GENTEX CORP
Form DEF 14A
April 10, 2008

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A
(Rule 14a-101)
INFORMATION REQUIRED IN
PROXY STATEMENT

SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934

Filed by the registrant [X]
Filed by a party other than the registrant [ ]
Check the appropriate box:
[ ] Preliminary Proxy Statement
[ ] Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
[X] Definitive Proxy Statement
[ ] Definitive Additional Materials
[ ] Soliciting Material Pursuant to Section 240.14a-11(c) or Section 240.14a-12

GENTEX CORPORATION
(Name of registrant as specified in its charter)

____
(Name of person(s) filing Proxy Statement, if other than the Registrant)

Payment of filing fee (Check the appropriate box):
[X] No fee required
[ ] Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11

(1) Title of each class of securities to which transaction applies: ____
(2) Aggregate number of securities to which transaction applies:____
(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): __________________________
(4) Proposed maximum aggregate value of transaction: ____
(5) Total fee Paid: ____
[ ] Fee paid previously with preliminary materials
[ ] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid: ____
(2) Form, schedule, or registration statement no.: ____
(3) Filing party: ____
(4) Date filed: ____

600 North Centennial Street
Zeeland, Michigan 49464

NOTICE OF 2008 ANNUAL MEETING OF SHAREHOLDERS

Dear Shareholder:

The Annual Meeting of the Shareholders of Gentex Corporation (the Company), a Michigan corporation, will be held at The Pinnacle Center, 3330 Highland Drive, Hudsonville, Michigan, on Thursday, May 15, 2008, at 4:30 p.m. EST, for the following purposes:

1. To elect three directors as set forth in the Proxy Statement.

2. To act upon a proposal to approve the First Amendment to the Gentex Corporation Second Restricted Stock Plan.

3. To ratify the appointment of Ernst & Young LLP as the Company s auditors for the fiscal year ended December 31, 2008.

4. To transact any other business that may properly come before the meeting, or any adjournment thereof.

The Board of Directors recommends a vote *FOR* Items 1, 2, and 3.

Shareholders of record as of the close of business on March 20, 2008, are entitled to notice of, to attend, and to vote at the meeting. We are pleased to offer multiple options for voting your shares. As detailed in the Solicitation of Proxies section of this notice and Proxy Statement, you can vote your shares via the Internet, by telephone, by mail or by written ballot at the Annual Meeting. *We encourage you to use the Internet to vote your shares as it is the most cost-effective method.* If your shares are held in street name, (that is held for your account by a broker or other nominee), you will receive instructions from the holder of record that you must follow for your shares to be voted.

Important Notice Regarding the Availability of Proxy Materials for the Annual Shareholders Meeting to be held on May 15, 2008

Under new Securities and Exchange Commission rules, you are receiving this notice that the proxy materials for our 2008 Annual Meeting of Shareholders are available on the Internet. The following proxy materials can be found https://www.proxyvote.com:

Company s 2008 Proxy Statement;
Company s Annual Report to Shareholders for the year ended December 31, 2007; and
Proxy Card.

Whether or not you expect to be present at the meeting, you are urged to promptly vote your shares using one of the methods discussed above. If you do attend the meeting and wish to vote in person, you may withdraw your earlier-dated Proxy.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ Connie Hamblin

Connie Hamblin
Secretary

April 4, 2008

GENTEX CORPORATION

600 North Centennial Street
Zeeland, Michigan 49464

PROXY STATEMENT FOR ANNUAL MEETING OF SHAREHOLDERS TO BE HELD MAY 15, 2008

QUESTIONS & ANSWERS

PROXY STATEMENT

Why am I receiving this Proxy Statement?

The Company s Board of Directors is soliciting proxies for the 2008 Annual Meeting of Shareholders. You are receiving a Proxy Statement because you owned shares of the Company s common stock on March 20, 2008, which entitles you to notice of, to attend, and to vote at the meeting. By use of a Proxy, you can vote whether or not you plan to attend the meeting. The Proxy Statement describes the matters on which the Board would like you to vote and provides information on those matters so that you can make an informed decision.

The Notice of the Annual Meeting (including Notice Regarding the Availability of Proxy Materials), Proxy Statement, and Proxy Card are being mailed to shareholders on or about April 4, 2008. These materials are available at https://www.proxyvote.com.

What will I be voting on?

Election of three directors (see pages 5-7).
Proposal to approve the First Amendment to Gentex Corporation Second Restricted Stock Plan (see page 8).
Ratify the appointment of Ernst & Young LLP as the Company s auditors for the fiscal year ending December 31, 2008 (see page 29).

The Board of Directors recommends a vote *FOR* each of the nominees to the Board of Directors, *FOR* the proposal to approve the First Amendment to the Gentex Corporation Second Restricted Stock Plan, and *FOR* ratification of the appointment of Ernst & Young LLP as the Company s auditors for the fiscal year ending December 31, 2008.

How do I vote?

You can vote either in person at the Annual Meeting or by Proxy without attending the Annual Meeting. *We urge you to vote by Proxy even if you plan to attend the Annual Meeting so that we will know as soon as possible that enough votes will be present for us to hold the meeting*. If you attend the meeting in person, you may vote at the meeting and your Proxy will not be counted.

Please note that there are separate telephone and Internet arrangements depending upon whether you are a holder of record [that is, if your shares are registered in your own name with our transfer agent and you have possession of your stock certificate(s)] or whether you hold your shares in street name (that is, if your shares are held for you by a broker or other nominee).

Shareholders of record voting by Proxy may use one of the following three options:

Voting by *Internet* (log on to https://www.proxyvote.com and follow the directions there). We recommend you vote this way as it is the most cost-effective method; or
Voting by *toll-free telephone* (instructions are on the Proxy Card or Voting Instruction Form); or o Filling out the enclosed *Proxy Card*, signing it, and mailing it in the enclosed postage paid envelope.

If you hold your shares in street name, please refer to the information forwarded by your broker or other nominee to see which options are available to you.

The telephone and Internet voting facilities for shareholders of record will close at 11:59 p.m. EST on May 14, 2008. If you vote over the Internet, you may incur costs, such as telephone and Internet access charges, for which you will be responsible. The telephone and Internet voting procedures are designed to authenticate shareholders by the use of control numbers and to allow you to confirm that instructions have been properly recorded.

Can I change my vote?

Yes. At any time before your Proxy is voted at the meeting, you may change your vote by:

Revoking it by written notice to the Secretary of the Company at the address on the cover of the Proxy Statement;
Delivering a later-dated Proxy (including a telephone or Internet vote); or
Voting in person at the meeting.

If you hold your shares in street name, please refer to the information forwarded by your broker or other nominee for procedures on revoking or changing your Proxy.

How many votes do I have?

You will have one vote for every share of common stock that you owned on March 20, 2008.

How many shares are entitled to vote?

There were 142,654,807 shares of the Company common stock outstanding as of March 20, 2008, and entitled to vote at the meeting. Each share is entitled to one vote.

How many votes must be present to hold the meeting?

Under the Company s Bylaws, a majority of all of the voting shares of the capital stock issued and outstanding as of March 20, 2008, must be present in person or by Proxy to hold the Annual Meeting.

What if I do not vote for some or all the matters listed on my Proxy Card?

If you return a Proxy Card without indicating your vote for some or all of the matters, your shares will be voted as follows for any matter you did not vote on:

For the approval of the director nominees to the Board listed on the card.
For the proposal to approve the First Amendment to the Gentex Corporation Second Restricted Stock Plan.
For ratification of Ernst & Young LLP as the Company s auditors for the fiscal year ended December 31, 2008.

How many votes are needed for the approval of items upon which the shareholders are being asked to vote?

Under Michigan law, the three nominees for director will be elected by a plurality of the votes cast.
The proposal to approve the First Amendment to the Gentex Corporation Second Restricted Stock Plan must be approved by a majority of the votes cast.
Ratification of the appointment of Ernst & Young LLP as the Company s auditors for the fiscal year ended December 31, 2008, is by a majority of the votes cast.

What if I vote abstain?"

A vote to abstain on the election of the directors or on the proposals will have no effect on the outcome.

What if I do not return my Proxy Card and do not attend the Annual Meeting?

If you are a holder of record and you do not vote your shares, your shares will not be voted. If you hold your shares in street name, and you do not give your broker or other nominee specific voting instructions for your shares, your broker or other nominee may not be permitted to exercise voting discretion with respect to certain matters to be acted upon.

If you do not give your record holder specific voting instructions and your record holder does not vote on any of the proposals, the votes will be broker non-votes. Broker non-votes will have no effect on the vote for the election of directors or the proposals.

Is my vote confidential?

Proxy instructions, ballots, and voting tabulations that identify individual shareholders are handled in a manner that protects your voting privacy. Your vote will not be disclosed either within the Company or to third parties, except:

- as necessary to meet applicable legal requirements;
- to allow for the tabulation of votes and certification of the vote; or
- to facilitate successful Proxy solicitation by our Board.

Occasionally, shareholders provide written comments on their Proxy Cards which are then forwarded to the Company s management.

ANNUAL REPORT

Will I receive a copy of the Company s Annual Report?

Unless you have previously elected to view the Company s Annual Report over the Internet, we have mailed the Annual Report for the year ended December 31, 2007, with this Proxy Statement. The Annual Report includes the Company s audited financial statements, along with other information. We urge you to read it carefully.

