SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D. C. 20549

FORM 10-Q

(MARK ONE)
[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE QUARTERLY PERIOD ENDED MARCH 31, 1995, 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	38-2030505
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
600 N. CENTENNIAL, ZEELAND, MICHIGAN	49464
(Address of principal executive offices)	(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

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 Sections 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 USERS:

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 April 17, 1995
Common Stock, $0.06 Par Value	16,620,256

Exhibit Index located at page 10

PART I. FINANCIAL INFORMATION

ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS

GENTEX CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

AT MARCH 31, 1995 AND DECEMBER 31, 1994

ASSETS

	March 31, 1995	December 31, 1994
CURRENT ASSETS		
Cash and cash equivalents	$16,969,763	$11,183,991
Short term investments	12,334,862	8,146,964
Accounts receivable, net	10,995,911	11,086,980
Inventories	5,132,065	5,303,552
Prepaid expenses and other	525,413	715,466
Total current assets	45,958,014	36,436,953
PLANT AND EQUIPMENT - NET	17,425,262	17,172,523
OTHER ASSETS		
Long-term investments	24,805,060	26,282,085
Patents and other assets, net	632,532	598,918
Total other assets	25,437,592	26,881,003
Total assets	$88,820,868	$80,490,479

LIABILITIES AND SHAREHOLDERS' INVESTMENT

CURRENT LIABILITIES		
Accounts payable	$4,140,968	$4,115,391
Accrued liabilities	6,768,170	4,621,936
Total current liabilities	10,909,138	8,737,327
DEFERRED INCOME TAXES	414,454	377,691
SHAREHOLDERS' INVESTMENT		
Common stock, par value $.06 per share	997,216	990,569
Additional paid-in capital	33,436,153	31,875,455
Retained earnings	43,997,120	39,409,938
Deferred compensation	(946,909)	(899,136)
Cumulative Translation Adjustment	13,696	(1,365)
Total shareholders' investment	77,497,276	71,375,461
Total liabilities and shareholders' investment	$88,820,868	$80,490,479

See accompanying notes to condensed consolidated financial statements.

GENTEX CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF INCOME

FOR THE THREE MONTHS ENDED MARCH 31, 1995 AND 1994

	1995	1994
NET SALES	$26,042,968	$21,158,790
COST OF GOODS SOLD	15,426,405	11,923,835
Gross profit	10,616,563	9,234,955
OPERATING EXPENSES:		
Research and development	1,388,550	1,217,566
Selling, general & administrative	3,068,884	2,186,022
Total operating expenses	4,457,434	3,403,588
Income from operations	6,159,129	5,831,367
OTHER INCOME		
Interest and dividend income	627,217	290,488
Other, net	61,836	3,938
Total other income	689,053	294,426
Income before provision for federal income taxes	6,848,182	6,125,793
PROVISION FOR FEDERAL INCOME TAXES	2,261,000	2,024,000
NET INCOME	$4,587,182	$4,101,793
EARNINGS PER SHARE	$0.27	$0.24
WEIGHTED DAILY AVERAGE OF COMMON STOCK OUTSTANDING	17,057,610	17,027,885

See accompanying notes to condensed consolidated financial statements.

GENTEX CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE THREE MONTHS ENDED MARCH 31, 1995 AND 1994

	1995	1994
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$4,587,182	$4,101,793
Adjustments to reconcile net income to net cash provided by operating activities-		
Depreciation and amortization	764,609	696,094
Gain on disposal of equipment	(5,000)	0
Deferred income taxes	78,160	40,845
Amortization of deferred compensation	74,477	134,280
Change in assets and liabilities:		
Accounts receivable, net	91,069	(704,024)
Inventories	171,487	157,559
Prepaid expenses and other	148,656	209,973
Accounts payable	25,577	1,076,638
Accrued liabilities	2,146,234	1,583,300
Net cash provided by operating activities	8,082,451	7,296,458
CASH FLOWS FROM INVESTING ACTIVITIES:		
Decrease (Increase) in short-term investments	(4,187,898)	2,203,412
Plant and equipment additions	(1,012,232)	(603,149)
Proceeds from sale of plant and equipment	5,000	0
Decrease (Increase) in long-term investments	1,477,025	(6,789,667)
Decrease in other	(23,669)	(37,156)
Net cash used for investing activities	(3,741,774)	(5,226,560)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Issuance of common stock and tax benefit of stock plan transactions	1,445,095	1,629,696
Net cash provided by financing activities	1,445,095	1,629,696
NET INCREASE IN CASH AND CASH EQUIVALENTS	5,785,772	3,699,594
CASH AND CASH EQUIVALENTS, beginning of period	11,183,991	5,979,530
CASH AND CASH EQUIVALENTS, end of period	$16,969,763	$9,679,124

See accompanying notes to condensed consolidated financial statements

GENTEX CORPORATION AND SUBSIDIARIES

NOTES TO 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 March 31, 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:

	March 31, 1995	December 31, 1994
Raw materials	$3,294,004	$3,568,074
Work-in-process	275,183	275,183
Finished goods	1,562,878	1,460,295
	$5,132,065	$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, have either been adjudicated or were resolved in a settlement in May 1993. 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." 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.)

Gentex made a motion for summary judgment of invalidity of the Donnelly "dark or color-matched seal" patent in June 1994, and a decision on that motion is pending. Also pending is a decision on Donnelly's motion for a preliminary injunction against alleged infringement of that same patent. In April 1995, the Company also filed motions for summary judgment of the non-infringement and invalidity of the Donnelly light and rearview mirror assembly patents and motions for partial summary judgment precluding Donnelly from recovering any damages for certain acts of alleged infringement. A decision also is pending on those motions.

In April 1995, Donnelly filed five motions for partial summary judgment seeking to dismiss certain defenses asserted by the Company against the "dark or color-matched seal" patent and against two of the light and rearview mirror assembly patents, and seeking summary judgment of the alleged infringement of the "dark or color-matched seal" patent and one of the light and rearview mirror assembly patents. Decisions also are pending on those motions. Both the "dark or color-matched seal" patent and the light and rearview mirror assembly patents are scheduled for a mini-trial (non-binding alternative dispute resolution before a neutral advisor) in early May 1995. If the parties do not agree on a resolution of those claims at the mini-trial, the case is scheduled for trial to a jury in October 1995.

