement has been filed with the Corporation, shall, at any time during the period ending sixty (60) days after the last acquisition of control shares or the power to direct the exercise of voting power of control shares by the acquiring person, be subject to redemption by the Corporation. After an acquiring person statement has been filed with the Corporation and after the meeting at which the voting rights of the control shares acquired in a control share acquisition are submitted to the shareholders, the shares shall be subject to redemption by the Corporation unless the shares are accorded full voting rights by the shareholders as provided in Section 798 of the Michigan Business Corporation Act. Redemptions of shares pursuant to this bylaw shall be at the fair value of the shares pursuant to procedures adopted by the Board of Directors of the Corporation.

The terms "control shares," "control share acquisition," "acquiring person statement," "acquiring person," and "fair value" as used in this bylaw, shall have the meanings ascribed to them, respectively, in Chapter 7B of the Michigan Business Corporation Act.

ARTICLE III. SHAREHOLDERS

SECTION 1. PLACE OF MEETINGS. Meetings of shareholders shall be held at such place, within or outside the state of Michigan, as may be determined from time to time by the Board of Directors.

SECTION 2. ANNUAL MEETING. Annual meetings of shareholders for election of directors and for such other business as may come before the meeting shall be held on such date prior to the first day of June of each year as the Board of Directors may determine from time to time.

SECTION 3. SPECIAL MEETINGS. Special meetings of shareholders shall be called at the direction of the Board of Directors by the Chairman or the Secretary, or upon receipt by

either of them of a request in writing, stating the purpose or purposes thereof, and signed by shareholders of record owning 50 percent of the voting shares of the Corporation issued and outstanding, or by a majority of the directors then in office.

SECTION 4. RECORD DATE FOR NOTICE AND VOTE. The Board of Directors may fix a date not more than sixty (60) nor less than ten (10) days before the date of a shareholders' meeting as the record date for the purpose of determining shareholders entitled to notice of and to vote at the meeting or adjournments thereof; provided, however, that such date shall not precede the date on which the Board takes action to establish the record date. In the event the Board of Directors fails to fix such a record date, the record date for determination of shareholders shall be the close of business on the day next preceding the day on which notice is given.

SECTION 5. NOTICE OF SHAREHOLDER MEETINGS. Written notice of the time, place, and purposes of any meeting of shareholders shall be given to shareholders entitled to vote thereat, not less than ten (10) nor more than sixty (60) days before the date of the meeting, which notice may be given either by delivery in person to such shareholders or by mailing such notice to shareholders at their addresses as the same appear on the stock books of the Corporation; provided, however, that attendance of a person at a meeting of shareholders, in person or by proxy, constitutes a waiver of notice of the meeting, except when the shareholder attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business, because the meeting is not lawfully called or convened.

SECTION 6. VOTING LISTS. The Corporation's officer or agent having charge of its stock transfer books shall prepare and certify a complete list of the shareholders entitled to vote at a shareholders' meeting or any adjournment thereof, which list shall be arranged alphabetically within each class and series, and shall show the address of and number of shares held by each shareholder. The list shall be produced at the time and place of the meeting of shareholders and be subject to inspection by any shareholder at any time during the meeting. If for any reason these requirements with respect to this shareholder list have not been complied with, any shareholder, either in person or by proxy, who in good faith challenges the existence of sufficient votes to carry any action at the meeting, may demand that the meeting be adjourned and the same shall be adjourned until the requirements are complied with; provided, however, that failure to comply with such requirements does not affect the validity of any action taken at the meeting before such demand is made.

SECTION 8. QUORUM. Shares equaling a majority of all of the voting shares of the capital stock of the Corporation issued and outstanding (excluding treasury stock), represented in person or by proxy, shall constitute a quorum at the meetings of shareholders. Meetings at which less than a quorum is represented may be adjourned by a vote of a majority of the shares present to a further date without further notice other than the announcement at such meeting, and when the quorum shall be present upon such adjourned date, any business may be transacted which might have been transacted at the meeting as originally called. Shareholders present in person or by proxy at any meeting of

shareholders may continue to do business until adjournment, notwithstanding the withdrawal of shareholders to leave less than a quorum.