How can I receive a copy of the Company s Form 10-K?

You can obtain, free of charge, a copy of our Form 10-K for the year ended December 31, 2007, which we recently filed with the Securities and Exchange Commission, by writing to:

Corporate Secretary
Gentex Corporation
600 North Centennial Street
Zeeland, Michigan 49464

You can also obtain a copy of the Company s Form 10-K and other periodic filings with the Securities and Exchange Commission (SEC) on the Company s Internet web site under the heading SEC Filings at:

http://www.easyir.com/easyir/edgr.do?easyirid=74B343E1F282071F

The Company s Form 10-K and other SEC filings mentioned above are also available from the SEC s EDGAR database at www.sec.gov.

ELECTRONIC DELIVERY AND AVAILABILITY OF PROXY STATEMENT AND ANNUAL REPORT

Can I access the Company s proxy materials and Annual Report electronically?

This Proxy Statement and the 2007 Annual Report are available on the Company s Internet web site under the heading Annual Reports and Proxies at:

http://www.easyir.com/easyir/cogo.do?easyirid=74B343E1F282071F

Most shareholders can elect to view future Proxy Statements and Annual Reports over the Internet instead of receiving paper copies in the mail.

If you are a holder of record, you can choose this option and save the Company the cost of producing and mailing these documents by:

- Following the instructions provided when you vote over the Internet, or
- Going to https://www.icsdelivery.com/gntx and following the instructions provided.

If you are a holder of record and you choose to view future Proxy Statements and Annual Reports over the Internet, you will receive an e-mail message next year containing the Internet address to access the Company s Proxy Statement and Annual Report. The e-mail also will include instructions for voting over the Internet. Your choice will remain in effect until you tell us otherwise. You do not have to elect Internet access each year.

If you hold your shares in street name, and choose to view future Proxy Statements and Annual Reports over the Internet and your broker or other nominee participates in this service, you will receive an e-mail message next year containing the Internet address to use to access the Company s Proxy Statement and Annual Report.

3

HOUSEHOLDING INFORMATION

What is householding?"

The Company has adopted a procedure called householding, which has been approved by the Securities and Exchange Commission. Under this procedure, a single copy of the Annual Report and Proxy Statement will be sent to any household at which two or more shareholders reside if they appear to be members of the same family, unless one of the shareholders at the address notifies us that they wish to receive additional copies. This procedure reduces our printing costs, mailing costs, and fees.

Shareholders who participate in householding will continue to receive separate Proxy Cards. If a single copy of the Annual Report and Proxy Statement was delivered to an address that you share with another shareholder, at your request we will promptly deliver a separate copy.

How do I withhold my consent to the householding program?

If you are a holder of record and share an address and last name with one or more holders of record, and you wish to continue to receive separate Annual Reports, Proxy Statements and other disclosure documents, you must withhold your consent by checking the appropriate box on the enclosed Proxy Card and returning it by mail in the enclosed envelope. Even if you vote by telephone or Internet, the enclosed Proxy Card must be returned and marked appropriately to withhold your consent to householding.

If you do not return the Proxy Card to withhold your consent to the householding program, you may revoke your consent at any future date. Please contact Broadridge, either by calling toll-free at 1-800-542-1061, or by writing to Broadridge, Householding Department, 51 Mercedes Way, Edgewood, New York 11717. You will be removed from the householding program within 30 days of the receipt of the revocation of your consent, following which you will receive an individual copy of our disclosure document.

If you are receiving multiple copies of the Annual Report and Proxy Statement at an address shared with another shareholder, you may also contact Broadridge to participate in the householding program.

A number of brokerage firms have instituted householding. If you hold shares in street name, please contact your broker or other nominee to request information about householding.

SOLICITATION OF PROXIES

This Proxy Statement is being furnished on or about April 4, 2008, to the shareholders of Gentex Corporation as of the record date, in connection with the solicitation by the Board of Directors of the Company of Proxies to be used at the Annual Meeting of Shareholders to be held on Thursday, May 15, 2008, at 4:30 p.m. EST, at The Pinnacle Center, 3330 Highland Drive, Hudsonville, Michigan.

Each shareholder as of the record date, as an owner of the Company, is entitled to vote on matters to come before the Annual Meeting. The use of Proxies allows a shareholder of the Company to be represented at the Annual Meeting if he or she is unable to attend in person.

There are four ways to vote your shares:

1) By Internet at https://www.proxyvote.com. *We encourage you to vote this way.*
2) By toll-free telephone (refer to your Proxy Card or Voting Instruction Form for the correct number).
3) By completing and mailing your Proxy Card or Voting Instruction Form.
4) By written ballot at the Annual Meeting.

If the form of Proxy accompanying this Proxy Statement is properly executed using any of the methods described above, the shares represented by the Proxy will be voted at the Annual Meeting of Shareholders and at any adjournment of the meeting. Where shareholders specify a choice, the Proxy will be voted as specified. If no choice is specified, the shares represented by Proxy will be voted for the election of all nominees named in the Proxy; for the proposal to approve the First Amendment to the Gentex Corporation Second Restricted Stock Plan; and to ratify Ernst & Young LLP as the Company s auditors for the fiscal year ending December 31, 2008. These proposals are described in this Proxy Statement. A Proxy may be revoked prior to its exercise by (1) delivering a written notice of revocation to the Secretary of the Company, (2) delivery of a later-dated Proxy including a telephone or Internet vote, or (3) attending the meeting and voting in person (must provide proof of ownership of shares).

VOTING SECURITIES AND RECORD DATE

March 20, 2008, has been fixed by the Board of Directors as the record date for determining shareholders entitled to vote at the Annual Meeting. On that date, 142,654,807 shares of the Company s common stock, par value $.06 per share, were issued and outstanding. Shareholders are entitled to one vote for each share of the Company s common stock registered in their names at the close of business on the record date. Abstentions and broker non-votes are counted for the purposes of determining the presence or absence of a quorum for the transaction of business. Abstentions and broker non-votes are not, however, counted in tabulations of votes cast on matters presented to shareholders.

ELECTION OF DIRECTORS

The Company s Articles of Incorporation specify that the Board of Directors shall consist of at least six, but not more than nine members, with the exact number to be determined by the Board. The Board has currently set the number of directors at nine. The Articles of Incorporation also specify that the Board be divided into three classes, with the classes to hold office for staggered terms of three years each.

The majority of the members of the Company s Board of Directors qualify as independent directors as determined in accordance with the current listing standards of The NASDAQ Global Select Market (NASDAQ). Based on the current NASDAQ listing standards, the Company s Board of Directors has identified and affirmatively determined the following individuals have no material relationships with the Company other than as a director and are independent: Gary Goode, John Mulder, Rande Somma, Frederick Sotok, Wallace Tsuha, and James Wallace. In making its independence determinations, the Board considered Mr. Mulder s consulting arrangement with the Company as described herein, and the fact that Mr. Sotok s son is employed (not as a director or officer) at a vendor of the Company whose business awards are determined by a competitive bidding process.

The terms of current board members Arlyn Lanting, Kenneth La Grand, and Rande Somma expire upon the election of the directors to be elected at the 2008 Annual Meeting. The Board has (upon the recommendation of the Company s Nominating Committee) nominated Arlyn Lanting, Kenneth La Grand, and Rande Somma for election as directors at the Annual Meeting, each to serve a three-year term expiring in 2011.

> Mr. Lanting has served as a director of the Company since 1981 and was most recently elected as a director by the Company s shareholders in 2005. Mr. La Grand has served as a director of the Company since 1987 and was most recently elected as a director by the Company s shareholders in 2005. Mr. Somma has served as a director of the Company since 2005 and was previously elected as a director by the Company s shareholders in 2005.

Unless otherwise specifically directed by a shareholder s marking on the Proxy Card, or in directions given either via the Internet or telephone, the persons named as Proxy voters in the accompanying Proxy will vote for the nominees described above and below. If any of these nominees becomes unavailable, which is not now anticipated, the Board may designate a substitute nominee, under the recommendation of the Nominating Committee, in which case the accompanying Proxy will be voted for the substituted nominee. Proxies cannot be voted for a greater number of persons than the number of nominees named.

A plurality of votes cast by shareholders at the meeting is required to elect directors of the Company under Michigan law. Accordingly, the three nominees who receive the largest number of affirmative votes will be elected, regardless of the number of votes received. Broker non-votes, votes withheld, and votes cast against any nominee will not have a bearing on the outcome of the election. Votes will be counted by Inspectors of Election appointed by the presiding officer at the Annual Meeting.

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

The content of the following table relating to age and business experience is based upon information furnished to the Company by the nominees and directors, as of March 1, 2008.