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 alleged the Company's rearview mirror products infringe two recently granted Donnelly patents directed to the use of ultraviolet stabilizers to protect electrochromic mirrors from the harmful effects of ultraviolet radiation. Donnelly also made a motion for a preliminary injunction. The Company responded to this suit, denying infringement and asserting 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 early stages of discovery and no trial date has been scheduled.

The Company also is in litigation with C-D Marketing, which filed a complaint in February 1994, in the case of C-D Marketing, Ltd. vs. Gentex Corporation and Chrysler Corporation (No. 94 CV 70501 DT), in the U.S. District Court for the Eastern District of Michigan, Southern Division, alleging that certain Gentex electrochromic rearview mirrors infringe its U.S. Patent No. 4,690,508. The Company has denied infringement and asserted that the C-D Marketing patent is invalid. This case in the late stage of discovery, and a jury trial may be scheduled for late 1995.

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:

FIRST QUARTER 1995 VERSUS FIRST QUARTER 1994

Net Sales. Net sales for the first quarter of 1995 increased by approximately $4,884,000, or 23%, when compared with the first quarter last year. Automatic mirror unit shipments increased from approximately 417,000 in the first quarter of 1994 to 518,000 in the current quarter. This increase primarily reflected increased penetration on 1995 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%, primarily due to reduced shipments of its strobe warning light to a customer that has developed its own strobe product.

Cost of Goods Sold. As a percentage of net sales, cost of goods sold increased from 56% in the first quarter of 1994 to 59% for the comparable period in 1995. This increased percentage primarily reflects automotive customer price reductions for the 1995 model year and changes in the Company's product mix.

Operating Expenses. Research and development expenses increased approximately $171,000, but decreased from 6% to 5% of net sales, when compared with the same quarter last year, primarily reflecting additional staffing and other compensation increases. Selling, general and administrative expenses increased approximately $883,000, and increased from 10% to 12% of net sales, when compared with the first quarter of 1994. This increased expense primarily reflected higher patent litigation activities.

Other Income - Net. Other income increased by approximately $395,000 when compared with the first quarter 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 $59,854,000 at March 31, 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 Chrysler Corporation, Ford Motor Company and General Motors Corporation under long-term contracts. The General Motors Corporation contract is through the 1995 Model Year, the term of the Ford contract is through December 1999, while the Chrysler contract runs through the 1999 Model Year.

The Company continues to experience pricing pressures from its automotive customers, but believes, based upon information currently available, that any price reductions may, for the most part, eventually be offset by productivity improvements and increases in unit sales volume.

The total costs to defend the Company in the July 8, 1993, and October 13, 1994, suits filed by Donnelly Corporation, and the February 18, 1994, suit filed by C-D Marketing, Ltd. will be affected by the duration and activity level, and are not determinable at this time. However, management currently believes that, if the current trend continues, patent litigation costs will continue to increase with the additional suits and related activity levels, but should peak out during the year.

PART II. OTHER INFORMATION

Item 6. Exhibits and Reports on Form 8-K

(a) See Exhibit Index on Page 10.

(b) No reports on Form 8-K were filed during the three months ended March 31, 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 April 28, 1995

Fred T. Bauer

Fred T. Bauer
Chairman and Chief
Executive Officer

Date April 28, 1995

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, with all amendments through April 28, 1995.
3(b)	Registrant's Bylaws as amended and restated March 1, 1990, were filed as Exhibit 3(b) to Registrant's Report on Form 10-K dated March 1, 1990, and the same is 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)	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 13, 1993.
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.

EXHIBIT NO.	DESCRIPTION	PAGE
*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.

EXHIBIT 3(a)(1)

RESTATED

ARTICLES OF INCORPORATION

OF

GENTEX CORPORATION

These Restated Articles of Incorporation are executed pursuant to the provisions of Sections 641 through 651, Act 284, Public Acts of 1972, as amended. The present name, and all of the former names, of the Corporation is Gentex Corporation. The original Articles of Incorporation were filed on January 11, 1974.

The following Restated Articles of Incorporation supersede the original Articles of Incorporation as amended and shall be the Articles of Incorporation of the Corporation:

ARTICLE I

The name of the corporation is Gentex Corporation.

ARTICLE II

The purpose or purposes for which the corporation is formed is to engage in any activity within the purposes for which corporations may be organized under the Business Corporation Act of Michigan.

ARTICLE III

The total authorized capital stock of this corporation is 50,000,000 shares of common stock of $.01 par value per share. The authorized shares of common stock of $.01 par value per share are all of one class with equal voting power, and each such share shall be equal to every other such share.

ARTICLE IV

The address of the current registered office, which is the same as the mailing address of that office, is 10985 Chicago Drive, Zeeland, Michigan 49464. The name of the current resident agent at the registered office is Dan Bauer.

ARTICLE V

The corporation shall, to the full extent permitted by the Michigan Business Corporation Act, as amended from time to time, indemnify all persons whom it may indemnify pursuant thereto.

These Restated Articles of Incorporation were duly adopted by the shareholders on the 1st day of August, 1981, in accordance with the provisions of Section 642, Act 284, Public Acts of 1972, as amended. The necessary number of shares as required by statute were voted in favor of the Restated Articles of Incorporation.

Signed this 12th day of August, 1981.

DAN C. BAUER

Its President

CERTIFICATE OF AMENDMENT
TO
ARTICLES OF INCORPORATION

The undersigned Corporation executes the following Certificate of Amendment to its Articles of Incorporation pursuant to the provisions of Section 631, Act 284, Public Acts of 1972, as amended:

1. The name of the Corporation is Gentex Corporation. The location of the registered office is 10985 Chicago Drive, Zeeland, Michigan 49464.

2. The following amendment to the Articles of Incorporation was adopted by the shareholders of the Corporation in accordance with Section (2) of Section 611, Act 284, Public Acts of 1972, as amended, on the 2nd day of November, 1981:

RESOLVED, that Article III of the Articles of Incorporation be amended to read as follows:

ARTICLE III.

The total authorized capital stock of this corporation is 10,000,000 shares of common stock of $.06 par value per share. The authorized shares of common stock of $.06 par value per share are all of one class with equal voting power, and each such share shall be equal to every other such share.

3. The necessary number of shares as required by statute were voted in favor of the Amendment.

Signed, this 2nd day of November, 1981.