SECTION 9. CONDUCT OF MEETINGS. The officer who is to preside at meetings of shareholders pursuant to Article V of these Bylaws, or his or her designee, shall determine the agenda and the order in which business shall be conducted unless the agenda and the order of business have been fixed by the Board of Directors. Such officer or designee shall call meetings of shareholders, to order and shall preside unless otherwise determined by the affirmative vote of a majority of all of the voting shares of the Corporation issued and outstanding other than treasury shares. The Secretary of the Corporation shall act as secretary of all meetings of shareholders, but in the absence of the Secretary, or his or her inability or refusal to act as secretary, the presiding officer shall appoint any person to act as Secretary of the meeting.

SECTION 10. INSPECTORS OF ELECTIONS. The Board of Directors may, in advance of a meeting of shareholders, appoint one or more inspectors to act at the meeting or any adjournment thereof. In the event inspectors are not so appointed, or an appointed inspector fails to appear or act, the person presiding at the meeting of shareholders may, and on request of a shareholder entitled to vote thereat shall appoint one or more persons to fill such vacancy or vacancies, or to act as inspector. The inspector(s) shall determine the number of shares outstanding and the voting power of each, the shares represented at the meeting, the existence of a quorum, the validity and effect of proxies, and shall receive votes, ballots, or consents, hear and determine challenges and questions arising in connection with the right to vote, count and tabulate votes, ballots or consents, determine the results, and do such acts as are proper to conduct the election or vote with fairness to all shareholders.

ARTICLE IV. DIRECTORS

SECTION 1. BOARD OF DIRECTORS. The authority and size of the Board of Directors, and the procedures for nominating, electing and removing directors shall be as specified in the Corporation's Articles of Incorporation.

SECTION 2. RESIGNATION. A director may resign by written notice to the Corporation, which resignation is effective upon its receipt by the Corporation or at a subsequent time as set forth in the written notice of resignation.

SECTION 3. PLACE OF MEETINGS AND RECORDS. The directors shall hold their meetings, and maintain the minutes of the proceedings of meetings of shareholders, Board of Directors, and executive and other committees, if any, and keep the books and records of account for the Corporation, in such place or places, within or outside the state of Michigan, as the Board may from time to time determine.

SECTION 4. REGULAR MEETINGS OF THE BOARD. Regular meetings of the Board of Directors may be held at such times and places and pursuant to such notice, if any, as may be established from time to time by resolution of the Board of Directors.

SECTION 5. SPECIAL MEETINGS OF THE BOARD. Special meetings of the Board of Directors may be called by the Chairman of the Board, the President or the Secretary, and shall be called by one of them upon the written request of a majority of the directors. Written notice of the time and place of special meetings of the Board shall be given by regular mail, telegram, or personal delivery to each director at least twenty-four (24) hours prior thereto. Notices of special meetings may state a purpose or purposes for the meeting, but such notices shall not be required to state any purpose and shall not be deemed deficient if the statement or purpose is incomplete or inaccurate.

SECTION 6. QUORUM AND VOTE. A majority of the members of the Board then in office constitutes a quorum for the transaction of business, and the vote of a majority of the members present at any meeting at which a quorum is present constitutes the action of the Board of Directors.

SECTION 7. ACTION OF THE BOARD WITHOUT A MEETING. Any action required or permitted to be taken pursuant to authorization voted at a meeting of the Board of Directors may be taken without a meeting if, before or after the action, all members of the Board of Directors consent thereto in writing. Such written consent shall be filed with the minutes of the proceedings of the Board of Directors and the consent shall have the same effect as a vote of the Board of Directors for all purposes.

SECTION 8. REPORT TO SHAREHOLDERS. At least once in each year the Board of Directors shall cause a financial report of the Corporation for the preceding fiscal year to be made and distributed to each shareholder within four (4) months after the end of each fiscal year. The report shall include the Corporation's statement of income, its year-end balance sheet and, if prepared by the Corporation, its statement of source and application of funds.