Name (Age) and Position	Business Experience Past Five Years
	Nominees for Terms to Expire in 2011
Arlyn Lanting (67) Director since 1981	Until its dissolution in 2007, Mr. Lanting served as the Vice President-Finance of Aspen Enterprises, Ltd., a Grand Rapids, Michigan investment company. He held that position for more than five years. Mr. Lanting serves on the Company's Executive Committee.
Kenneth La Grand (67) Director since 1987	Mr. La Grand was the Executive Vice President of the Company from September 1987 to January 2003. Mr. La Grand serves on the Company's Executive Committee.
Rande Somma (56) Director since 2005	Mr. Somma currently acts as an independent consultant. Previously, he was the President of Automotive Operations - Worldwide, at Johnson Controls from 2002-2003, and was President of Automotive Operations - North America from 2000-2002. Prior to that date and since 1988, Mr. Somma held several different managerial positions in the Automotive Systems Group at Johnson Controls. Johnson Controls is a global market leader in automotive systems and facility management and control. In the automotive market, it is a major supplier of integrated seating and interior systems and batteries. Mr. Somma serves on the Company's Audit Committee. Mr. Somma has affirmatively been identified as an independent director by the Board of Directors.
	Directors Whose Terms Expire in 2010
Frederick Sotok (73) Director since 2000	Mr. Sotok was Executive Vice President and Chief Operating Officer of Prince Corporation (manufacturer of automotive interior parts that was acquired by Johnson Controls in 1996) from October 1977 to October 1996. Mr. Sotok is Chairman of the Company's Compensation and Nominating Committees, and serves on the Company's Audit Committee. Mr. Sotok has affirmatively been identified as an independent director by the Board of Directors.
John Mulder (71) Director since 1992	Mr. Mulder was the Vice President-Customer Relations of the Company from February 2000 to June 2002. Previously, he was Senior Vice President-Automotive Marketing of the Company from September 1998 to February 2000. Prior to September 1998, he was Vice President-Automotive Marketing of the Company for more than five years. Mr. Mulder has affirmatively been identified as an independent director by the Board of Directors.
Wallace Tsuha (64) Director since 2003	Mr. Tsuha is Chairman and Chief Executive Officer of Saturn Electronics & Engineering, Inc. in Auburn Hills, Michigan, which is a global supplier of automotive electronics, electrical wiring, and electro-mechanical products to original equipment manufacturers (OEMs) and their first tier suppliers. Mr. Tsuha has held this position for more than five years. Mr. Tsuha serves on the Company's Compensation Committee. Mr. Tsuha has affirmatively been identified as an independent director by the Board of Directors.
	Directors Whose Terms Expire in 2009
Fred Bauer (65) Director since 1981	Mr. Bauer is the Chairman and Chief Executive Officer of Gentex Corporation, and he has held that position for more than five years. Mr. Bauer serves on the Company's Executive Committee.

Gary Goode (63) Director since 2003	Mr. Goode is the Chairman of Titan Distribution LLC, a Granger, Indiana, company that offers consulting and distribution services related to structural adhesives, and has held that position since 2004. He was previously employed at Arthur Andersen LLP ("Andersen") for 29 years, including 11 years as the managing partner of its West Michigan practice, until his retirement in March 2001. Mr. Goode is the Audit Committee Chairman at and a director of Universal Forest Products, Inc. He is the Chairman of the Company's Audit Committee, and serves on the Company's Compensation and Nominating Committees. Mr. Goode has affirmatively been identified as an independent director by the Board of Directors.
James Wallace (65) Director since 2007	Mr. Wallace is President and CEO of Cranel, Inc., a Columbus, Ohio, company that provides storage, imaging, and information technology services; data storage solutions; document imaging, storage, publishing, and duplication services; and support, to the storage and imaging industry. He has held this position for more than five years. The Board of Directors has affirmatively been identified as an independent director by the Board of Directors.

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

PROPOSAL TO APPROVE FIRST AMENDMENT TO THE COMPANY S SECOND RESTRICTED STOCK PLAN

Effective February 21, 2008, the Board of Directors of the Company took action to amend the Gentex Corporation Second Restricted Stock Plan (the Plan), subject to the approval of the Company s shareholders. The First Amendment to the Gentex Corporation Second Restricted Stock Plan (the Amendment), as approved by the Board, modifies the existing plan by increasing the maximum number of shares that may be subject to awards under the plan and extends the termination date of the Plan. The Board approved the Amendment and is recommending its approval to the shareholders to provide the Company with additional shares to continue to attract and retain key employees, reward outstanding achievement, and provide incentives for key employees. The new termination date will allow the Company to award shares over a longer period of time. The full text of the Amendment is appended to this Proxy Statement as Appendix B.

The Second Restricted Stock Plan is, and will continue to be, administered by the Company s Compensation Committee. The Compensation Committee has used restricted stock as a part of the Company s overall compensation program for many years.

The Second Restricted Stock Plan, as it exists, provides that a maximum of 1,000,000 shares of the Company s common stock, par value $.06 per share, may be subject to Award under the Plan. Under the Plan, 248,157 shares currently remain available for award. The Amendment provides that 2,000,000 shares of the Company s common stock (in the aggregate) are now authorized for award under the Plan.

The Second Restricted Stock Plan, as it exists, will terminate automatically on March 2, 2011, unless earlier terminated by the Board of Directors. The Amendment provides that the Second Restricted Stock Plan will now terminate automatically on February 20, 2018, unless earlier terminated by the Board.

The affirmative vote of a majority of the votes cast at the Annual Meeting is required to approve adoption of the First Amendment to the Second Restricted Stock Plan. Since a majority of the votes cast is required for approval, any negative votes will necessitate offsetting affirmative votes to assure approval. Any ballot or proxy marked abstain and any broker non-vote will not be counted as a negative vote. Votes will be counted by Inspectors of Election appointed by the presiding officer at the annual meeting.

The Board of Directors recommends a vote *FOR* adoption of the First Amendment to the Second Restricted Stock Plan.

SECURITIES OWNERSHIP OF MANAGEMENT

The following table contains information with respect to ownership of the Company s common stock by all directors, nominees for election as directors, executive officers named in the tables under the caption Executive Compensation, and all directors and such executive officers as a group. The content of this table is based upon information supplied by the Company s named executive officers, directors and nominees for election as directors, and represents the Company s understanding of circumstances in existence as of March 1, 2008.

Name of Beneficial Owner	Amount and Nature of Ownership Shares Beneficially Owned (1)	Exercisable Options (2)	Percent of Class
Dennis Alexejun	45,922	12,932	*
Fred Bauer	6,039,296	747,800	4.2%
John Carter	71,958	39,228	*
Steve Dykman	55,436	41,950	*
Gary Goode	53,176	46,176	*
Enoch Jen	184,748	88,174	*
Arlyn Lanting	437,250	104,000	*
Kenneth La Grand	466,281 (3)	42,000	*
John Mulder	183,520	53,212	*
Rande Somma	24,013	18,000	*
Frederick Sotok	72,494 (4)	57,500	*
Wallace Tsuha	38,852	35,852	*
James Wallace	7,100	6,000	*
All directors and executive officers as a group (12 persons)	7,680,046	1,292,824	5.4%

*Less than one percent.

(1) Except as otherwise indicated by footnote, each named person claims sole voting and investment power with respect to the shares indicated.

(2) This column reflects shares subject to options exercisable within 60 days, and these shares are included in the column captioned Shares Beneficially Owned.

(3) Includes 50,500 shares held in a trust established by Mr. La Grand s spouse, and Mr. La Grand disclaims beneficial ownership of those shares. Also includes 36,846 shares held in trust by Mr. La Grand s spouse for Mr. La Grand s grandchildren, and Mr. La Grand disclaims beneficial ownership of these shares.

(4) Includes 174 shares owned by Mr. Sotok s spouse through a partnership, and Mr. Sotok disclaims beneficial ownership of these shares.

COMMON STOCK OWNERSHIP OF CERTAIN BENEFICIAL OWNERS

The following table contains information with respect to ownership of the Company s common stock by persons or entities that are beneficial owners of more than five percent of the Company s voting securities as of December 31, 2007. The information contained in this table is based on information contained in Schedule 13G furnished to the Company.

Name and Address Of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
Fidelity Management and Research (FMR Corp.) 82 Devonshire Street Boston, MA 02109	21,661,806	14.99%
Capital Research Global Investors 333 South Hope Street Los Angeles, CA 90071	12,730,000	8.8%

CORPORATE GOVERNANCE

The Company operates within a comprehensive plan of corporate governance for the purpose of defining responsibilities, setting high standards of professionalism and personal conduct, and assuring compliance with such responsibilities and standards. The Company regularly monitors developments in the area of corporate governance.

The Board of Directors has an Audit Committee, a Compensation Committee, a Nominating Committee, and an Executive Committee, and may also, in accordance with the Company s Bylaws, appoint other committees from time to time. Other than the Executive Committee, each committee has a written charter. All such charters, as well as any documents marked with an asterisk (*) in this Proxy Statement, are available under the heading Corporate Governance on the Company s internet web site at http://www.easyir.com/easyir/firl.do?easyirid=74B343E1F282071F. Any of these documents will be provided in print to any shareholder who submits a request in writing to the Corporate Secretary, Gentex Corporation, 600 North Centennial Street, Zeeland, MI 49464.

Each member of the Board of Directors is expected to make a reasonable effort to attend all meetings of the Board of Directors, all applicable committee meetings, and each annual meeting of shareholders. While no formal policy with respect to attendance has been adopted, attendance at these meetings is encouraged and expected. All members of the Board of Directors attended the 2007 Annual Meeting of Shareholders. Each of the current members of the Board of Directors are expected to attend the 2008 Annual Meeting of Shareholders. During 2007, the Board of Directors met on four occasions. All incumbent directors attended at least 75 percent of the aggregate number of meetings of the Board and Board committees on which they served.