GENTEX CORPORATION

By Arlyn Jay Lanling

Its Vice-President

CERTIFICATE OF AMENDMENT

TO THE ARTICLES OF INCORPORATION FOR

GENTEX CORPORATION

The undersigned Corporation executes the following Certificate of Amendment to its Articles of Incorporation pursuant to the provisions of Section 631, Act 284, Public Acts of 1972, as amended.

1. The name of the Corporation is Gentex Corporation.

2. The location of the registered office is 10985 Chicago Drive, Zeeland, Michigan 49464.

3. The following Amendment to the Articles of Incorporation was adopted on the 22nd day of April, 1983:

RESOLVED, that the following articles be added to the Articles of Incorporation for the Corporation:

ARTICLE VI

AUTHORITY OF BOARD

A. The business and affairs of the Corporation shall be managed by a Board of Directors which shall exercise all of the powers and authority of the Corporation (subject to delegation to committees of the Board of Directors as permitted by law and not inconsistent with these Articles of Incorporation) except for such matters as are reserved to shareholders of the Corporation by law or by these Articles of Incorporation.

SIZE OF BOARD

B. The Board of Directors shall consist of at least six (6), but not more than nine (9) members, and the specific number of directors to be elected or appointed with such limits shall be as determined by the Board of Directors from time to time.

CLASSIFICATION OF BOARD

C. Directors shall be divided into three classes and each class shall be as nearly equal in number as possible to the other classes. At the annual meeting of shareholders held in 1984, the directors shall be nominated and elected by class to serve for terms which expire at the first, second and third subsequent an-

nual meetings of shareholders, respectively. At each annual meeting of shareholders subsequent to 1984, directors shall be elected to serve for a term which expires at the third annual meeting of shareholders following a meeting at which the director is elected.

VACANCIES IN BOARD

D. Vacancies occurring in the Board of Directors by reason of death, resignation or removal of a director may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board, and vacancies occurring by reason of an increase of the number of directors may be filled by majority vote of the Board of Directors at any meeting duly called and convened. Directors appointed by the Board of Directors to fill any vacancies shall hold office only until the next annual meeting of shareholders.

NOMINATIONS FOR BOARD

E. Nominations for directors who are proposed as replacements for directors appointed by the Board of Directors to fill vacancies, if any, shall be designated in ballots and/or proxies submitted to shareholders to serve such terms of years as will make the classes of directors as nearly equal to each other in number as possible. Nominations by shareholders for any directorship must be submitted to the Board of Directors by written notice not later than thirty (30) days prior to the date of the annual meeting of shareholders at which the election is to be held (or within seven days after the date the Corporation mails, or otherwise gives notice of the date of such meeting, if such notice is given less than forty (40) days prior to the meeting date), which notice shall state the name of the nominee, the address of the nominee's business or residence, the nominee's principal occupation and the name and address of the nominee's employer or business if self-employed.

REMOVAL FROM BOARD

F. Any director may be removed from office as a director at any time, with or without cause, by the affirmative vote of the holders of a majority of the then issued and outstanding shares of the Corporation's stock entitled to vote thereon at a meeting duly called and convened for that purpose.

AMENDMENT

G. This article may not be amended or repealed, in whole or in part, except by affirmative vote of the holders of at least four-fifths (4/5ths) of the issued and outstanding shares of the Corporation's capital stock entitled to vote in the election of directors; provided, however, that such amendment or repeal may be made by majority vote of such shareholders at any meeting of shareholders duly called and convened where such amendment has

been recommended for approval by two-thirds (2/3rds) of all directors then holding office.

ARTICLE VII

SPECIAL REQUIREMENTS REGARDING CERTAIN TRANSACTIONS WITH INTERESTED PARTIES

A. Unless the conditions set forth in subparagraphs 1 through 4 of this Paragraph A are satisfied or the approval specified in subparagraph 1 of Paragraph B of this Article has been made, the affirmative vote of the holders of that fraction of the outstanding shares of the capital stock of the Corporation entitled to vote in the election of directors, but in no event less than four-fifths (4/5ths), determined by using as the numerator a number equal to the sum of (i) the outstanding shares of such stock beneficially owned by all Interested Parties, plus (ii) four-fifths (4/5ths) of the remaining number of such outstanding shares, and using as the denominator a number equal to the total number of the outstanding shares entitled to vote in the election of directors, shall be required for the adoption or authorization of a Combination or Reorganization (as hereinafter defined) with any Interested Party (as hereinafter defined) if, as of the record date for the determination of shareholders entitled to vote thereon, the Interested Party is (or has been at any time within the preceding twelve (12) months the beneficial owner, directly or indirectly, of five percent (5%) or more of the issued and outstanding shares of the Corporation's capital stock entitled to vote in the election of Directors. The four-fifths (4/5) vote requirement specified in the preceding sentence shall not be applicable if:

1. The cash and fair market value of any other consideration to be received per share by holders of the common stock of the Corporation (including shareholders who do not vote in favor of the transaction) in exchange or substitution for their shares in the Combination or Reorganization is at least equal in amount to: (a) the highest per share amount paid by the Interested Party in acquiring any of its holdings of the common stock of the Corporation; plus (b) the amount, if any, by which six percent (6%) per annum of that per share price exceeds the aggregate of per share amounts paid as cash dividends, in each case computed from the date the Interested Party became an Interested Party;

2. Subsequent to becoming an Interested Party: (a) the Interested Party shall have taken steps to ensure that the Corporation's Board of Directors included at all times representation by Continuing Directors (as hereinafter defined) proportionate to the shareholdings of the shareholders not affiliated with the Interested Party (with a Continuing Director to occupy any resulting fractional Board position); (b) the Interested Party shall not have acquired any newly issued securities of the Corporation, including securities conver-

tible into common stock, from the Corporation, directly or indirectly, except with respect to pro rata stock dividends or stock splits; (c) the Interested Party shall not have acquired any additional shares of the outstanding common stock of the Corporation or securities convertible into common stock, except as a part of the transaction which resulted in the Interested Party becoming an Interested Party; and (d) the Interested Party shall not have received a benefit, directly or indirectly (except proportionately as a shareholder), of any loans, advances, guarantees, pledges, tax credits or other financial assistance provided by the Corporation;