SECTION 9. CORPORATE SEAL. The Board of Directors may provide a suitable corporate seal, which seal shall be kept in the custody of the Secretary and used by him or her.

SECTION 10. COMPENSATION OF DIRECTORS. By resolution of the Board of Directors, the directors may be paid their expenses, if any, and/or reasonable compensation for attendance at meetings of the Board or of any committee of which they are a member, and the Board of Directors may distinguish between directors on the basis of time devoted to the Company's affairs including travel time and/or between directors who are employees of the Corporation and other directors in establishing such compensation.

SECTION 11. EXECUTIVE COMMITTEE. The Board of Directors may by resolution establish an executive or other committee composed of two (2) or more of the directors to exercise such powers and authority of the Board of Directors to the extent provided in such

resolution and not prohibited by the Michigan Business Corporation Act for the management of the business and affairs of the Corporation. Such committees and each member thereof shall serve at the pleasure of the Board of Directors.

SECTION 12. COMPENSATION COMMITTEE. The Compensation Committee shall be responsible for annually reviewing the Corporation's policy for compensation of executive officers and making recommendations with respect to that policy to the Board of Directors. Consistent with that policy, the Committee shall make all compensation decisions for executive officers, including the grant of stock options or other stock based incentives under formally adopted plans. The Committee shall consist of not less than three (3) directors who are not employees of the Corporation, except that the Chairman of the Board may serve on the Committee irrespective of his employment status, and all members shall serve at the pleasure of the Board of Directors.

SECTION 13. AUDIT COMMITTEE. The Audit Committee shall be responsible for annually making recommendations to the Board of Directors with respect to the selection of independent public accountants to serve as the Corporation's auditors, and for reviewing the scope of their audit, their audit report, and any recommendations made by them. The Committee shall consist of not less than two (2) directors who are not employees of the Corporation, and the members shall serve at the pleasure of the Board of Directors.

SECTION 14. OTHER COMMITTEES. The Board of Directors may, by resolution, establish such other committees from time to time as they think advisable, with such purposes, authority, and membership as is set forth in the resolution establishing any such committee.

ARTICLE V. OFFICERS

SECTION 1. DESIGNATION OF OFFICERS. The officers of the Corporation shall consist of a President, a Secretary, a Treasurer and such other offices as may be established by the Board of Directors, including a Chairman of the Board, one or more Vice Presidents and such Assistant Secretaries and Assistant Treasurers as the Board may deem proper. The officers of the Corporation need not be directors or shareholders. Any two or more offices may be held by the same person, but an officer shall not execute, acknowledge, or verify any instrument in more than one capacity if the instrument is required by law to be executed, acknowledged, or verified by two or more officers. In addition, the Board of Directors, by specific resolution, may authorize the Chief Executive Officer to appoint Assistant Secretaries and Assistant Treasurers, which subordinate, assistant officers may be removed at any time, with or without cause, by the Chief Executive Officer or the Board of Directors.

SECTION 2. ELECTION OF OFFICERS. The officers of the Corporation shall be elected at the first meeting of the Board of Directors, or by action taken pursuant to written consent, after the annual meeting of shareholders. Officers shall hold office for terms of one (1) year and until their respective successors are elected and qualified, or until resignation or removal.

SECTION 3. RESIGNATION AND REMOVAL. An officer may resign by written notice to the Corporation, which resignation is effective upon its receipt by the Corporation or at a subsequent time specified in the notice of resignation. Officers of the Corporation serve at the pleasure of the Board of Directors and may be removed by the Board at any time, with or without cause.

SECTION 4. CHAIRMAN OF THE BOARD. The Chairman of the Board of Directors, if one be elected, shall be elected by the directors from among the directors then serving. Unless otherwise determined by the Board of Directors, the Chairman of the Board shall preside at all meetings of the shareholders and at all meetings of the Board of Directors. The Chairman of the Board shall perform such other duties as may be determined by resolution of the Board of Directors including, if the board shall so determine, acting as the Chief Executive Officer of the Corporation, in which case the Chairman shall have general supervision, direction, and control of the business of the Corporation and shall have the general powers and duties of management usually vested in or incident to the office of the chief executive officer of a corporation.