Independent Directors

In accordance with NASDAQ s corporate governance rules, in order for a director to qualify as independent, the Board of Directors must affirmatively determine that the director has no material relationship with the Company that would impair the director s independence. The Board of Directors has affirmatively determined a majority of its members are independent, and they include Messrs. Goode, Mulder, Somma, Sotok, Tsuha, and Wallace.

A meeting of the independent directors, separate from management, is an agenda item at each Board of Directors meeting. During 2007, the independent directors met on four occasions.

Audit Committee

During the fiscal year ending December 31, 2007, the Company s Audit Committee included Messrs. Goode, Somma, and Sotok, and met four times during that period. Information regarding the functions performed by the Committee is set forth in the following Report of the Audit Committee.

The Board of Directors has affirmatively determined that all members of the Audit Committee meet the appropriate tests for independence, including those set forth in the NASDAQ corporate governance rules.

All Audit Committee members possess the required level of financial literacy and the Board of Directors has determined that at least one member of the Audit Committee, Mr. Goode, meets the current standard of audit committee financial expert as required by the Sarbanes-Oxley Act.

The Audit Committee operates pursuant to the Gentex Corporation Audit Committee Charter (*).
The Company s independent auditors report directly to the Audit Committee.
The Audit Committee, consistent with the Sarbanes-Oxley Act and the rules adopted thereunder, meets with management and the auditors prior to the filing of officer certifications with the SEC to receive information concerning, among other things, any significant deficiencies in the design or operation of internal controls.
The Audit Committee s policy regarding the pre-approval of audit and non-audit services provided by the Company s independent auditors is outlined in a document called Revised Audit Committee Procedures for Approval of Audit and Non-Audit Services by Independent Auditors, which is attached as Appendix A to this Proxy Statement.
The Audit Committee has adopted a policy titled Complaint Procedures for Accounting and Auditing Matters (*) to enable confidential and anonymous reporting to the Audit Committee.
The Audit Committee reviews and approves all related party transactions in accordance with its Charter. This review and approval covers all manners of related party transactions, which are viewed in light of applicable disclosure requirements, independence standards for directors, and applicable Company codes and policies.

Compensation Committee

During the fiscal year ended December 31, 2007, the Company s Compensation Committee was comprised of Messrs. Sotok, Goode, and Tsuha, and met a total of six times. The Compensation Committee is responsible for administering the Company s stock-based incentive plans and supervising other compensation arrangements for executive officers of the Company. Information regarding functions performed by the Committee is set forth in the following Compensation Committee Report.
The Board of Directors has affirmatively determined that all members of the Compensation Committee meet the appropriate tests for independence, including those set forth in the NASDAQ corporate governance rules.
The Compensation Committee operates pursuant to the Gentex Corporation Compensation Committee Charter (*).
More information regarding the scope of authority of the Compensation Committee, any delegation of its authority, and the role of executive officers is set forth in the following Compensation Discussion and Analysis.

Nominating Committee

During the fiscal year ended December 31, 2007, the Company s Nominating Committee was comprised of Messrs. Sotok, and Goode, and met two times (holding other informal discussions at regularly scheduled Board meetings). The Nominating Committee is responsible for identifying and recommending qualified individuals to serve as members of the Company s Board of Directors.
The Board of Directors has affirmatively determined that all members of the Nominating Committee meet the appropriate tests for independence, including those set forth in the NASDAQ corporate governance rules.
The Nominating Committee operates pursuant to the Gentex Corporation Nominating Committee Charter (*).

The Nominating Committee has adopted certain procedures contained in a document called Selection Process for New Board Candidates (*) to consider candidates for director nominations. Generally, for each election of directors the Chair of the Nominating Committee initiates the search with support of the other committee member(s), other board members, and management, as needed. An initial slate that meets the established criteria are identified and presented to the entire Nominating Committee. The Nominating Committee will then conduct interviews and reviews, as appropriate and necessary. The Nominating Committee then meets to consider and approve the most qualified candidates so it can make its recommendation to the full Board of Directors.

The Nominating Committee has established the minimum qualifications for candidates, which are contained in a document called Position Profile: Member of the Board of Directors (*). Those required qualifications include: working with an entrepreneurial company; high level of personal and professional integrity; successful and distinguished business management career (using the Company s core principles); understanding of the Company s markets; and ability to work effectively with current Board members. The Position Profile also sets forth other desirable experience and qualifications.

The Nominating Committee has not yet paid any third party a fee to assist in identifying and evaluating nominees, but has the authority to do so.

The Nominating Committee has not, to date, received any potential director candidates for nomination from any shareholder that beneficially owns more than five percent of the Company s common stock.

The Nominating Committee considers suggestions from many sources, including shareholders, regarding possible candidates for the Board of Directors. If you want to recommend a director candidate, you may do so in accordance with the Company s procedures or the Company s Restated Articles of Incorporation. If a shareholder desires to recommend a candidate for consideration by the Nominating Committee for inclusion in the Company s 2009 Proxy Statement as a Board nominee, that recommendation should be submitted in writing, together with appropriate biographical information, to the Chairman of the Nominating Committee, c/o Corporate Secretary s Office, Gentex Corporation, 600 North Centennial Street, Zeeland, Michigan 49464. Any such nominations must be received by the Chairman of the Nominating Committee by no later than November 28, 2008, to allow adequate time for consideration of the nominee. Other nominations by shareholders for any directorship may be submitted to the Board of Directors by written notice within the time periods set forth in the Company s Restated Articles of Incorporation, which must include certain biographical information. In general, a written notice must be timely received and contain all information required to be disclosed in a solicitation of proxies for elections of directors pursuant to Regulation 14A under the Securities Exchange Act of 1934, in addition to other information.

In accordance with the above-referenced Selection Process for New Board Candidates and the Position Profile, the independent directors approved the slate of nominees standing for election at the 2008 Annual Meeting of Shareholders, and recommended the same to the entire Board of Directors.

Executive Committee

The Company has an Executive Committee comprised of Messrs. Bauer, Lanting and La Grand. The Executive Committee is authorized to act on behalf of the Board on all corporate actions for which applicable law does not require participation by the full Board or independent director review and approval. In practice, the Executive Committee acts in place of the full Board only when emergency issues or scheduling make it difficult or impracticable to assemble the full Board. All actions taken by the Executive Committee must be reported at the next Board meeting. This Committee did not meet during the fiscal year ended December 31, 2007.

The Executive Committee does not take any action which must be approved by the independent directors or a committee made up of only independent directors under applicable laws, rules and regulations.

Codes

The Board of Directors has adopted a Code of Ethics for Certain Senior Officers (*) that applies to the Company s chief executive officer, principal financial officer and principal accounting officer. Information concerning any alleged violations is to be reported to the Audit Committee.
The Company has also adopted a Code of Business Conduct and Ethics (*). This Code applies to all directors, officers and employees of the Company.
No waivers of either of the foregoing codes has occurred to date.

Shareholder Communication with Members of the Board of Directors

You may contact any of our directors by writing them: Board of Directors, c/o Corporate Secretary s Office, Gentex Corporation, 600 North Centennial, Zeeland, Michigan 49464. Employees and others who wish to contact the Board or any member of the Audit Committee may do so anonymously, if they wish, by using this address. Such correspondence will not be screened and will be forwarded in its entirety.

Personal Loans to Executive Officers and Directors

The Company complies with and will operate in a manner consistent with an act of legislation outlawing extensions of credit in the form of personal loans to or for its directors and executive officers.

Director and Executive Officer Stock Transactions

Under the regulations of the Securities and Exchange Commission (SEC), directors and executive officers are required to file notice with the SEC within two (2) business days of any purchase or sale of the Company s stock. Information on filings made by any of our directors or executive officers can be found on the Company s web site under SEC Filings at http://www.easyir.com/easyir/edgr.do?easyirid=74B343E1F282071F.

Report of the Audit Committee

The primary purpose of the Audit Committee is to assist the Board of Directors in fulfilling its oversight responsibilities for management s conduct of the Company s accounting and financial reporting processes and the Company s system of internal controls regarding finance, accounting, legal compliance and ethics. The Audit Committee s function is more fully described in its Charter, which the Board has adopted and is available on the Company s website. The Audit Committee reviews this Charter on an annual basis. The Board annually reviews the NASDAQ listing standards definition of independence for audit committee members and has determined that each member of the Audit Committee meets that standard.

Management is responsible for the preparation, presentation, and integrity of the Company s financial statements, and financial reporting principles, internal controls and procedures designed to ensure compliance with accounting standards, applicable laws and regulations. The Company s independent auditors, Ernst & Young LLP, are responsible for performing an independent audit of the consolidated financial statements and expressing an opinion on the conformity of those financial statements with generally accepted accounting principles.

Pursuant to a meeting of the Audit Committee on February 20, 2008, the Audit Committee reports that it has: (i) reviewed and discussed the Company s audited financial statements with management; (ii) discussed with the independent auditors the matters required to be discussed by the statement on Auditing Standards No. 61, as amended (AICPA, *Professional Standards*, Vol. 1. AU section 380), as adopted by the Public Company Accounting Oversight Board in Rule 3200T; and (iii) received the written disclosures and the letter from the independent accountants required by Independence Standards Board Standard No. 1 (Independence Standards Board Standard No. 1, *Independence Discussions with Audit Committees*) as adopted by the Public Company Accounting Oversight Board in Rule 3600T, and has discussed with the independent accountant the independent accountant s independence. Based on the review and discussions referred to in Items (i)-(iii) above, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in the Company s annual report on Form 10-K for the year ended December 31, 2007, for filing with the Securities and Exchange Commission.