3. Subsequent to the date the Interested Party became an Interested Party there shall have been no major change in the Corporation's business or equity capital structure without, in each case, approval by at least two-thirds (2/3rds) of the Continuing Directors, as well as a majority of all Directors; and

4. A proxy statement conforming to the requirements of the Securities Exchange Act of 1934 shall have been mailed to the shareholders of the Corporation for the purpose of soliciting shareholder approval of the Combination or Reorganization containing at the front thereof, in a prominent place, any recommendations as to the advisability (or inadvisability) of the Combination or Reorganization that the Continuing Directors, or any of them, may choose to state and, if deemed advisable by majority of the Continuing Directors, an opinion of a reputable investment banking firm as to the fairness (or lack thereof) of the terms of the Combination or Reorganization from the point of view of the remaining public shareholders of the Corporation, which investment banking firm shall be selected by a majority of the Continuing Directors and shall be paid a reasonable fee for its services by the Corporation upon receipt of the opinion.

EXCEPTIONS

B. The provisions of Paragraph A of this Article shall not apply, and the otherwise applicable provisions of Michigan law shall apply to:

1. Any Combination or Reorganization as to which a memorandum of understanding with the Interested Party setting forth the principal terms of the transaction has been approved by two-thirds (2/3rds) of the Continuing Directors and a majority of all directors (provided the transaction is consummated in substantial conformity therewith); or

2. Any Combination or Reorganization with an Interested Party where this Corporation then holds more than 50% of the issued and outstanding shares of the capital stock in such Interested Party which are entitled to vote in election of Directors.

DEFINITIONS

C. As used in this Article, the following words and phrases shall have the following meanings:

1. "Interested Party" means every person or entity which is the beneficial owner of five percent (5%) or more of the Corporation's issued and outstanding shares of capital stock entitled to vote in the election or directors, as elsewhere specified in this Article. In addition, an Interested Party includes (and an Interested Party shall be deemed to be the beneficial owner of all of the shares held directly or indirectly by) all "Affiliates" and "Associates" (as hereinafter defined) of such person or entity and any person or entity with which the Interested Party, or the Affiliates or Associates thereof, has any agreement, arrangement or understanding with respect to the acquisition, holding, disposition or voting of shares of the capital stock of this Corporation, together with the successors and assigns of such persons or entities in any transaction or series of transaction not involving a public offering of the Corporation's shares within the meaning of the Securities Act of 1933.

2. "Combination or Reorganization" means any merger involving this Corporation (or a subsidiary of this Corporation) and an Interested Party (irrespective of the identity of the surviving corporation), any consolidation involving this Corporation (or a subsidiary of this Corporation) and an Interested Party, any sale, exchange, lease, mortgage, transfer or other disposition by this Corporation (or a subsidiary of this Corporation) of all, or substantially all, of its assets or business, directly or indirectly, to an Interested Party, and any transaction whereby voting securities of this Corporation (or any subsidiary) are issued or transferred by this Corporation (or any subsidiary) in exchange or payment for the securities or assets of an Interested Party.

3. "Continuing Director" means a director of the Corporation holding office as of the time this Article becomes effective, a director elected by shareholders subsequent to the time this Article becomes effective, but prior to the time an Interested Party acquired the status of Interested Party, and any director who succeeded a Continuing Director pursuant to an affirmative recommendation by a majority of Continuing Directors.

4. "Affiliate" means with respect to any person or entity that such person or entity directly, or indirectly through one or more intermediaries, controls, is controlled by, or is under common control with, such person or entity.

5. "Associate" means with respect to any person or entity: (1) any corporation or organization of which such

person or entity is an officer, director or partner, or is directly or indirectly the beneficial owner of ten percent (10%) or more of any class of equity securities; (2) any trust or other estate in which such person or entity has a substantial beneficial interest or as to which such person or entity serves as trustee or any similar capacity; and (3) any relative or spouse of such person, or any relative of such spouse, who has the same home as such person.

INTERPRETATIONS

D. A majority of the Continuing Directors shall have the authority to determine for purposes of this Article, on the basis of information known to them:

1. Whether any person or entity owns beneficially five percent (5%) or more of the issued and outstanding shares of the common stock of this Corporation.

2. Whether a person or entity is an Affiliate or Associate of another, and

3. Whether a person or entity has an agreement, arrangement or understanding with another.

Any determination pursuant to this subparagraph made in good faith by the Continuing Directors shall be conclusive and binding for the purposes specified in this Article.

AMENDMENT

E. This Article may not be amended or repealed, in whole or in part, except by affirmative vote of that fraction of the outstanding shares of the capital stock of the Corporation entitled to vote in the election of directors, but in no event less than four-fifths (4/5ths), determined by using as the numerator a number equal to the sum of (i) the outstanding shares of such stock beneficially owned by all Interested Parties, plus (ii) four-fifths (4/5ths) of the remaining number of such outstanding shares, and using as the denominator a number equal to the total number of the outstanding shares of stock of the Corporation entitled to vote in the election of directors.

ARTICLE VIII

EVALUATION OF CERTAIN OFFERS

The Board of Directors of this Corporation shall not approve, adopt or recommend any offer of any person or entity, other than the Corporation, to make a tender or exchange offer for any capital stock of the Corporation, to merge or consolidate the Corporation with any other entity or to purchase or otherwise acquire all or substantially all of the assets or business of the Corporation unless and until the Board of Directors shall have first evaluated

the offer and determined that the offer would be in compliance with all applicable laws and that the offer is in the best interests of the Corporation and its shareholders. In connection with its evaluation as to compliance with laws, the Board of Directors may seek and rely upon an opinion of legal counsel independent from the offeror and it may test such compliance with laws in any state or federal court or before any state or federal administrative agency which may have appropriate jurisdiction. In connection with its evaluation as to the best interests of the Corporation and its shareholders, the Board of Directors shall consider all factors which it deems relevant, including without limitation: (1) the adequacy and fairness of the consideration to be received by the Corporation and/or its shareholders under the offer considering historical trading prices of the Corporation's stock, the price that might be achieved in a negotiated sale of the Corporation as a whole, premiums over trading prices which have been proposed or offered with respect to the securities of other companies in the past in connection with similar offers, and the future prospects for this Corporation and its business; (2) the potential social and economic impact of the offer and its consummation on this Corporation, its employees, customers and vendors; and (3) the potential social and economic impact of the offer and its consummation on the communities in which the Corporation and any subsidiaries operate or are located.