SECTION 5. PRESIDENT. Unless the Board of Directors shall determine otherwise, the President shall be the Chief Executive Officer as well as the Chief Operating Officer of the Corporation and shall have general supervision, direction, and control of the business of the Corporation as well as the duty and responsibility to implement and accomplish the objectives of the Corporation. In the absence or nonelection of a Chairman, or if so determined by the Board of Directors, the President shall preside at all meetings of shareholders and at all meetings of the Board of Directors, and the President shall perform such other duties as may be assigned by the Board of Directors.

SECTION 6. VICE PRESIDENTS. In the absence of the President and the Chairman of the Board, or in the event of their death, inability or refusal to act, the Executive Vice President, if one has been elected, or other Vice Presidents in the order designated at the time of their election, or in the absence of such designation, then in the order of their election, shall perform the duties of the President. The Executive Vice President and the other Vice Presidents shall have such authority and shall perform such duties as shall be assigned to them by the Board of Directors and may be designated by such special titles as the Board of Directors shall approve.

SECTION 7. TREASURER. The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to the Corporation. The Treasurer shall deposit all money and other valuables in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors or the President, taking proper vouchers for such disbursements. The Treasurer shall render to the President and Board of Directors, or any member thereof, at such times as they may request within reason, an account of all transactions as Treasurer and of the financial condition of the Corporation, and in general the Treasurer shall perform all in incident to the Office of the Treasurer and such other duties as may be assigned by the Board of Directors. The Treasurer may be required to

give bond for the faithful performance of his duties in such sum and with such surety, at the expense of the Corporation, as the Board of Directors may from time to time require.

SECTION 8. SECRETARY. The Secretary shall give, or cause to be given, notice of all meetings of shareholders and directors and all other notices required by law or by these Bylaws, and in the case of his or her absence or refusal or neglect to do so, any such notice may be given by any person so directed by the Chief Executive Officer or by the directors. The Secretary shall record all of the proceedings of minutes of shareholders and of the directors in one or more books provided for that purpose, and shall perform all duties incident to the office of Secretary, and such other duties as may be assigned by the Board of Directors.

SECTION 9. OTHER OFFICES. Other officers elected by the Board of Directors shall have such authority and shall perform such duties in the management of the Corporation as may be determined by resolution of the Board of Directors not inconsistent with these Bylaws.

ARTICLE VI. CONTRACTS, LOANS, CHECKS, AND LEGAL ACTION

SECTION 1. CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

SECTION 2. LOANS. No loans shall be contracted on behalf of the Corporation, and no evidences of indebtedness shall be issued in its name, unless authorized by a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

SECTION 3. CHECKS. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 4. DEPOSITS. All funds of the Corporation, not otherwise employed, shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may determine.

ARTICLE VII. FISCAL YEAR

The fiscal year of this Corporation shall end on the 31st day of December of each year.

ARTICLE VIII. NOTICES

SECTION 1. NOTICES. Whenever any notice is required to be given under the provisions of any law, the Articles of Incorporation for this Corporation, or by these Bylaws, it shall not be construed or interpreted to mean personal notice, unless expressly so stated, and any notice so required shall be deemed to be sufficient if given in writing by mail, by depositing the same in a post office box, postage prepaid, or delivery to a telegraph company, addressed to the person entitled thereto at his last known address, and such notice shall be deemed to have been given on the day of such mailing or delivery to a telegraph company. Shareholders not entitled to vote shall not be entitled to receive notice of any meetings, except as otherwise provided by law or these Bylaws.

SECTION 2. WAIVER OF NOTICE. Whenever any notice is required to be given under the provisions of any law, or the Articles of Incorporation for this Corporation, or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE IX. AMENDMENTS

These Bylaws may be amended, repealed, or new Bylaws adopted either by a majority vote of the Board of Directors at any regular or special meeting of the Board, and without prior notice of intent to do so, or by majority vote of shareholders at any annual or special meeting, if notice of the proposed amendment, repeal, or adoption be contained in the notice of such meeting.

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DEC-31-1995
SEP-30-1995
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