The Audit Committee has selected Ernst & Young LLP as the Company s independent auditors for the year ending December 31, 2008, and has submitted the same to the shareholders for ratification at the Annual Meeting.

This report of the Audit Committee does not constitute soliciting material and should not be deemed filed or incorporated by reference into any of the other Company filings under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent the Company specifically requests that the information be treated as soliciting material or specifically incorporates this report by reference therein.

Audit Committee: Gary Goode, Chairman
Fred Sotok
Rande Somma

February 20, 2008

Compensation Committee Report

The primary purpose of the Compensation Committee of the Board of Directors of the Company is to assist the Board in discharging its responsibilities related to compensation of the Company s executives. The Compensation Committee s function is more fully described in its Charter, which the Board has adopted and is available on the Company s website. The Compensation Committee reviews its Charter on an annual basis, recommending changes to the Board when and as appropriate. The Compensation Committee is comprised of three members, each of whom the Board has determined meets the appropriate independence tests for compensation committee members under the NASDAQ listing standards.

Pursuant to a meeting of the Compensation Committee held on February 20, 2008, the Compensation Committee reports that it has reviewed and discussed the Company s Compensation Discussion and Analysis with management. Based on the review and discussions, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in the Company s annual report on Form 10-K for the year ended December 31, 2007, and this Proxy Statement, for filing with the Securities and Exchange Commission.

This report of the Compensation Committee does not constitute soliciting material and should not be deemed filed or incorporated by reference into any of the other Company filings under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent the Company specifically requests that the information be treated as soliciting material or specifically incorporates this report by reference therein.

Compensation Committee: Fred Sotok, Chairman
Gary Goode
Wallace Tsuha

February 20, 2008

COMPENSATION DISCUSSION AND ANALYSIS

Introduction

Overview of Our Compensation System

The Primary Objectives Are:

- create and maintain an entrepreneurial culture
- motivate employees to:
  - -continue technical developments
  - -improve customer satisfaction
- create and maintain teamwork (all salaried employees subject to same system)

The Elements Comprise:

- base salary
- bonuses
- stock-based incentives

We Emphasize Stock-Based Incentives:

- current pay (salary and bonus) predicated on competitive circumstances, but historically has been low in favor of stock-based compensation
- stock-based compensation intended to align executive and employee interests with the interests of our shareholders

Responsibilities

Compensation Committee. The Compensation Committee of our Board of Directors is appointed to assist our Board in discharging its responsibilities relating to the compensation of our executives. The Compensation Committee:

- is comprised of three directors, each of whom has been determined by our Board to be independent under applicable standards;
- operates under and in accordance with its written Charter; and
- has a chair who sets meeting agendas and the calendar for meetings.

The Chief Executive Officer and other members of management attend meetings of the Compensation Committee at the request of this Committee. The Compensation Committee does meet in executive session as necessary. The Compensation Committee has the authority to engage outside consultants to advise the Committee with respect to compensation of executives, in its discretion.

Board of Directors. The Board of Directors has responsibility to annually assess our director compensation program. Members of management attend meetings of the Board at the Board s request, but the Board meets in executive session when necessary.

Role of Executives in Establishing Compensation

While the Compensation Committee is responsible for recommending CEO and other executive officer compensation to the Board of Directors for approval in accordance with its Charter, the CEO provides input with respect to compensation decisions for other executive officers and is (along with management) primarily responsible for making compensation decisions for our other employees within established guidelines. The Compensation Committee does, however, review and approve all stock-based awards. Since the Compensation Committee and the entire Board recognize that the CEO and other executive officers have the greatest opportunity to influence our performance, our Compensation Committee concentrates its efforts on establishing proper rewards and incentives for executive officers. This structure provides our CEO and executive officers the freedom to influence and motivate our employees to positively impact our Company performance.

Compensation Committee Activity

During fiscal year 2007, the Compensation Committee met six times and also met in February of 2008 to approve the Compensation Committee Report included in the Proxy Statement. Included in the activities of the Compensation Committee was a review of each element of compensation payable to named executive officers, as well as the total compensation payable to them, by use of an Executive Officer Compensation Tally Sheet and Stock Appreciation Tally Sheet. These Tally Sheets total aggregate compensation for the current year and for a certain number of previous years so that compensation decisions of the Compensation Committee and the Board can be placed in the appropriate context.

Objectives of Compensation Program

Compensation Philosophy. Our compensation program is comprised of three fundamental elements:

- base salary;
- bonuses; and
- stock-based incentives.

These elements are intended to reflect our cultural emphasis on all team members sharing in the financial opportunities and sacrifices at our Company, just as our shareholders do. The compensation program is designed in light of our desire to maintain an entrepreneurial culture and to incentivize desired growth. The elements of compensation are utilized to accomplish several objectives, including:

- attract, motivate, and retain management personnel;
- encourage continued technical development and improve customer satisfaction;
- stay competitive for talent;
- encourage and reward individual achievement as well as overall Company performance; and
- focus on long-term performance (to align the interests of our team with the interests of our shareholders).

The compensation program is available to all of our salaried employees generally and in operation provides for the same method of allocation of benefits between executive and non-executive participants. Our compensation program is reviewed periodically. Ingenuity of our employees, employee turnover, employee morale, and individual and Company performance are important factors in determining whether our compensation program is consistent with our philosophy and is meeting its objectives. No changes to our compensation system were made this past year based on the determination that our compensation system is appropriate under the foregoing factors and perception that our compensation is in accordance with the market for talent.

Compensation Elements in General

As noted above, the compensation program is comprised of three fundamental elements: (1) base salary; (2) bonus; and (3) stock-based incentives.

Base Pay. Base compensation for executive officers is predicated primarily on:

- competitive circumstances for managerial talent; and
- positions reflecting comparable responsibility.

Historically, base salaries for our employees have been relatively low, and stock-based compensation has received more emphasis to encourage our entrepreneurial culture. A variety of factors are considered concerning executive officer compensation which are discussed in more detail below.

Bonuses. Bonus compensation is comprised of two elements:

- payments under our Profit Sharing Bonus Plan; and
- discretionary performance bonuses.

All of our full-time employees, including the CEO and other executive officers, are eligible to share in our Profit Sharing Bonus Plan after they have completed one full calendar quarter in our employ. A percentage of pre-tax income, in excess of an established threshold for shareholder return on equity is distributed quarterly to eligible employees under this plan. During 2007, this Profit Sharing Bonus Plan paid approximately $17,070,000 to approximately 2,600 employees. In addition, discretionary performance bonuses may be awarded to various managerial employees, including named executive officers, based on individual performance and our overall performance.

Stock-Based Compensation. Stock-based compensation is intended to align the interests of shareholders and executives by making our executives shareholders in a significant amount. We attempt to foster and maintain an entrepreneurial culture that seems to work best when our employees are owners and, therefore, win when our shareholders win. History and the current climate have confirmed for us that stock-based compensation provides appropriate incentives to improve long-term performance and is also a good retention tool. Stock-based compensation includes:

- stock options; and
- restricted stock.

Stock options are granted under our Employee Stock Option Plan and restricted stock is granted under our Second Restricted Stock Plan, each of which has been approved by our shareholders.

Details of Compensation Program Design

The fundamental elements of our compensation program allow compensation to be impacted by our overall performance and by individual performance as well.

Impact of Performance on Compensation

Each year, the Compensation Committee undertakes a CEO performance review which involves a multi-step process. First, the entire Board of Directors evaluates CEO performance on a variety of factors including:

leadership;
financial results;
recruitment, training, retention, and morale of personnel;
strategic planning;
succession planning;
communications with the Board, management, employees, and shareholders;
contributions to our communities and industries in furthering business goals; and
Board relations.

The Compensation Committee gathers the results of this evaluation. The Compensation Committee then considers these evaluations and discusses the same with the CEO. Based on the foregoing, the Compensation Committee then makes compensation recommendations to the entire Board. Pursuant to this process, the CEO s base salary, discretionary performance bonus, and stock-based awards are determined and approved by the Board of Directors. Evaluations are also undertaken for non-CEO executive officers. Evaluations of all our employees take place on or about the employee s anniversary date of employment. Through these evaluation processes, the Compensation Committee and the Board can exercise positive or negative discretion concerning compensation decisions. Specific performance targets are not used as we have found that emphasizing stock-based compensation has not required them.

Specifics on Elements of Compensation for 2007

Tables. The Summary Compensation Table for 2007 shows the base salary, bonuses, stock awards, stock option awards and other compensation for each of our named executive officers. Total compensation for each named executive officer is also reflected in that Table. The Grants of Plan-Based Awards for 2007" Table demonstrates our emphasis on stock-based compensation. The Outstanding Equity Awards at Fiscal Year-End December 31, 2007, Table and the Option Exercises and Stock Vested for 2007 Table further demonstrate the aligning of our executive officers interests with those of our shareholders. We continue to believe these compensation elements and the mix of these elements are appropriate for the Company given its culture, performance, industry, and current challenges.