AMENDMENT

This Article may not be amended or repealed, in whole or in part, except by affirmative vote of the holders of at least four-fifths (4/5ths) of the issued and outstanding shares of the Corporation's capital stock entitled to vote in the election of directors; provided, however, that such amendment or repeal may be made by majority vote of such shareholders at any meeting of shareholders duly called and convened where such amendment or repeal has been recommended for approval by two-thirds (2/3rds) of all directors then holding office.

4. The foregoing Amendment was adopted by the Shareholders of the Corporation in accordance with Section 611(2), Act 284, Public Acts of 1972, as amended, and the necessary number of shares as required by statute were voted in favor of the Amendment.

Signed this 22nd day of April, 1983.

/s/ DAN BAUER
Dan Bauer, President
Gentex Corporation

CERTIFICATE OF AMENDMENT TO
THE ARTICLES OF INCORPORATION OF
GENTEX CORPORATION

The undersigned Corporation executes the following Certificate of Amendment to its Articles of Incorporation pursuant to Section 631, Act 284, Public Acts of 1972, as amended.

1. The name of the Corporation is Gentex Corporation.

2 . The Corporation identification number (CID) assigned by the Bureau is 085-536.

3. The location of the registered office is 10985 Chicago Drive, Zeeland, Michigan 49464.

RESOLVED, that the following articles be added to the Articles of Incorporation of the Corporation:

ARTICLE VI

AUTHORITY OF BOARD

A. The business and affairs of the Corporation shall be managed by a Board of Directors which shall exercise all of the powers and authority of the Corporation (subject to delegation to committees of the Board of Directors as permitted by law and not inconsistent with these Articles of Incorporation) except for such matters as are reserved to shareholders of the Corporation by law or by these Articles of Incorporation.

SIZE OF BOARD

B. The Board of Directors shall consist of at least six (6), but not more than nine (9) members, and the specific number of directors to be elected or appointed within such limits shall be as determined by the Board of Directors from time to time.

CLASSIFICATION OF BOARD

C. Directors shall be divided into three classes and each class shall be as nearly equal in number as possible to the other classes. At the first election of directors subsequent to the adoption of this Article, the directors shall be elected by class to serve for terms which expire at the first, second and third subsequent annual meetings of shareholders, respectively. At each annual meeting of shareholders thereafter, directors shall be

elected to serve for a term which expires at the third annual meeting of shareholders following a meeting at which the director is elected.

VACANCIES IN BOARD

D. Vacancies occurring in the Board of Directors by reason of death, resignation or removal of a director may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board, and vacancies occurring by reason of an increase of the number of directors may be filled by majority vote of the Board of Directors at any meeting duly called and convened. Directors appointed by the Board of Directors to fill any vacancies shall hold office only until the next annual meeting of shareholders.

NOMINATION FOR BOARD

E. Nomination for directors who are proposed as replacements for directors appointed by the Board of Directors to fill vacancies, if any, shall be designated in ballots and/or proxies submitted to shareholders to serve such terms of years as will make the classes of directors as nearly equal to each other in number as possible. Nominations by shareholders for any directorship must be submitted to the Board of Directors by written notice not later than thirty (30) days prior to the date of the annual meeting of shareholders at which the election is to be held (or within seven days after the date the Corporation mails, or otherwise gives notice of the date of such meeting, if such notice is given less than forty (40) days prior to the meeting date), which notice shall state the name of the nominee, the address of the nominee's business or residence, the nominee's principal occupation and the name and address of the nominee's employer or business if self-employed.

REMOVAL FROM BOARD

F. A director may be removed from office as a director, with or without cause, only by the affirmative vote of the holders of two-thirds (2/3) of the then issued and outstanding shares of the Corporation's stock entitled to vote thereon at a meeting duly called and convened for that purpose.

AMENDMENT

G. This Article may not be amended or repealed, in whole or in part, except by affirmative vote of the holders of at least two-thirds (2/3) of the issued and outstanding shares of the Corporation's capital stock entitled to vote in the election of directors; provided, however, that such amendment or repeal may be made by majority vote of such shareholders at any meeting of shareholders duly called and convened where such amendment has been recommended for approval by two-thirds (2/3) of all directors then holding office.

ARTICLE VII

SPECIAL REQUIREMENTS REGARDING CERTAIN TRANSACTIONS WITH INTERESTED PARTIES

A. Unless the conditions set forth in subparagraphs 1 through 4 of this Paragraph A are satisfied or the approval specified in subparagraph 1 of Paragraph B of this Article has been made, the affirmative vote of the holders of that fraction of the outstanding shares of the capital stock of the Corporation entitled to vote in the election of directors, but in no event less than two-thirds (2/3), determined by using as the numerator a number equal to the sum of (i) the outstanding shares of such stock beneficially owned by all Interested Parties, plus (ii) two-thirds (2/3) of the remaining number of such outstanding shares, and using as the denominator a number equal to the total number of the outstanding shares entitled to vote in the election of directors, shall be required for the adoption or authorization of a Combination or Reorganization (as hereinafter defined) with any Interested Party (as hereinafter defined) if, as of the record date for the determination of shareholders entitled to vote thereon, the Interested Party is (or has been at any time within the preceding twelve (12) months) the beneficial owner, directly or indirectly, of five percent (5%) or more of the issued and outstanding shares of the Corporation's capital stock entitled to vote in the election of directors. The two-thirds (2/3) vote requirement specified in the preceding sentence shall not be applicable if:

1. The cash and fair market value of any other consideration to be received per share by holders of the common stock of the Corporation (including shareholders who do not vote in favor of the transaction) in exchange or substitution for their shares in the Combination or Reorganization is at least equal in amount to: (a) the highest per share amount paid by the Interested Party in acquiring any of its holdings of the common stock of the Corporation; plus (b) the amount, if any, by which six percent (6%) per annum of that per share price exceeds the aggregate of per share amounts paid as cash dividends, in each case computed from the date the Interested Party became an Interested Party;

2. Subsequent to becoming an Interested Party: (a) the Interested Party shall have taken steps to ensure that the Corporation's Board of Directors included at all times representation by Continuing Directors (as hereinafter defined) proportionate to the shareholdings of the shareholders not affiliated with the Interested Party (with a Continuing Director to occupy any resulting fractional Board position); (b) the Interested Party shall not have acquired any newly issued securities of the Corporation, including securities convertible into common stock, from the Corporation, directly or indirectly, except with respect to pro rata stock dividends or

stock splits; (c) the Interested Party shall not have acquired any additional shares of the outstanding common stock of the Corporation or securities convertible into common stock, except as a part of the transaction which resulted in the Interested Party becoming an Interested Party; and (d) the Interested Party shall not have received a benefit, directly or indirectly (except proportionately as a shareholder), of any loans, advances, guarantees, pledges, tax credits or other financial assistance provided by the Corporation;

3. Subsequent to the date the Interested Party became an Interested Party there shall have been no major change in the Corporation's business or equity capital structure without, in each case, approval by at least two-thirds (2/3) of the Continuing Directors, as well as a majority of all Directors; and

4. A proxy statement conforming to the requirements of the Securities Exchange Act of 1934 shall have been mailed to the shareholders of the Corporation for the purpose of soliciting shareholder approval of the Combination or Reorganization containing at the front thereof, in a prominent place, any recommendations as to the advisibility (or inadvisability) of the Combination or Reorganization that the Continuing Directors, or any of them, may choose to state and, if deemed advisable by majority of the Continuing Directors, an opinion of a reputable investment banking firm as to the fairness (or lack thereof) of the terms of the Combination or Reorganization from the point of view of the remaining public shareholders of the Corporation, which investment banking firm shall be selected by a majority of the Continuing Directors and shall be paid a reasonable fee for its services by the Corporation upon receipt of the opinion.

EXCEPTIONS

B. The provisions of Paragraph A of this Article shall not apply, and the otherwise applicable provisions of Michigan law shall apply to:

1. Any Combination or Reorganization as to which a memorandum of understanding with the Interested Party setting forth the principal terms of the transaction has been approved by two-thirds (2/3) of the Continuing Directors and a majority of all directors (provided the transaction is consummated in substantial conformity therewith); or

2. Any Combination or Reorganization with an Interested Party where this Corporation then holds more than 50% of the issued and outstanding shares of the capital stock in such Interested Party which are entitled to vote in elections of directors.

DEFINITIONS

C. As used in this Article, the following words and phrases shall have the following meanings:

1. "Interested Party" means every person or entity which first becomes the beneficial owner of five percent (5%) or more of the Corporation's issued and outstanding shares of capital stock entitled to vote in the election of directors after the date this Article becomes effective. In addition, an Interested Party includes (and an Interested Party shall be deemed to be the beneficial owner of all of the shares held directly or indirectly by) all "Affiliates" and "Associates" (as hereinafter defined) of such person or entity and any person or entity with which the Interested Party, or the Affiliates or Associates thereof, has any agreement, arrangement or understanding with respect to the acquisition, holding, disposition or voting of shares of the capital stock of this Corporation, together with the successors and assigns of such persons or entities in any transaction or series of transactions not involving a public offering of the Corporation's shares within the meaning of the Securities Act of 1933.

2. "Combination or Reorganization" means any merger involving this Corporation (or a subsidiary of this Corporation) and an Interested Party (irrespective of the identity of the surviving corporation), any consolidation involving this Corporation (or a subsidiary of this Corporation) and an Interested Party, any sale, exchange, lease, mortgage, transfer or other disposition by this Corporation (or a subsidiary of this Corporation) of all, or substantially all, of its assets or business, directly or indirectly, to an Interested Party, and any transaction whereby voting securities of this Corporation (or any subsidiary) are issued or transferred by this Corporation (or any subsidiary) in exchange or payment for the securities or assets of an Interested Party.

3. "Continuing Director" means a director of the Corporation holding office as of the time this Article becomes effective, a director elected by shareholders subsequent to the time this Article becomes effective, but prior to the time an Interested Party acquired the status of interested Party, and any director who succeeded a Continuing Director pursuant to an affirmative recommendation by a majority of Continuing Directors.

4. "Affiliate" means with respect to any person or entity that such person or entity directly, or indirectly through one or more intermediaries, controls, is controlled by, or is under common control with, such person or entity.

5 . "Associate" means with respect to any person or entity: (1) any corporation or organization of which such person or entity is an officer, director or partner, or is directly or indirectly the beneficial owner of ten percent (10%) or more of any class of equity securities; (2) any trust or other estate in which such person or entity has a substantial beneficial interest or as to which such person or entity serves as trustee or any similar capacity; and (3) any relative or spouse of such person, or any relative of such spouse, who has the same home as such person.

INTERPRETATIONS

D. A majority of the Continuing Directors shall have the authority to determine for purposes of this Article, on the basis of information known to them:

1. Whether any person or entity owns beneficially five percent (5%) or more of the issued and outstanding shares of the common stock of the Corporation.

2. Whether a person or entity is an Affiliate or Associate of another, and

3. Whether a person or entity has an agreement, arrangement or understanding with another.

Any determination pursuant to this subparagraph made in good faith by the Continuing Directors shall be conclusive and binding for the purposes specified in this Article.

AMENDMENT

E. This Article may not be amended or repealed, in whole or in part, except by affirmative vote of that fraction of the outstanding shares of the capital stock of the Corporation entitled to vote in the election of directors, but in no event less than two-thirds (2/3) determined by using as the numerator a number equal to the sum of (i) the outstanding shares of such stock beneficially owned by all Interested Parties, plus (ii) two-thirds (2/3) of the remaining number of such outstanding shares, and using as the denominator a number equal to the total number of the outstanding shares of stock of the Corporation entitled to vote in the election of directors.