Base Salary. The base salaries for our named executive officers are set forth in the Summary Compensation Table for 2007. The Company has approved guidelines that salaried employees, including executive officers, are eligible for an increase in base salary of up to 5% per year for performance alone and up to 10% per year total if increased responsibilities are undertaken.

For 2007, each of our executive officers, including our CEO, received 5% increase in base pay.
These increases were predicated on good individual (based on the reviews discussed above) and company performance.
Base salaries for executives still remain relatively low as stock-based compensation is emphasized.

Bonuses. Profit Sharing Bonuses, in accordance with the above-described formula, and discretionary performance bonuses for named executive officers are also set forth in the Summary Compensation Table for 2007. The Company has approved a guideline such that employees, including executive officers, are eligible for discretionary performance bonuses of up to 20% of base salary, based on individual and Company performance as determined in the evaluation process.

CEO 2007 discretionary bonus - $0.
Other Executive Officer 2007 discretionary bonus - 5% to 14%.

Discretionary bonuses reflect our Compensation Committee s positive and negative discretion. In addition, the Compensation Committee prefers to emphasize stock-based compensation for the CEO, as evidenced by the CEO not receiving a discretionary bonus in 2007.

Stock-Based Compensation. Our named executive officers are also eligible to receive grants of stock options under our Employee Stock Option Plan and grants of restricted stock under our Second Restricted Stock Plan. The Company has approved guidelines so that stock option awards up to an established percentage may be made under our Employee Stock Option Plan and restricted stock awards of up to an established percentage may be made under our Second Restricted Stock Plan, which guidelines in operation provide for the same method of allocation of benefits between executive and non-executive participants. During 2007:

CEO - 103,000 stock option shares granted
Other Executive Officers - 12,600 to 26,250 stock option shares granted (other than John Carter, who did not receive a stock option grant).
Restricted Stock Awards (See "Grant of Plan-Based Awards for 2007" Table) -
-Enoch Jen 10,800 shares
-Dennis Alexejun 6,600 shares

These awards are predicated on both individual and company performance, while creating incentives to help achieve our long-term goals. In particular, in the case of our CEO, the Compensation Committee prefers stock option grants to the CEO rather than increasing base pay and discretionary bonuses to a level that would be more commensurate with the market for chief executive talent. In light of the fact that our CEO s base pay is relatively low, and the fact that he received no discretionary bonus or restricted stock award, our CEO was granted the foregoing stock option award in 2007, which will only benefit him if our shareholders benefit as well. While the variability of these compensation decisions among our executive officers demonstrates discretion with respect thereto, it also demonstrates how important it is to our culture for all our salaried employees to be compensated within the same parameters.

Our Employee Stock Option Plan makes stock options generally available to all of our salaried employees. All options, including those granted to named executive officers, are granted to employees around the end of the quarter in which their anniversary date of employment occurs at scheduled meetings of the Compensation Committee. Stock options are only granted at their fair market value on the date of Compensation Committee meetings with all such grants being reviewed and approved by the Compensation Committee. Generally, stock option awards to officers have a seven-year term and become exercisable (as long as employment continues), for 20% of the shares on each anniversary of the grant date commencing on the first anniversary of the grant date. Stock options for other employees generally carry a five to seven year term and similarly vest over time. Restricted stock awards are granted at the discretion of the Compensation Committee at scheduled meetings of the Compensation Committee. Generally, grants of restricted stock to eligible employees, including executive officers, are considered once every three years for each eligible employee. Usually, these share grants are restricted for five years from the date of grant, and as such are viewed as an important retention tool. Dividends are paid on such shares if, and to the extent, we pay dividends on our common stock.

Other Compensation. All other compensation for named executive officers set forth in the Summary Compensation Table for 2007 includes matching contributions by the Company pursuant to our 401(k) plan, restricted stock dividends, and the personal use of automobiles by certain executive officers as detailed in the notes to the Summary Compensation Table. Finally, membership fees at local country clubs are paid for certain executive officers as detailed in the notes to the Summary Compensation Table. We also make available to our executives Company aircraft for personal use provided it does not conflict with any business purpose for the aircraft. All executives are required to reimburse us for the incremental costs for such use. The incremental cost to the Company of personal use of Company aircraft is calculated using our average variable operating costs. Those average variable operating costs include fuel, maintenance, use tax and other miscellaneous variable costs.

We do not generally utilize any employment agreements as it has been our practice that all employees, including executive officers, serve the Company on an at-will basis. Similarly, we do not generally utilize any termination of employment (e.g., severance) or change in control agreements with our executives or other employees.

Director Compensation

Our Board of Directors has responsibility for periodically assessing our director compensation program.

During 2007, our directors who are not employees of the Company received:

- $10,000 annual directors retainer fee;
- $1,500 per each Board meeting attended;
- $1,000 for each Committee meeting attended; and
- options to purchase 6,000 shares of our common stock.

The cash retainer fee and meeting fees increased slightly in 2007, the first change in these amounts since 2004. The Chairmen of our Compensation and Audit Committees also received an additional retainer fee in the amount of $3,000. The non-employee directors annual option to purchase 6,000 shares of our common stock is at a price per share equal to the closing price of our stock on the NASDAQ on the date of each annual meeting of shareholders in accordance with our shareholder approved Nonemployee Director Stock Option Plan. See the Director Compensation Table for 2007. Like executives, Board members may make personal use of Company aircraft if such use does not conflict with any business purpose for the aircraft and provided the director reimburses us for the incremental cost of such use. We believe this director compensation to be reasonable and appropriate.

Stock Ownership

The Company has adopted Stock Ownership Guidelines (*) providing that executive officers should own three times their annual salaries in Company common stock and directors should own two times their annual director fees in Company common stock.

Impact of Regulatory Requirements

In making compensation design and award decisions, we have considered the ability to deduct compensation in accordance with Internal Revenue Code Section 162(m). We have also considered the impact of Section 16 of the Securities and Exchange Act of 1934 and rules promulgated thereunder. Since we do not have a deferred compensation plan, it has not been necessary for us to consider the impact of Internal Revenue Code Section 409A in compensation design and award decisions. We have also undertaken certain actions disclosed in our SEC filings with respect to the impact of expensing stock-based awards (including stock options) under Statement of Financial Account Standards (SFAS) 123 (revised), Share-Based Payment [SFAS 123(R)]. The new executive compensation disclosure rules applicable to annual reports and proxy statements after December 15, 2006, have had no material impact on our decisions regarding compensation.

Conclusion

We have reached the conclusion that each individual element of compensation, as well as the total compensation, delivered to our named executive officers and to our directors during 2007 are reasonable, appropriate, and in the best interests of our Company and our shareholders. That determination is based on our compensation philosophy and practices which we believe align both the short-term and long-term interests of our employees with those of our shareholders. Each element of our compensation program is important to accomplishing the Company s goals of creating an entrepreneurial environment so that our employees are motivated to remain with us, individually perform to the best of their abilities, and focus on our long-term success.

EXECUTIVE COMPENSATION

Summary Compensation

The following table sets forth the compensation earned by the principal executive officer, principal financial officer, and other executive officers for services rendered to the Company for the fiscal year ended December 31, 2007.

Summary Compensation Table for 2007

(4) Name and Principal Position	Year	Salary ($)	Bonus ($)	(1) Stock Awards ($)	(2) Option Awards ($)	Non-Equity Incentive Plan Compensa-tion	Change in Pension Value and Nonquali-fied Deferred Compensation Earnings ($)	(3) All Other Compensa-tion ($)	Total ($)
Fred Bauer, Chairman and CEO	2007 2006	388,984 374,930	73,316 64,285	0 0	408,984 338,327	-	-	30,855 29,070	902,139 806,612
Enoch Jen, Senior Vice President	2007 2006	220,330 196,834	71,523 51,653	102,285 75,960	125,757 126,499	-	-	27,402 17,920	547,297 468,866
Dennis Alexejun, Vice President - North American Marketing	2007 2006	202,228 191,230	48,126 51,288	44,679 65,184	60,414 55,482	-	-	21,542 23,229	376,989 386,413
John Carter, Vice President - Mechanical Engineering	2007 2006	215,932 205,433	57,688 52,191	96,600 76,958	63,758 94,891	-	-	25,978 21,815	459,956 451,288
Steve Dykman, Vice President - Finance	2007	144,808	43,157	33,910	35,212	-	-	8,300	265,387

(1) For each outstanding restricted stock award, the value shown is what is also included in the Company s financial statements per SFAS 123(R), disregarding the estimate of forfeitures related to service-based vesting conditions. See the Company s Annual Report for the year ended December 31, 2007 and December 31, 2006. The actual number of restricted shares granted is shown in the Grants of Plan Based Awards for 2007 table included herein. Assuming continued employment with the Company, restrictions on shares lapse upon expiration of five years from date of grant. Dividends are and will be paid on the shares if, and to the same extent, paid on the Company s common stock. Executive officers are eligible to receive restricted stock awards every three years.

(2) For each outstanding stock option award, the value shown is what is also included in the Company s financial statements per SFAS 123(R), disregarding the estimate of forfeitures related to service-based vesting conditions. See the Company s Annual Reports for the years ended December 31, 2007 and December 31, 2006, for a complete description of the SFAS 123(R) valuation. The actual number of stock options granted is shown in the Grants of Plan Based Awards for 2007 table included herein.