ARTICLE VIII

EVALUATION OF CERTAIN OFFERS

The Board of Directors of the Corporation shall not approve, adopt or recommend any offer of any person or entity, other than

the Corporation, to make a tender or exchange offer for any capital stock of the Corporation, to merge or consolidate the Corporation with any other entity or to purchase or otherwise acquire all or substantially all of the assets or business of the Corporation unless and until the Board of Directors shall have first evaluated the offer and determined that the offer would be in compliance with all applicable laws and that the offer is in the best interests of the Corporation and its shareholders. In connection with its evaluation as to compliance with laws, the Board of Directors may seek and rely upon an opinion of legal counsel independent from the offeror and it may test such compliance with laws in any state or federal court or before any state or federal administrative agency which may have appropriate jurisdiction. In connection with its evaluation as to the best interests of the Corporation and its shareholders, the Board of Directors shall consider all factors which it deems relevant, including without limitation: (1) the adequacy and fairness of the consideration to be received by the Corporation and/or its shareholders under the offer considering historical trading prices of the Corporation's stock, the price that might be achieved in a negotiated sale of the Corporation as a whole, premiums over trading prices which have been proposed or offered with respect to the securities of other companies in the past in connection with similar offers, and the future prospects for the Corporation and its business; (2) the potential social and economic impact of the offer and its consummation on the Corporation, its employees, customers and vendors; and (3) the potential social and economic impact of the offer and its consummation on the communities in which the Corporation and any subsidiaries operate or are located.

AMENDMENT

This Article may not be amended or repealed, in whole or in part, except by affirmative vote of the holders of at least two-thirds (2/3) of the issued and outstanding shares of the Corporation's capital stock entitled to vote in the election of directors; provided, however, that such amendment or repeal may be made by majority vote of shareholders at any meeting of shareholders duly called and convened where such amendment or repeal has been recommended for approval by two-thirds (2/3) of all directors then holding office.

4. The foregoing Amendment to the Articles of Incorporation was duly adopted on the 29th day of May, 1985. The Amendment was duly adopted in accordance with Section 611(2) of the Act by vote

of the shareholders. The necessary votes were cast in favor of the Amendment.

Signed as of this 29th day of May, 1985.

Fred Bauer

Fred Bauer, Chairman
Gentex Corporation

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION
FOR GENTEX CORPORATION

Article III

"The total number of shares of all classes of stock which the Corporation shall have the authority to issue is 15,000,000 shares, consisting of 10,000,000 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."

Article VI

Section F of the Articles of Incorporation is hereby amended to read as follows:

"F. A director may be removed from office as a director, with or without cause, only by the affirmative vote of the holders of two-thirds (2/3rds) of the then issued and outstanding shares of the Corporation's stock entitled to vote thereon at a meeting duly called and convened for that purpose; provided, however, that the term of office of any director who is first elected to the Board of Directors after May 13, 1987, and who is then or thereafter becomes an employee of the Corporation, or any of its subsidiaries, shall automatically terminate simultaneously with the termination of that director's employment by the Corporation or subsidiary, with or without cause."

Article IX

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for a breach of fiduciary duty as a director, except for liability: (a) for any breach of the director's duty of loyalty to the Corporation or its shareholders; (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) resulting from a violation of Section 551(1) of the Michigan Business Corporation Act; (d) for any transaction from which the director derived an improper personal benefit; or (e) for any act or omission occurring prior to March 1, 1987.

Signed this 13th day of May, 1987
By Fred T. Bauer

(Signature)

Fred Bauer, Chairman
(Type or Print Name) (Type or Print Title)

CERTIFICATE OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
FOR GENTEX CORPORATION

ARTICLE III

The total number of shares of all classes of stock which the Corporation shall have the authority to issue is 20,000,000 shares, consisting of 15,000,000 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.

SIGNED THIS 19TH DAY OF JUNE, 1991

/s/ FRED BAUER
FRED BAUER
CHAIRMAN AND CHIEF EXECUTIVE OFFICER

CERTIFICATE OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
FOR GENTEX CORPORATION

ARTICLE III

The total number of shares of all classes of stock which the Corporation shall have the authority to issue is 30,000,000 shares, consisting of 25,000,000 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.

SIGNED THIS 13TH DAY OF MAY, 1993

/s/ FRED BAUER
FRED BAUER
CHAIRMAN AND CHIEF EXECUTIVE OFFICER

12(V)

CERTIFICATE OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
FOR GENTEX CORPORATION

ARTICLE III

The total number of shares of all classes of stock which the Corporation shall have the authority to issue is 55,000,000 shares, consisting of 50,000,000 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.

SIGNED THIS 18TH DAY OF MAY, 1994

/s/ FRED BAUER
FRED BAUER
CHAIRMAN AND CHIEF EXECUTIVE OFFICER

12(W)

EXHIBIT 10(b)(1)

GENTEX CORPORATION
QUALIFIED STOCK OPTION PLAN
(AS AMENDED AND RESTATED, EFFECTIVE MAY 13, 1993)

PART I: PLAN ADMINISTRATION AND ELIGIBILITY

1. Purpose.

The purpose of this Plan is to provide an opportunity for certain employees of Gentex Corporation (the "Corporation") to purchase shares of capital stock of the Corporation and thereby have an additional incentive to contribute to the prosperity of the Corporation.

2. Definitions.

The following terms are defined for use herein as follows:

a. "Board" means the Board of Directors of the Corporation.

b. "Common Stock" means the common stock (par value ($.06 per share) of the Corporation.

c. "Committee" means the committee appointed pursuant to Paragraph 4 to administer the Plan.

d. "Corporation" means Gentex Corporation.

e. "Effective Date" means the effective date of this Amended and Restated Plan, May 13, 1993.

f. "Market Value" means the closing sale price of Common Stock reported in the NASD National Market System for the day on which the particular option is granted, or, if prices of shares of Common Stock are not so published for that date, then a fair market value determined by the Committee by any reasonable method selected by it in good faith.

g. "Optionee" means any employee to whom an option has been granted under Paragraph 4 of the Plan.

h. "Option Agreement" means an agreement evidencing options as provided in Paragraph 7 of the Plan.

i. "Plan" means this Qualified Stock Option Plan of the Corporation as in effect from time to time.

j. "Option Price" means the purchase price for Common Stock under an option, as determined under Paragraph 7 of this Plan.

3. Shares.

a. The total number of shares of the Common Stock which may be sold under the Plan shall not exceed 1,125,000 shares, except that the total number of shares which may be sold under the Plan may be increased to the extent of adjustments authorized by Paragraph 10. Such shares shall be authorized shares and may be either unissued shares or treasury shares.

b. If an option granted under the Plan shall expire or terminate for any reason without having been exercised in full, the shares not delivered under such option shall be available for options subsequently granted.