(3) Other compensation represents the sum of restricted stock dividends and matching contributions by the Company pursuant to its 401(k) Plan. In addition, other compensation includes the use of Company automobiles for Messrs. Bauer, Jen, Alexejun, and Carter, pursuant to the Company s policy for use of such vehicles and membership fees at local country clubs for Messrs. Bauer and Alexejun. These amounts exclude personal use of Company aircraft, which the Company makes available to its executives when personal use does not conflict with any business purpose for the aircraft. Reimbursement of the Company s incremental cost is required for personal use of Company aircraft, which is calculated using average variable operating cost (including fuel, maintenance, use tax and other miscellaneous variable costs).

(4) As disclosed in previously filed Forms 8-K, effective January 1, 2008, John Carter is no longer an executive officer of the Company. Effective January 2, 2007, Steve Dykman became an executive officer of the Company.

Grant of Plan-Based Awards

The following table discloses the actual number of restricted stock awards and stock options granted and the grant date of those awards. It also captures potential future payouts under the Company s nonequity and equity incentive plans.

Grants of Plan-Based Awards for 2007

Name	(1) Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units (#)	(2) All Other Option Awards: Number of Securities Underlying Options (#)	(3) Exercise or Base Price of Option Awards ($/Sh)	(4) Grant Date Fair Value of Stock and Option Awards ($)
		Thres-hold ($)	Target ($)	Maxi-mum ($)	Thres-hold (#)	Target (#)	Maxi-mum (#)				
Fred Bauer	8/9/07	-	-	-	-	-	-	0	103,000	21.17	703,068
Enoch Jen	3/30/07	-	-	-	-	-	-	10,800	26,250	16.25	285,278
Dennis Alexejun	9/25/07	-	-	-	-	-	-	6,600	18,930	19.59	224,838
John Carter	-	-	-	-	-	-	-	0	0	-	0
Steve Dykman	12/27/07	-	-	-	-	-	-	0	12,600	18.12	56,766

(1) The Grant Date is the date the Compensation Committee met to approve the grants.

(2) These options are seven year options that become exercisable, as long as the employment with the Company continues, for twenty percent of the shares on each anniversary of the grant date commencing with the first anniversary of the grant date.

(3) The exercise price was the closing price of the stock on the date the Compensation Committee met to approve the option grants. The exercise price may be paid in cash, in shares of the Company s common stock, and/or by the surrender of the exercisable options valued at the difference between the exercise price and the market value of the underlying shares.

(4) Stock option grant date fair values are based on the Black-Scholes option valuation model in accordance with SFAS 123 (R). Restricted stock awards represent the aggregate value at the date of grant for shares of common stock awarded under the Company s Second Restricted Stock Plan. See the Company s Annual Report for the year ended December 31, 2007 for additional information.

Outstanding Equity Awards at Fiscal Year End

The following table shows outstanding stock option awards classified as exercisable and unexercisable as of December 31, 2007, for the named executive officers. It also shows restricted stock awards not yet vested as of December 31, 2007.

Outstanding Equity Awards at Fiscal Year-End at December 31, 2007

	Option Awards					Stock Awards			
Name	(1) Number of Securities Underlying Unexercised Options (#) Exercisable	(1) Number of Securities Underlying Unexercised Options (#) Unexercis-able	Equity Incentive Plan Awards: Number of Securities Underlying Unexer-cised Unearned Options (#)	(2) Option Exercise Price ($)	Option Expiration Date	(3) Number of Shares or Units of Stock That Have Not Vested (#)	(4) Market Value of Shares or Units of Stock That Have Not Vested ($)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested ($)
Fred Bauer	160,000	0	-	14.51	8/17/08	0	0	-	-
	160,000	0	-	14.11	8/15/09				
	180,000	0	-	16.71	8/12/10				
	189,000	0	-	17.25	8/12/11				
	39,200	58,800	-	18.03	8/11/12				
	19,600	78,400	-	13.52	8/10/13				
	0	103,000	-	21.17	8/9/14				
	747,800	240,200	-			0	0	-	-
Enoch Jen	7,964	0	-	14.75	3/27/09	18,000	319,860	-	-
	0	7,320	-	12.82	3/28/10	10,800	191,916		
	38,400	0	-	21.10	3/26/11				
	16,160	24,240	-	15.93	3/30/12				
	5,000	20,000	-	14.00	6/30/13				
	0	26,250	-	16.25	3/30/14				
	67,524	77,810	-			28,800	511,776	-	-
Dennis Alexejun	5,928	0	-	14.29	9/25/09	11,000	195,470	-	-
	3,400	10,200	-	17.13	9/29/12	6,600	117,282		
	3,604	14,416	-	14.36	9/20/13				
	0	18,930	-	19.59	9/25/14				
	12,932	43,546	-			17,600	312,752	-	-
John Carter	0	6,176	-	15.33	6/30/10	18,700	332,299	-	-
	32,420	0	-	19.84	6/30/11	14,030	249,313		
	6,808	10,212	-	18.20	6/30/12				
	0	14,296	-	14.00	6/30/13				
	39,228	30,684	-			32,730	581,612	-	-
Steve Dykman	17,000	0	-	21.50	12/24/08	4,200	74,634	-	-
	17,860	0	-	17.71	12/22/09	5,000	88,850		
	4,690	4,690	-	19.50	12/27/10				
	2,400	9,600	-	15.85	12/27/13				
	0	12,600	-	18.12	12/27/14				

	Option Awards			Stock Awards			
	41,950	26,890	-	9,200	163,484	-	-

25

(1) These options become exercisable, as long as employment with the Company continues, for twenty percent of the shares on each anniversary of the grant date commencing with the first anniversary of the grant date. Mr. Dykman has 44,240 five year options, that become exercisable, as long as employment with the Company continues, for twenty five percent of the shares each anniversary of the grant date commencing on the first anniversary of the grant date. These options were granted to Mr. Dykman before he became an executive officer. On March 30, 2005, in response to the required implementation of SFAS No. 123(R), the Company accelerated the vesting of current under water stock options. As a result of the vesting acceleration, stock option grants with an expiration date of 8/12/10, 9/24/10, 3/26/11, 6/30/11, 8/12/11 and 9/29/11 became immediately exercisable.

(2) The exercise price was the closing price of the stock on the date the Compensation Committee met to approve the option grants. The exercise price may be paid in cash, in shares of the Company s common stock, and/or by the surrender of the exercisable options valued at the difference between the exercise price and the market value of the underlying shares.

(3) Assuming continued employment with the Company, restrictions on shares lapse upon the expiration of five years from the date of grant. Dividends are and will be paid on these shares if, and to the same extent, paid on the Company s common stock.

(4) Represents the aggregate market value as of 12/31/07 for shares of common stock awarded under the Company s Second Restricted Stock Plan.

Option Exercises and Stock Vested

The following table contains information regarding the exercise of stock options during the fiscal year ended December 31, 2007, by the following executive officers:

Option Exercises and Stock Vested for 2007

	Option Awards		Stock Awards	
Name	**Number of Shares Acquired on Exercise (#)**	**Value Realized on Exercise ($)**	**Number of Shares Acquired on Vesting (#)**	**Value Realized on Vesting ($)**
Fred Bauer	144,000	990,000	0	0
Enoch Jen	62,718	436,923	0	0
Dennis Alexejun	111,794	355,226	0	0
John Carter	85,678	399,276	0	0
Steve Dykman	16,180	49,511	0	0

The Company has not adopted any long-term incentive plan, defined benefit or actuarial plan, or nonqualified deferred compensation plan, as those terms are defined in applicable laws, rules, and regulation promulgated by the Securities and Exchange Commission. The Company does not have any contracts with its named executive officers linked to a change in control of the Company other than with respect to vesting certain restricted stock or stock option awards which provisions are applicable to all employees receiving such awards.

DIRECTOR COMPENSATION

The following table discloses the cash, stock option awards, and other compensation earned, paid, or awarded to each of the Company s directors during the fiscal year 2007.

Director Compensation for 2007

Name	(1) Fees Earned or Paid in Cash ($)	Stock Awards ($)	(2) Option Awards ($)	Non-Equity Incentive Plan Compensation ($)	Change in Pension Value and Nonqualified Deferred Compensation Earnings	(3) All Other Compensation ($)	Total ($)
Gary Goode	32,100	-	37,712	-	-	0	69,812
Arlyn Lanting	14,900	-	37,712	-	-	0	52,612
Kenneth La Grand	14,900	-	37,712	-	-	0 (4)	52,612
John Mulder	14,900	-	37,712	-	-	5,500 (4)	58,112
Rande Somma	18,700	-	37,712	-	-	0	56,412
Fred Sotok	28,300	-	37,712	-	-	0	66,012
Wallace Tsuha	19,700	-	37,712	-	-	0	57,412
Jim Wallace	9,200	-	37,712	-	-	0	46,912

(1) Directors who are employees of the Company receive no compensation for services as directors. Directors who are not employees of the Company receive a director s retainer in the amount of $10,000 per year plus $1,500 for each meeting of the Board attended and $1,000 for each committee meeting attended. Directors who are chairman of the Compensation and Audit Committees receive an additional retainer fee in the amount of $3,000 per year.