4. Administration.

a. The Plan shall be administered by a Committee appointed by the Board, which shall consist of three (3) or more members. All members of the Committee shall be directors who are "disinterested

persons" within the meaning of Rule 16b-3 promulgated by the Securities and Exchange Commission. The Committee shall determine the employees to be granted options, the amount of stock to be optioned to each employee, and the terms of the options to be granted. The Committee shall have full power and authority to interpret the provisions of the Plan, to supervise the administration of the Plan and to adopt forms and procedures for the administration of the Plan. All determinations made by the Committee shall be final and conclusive.

b. The granting of any option pursuant to this Plan shall be entirely within the discretion of the Committee. Nothing herein contained shall be construed to give any officer or employee any right to participate under this Plan.

c. Each person who is or shall have been a member of the Committee shall be indemnified and held harmless by the Corporation from and against any cost, liability or expense imposed or incurred in connection with such person's or the Committee's taking or failing to take any action under the Plan. Each such person may rely on information furnished in connection with the Plan's administration by any appropriate person or persons.

5. Eligibility. Only employees of the Corporation shall be eligible to participate in the Plan. The Committee shall determine whether or not an individual is eligible to participate in the Plan. An employee who has been granted an option under this Plan or any other stock option plan of the Corporation may be granted additional options. Any individual owning shares possessing more than five percent (5%) of the total combined voting power of all classes of stock of this Corporation shall not be eligible for the grant of an option under the Plan.

6. Exercise Price. The per share exercise price of each option granted under the Plan shall be at least 100% of the Market Value of a share of Common Stock.

7. Terms of Options. Each option shall be evidenced by a written agreement containing such terms and conditions as are set by the Board or the Committee, including without limitation the following:

a. Number of Shares. Each Option Agreement shall state the number of shares to which it pertains. No option grant shall permit options becoming exercisable, for the first time in any one calendar year, for shares exceeding $100,000 in Market Value, where Market Value is established at the date of the grant.

b. Exercise Price. Each Option Agreement shall state the exercise price.

c. Medium and Time of Payment. The exercise price for each share purchased pursuant to an option granted under the Plan shall be payable in full upon exercise, and may be paid in cash or, in full or in part, by the surrender of Common Stock owned by the Optionee valued at fair market value or by the surrender of Option rights hereunder that are then exercisable, valued at the difference between the Option Price and the fair market value of the underlying Common Stock. Promptly after the exercise of an Option and the payment of the full Option Price, the Optionee shall be entitled to the issuance of a stock certificate evidencing ownership of such Common Stock. However, an Optionee shall have none of the rights of a shareholder until a certificate for those Shares is issued to the Optionee, and no adjustment will be made for dividends or other rights for which the record date is prior to the date such stock certificate is issued, except as provided in Paragraph 10 of this Plan.

d. Term and Exercise of Options. Each option shall be exercisable in whole or in part in such amounts and at or after such dates as may be specified in the option agreement. In no event, however, shall any option be exercisable less than one (1) year from the date of grant.

e. Administrative Discretion. The Committee may in its discretion vary, among employees and among options granted to the same employee, any and all of the terms and conditions of options granted under the Plan, including the term during which and the amounts in which and dates at or after which such options may be exercised.

8. Transferability of Options and Common Stock. Options under this Plan may not be transferred except by will or according to the laws of descent and distribution. During the lifetime of the Optionee, an option may

be exercised only by the Optionee or his guardian or legal representative. The Corporation may, in the event it deems the same desirable to assure compliance with applicable federal and state securities laws, legend any certificate representing shares issued pursuant to the exercise of an option with an appropriate restrictive legend, and may also issue appropriate stop transfer instructions to its transfer agent with respect to such shares.

9. Termination of Options. Each option agreement shall contain such provisions as the Committee may deem advisable for termination of the option in the event of, and/or exercise of the option after the Optionee's death, disability, or termination of employment by the Corporation. In no event may an option be exercised more than three (3) months after the termination of the Optionee's employment by the Corporation, nor more than twelve (12) months after the Optionee shall have died or become disabled; provided, however, no option may be exercised after termination of employment, death or disability unless the Optionee was continuously in the employment of the Corporation during the period from date of grant until the date of termination of employment, death or disability.

Option agreements may also contain, in the discretion of the Committee, provisions for termination of options and/or acceleration of exercise rights in the event of any merger or consolidation of the Corporation with, or acquisition of the Corporation or substantially all of its assets by, any other corporation or entity.

Nothing in the Plan or in any option shall limit or affect in any way the right of the Corporation to terminate an Optionee's employment at any time nor be deemed to confer upon any Optionee any right to continue in the employ of the Corporation.

10. Adjustment Provision. If the number of shares of Common Stock outstanding changes by reason of a stock dividend, stock split, recapitalization, merger, consolidation, split-up, combination or exchange of shares, the aggregate number and class of shares available under this Plan and the number of shares subject to each outstanding option, together with the option prices, shall be appropriately adjusted by the Board or Committee to prevent dilution of the interests of Optionees and of the Plan.

11. Effective Date of Plan, Termination and Amendment. The May 13, 1993 Plan Restatement shall take effect only upon and as of the date of approval of the Plan by the Corporation's stockholders. Unless earlier terminated by the Board, the Plan shall terminate on the date ten (10) years subsequent to the date of the adoption of the Plan Restatement by the Board, after which date no options may be granted under this Plan. The Board may terminate the Plan at any time, or may from time to time amend the Plan as it deems proper and in the best interest of the Corporation, provided that no such amendment may (a) alter the aggregate number of shares that may be issued under the Plan, (b) decrease the price at which options may be granted, or (c) modify the eligibility requirements set forth in Paragraph 5.

CERTIFICATION

The foregoing Plan Restatement was duly adopted by the Board of Directors on the 5th day of March, 1993, subject to the approval of the Company's shareholders.

/s/ TRUDI SLENK

Trudi Slenk, Secretary
Gentex Corporation

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3-MOS
DEC-31-1995
MAR-31-1995
16,969,763
12,334,862
11,183,471
(187,560)
5,132,065
45,958,014
27,497,669
(10,072,407)
88,820,868
10,909,138
0
997,216
0
0
76,500,060
88,820,868
26,042,968
26,042,968
15,426,405
19,883,839
(689,053)
13,500
0
6,848,182
2,261,000
4,587,182
0
0
0
4,587,182
0.27
0.27