(2) Nonemployee directors who are directors immediately following each Annual Meeting of Shareholders are entitled to receive an option to purchase 6,000 shares of the Company s common stock at a price per share equal to the closing price of the Company s stock on NASDAQ on that date. Each option has a term of ten years and becomes exercisable in full six months after the date of grant. For each outstanding stock option award, the value shown is what is also included in the Company s financial statements per SFAS 123(R). See the Company s Annual Report for the year ended December 31, 2007, for a complete description of the SFAS 123(R) valuation.

(3) The Company also makes Company aircraft available to directors for personal use if such use does not conflict with any business purpose for the aircraft. Reimbursement of the Company s incremental cost is required for personal use of Company aircraft, which is calculated using average variable operating cost (including fuel, maintenance, use tax and other miscellaneous variable costs).

(4) The Company has entered into consulting agreements with John Mulder and Ken La Grand, subsequent to each gentlemen s retirement in June 2002 and January 2003, respectively. During 2007, the Company paid Mr. Mulder $5,500 in consulting fees, plus reimbursement of business expenses. During 2007, the Company did not pay Mr. La Grand any consulting fees.

The following table summarizes securities issued and to be issued under the Company s equity compensation plans as of December 31, 2007:

Executive Compensation Plan Summary

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in the first column)
Equity compensation Plans approved by Shareholders	10,253,467	$16.515	12,597,852
Equity Compensation Plans not approved by Shareholders	--	--	--
Total	10,253,467	$ 16.515	12,597,852

Compensation Committee Interlocks and Insider Participation

The Compensation Committee is comprised solely of members of the Company s Board of Directors who are independent under the applicable NASDAQ listing standards. For the fiscal year ended December 31, 2007, that Committee was responsible for supervising the Company s executive compensation arrangements, including the making of decisions with respect to the award of stock-based incentives for executive officers during that year.

CERTAIN TRANSACTIONS

The Audit Committee of the Company reviews and approves all related party transactions in accordance with its Charter. The Code of Business Conduct and Ethics requires directors, officers, and employees to report these types of matters. In addition, the Company uses questionnaires for its directors and officers annually in part to discover any unreported related-party transactions. The approval of the Audit Committee is required for related-party transactions.

Since 1978, prior to the time the Company became a publicly held corporation, the Company has leased a building that previously housed its main office, manufacturing and warehouse facilities, and currently houses production operations for the Company s fire protection products. The lessor for that building is G & C Associates, a general partnership, and nearly all of the partnership interests in G & C Associates are held by persons related to Fred Bauer. The lease is a net lease, obligating the Company to pay all expenses for maintenance, taxes, and insurance, in addition to rent. During 2007, the rent paid to this partnership was $52,153, and the rent for the current fiscal year is the same. The Board of Directors believes that the terms of this lease are at least as favorable to the Company as could have been obtained from unrelated parties.

Jeremy Fogg, Director of Mechanical Engineering Program Management, is the son-in-law of Fred Bauer, the Company s Chairman of the Board and Chief Executive Officer. In 2007, Jeremy Fogg earned $140,086, including profit-sharing and performance-based bonuses. Jeremy Fogg also received options to purchase 6,320 shares of Gentex common stock at an exercise price of $19.59, and also received a restricted stock grant of 4,000 shares valued at $78,360. All of Mr. Fogg s compensation is determined under and in accordance with the Company s existing compensation plans and policies applicable to all salaried employees.

The Company is highly selective, and hires new employees based upon merit. Employees may also be eligible for certain other benefits which are similarly available on no less favorable terms to other employees of the Company at the same level and pay rate. Family members of any employee are not discouraged from seeking employment.

RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS PRINCIPAL ACCOUNTING FEES AND SERVICES

The Audit Committee and Board of Directors have selected, and submits to shareholders for ratification, Ernst & Young LLP to serve as the Company s independent auditors for the fiscal year ending December 31, 2008. The following fees were billed by Ernst & Young LLP, the Company s independent auditors, for the services provided to the Company during the fiscal years ended December 31:

	2007	2006
Audit Fees	$ 189,100	$ 203,900
Audit-Related	--	--
Tax Services	57,000	57,000
All Other	--	--
Total	$ 246,100	$ 260,900

Audit fees include the annual audit of the Company s consolidated financial statements, the audit of internal control over financial reporting, timely quarterly reviews, foreign statutory audits and consultations concerning accounting matters associated with the annual audit. Tax services primarily include amounts billed for assistance with the calculation of the extra-territorial exclusion. All non-audit services were pre-approved by the Audit Committee pursuant to the Revised Audit Committee Procedures for Approval of Audit and Non-audit Services by Independent Auditors, which is attached as Appendix A to this Proxy Statement.

Although ratification of the independent auditors by the Company s shareholders is not legally required, our Audit Committee and Board of Directors believes that submission of this matter to the shareholders follows sound business practice and is in the best interest of shareholders in the current environment. If the shareholders do not approve the selection of Ernst & Young LLP, the selection of such firm as our independent auditors will be reconsidered by the Audit Committee.

Representatives of Ernst & Young are expected to be present at the Annual Meeting to respond to appropriate questions and will have an opportunity to make a statement if they desire.

SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Based upon a review of Forms 3, 4, and 5 furnished to the Company during or with respect to the preceding fiscal year and written representations from certain reporting persons, the Company is not aware of any failure by any reporting person to make timely filings of those Forms as required by Section 16(a) of the Securities Exchange Act of 1934, except that Dennis Alexejun was late in reporting the sale of 10,000 shares in April of 2007 and the sale of 23,712 shares in May of 2007.

SHAREHOLDER PROPOSALS

Any proposal of a shareholder intended to be presented at the 2009 Annual Meeting of the Company must be received by the Company at its headquarters, c/o Corporate Secretary s Office, 600 North Centennial Street, Zeeland, Michigan 49464, no later than November 28, 2008, if the shareholder wishes the proposal to be included in the Company s Proxy Statement relating to that meeting. In addition, the Company s Bylaws contain certain notice and procedural requirements applicable to shareholder proposals, irrespective of whether the proposal is to be included in the Company s Proxy materials. To be timely, such a shareholder s notice must be delivered, or mailed and received at, the Company s headquarters no later than ten (10) business days after April 4, 2008. A copy of the Company s Bylaws is filed with the Securities and Exchange Commission and can be obtained from the Public Reference Section of the Commission or the Company.

MISCELLANEOUS

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

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

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

Shareholders are urged to promptly vote your shares either on the Internet (preferred method), via telephone, or by dating, signing, and returning the accompanying Proxy in the enclosed envelope.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ Connie Hamblin

Connie Hamblin
Secretary

April 4, 2008

April 4, 2008

(This page intentionally left blank)

APPENDIX A

Revised Audit Committee
Procedures for Approval of Audit and Non-Audit
Services by Independent Auditors

The following procedure is adopted by the Audit Committee relating to the approval of audit and non-audit services provided by the Company s independent auditors.

1. The Committee has reviewed and approved work to be performed by the independent auditors in the areas of tax, audit and advisory services and subcategories within each category as designated on the attached schedule.

2. Any additional audit and non-audit work performed by the independent auditors that is not included on the attached schedule must be specifically pre-approved as follows:

    a. If the proposed independent auditors engagement is equal to or less than $25,000, the Chairman of the Audit Committee must pre-approve the work and will communicate his approval to the full Audit Committee at the next regularly scheduled meeting of the Audit Committee.

    b. If the proposed independent auditors engagement is greater than $25,000, the full Audit Committee must pre-approve the work.

3. The independent auditors may not conduct any work that is prohibited by applicable SEC rules or regulations.

Effective October 30, 2003

APPENDIX B

FIRST AMENDMENT TO THE
GENTEX CORPORATION SECOND RESTRICTED STOCK PLAN

This FIRST AMENDMENT TO THE GENTEX CORPORATION SECOND RESTRICTED STOCK PLAN (Amendment) is adopted by the Board of Directors of Gentex Corporation, a Michigan corporation (the Company), as of the 21st day of February, 2008, with reference to the following:

A. The Gentex Corporation Second Restricted Stock Plan (the Plan) was originally approved by the Company s Board of Directors on March 2, 2001, and was approved by the Company s shareholders on May 16, 2001.

B. The Board of Directors has elected to amend the Plan to increase the maximum number of shares that may be subject to Awards to 2,000,000 shares (in the aggregate) and to change the Plan s termination date from March 2, 2011 to February 21, 2018. This Amendment is subject to the approval of the shareholders of the Company.

NOW, THEREFORE, subject to the approval of the shareholders of the Company, the Plan is amended as follows:

1. In Section 3a, the maximum number of shares that may be subject to Awards under the Plan is hereby increased to 2,000,000 shares in the aggregate.

2. In Section 7, the existing termination date of March 2, 2011, is hereby be deemed replaced with February 21, 2018, as the new terminate date.

3. In all other respects, the Plan shall continue in full force and effect.

4. Capitalized terms not otherwise defined herein shall be defined as in the Plan.

CERTIFICATION

The foregoing Amendment was duly adopted by the Board of Directors of the Company, effective February 21, 2008, subject to the approval of the Company s shareholders.

/s/ Connie Hamblin

Connie Hamblin, Secretary
Gentex Corporation

(This page intentionally left blank)